



Date: September 30, 2024

To,
The Listing Compliance Department,
BSE Limited,
P. J. Tower, Dalal Street,
Mumbai – 400001
Scrip Code: 534809

To,
The Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051
Symbol: PCJEWELLER

Sub.: Outcome of the Board Meeting held on September 30, 2024

Dear Sir / Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), this is to inform that the Board of Directors of the Company at its meeting held today i.e. September 30, 2024, *inter-alia*, has considered and approved the following:

1. Pursuant to the approval of Members in the Extra-Ordinary General Meeting held on August 8, 2024 and ‘In-Principle Approvals’ received from BSE Limited and National Stock Exchange of India Limited, allotment of 11,50,00,000 (Eleven Crore Fifty Lakh) Fully Convertible Warrants (“**Warrants**”) by way of preferential allotment on private placement basis to two of the Proposed Allottees belonging to Promoter Group category, at an Issue Price of ₹ 56.20 per Warrant, determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), after receipt of stipulated amount i.e. 25% of the Issue Price as subscription amount in accordance with the provisions of ICDR Regulations.

Each of the Warrant, so allotted, is convertible into 1 fully paid-up equity share having face value of ₹ 10 (Rupees Ten Only) each, fully paid up, of the Company in accordance with the provisions of ICDR Regulations, on payment of the balance consideration i.e. 75% of the Warrant Issue Price by the Allottees within 18 months from the date of allotment of these Warrants. However, Warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of Warrants allotment and their conversion into Equity Shares.

The requisite details pursuant to Regulation 30 - Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 (“**SEBI Circular**”) are enclosed as **Annexure – 1**.

2. Sub-division / split of each equity share of face value of ₹ 10/- (Rupees Ten Only) each, fully paid-up, into 10 (Ten) equity shares of face value of ₹ 1 (Rupee One Only) each, fully paid-up, by alteration of Capital Clause of Memorandum of Association of the Company, subject to the approval of Members of the Company. The Record Date for sub-division / split of existing equity shares will be intimated in due course.

The requisite details pursuant to Regulation 30 - Part A of Schedule III of LODR Regulations read with SEBI Circular are enclosed as **Annexure – 2**.

Members’ approval for proposed sub-division / split of each equity share and consequent alteration of Capital Clause of Memorandum of Association of the Company will be taken through Postal Ballot.

3. Appointment of Shri Mahesh Agarwal (DIN: 00086304) as an Independent Director (Additional Director) for a term of 5 (five) consecutive years with effect from September 30, 2024, subject to the approval of Members at the next general meeting / postal ballot or within a time period of 3 months from the date of appointment, whichever is earlier.

PC Jeweller Limited

Regd. Office : 2713, 3rd Floor, Bank Street, Karol Bagh, New Delhi-110005 Ph. : 011 - 49714971 Fax : 011 – 49714972

info@pcjeweller.com • www.pcjeweller.com • CIN : L36911DL2005PLC134929



4. Appointment of Shri Farangi Lal Kansal (DIN: 10782936) as an Independent Director (Additional Director) for a term of 3 (three) consecutive years with effect from September 30, 2024, subject to the approval of Members at the next general meeting / postal ballot or within a time period of 3 months from the date of appointment, whichever is earlier.
5. Appointment of Shri Vishan Deo (DIN: 07634994) as an Additional Director of the Company with effect from September 30, 2024, subject to the approval of Members at the next general meeting / postal ballot or within a time period of 3 months from the date of appointment, whichever is earlier.

The Board has also appointed Shri Vishan Deo as a Whole-time Director with effect from September 30, 2024 for a period of 3 years, subject to the approval of shareholders at the next general meeting / postal ballot or within a time period of 3 months from the date of appointment, whichever is earlier. He will be liable to retire by rotation.

Shri Mahesh Agarwal, Shri Farangi Lal Kansal and Shri Vishan Deo confirmed to the Company that they are not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

6. Accepting voluntary retirement request of Shri Sanjeev Bhatia as Chief Financial Officer effective from end of the day September 30, 2024. Consequently, he will also ceased to be Key Managerial Personnel (“KMP”) of the Company. His letter requesting for voluntary retirement is enclosed as **Annexure – 3**.
7. Shri Vishan Deo designated as Executive Director (Finance) and Chief Financial Officer with effect from October 1, 2024 subsequent to voluntary retirement of Shri Sanjeev Bhatia. Consequently, he is also designated as KMP of the Company effective from October 1, 2024.

The requisite details with respect to changes in the Directors & KMPs of the Company pursuant to Regulation 30 - Part A of Schedule III of LODR Regulations read with SEBI Circular are enclosed as **Annexure - 4**.

8. Reconstitution of Audit Committee by induction of Smt. Sannovanda Machaiah Swathi, Independent Director as Chairperson and Shri Mahesh Agarwal, Independent Director as a Member with effect from September 30, 2024.
9. Reconstitution of Nomination and Remuneration Committee by induction of Shri Mahesh Agarwal, Independent Director as a Member, Shri Farangi Lal Kansal, Independent Director as a Member and designating Smt. Sannovanda Machaiah Swathi, Independent Director as Chairperson with effect from September 30, 2024.

The Board meeting commenced at 8:00 P.M. and concluded at 9:15 P.M.

Kindly take the information on record

Thanking you,
For **PC Jeweller Limited**

(SANJEEV BHATIA)
Chief Financial Officer

Annexures: 1-4

PC Jeweller Limited

Regd. Office : 2713, 3rd Floor, Bank Street, Karol Bagh, New Delhi-110005 Ph. : 011 - 49714971 Fax : 011 – 49714972

info@pcjeweller.com • www.pcjeweller.com • CIN : L36911DL2005PLC134929



Annexure - 1

Information as required under Regulation 30 - Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| S. No. | Name of the Investor | Category | Number of Fully Convertible Warrants ("Warrant") allotted | Issue Price per Warrant | Subscription amount per Warrant (25% of Issue Price) |
|--------|------------------------------------|----------------|---|-------------------------|--|
| 1 | New Track Garments Private Limited | Promoter Group | 8,00,00,000 | ₹ 56.20 | ₹ 14.05 |
| 2 | Balram Garg (HUF) | Promoter Group | 3,50,00,000 | ₹ 56.20 | ₹ 14.05 |

Each of the Warrant, so allotted, is convertible into 1 fully paid-up equity share having face value of ₹ 10 (Rupees Ten Only) each, fully paid up, of the Company on payment of the balance consideration i.e. 75% of the Warrant Issue Price by the Allottees within 18 months from the date of allotment of these Warrants. However, Warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of Warrants allotment and their conversion into Equity Shares.



PC Jeweller Limited

Regd. Office : 2713, 3rd Floor, Bank Street, Karol Bagh, New Delhi-110005 Ph. : 011 - 49714971 Fax : 011 – 49714972

info@pcjeweller.com • www.pcjeweller.com • CIN : L36911DL2005PLC134929



Annexure - 2

Information as required under Regulation 30 - Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Particular | Details | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|----------------------|-------------------------|----------------------|--------------------------|--|----------------------|-----------------------|----------------------|-----------------------|---------------------------|--|--|--|--|---------------|---------------|----|----------------|---|-------------------|--------------|----|--------------|----|---|--|--|--|--|---------------|--------------|----|---------------|---|-------------------|---|----|---|----|
| Split Ratio | 1:10 i.e., existing 1 (One) equity share having face value of ₹ 10 (Rupees Ten Only) each, into 10 (Ten) equity shares having face value of ₹ 1 (Rupee One Only) each, fully paid-up. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rationale behind the Split | With a view to enhance the liquidity of the Company's equity shares and to encourage participation of retail investors by making equity shares of the Company more affordable. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Pre and post share capital – authorized, paid-up and subscribed | <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Pre Sub-division</th> <th colspan="2">Post Sub-division</th> </tr> <tr> <th>No. of Shares</th> <th>Face Value (₹)</th> <th>No. of Shares</th> <th>Face Value (₹)</th> </tr> </thead> <tbody> <tr> <td colspan="5">Authorised Capital</td> </tr> <tr> <td>Equity Shares</td> <td>100,00,00,000</td> <td>10</td> <td>1000,00,00,000</td> <td>1</td> </tr> <tr> <td>Preference Shares</td> <td>26,00,00,000</td> <td>10</td> <td>26,00,00,000</td> <td>10</td> </tr> <tr> <td colspan="5">Issued, Subscribed and Paid-up Share Capital</td> </tr> <tr> <td>Equity Shares</td> <td>46,54,03,896</td> <td>10</td> <td>465,40,38,960</td> <td>1</td> </tr> <tr> <td>Preference Shares</td> <td>0</td> <td>10</td> <td>0</td> <td>10</td> </tr> </tbody> </table> | Particulars | Pre Sub-division | | Post Sub-division | | No. of Shares | Face Value (₹) | No. of Shares | Face Value (₹) | Authorised Capital | | | | | Equity Shares | 100,00,00,000 | 10 | 1000,00,00,000 | 1 | Preference Shares | 26,00,00,000 | 10 | 26,00,00,000 | 10 | Issued, Subscribed and Paid-up Share Capital | | | | | Equity Shares | 46,54,03,896 | 10 | 465,40,38,960 | 1 | Preference Shares | 0 | 10 | 0 | 10 |
| | Particulars | | Pre Sub-division | | Post Sub-division | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | No. of Shares | Face Value (₹) | No. of Shares | Face Value (₹) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Authorised Capital | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Equity Shares | 100,00,00,000 | 10 | 1000,00,00,000 | 1 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Preference Shares | 26,00,00,000 | 10 | 26,00,00,000 | 10 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Issued, Subscribed and Paid-up Share Capital | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Equity Shares | 46,54,03,896 | 10 | 465,40,38,960 | 1 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Preference Shares | 0 | 10 | 0 | 10 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Expected time of completion | Within 45 days from the date of approval of the Members of the Company. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Class of shares which are subdivided | Equity Shares | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Number of shares of each class pre and post split | The Company has issued only one class of Equity Shares. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

PC Jeweller Limited

Regd. Office : 2713, 3rd Floor, Bank Street, Karol Bagh, New Delhi-110005 Ph. : 011 - 49714971 Fax : 011 – 49714972

info@pcjeweller.com • www.pcjeweller.com • CIN : L36911DL2005PLC134929



Annexure - 4

Information as required under Regulation 30 - Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Particulars | Details | | |
|--|---|--|---|
| Name of Director | Shri Mahesh Agarwal | Shri Farangi Lal Kansal | Shri Vishan Deo |
| Reason for change | Appointment as an Independent Director (Additional Director) | Appointment as an Independent Director (Additional Director) | Appointment as an Additional and Whole-time Director |
| Date of appointment / cessation | September 30, 2024 | September 30, 2024 | September 30, 2024 |
| Term of appointment | 5 (five) consecutive years with effect from September 30, 2024, subject to the approval of Members at the next general meeting / postal ballot or within a time period of 3 months from the date of appointment, whichever is earlier. | 3 (three) consecutive years with effect from September 30, 2024, subject to the approval of Members at the next general meeting / postal ballot or within a time period of 3 months from the date of appointment, whichever is earlier. | 3 (three) consecutive years with effect from September 30, 2024, subject to the approval of Members at the next general meeting / postal ballot or within a time period of 3 months from the date of appointment, whichever is earlier. He will be liable to retire by rotation. |
| Brief profile | <p>Shri Mahesh Agarwal is a Fellow member of the Institute of Chartered Accountants of India. He is also enrolled as a professional member of Indian Institute of Insolvency Professionals of ICAI.</p> <p>He has more than 35 years' experience in banking and project financing besides due diligence and various audit like Internal Audit, Concurrent Audit etc. He also possess in depth knowledge and practical experience in internal control systems and processes and risk advisory etc.</p> <p>He is also empanelled as Insolvency Professional with National Company Law Tribunal, Punjab National</p> | <p>Shri Farangi Lal Kansal holds a Master's degree in Public Health (Gold Medalist) and a Bachelor's degree in Civil Engineering.</p> <p>He had more than five decades of experience in the field of environment protection & pollution control, water supply & sanitation and administration.</p> <p>During his illustrious career he held many top positions like Chairman of Punjab Pollution Control Board, Consultant with National Bank for Agriculture & Rural Development, Member of Punjab State Water Sanitation Mission and State Level Environment Impact Assessment Authority).</p> | <p>Shri Vishan Deo holds a Bachelor's degree in Science and a Master's degree in Physics. He is associated with the Company since April, 2011. Over a period of 13 years, his roles and responsibilities in the Company include matters related to managing export-import business, forex, FEMA compliances, customs related matters as well as other banking operations including foreign exchange operations etc. Prior to joining the Company, he was with State Bank of Bikaner and Jaipur ("SBBJ"). He has total of 27 years' banking experience in forex, asset liability management etc.</p> |

PC Jeweller Limited

Regd. Office : 2713, 3rd Floor, Bank Street, Karol Bagh, New Delhi-110005 Ph. : 011 - 49714971 Fax : 011 – 49714972

info@pcjeweller.com • www.pcjeweller.com • CIN : L36911DL2005PLC134929



| | | | |
|--|--|---|--|
| | Bank and State Bank of India. He is also a member of Rehabilitation of MSME Committee formed by Indian Bank, New Delhi. | He was also awarded for his excellent work on both National and International levels which also includes grant of Honorary Citizenship of Dallas, Texas. He is / was also holding membership of various professional and other bodies. | |
| Disclosure of relationships between directors | Not related to any other Director of the Company | Not related to any other Director of the Company | Not related to any other Director of the Company |

| Particulars | Details | |
|--------------------------------------|--|---|
| Name of KMP | Shri Sanjeev Bhatia | Shri Vishan Deo |
| Reason for change | Cessation as Chief Financial Officer due to voluntary retirement | Appointment as Chief Financial Officer and designated as Executive Director (Finance) & Chief Financial Officer |
| Date of appointment/cessation | Effective from end of the day September 30, 2024. | October 1, 2024 |
| Term of appointment | Not Applicable | Not Applicable |
| Brief profile | Not Applicable | As mentioned in the previous table |

PC Jeweller Limited

Regd. Office : 2713, 3rd Floor, Bank Street, Karol Bagh, New Delhi-110005 Ph. : 011 - 49714971 Fax : 011 – 49714972

info@pcjeweller.com • www.pcjeweller.com • CIN : L36911DL2005PLC134929

Dated: 30th September, 2024

To,
The Managing Director
PC Jeweller Limited
2713, 3rd Floor
Bank Street, Karol Bagh
New Delhi-110005

Dear Sir,

Voluntary Retirement from Service

It's a matter of great pleasure that our company has finally reached the end of its legal issues and is ready to embark on its growth path again under your capable leadership.


I feel that this is now the right time to hang up my boots and say goodbye to this company where I have spent the last 16 years.

Also, I have crossed the age of 62 years last month. I have been working continuously for last 39 years and now wish to opt out of the corporate life and pursue my personal interests and hobbies.

I therefore want to opt for voluntary retirement by submitting my resignation and would like to be relieved by EOD today i.e. 30th September, 2024, if possible.

Thanking You ,

Yours sincerely


SANJEEV BHATIA
CFO