

Date: 08/09/2021



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.: Notice of the 16<sup>th</sup> Annual General Meeting**

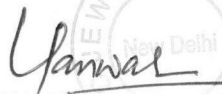
Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Notice of the 16<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Thursday, September 30, 2021 at 1:00 P.M. (IST) through Video Conferencing / Other Audio Visual Means.

Kindly take the information on record.

Thanking you.

For **PC Jeweller Limited**

  
(VIJAY PANWAR)  
Company Secretary

**Encl.:** As above

**PC Jeweller Limited**

REGD. & CORPORATE OFF: C - 54, PREET VIHAR, VIKAS MARG, DELHI - 110 092 PH: 011 - 49714971 FAX : 011 - 49714972

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



## PC Jeweller Limited

CIN: L36911DL2005PLC134929

Regd. Office: C - 54, Preet Vihar, Vikas Marg, Delhi – 110 092

Phone: 011 - 49714971, Fax: 011 – 49714972

E-mail: info@pcjeweller.com, Website: www.pcjeweller.com

## NOTICE

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of Members of PC Jeweller Limited will be held on Thursday, September 30, 2021 at 1:00 P.M. (IST) through Video Conferencing / Other Audio Visual Means to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors and Statutory Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of Statutory Auditors thereon.
2. To appoint a Director in place of Shri Ramesh Kumar Sharma (DIN: 01980542), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. RE-APPOINTMENT OF SHRI BALRAM GARG (DIN: 00032083) AS MANAGING DIRECTOR

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 {including any statutory modification(s) thereto or re-enactment thereof, for the time being in force}, Shri Balram Garg (DIN: 00032083), be and is hereby re-appointed as Managing Director of the Company, for a period of 5 (five) years with effect from July 1, 2021 to June 30, 2026, without any remuneration.

RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be and is hereby authorized to vary, alter or modify the terms and conditions of re-appointment of Shri Balram Garg except relating to remuneration as it may at its discretion, deem fit, from time to time.

RESOLVED FURTHER THAT no sitting fee shall be paid to Shri Balram Garg for attending meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT Shri Balram Garg shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or desirable for giving effect to this resolution.”

#### 4. RATIFICATION / APPROVAL OF PAYMENT OF REMUNERATION TO SHRI RAMESH KUMAR SHARMA (DIN: 01980542), WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 {including any statutory modification(s) thereto or re-enactment thereof, for the time being in force}, payment of following remuneration to Shri Ramesh Kumar Sharma (DIN: 01980542), Whole-time Director of the Company (who was re-appointed at the 11<sup>th</sup> Annual General Meeting of the Company held on September 19, 2016 for a period of 5 years w.e.f. February 7, 2017) notwithstanding that such remuneration may have exceeded / may exceed the limits prescribed under Section 197 of the Act, be and is hereby ratified / approved:

- 1) For the period April 1, 2020 to March 31, 2021: Rs.33,33,355/-
- 2) For the period April 1, 2021 to February 6, 2022: Rs.3,25,000/- per month plus bonus/ex-gratia as per the rules of the Company and subject to the applicable laws

RESOLVED FURTHER THAT any of the Director(s) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and

things, as may be necessary, proper or desirable for giving effect to this resolution.”

## 5. RE-APPOINTMENT OF SHRI RAMESH KUMAR SHARMA (DIN: 01980542) AS WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 {including any statutory modification(s) thereto or re-enactment thereof, for the time being in force}, Shri Ramesh Kumar Sharma (DIN: 01980542), be and is hereby re-appointed as Whole-time Director of the Company, designated as Executive Director, at the following terms and remuneration, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Act:

- 1) Period of re-appointment: 3 years i.e. from February 7, 2022 to February 6, 2025
- 2) Remuneration: Rs.3,25,000/- per month plus bonus / ex-gratia as per the rules of the Company and subject to the applicable laws

RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be and is hereby authorized to vary, alter or modify the terms and conditions of re-appointment of Shri Ramesh Kumar Sharma except relating to remuneration as it may at its discretion, deem fit, from time to time.

RESOLVED FURTHER THAT no sitting fee shall be paid to Shri Ramesh Kumar Sharma for attending meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT Shri Ramesh Kumar Sharma shall be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or desirable for giving effect to this resolution.”

By order of the Board of Directors  
For **PC Jeweller Limited**

Sd/-  
Place: New Delhi  
Date: August 14, 2021

(VIJAY PANWAR)  
**Company Secretary**

## NOTES:

1. In view of the continuing Covid-19 pandemic, Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated January 13, 2021 read with General Circular Nos. 20/2020 dated May 5, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 (hereinafter collectively referred to as “MCA Circulars”) permitted holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 16<sup>th</sup> AGM of the Company is being held through VC / OAVM. The deemed venue for this AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his / her behalf and the Proxy need

not be a Member of the Company. Since 16<sup>th</sup> AGM is being held pursuant to MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by Members will not be available for 16<sup>th</sup> AGM. Hence, Proxy Form is not annexed to this Notice. Route Map and Attendance Slip are also not annexed to this Notice.

3. The explanatory statement pursuant to Section 102 of the Act in respect of special business Item Nos. 3 - 5 is annexed hereto and forms part of this Notice. The Board considered that the special business Item Nos. 3 - 5, being unavoidable, shall be transacted at this AGM of the Company.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In compliance with MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the 16<sup>th</sup> AGM along with Annual



Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository / Depository Participants. AGM Notice and Annual Report will also be available on the Company's website [www.pcjeweller.com](http://www.pcjeweller.com), websites of BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFin at <https://evoting.kfintech.com>.

6. The Company has engaged the services of its Registrar & Transfer Agent ("RTA") KFin Technologies Private Limited ("KFin"), as the Agency, for participation of Members in the 16<sup>th</sup> AGM through VC / OAVM, facility for remote e-voting and e-voting at the AGM.
7. Only those Members, whose names appear in Register of Members / List of Beneficial Owners as on **Thursday, September 23, 2021 ("Cut-off Date")** shall be entitled to vote (through remote e-voting and at the AGM) on the resolutions set forth in this Notice and their voting rights shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut-off Date should treat this Notice for information only.
8. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of the unpaid / unclaimed dividend amounts lying with the Company as on August 7, 2020 (i.e. date of last AGM) on its website and also with MCA.

As per Section 125 of the Act, any dividend amount remaining unpaid / unclaimed for a period of 7 years from the date of transfer to unpaid dividend account, is required to be transferred to Investor Education and Protection Fund ("IEPF"). Accordingly, unclaimed dividend for financial year 2012-13 and unclaimed interim dividend for financial year 2013-14 have already been transferred to IEPF by the Company.

The shares on which dividend remained unpaid / unclaimed for 7 consecutive years were also transferred to the demat account of IEPF Authority as per Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

In view of this, Members are requested to claim their dividends within the stipulated time and contact the Company or its RTA for claiming the same.

9. Investors / Members may note that unclaimed share application money / dividends and relevant shares transferred to IEPF Authority can be claimed back. Concerned Investors / Members are advised to visit the weblink <http://iepf.gov.in/IEPF/refund.html> or contact the Company's RTA for lodging the claim for unclaimed share application money / dividends and relevant shares from IEPF Authority.
10. The Board of Directors has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (CP No.: 3872), as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.
11. Members who would like to express their views or ask questions during the 16<sup>th</sup> AGM may register themselves as a speaker from 9:00 A.M. (IST) to 5:00 P.M. (IST) on September 26, 2021 by logging on at <https://emeetings.kfintech.com> and clicking on Speaker Registration option. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time and to ensure the smooth conduct of the AGM.
12. Members are requested to carefully read the '**Instructions for attending the 16<sup>th</sup> AGM, remote e-voting and e-voting at the 16<sup>th</sup> AGM**' mentioned hereunder:
  - A) **Instructions for attending the 16<sup>th</sup> AGM:**
    - i) Members will be able to attend the AGM electronically through VC / OAVM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials.
    - ii) After logging in, click on "Video Conference" option.
    - iii) Then click on camera icon appearing against AGM event of PC Jeweller Limited to attend the AGM. Please do the echo test once you enter into the AGM room.
    - iv) For better experience, Members are requested to join the meeting through laptops, tablets etc. using Google Chrome or other browsers such as Firefox, Safari, Internet Explorer or Microsoft Edge after removing firewalls.
    - v) Members are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio / video loss

due to fluctuation in their respective networks.

- vi) Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will continue till expiry of 15 minutes from the scheduled time of the AGM.
- vii) Facility of joining the AGM through VC / OAVM shall be available for 1,000 Members on first come first serve basis. However, the participation of Members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
- viii) Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) are requested to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter etc., authorizing their representatives to attend / participate in the AGM through VC / OAVM on their behalf and to vote through remote e-voting / e-voting at the AGM. The said Board Resolution / Authority Letter etc. shall be sent to the Scrutinizer at the e-mail address [rss.scrutinizer@gmail.com](mailto:rss.scrutinizer@gmail.com) with copy to [evoting@kfintech.com](mailto:evoting@kfintech.com). Institutional Members are encouraged to attend and vote at the AGM.
- ix) Members, who have cast their votes by remote e-voting may also attend the AGM through VC / OAVM but shall not be entitled to cast their votes again.
- x) In case of any query relating to the procedure for attending the AGM through VC / OAVM or for any technical assistance, Members may call on KFin's toll free no.: 1800-309-4001 or send an e-mail at [evoting@kfintech.com](mailto:evoting@kfintech.com).

## **B) Instructions for remote e-voting and e-voting at the 16<sup>th</sup> AGM:**

- i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means. The Company has engaged the services of KFin as the Agency to provide the facility of remote e-voting

(before the AGM) and e-voting (at the AGM).

- ii) Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM.
- iii) The remote e-voting facility shall be available during the following period:

**Commencement of remote e-voting : From 9:00 A.M. (IST) on Monday, September 27, 2021**

**End of remote e-voting : Up to 5:00 P.M. (IST) on Wednesday, September 29, 2021**

The remote e-voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period.

- iv) Only those Members, who are present at the AGM through VC / OAVM and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the AGM.
- v) Members who do not have User ID and Password for e-voting or have forgotten User ID and Password may retrieve the same by following the instructions for remote e-voting.
- vi) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- vii) In case of any query on e-voting, please visit Help and FAQs section available at KFin's website <https://evoting.kfintech.com> or e-mail at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free no.: 1800-309-4001.
- viii) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities" e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants ("DPs") in order to increase the efficiency of the voting process.
- ix) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also



ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

- x) The detailed process and manner for remote e-voting and e-voting at the AGM are explained herein below:

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to KFin's e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

### Details on Step 1:

Login method for individual shareholders holding shares in demat mode is as under:

Type of shareholders	Login Method
<b>Individual shareholders holding shares in demat mode with NSDL</b>	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".</li> <li>iv) Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</li> </ul> <p><b>2. User not registered for IDeAS e-Services:</b></p> <ul style="list-style-type: none"> <li>i) To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>ii) Select "Register Online for IDeAS" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii) Proceed with completing the required fields.</li> <li>iv) Follow steps given in points 1.</li> </ul> <p><b>3. Alternatively by directly accessing the e-voting website of NSDL:</b></p> <ul style="list-style-type: none"> <li>i) Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>ii) Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>iv) Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e. KFin.</li> <li>v) On successful selection, you will be redirected to KFin's e-voting page for casting your vote during the remote e-voting period.</li> </ul>

<p><b>Individual shareholders holding shares in demat mode with CDSL</b></p>	<p><b>1. Existing user who have opted for Easi/Easiest:</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Click on New System Myeasi.</li> <li>iii) Login with your registered User ID and Password.</li> <li>iv) The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFin's e-Voting portal.</li> <li>v) Click on e-voting service provider name to cast your vote.</li> </ul> <p><b>2. User not registered for Easi/Easiest:</b></p> <ul style="list-style-type: none"> <li>i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>ii) Proceed with completing the required fields.</li> <li>iii) Follow the steps given in point 1.</li> </ul> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL:</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Provide your demat Account Number and PAN No.</li> <li>iii) System will authenticate user by sending OTP on registered mobile &amp; e-mail as recorded in the demat Account.</li> <li>iv) After successful authentication, user will be provided links for the respective ESP, i.e. KFin where the e-voting is in progress.</li> </ul>
<p><b>Individual shareholders login through their demat accounts / Website of Depository Participant</b></p>	<ul style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</li> <li>2. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>3. Click on options available against company name or e-Voting service provider - KFin and you will be redirected to e-voting website of KFin for casting your vote during the remote e-voting period without any further authentication.</li> </ul>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

**Helpdesk:** Helpdesk for individual shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.



## Details on Step 2:

Login method for shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode is as under:

- A) Members whose e-mail addresses are registered with the Company / Depository / Depository Participants, will receive an e-mail from KFin, which will include details of E-Voting Event Number (EVEN), User ID and Password. They will have to follow the following process:
- i) Launch internet browser by typing the URL: <https://emeetings.kfintech.com>
  - ii) Enter the login credentials (i.e. User ID & Password). Your User ID will be as under:
    - For Members holding shares in demat form with NSDL: 8 character DP ID followed by 8 digits Client ID
    - For Members holding shares in demat form with CDSL: 16 digits Beneficiary ID
    - For Members holding shares in Physical Form: EVEN Number followed by Folio No.
  - iii) After entering these details appropriately, click "LOGIN".
  - iv) You will now reach Password Change Menu, wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @ etc.). The system will prompt you to change your Password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
  - v) You need to login again with the new credentials.
  - vi) On successful login, system will prompt you to select the 'EVEN' i.e. **PC Jeweller Limited** and click on submit.
  - vii) On the voting page, you will see resolution description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares as on the Cut-off date i.e. September 23, 2021 (which represents number of votes) under 'FOR / AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together shall not exceed your total shareholding. You may also choose the option 'ABSTAIN'. If Member does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- viii) Cast your vote by selecting an appropriate option and click 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else click 'CANCEL' to change your vote.
- ix) Once you 'CONFIRM' your vote on the resolution(s), you will not be allowed to modify your vote.
- x) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- B) Members whose e-mail addresses are not registered with the Company / Depository / Depository Participants, and consequently the Annual Report, notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i) Members who have not registered their e-mail addresses and consequently Annual Report 2020-21 and notice of 16<sup>th</sup> AGM including e-voting instructions cannot be serviced to them electronically, may temporarily get their e-mail address and mobile number registered with KFin. For this purpose, Members are requested to:
    - a) visit the URL: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
    - b) Select the Company name i.e. PC Jeweller Limited and provide requisite details to register their e-mail address and mobile number.
  - ii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- 13.** Any person who becomes Member of the Company after despatch of the 16<sup>th</sup> AGM Notice and holds shares as on the Cut-off Date i.e. September 23, 2021 may obtain the User ID and Password in the following manner:
- i) If the mobile number of Member is registered against Folio No. / DP ID - Client ID, Member may send SMS: MYEPWD <space> e-voting Event Number + Folio No. or DP ID - Client ID to 9212993399



Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> e-voting Event Number + Folio No.

- ii) If e-mail address or mobile number of Member is registered against Folio No. / DP ID - Client ID, then on the home page of <https://evoting.kfintech.com>, Member may click "Forgot Password" and enter Folio No. or DP ID - Client ID and PAN to generate a Password.
  - iii) Member may call KFin's toll free number 1800-309-4001.
  - iv) Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).
- 14.** Pursuant to Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of the Directors seeking re-appointment at the 16<sup>th</sup> AGM are annexed hereto and forms part of this Notice.
- 15.** Relevant documents referred to in this Notice will be available for inspection electronically without any fee by Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of the 16<sup>th</sup> AGM. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the certificate of auditor in terms of SEBI (Share Based Employee Benefits) Regulations, 2014 regarding implementation of 'PC Jeweller Limited Employee Stock Option Plan 2011', will be available for inspection electronically by the members during the AGM. Members desirous of inspecting such documents may send request from their registered e-mail address to [investors@pcjeweller.com](mailto:investors@pcjeweller.com) by mentioning their DP Id – Client Id / Folio Number.
- 16.** The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman / Managing Director of the Company or in his absence to any other Director authorized by the Board of Directors, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman / Managing Director or in his absence by the Company Secretary within 48 hours from the conclusion of the AGM at the Registered Office of the Company.

The result declared along with the Scrutinizer's Report

shall be placed on the Company's website [www.pcjeweller.com](http://www.pcjeweller.com) and also on KFin's website <https://evoting.kfintech.com>. Simultaneously the results shall also be forwarded to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 30, 2021.

- 17.** As per Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all the risks associated with physical shares, Members are advised to dematerialize shares held by them in physical form. Members can contact the Company's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for seeking assistance / guidance in this regard.
- 18.** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members free of cost after making requisite changes.
- 19.** SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Hence, Members holding shares in demat form are requested to submit their PAN to their respective Depository Participants and Members holding shares in physical form are required to submit their PAN to KFin.
- 20.** Members holding shares in dematerialised form are also requested to provide their bank details and intimate changes, if any pertaining to their name, postal address, e-mail address, telephone / mobile numbers, nomination, power of attorney, bank details etc. to their respective Depository Participants.
- Members holding shares in physical form are also requested to provide their bank details and intimate such changes to the Company's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) under the signatures of the first / joint holder(s) by submitting (i) scanned copy of the signed request letter containing the Member's name, folio number, bank details; (ii) self-attested copy of PAN and (iii) cancelled cheque leaf.
- 21.** Members desirous of making a nomination in respect of their shareholding in the Company are requested to submit duly filled Nomination Form (Form No. SH 13) with their respective Depository Participants (in case the shares are held in demat form) and with RTA (in case the shares are held in physical



form). Blank forms will be provided by the Company on request.

- 22.** Members are requested to participate in the 'Green Initiative in Corporate Governance' for receiving all communications including Annual Report, Notices etc. from the Company electronically. Members, who have not yet registered their e-mail addresses, are requested to register the same with:
- i) their respective Depository Participants (in case the shares are held in demat form); and
  - ii) with the Company's RTA (in case the shares are held in physical form) at the e-mail address – einward.ris@kfintech.com along with the scanned copy of signed request letter mentioning their folio number, name and address, scanned copy of share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of any document (viz. Aadhar card, Driving License, Passport etc.) in support of their address.

#### EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

##### Item No.: 3

In the 10<sup>th</sup> Annual General Meeting, Members have approved re-appointment of Shri Balram Garg as Managing Director of the Company for a period of 5 years from July 1, 2016. Accordingly, his previous term of re-appointment as Managing Director expired on June 30, 2021. Pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 {including any statutory modification(s) thereto or re-enactment thereof, for the time being in force}, the Board of Directors (the "Board") on the recommendation of Nomination and Remuneration Committee and subject to the approval of Members, re-appointed him as Managing Director for a period of 5 years w.e.f. July 1, 2021 to June 30, 2026, on the terms and conditions as specified in the resolution at Item No.3 of this Notice.

In the 10<sup>th</sup> Annual General Meeting, Members have approved re-appointment of Shri Balram Garg as Managing Director at a monthly salary in the range of Rs.60 lakh to Rs.1 crore plus other perquisites / allowances. However, since August 2019 he has voluntarily foregone remuneration and confirmed that he will not draw any remuneration on his re-appointment as Managing Director of the Company w.e.f. July 1, 2021. Accordingly, the Board has recommended his re-appointment for the present term i.e.

from July 1, 2021 to June 30, 2026 without any remuneration.

Shri Balram Garg aged 51 years holds a Bachelor's degree in Commerce from the University of Delhi, New Delhi. He has more than 30 years of experience in the jewellery industry. He is one of the Promoter of the Company and has been on the Board and at the helm of affairs of the Company since its incorporation i.e. April 13, 2005. Shri Balram Garg has been instrumental in establishing PC Jeweller as a prominent brand and established player in organised retail jewellery sector. Under his dynamic leadership and guidance, the Company grew tremendously and achieved many milestones including becoming one of the leading jewellery companies in the organised jewellery retail sector in India, getting successfully listed at BSE Limited and National Stock Exchange of India Limited in December 2012 and increasing total number of showrooms of the Company to 82.

Keeping in view that Shri Balram Garg has rich and varied experience in the Industry and has been engaged in the operations of the Company right from its inception, it would be in the best interest of the Company to continue to avail the benefits of his experience and expertise.

The Written Memorandum under Section 190 of the Act, setting out the terms of re-appointment of Shri Balram Garg as Managing Director of the Company, will be available for inspection by Members, on all business days (i.e. except Saturday, Sunday and Public holidays), upto the date of 16<sup>th</sup> AGM.

The Board recommends the resolution at Item No. 3 of this Notice, for approval of Members by way of an Ordinary Resolution.

Except Shri Balram Garg and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of this Notice.

##### Item Nos.: 4 and 5

In the 11<sup>th</sup> Annual General Meeting, Members have approved re-appointment of Shri Ramesh Kumar Sharma as Whole-time Director of the Company for a period of 5 years from February 7, 2017 at a monthly salary in the range of Rs.3 lakh to Rs.5 lakh plus other perquisites / allowances. Subsequently, on June 28, 2017 through Postal Ballot Notice, Members have approved upward revision in his monthly salary in the range of Rs.5.75 lakh to Rs.10 lakh w.e.f. April 1, 2017 for the remaining period of his tenure i.e. upto February 6, 2022. However, due to slow down in the jewellery industry, which in turn was impacting profitability of the sector including the Company, Shri Ramesh Kumar Sharma has voluntarily reduced his monthly salary from

Rs.5.75 lakh to Rs.3.25 lakh w.e.f. November 1, 2019 and his last drawn monthly salary was Rs.3.25 lakh.

The present term of re-appointment of Shri Ramesh Kumar Sharma as Whole-time Director will expire on February 6, 2022. Pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the Board of Directors (the “**Board**”) upon the recommendation of Nomination and Remuneration Committee, recommended his re-appointment as Whole-time Director designated as Executive Director for a term of 3 years w.e.f. February 7, 2022 to February 6, 2025, on the terms and conditions as specified in the resolution at Item No.5 of this Notice.

Shri Ramesh Kumar Sharma aged 63 years is a Certified Associate of Indian Institute of Bankers. He holds a Bachelor’s degree and a Master’s degree in Commerce from University of Rajasthan, Jaipur. He is associated with the Company since April, 2007 and over a period of 14 years he has immensely contributed to the growth of the Company. Prior to joining the Company, he was associated with State Bank of Bikaner and Jaipur and has over 29 years’ experience in foreign exchange, credit and administration.

In view of his contribution to the growth of the Company, his qualities and capabilities supported by experience and after assessing his business acumen, the Board considers that his re-appointment as Whole-time Director would be of immense benefit to the Company.

In terms of the provisions of Section 197 read with Schedule V of the Act, the Company is required to obtain approval of Members by way of Special Resolution for payment of remuneration to Managerial Personnel in case of no profit or inadequacy of profit.

The outbreak of Covid-19 pandemic has slowed down economic growth and adversely impacted businesses and industries around the world and our Company is not an exception to the same. Lockdowns and other restrictions were imposed for restricting the spread of Covid-19. These developments have adversely impacted the profitability of the Company during last financial year as well as first quarter of the current financial year. This resulted into inadequacy of profit computed in the manner prescribed under section 198 read with 197 of the Act (“**Net Profit**”) in relation to remuneration paid to Shri Ramesh Kumar Sharma during financial year ended March 31, 2021. Also, it is likely that the situation of inadequacy of Net Profit may continue for some more time, accordingly, the remuneration payable to Shri Ramesh Kumar Sharma during the remaining period of his present term of

re-appointment as well as on re-appointment may exceed the limits prescribed under section 197 of the Act. The Board upon the recommendation of Nomination and Remuneration Committee approved the remuneration paid / proposed to be paid to Shri Ramesh Kumar Sharma and further recommended the same for ratification / approval of Members by way of Special Resolutions.

The Company being in default in payment of dues to the banks have sought their approval for payment of remuneration to Shri Ramesh Kumar Sharma for the relevant period of his existing tenure as well as on his re-appointment as Whole-time Director. In response, the banks have approved payment of existing remuneration i.e. Rs.3.25 lakh per month to him for part of the financial year ended March 31, 2021 and the remaining tenure of his existing term i.e. upto February 6, 2022 as well as on his re-appointment as Whole-time Director. The Company is in the process of approaching banks once again for their approval for payment of remuneration to Shri Ramesh Kumar Sharma for the remaining part of the financial year ended March 31, 2021. However, if the Company does not get approval of the banks for payment of remuneration for remaining part of the financial year ended March 31, 2021, then Shri Ramesh Kumar Sharma will refund the remuneration for that period to the Company.

The draft Written Memorandum under Section 190 of the Act, setting out the terms of payment of remuneration / re-appointment of Shri Ramesh Kumar Sharma as Whole-time Director of the Company, will be available for inspection by Members, on all business days (i.e. except Saturday, Sunday and Public holidays), upto the date of 16<sup>th</sup> AGM.

The Board recommends the resolutions at Item Nos. 4 and 5 of this Notice, for approval of Members by way of Special Resolutions.

Except Shri Ramesh Kumar Sharma and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions.

## **A) Disclosure(s) in terms of Section 197 read with Schedule V of the Act and applicable Rules thereunder**

### **I) General Information**

- a) Nature of industry:** Jewellery industry
- b) Date or expected date of commencement of commercial production:** The Company was incorporated on April 13, 2005 and its business activities commenced thereafter.



c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable

d) **Financial performance based on given indicators:**  
The financial performance of the Company during last three financial years is as under:

Particulars	(Rs. in crore)		
	FY 2018-19	FY 2019-20	FY 2020-21
Revenue from continuing operations	8,368.85	4,938.59	2,669.34
Earnings before interest, tax, depreciation and amortization (EBITDA) (from continuing operations)	359.90	527.08	431.35
Profit before tax	2.76	123.54	4.41
Profit / (loss) for the year after tax (before other comprehensive income)	(2.81)	78.50	60.84
Basic / Diluted earnings per share (in Rs.)	(0.07)/(0.07)	1.99 / 1.98	1.50 / 1.50

e) **Foreign investments or collaborations, if any:**

Investment amounting to Rs.133.86 crore in the Company's wholly owned subsidiary PC Jeweller Global DMCC incorporated in Dubai (UAE). The Company has not entered into any foreign collaboration.

## II) Information about Shri Ramesh Kumar Sharma

a) **Background details and recognition or awards:**

Shri Ramesh Kumar Sharma aged 63 years is a Certified Associate of Indian Institute of Bankers. He holds a Bachelor's degree and a Master's degree in Commerce from University of Rajasthan, Jaipur. He is associated with the Company since April, 2007. Prior to joining the Company, he was associated with State Bank of Bikaner and Jaipur.

b) **Job profile and his suitability:** Shri Ramesh Kumar Sharma is presently designated as Executive

Director & Chief Operating Officer. He is performing his duties as Whole-time Director subject to the superintendence, control and direction of the Board of Directors of the Company. He is also Director of the Company's wholly owned subsidiary PC Jeweller Global DMCC. Over a period of 14 years, he has immensely contributed to the growth of the Company. In view of his contribution to the growth of the Company, his qualities and capabilities supported by experience, his re-appointment as Whole-time Director would be of immense benefit to the Company.

c) **Past remuneration:** Shri Ramesh Kumar Sharma was re-appointed as Whole-time Director at the 11<sup>th</sup> Annual General Meeting of the Company for a period of 5 years w.e.f. February 7, 2017 at a monthly salary in the range of Rs.3 lakh to Rs.5 lakh plus other perquisites / allowances. Subsequently, on June 28, 2017, Members through Postal Ballot Notice approved upward revision in his monthly salary in the range of Rs.5.75 lakh to Rs.10 lakh w.e.f. April 1, 2017 for the remaining period of his tenure i.e. upto February 6, 2022. However, due to slow down in the jewellery industry, which in turn was impacting profitability of the sector including the Company, Shri Ramesh Kumar Sharma voluntarily reduced his monthly salary from Rs.5.75 lakh to Rs.3.25 lakh w.e.f. November 1, 2019. The total remuneration drawn by him during last three financial years is as under:

Particulars	(Rs. in lakh)		
	FY 2018-19	FY 2019-20	FY 2020-21
Gross Salary	72.95	58.60	33.33
Stock Option	74.57	23.24	0.00
Total	147.52	81.84	33.33

d) **Remuneration proposed:** As set out in the Item Nos. 4 and 5 of this Notice.

e) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The remuneration is a factor of experience, expertise, industry practice and size of the Company etc. Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Shri Ramesh Kumar Sharma, the remuneration proposed to be ratified / approved / paid is completely justified. Keeping in view the similar or higher levels of remuneration

in India at these levels, the remuneration proposed is moderate in comparison to the remuneration of similar senior level personnel in other similar companies in the Industry.

- f) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Shri Ramesh Kumar Sharma has no other pecuniary relationship with the Company or with the managerial personnel, except the remuneration being paid to him as Whole-time Director of the Company.

### III) Other information

- a) **Reasons of loss or inadequate profits:** Since the beginning of financial year 2021, the Indian economy has witnessed the impact of outbreak of Covid-19 pandemic, which has affected the revenue and profits of the businesses across industry. Covid-19 developed rapidly into a global crisis, forcing governments to enforce lockdowns and other restrictions. It has affected the businesses and economy all over the world and the Company was no exception to the same. The revenue from operations of the Company fell by 46% to Rs.2,669.34 crore during financial year 2020-21. Consequently, profit before tax also fell to Rs.4.41 crore as compared to Rs.123.54 crore during previous year.

The start of this financial year once again witnessed resurgence of Covid-19 thereby impacting the Company's revenue and profitability during first quarter. While the Company has taken various cost austerity measures since last financial year to soften the impact of the steep revenue decline on profitability, it is possible that in future there may be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act.

- b) **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The Company believes that it is well positioned to capture opportunities for growth and profitability, on the basis of its competitive strengths. The Company has taken various steps for increasing its profitability including cost rationalization measures to counter the decrease in the revenue, launching of new jewellery designs and collections to meet

the choices and requirements of large customer base etc. Although the Company will endeavor and ensure to take necessary steps to increase its revenue from operations and profitability to the level of previous years but in view of the prevailing situation of Covid-19 and expected third wave, the Company is not expecting substantial growth in its revenues and profitability.

### B) Other parameters under Section 200 of the Act read with applicable Rule thereunder

- a) **Financial and operating performance of the Company during the three preceding financial years:** Requisite details are provided in para A (I) (d) above.
- b) **Remuneration or commission drawn by individual concerned in any other capacity from the Company:** Shri Ramesh Kumar Sharma is not drawing any remuneration or commission in any other capacity from the Company.
- c) **Remuneration or commission drawn from any other Company:** Shri Ramesh Kumar Sharma is not drawing any remuneration or commission from any other Company.
- d) **Professional qualification and experience:** Please refer para A (II) (a) above.
- e) **Relationship between remuneration and performance:** Shri Ramesh Kumar Sharma is drawing only fixed remuneration and no performance linked incentives are being paid to him. Due to voluntary reduction, his monthly salary reduced from Rs.5.75 lakh to Rs.3.25 lakh w.e.f. November 1, 2019.
- f) **The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receive remuneration and employees or executives of the company:** The Company has a performance management culture. Every employee periodically undergoes performance evaluation against his / her role, responsibility and duties, and increase in remuneration is based on the evaluation of individual's performance. All employees of the Company, including Whole-time Director, are governed by the Company's Performance Management System, in addition to the Board approved Remuneration Policy. Additionally, industry benchmarks are also used to determine the appropriate level of



remuneration, from time to time.

- g) Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference:** The Company has a Board approved Remuneration Policy. This policy outlines, *inter alia*, separate remuneration parameters for Whole-time Director / Managing Director, Key Managerial Personnel and Senior Management and Other Employees. The principles of remuneration including 'reward for performance' are broadly uniform for all three categories.

- h) Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year:** Shri Ramesh Kumar Sharma is holding 1,32,500 equity shares of the Company and none of these shares were pledged as on March 31, 2021. He is not holding any stock options.

By order of the Board of Directors  
For **PC Jeweller Limited**

Sd/-

(VIJAY PANWAR)

**Company Secretary**

Place: New Delhi

Date: August 14, 2021

#### DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE 16<sup>TH</sup> ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]

Name	Shri Balram Garg	Shri Ramesh Kumar Sharma
Date of Birth	April 3, 1970	September 27, 1957
Qualifications	B. Com. from University of Delhi	Certified Associate of Indian Institute of Bankers, B. Com. & M. Com. from University of Rajasthan, Jaipur
Expertise in specific functional areas	Overall management of the Company and industry experience	Administration, governance and industry experience
Date of first appointment on the Board	April 13, 2005	February 7, 2014
No. of meetings of the Board attended during financial year 2020-21	5 of 5	5 of 5
Remuneration drawn during financial year 2020-21	Nil	Rs.33.33 lakh
Relationships between directors inter-se & Key Managerial Personnel	None	None
Directorships held in other Indian companies (excluding foreign companies and Section 8 companies)	PCJ Gems & Jewellery Limited PC Universal Private Limited Transforming Retail Private Limited Luxury Products & Trendsetter Private Limited	None
Memberships / Chairmanships of committees of the Board of public limited companies (includes only Audit Committee and Stakeholders' Relationship Committee)	<b>PC Jeweler Limited</b> Audit Committee - Member Stakeholders Relationship Committee - Member	<b>PC Jeweler Limited</b> Stakeholders Relationship Committee - Member
Shareholding in the Company	20,42,82,100 equity shares	1,32,500 equity shares