

Date: 24/07/2020



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

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

Sub.: Annual Secretarial Compliance Report

Ref.: PC Jeweller Limited (Scrip Code: 534809, Symbol: PCJEWELLER)

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Secretarial Compliance Report of the Company for the financial year ended March 31, 2020.

Kindly take the information on record.

Thanking you,

For **PC Jeweller Limited**


New Delhi

(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

Secretarial compliance report of PC Jeweller Limited for the year ended March 31, 2020

To,
The Board of Directors
PC Jeweller Limited
C – 54, Preet Vihar, Vikas Marg,
Delhi – 110092

I/ We R S Sharma & Associates have examined:

- (1) all the documents and records made available to us and explanation provided by PC Jeweller Limited (“the listed entity”),
- (2) the filings/ submissions made by the listed entity to the stock exchanges,
- (3) website of the listed entity,
- (4) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2020 (“Review Period”) in respect of compliance with the provisions of:
 - (i) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (ii) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: N.A.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: N.A.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: N.A.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/ We hereby report that, during the Review Period:

- (i) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.



(ii) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/ our examination of those records.

(iii) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/ our examination of those records.

However, during Review Period, I / we report that:

- SEBI has passed a settlement order no. SS/AKS/2019-20/5351 dated November 05, 2019 on payment of a sum of Rs.19,12,500/- towards the settlement charges by the listed entity, in respect of the settlement application filed by the listed entity with SEBI in terms of SEBI (Settlement Proceedings) Regulations, 2018 pertaining to matter relating to alleged non-disclosure of the Bank's objection to the proposed buy-back offer of the listed entity.
 - SEBI has passed an impounding order no. WTM/GM/IVD/55/2019-20 dated December 17, 2019 against some entities including Shri Balram Garg, alleging contravention of the provisions of the SEBI Act, 1992 read with the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (iv) The reporting of actions taken by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.
- (v) In terms of SEBI Circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019, the listed entity has suitably modified the terms of appointment of statutory auditor to give effect to clause 6(A) and 6(B) of the aforesaid Circular.

**For R S Sharma & Associates
Company Secretaries**

RANDHIR SINGH SHARMA

Membership No. 2062

C.P. No.: 3872

UDIN: F002062B000467221

Place: New Delhi

Date: 22/07/2020