



Date: 26/05/2023

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.: Annual Secretarial Compliance Report

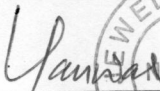
Dear Sir / Ma'am,

Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Secretarial Compliance Report of the Company for the financial year ended March 31, 2023.

Kindly take the same 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 31st day of March, 2023**

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

We, Kirti Dureja & Co., Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by PC Jeweller Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("review period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ; (Not applicable during the review period)
- (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; (Not applicable during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations , 2021 ;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during the review period)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations");
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the review period);

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
-	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

(M): 9999687856, Email: kirti@kdcindia.in; kdc.kirti@gmail.com
Office: B-681, 2nd Floor, Sushant Lok-I, Gurugram, Sector-43, 122002, Haryana



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Filing of Secretarial Compliance Report pursuant to Regulation 24A(2) of SEBI LODR Regulations for the financial year 2020-21	Regulation 24A(2) of SEBI LODR Regulations	Delayed compliance	Stock Exchanges as per SOP Circular	Imposed fine	Delay in filing of Secretarial Compliance Report for the financial year 2020-21	Rs.77,880/- (inc. GST) each by BSE & NSE	The entity has paid the fine to both the Stock Exchanges	The delay was due to oversight. The Company has already complied with the requirement and paid the fine to both exchanges	-
2.	SEBI Regulations PIT	SEBI order dated May 11, 2021 confirmed by SAT order dated October 21, 2021	Violation of certain provisions of the SEBI Act, 1992 and the SEBI PIT Regulations	SEBI	SEBI issued certain directions including restriction from accessing the securities market against Shri Balram Garg and others.	Violation of certain provisions of the SEBI Act, 1992 and the SEBI PIT Regulations	-	Appeal was filed against the orders of SEBI and SAT and both the orders were set aside by the Supreme Court of India vide its order dated April 19, 2022. SEBI then filed petition with Supreme Court for review of its judgement dated April 19, 2022 and the same was dismissed by Hon'ble Court vide its order dated September 8, 2022.	The Company was not involved in this matter.	-

(c) We further certify that the listed entity has complied with the requirements of paragraph 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019, in the terms of appointment of statutory auditors of the listed entity.





Based on our examination and verification of the documents and records produced to us and according to the information and explanations given to us by the Company, we hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	None
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	None
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website • Timely dissemination of the documents/Information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	None
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	None
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries 	Yes	None
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial</p>	Yes	None



	year / during the financial year as prescribed in SEBI Regulations		
8.	<p>Related Party Transactions:</p> <p>(a) The Listed entity has obtained prior approval of Audit Committee for all Related Party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	None
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	None
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Action has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	None
12.	<p>Additional Non-compliances, if any:</p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	Yes	None

For Kirti Dureja & Co.,
Company Secretaries



 Kirti Dureja
 Practising Company Secretary
 C.P. No. 16865
 Peer Reviewed unit
 Unique code: S2016HR412500

Date: 24th day of May, 2023

Place: Gurugram

UDIN: A038334E000366035