

Date: 28/05/2022



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/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, 2022.

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

**Kirti Dureja & Co.**  
Company Secretaries

**Secretarial compliance report of**  
**PC Jeweller Limited**  
**for the year ended March 31, 2022**

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

We, M/s Kirti Dureja & Co., Company Secretaries, 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, 2022 ("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:  
**NOT APPLICABLE**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(M): 9999687856, email: [kirti@kdcindia.in](mailto:kirti@kdcindia.in); [kdc.kirti@gmail.com](mailto:kdc.kirti@gmail.com)  
Office: 203, IInd Floor, Vardhman Mall, Sector-19, Faridabad, Haryana- 121002



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **NOT APPLICABLE**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **NOT APPLICABLE**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued there under including SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2019/140 dated November 21, 2019;

and based on the above examination, 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 there under, except in respect of matters specified below:

S.No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Filing of Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year 2020-21.	Delayed compliance	The listed entity has complied with the disclosure requirement of this regulation with some delay.

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

(iii) The following are the details of 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:

S.No.	Action taken by	Details of violation	Details of action taken e.g. fines/ warning letter, debarment, etc.	Observation/ remarks of the Practicing Company Secretary, if any.
1.	Stock Exchange SOP Circular	Delay in submission of Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year 2020-21.	Stock Exchanges have imposed fine on the entity.	The entity has paid the fine to both the exchanges.
2.	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 (Prohibition of Insider Trading) Regulations, 2015.	SEBI in its order dated May 11, 2021 issued certain directions including restriction from accessing the securities market against Shri Balram Garg and others.	Appeal was filed against the orders of SEBI and SAT and both the orders were set aside by the Supreme Court of India on April 19, 2022.





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

S.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity.
1.	Delayed compliance	Delay in compliance of the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2019/140 dated November 21, 2019 for the financial year 2020-21.	The entity has complied it with some delay and no further action required.	-

(v) The company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of SEBI Circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in the terms of appointment of statutory auditors of the company.

For Kirti Dureja & Co.,  
Company Secretaries

Kirti Dureja  
Proprietor  
Membership No. A 38334  
C.P. No. 16865  
Peer review no.: 2049/2022  
UDIN: A038334D000418615

Date: May 28, 2022  
Place: Faridabad