



Date: 17/07/2024

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.: Notice of the Extra-Ordinary General Meeting**

Dear Sir / Ma'am,

This is to inform that an Extra-Ordinary General Meeting of the Company will be held on Thursday, August 8, 2024 at 11:00 A.M. (IST) through Video Conferencing / Other Audio Visual Means.

EGM Notice is being sent only by electronic mode to those Members whose e-mail address is registered with Depository Participants / Company / Registrar & Transfer Agent - KFin Technologies Limited (“**KFintech**”). The same 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 also on the website of KFintech at [evoting.kfintech.com](http://evoting.kfintech.com).

Only those Members, whose names appear in Register of Members / List of Beneficial Owners as on Thursday, August 1, 2024 (“**Cut-off Date**”) shall be entitled to vote (through remote e-voting and e-voting at the EGM) on the resolution set forth in the EGM 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.

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, August 5, 2024

**End of remote e-voting:** Up to 5:00 P.M. (IST) on Wednesday, August 7, 2024

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the EGM Notice.

Kindly take the information on record.

Thanking you,  
For **PC Jeweller Limited**

(VIJAY PANWAR)  
**Company Secretary**

Encl.: As above

**PC Jeweller Limited**

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

[info@pcjeweller.com](mailto:info@pcjeweller.com) • [www.pcjeweller.com](http://www.pcjeweller.com) • CIN : L36911DL2005PLC134929



**PC Jeweller**

**PC Jeweller Limited**

CIN: L36911DL2005PLC134929

Registered Office: 2713, 3<sup>rd</sup> Floor, Bank Street, Karol Bagh, New Delhi - 110005

Phone: 011 - 49714971, Fax: 011 - 49714972

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

**NOTICE**

Notice is hereby given that an Extra-Ordinary General Meeting of Members of PC Jeweller Limited will be held on Thursday, August 8, 2024 at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following Special Business:

**SPECIAL BUSINESS:**

**1. ISSUANCE OF UP TO 48,13,42,500 FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO “PROMOTER GROUP” AND “NON-PROMOTER, PUBLIC CATEGORY”**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the “Act”), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India (“**SEBI**”) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), the Foreign Exchange Management Act, 1999 and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“**RBI**”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, by way of preferential allotment on private placement basis, up to 48,13,42,500 (Forty Eight Crore Thirteen Lakh Forty Two Thousand Five Hundred) Fully Convertible Warrants (“**Warrants**”), to the persons belonging to “Promoter Group” and “Non-Promoter, Public Category”, at an issue price of ₹ 56.20 (Rupees Fifty Six Twenty Paise Only) per Warrant, which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, for an aggregate amount of up to ₹ 2705,14,48,500 (Rupees Two Thousand Seven Hundred Five Crores Fourteen Lakh Forty Eight Thousand Five Hundred Only), on such terms and conditions as detailed herein below, to the following persons (“**Proposed Allottees**”):

<b>Sr. No.</b>	<b>Name(s) of the Proposed Allottees</b>	<b>Maximum no. of Warrants for the respective Allottee</b>
<b>A.</b>	<b>Promoter Group :</b>	
1	New Track Garments Private Limited	8,00,00,000

2	Balram Garg (HUF)	3,50,00,000
3	Pooja Garg	3,50,00,000
<b>Total (A)</b>		<b>15,00,00,000</b>
<b>B.</b>	<b>Non- Promoters, Public</b>	
1	Unico Global Opportunities Fund Limited	5,45,00,000
2	Capri Global Holdings Pvt Ltd	5,25,00,000
3	Ebisu Global Opportunities Fund Limited	5,05,00,000
4	Hawk Capital Pvt Ltd	2,00,00,000
5	Kanta Farms Private Limited	2,00,00,000
6	Prakash Mehta	1,00,00,000
7	Suresh Chand Garg	1,00,00,000
8	Rachit Poddar	75,00,000
9	Hello Money Advisors LLP	75,00,000
10	Griebs Commosales LLP	75,00,000
11	Riana Investments Pvt Ltd	51,00,000
12	Intellexs Investments Solutions Pvt Ltd	49,00,000
13	Suresh Chand Garg HUF	40,00,000
14	Sarveshwar Bhawan Edge LLP	35,00,000
15	Narender Agarwal	30,00,000
16	Priya Mittal	28,90,000
17	Johnsom and Andrew Properties Pvt Ltd	25,00,000
18	Infront Enterprises Pvt Ltd	25,00,000
19	Sahi Logistics and Infra Pvt Ltd	25,00,000
20	Thomson and Wyman Enterprises Pvt Ltd	25,00,000
21	Dikson Trading & Finance Co. Ltd	25,00,000
22	Duke Management Services Pvt Ltd	25,00,000
23	Ankita Singhanian	25,00,000
24	Chandrakala Singhanian	25,00,000
25	Dhanraksha Vincom Pvt Ltd	25,00,000
26	CKS Properties Pvt Ltd	25,00,000
27	Truquest Solutions LLP	25,00,000
28	Ashibhadarsh Ventures Pvt Ltd	25,00,000
29	Sandeip S Nagar	25,00,000
30	Viney Equity Market LLP	25,00,000
31	Ashok Mittal	25,00,000
32	Shyam Sunder Garg HUF	20,00,000
33	Naresh Garg HUF	20,00,000
34	Jitin Garg HUF	20,00,000
35	Dinesh Garg HUF	20,00,000
36	Shyam Sunder Garg	20,00,000
37	Shantanu Investments Pvt Ltd	17,50,000
38	Priti Ashit Mehta	10,00,000
39	Vaishavi Sinha	10,00,000
40	Sambhavi Sinha	10,00,000
41	Paritosh Jain	10,00,000
42	Divyansh Jain	10,00,000
43	Shashi Sharma	10,00,000
44	FinMen Advisors Pvt Ltd	9,50,000
45	Nikita Agarwal	9,00,000
46	Vivek Garg	7,00,000
47	Vivek Garg HUF	7,00,000
48	Usha Garg	6,00,000
49	Haryana International Capital Finance Pvt Ltd	4,00,000
50	Khetan Developers Pvt Ltd	4,00,000
51	Yashraj Vyapaar Pvt Ltd	4,00,000
52	Gadaram Traders Pvt Ltd	4,00,000
53	Ishwar Gupta	3,75,000
54	Vikram Garg	3,75,000

55	Charu Garg	3,75,000
56	Vansh Garg	3,75,000
57	Ishwar Gupta and Sons HUF	3,75,000
58	Dharam Chand Gupta	2,75,000
59	Brij Bhushan Gupta	2,75,000
60	Ajay Kumar Gupta	2,70,000
61	Shruti Gupta	2,40,000
62	Shweta Mittal	2,15,000
63	Chatali Mittal	2,15,000
64	Rekha	2,15,000
65	Tushar Gopalkrishna Agarwal	2,00,000
66	Ankita Jigar Thakkar	2,00,000
67	Sandeep Goyal	2,00,000
68	Vinod Bansal	2,00,000
69	Forum Harsh Shah	1,75,000
70	Maukunti Pujara	1,75,000
71	Harshil Shah	1,75,000
72	Archana Devi	1,75,000
73	Rivoo Bansal	1,75,000
74	Muskan Jain	1,50,000
75	Hemchand Jain	1,50,000
76	Drishti Jain	1,50,000
77	Ajay Kumar Jain	1,50,000
78	Madhu Jain	1,50,000
79	Suman Agarwal	1,40,000
80	Indu Gupta	1,40,000
81	Rajesh Rautela	1,00,000
82	Neena Jain	1,00,000
83	Gaurav Kumar Gupta	1,00,000
84	Vinita Garg	1,00,000
85	Rachit Capital Services Private Limited	1,00,000
86	Maya Devi	95,000
87	Raj Kumar Aggarwal	95,000
88	Yashank Gupta	95,000
89	Suhani Gupta	95,000
90	Arpan Modani	87,500
<b>Total (B)</b>		<b>33,13,42,500</b>
<b>Total (A+B)</b>		<b>48,13,42,500</b>

RESOLVED FURTHER THAT as per the provisions of Chapter V of ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Tuesday, July 9, 2024, being the date 30 days prior to the date of this meeting of Members i.e. August 8, 2024.

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten Only) each (“**Equity Shares**”) at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be determined by the Board.

RESOLVED FURTHER THAT Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten Only) each of the Company and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants (“**Warrant Exercise Period**”).
- b) An amount equivalent to 25% of the issue price of Warrants shall be paid by Proposed Allottees on or prior to the date of allotment of Warrants.
- c) Balance amount i.e., 75% of the issue price of Warrants shall be paid against the conversion of Warrants at any time during Warrant Exercise Period.
- d) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- e) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing of Special Resolution by Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.
- g) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- i) Upon exercise of the option to convert Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of Warrants is completed within 15 days from the date of such exercise by the Allottee of such Warrants.
- j) In the event the Warrant Holder(s) do not exercise Warrants within Warrant Exercise Period of 18 months from the date of allotment, Warrants shall lapse and the amount paid upfront shall stand forfeited by the Company.
- k) Warrants by themselves until converted into Equity Shares, do not give to Warrant Holder any voting rights in the Company in respect of such 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.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Executive Director and/or Key Managerial Personnel of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it / they may in its / their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining in-principle approval, listing and trading of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the Warrants and allotment of Equity Shares upon conversion of Warrants, utilization of issue proceeds, signing of all the deeds and documents as may be required without being required to seek any further consent or approval of Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the

extent permitted by law, all or any of the powers herein conferred to any Executive Director or any Key Managerial Personnel or any other officer(s) of the Company.”

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

Place: New Delhi  
Date: July 13, 2024

Sd/-  
(RAMESH KUMAR SHARMA)  
**Executive Director**  
DIN: 01980542

#### NOTES:

1. Ministry of Corporate Affairs (“MCA”) vide General Circular No. 09/2023 dated September 25, 2023 in continuation to the earlier circulars issued in this regard (collectively referred to as “MCA Circulars”) permitted holding of Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) up to September 30, 2024, without the physical presence of Members at a common venue. Further, Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 in continuation to the earlier circulars issued in this regard (collectively referred to as “SEBI Circulars”) has also extended the relaxations to the listed entities in respect of holding General Meetings through VC / OAVM till September 30, 2024. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the “Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), SEBI and MCA Circulars, this EGM of the Company is being held through VC / OAVM. Hence, Route Map and Attendance Slip are not annexed to this Notice. The deemed venue of the EGM 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 EGM 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 this EGM 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 this EGM. Hence, Proxy Form is not annexed to this Notice.
3. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In compliance with MCA Circulars, EGM Notice is being sent only by electronic mode to those Members whose e-mail address is registered with Depository Participants (“DP”) / Company / Registrar & Transfer Agent (“RTA”) - KFin Technologies Limited (“KFintech”). EGM Notice will also be available on the Company’s website <https://www.pcjeweller.com> websites of BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at <https://www.bseindia.com> and <https://www.nseindia.com> respectively and on the website of KFintech at <https://evoting.kfintech.com>. Physical copy of EGM Notice will be sent to those Members who request for the same.
5. The Company has engaged the services of KFintech, as the Agency, for participation of Members in the EGM through VC / OAVM, facility for remote e-voting and e-voting at the EGM.
6. Only those Members, whose names appear in Register of Members / List of Beneficial Owners as on **Thursday, August 1, 2024 (“Cut-off Date”)** shall be entitled to vote (through remote e-voting and e-voting at the EGM) on the resolution 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.
7. 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”). Also, the shares on which dividend remained unpaid / unclaimed for 7 consecutive years are required to be 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 unpaid dividends declared by

the Company for financial year 2016-17 and thereafter, within the stipulated time and contact the Company or its RTA for claiming the same.

8. Investors / Members may note that unclaimed share application money, dividends and shares transferred to IEPF Authority can be claimed back. Concerned Investors / Members are advised to visit the weblink <https://www.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.
9. 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 EGM in a fair and transparent manner.
10. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker from 9:00 A.M. (IST) to 5:00 P.M. (IST) on August 4, 2024 by logging on at <https://emeetings.kfintech.com> and clicking on Speaker Registration option. Only those Members, who have registered themselves as a speaker, will be allowed to express their views / ask questions during the EGM. 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 EGM.
11. Members are requested to read carefully the '**Instructions for attending the EGM, remote e-voting and e-voting at the EGM**' mentioned hereunder:

**A) Instructions for attending the EGM:**

- i) Members will be able to attend the EGM 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 EGM event of PC Jeweller Limited to attend the EGM. Please do the echo test once you enter into the EGM 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 or Microsoft Edge after removing firewalls.
- v) Members are advised to use stable Wi-Fi or LAN connection to ensure smooth participation in the EGM. Participants may experience audio / video loss due to fluctuation in their respective networks.
- vi) Facility of joining the EGM through VC / OAVM will open 30 minutes before the scheduled time of the EGM.
- vii) Facility of joining the EGM 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 as well as 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 / JPEG Format) of the relevant Board Resolution / Authority Letter etc., authorizing their representatives to attend / participate in the EGM through VC / OAVM on their behalf and to vote through remote e-voting / e-voting at the EGM. 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 EGM.
- ix) Members, who have cast their votes by remote e-voting can also attend the EGM 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 EGM through VC / OAVM or for any technical assistance, Members may call on Kfintech'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 EGM:**

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 KFintech as the Agency to provide the facility of remote e-voting (before the EGM) and e-voting (at the EGM).

ii) Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the EGM.

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, August 5, 2024**

**End of remote e-voting: Up to 5:00 P.M. (IST) on Wednesday, August 7, 2024**

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

iv) Only those Members, who are present at the EGM through VC / OAVM and have not cast their votes on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the EGM.

v) In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

vi) In case of any queries or grievances on voting by electronic means, Members may refer Help and Frequently Asked Questions (“FAQs”) on e-voting and User Manual for Shareholders available at the download section of <https://evoting.kfintech.com> or e-mail at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech’s Toll Free No.: 1800-309-4001.

vii) 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 / DP in order to increase the efficiency of the voting process.

viii) 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 DP to access e-voting facility.

ix) The detailed process for e-voting is 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 KFintech’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
Individual shareholders holding shares in demat	<b>1. User already registered for IDeAS facility:</b> i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> ii) Click on the “Beneficial Owner” icon under “Login” under “IDeAS” section.



<p><b>mode with National Securities Depository Limited (“NSDL”)</b></p>	<p>iii) On the new page, enter User ID and Password. On successful authentication, click on “Access to e-Voting”.</p> <p>iv) Click on e-Voting link against the Company’s name ‘PC Jeweller Limited’ and cast your vote or select e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.</p> <p><b>2. User not registered for IDeAS e-Services:</b></p> <p>i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>ii) Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii) Proceed with completing the required fields.</p> <p>iv) After registration follow steps given in point 1.</p> <p><b>3. Alternatively by directly accessing the e-voting website of NSDL:</b></p> <p>i) Open URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></p> <p>ii) Click on the icon “Login” which is available under “Shareholder / Member” section.</p> <p>iii) A new screen will open. 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.</p> <p>iv) On successful authentication, you will be re-directed to NSDL IDeAS Portal.</p> <p>v) Click on e-Voting link available against the Company’s name ‘PC Jeweller Limited’ and cast your vote. You can also cast your vote by clicking on KFintech link placed under e-voting service provider and you will be re-directed to e-voting page of KFintech for casting your vote.</p>
<p><b>Individual shareholders holding shares in demat mode with Central Depository Services Limited (“CDSL”)</b></p>	<p><b>1. Existing user who have opted for Easi / Easiest:</b></p> <p>i) Visit URL: <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></p> <p>ii) Login with your registered User ID and Password.</p> <p>iii) The user will be able to see the e-voting Menu.</p> <p>iv) Click on the e-Voting link available against the Company’s name ‘PC Jeweller Limited’ and cast your vote. You can also cast your vote by selecting e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.</p> <p><b>2. User not registered for Easi / Easiest:</b></p> <p>i) Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></p> <p>ii) Proceed with completing the required fields.</p> <p>iii) After registration follow the steps given in point 1.</p> <p><b>3. Alternatively by directly accessing the e-voting website of CDSL:</b></p> <p>i) Visit URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></p> <p>ii) Click on e-Voting tab and provide your demat account number and PAN.</p> <p>iii) System will authenticate User by sending OTP on registered mobile &amp; e-mail as recorded in the demat Account.</p> <p>iv) On successful authentication, you will enter the e-voting module of CDSL.</p> <p>v) Click on e-Voting link available against the Company’s name ‘PC Jeweller Limited’ and cast your vote. You can also cast your vote by selecting e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.</p>
<p><b>Individual shareholders login through their demat</b></p>	<p><b>1.</b> You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</p>

<b>accounts / website of DP</b>	<p>2. Once logged-in, you will be able to see e-voting option. Click on e-voting option, you will be re-directed to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on options available against the Company's name 'PC Jeweller Limited' or select e-voting service provider Kfintech and you will be re-directed to e-voting page of Kfintech for casting your vote.</p>
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**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at the respective websites.

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

<b>Login type</b>	<b>Helpdesk details</b>
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 1800-224-430.
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 address are registered with the DP / Company / RTA** will receive an e-mail from Kfintech, 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.

However, if you are already registered with Kfintech for e-voting, you can login by using your existing User ID and Password for casting your vote.

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 address 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. August 1, 2024** (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 address are not registered with the DP / Company / RTA** will have to follow the following process for registration of e-mail address for procuring User ID and Password for e-voting:

i) In case shares are held in demat form, please provide DP ID-Client ID / Beneficiary ID, Name, Client Master List, self-attested scanned copies of PAN card and Aadhar card to [evoting@kfintech.com](mailto:evoting@kfintech.com) or [investors@pcjeweller.com](mailto:investors@pcjeweller.com). Alternatively, if you are an Individual shareholder holding shares in demat form, you are requested to refer to the login method explained above i.e. “Login method for individual shareholders holding shares in demat mode”.

ii) In case shares are held in physical form, please provide Folio No., Name, scanned copy of the Share Certificate (front and back), self-attested scanned copies of PAN card and Aadhar card to [evoting@kfintech.com](mailto:evoting@kfintech.com) or [investors@pcjeweller.com](mailto:investors@pcjeweller.com).

iii) Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), User ID and Password.

iv) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

**12.** Any person who becomes Member of the Company after despatch of the EGM Notice and holds shares as on the Cut-off Date i.e. August 1, 2024 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> DP ID - Client ID or e-voting Event Number + Folio No. 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 KFintech’s Toll Free No. 1800-309-4001.

iv) Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).

**13.** The document(s) referred to in Explanatory Statement will be available for inspection on the website of the Company <https://www.pcjeweller.com> without any fee by Members from the date of dispatch of this Notice till the date of the EGM.

**14.** 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 2 working days of conclusion of the EGM at the Registered Office of the Company.

The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website and also on KFintech’s website. Simultaneously the results shall also be forwarded to BSE and NSE, where the Company’s

shares are listed. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the EGM i.e. August 8, 2024.

**15.** Members are requested to participate in the ‘**Green Initiative in Corporate Governance**’ for receiving all the communications including Annual Report, Notices etc. from the Company electronically. Members, who have not yet registered their e-mail address, are requested to follow the following process:

i) Members holding shares in demat form can register their e-mail address with their respective DP; and

ii) Members holding shares in physical form can register their e-mail address in the prescribed Form ISR-1 with the Company’s RTA - KFintech. Members may download the Form from the Company’s website and are requested to forward the duly filled in Form to KFintech.

**16.** Members holding shares in physical form are requested to update / submit their PAN, KYC, Nomination, Bank and other details (if not updated or provided earlier) with the Company’s RTA – KFintech. Relevant details and Forms as prescribed by SEBI in this regard are available on the Company’s website in Investors section.

Members holding shares in demat form are requested to update / submit their PAN, Bank, Nomination and other details with their respective DP.

### **EXPLANATORY STATEMENT**

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

#### **ITEM NO. 1:**

The Special Resolution in Item No. 1 of this Notice has been proposed pursuant to the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 (the “**Act**”), to issue, offer and allot up to 48,13,42,500 (Forty Eight Crore Thirteen Lakh Forty Two Thousand Five Hundred Only) Fully Convertible Warrants (“**Warrants**”) carrying a right exercisable by Warrant holder to subscribe to one Equity Share per Warrant, by way of preferential allotment on private placement basis, to the persons belonging to “Promoter Group” and “Non-Promoter, Public Category” (“**Proposed Allottees**”), for an aggregate amount of up to ₹ 2705,14,48,500 (Rupees Two Thousand Seven Hundred Five Crores Fourteen Lakh Forty Eight Thousand Five Hundred Only), at an issue price of ₹ 56.20 (Rupees Fifty Six Twenty Paise Only) per Warrant, being a price more than the price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”).

The said proposal has been considered and approved by the Board in its meeting held on July 13, 2024. This proposal is in continuation to, and supersedes the decision taken by the Board in its meeting held on April 16, 2024, regarding preferential issue of Warrants to one Promoter Group entity only, by inclusion of certain other allottees and consequent revision in the issue size.

The preferential issue to Proposed Allottees is subject to the receipt of all necessary stipulated approvals including that of Members, Stock Exchanges etc. The details of the issue and other particulars as required in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 dated December 13, 2022 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of ICDR Regulations are set forth below:

#### **1. Objects of the Preferential Issue:**

The Company intends to utilize the gross proceeds from this preferential issue towards the following objects:

1. Repayment of banker’s outstanding debts
2. Working Capital requirement;
3. General Corporate Purposes;
4. Issue related expenses;

(collectively, hereinafter referred to as the “**Objects**”)

## 2. Utilization of gross proceeds:

The intended use of the gross proceeds of the preferential issue is as under: -

Sr. No.	Particulars	Total estimated amount to be utilized* (₹ in Crores)	Tentative timeline for utilization of funds
1.	Repayment of banker's outstanding debts	2,025.00	April, 2026
2.	Working Capital requirement	529.69	May, 2026
3.	General Corporate Purposes	150.00	April, 2026
4.	Issue related expenses	0.45	February, 2026
	<b>Total</b>	<b>2,705.14</b>	

*\*considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

*Given that the preferential issue is for convertible Warrants, the issue proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of ICDR Regulations, and as estimated by the management, the entire issue proceeds would be utilized for the all the aforementioned Objects, in phases, as per the availability of issue proceeds, and the Company's business requirements and within the periods as set out in the table.*

*# In terms of BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the above-mentioned Objects may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the issue proceeds at the discretion of the Board/ Committee constituted by the Board, subject to compliance with applicable laws. If the issue proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board/ Committee constituted by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board/ Committee constituted by the Board, subject to compliance with applicable laws. Further, if the full issue proceeds as stated above not received due to technical factors, all heads under Objects of the issue, shall get adjusted proportionately as may be determined by the Board/ Committee constituted by the Board, subject to compliance with applicable laws.*

## 3. Interim use of proceeds:

The Company intends to deposit the pending utilization of the gross proceeds for the Objects with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or temporarily invest in the units of mutual funds, liquid funds, arbitrage funds or in such other opportunities as may be allowed by the Board from time to time.

## 4. Monitoring of utilization of funds:

Since the proceeds from the Issue are more than ₹ 100 Crores, in terms of Regulation 162A of Chapter V of ICDR Regulations, a SEBI Registered credit rating agency, CARE Ratings Limited has been appointed as Monitoring Agency to monitor the utilization of proceeds of the proposed preferential issue.

## 5. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, amount, maximum number of securities to be issued, manner of issue of securities, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

The Board at its meeting held on July 13, 2024 has subject to the approval of Members and such other approvals as may be required, approved the issuance and allotment of up to 48,13,42,500 (Forty Eight Crore Thirteen Lakh Forty Two Thousand Five Hundred Only) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by Warrant holder to subscribe to one Equity Share per Warrant, to the persons belonging to “Promoter Group” and “Non-Promoter, Public Category” (“Proposed Allottees”), at an issue price of ₹ 56.20

(Rupees Fifty Six Twenty Paise Only), for an aggregate amount of up to ₹ 2705,14,48,500 (Rupees Two Thousand Seven Hundred Five Crores Fourteen Lakh Forty Eight Thousand Five Hundred Only), for cash by way of preferential allotment on private placement basis.

Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten Only) each (“**Equity Shares**”) at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of Warrants.

#### **6. Relevant Date:**

In terms of the provisions of Chapter V of ICDR Regulations, the Relevant Date for determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Tuesday, July 9, 2024, being the date 30 days prior to the date of this meeting i.e. August 8, 2024.

#### **7. Basis on which the price has been arrived at, justification for the price (including premium, if any):**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (“**NSE**”) and BSE Limited. The Equity Shares are frequently traded in terms of ICDR Regulations and floor price has been determined in accordance with ICDR Regulations. NSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of ICDR Regulations, a minimum issue price of the Convertible Warrants in preferential issue has to be calculated as under:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; **whichever is higher.**

In terms of the provisions of Regulation 164 of ICDR Regulations, the minimum price at which the warrants may be issued computes to ₹ 56.09 (Rupees Fifty Six Nine Paise Only) each.

Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares / Warrants issued on a preferential basis.

As the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through valuation report of Shri Manish Manwani, Registered valuer (IBBI/RV/03/2021/14113) is ₹ 56.09 (Rupees Fifty Six Nine Paise Only) per warrant. The said report is available on the website of the Company at <https://www.pcjeweller.com>.

After considering the above, it was decided to issue the Warrants, to be allotted on a preferential basis to Proposed Allottees, at a price of ₹ 56.20 (Rupees Fifty Six Twenty Paise Only) each.

#### **8. Amount which the Company intends to raise by way of such securities:**

The Company intends to raise an amount aggregating up to ₹ 2705,14,48,500 (Rupees Two Thousand Seven Hundred Five Crores Fourteen Lakh Forty Eight Thousand Five Hundred Only) through this preferential issue.

#### **9. Name and address of valuer who performed valuation:**

Shri Manish Manwani, Unit No. 125, Tower B-3, SpazeItech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018, Registered valuer (IBBI/RV/03/2021/14113).

#### **10. Principal terms of assets charged as securities:**

Not Applicable

**11. Material terms of raising securities:**

The same has been disclosed in the resolution.

**12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

**13. Valuation for consideration other than cash:**

Not Applicable

**14. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to Individuals, HUFs, QIBs and Body Corporates (Proposed Allottees), which comprises of both Promoter Group and Non-Promoter, Public Category entities.

**15. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

The current status of Proposed Allottees as mentioned in the resolution will remain unchanged post the preferential issue.

**16. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:**

Promoters / Promoter Group of the Company are subscribing to the issue to the extent of number of Warrants proposed to be issued, written against their names, as detailed hereunder:

Sr. No.	Name(s) of the Proposed Allottees	Category	No. of Warrants
1	New Track Garments Private Limited	Promoter Group	8,00,00,000
2.	Balram Garg (HUF)	Promoter Group	3,50,00,000
3.	Pooja Garg	Promoter Group	3,50,00,000

Except as mentioned in the above table, Promoters / Promoter Group are not subscribing to any other Warrants in the proposed issue. All other Proposed Allottees belongs to Non-Promoter and Public Category.

**17. Pre and Post issue shareholding pattern of the Company:**

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

Sr. No.	Category	Pre issue shareholding		No. of Warrants to be allotted	Post Issue Shareholding	
		No. of Shares	%		No. of Shares	%
<b>A</b>	<b>Promoter &amp; Promoter Group holding:</b>					
1	Indian Promoters:					
	Individuals/HUF	25,38,01,596	54.53	7,00,00,000	32,38,01,596	34.20
	Bodies Corporate	0	0	8,00,00,000	8,00,00,000	8.45
	Sub Total (A1)	25,38,01,596	54.53	15,00,00,000	40,38,01,596	42.65
2	Foreign Promoters (A2)	0	0.00	0	0	0.00
	<b>Sub Total (A=A1+A2)</b>	<b>25,38,01,596</b>	<b>54.53</b>	<b>15,00,00,000</b>	<b>40,38,01,596</b>	<b>42.65</b>
<b>B</b>	<b>Non-Promoters' holding:</b>					
1	Institutions (Domestic) (B1)	69,53,862	1.49	0	69,53,862	0.73
	Institutions (Foreign) (B2)	1,19,48,843	2.57	10,50,00,000	11,69,48,843	12.35

2	Non-Institutions (B3):					
	Bodies Corporate	3,39,68,042	7.30	12,94,00,000	16,33,68,042	17.26
	Directors and Relatives (excluding independent directors and nominee directors)	1,32,500	0.03	0	1,32,500	0.01
	Key Managerial Personnel	1,83,971	0.04	0	1,83,971	0.02
	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	1963	0.00	0	1963	0.00
	Individuals	14,86,56,954	31.94	5,93,67,500	20,80,24,454	21.97
	Non Resident Indians (NRIs)	31,16,996	0.67	10,00,000	41,16,996	0.44
	Foreign Nationals	200	0.00	0	200	0.00
	Others (Including IEPF, HUF Clearing Member etc.)	66,38,969	1.43	3,65,75,000	4,32,13,969	4.57
	<b>Sub Total (B=B1+B2+B3)</b>	<b>21,16,02,300</b>	<b>45.47</b>	<b>33,13,42,500</b>	<b>54,29,44,800</b>	<b>57.35</b>
3	Non-Promoter - Non-Public (C)	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Grand Total (A+B+C)</b>	<b>46,54,03,896</b>	<b>100.00</b>	<b>48,13,42,500</b>	<b>94,67,46,396</b>	<b>100.00</b>

**Notes:**

- 1) The pre-issue shareholding pattern is as on latest shareholding pattern filed with the Stock Exchanges i.e. June 30, 2024.
- 2) Post issue shareholding is calculated after assuming full conversion of 48,13,42,500 Warrants proposed to be issued and allotted to Proposed Allottees in to 48,13,42,500 Equity Shares of the Company.
- 3) Post shareholding structure may change depending upon any other corporate action in between.

**18. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:**

Name(s) of Allottees	Pre issue shareholding		No. of Warrants to be allotted	Shareholding post conversion of Warrants		Name of ultimate beneficial owners
	No. of Shares	%		No. of Shares	%	
New Track Garments Private Limited	-	-	8,00,00,000	8,00,00,000	8.45	Krishna Devi
Balram Garg (HUF)	84,000	0.02	3,50,00,000	3,50,84,000	3.71	Balram Garg
Pooja Garg	6,20,400	0.13	3,50,00,000	3,56,20,400	3.76	N.A.
Unico Global Opportunities Fund Limited	-	-	5,45,00,000	5,45,00,000	5.76	Rajendra Bhatt
Capri Global Holdings Pvt Ltd	40,00,000	0.86	5,25,00,000	5,65,00,000	5.97	Rajesh Sharma
Ebisu Global Opportunities Fund Limited	-	-	5,05,00,000	5,05,00,000	5.33	Nitin Singhal
Hawk Capital Pvt Ltd	-	-	2,00,00,000	2,00,00,000	2.11	Pramod Sharma



Kanta Farms Private Limited	-	-	2,00,00,000	2,00,00,000	2.11	Gazal Gupta
Prakash Mehta	-	-	1,00,00,000	1,00,00,000	1.06	N.A.
Suresh Chand Garg	45,71,629	0.98	1,00,00,000	1,45,71,629	1.54	N.A.
Rachit Poddar	60,000	0.01	75,00,000	75,60,000	0.80	N.A.
Hello Money Advisors LLP	-	-	75,00,000	75,00,000	0.79	Rachit Poddar
Griebs Commosales LLP	-	-	75,00,000	75,00,000	0.79	Rachit Poddar
Riana Investments Pvt Ltd	-	-	51,00,000	51,00,000	0.54	Rajeev Lakhara
Intellexs Investments Solutions Pvt Ltd	-	-	49,00,000	49,00,000	0.52	Rajeev Lakhara
Suresh Chand Garg HUF	-	-	40,00,000	40,00,000	0.42	Suresh Chand Garg
Sarveshwar Bhawan Edge LLP	-	-	35,00,000	35,00,000	0.37	Rajni Singla
Narender Agarwal	-	-	30,00,000	30,00,000	0.32	N.A.
Priya Mittal	11,56,000	0.25	28,90,000	40,46,000	0.43	N.A.
Johnsom and Andrew Properties Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Kirit Tulsidas Vassa
Infront Enterprises Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Subhash P Rathod
Sahi Logistics and Infra Pvt Ltd	6,70,000	0.14	25,00,000	31,70,000	0.33	Subhash P Rathod and Mangala S Rathod
Thomson and Wyman Enterprises Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Subhash P Rathod
Dikson Trading & Finance Co. Ltd	-	-	25,00,000	25,00,000	0.26	Bimal Kumar Jain and Aman Jain
Duke Management Services Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Bimal Kumar Jain and Aman Jain
Ankita Singhania	200	0.00	25,00,000	25,00,200	0.26	N.A.
Chandrakala Singhania	-	-	25,00,000	25,00,000	0.26	N.A.
Dhanraksha Vincom Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Rahul Bagaria
CKS Properties Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Chandrakala Singhania
Truquest Solutions LLP	-	-	25,00,000	25,00,000	0.26	Neha Agrawal
Ashibhadarsh Ventures Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Bhavin Vinod Parekh and Ashita Bhavin Parekh
Sandeip S Nagar	-	-	25,00,000	25,00,000	0.26	N.A.
Viney Equity Market LLP	-	-	25,00,000	25,00,000	0.26	Anant Aggarwal
Ashok Mittal	-	-	25,00,000	25,00,000	0.26	N.A.
Shyam Sunder Garg HUF	-	-	20,00,000	20,00,000	0.21	Shyam Sunder Garg

Naresh Garg HUF	11,819	0.00	20,00,000	20,11,819	0.21	Naresh Chander Garg
Jitin Garg HUF	6,900	0.00	20,00,000	20,06,900	0.21	Jitin Garg
Dinesh Garg HUF	-	-	20,00,000	20,00,000	0.21	Dinesh Chand Garg
Shyam Sunder Garg	7,810	0.00	20,00,000	20,07,810	0.21	N.A.
Shantanu Investments Pvt Ltd	-	-	17,50,000	17,50,000	0.18	Arun Sood and Varsha Sood
Priti Ashit Mehta	-	-	10,00,000	10,00,000	0.11	N.A.
Vaishavi Sinha	-	-	10,00,000	10,00,000	0.11	N.A.
Sambhavi Sinha	2,51,000	0.05	10,00,000	12,51,000	0.13	N.A.
Paritosh Jain	362	0.00	10,00,000	10,00,362	0.11	N.A.
Divyansh Jain	49,000	0.01	10,00,000	10,49,000	0.11	N.A.
Shashi Sharma	-	-	10,00,000	10,00,000	0.11	N.A.
FinMen Advisors Pvt Ltd	1,22,514	0.03	9,50,000	10,72,514	0.11	Manish Jugraj Jain
Nikita Agarwal	-	-	9,00,000	9,00,000	0.10	N.A.
Vivek Garg	11,215	0.00	7,00,000	7,11,215	0.08	N.A.
Vivek Garg HUF	30,700	0.01	7,00,000	7,30,700	0.08	Vivek Garg
Usha Garg	-	-	6,00,000	6,00,000	0.06	N.A.
Haryana International Capital Finance Pvt Ltd	-	-	4,00,000	4,00,000	0.04	Santosh Kumar Choudhary and Nitu Choudhary
Khetan Developers Pvt Ltd	-	-	4,00,000	4,00,000	0.04	Santosh Kumar Choudhary and Nitu Choudhary
Yashraj Vyapaar Pvt Ltd	-	-	4,00,000	4,00,000	0.04	Santosh Kumar Choudhary and Nitu Choudhary
Gadaram Traders Pvt Ltd	-	-	4,00,000	4,00,000	0.04	Santosh Kumar Choudhary and Nitu Choudhary
Ishwar Gupta	-	-	3,75,000	3,75,000	0.04	N.A.
Vikram Garg	340	0.00	3,75,000	3,75,340	0.04	N.A.
Charu Garg	-	-	3,75,000	3,75,000	0.04	N.A.
Vansh Garg	-	-	3,75,000	3,75,000	0.04	N.A.
Ishwar Gupta and Sons HUF	-	-	3,75,000	3,75,000	0.04	Ishwar Gupta
Dharam Chand Gupta	-	-	2,75,000	2,75,000	0.03	N.A.
Brij Bhushan Gupta	-	-	2,75,000	2,75,000	0.03	N.A.
Ajay Kumar Gupta	-	-	2,70,000	2,70,000	0.03	N.A.
Shruti Gupta	-	-	2,40,000	2,40,000	0.03	N.A.
Shweta Mittal	-	-	2,15,000	2,15,000	0.02	N.A.
Chatali Mittal	-	-	2,15,000	2,15,000	0.02	N.A.
Rekha	-	-	2,15,000	2,15,000	0.02	N.A.
Tushar Gopalkrishna Agarwal	-	-	2,00,000	2,00,000	0.02	N.A.
Ankita Jigar Thakkar	-	-	2,00,000	2,00,000	0.02	N.A.
Sandeep Goyal	33,000	0.01	2,00,000	2,33,000	0.02	N.A.

Vinod Bansal	-	-	2,00,000	2,00,000	0.02	N.A.
Forum Harsh Shah	-	-	1,75,000	1,75,000	0.02	N.A.
Maukunti Pujara	-	-	1,75,000	1,75,000	0.02	N.A.
Harshil Shah	-	-	1,75,000	1,75,000	0.02	N.A.
Archana Devi	-	-	1,75,000	1,75,000	0.02	N.A.
Rivoo Bansal	-	-	1,75,000	1,75,000	0.02	N.A.
Muskan Jain	-	-	1,50,000	1,50,000	0.02	N.A.
Hemchand Jain	-	-	1,50,000	1,50,000	0.02	N.A.
Drishhti Jain	-	-	1,50,000	1,50,000	0.02	N.A.
Ajay Kumar Jain	-	-	1,50,000	1,50,000	0.02	N.A.
Madhu Jain	-	-	1,50,000	1,50,000	0.02	N.A.
Suman Agarwal	-	-	1,40,000	1,40,000	0.01	N.A.
Indu Gupta	-	-	1,40,000	1,40,000	0.01	N.A.
Rajesh Rautela	-	-	1,00,000	1,00,000	0.01	N.A.
Neena Jain	-	-	1,00,000	1,00,000	0.01	N.A.
Gaurav Kumar Gupta	100	0.00	1,00,000	1,00,100	0.01	N.A.
Vinita Garg	-	-	1,00,000	1,00,000	0.01	N.A.
Rachit Capital Services Private Limited	-	-	1,00,000	1,00,000	0.01	Anuj Modi
Maya Devi	-	-	95,000	95,000	0.01	N.A.
Raj Kumar Aggarwal	-	-	95,000	95,000	0.01	N.A.
Yashank Gupta	4,800	0.00	95,000	99,800	0.01	N.A.
Suhani Gupta	18,800	0.00	95,000	1,13,800	0.01	N.A.
Arpan Modani	-	-	87,500	87,500	0.01	N.A.

**Notes:**

- 1) Pre-issue holding of the proposed allottees is based on the latest BENPOS i.e. July 12, 2024 available with the Company.
- 2) Post issue shareholding is calculated after assuming full conversion of 48,13,42,500 Warrants proposed to be issued and allotted to Proposed Allottees in to 48,13,42,500 Equity Shares of the Company.
- 3) Post shareholding structure may change depending upon any other corporate action happening in between.
- 4) The allotment of Equity Shares upon conversion of Warrants on preferential basis shall be made strictly in compliance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 without necessitating the requirement of an open offer in terms of Regulation 3 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**19. Proposed time limit within which the allotment shall be completed:**

In terms of Regulation 170 of ICDR Regulations, preferential allotment of Warrants will be completed within a period of 15 (fifteen) days from the date of passing of Special Resolution provided that where the issue and allotment of Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

**20. Change in control, if any, in the Company consequent to the preferential issue:**

As a result of the proposed preferential issue, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

**21. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the Financial Year, the Company has not made any allotment on preferential basis till date.

**22. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

Nil

**23. Lock-in period:**

- a) The Warrants and Equity Shares to be allotted upon conversion of Warrants shall be subject to lock-in in accordance with Chapter V of ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of Proposed Allottees, shall be locked-in as per Chapter V of ICDR Regulations.

**24. Certificate from Practicing Company Secretary:**

A certificate from M/s Kumar G & Co., Practicing Company Secretary, certifying that the proposed preferential issue of Warrants to Proposed Allottees is being made in accordance with the requirements of Chapter V of ICDR Regulations has been obtained. The said certificate will be available for inspection by Members at the Company's website <https://www.pcjeweller.com>.

**25. Undertakings:**

i) None of the Company, its Promoters or Directors are categorized as wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.

ii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.

iii) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.

iv) The Company do not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.

In terms of Sections 23, 42 and 62 of the Act, approval of Members by way of Special Resolution is required for the resolution as set out in Item No. 1 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 1 for your approval by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their respective shareholding in the Company, if any.

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

Place: New Delhi  
Date: July 13, 2024

Sd/-  
(RAMESH KUMAR SHARMA)  
**Executive Director**  
DIN: 01980542