

PC JEWELLER LIMITED

CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

1) PREFACE

The 'Criteria for determining qualifications, positive attributes and independence of a Director' is framed by PC Jeweller Limited (the "**Company**") in accordance with Section 178 of the Companies Act, 2013 ("**Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

The objective of the Criteria is to determine qualifications, positive attributes and independence of a Director.

2) CRITERIA FOR DETERMINING QUALIFICATIONS FOR APPOINTMENT OF DIRECTORS (INCLUDING INDEPENDENT DIRECTORS)

Apart from applicable provisions of the Act and LODR Regulations, as amended from time to time, Nomination and Remuneration Committee will consider following criteria or norms, collectively or individually for appointment of a Director:

- Individuals of eminence, standing and knowledge with significant achievements in business, professions and / or public service;
- Individuals having financial or business literacy / skills;
- Individuals having jewellery industry experience;
- Individuals having other qualification / experience to meet the objectives of the Company.

Nomination and Remuneration Committee will also have the discretion to consider any other criteria or norms for selection of the most suitable candidate(s).

3) CRITERIA FOR DETERMINING POSITIVE ATTRIBUTES OF DIRECTORS (INCLUDING INDEPENDENT DIRECTORS)

- Should demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively and the willingness to address issues proactively;
- Should uphold ethical standards of integrity and probity and act objectively and constructively;
- Should be forward looking, ethical and law abiding;
- Should actively update knowledge and skills with the latest developments in the jewellery industry, market conditions and applicable legal provisions;
- Should be willing to devote sufficient time and attention to professional obligations for informed and balanced decision making and discharge responsibilities in a bona-fide manner in the interest of the Company;

- Should assist in bringing independent judgment on the Board of Directors (“**Board**”) deliberations especially on issues of strategy, performance, resources, key appointments and standards of conduct;
- Should have ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company;
- Should act within authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.

4) CRITERIA FOR DETERMINING INDEPENDENCE OF INDEPENDENT DIRECTORS

An Independent Director should meet the requirements of the Act and Listing Regulations, as amended from time to time, concerning independence of Directors.

The Director's independence will be reviewed by the Board on an annual basis upon the declarations made by such Independent Director, as per the provisions of the Act and Listing Regulations.

Each Independent Director has an affirmative obligation to inform the Board of any change(s) in circumstances that may affect his or her independence.

5) AMENDMENT

The Board on its own or as per the recommendations of the Committee can amend or modify this Criteria in whole or in part, as and when deem fit.

In case of any amendment(s), clarification(s) etc. in the Act, Listing Regulations or any other applicable laws which are not consistent with this Criteria, then such amendment(s), clarification(s) etc. would prevail over this Criteria and the Criteria shall stand amended accordingly.

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