

PC JEWELLER LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

1) PREAMBLE

All the Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interest of PC Jeweller Limited (the “**Company**”) and its stakeholders.

Code of Conduct for Directors and Senior Management (the “**Code**”) has been formulated in compliance with the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is intended to maintain the highest standards of transparency, business conduct and ethics.

The Code is also to act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company’s commitment to successful operation of its business in the best interest of the shareholders, creditors, employees and other stakeholders.

2) DEFINITIONS

2.1) “**Board**” means the Board of Directors of the Company.

2.2) “**Director**” means a director appointed to the Board of the Company.

2.3) “**Senior Management**” shall mean officers / personnel of the Company who are members of its core management team excluding Board of Directors and shall comprise all members of management one level below the Chief Executive Officer / Managing Director / Whole-time Director / Manager (including Chief Executive Officer / Manager, in case they are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer.

3) APPLICABILITY

The Code shall be applicable to the Directors and Senior Management of the Company.

4) CONDUCT OF DIRECTORS AND SENIOR MANAGEMENT

4.1) HONESTY, INTEGRITY, RESPONSIBILITY & ACCOUNTABILITY

The Directors and Senior Management shall discharge their duties in good faith with due care and in the best interest of the Company and fulfil their fiduciary obligations. They shall act:

- honestly, fairly, ethically and with integrity;
- with responsibility, competence, diligence and with full accountability for their action;
- in a professional, courteous and respectful manner.

4.2) CONFLICT OF INTEREST

The Directors and Senior Management shall not engage in any business, activity or relationship, which may be in conflict with the interest of the Company. If such a situation arises then the Directors and Senior Management shall act in the best interest of the Company with proper disclosure to the Board.

The Directors and Senior Management shall not exploit for their own personal gains, business opportunities that are discovered through use of corporate property, information or position, unless such opportunity is disclosed to the Board and the Board declines to pursue the same for the Company.

4.3) CONFIDENTIALITY

The Directors and Senior Management shall not use, disclose or divulge to a third party, directly or indirectly, any confidential information, acquired by them due to their position in the Company, for their personal advantage or for the advantage of any other entity.

Confidential information includes any information relating to the Company's business, customers, suppliers etc., which is not available in the public domain.

4.4) PROHIBITION ON INSIDER TRADING

No Director or Senior Management shall, either on his own behalf or on behalf of any other person, deal / trade in securities of the Company when in possession of any Unpublished Price Sensitive Information and communicate, provide, or allow access to any Unpublished Price Sensitive Information to any person, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The Directors and Senior Management shall comply with the Company's Code of Conduct for Prohibition of Insider Trading.

4.5) COMPLIANCE WITH APPLICABLE LAWS AND THE COMPANY'S POLICIES

The Directors and Senior Management shall comply with all the laws, rules and regulations, as may be applicable from time to time. The Directors and Senior Management shall also comply with the codes and policies of the Company, to the extent applicable to them.

4.6) HEALTH, SAFETY & ENVIRONMENT

The Directors and Senior Management shall strive to provide a safe and healthy working environment within the Company and also endeavour to conduct business activities of the Company in such a manner that helps in preservation of the environment.

4.7) USE OF THE COMPANY'S PROPERTY / ASSETS & THEIR PROTECTION

The property / assets of the Company shall be used for its business purposes and shall not be used for personal gains by the Directors and Senior Management. Incidental personal use, if reasonable, will not amount to violation of the Code. The Directors and Senior Management should also take measures to protect the Company's property / assets.

4.8) CORPORATE GOVERNANCE

The Directors and Senior Management should sincerely follow and cause the Company to follow the philosophy of good corporate governance by possessing strong business fundamentals and

delivering high performance through relentless focus on transparency, accountability and professionalism for enhancing stakeholders' value and contributing to the society at large.

5) DISCIPLINARY ACTION

The Directors and Senior Management shall adhere to the Code. The Company will take appropriate disciplinary action for wilful or deliberate non-compliance, if any, of the Code.

6) DUTIES OF INDEPENDENT DIRECTORS

The independent directors of the Company shall be subject to certain additional duties as laid down by the Companies Act, 2013 and reproduced hereunder:

6.1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

6.2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;

6.3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

6.4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;

6.5) strive to attend the general meetings of the company;

6.6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

6.7) keep themselves well informed about the company and the external environment in which it operates;

6.8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

6.9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

6.10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

6.11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

6.12) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

6.13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

7) ACKNOWLEDGEMENT OF THE CODE

The Directors and Senior Management shall confirm due compliance with the Code on an annual basis. They shall sign the affirmation of compliance with the Code and give the same to the Company Secretary within 15 days of implementation / applicability of the Code and thereafter within 30 days of conclusion of every financial year. The Annual Report of the Company shall contain a declaration to this effect.

8) AMENDMENT / UPDATION

The Board of the Company may amend / modify / update the Code in whole or in part, at any time, subject to the same being in compliance with the applicable laws.

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Acknowledgement Form

I, the undersigned have received and read “Code of Conduct for Directors and Senior Management” of PC Jeweller Limited. I understand the provisions / clauses contained in this Code and agree to adhere to them and comply with this Code at all times.

Signature :

Name :

Designation :

Date :



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Annual Compliance Declaration

I, the undersigned do solemnly affirm and declare to the best of my knowledge and belief that I have complied with “Code of Conduct for Directors and Senior Management” of PC Jeweller Limited, during the financial year ended March 31,

Signature :

Name :

Designation :

Date :