

Date: 11/08/2017

To,  
The Listing Compliance Department,  
BSE Limited,  
P. J. Tower, Dalal Street,  
Mumbai – 400 001

To,  
The Listing Compliance Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400051

**Sub.: 12<sup>th</sup> Annual General Meeting Notice**

**Ref.: PC Jeweller Limited (Scrip Code: 534809, Symbol: PCJEWELLER)**

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 12<sup>th</sup> Annual General Meeting of the Company to be held on Friday, September 8, 2017 at 3:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010.

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

## NOTICE



Notice is hereby given that the **12<sup>th</sup> Annual General Meeting** of Members of **PC Jeweller Limited** will be held on **Friday, the 8<sup>th</sup> day of September, 2017, at 3:30 P.M.**, at Air Force Auditorium, Subroto Park, New Delhi – 110010, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Statutory Auditors thereon; (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of Statutory Auditors thereon.
2. To declare dividend on equity shares for the financial year 2016-17.
3. To declare dividend on compulsorily convertible preference shares for the period from September 2, 2016 to March 31, 2017.
4. To appoint a director in place of Shri Ramesh Kumar Sharma (DIN: 01980542), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Statutory Auditors and fix their remuneration and to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of The Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof for the time being in force), the appointment of Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No.001076N/N500013) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors plus service tax and reimbursement of out-of-pocket expenses, be and is hereby ratified.”

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

Sd/-  
Place: New Delhi  
Date: August 1, 2017

(VIJAY PANWAR)  
**Company Secretary**

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.** A Proxy can act on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy for his entire shareholding and such person shall not act as a Proxy for any other person or Member.
2. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of person seeking re-appointment as Director under Item No. 4 of this Notice, are also annexed.
3. AGM Notice and Annual Report are being sent by e-mail to those Members who have registered their e-mail ID’s with their Depository (in case of electronic shareholding) / the Company’s Registrar and Share Transfer Agent – Karvy Computershare Private Limited (“**Karvy**”) (in case of physical shareholding) for receipt of documents in electronic mode. The physical copies of AGM Notice and Annual Report are being sent by permitted mode to those Members whose e-mail ID’s are not registered.
4. AGM Notice and Annual Report are being sent to all Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”), as on Friday, August 4, 2017. AGM Notice and Annual Report are also available on the Company’s website i.e. [www.pcjeweller.com](http://www.pcjeweller.com) in the Investor Section as well as on Karvy’s website i.e. <https://evoting.karvy.com>.
5. Only those Members, whose names appear in the Register of Members / List of beneficial owners as on **Friday, September 1, 2017 (“Cut-off Date”)**, shall be entitled to vote (through remote e-voting / physical ballot paper) on the resolutions set forth in this Notice and their voting rights shall be in proportion to their shares 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.

6. The Register of Members and Share Transfer Books of the Company were closed from June 23, 2017 to June 27, 2017 (both days inclusive) for the purpose of determining the names of Members eligible for dividend on equity shares, if declared at the AGM.
7. The dividend, as recommended by the Board of Directors of the Company (Rs.1/- per equity share for the financial year 2016-17), if declared at the AGM, will be paid on or before the 30<sup>th</sup> day from the date of declaration to:
- all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as furnished by NSDL and CDSL as of the close of business hours on Thursday, June 22, 2017; and
  - all those Members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company / Karvy on or before the closing hours on Thursday, June 22, 2017.
8. The Investors / Members of the Company, who have not yet claimed their IPO refund / dividend for previous years, are requested to contact the Company or Karvy for claiming the same.
9. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on September 19, 2016 (i.e. date of last AGM) on the website of the Company and also with the Ministry of Corporate Affairs. Dividend amount remaining unclaimed / unpaid for a period of 7 years from the date of transfer to Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund.
10. In compliance with provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through remote e-voting facility (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM). The Company has engaged the services of Karvy as the Agency to provide remote e-voting facility.  
**E-voting is optional.**
11. The Company shall also provide facility for voting through physical ballot paper at the AGM and Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the AGM.
12. Members can opt for only one mode of voting i.e. either by physical ballot paper or by remote e-voting. However, if Members cast their vote through both mode of voting, then the voting through remote e-voting shall prevail.
13. The remote e-voting facility shall be available during the following period:
- |                                        |                                                         |
|----------------------------------------|---------------------------------------------------------|
| <b>Commencement of remote e-voting</b> | <b>: From 9:00 A.M. on Tuesday, September 5, 2017</b>   |
| <b>End of remote e-voting</b>          | <b>: Up to 5:00 P.M. on Thursday, September 7, 2017</b> |
- The remote e-voting shall not be allowed beyond the aforesaid time and date and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period.
14. The e-Voting Event Number, User ID and Password for remote e-voting are being sent by e-mail, to those Members who have registered their e-mail ID's and along with physical copy of AGM Notice to those Members, who have not registered their e-mail ID's.
15. Any person, who acquires shares and become Member of the Company after the despatch of AGM Notice and holds shares as on the Cut-off Date i.e. September 1, 2017, may obtain the login ID and Password in the manner mentioned below:
- If the mobile number of the Member is registered against Folio No. / DP ID-Client ID, the Member may send SMS: MYEPWD <space> e-voting Event Number + Folio No. or DP ID Client ID 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.
  - If e-mail address or mobile number of the Member is registered against Folio No. / DP ID-Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID-Client ID and PAN to generate a Password.
  - Member may call Karvy's toll free number 1800-345-4001.
  - Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).  
  
If a Member is already registered with Karvy for remote e-voting then he can use his existing user ID and Password / PIN for casting vote through remote e-voting.
16. The Members, who have cast their votes by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
17. The Board of Directors has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (C.P. No.: 3872) and Proprietor R S Sharma & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and physical voting process at the AGM in a fair and transparent manner.

18. 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 of the Company or in his absence to any other Director authorized by the Board, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman or in his absence by the Company Secretary within 48 hours from the conclusion of the AGM at the Registered Office of the Company.
19. The result declared along with the Scrutinizer's Report will be displayed on the notice board of the Company at its Registered Office and shall also be placed on the Company's website [www.pcjeweller.com](http://www.pcjeweller.com) and also on Karvy's website <https://evoting.karvy.com>. The result shall also be submitted with the Stock Exchanges, where the Company's shares are listed.
20. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 8, 2017.
21. Members are requested to carefully read the 'Procedures and Instructions for Remote e-Voting' mentioned hereunder:

#### PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

##### A. For Members receiving AGM Notice by e-mail:

- i) Launch internet browser by typing <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID & Password) mentioned in your e-mail. Your Folio No. / DP ID-Client ID (for NSDL) / 16 digits Beneficiary ID for CDSL will be your Used ID.
- iii) Under Captcha, please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.
- iv) After entering these details appropriately, click "LOGIN".
- v) 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 ID 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.
- vi) You need to login again with the new credentials.
- vii) If you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.

- viii) On successful login, system will prompt you to select the 'EVENT' i.e. '**PC Jeweller Limited**'.
- ix) 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. September 1, 2017 (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. 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.
- x) 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.
- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- xiii) Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) are required to send scanned certified true copy (PDF format) of the relevant Board resolution / Power of Attorney / Authority Letter to the Scrutinizer at the e-mail ID [rss.scrutinizer@gmail.com](mailto:rss.scrutinizer@gmail.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com).
- xiv) In case of any queries on e-voting, you may refer Frequently Asked Questions (FAQs) on e-voting and User Manual for Shareholders available at the download section of <https://evoting.karvy.com> or contact Shri Sai Sanjeev Patnaik, Manager at Karvy at e-mail id: [sai.patnaik@karvy.com](mailto:sai.patnaik@karvy.com), contact no.: 040-67171776 or can also call Karvy's toll free no.: 1800-345-4001.

##### B. For Members receiving AGM Notice by Post:

- i) Initial Password is provided below the Attendance Slip in the following format:

EVEN (e-Voting Event Number)	User ID	Password / PIN

- ii) Please follow all steps as mentioned in (A) above, to cast your vote.
22. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote at the AGM, on their behalf.
23. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details

/ mandates, change of address, e-mail ID's etc., to their respective Depository Participants. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agent of the Company i.e. Karvy.

- 24. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit duly filled Nomination Form (Form No. SH – 13) with Karvy. Blank forms will be provided by the Company on request.
- 25. Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their respective Depository Participants. Members

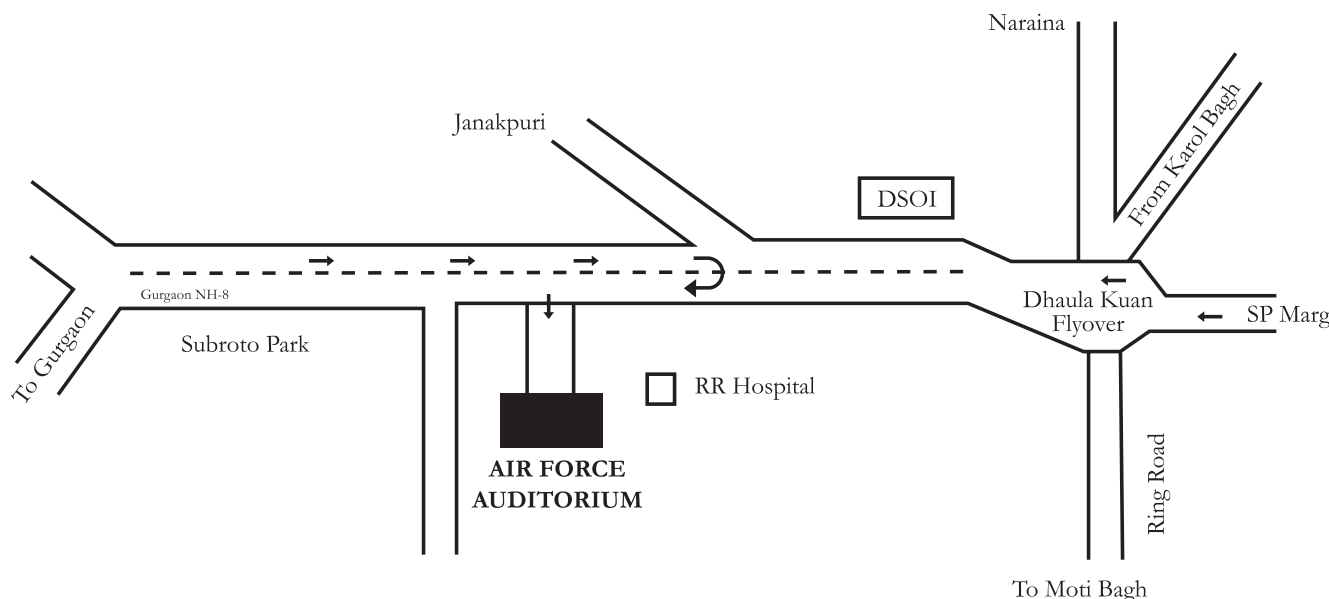
holding shares in physical form can submit their PAN to Karvy / Company.

- 26. Members are requested to participate in the ‘Green Initiative in Corporate Governance’. Members, who have not registered their e-mail ID’s so far, are requested to register their e-mail ID’s for receiving all communications including Annual Report, Notices etc. from the Company electronically.
- 27. Members / Proxies should bring the Attendance Slip duly filled in for attending the AGM. They are also requested to bring their Annual Report along with them.
- 28. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**  
**[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

<b>Name</b>	<b>Shri Ramesh Kumar Sharma</b>
<b>Date of Birth</b>	September 27, 1957
<b>Qualifications</b>	Certified Associate of Indian Institute of Bankers, B. Com. & M. Com. from University of Rajasthan, Jaipur
<b>Expertise in specific functional areas</b>	Foreign Exchange, Credit and Administration
<b>Date of first appointment on the Board</b>	February 7, 2014
<b>No. of meetings of the Board attended</b>	8 out of 10 Board meetings held during the financial year 2016-17
<b>Relationships between directors inter-se</b>	None
<b>Directorships held in other Indian entities</b>	None
<b>Membership / Chairmanship of committees of the Board in other entities</b>	None
<b>Shareholding in the Company</b>	47,800

**ROUTE MAP FOR AGM VENUE**



# PC JEWELLER LIMITED

CIN: L36911DL2005PLC134929

Regd. Office: C - 54, Preet Vihar, Vikas Marg, Delhi – 110 092

Phone: 011 - 49714971, Fax: 011 - 49714972 | E-mail: investors@pcjeweller.com

Website: www.pcjeweller.com



## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014]

Name of the Member(s) : .....

Registered address : .....

E-mail ID : .....

Folio Number / Client ID : ..... DP ID: .....

I / We, being the Member(s) of ..... shares of the above named Company, hereby appoint:

1.	Name:	E-mail ID:
	Address:	Signature:

or failing him / her

2.	Name:	E-mail ID:
	Address:	Signature:

or failing him / her

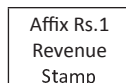
3.	Name:	E-mail ID:
	Address:	Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **12<sup>th</sup> Annual General Meeting** of the Company, to be held on **Friday, September 8, 2017** at **3:30 P.M.** at **Air Force Auditorium, Subroto Park, New Delhi - 110010** and at any adjournment thereof in respect of such resolution(s) as are indicated below:

1. Consideration and adoption of audited financial statements (standalone and consolidated) for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Statutory Auditors thereon.
2. Declaration of dividend on equity shares for the financial year 2016-17.
3. Declaration of dividend on compulsorily convertible preference shares for the period from September 2, 2016 to March 31, 2017.
4. Re-appointment of Shri Ramesh Kumar Sharma (DIN: 01980542) as a Director liable to retire by rotation.
5. Ratification of appointment of Walker Chandio & Co LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration.

Signed this ..... day of ..... 2017.

Signature of Member .....



Signature of Proxy holder(s) .....

### Note:

This Proxy Form should be signed across the stamp and in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

# PC JEWELLER LIMITED

CIN: L36911DL2005PLC134929

Regd. Office: C - 54, Preet Vihar, Vikas Marg, Delhi – 110 092

Phone: 011 - 49714971, Fax: 011 - 49714972 | E-mail: investors@pcjeweller.com

Website: www.pcjeweller.com



## ATTENDANCE SLIP

Name and Registered address of the  
Sole / First named Member

Name(s) of the joint Member(s), if any

Registered Folio Number / DP ID - Client ID

Number of shares held

I hereby record my presence at the **12<sup>th</sup> Annual General Meeting** of the Company at **Air Force Auditorium, Subroto Park, New Delhi – 110 010** on **Friday, September 8, 2017 at 3:30 P.M.**

Please mark (✓) the appropriate box:

Member  Proxy

\* I hereby give my consent for receiving from the Company all communications including Annual Report, Notices and other documents permissible to be sent through electronic mode, on my e-mail id: .....

Signature of the attending Member / Proxy .....

\* Delete, if not required.

**Note: A Member / Proxy holder attending the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.**

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Cut here

### VOTING THROUGH ELECTRONIC MEANS

The Company has engaged the services of Karvy Computershare Private Limited ("**Karvy**") as authorized Agency to provide remote e-voting facility for the 12<sup>th</sup> Annual General Meeting of the Company to be held on **September 8, 2017**. Remote e-voting facility is available at the link <https://evoting.karvy.com>. Remote e-voting particulars are as under:

EVEN (e-Voting Event Number)	User ID	Password / PIN

Remote e-voting facility shall be available during the following voting period:

<b>Commencement of Remote e-voting</b>	<b>From 9:00 A.M. on September 5, 2017</b>
<b>End of Remote e-voting</b>	<b>Up to 5:00 P.M. on September 7, 2017</b>

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

This communication forms an integral part of the Notice of 12<sup>th</sup> Annual General Meeting of the Company scheduled to be held on September 8, 2017. Please read the instructions overleaf carefully before exercising the vote.

### Procedure & Instructions for Remote e-voting:

- i) Launch internet browser by typing <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID & Password) mentioned below the Attendance Slip. Your Folio No. / DP ID-Client ID (for NSDL) / 16 digits Beneficiary ID (for CDSL) will be your Used ID.
- iii) Under Captcha, please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.
- iv) After entering these details appropriately, click "LOGIN".
- v) 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 ID 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.
- vi) You need to login again with the new credentials.
- vii) If you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
- viii) On successful login, system will prompt you to select the 'EVENT' i.e. '**PC Jeweller Limited**'.
- ix) 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. **September 1, 2017** (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the 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.
- x) 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.
- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- xiii) Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) are required to send scanned certified true copy (PDF format) of the relevant Board resolution / Power of Attorney / Authority Letter to the Scrutinizer at the e-mail ID [rss.scrutinizer@gmail.com](mailto:rss.scrutinizer@gmail.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com).
- xiv) In case of any queries on e-voting, you may refer Frequently Asked Questions (FAQs) on e-voting and User Manual for Shareholders available at the download section of <https://evoting.karvy.com> or contact Shri Sai Sanjeev Patnaik, Manager at Karvy at e-mail id: [sai.patnaik@karvy.com](mailto:sai.patnaik@karvy.com), contact no.: 040-67171776 or can also call Karvy's toll free no.: 1800-345-4001.

### General Instructions:

- i) Only those Members, whose names appear in the Register of Members / List of beneficial owners as on Cut-off Date i.e. September 1, 2017, shall be entitled to vote (through remote e-voting / physical ballot paper) on the resolutions set forth in the 12<sup>th</sup> Annual General Meeting ("**AGM**") Notice and their voting rights shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off Date.
- ii) The Company shall also provide facility for voting through physical ballot paper at the AGM and Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the AGM.
- iii) **Members can opt for only one mode of voting i.e. either by physical ballot paper or remote e-voting. However, if Members cast their vote through both mode of voting, then the voting through remote e-voting shall prevail.**
- iv) Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
- v) Any person, who acquires shares and become Member of the Company after the despatch of the AGM Notice and holds shares as on the Cut-off Date, may obtain the login ID and password in the manner mentioned below:
  - (a) If the mobile number of the Member is registered against Folio No. / DP ID – Client ID, the Member may send SMS: MYEPWD <space> e-voting Event Number + Folio No. or DP ID Client ID 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.
  - (b) If e-mail address or mobile number of the Member is registered against Folio No. / DP ID-Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID-Client ID and PAN to generate a password.
  - (c) Member may call Karvy's toll free number 1800-345-4001.
  - (d) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).
- vi) If a Member is already registered with Karvy for remote e-voting then he can use his existing User ID and Password / PIN for casting vote through remote e-voting.
- vii) The Board of Directors has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (C.P. No.: 3872) and Proprietor R S Sharma & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and physical voting process at the AGM in a fair and transparent manner.
- viii) 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 of the Company or in his absence to any other Director authorized by the Board, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman or in his absence by the Company Secretary within 48 hours from the conclusion of the AGM at the Registered Office of the Company.