FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	L36911DL2005PLC134929	Pre-fill
Global Location Number (GLN) of the company		
* Permanent Account Number (PAN) of the company	AADCP5443Q	
(ii) (a) Name of the company	PC JEWELLER LIMITED	

(b) Registered office address

C - 54, Preet Vihar,
Vikas Marg,
Delhi
East Delhi
Delhi
110092

(c) *e-mail ID of the company	info@pcjeweller.com
(d) *Telephone number with STD code	01149714971
(e) Website	www.pcjeweller.com
(iii) Date of Incorporation	13/04/2005

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital (•) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) (•) Yes ( ) No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent U72400TG2017PLC117649 Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 30/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	62.03
2	G	Trade	G2	Retail Trading	37.97

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 5 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	PC UNIVERSAL PRIVATE LIMITE	U36912DL2013PTC248867	Subsidiary	100

2	TRANSFORMING RETAIL PRIVA	U52100DL2014PTC271871	Subsidiary	100
3	LUXURY PRODUCTS TRENDSET	U52393DL2015PTC288371	Subsidiary	100
4	PCJ GEMS & JEWELLERY LIMITE	U36911DL2019PLC348093	Subsidiary	100
5	PC JEWELLER GLOBAL DMCC		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	500,000,000	465,403,896	465,403,896	465,403,896
Total amount of equity shares (in Rupees)	5,000,000,000	4,654,038,960	4,654,038,960	4,654,038,960

Number of classes: 1

Class of Shares Equity Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	500,000,000	465,403,896	465,403,896	465,403,896
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	5,000,000,000	4,654,038,960	4,654,038,960	4,654,038,960

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	260,000,000	0	0	0
Total amount of preference shares (in rupees)	2,600,000,000	0	0	0

Number of classes: 1

Class of shares Preference Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	260,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	2,600,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	936	465,402,96(	465403896	4,654,038,9	4,654,038,!	
Increase during the year	0	26	26	260	260	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Physical shares dematerialised		26	26	260	260	
Decrease during the year	26	0	26	260	260	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Physical shares dematerialised	26		26	260	260	
At the end of the year	910	465,402,98(	465403896	4,654,038,9	4,654,038,!	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company INE785M01013

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media] ○ Yes ○ No ○ Not Applicable

Separate sheet attached for details of transfers ○ Yes ○ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 15,740,509,848

(ii) Net worth of the Company 38,664,929,528

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	204,282,100	43.89	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	204,282,100	43.89	0	0

Total number of shareholders (promoters) 1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	229,825,865	49.38	0	
	(ii) Non-resident Indian (NRI)	5,698,260	1.22	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	6,951,662	1.49	0	
6.	Foreign institutional investors	4,645,577	1	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	12,238,924	2.63	0	
10.	Others Clearing Members, NBFC, IE	1,761,508	0.38	0	
	Total	261,121,796	56.1	0	0

Total number of shareholders (other than promoters) 222,957

Total number of shareholders (Promoters+Public/ Other than promoters) 222,958

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company 24

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE EMERGING MARK	6300 Bee Cave Road Building One		US	240,798	0.05
BNP PARIBAS ARBITRA	160 162 BD MACDONALD PARIS		FR	1,433	0
ECOTEK GENERAL TRA	ALMUSALLA TOWERS OFF NO 804			1,000,000	0.21
EMERGING MARKETS (	20 Triton Street Regents Place Lon		GB	60,956	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
TOUCHSTONE STRATE	303 BROADWAY SUITE 1100 CINCI			1,980,000	0.43
EMERGING MARKETS (	6300 Bee Cave Road Building One		US	479,891	0.1
WORLD EX U.S. TARGE	6300 Bee Cave Road Building One		US	32,251	0.01
CC & L Q GLOBAL EQU	1111 WEST GEORGIA STREET SUITI		CA	189	0
DIMENSIONAL EMERG	6300 Bee Cave Road Building One		US	50,599	0.01
EMERGING MARKETS !	6300 Bee Cave Road Building One		US	59,161	0.01
CC & L Q GROUP GLOE	1111 WEST GEORGIA STREET SUITI		CA	207	0
SOCIETE GENERALE	29 BOULEVARD HAUSSMANN PAR		FR	278	0
EMERGING MARKETS !	6300 BEE CAVE ROAD BUILDING C			86,955	0.02
EMERGING MARKETS \	25/28 NORTH WALL QUAY DUBLIN		IE	23,804	0.01
CITY OF LOS ANGELES	360 E Second Street Suite 600 Los			13,848	0
DIMENSIONAL FUNDS	25/28 NORTH WALL QUAY DUBLIN		IE	20,382	0.01
DIMENSIONAL WORLD	251 Little Falls Drive New Castle Co			107,877	0.02
COPTHALL MAURITIUS	C/O CIM CORPORATE SERVICES LT		MU	3,400	0
WORLD EX U.S. CORE I	6300 Bee Cave Road Building One		US	66,129	0.01
ALASKA PERMANENT	801 WEST 10TH STREET JUNEAU A		US	21,278	0.01
EMERGING MARKETS T	25/28 NORTH WALL QUAY DUBLIN		IE	51,930	0.01
QUADRATURE CAPITA	Suite #7 Grand Pavilion Commerc			136,549	0.03
CITY OF NEW YORK GF	ONE CENTRE STREET NEW YORK N		US	29,790	0.01
SPDR PORTFOLIO EME	STATE STREET FINANCIAL CENTER		US	177,872	0.04

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	227,905	222,957
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	1	0	1	0	43.89	0
B. Non-Promoter	1	5	1	5	0.03	0
(i) Non-Independent	1	0	1	0	0.03	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	5	2	5	43.92	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Balram Garg	00032083	Managing Director	204,282,100	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Ramesh Kumar Sharma	01980542	Whole-time directo	132,500	
Manohar Lal Singla	03625700	Director	0	
Krishan Kumar Khurana	00253589	Director	0	
Miyar Ramanath Nayak	03352749	Director	0	
Suresh Kumar Jain	05103064	Director	0	
Sannovanda Machaiah	06952954	Director	0	
Sanjeev Bhatia	AAAPB1445Q	CFO	129,275	
Vijay Panwar	ANGPP5195G	Company Secretar	54,696	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Balram Garg	00032083	Managing Director	01/07/2021	Reappointment
Ramesh Kumar Sharma	01980542	Whole-time directo	07/02/2022	Reappointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2021	226,993	87	54.81

B. BOARD MEETINGS

*Number of meetings held 5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2021	7	4	57.14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	14/08/2021	7	6	85.71
3	28/10/2021	7	7	100
4	14/11/2021	7	5	71.43
5	14/02/2022	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held 13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committe	27/05/2021	4	3	75
2	Audit Committe	14/08/2021	4	4	100
3	Audit Committe	14/11/2021	4	3	75
4	Audit Committe	14/02/2022	4	4	100
5	Nomination an	27/05/2021	3	2	66.67
6	Nomination an	14/08/2021	3	3	100
7	Stakeholders F	27/05/2021	3	3	100
8	Stakeholders F	14/11/2021	3	3	100
9	Risk Managem	05/07/2021	3	3	100
10	Risk Managem	25/01/2022	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 30/09/2022 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Balram Garg	5	5	100	9	9	100	Yes
2	Ramesh Kuma	5	5	100	7	7	100	Yes

3	Manohar Lal S	5	5	100	8	8	100	No
4	Krishan Kuma	5	5	100	13	12	92.31	Yes
5	Miyar Ramana	5	3	60	4	2	50	Yes
6	Suresh Kumar	5	3	60	2	1	50	Yes
7	Sannovanda M	5	2	40	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Balram Garg	Managing Direct	0	0	0	0	0
2	Ramesh Kumar Sha	Executive Direct	3,970,733	0	0	0	3,970,733
	Total		3,970,733	0	0	0	3,970,733

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sanjeev Bhatia	CFO	3,970,733	0	0	0	3,970,733
2	Vijay Panwar	Company Secre	4,045,564	0	0	0	4,045,564
	Total		8,016,297	0	0	0	8,016,297

Number of other directors whose remuneration details to be entered: 5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Manohar Lal Singla	Independent Dir	0	0	0	280,000	280,000
2	Krishan Kumar Khu	Independent Dir	0	0	0	320,000	320,000
3	Miyar Ramanath Na	Independent Dir	0	0	0	140,000	140,000
4	Suresh Kumar Jain	Independent Dir	0	0	0	130,000	130,000
5	Sannovanda Macha	Independent Dir	0	0	0	80,000	80,000
	Total		0	0	0	950,000	950,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ◯ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

◯ Yes ◉ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: Kirti Dureja

Whether associate or fellow: ◉ Associate ◯ Fellow

Certificate of practice number: 16865

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 12 dated 22/05/2014 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director: BALRAM GARG

DIN of the director: 00032083

To be digitally signed by: VIJAY PANWAR

(●) Company Secretary

( ) Company secretary in practice

Membership number: 19063

Certificate of practice number:

Attachments

1. List of share holders, debenture holders — **Attach**
2. Approval letter for extension of AGM; — **Attach**
3. Copy of MGT-8; — **Attach**
4. Optional Attachement(s), if any — **Attach**

List of attachments

MGT 8.pdf
Note.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

NOTES TO FORM MGT – 7 FOR FINANCIAL YEAR 2021-22

VI. SHAREHOLDING PATTERN AND VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

- There is no specific section for Promoter Group in Form MGT - 7. Hence, shareholding details (i.e. number of shares and percentage) of Promoter Group of the Company are included under VI.(b) i.e. "Shareholding Pattern – Public / Other than Promoters".
- Smt. Krishna Devi is shown as a Promoter in the quarterly shareholding patterns submitted with the exchanges as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") as well as in Annual Report 2021-22 of the Company only for the purposes of LODR Regulations but she is not a Promoter under section 2(69) of the Companies Act, 2013. Hence, she is counted as a shareholder under VI.(b) and her shareholding is also included under this section instead of under VI.(a) i.e. "Shareholding Pattern – Promoters". Similar position of Smt. Krishna Devi is also reflected in VII.
- In the quarterly shareholding pattern as on March 31, 2022 submitted with the exchanges as per LODR Regulations as well as in Annual Report 2021-22 of the Company, total number of shareholders are consolidated on PAN basis. However, for this Form MGT – 7 list of shareholders is prepared on the basis of Folio No. / DP Id - Client Id. Hence, total number of shareholders mentioned in this Form are not consolidated on PAN basis.

IX.C. COMMITTEE MEETINGS

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Corporate Social Responsibility Committee	27/05/2021	3	3	100
12	Corporate Social Responsibility Committee	14/02/2022	3	3	100
13	Management & Finance Committee	05/07/2021	3	3	100

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration of Independent Directors is the sitting fee for attending the meetings of the Board and it's Committees.

XI.A. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

The Company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 (the "**Act**") during the year except as disclosed in the Directors' Report and reproduced hereunder:

Particulars	Explanations or comments of the Board as provided in the Directors' Report
The composition of the Board of the Company did not have sufficient number of directors liable to retire by rotation as required under section 152(6) of the Act.	The Company will do the needful to ensure necessary compliance in due course.
The unspent corporate social responsibility amounts for the financial year 2020-21 and 2021-22 pursuant to ongoing project(s) are not transferred to special account as required under section 135 read with schedule VII of the Act.	The Company's liquidity position had become very constrained after March 2020 on account of lockdowns and disruptions in business due to spread of Covid-19 pandemic. During FY 2020-21, a cheque for ₹ 6.50 crore was issued by the Company towards CSR expenditure to an implementing agency as approved by Corporate Social Responsibility Committee and the Board which however, could not get cleared subsequently due to liquidity constraints. Thereafter, the Company's accounts with its Lenders turned NPA as on June 30, 2021 and its banking transactions got highly restricted. Therefore, the CSR expenditure for FY 2020-21 and 2021-22 remains unspent. Further, the Company submitted a request to its Lead Bank (State Bank of India) for opening a special current account under the nomenclature of "Unspent Corporate Social Responsibility Account" in March 2022 on which no action was taken by the Bank. However, the Company's resolution process is under active consideration with its Lenders and it is confident of meeting the necessary compliances as per the law post implementation of the resolution process.
The balance in deposit repayment reserve account as at March 31, 2022, as required under section 73(2)(c) of the Act, is short by INR 1.39 crores.	The Company had set aside adequate fixed deposits for the purpose.

XIII. COMPLETE LIST OF SHAREHOLDERS

Due to large file size, the list of shareholders is being filed through Upload Details of Security Holders / Depositors on MCA Portal.

For **PC Jeweller Limited**

PC JEWELLER LIMITED New Delhi

(BALRAM GARG)
Managing Director
DIN: 00032083

FORM NO. MGT.8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **PC Jeweller Limited** ("the Company") having CIN L36911DL2005PLC134929 and having its registered office situated at C-54, Preet Vihar, Vikas Marg, Delhi-110092, India, as required to be maintained under the Companies Act, 2013 (the "Act") and the rules made there under for the financial year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. As per the information furnished and explanation given and as per the records produced, I hereby certify that the company during the aforesaid financial year has complied with the provisions of the Act and Rules made thereunder in respect of -

1. Its status under the Act;
2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
4. Calling/convening/holding meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. Closure of Register of Members/Security holders, as the case may be;
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. Declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act, wherever applicable;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/appointment/re-appointments/retirement/filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them – During the

KIRTI DUREJA & CO.
Kirti Dureja
C.P. No. 16865
Practicing Company Secretary

period under review, the composition of the Board of the Company did not have sufficient number of directors liable to retire by rotation as required under section 152(6) of the Act;

13. Appointment/re-appointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, if any;
15. Acceptance/renewal/repayment of deposits, if any - The balance in deposit repayment reserve account as at March 31, 2022, as required under section 73(2)(c) of the Act, is short by INR 1.39 crores;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act, wherever applicable;
18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company, if any.

This Certificate is to be read along with the noting as mentioned herein under:

a) Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records basedon my audit.
b) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed provide a reasonable basis for my opinion.
c) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
d) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
e) The certificate is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Kirti Dureja & Co.
Company Secretaries

Kirti Dureja & Co. Kirti Dureja C.P. No. 16865 Company Secretary

Kirti Dureja
Company Secretary in Practice
Membership No. A 38334
C.P. No. 16865

Peer review no.: 2049/2022
UDIN: A038334D001884629

Date: November 18, 2022
Place: Faridabad