



Date: 07/09/2023

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 18th Annual General Meeting

Dear Sir / Ma'am,

This is with reference to our letter dated August 24, 2023, wherein it was informed that the 18th Annual General Meeting of the Company will be held on Saturday, September 30, 2023 at 11:00 A.M. (IST) through Video Conferencing / Other Audio Visual Means.

In continuation to the above said letter and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Notice of the 18th Annual General Meeting of the Company.

Kindly take the same on record.

Thanking you,
For **PC Jeweller Limited**

(VIJAY PANWAR)
Company Secretary

Encl.: As above

PC Jeweller Limited



PC Jeweller Limited

CIN: L36911DL2005PLC134929

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

Phone: 011 - 49714971, Fax: 011 – 49714972

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

NOTICE

Notice is hereby given that the 18th Annual General Meeting of Members of PC Jeweller Limited will be held on Saturday, September 30, 2023 at 11:00 A.M. (IST) through Video Conferencing / Other Audio Visual Means to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and Statutory Auditor thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of Statutory Auditor thereon.
2. 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.
3. To appoint Statutory Auditor and fix their remuneration:

M/s Arun K. Agarwal & Associates, Chartered Accountants (Firm Registration No. 003917N) (hereinafter referred to as **"AKA"**) were appointed as Statutory Auditor of the Company at the 15th Annual General Meeting (**"AGM"**) held on August 7, 2020 to hold office till the conclusion of the 20th AGM. However, AKA have resigned as Statutory Auditor of the Company on August 14, 2023 (after issue of Limited Review Reports on financial results of the Company for the quarter ended June 30, 2023) on the ground of economic viability. AKA were paid ₹0.54 crore (exclusive of GST) towards audit fee for the financial year 2022-23, other services including limited reviews and reimbursement of expenses incurred.

On the recommendation of Audit Committee, the Board of Directors (**"Board"**) approved the appointment of M/s A H P N & Associates, Chartered Accountants (Firm Registration No. 009452N) (hereinafter referred to as **"AHPN"**) as Statutory Auditor of the Company w.e.f. August 22, 2023 to fill the casual vacancy caused by the resignation of AKA and to hold office till the conclusion of the 18th Annual General Meeting and for further 5 (five) consecutive years from the conclusion of the 18th AGM

till the conclusion of the 23rd AGM, at such remuneration as may be mutually agreed between the Board and the Auditors plus applicable taxes and reimbursement of out-of-pocket expenses incurred, if any, and further recommended the same to Members for their approval.

AHPN is an Indian professional firm with a global perspective established in 1989. The firm comprises of 8 partners, who are Fellow Members of the Institute of Chartered Accountants of India with experience ranging upto 34 years. It provides services in the field of statutory and internal audit and assurance services, direct and indirect taxation compliance, corporate law advisory, bank audits and assurances etc. Its clients include National Highways Authority of India, SBR Auto Components Limited, Binani Cement Limited etc. The firm is empanelled with CAG and IBA etc. Their peer review certificate is valid till November 30, 2025.

AHPN have given their consent to act as Statutory Auditor of the Company and confirmed their eligibility as well as non-disqualification in terms of Sections 139 and 141 of the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

In terms of the provisions of Section 139 of the Companies Act, 2013 read with the rules made thereunder, appointment of statutory auditor in casual vacancy caused due to resignation of the existing auditor, shall also be approved by the Company in a general meeting convened within 3 months of the recommendation of the Board and such auditor shall hold office till the conclusion of the next annual general meeting. Accordingly, the Board has recommended for the approval of Members, appointment of AHPN as Statutory Auditor of the Company:

- i) w.e.f. August 22, 2023 to fill the casual vacancy caused by resignation of AKA and to hold the office till the conclusion of the 18th AGM; and
- ii) for 5 (five) consecutive years from the conclusion of the 18th AGM till the conclusion of the 23rd AGM.

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None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

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 modification(s) or re-enactment(s) thereof, for the time being in force} M/s A H P N & Associates, Chartered Accountants (Firm Registration No. 009452N) be and are hereby appointed as Statutory Auditor of the Company w.e.f. August 22, 2023 to fill the casual vacancy caused by the resignation of M/s Arun K. Agarwal & Associates, Chartered Accountants (Firm Registration No. 003917N) and they shall hold office till the conclusion of the 18th Annual General Meeting, at such remuneration as may be mutually agreed between the Board and the Auditors plus applicable taxes and reimbursement of out-of-pocket expenses incurred, if any.

RESOLVED FURTHER 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 modification(s) or re-enactment(s) thereof, for the time being in force} M/s A H P N & Associates,

Chartered Accountants (Firm Registration No. 009452N) be and are hereby appointed as Statutory Auditor of the Company for 5 (five) consecutive years from the conclusion of the 18th Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board and the Auditors plus applicable taxes and reimbursement of out-of-pocket expenses incurred, if any.

RESOLVED FURTHER THAT Shri Balram Garg (DIN: 00032083), Managing Director, Shri Ramesh Kumar Sharma (DIN: 1980542), Executive Director, Shri Sanjeev Bhatia, Chief Financial Officer and Shri Vijay Panwar, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

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

Place: New Delhi
Date: August 22, 2023

Sd/-
(VIJAY PANWAR)
Company Secretary

NOTES:

1. Ministry of Corporate Affairs (“MCA”) vide General Circular No. 10/2022 dated December 28, 2022 in continuation to the circulars issued earlier in this regard (collectively referred to as “MCA Circulars”) permitted holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) up to September 30, 2023, without the physical presence of Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the “Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 18th AGM 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 AGM 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 AGM 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 18th AGM 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 AGM. Hence, Proxy Form is not annexed to this Notice.
3. Members attending the AGM 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 and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Notice of the 18th AGM along with Annual Report 2022-23 is being sent only by electronic mode to those Members whose e-mail address is registered with Depository Participants (“DPs”)/ Company / Registrar & Transfer Agent (“RTA”) - KFin Technologies Limited (“KFintech”). AGM Notice and Annual Report 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 AGM Notice along with Annual Report 2022-23 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 18th AGM through VC / OAVM, facility for remote e-voting and e-voting at the AGM.
6. Only those Members, whose names appear in Register of Members / List of Beneficial Owners as on **Saturday, September 23, 2023 ("Cut-off Date")** shall be entitled to vote (through remote e-voting and at the AGM) on the resolutions 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. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("**IEPF Rules**"), the Company has uploaded the details of unpaid / unclaimed dividend amounts lying with the Company as on March 31, 2022 on its website <https://www.pcjeweller.com/investors> section and also with MCA.

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**"). Accordingly, unclaimed dividends for the financial years 2012-13, 2013-14 and 2014-15 have been transferred to IEPF by the Company. Also, the shares on which dividend remained unpaid / unclaimed for 7 consecutive years were transferred to the demat account of IEPF Authority as per Section 124 of the Act read with IEPF Rules.

In view of this, Members are requested to claim their unpaid dividends declared by the Company for financial year 2015-16 and thereafter, within the stipulated time and contact the Company or its RTA for claiming the same. In accordance with IEPF Rules, individual communications have already been sent to those Members whose shares are due for transfer to IEPF Authority during current financial year, informing them to claim their unclaimed / unpaid dividend **on or before October 18, 2023** to avoid such transfer of shares to IEPF Authority and notice in this regard was also published in the Newspapers.

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, Practising Company Secretary (CP No.: 3872), as the Scrutinizer to

scrutinize the remote e-voting and e-voting at the 18th AGM in a fair and transparent manner.

10. Members who would like to express their views or ask questions during the 18th AGM may register themselves as a speaker from 9:00 A.M. (IST) to 5:00 P.M. (IST) on September 26, 2023 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 AGM. 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 AGM.
11. Members are requested to carefully read the '**Instructions for attending the 18th AGM, remote e-voting and e-voting at the 18th AGM**' mentioned hereunder:

A) Instructions for attending the 18th AGM:

- i) Members will be able to attend the AGM 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 AGM event of **PC Jeweller Limited** to attend the AGM. Please do the echo test once you enter into the AGM 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 AGM. Participants may experience audio/video loss due to fluctuation in their respective networks.
- vi) Facility of joining the AGM through VC / OAVM will open 30 minutes before the scheduled time of the AGM.
- vii) Facility of joining the AGM 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.

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- viii) Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) are requested to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter etc., authorizing their representatives to attend / participate in the AGM through VC / OAVM on their behalf and to vote through remote e-voting / e-voting at the AGM. The said Board Resolution / Authority Letter etc. shall be sent to the Scrutinizer at the e-mail address rss.scrutinizer@gmail.com with copy to evoting@kfintech.com. Institutional Members are encouraged to attend and vote at the AGM.
- ix) Members, who have cast their votes by remote e-voting can also attend the AGM 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 AGM 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.
- iv) Only those Members, who are present at the AGM through VC / OAVM and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the AGM.
- v) Members who do not have User ID and Password for e-voting or have forgotten User ID and Password may retrieve the same by following the instructions for remote e-voting.
- vi) 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.
- vii) In case of any query on e-voting, please visit Help and FAQs section available at KFinTech's website <https://evoting.kfintech.com/> or e-mail at evoting@kfintech.com or call KFinTech's Toll Free No.: 1800-309-4001.
- viii) 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/ DPs in order to increase the efficiency of the voting process.

B) Instructions for remote e-voting and e-voting at the 18th AGM:

- 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 AGM) and e-voting (at the AGM).
- ii) Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM.
- iii) The remote e-voting facility shall be available during the following period:
- ix) 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 DPs to access e-voting facility.
- x) The detailed process and manner for remote e-voting and e-voting at the AGM are explained herein below:

Commencement of remote e-voting: From 9:00 A.M. (IST) on Wednesday, September 27, 2023

End of remote e-voting: Up to 5:00 P.M. (IST) on Friday, September 29, 2023

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.

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 mode with National Securities Depository Limited ("NSDL")	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i) Visit URL: https://eservices.nsdl.com/ ii) Click on the "Beneficial Owner" icon under "Login" under "IDeAS" section. iii) On the new page, enter User ID and Password. On successful authentication, click on "Access to e-Voting". 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>2. User not registered for IDeAS e-Services:</p> <ul style="list-style-type: none"> i) To register click on link: https://eservices.nsdl.com/ ii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii) Proceed with completing the required fields. iv) Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-voting website of NSDL:</p> <ul style="list-style-type: none"> i) Open URL: https://www.evoting.nsdl.com/ ii) Click on the icon "Login" which is available under "Shareholder/Member" section. 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. iv) On successful authentication, you will be redirected to NSDL IDeAS Portal. 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 (ESPs) and you will be redirected to e-voting page of KFintech for casting your vote.
Individual shareholders holding shares in demat mode with Central Depository Services (India) Limited ("CDSL")	<p>1. Existing user who have opted for Easi/Easiest:</p> <ul style="list-style-type: none"> i) Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: https://www.cdslindia.com/ ii) Login with your registered User ID and Password. iii) The user will be able to see the e-voting Menu. 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>2. User not registered for Easi/Easiest:</p> <ul style="list-style-type: none"> i) Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration ii) Proceed with completing the required fields. iii) Follow the steps given in point 1. <p>3. Alternatively by directly accessing the e-voting website of CDSL:</p> <ul style="list-style-type: none"> i) Visit URL: https://www.cdslindia.com/ ii) Click on E Voting tab and provide your demat account number and PAN. iii) System will authenticate User by sending OTP on registered mobile & e-mail as recorded in the demat Account. iv) On successful authentication, you will enter the e-voting module of CDSL. 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.

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Type of shareholders	Login Method
Individual shareholders login through their demat accounts / Website of DP	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. 2. Once logged-in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against the Company's name PC Jeweller Limited or select e-Voting service provider KFintech and you will be redirected to e-voting page of KFintech for casting your vote.

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:

Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 addresses are registered with the DPs / 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 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.
- 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. September 23, 2023** (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 is not registered with the DPs / 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 or 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 or 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 18th AGM Notice and holds shares as on the Cut-off Date i.e. September 23, 2023 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.

13. Pursuant to Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of the Director seeking re-appointment at the 18th AGM are annexed hereto and forms part of this Notice.

14. The documents referred to in this Notice will be available for inspection electronically without any fee by Members from the date of circulation of this Notice upto the date of the 18th AGM. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the Certificate from Secretarial Auditor in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection electronically by Members during the AGM. Members desirous of inspecting such documents may send request from their registered e-mail address to investors@pcjeweller.com by mentioning their DP Id - Client Id / Folio Number.

15. 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 48 hours from the conclusion of the AGM at the Registered Office of the Company.

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The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.pcjeweller.com and also on KFin's website <https://evoting.kfintech.com>. 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 resolutions shall be deemed to be passed on the date of the AGM i.e. September 30, 2023.

16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members free of cost after making requisite changes.
17. **As per Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its Circular dated January 25, 2022 has mandated that securities shall be issued only in dematerialised form while processing duplicate / unclaimed suspense / renewal / exchange / endorsement / sub-division / consolidation/ transmission/ transposition service requests received from physical securities holders. In view of this and to eliminate all the risks associated with physical shares, Members are advised to dematerialize shares held by them in physical form. Members can contact the Company's RTA at einward.ris@kfintech.com for seeking necessary assistance / guidance in this regard.**
18. **SEBI vide Circular dated November 3, 2021 read with Circular dated December 14, 2021 and Circular dated March 16, 2023, has mandated all listed entities to ensure that shareholders holding equity shares in physical form shall furnish / update their PAN, KYC, Nomination and Bank account details (if not updated or provided earlier) through their respective RTA. In line with the same, the Company has sent individual letters to all Members holding shares of the Company in physical form to furnish / update the required documents / details to the Company's RTA either physically or on e-mail [**kfintech.com. Folios wherein any one of the cited documents / details are not available on or after October 1, 2023 shall be frozen by RTA. Service request or complaint received from any Member, cannot be processed by RTA until registration/ updation of PAN, KYC, Nomination and Bank account details in the records of the Company's RTA. Relevant details and forms prescribed by SEBI in this regard are available on the Company's website \[www.pcjeweller.com\]\(http://www.pcjeweller.com\) in Investors section.**](mailto:einward.ris@</div><div data-bbox=)**

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

19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for Members in respect of their shareholding in the Company. Members, who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. The said forms can be downloaded from the Company's website at www.pcjeweller.com in Investors section. Members are requested to submit the said form with their respective DPs (in case the shares are held in demat form) and with the Company's RTA (in case the shares are held in physical form).
20. Members are requested to participate in the 'Green Initiative in Corporate Governance' for receiving all 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 at <https://www.pcjeweller.com/> and are requested to forward the duly filled in Form to KFinTech.


DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 18TH ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name	Shri Ramesh Kumar Sharma
Director Identification Number	01980542
Date of Birth	September 27, 1957
Qualifications	Certified Associate of Indian Institute of Bankers, M.Com. and B.Com.
Brief profile	Shri Sharma aged 65 years is associated with the Company since April 2007 and over a period of 16 years he has immensely contributed to the growth of the Company. Prior to joining the Company, he was associated with State Bank of Bikaner and Jaipur and has over 29 years' experience in foreign exchange, credit and administration.
Expertise in specific functional areas	Administration, governance and industry experience
Date of first appointment on the Board	February 7, 2014
No. of meetings of the Board attended during financial year 2022-23	5
Remuneration drawn during financial year 2022-23	₹ 40.46 lakh
Relationships between Directors inter-se & Key Managerial Personnel	None
Directorships held in other Indian companies (excluding foreign companies and Section 8 companies)	None
Memberships / Chairmanships of committees of the Board of public limited companies (includes only Audit Committee and Stakeholders' Relationship Committee)	PC Jeweller Limited Stakeholders Relationship Committee
Shareholding in the Company	1,32,500 equity shares
Names of listed entities from which Director has resigned in the past three years	None