

# 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]



## 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  
110002

(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

L72400TG2017PLC117649

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, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/09/2023

(b) Due date of AGM 30/09/2023

(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, | 37.44                        |
| 2    | G                        | Trade                              | G2                     | Retail Trading                                                                     | 62.56                        |

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

\*No. of Companies for which information is to be given 4

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 | LUXURY PRODUCTS TRENDSET    | U52393DL2015PTC288371 | Subsidiary | 100 |
| 3 | PCJ GEMS & JEWELLERY LIMITE | U36911DL2019PLC348093 | Subsidiary | 100 |
| 4 | 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                           | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------------------------|--------------------|----------------|--------------------|-----------------|
| Equity Shares                             |                    |                |                    |                 |
| 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                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-----------------------------------------------|--------------------|----------------|--------------------|-----------------|
| Preference Shares                             |                    |                |                    |                 |
| 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                  | 910              | 465,402,986 | 465403896 | 4,654,038,9          | 4,654,038,9          |               |
| Increase during the year                      | 0                | 130         | 130       | 1,300                | 1,300                | 0             |
| i. Public 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                            |                  | 130         | 130       | 1,300                | 1,300                |               |
| Physical shares dematerialised                |                  |             |           |                      |                      |               |
| Decrease during the year                      | 130              | 0           | 130       | 1,300                | 1,300                | 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                           | 130              |             | 130       | 1,300                | 1,300                |               |
| Physical shares dematerialised                |                  |             |           |                      |                      |               |
| At the end of the year                        | 780              | 465,403,116 | 465403896 | 4,654,038,9          | 4,654,038,9          |               |
| Preference shares                             |                  |             |           |                      |                      |               |

|                                     |   |   |   |   |   |   |
|-------------------------------------|---|---|---|---|---|---|
| <b>At the beginning of the year</b> | 0 | 0 | 0 | 0 | 0 |   |
| <b>Increase during the year</b>     | 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                |   |   |   |   |   |   |
|                                     |   |   |   |   |   |   |
| <b>Decrease during the year</b>     | 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                 |   |   |   |   |   |   |
|                                     |   |   |   |   |   |   |
| <b>At the end of the year</b>       | 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 | <input type="text"/> |
|---------------------------------------------|----------------------|

|                                                    |                      |
|----------------------------------------------------|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|----------------------------------------------------|----------------------|

|                  |                      |                                                            |
|------------------|----------------------|------------------------------------------------------------|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|------------------------------------------------------------|

|                                                 |                      |                                           |                      |
|-------------------------------------------------|----------------------|-------------------------------------------|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|-------------------------------------------------|----------------------|-------------------------------------------|----------------------|

|                            |                      |
|----------------------------|----------------------|
| Ledger Folio of Transferor | <input type="text"/> |
|----------------------------|----------------------|

|                   |                      |                      |                      |
|-------------------|----------------------|----------------------|----------------------|
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
|-------------------|----------------------|----------------------|----------------------|

|  |         |             |            |
|--|---------|-------------|------------|
|  | Surname | middle name | first name |
|--|---------|-------------|------------|

|                            |                      |
|----------------------------|----------------------|
| Ledger Folio of Transferee | <input type="text"/> |
|----------------------------|----------------------|

|                   |                      |                      |                      |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
|-------------------|----------------------|----------------------|----------------------|

|  |         |             |            |
|--|---------|-------------|------------|
|  | Surname | middle name | first name |
|--|---------|-------------|------------|

|                                                    |                      |
|----------------------------------------------------|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|----------------------------------------------------|----------------------|

|                  |                      |                                                            |
|------------------|----------------------|------------------------------------------------------------|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|------------------------------------------------------------|

|                                                 |                      |                                           |                      |
|-------------------------------------------------|----------------------|-------------------------------------------|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|-------------------------------------------------|----------------------|-------------------------------------------|----------------------|

|                                                                                                                        |                                                                         |                                                                         |                                                                         |
|------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Ledger Folio of Transferor <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div> |                                                                         |                                                                         |                                                                         |
| Transferor's Name                                                                                                      | <div style="border: 1px solid black; width: 100%; height: 25px;"></div> | <div style="border: 1px solid black; width: 100%; height: 25px;"></div> | <div style="border: 1px solid black; width: 100%; height: 25px;"></div> |
|                                                                                                                        | Surname                                                                 | middle name                                                             | first name                                                              |
| Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div> |                                                                         |                                                                         |                                                                         |
| Transferee's Name                                                                                                      | <div style="border: 1px solid black; width: 100%; height: 25px;"></div> | <div style="border: 1px solid black; width: 100%; height: 25px;"></div> | <div style="border: 1px solid black; width: 100%; height: 25px;"></div> |
|                                                                                                                        | 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           |
| <b>Total</b>                  |                 |                        | 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 |
|--------------------------------------|---------------------------------------------|--------------------------|--------------------------|---------------------------------------|
| <b>Non-convertible debentures</b>    | 0                                           | 0                        | 0                        | 0                                     |
| <b>Partly convertible debentures</b> | 0                                           | 0                        | 0                        | 0                                     |
| <b>Fully convertible debentures</b>  | 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 |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
|                    |                      |                            |                     |                            |                     |
|                    |                      |                            |                     |                            |                     |
| <b>Total</b>       |                      |                            |                     |                            |                     |

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

**(i) Turnover**

23,594,584,324

**(ii) Net worth of the Company**

35,277,500,032

**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<br>(not mentioned above) | 0                | 0          | 0                |            |
| 10.    | Others                                  | 0                | 0          | 0                |            |
|        | <b>Total</b>                            | 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                              | 201,760,222 | 43.35 | 0 |   |
|     | (ii) Non-resident Indian (NRI)          | 3,986,270   | 0.86  | 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                     | 6,751,662   | 1.45  | 0 |   |
| 4.  | Banks                                   | 0           | 0     | 0 |   |
| 5.  | Financial institutions                  | 0           | 0     | 0 |   |
| 6.  | Foreign institutional investors         | 7,692,883   | 1.65  | 0 |   |
| 7.  | Mutual funds                            | 0           | 0     | 0 |   |
| 8.  | Venture capital                         | 0           | 0     | 0 |   |
| 9.  | Body corporate<br>(not mentioned above) | 40,128,518  | 8.62  | 0 |   |
| 10. | Others Clearing Members, NBFC, IE       | 802,241     | 0.17  | 0 |   |
|     | <b>Total</b>                            | 261,121,796 | 56.1  | 0 | 0 |

**Total number of shareholders (other than promoters)**

198,703

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

198,704

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

60

| Name of the FII     | Address                         | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|---------------------|---------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| RESONANCE OPPORTU   | SUITE 320 3RD FLOOR NG TOWER    |                       | MU                       | 1,000,000             | 0.21             |
| EMERGING MARKETS C  | 6300 Bee Cave Road Building One |                       | US                       | 907,190               | 0.19             |
| ISHARES CORE MSCI E | JP MORGAN HOUSE IFSC DUBLIN     |                       | IE                       | 555,420               | 0.12             |
| THE EMERGING MARK   | 6300 Bee Cave Road Building One |                       | US                       | 508,687               | 0.11             |

| Name of the FII            | Address                               | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|----------------------------|---------------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| EMERGING MARKETS S         | 400 HOWARD STREET SAN FRANCISCO       |                       | US                       | 499,901               | 0.11             |
| STATE STREET GLOBAL        | ONE LINCOLN STREET BOSTON, MA         |                       | US                       | 499,735               | 0.11             |
| ABU DHABI INVESTMENT       | 211 CORNICHE STREET PO BOX 36         |                       | AE                       | 403,256               | 0.09             |
| EMERGING MARKETS S         | 400 HOWARD STREET SAN FRANCISCO       |                       | US                       | 314,321               | 0.07             |
| CATERFIELD GLOBAL INVEST   | UNIT 1501 JLT PH1-F2A HDS TOWER       |                       |                          | 250,000               | 0.05             |
| SPDR PORTFOLIO EMERGING    | STATE STREET FINANCIAL CENTER         |                       | US                       | 207,951               | 0.04             |
| ISHARES MSCI INDIA S       | 400 HOWARD STREET SAN FRANCISCO       |                       |                          | 200,751               | 0.04             |
| COLLEGE RETIREMENT         | 730 THIRD AVENUE NEW YORK, NY         |                       | US                       | 191,192               | 0.04             |
| NORTHERN TRUST COMPANY     | 50 S LaSalle Street Chicago, Illinois |                       | US                       | 185,123               | 0.04             |
| DIMENSIONAL EMERGING       | 6300 Bee Cave Road Building One       |                       | US                       | 168,810               | 0.04             |
| SPDR S&P EMERGING MARKETS  | ONE LINCOLN STREET BOSTON, MA         |                       | US                       | 125,718               | 0.03             |
| DIMENSIONAL WORLD          | 251 Little Falls Drive New Castle Co  |                       |                          | 107,877               | 0.02             |
| EMERGING MARKETS S         | 6300 Bee Cave Road Building One       |                       | US                       | 106,159               | 0.02             |
| BVK PERSONALVORSCHUNG      | STAMPFENBACHSTRASSE 63 8006           |                       | CH                       | 95,458                | 0.02             |
| EMERGING MARKETS S         | 6300 BEE CAVE ROAD BUILDING C         |                       |                          | 86,955                | 0.02             |
| CITY OF LOS ANGELES        | 360 E Second Street Suite 600 Los     |                       |                          | 86,262                | 0.02             |
| COPTHALL MAURITIUS         | C/O CIM CORPORATE SERVICES LT         |                       | MU                       | 76,953                | 0.02             |
| STATE STREET MSCI EMERGING | ONE LINCOLN STREET BOSTON, MA         |                       | US                       | 76,289                | 0.02             |
| EMERGING MARKETS V         | 25/28 NORTH WALL QUAY DUBLIN          |                       | IE                       | 72,469                | 0.02             |
| WORLD EX U.S. CORE INVEST  | 6300 Bee Cave Road Building One       |                       | US                       | 66,129                | 0.01             |
| WORLD EX U.S. TARGET       | 6300 Bee Cave Road Building One       |                       | US                       | 62,691                | 0.01             |

**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<br>(other than promoters) | 222,957                      | 198,703                |
| 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 |
| <b>A. Promoter</b>                       | 1                                                | 0             | 1                                          | 0             | 43.89                                                        | 0             |
| <b>B. Non-Promoter</b>                   | 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             |
| <b>C. Nominee Directors representing</b> | 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 director | 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 Secretary   | 54,696                         |                                                              |

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

0

| 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) |
|------|---------|----------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------|
|      |         |                                                          |                                                       |                                                                  |

**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 | 30/09/2022      | 189,365                                            | 101                        | 48.7                    |

**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      | 30/05/2022      | 7                                                              | 7                            | 100             |
| 2      | 23/07/2022      | 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 |
| 3      | 09/08/2022      | 7                                                              | 5                            | 71.43           |
| 4      | 27/10/2022      | 7                                                              | 7                            | 100             |
| 5      | 14/02/2023      | 7                                                              | 5                            | 71.43           |

### C. COMMITTEE MEETINGS

Number of meetings held

12

| 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 Committee                         | 30/05/2022      | 4                                                     | 4                          | 100             |
| 2      | Audit Committee                         | 09/08/2022      | 4                                                     | 3                          | 75              |
| 3      | Audit Committee                         | 27/10/2022      | 4                                                     | 4                          | 100             |
| 4      | Audit Committee                         | 14/02/2023      | 4                                                     | 4                          | 100             |
| 5      | Nomination and Remuneration Committee   | 30/05/2022      | 3                                                     | 3                          | 100             |
| 6      | Stakeholders Forum                      | 30/05/2022      | 3                                                     | 3                          | 100             |
| 7      | Stakeholders Forum                      | 27/10/2022      | 3                                                     | 3                          | 100             |
| 8      | Risk Management Committee               | 23/07/2022      | 3                                                     | 3                          | 100             |
| 9      | Risk Management Committee               | 19/12/2022      | 3                                                     | 2                          | 66.67           |
| 10     | Management Information System Committee | 31/05/2022      | 3                                                     | 2                          | 66.67           |

### D. \*ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings                                           |                             |                 | Committee Meetings                                       |                             |                 | Whether attended AGM held on |
|--------|----------------------|----------------------------------------------------------|-----------------------------|-----------------|----------------------------------------------------------|-----------------------------|-----------------|------------------------------|
|        |                      | 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 | 30/09/2023                   |
|        |                      |                                                          |                             |                 |                                                          |                             |                 | (Y/N/NA)                     |
| 1      | Balram Garg          | 5                                                        | 5                           | 100             | 9                                                        | 9                           | 100             | Yes                          |
| 2      | Ramesh Kumar         | 5                                                        | 5                           | 100             | 7                                                        | 7                           | 100             | Yes                          |
| 3      | Manohar Lal Saxena   | 5                                                        | 4                           | 80              | 7                                                        | 6                           | 85.71           | Yes                          |

|   |              |   |   |     |    |    |       |                |
|---|--------------|---|---|-----|----|----|-------|----------------|
| 4 | Krishan Kuma | 5 | 5 | 100 | 12 | 10 | 83.33 | Yes            |
| 5 | Miyar Ramana | 5 | 4 | 80  | 4  | 4  | 100   | No             |
| 6 | Suresh Kumar | 5 | 2 | 40  | 1  | 1  | 100   | Not Applicable |
| 7 | Sannovanda M | 5 | 3 | 60  | 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/<br>Sweat equity | Others | Total<br>Amount |
|--------|------------------|------------------|--------------|------------|-------------------------------|--------|-----------------|
| 1      | Balram Garg      | Managing Direct  | 0            | 0          | 0                             | 0      | 0               |
| 2      | Ramesh Kumar Sha | Executive Direct | 4,046,016    | 0          | 0                             | 0      | 4,046,016       |
|        | Total            |                  | 4,046,016    | 0          | 0                             | 0      | 4,046,016       |

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

2

| S. No. | Name           | Designation   | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total<br>Amount |
|--------|----------------|---------------|--------------|------------|-------------------------------|--------|-----------------|
| 1      | Sanjeev Bhatia | CFO           | 4,046,016    | 0          | 0                             | 0      | 4,046,016       |
| 2      | Vijay Panwar   | Company Secre | 4,123,428    | 0          | 0                             | 0      | 4,123,428       |
|        | Total          |               | 8,169,444    | 0          | 0                             | 0      | 8,169,444       |

Number of other directors whose remuneration details to be entered

5

| S. No. | Name               | Designation     | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others  | Total<br>Amount |
|--------|--------------------|-----------------|--------------|------------|-------------------------------|---------|-----------------|
| 1      | Manohar Lal Singla | Independent Dir | 0            | 0          | 0                             | 220,000 | 220,000         |
| 2      | Krishan Kumar Khu  | Independent Dir | 0            | 0          | 0                             | 300,000 | 300,000         |
| 3      | Miyar Ramanath Na  | Independent Dir | 0            | 0          | 0                             | 200,000 | 200,000         |
| 4      | Suresh Kumar Jain  | Independent Dir | 0            | 0          | 0                             | 90,000  | 90,000          |
| 5      | Sannovanda Macha   | Independent Dir | 0            | 0          | 0                             | 120,000 | 120,000         |
|        | Total              |                 | 0            | 0          | 0                             | 930,000 | 930,000         |

## 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. ...  dated

(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 complied 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
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

MGT-8.pdf  
FII Details.pdf  
Notes.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**



**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**

We 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 31<sup>st</sup> March, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we 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, we 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***

**email: [kdc.kirti@gmail.com](mailto:kdc.kirti@gmail.com)**

**Office: B-681, Second Floor, Sushant Lok-I, Gurugram, Sector-43, 122002, Haryana**

***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;
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. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We 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. We believe that the processes and practices followed provide a reasonable basis for our opinion.
- c) We 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. Our 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  
Company Secretary in Practice  
Membership No. A 38334  
C.P. No. 16865**

**Peer review no.: 2049/2022  
UDIN: A038334E002245506**

**Date: November 25, 2023  
Place: Gurugram**

**PC JEWELLER LIMITED**

**List of FII as on March 31, 2023**

| SL. NO. | NAME OF THE FII                                                                                             | ADDRESS                                                                                                     | COUNTRY OF INCORPORATION    | NO. OF SHARES HELD | % OF SHARES HELD |
|---------|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|-----------------------------|--------------------|------------------|
| 1       | RESONANCE OPPORTUNITIES FUND                                                                                | SUITE 320 3RD FLOOR NG TOWER EBENE<br>CYBERCITY                                                             | MAURITIUS                   | 1000000            | 0.21             |
| 2       | EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF<br>DFA INVESTMENT DIMENSIONS GROUP INC. (DFAI DG) | 6300 Bee Cave Road Building One Austin Texas<br>78746 USA                                                   | UNITED STATES OF<br>AMERICA | 907190             | 0.19             |
| 3       | ISHARES CORE MSCI EM IMI UCITS ETF                                                                          | JP MORGAN HOUSE IFSC DUBLIN 1                                                                               | IRELAND                     | 555420             | 0.12             |
| 4       | THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA<br>INVESTMENT TRUST COMPANY                                | 6300 Bee Cave Road Building One Austin Texas<br>78746 USA                                                   | UNITED STATES OF<br>AMERICA | 508687             | 0.11             |
| 5       | EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-<br>LENDABLE FUND                                    | 400 HOWARD STREET SAN FRANCISCO CA 94105                                                                    | UNITED STATES OF<br>AMERICA | 499901             | 0.11             |
| 6       | STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-<br>LENDING SERIES FUND                              | ONE LINCOLN STREET BOSTON MA                                                                                | UNITED STATES OF<br>AMERICA | 499735             | 0.11             |
| 7       | ABU DHABI INVESTMENT AUTHORITY - MONSOON                                                                    | 211 CORNICHE STREET PO BOX 3600 ABU DHABI                                                                   | UNITED ARAB EMIRATES        | 403256             | 0.09             |
| 8       | EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND                                                     | 400 HOWARD STREET SAN FRANCISCO CA 94105                                                                    | UNITED STATES OF<br>AMERICA | 314321             | 0.07             |
| 9       | CATERFIELD GLOBAL DMCC                                                                                      | UNIT 1501 JLT PH1-F2A HDS TOWER JUMEIRA<br>LAKE TOWERS DUBAI DUBAI                                          |                             | 250000             | 0.05             |
| 10      | SPDR PORTFOLIO EMERGING MARKETS ETF                                                                         | STATE STREET FINANCIAL CENTER ONE LINCOLN<br>STREET BOSTON MA                                               | UNITED STATES OF<br>AMERICA | 207951             | 0.04             |
| 11      | ISHARES MSCI INDIA SMALL-CAP ETF                                                                            | 400 HOWARD STREET SAN FRANCISCO CA 94105                                                                    |                             | 200751             | 0.04             |
| 12      | COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT                                                            | 730 THIRD AVENUE NEW YORK NEW YORK                                                                          | UNITED STATES OF<br>AMERICA | 191192             | 0.04             |
| 13      | NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP<br>INDEX FUND- NON LENDING                             | 50 S LaSalle Street Chicago Illinois                                                                        | UNITED STATES OF<br>AMERICA | 185123             | 0.04             |
| 14      | DIMENSIONAL EMERGING MARKETS VALUE FUND                                                                     | 6300 Bee Cave Road Building One Austin Texas<br>78746 USA                                                   | UNITED STATES OF<br>AMERICA | 168810             | 0.04             |
| 15      | SPDR S&P EMERGING MARKETS SMALL CAP ETF                                                                     | ONE LINCOLN STREET BOSTON MA                                                                                | UNITED STATES OF<br>AMERICA | 125718             | 0.03             |
| 16      | DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL<br>ETF TRUST                                     | 251 Little Falls Drive New Castle County<br>Wilmington Delaware                                             |                             | 107877             | 0.02             |
| 17      | EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA<br>INVESTMENT DIMENSIONS GROUP INC.                    | 6300 Bee Cave Road Building One Austin Texas<br>78746 USA                                                   | UNITED STATES OF<br>AMERICA | 106159             | 0.02             |
| 18      | BVK PERSONALVORSORGE DES KANTONS ZURICH                                                                     | STAMPFENBACHSTRASSE 63 8006 ZURICH                                                                          | SWITZERLAND                 | 95458              | 0.02             |
| 19      | EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO                                                            | 6300 BEE CAVE ROAD BUILDING ONE                                                                             |                             | 86955              | 0.02             |
| 20      | CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN                                                            | 360 E Second Street Suite 600 Los Angeles CA                                                                |                             | 86262              | 0.02             |
| 21      | COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT                                                         | C/O CIM CORPORATE SERVICES LTD LES CASCADES<br>BUILDING EDITH CAVELL STREET PORT LOUIS                      | MAURITIUS                   | 76953              | 0.02             |
| 22      | STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX<br>SECURITIES LENDING FUND                               | ONE LINCOLN STREET BOSTON MA                                                                                | UNITED STATES OF<br>AMERICA | 76289              | 0.02             |
| 23      | EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC                                                        | 25/28 NORTH WALL QUAY DUBLIN 1                                                                              | IRELAND                     | 72469              | 0.02             |
| 24      | WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT<br>DIMENSIONS GROUP INC.                              | 6300 Bee Cave Road Building One Austin Texas<br>78746 USA                                                   | UNITED STATES OF<br>AMERICA | 66129              | 0.01             |
| 25      | WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT<br>DIMENSIONS GROUP INC.                           | 6300 Bee Cave Road Building One Austin Texas<br>78746 USA                                                   | UNITED STATES OF<br>AMERICA | 62691              | 0.01             |
| 26      | EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS<br>ICVC                                              | 20 Triton Street Regents Place London NW1 3BF U<br>K                                                        | UNITED KINGDOM              | 60956              | 0.01             |
| 27      | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO                                                                  | 277 EAST TOWN STREET COLUMBUS OH 43215<br>USA                                                               | UNITED STATES OF<br>AMERICA | 59503              | 0.01             |
| 28      | AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS<br>EQUITY ETF                                           | 4500 MAIN STREET KANSAS CITY MISSOURI                                                                       |                             | 57549              | 0.01             |
| 29      | EMERGING MARKETS TARGETED VALUE PORTFOLIO                                                                   | 6300 BEE CAVE ROAD BUILDING ONE                                                                             |                             | 55461              | 0.01             |
| 30      | ISHARES MSCI EM SMALL CAP UCITS ETF                                                                         | JP MORGAN HOUSE IFSC DUBLIN 1                                                                               | IRELAND                     | 54384              | 0.01             |
| 31      | EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL<br>FUNDS II PUBLIC LIMITED COMPANY                  | 25/28 NORTH WALL QUAY DUBLIN I                                                                              | IRELAND                     | 51930              | 0.01             |
| 32      | CITY OF NEW YORK GROUP TRUST                                                                                | ONE CENTRE STREET NEW YORK NY 10007 2341                                                                    | UNITED STATES OF<br>AMERICA | 49221              | 0.01             |
| 33      | FUNDPARTNER SOLUTIONS (SUISSE) S.A.-RP - FONDS INSTITUTIONNEL -<br>ACTIONS MARCHES EMERGENTS                | ROUTE DES ACACIAS 60                                                                                        | SWITZERLAND                 | 44661              | 0.01             |
| 34      | ALASKA PERMANENT FUND                                                                                       | 801 WEST 10TH STREET JUNEAU ALASKA                                                                          | UNITED STATES OF<br>AMERICA | 44376              | 0.01             |
| 35      | EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA<br>INVESTMENT DIMENSIONS GROUP INC.                  | Suite 820 7 St. Paul Street Baltimore Maryland                                                              |                             | 40835              | 0.01             |
| 36      | DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF<br>DIMENSIONAL ETF TRUST                                     | 251 Little Falls Drive New Castle County<br>Wilmington Delaware                                             |                             | 34946              | 0.01             |
| 37      | EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B                                                   | 400 HOWARD STREET SAN FRANCISCO CA 94105                                                                    | UNITED STATES OF<br>AMERICA | 32583              | 0.01             |
| 38      | WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC                                                        | 25/28 NORTH WALL QUAY DUBLIN                                                                                |                             | 24499              | 0.01             |
| 39      | AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS<br>EQUITY FUND                                        | 4500 MAIN STREET KANSAS CITY MISSOURI                                                                       |                             | 24410              | 0.01             |
| 40      | DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND                                                            | 25/28 NORTH WALL QUAY DUBLIN 1                                                                              | IRELAND                     | 20382              | 0.00             |
| 41      | DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 ETF OF<br>DIMENSIONAL ETF TRUST                          | CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH<br>FLOOR, G BLOCK PLOT C-54 AND C-55, BKC<br>BANDRA - EAST, MUMBAI | INDIA                       | 19615              | 0.00             |
| 42      | OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM MANAGED<br>THROUGH DIMENSIONAL FUND ADVISORS LP                   | 350 WINTER STREET NE SUITE 100 SALEM<br>OREGON                                                              | UNITED STATES OF<br>AMERICA | 17823              | 0.00             |
| 43      | EMERGING MARKETS SUSTAINABILITY CORE EQUITY FUND OF<br>DIMENSIONAL FUNDS PLC                                | 25/28 NORTH WALL QUAY DUBLIN                                                                                |                             | 17138              | 0.00             |

|    |                                                                                          |                                                                                       |                          |                |             |
|----|------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------|----------------|-------------|
| 44 | VIRGINIA RETIREMENT SYSTEM                                                               | 1200 EAST MAIN STREET RICHMOND VIRGINIA                                               | UNITED STATES OF AMERICA | 17003          | 0.00        |
| 45 | DFA INTERNATIONAL CORE EQUITY FUND                                                       | SUITE 1520 - 1500 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA                      | CANADA                   | 16849          | 0.00        |
| 46 | QUADRATURE CAPITAL VECTOR SP LIMITED                                                     | Suite #7 Grand Pavilion Commercial Centre 802 West Bay Road P.O. Box 10250 Grand Caym |                          | 12468          | 0.00        |
| 47 | DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST                  | 251 Little Falls Drive New Castle County Wilmington Delaware                          |                          | 12153          | 0.00        |
| 48 | LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM                                             | 202 West First Street Suite 500 Los Angeles California                                | UNITED STATES OF AMERICA | 10151          | 0.00        |
| 49 | JOHN HANCOCK VARIABLE INSURANCE TRUST EMERGING MARKETS VALUE TRUST                       | 601 CONGRESS STREET BOSTON MA 02210-2805                                              | UNITED STATES OF AMERICA | 10118          | 0.00        |
| 50 | UTAH STATE RETIREMENT SYSTEMS                                                            | 540 East 200 South Salt Lake City Utah                                                | UNITED STATES OF AMERICA | 8400           | 0.00        |
| 51 | CC&L Q EMERGING MARKETS EQUITY UCITS FUND, A SUB-FUND OF CONNOR, CLARK & LUNN UCITS ICAV | 2nd Floor Block E Iveagh Court Harcourt Road Dublin 2 Leinster                        |                          | 7884           | 0.00        |
| 52 | CC&L Q INTERNATIONAL SMALL CAP EQUITY FUND                                               | 2300 1111 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA                              |                          | 7250           | 0.00        |
| 53 | CC & L Q GROUP GLOBAL EQUITY FUND                                                        | 1111 WEST GEORGIA STREET SUITE 2300 VANCOUVER BRITISH COLUMBIA                        | CANADA                   | 5856           | 0.00        |
| 54 | CC&L Q GLOBAL SMALL CAP EQUITY FUND                                                      | 2300 1111 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA                              |                          | 5538           | 0.00        |
| 55 | CC&L Q EMERGING MARKETS EQUITY FUND                                                      | 1111 WEST GEORGIA ST SUITE 2200 VANCOUVER B C CANADA                                  | CANADA                   | 3946           | 0.00        |
| 56 | CC& L Q GLOBAL EQUITY FUND                                                               | 1111 WEST GEORGIA STREET SUITE 2300 VANCOUVER BRITISH COLUMBIA                        | CANADA                   | 3911           | 0.00        |
| 57 | AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF               | 4500 MAIN STREET KANSAS CITY MISSOURI                                                 |                          | 3055           | 0.00        |
| 58 | BNP PARIBAS ARBITRAGE                                                                    | 160 162 BD MACDONALD PARIS                                                            | FRANCE                   | 1433           | 0.00        |
| 59 | BOFA SECURITIES EUROPE SA                                                                | 51 rue La Boetie Paris                                                                |                          | 1021           | 0.00        |
| 60 | SOCIETE GENERALE                                                                         | 29 BOULEVARD HAUSSMANN PARIS                                                          | FRANCE                   | 278            | 0.00        |
|    | <b>TOTAL:</b>                                                                            |                                                                                       |                          | <b>7692883</b> | <b>1.65</b> |



## NOTES TO FORM MGT - 7 FOR FINANCIAL YEAR 2022-23

### 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 stock exchanges as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") as well as in Annual Report 2022-23 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, 2023 submitted with the stock exchanges as per LODR Regulations as well as in Annual Report 2022-23 of the Company, total number of shareholders are consolidated on PAN basis. However, for this Form MGT - 7, list of shareholders is based on 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 | 23/07/2022      | 3                                                     | 3                          | 100             |
| 12     | Corporate Social Responsibility Committee | 14/02/2023      | 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 its Committees.

### XI. 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 mentioned in Secretarial Auditor Report and reproduced hereunder alongwith the explanations or comments of the Board as provided in the Directors' Report:

| 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 years 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 frequent disruptions in business due to spread of Covid-19 pandemic. Although, the Company had identified an ongoing project for making requisite CSR expenditure during FY 2020-21 and 2021-22 but its banking transactions got highly restricted during 2021-22 causing further liquidity constraints for the Company. Further, the Company's lenders have frozen its bank accounts and have started legal proceedings for recovery of their dues during the year. Hence, the Company could neither spend nor transfer the unspent amount to Unspent CSR Account. However, the Company is committed to meet its CSR obligations after resolution of the banking issues and improvement in the liquidity position. |

### XIII. WHETHER COMPLETE LIST OF SHAREHOLDERS, DEBENTURE HOLDERS HAS BEEN ENCLOSED AS AN ATTACHMENT

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

For PC Jeweller Limited

(BALRAM GARG)  
Managing Director  
DIN: 00032083



**PC Jeweller Limited**

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