

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

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



Form language

☒ English ☐ Hindi

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L36911DL2005PLC134929

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	PC JEWELLER LIMITED	PC JEWELLER LIMITED
Registered office address	2713, 3rd Floor,Bank Street,Karol Bagh,New Delhi,Central Delhi,Delhi,India,110005	2713, 3rd Floor,Bank Street,Karol Bagh,New Delhi,Central Delhi,Delhi,India,110005
Latitude details	28.65115	28.65115
Longitude details	77.194099	77.194099

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Registered Office Photo.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****3Q

(c) *e-mail ID of the company

*****pcjeweller.com

(d) *Telephone number with STD code

01*****71

(e) Website

www.pcjeweller.com

iv *Date of Incorporation (DD/MM/YYYY)

13/04/2005

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400TG2017PLC117649	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Maharashtra, 400070	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

30/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

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	32	Other manufacturing	100

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

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

3

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		DMCC60642	PC JEWELLER GLOBAL DMCC	Subsidiary	100.00
2	U52393DL2015PTC288371		LUXURY PRODUCTS TRENDSETTER PRIVATE LIMITED	Subsidiary	100.00
3	U36911DL2019PLC348093		PCJ GEMS & JEWELLERY LIMITED	Subsidiary	100.00

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	10000000000.00	6355284100.00	6355284100.00	6355284100.00

Total amount of equity shares (in rupees)	10000000000.00	6355284100.00	6355284100.00	6355284100.00
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Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	10000000000	6355284100	6355284100	6355284100
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	10000000000.00	6355284100.00	6355284100	6355284100

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	260000000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	2600000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference Shares				
Number of preference shares	260000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	2600000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	398	465403498	465403896.00	4654038960	4654038960	
Increase during the year	3213.00	5889877202.00	5889880415.00	1701245720.00	1701245720.00	20053315286.40
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	1029090292	1029090292.00	1701245140	1701245140	20053315286.40
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Sub-division/split of FV of shares and physical shares dematerialised	3213	4860786910	4860790123.00	580	580	
Decrease during the year	211.00	0.00	211.00	580.00	580.00	0.00
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Physical shares dematerialised	211	0	211.00	580	580	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the end of the year	3400.00	6355280700.00	6355284100.00	6355284100.00	6355284100.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0.00
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0.00
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE785M01021

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

1

Class of shares		Equity Shares
Before split / Consolidation	Number of shares	540087768
	Face value per share	10
After split / consolidation	Number of shares	5400877680
	Face value per share	1

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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

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

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Fully Convertible Warrants	362389448	10	3623894480	2.5	905973620
Total	362389448		3623894480		905973620

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

i *Turnover

22432481631

ii * Net worth of the Company

56488230364

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	2042821000	32.14	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00

5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <div></div>				
	Total	2042821000.00	32.14	0.00	0

Total number of shareholders (promoters)

1

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	2302272147	36.23	0	0.00
	(ii) Non-resident Indian (NRI)	68341006	1.08	0	0.00
	(iii) Foreign national (other than NRI)	2000	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	67516620	1.06	0	0.00
4	Banks	517114620	8.14	0	0.00

5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	321673080	5.06	0	0.00
7	Mutual funds	5426463	0.09	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1024709862	16.12	0	0.00
10	Others	5407302	0.09	0	0.00
	AIF, CM, NBFC, IEPF				
	Total	4312463100.00	67.87	0.00	0

Total number of shareholders (other than promoters)

461184

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

461185.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	79914
2	Individual - Male	285119
3	Individual - Transgender	0
4	Other than individuals	96152
	Total	461185.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Total 86 FIIs as per the Notes Attached	As per the Notes Attached	01/01/1900	India	321673080	5.06

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	210399	461184
Debenture holders	210400	461185

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	1	0	1	0	32.14	0
B Non-Promoter	1	4	2	3	0.02	0.00
i Non-Independent	1	0	2	0	0.02	0
ii Independent	0	4	0	3	0.00	0.00
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	4	3	3	32.16	0.00

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

7

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
BALRAM GARG	00032083	Managing Director	2042821000	
RAMESH KUMAR SHARMA	01980542	Whole-time director	1325000	
VISHAN DEO	07634994	Whole-time director	0	
SANNOVANDA MACHAIAH SWATHI	06952954	Director	0	
MAHESH AGARWAL	00086304	Director	76000	
FARANGI LAL KANSAL	10782936	Director	0	
VIJAY PANWAR		Company Secretary	546960	

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

12

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
MANOHAR LAL SINGLA	03625700	Director	13/09/2024	Cessation
KRISHAN KUMAR KHURANA	00253589	Director	13/09/2024	Cessation
MIYAR RAMANATH NAYAK	03352749	Director	13/09/2024	Cessation
SANJEEV BHATIA		CFO	01/10/2024	Cessation
VISHAN DEO	07634994	Additional Director	30/09/2024	Appointment
FARANGI LAL KANSAL	10782936	Additional Director	30/09/2024	Appointment
MAHESH AGARWAL	00086304	Additional Director	30/09/2024	Appointment
VISHAN DEO	07634994	Whole-time director	30/09/2024	Appointment
VISHAN DEO		CFO	01/10/2024	Appointment
FARANGI LAL KANSAL	10782936	Director	21/11/2024	Change in designation
MAHESH AGARWAL	00086304	Director	21/11/2024	Change in designation
VISHAN DEO	07634994	Director	21/11/2024	Change in designation

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

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	08/08/2024	214370	108	44.03
Annual General Meeting	30/09/2024	253309	90	44.01

B BOARD MEETINGS

*Number of meetings held

9

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/04/2024	6	5	83.33
2	30/05/2024	6	5	83.33
3	13/07/2024	6	5	83.33
4	29/07/2024	6	4	66.67
5	14/08/2024	6	5	83.33
6	30/09/2024	3	3	100
7	19/10/2024	6	6	100
8	11/12/2024	6	5	83.33
9	04/02/2025	6	6	100

C COMMITTEE MEETINGS

Number of meetings held

16

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/05/2024	4	4	100
2	Audit Committee	14/08/2024	4	4	100
3	Audit Committee	19/10/2024	3	3	100
4	Audit Committee	04/02/2025	3	3	100
5	Nomination and Remuneration Committee	30/05/2024	3	2	66.67
6	Nomination and Remuneration Committee	14/08/2024	3	2	66.67
7	Nomination and Remuneration Committee	11/12/2024	3	2	66.67
8	Stakeholders Relationship Committee	30/05/2024	3	3	100
9	Stakeholders Relationship Committee	19/10/2024	3	3	100
10	Risk Management Committee	08/05/2024	3	2	66.67
11	Risk Management Committee	29/11/2024	3	2	66.67
12	Corporate Social Responsibility Committee	14/08/2024	3	3	100
13	Management & Finance Committee	14/05/2024	3	2	66.67
14	Management & Finance Committee	05/08/2024	3	2	66.67
15	Management & Finance Committee	14/10/2024	3	3	100
16	Management & Finance Committee	08/01/2025	3	3	100

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	30/09/2025 (Y/N/NA)
1	BALRAM GARG	9	9	100	12	12	100	Yes
2	RAMESH KUMAR SHARMA	9	8	88	9	9	100	Yes
3	VISHAN DEO	3	3	100	2	2	100	Yes
4	SANNOVANDA MACHAIAH SWATHI	9	6	66	7	4	57	Yes
5	MAHESH AGARWAL	3	3	100	3	3	100	Yes
6	FARANGI LAL KANSAL	3	2	66	1	0	0	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	RAMESH KUMAR SHARMA	Whole-time director	4090761	0	0	0	4090761.00
2	VISHAN DEO	Whole-time director	2029242	0	0	0	2029242.00
	Total		6120003.00	0.00	0.00	0.00	6120003.00

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

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	VIJAY PANWAR	Company Secretary	4123428	0	0	0	4123428.00
	Total		4123428.00	0.00	0.00	0.00	4123428.00

C *Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SANNOVANDA MACHAIAH SWATHI	Director	0	0	0	280000	280000.00
2	MAHESH AGARWAL	Director	0	0	0	150000	150000.00
3	FARANGI LAL KANSAL	Director	0	0	0	80000	80000.00
	Total		0.00	0.00	0.00	510000.00	510000.00

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

5

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
PC JEWELLER LIMITED	BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED	21/11/2024	Regulations 17(1) and (1A) of the SEBI (LODR) Regulations, 2015	Both the exchanges imposed fines of Rs.96,760/- (including GST) each	NA
PC JEWELLER LIMITED	BSE LIMITED	17/01/2025	SEBI Circular SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023	The exchange imposed fine of Rs.23,600/- (including GST)	NA
PC JEWELLER LIMITED	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	20/01/2025	SEBI Circular SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023	The exchange imposed fine of Rs.47,200/- (including GST)	NA

PC JEWELLER LIMITED	BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED	14/02/2025	Regulation 44 of the SEBI (LODR) Regulations, 2015	Both the exchanges imposed fines of Rs.11,800/- (including GST) each	NA
PC JEWELLER LIMITED	BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED	17/03/2025	Regulation 17(1A) of the SEBI (LODR) Regulations, 2015	Both the exchanges imposed fines of Rs.1,20,360/- (including GST) each	NA

B *DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

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

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

461185

XIV Attachments

(a) List of share holders, debenture holders

PCJL_MGT-7 Validation -Details of
Shareholder_2025-1.xlsm
PCJL_MGT-7 Validation -Details of
Shareholder_2025-2.xlsm
PCJL_MGT-7 Validation -Details of
Shareholder_2025-3.xlsm
PCJL_MGT-7 Validation -Details of
Shareholder_2025-4.xlsm

(b) Optional Attachment(s), if any

Notes to MGT-7.pdf
MGT-8.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of PC JEWELLER LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

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

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 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, if any, 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;
- 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;
- 13 appointment/ reappointment/ 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;
- 15 acceptance/ renewal/ repayment of deposits;
- 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 ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

RANDHIR
SINGH
SHARMA
Digitally signed by
RANDHIR SINGH
SHARMA
Date: 2025.12.08
18:12:31 +05'30'

Name

RANDHIR SINGH SHARMA

Date (DD/MM/YYYY)

08/12/2025

Place

Delhi

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

3*7*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

19063

*(b) Name of the Designated Person

VIJAY PANWAR

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 12 dated* (DD/MM/YYYY) 22/05/2014 to sign this form and declare that all the requirements of 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.

*To be digitally signed by

BALRAM
GARG
Digitally signed by
BALRAM GARG
Date: 2025.12.08
18:33:30 +05'30'

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*0*2*8*

***To be digitally signed by**

Vijay
Panwar

Digitally signed by
Vijay Panwar
Date: 2025.12.08
18:33:49 +05'30'

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

1*0*3

Certificate of practice number

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

For office use only:

eForm Service request number (SRN)

AB9685394

eForm filing date (DD/MM/YYYY)

08/12/2025

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

PC Jeweller Limited
Registered Office

2713, 3rd Floor, Bank Street,
Karol Bagh, New Delhi – 110005

Phone No: 01149714971

CIN : L36911DL2005PLC134929
GST No. : 07AADCP5443Q1ZW



PC Jeweller Limited
Registered Office

2713, 3rd Floor, Bank Street,
Karol Bagh, New Delhi - 110005
Phone No: 01149714971

CIN : L3001DL3001PLC134829
GST No : 07AADCP54A1Q12W



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, books and papers of **PC Jeweller Limited** (the "**Company**") (CIN: L36911DL2005PLC134929) having its Registered Office at 2713, 3rd Floor, Bank Street, Karol Bagh, New Delhi – 110005, as required to be maintained under the Companies Act, 2013 (the "**Act**") and the Rules made thereunder for the financial year ended on 31st March, 2025. 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 and its officers, we certify that:

- A) The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B) During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under 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 Books/registers maintained for the purpose and the same have been signed;
 - 5) Closure of Register of Members/Security holders, as the case may be - There was no closure of Register of Members/Security holders during the year;
 - 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 – The Company has not kept any such right in abeyance during the year;
 - 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;
 - 11) Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors as per sub-sections (3), (4) and (5) thereof;
 - 12) Constitution (except that the Company did not have sufficient number of directors liable to retire by rotation as required under section 152(6) of the Act till 29th September 2024)/appointment/re-appointments/retirement/filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

- 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;
- 15) Acceptance/renewal/repayment of deposits – The Company has not invited/accepted/renewed/repaid any deposits during the year under review;
- 16) Borrowings from its directors, members, public financial institution, 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;
- 18) Alteration of the provisions of the Memorandum and/or Articles of Association of the Company.

This certificate is to be read along with the following:

- 1) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our review.
- 2) We have followed the 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, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) 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.
- 5) This 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.

Place: Delhi
Date: 26th November 2025

For **R S Sharma & Associates**
Company Secretaries

**RANDHIR
SINGH
SHARMA**

Digitally signed by
RANDHIR SINGH
SHARMA
Date: 2025.11.26
19:13:28 +05'30'

(RANDHIR SINGH SHARMA)

Proprietor

Mem. No.: FCS2062, CP No.: 3872
Peer Review No.: 5023/2023
UDIN: F002062G002055762



NOTES TO FORM MGT – 7 FOR THE FINANCIAL YEAR 2024-25

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The Company is engaged in the business of manufacturing, trading and sale of gold, diamond, silver, precious stones, gold jewellery / items, diamond studded jewellery and silver articles of various designs / specifications.

Main activity group code	Description of main activity group	Business activity code	Description of business activity	% of turnover of the Company
C & G	Manufacturing & Trading	32 & 45	Manufacturing, trading and sale of gold, diamond, silver, precious stones, gold jewellery / items, diamond studded jewellery and silver articles.	100

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

(i) SHARE CAPITAL - (d) Break-up of paid-up share capital

- During FY 2024-25, the following changes had taken place in the paid-up share capital of the Company:

1) The Company made preferential allotment of 11,50,00,000 Fully Convertible Warrants (“Warrants”) on September 30, 2024 and 36,58,02,500 Warrants on October 11, 2024 to entities belonging to Promoter Group and Non-Promoter, Public Category, after receipt of 25% of the issue price of ₹ 56.20 per Warrant, as subscription amount in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Subsequently, the Board of Directors (“Board”) of the Company vide resolutions passed by circulations on i) October 15, 2024 allotted 4,35,972 equity shares (Face Value: ₹ 10/- each); ii) October 30, 2024 allotted 3,38,85,000 equity shares (Face Value: ₹ 10/- each); iii) November 12, 2024 allotted 3,63,75,000 equity shares (Face Value: ₹ 10/- each); iv) November 29, 2024 allotted 39,87,900 equity shares (Face Value: ₹ 10/- each); and v) December 19, 2024 allotted 43,72,91,800 equity shares (Face Value: ₹ 1/- each), upon conversion of Warrants after receipt of balance 75% of the issue price per Warrant.

2) On and from the Record Date i.e. December 16, 2024, the equity shares of the Company were sub-divided / splitted such that 1 equity share having face value of ₹ 10/- each, fully paid-up, stands sub-divided / splitted into 10 equity shares having face value of ₹ 1/- each, fully paid-up, ranking pari-passu in all respects.

3) The Board of the Company vide a resolution passed by circulation on March 17, 2025 allotted total 51,71,14,620 equity shares (Face Value: ₹ 1/- each) to the Consortium Lenders comprising of 14 Banks, against part of their outstanding debts.

- The number of equity shares mentioned in the table under the head ‘Increase during the year’ for ‘Private Placement / Preferential allotment’, is the total of shares allotted under points 1 and 3 above.
- The number of equity shares mentioned in the table under the head ‘Increase during the year’ for ‘Others, specify’, is the total of increase in number of shares due to dematerialization of physical shares as well as sub-division / split of face value of shares. The nominal and paid-up amount pertains to only physical shares dematerialized.
- At the beginning of the year, ISIN of the equity shares of the Company was INE785M01013. However, pursuant

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to sub-division / split of face value of shares, the same was changed to INE785M01021 and the same is mentioned in the Form.

(v) Securities (Other than shares and debentures)

As mentioned above, during FY 2024-25, the Company made preferential allotment of total 48,08,02,500 Fully Convertible Warrants (“Warrants”), after receipt of 25% of the issue price of ₹ 56.20 per Warrant, as subscription amount in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. These Warrants are convertible into equity shares at the option of allottees, in one or more tranches, after payment of balance 75% of the issue price per Warrant, within 18 months from the dates of their allotments.

Out of the total 48,08,02,500 Warrants, 11,84,13,052 Warrants were converted into equity shares after receipt of balance 75% of the issue price per Warrant during FY 2024-25 and 36,23,89,448 Warrants remain outstanding as on March 31, 2025.

VI. SHAREHOLDING PATTERN

- There is no specific head for providing shareholding details (i.e. number of shares and percentage) of Promoter Group in this section. Hence, the shareholding details of Promoter Group of the Company are included under VI (B) i.e. ‘Public / Other than Promoters’.
- Smt. Krishna Devi is shown as a Promoter in the shareholding patterns submitted with the stock exchanges as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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) ‘Public / Other than promoters’ and her shareholding is also included under this section instead of under VI (A) ‘Promoters’. Similar position of Smt. Krishna Devi is also reflected in VII ‘NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS’.
- ‘Others’ in VI (B) ‘Public / Other than promoters’ comprises of the following:

Category	Number of equity shares	Percentage*
NBFC	52,72,000	0.08
IEPF	1,16,460	0.00
Alternative Investment Funds	10,000	0.00
Clearing Members	8,842	0.00
Total	54,07,302	0.09

* Rounded off to 2 decimal places

- Total number of shareholders are consolidated on PAN basis.
- The Company has mentioned gender wise break up of total number of shareholders on the basis of data received from KFin Technologies Limited - Registrar & Transfer Agent (“RTA”), which pertains to shareholders registered with Central Depository Services (India) Limited. The other depository i.e. National Securities Depository Limited has not provided the gender wise break up of shareholders to RTA. Hence, they are included in the category ‘Other than individuals’.
- Total number of Foreign Institutional Investors’ having shareholding in the Company as on March 31, 2025 are 86. However, when we are entering this number in Form MGT-7 under VI (C) ‘Details of Foreign Institutional Investors’ (FIIs) holding shares of the company’, the Country of Incorporation is not populating from second row onwards due to some technical issue in the Form. Hence, to enable submission of this Form, we have

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entered a single consolidated entry for all FIIs in Form MGT-7 and their details are provided hereunder.

RTA informed that 'Date of Incorporation' of all Foreign Institutional Investors' ("FIIs") and 'Country of Incorporation' of some FIIs are not available. Hence, to enable submission of Form MGT-7, the Company mentioned a dummy date i.e. 01/01/1900 as Date of Incorporation and India as Country of Incorporation in VI (C) 'Details of Foreign Institutional Investors' (FIIs) holding shares of the company'.

The complete list of FIIs holding shares of the Company as on March 31, 2025 is as under:

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held*
EMINENCE GLOBAL FUND PCC- EUBILIA CAPITAL PARTNERS FUND I	ORBIS FINANCIAL CORPORATION LTD 4 A, OCUS TECHNOLOGIES, GOLF CLUB ROAD, SECTOR-54 GURGAON	N.A.	INDIA	117430270	1.85
PINE OAK GLOBAL FUND	ORBIS FINANCIAL CORPORATION LTD. 4 A, OCUS TECHNOLOGIES SECTOR 54, GOLF CLUB ROAD GURGAON	N.A.	INDIA	60840500	0.96
NOVA GLOBAL OPPORTUNITIES FUND PCC - TOUCHSTONE	ORBIS FINANCIAL CORPORATION LTD 4 A OCUS TECHNOLOGIES, GOLF CLUB ROAD, SECTOR-54, GURGAON	N.A.	INDIA	28755000	0.45
EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	6300 BEE CAVE ROAD BUILDING ONE AUSTIN TEXAS 78746 USA	N.A.	UNITED STATES OF AMERICA	9587432	0.15
ABU DHABI INVESTMENT AUTHORITY - MONSOON	211 CORNICHE STREET PO BOX 3600 ABU DHABI	N.A.	UNITED ARAB EMIRATES	7728653	0.12
CENTURY INDIA OPPORTUNITY FUND PC	ICICI BANK LTD EMPIRE COMPLEX 1ST FLOOR 414 S B MARG LOWER PAREL W MUMBAI MAHARASHTRA	N.A.	INDIA	7726095	0.12
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	400 HOWARD STREET SAN FRANCISCO CA 94105	N.A.	UNITED STATES OF AMERICA	6867330	0.11
ALBULA INVESTMENT FUND LTD	33 EDITH CAVELL STREET PORT LOUIS REPUBLIC OF MAURITIUS	N.A.	MAURITIUS	6750000	0.11
LEADING LIGHT FUND VCC - THE TRIUMPH FUND	HDFC BANK LIMITED CUSTODY OPERATIONS EMPIRE PLAZA 1 4TH FLOOR LBS MARG CHANDAN NAGAR VIKHROLI WEST MUMBAI	N.A.	INDIA	5700000	0.09
RESONANCE OPPORTUNITIES FUND	SUITE 320 3RD FLOOR NG TOWER EBENE CYBERCITY	N.A.	MAURITIUS	4550000	0.07
STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	ONE LINCOLN STREET BOSTON MA	N.A.	UNITED STATES OF AMERICA	4454300	0.07
THE EMERGING MARKETS SMALL CAP SERIES OF THE	6300 BEE CAVE ROAD BUILDING ONE AUSTIN TEXAS 78746 USA	N.A.	UNITED STATES OF	3986540	0.06

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DFA INVESTMENT TRUST COMPANY			AMERICA		
ISHARES CORE MSCI EM IMI UCITS ETF	JP MORGAN HOUSE IFSC DUBLIN 1	N.A.	IRELAND	3866271	0.06
ISHARES MSCI INDIA SMALL-CAP ETF	400 HOWARD STREET SAN FRANCISCO CA 94105	N.A.	N.A.	3754670	0.06
GOLDMAN SACHS TRUST - GOLDMAN SACHS EMERGING MARKETS EQUITY INSIGHTS FUND	200 WEST STREET NEW YORK NY	N.A.	UNITED STATES OF AMERICA	3552181	0.06
THRIFT SAVINGS PLAN	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 3RD FLR,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	N.A.	INDIA	3393000	0.05
DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	251 LITTLE FALLS DRIVE NEW CASTLE COUNTY WILMINGTON DELAWARE	N.A.	N.A.	2949190	0.05
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	400 HOWARD STREET SAN FRANCISCO CA 94105	N.A.	UNITED STATES OF AMERICA	2763345	0.04
CRAFT EMERGING MARKET FUND PCC-CITADEL CAPITAL FUND	ORBIS FINANCIAL CORPORATION LTD 4 A OCUS TECHNOPOLIS GOLF CLUB ROAD, SECTOR-54 GURGAON	N.A.	INDIA	2330000	0.04
ELYSIAN WEALTH FUND	C/O CIM FUND SERVICES LTD 33 EDITH CAVELL STREET PORT LOUIS	N.A.	MAURITIUS	2310000	0.04
DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	251 LITTLE FALLS DRIVE NEW CASTLE COUNTY WILMINGTON DELAWARE	N.A.	N.A.	1880686	0.03
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI	N.A.	N.A.	1817620	0.03
UBS AG - ODI	BAHNHOFSTRASSE 45 ZURICH	N.A.	SWITZERLAND	1552689	0.02
RED BAY LTD	C/O CODAN (MAURITIUS) LIMITED LEVEL 3 TOWER I NEXTERACOM TOWERS CYBERCITY EBENE	N.A.	MAURITIUS	1429498	0.02
DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	251 LITTLE FALLS DRIVE NEW CASTLE COUNTY WILMINGTON DELAWARE	N.A.	N.A.	1416770	0.02
COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	730 THIRD AVENUE NEW YORK NEW YORK	N.A.	UNITED STATES OF AMERICA	1291610	0.02
NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING	50 S LASALLE STREET CHICAGO ILLINOIS	N.A.	UNITED STATES OF AMERICA	1255929	0.02
MINERVA VENTURES FUND	ICICI BANK LTD EMPIRE COMPLEX 1ST FLOOR 414 S B MARG LOWER PAREL WEST MUMBAI MAHARASHTRA	N.A.	INDIA	1140000	0.02
MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI	23 CHURCH STREET 16-01 CAPITAL SQUARE SINGAPORE	N.A.	N.A.	1073808	0.02

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SPDR S&P EMERGING MARKETS SMALL CAP ETF	ONE LINCOLN STREET BOSTON MA	N.A.	UNITED STATES OF AMERICA	991460	0.02
EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	SUITE 820 7 ST. PAUL STREET BALTIMORE MARYLAND	N.A.	N.A.	908230	0.01
CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM - NORTHERN TRUST INVESTMENTS, INC.	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	N.A.	INDIA	879450	0.01
EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	6300 BEE CAVE ROAD BUILDING ONE	N.A.	N.A.	869550	0.01
EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	25/28 NORTH WALL QUAY DUBLIN 1	N.A.	IRELAND	825029	0.01
EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	25/28 NORTH WALL QUAY DUBLIN 1	N.A.	IRELAND	724690	0.01
EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 BEE CAVE ROAD BUILDING ONE AUSTIN TEXAS 78746 USA	N.A.	UNITED STATES OF AMERICA	712610	0.01
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	20 TRITON STREET REGENTS PLACE LONDON NW1 3BF U K	N.A.	UNITED KINGDOM	698980	0.01
NEXPACT LIMITED	6TH FLOOR TOWER 1 NEXTERACOM BUILDING EBENE	N.A.	MAURITIUS	680000	0.01
WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 BEE CAVE ROAD BUILDING ONE AUSTIN TEXAS 78746 USA	N.A.	UNITED STATES OF AMERICA	661290	0.01
TEACHER RETIREMENT SYSTEM OF TEXAS - SELF MANAGED 34	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	N.A.	INDIA	651162	0.01
DOVETAIL INDIA FUND CLASS 12	4TH FLOOR 19 BANK STREET CYBERCITY EBENE	N.A.	N.A.	639290	0.01
WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 BEE CAVE ROAD BUILDING ONE AUSTIN TEXAS 78746 USA	N.A.	UNITED STATES OF AMERICA	626910	0.01
STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	ONE LINCOLN STREET BOSTON MA	N.A.	UNITED STATES OF AMERICA	588140	0.01
EMERGING MARKETS TARGETED VALUE PORTFOLIO	6300 BEE CAVE ROAD BUILDING ONE	N.A.	N.A.	554610	0.01
SSGA SPDR ETFS EUROPE I PUBLIC LIMITED COMPANY -	78 SIR JOHN ROGERSONS QUAY DUBLIN 2	N.A.	IRELAND	554182	0.01

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S PDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF					
STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	ONE LINCOLN STREET BOSTON MA	N.A.	UNITED STATES OF AMERICA	495920	0.01
UNITED NATIONS FOR AND ON BEHALF OF THE UNITED NAT IONS JOINT STAFF PENSION FUND	885 SECOND AVENUE 30TH FLOOR NEW YORK NY	N.A.	UNITED STATES OF AMERICA	493897	0.01
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	277 EAST TOWN STREET COLUMBUS OH 43215 USA	N.A.	UNITED STATES OF AMERICA	486425	0.01
ALASKA PERMANENT FUND	801 WEST 10TH STREET JUNEAU ALASKA	N.A.	UNITED STATES OF AMERICA	443760	0.01
ISHARES MSCI EM SMALL CAP UCITS ETF	JP MORGAN HOUSE IFSC DUBLIN 1	N.A.	IRELAND	443610	0.01
ISHARES MSCI EMERGING MARKETS SMALL-CAP ETF	400 HOWARD STREET SAN FRANCISCO CA 94105	N.A.	N.A.	424820	0.01
LEGAL & GENERAL EMERGING MARKETS EX CHINA SMALL CA P COLLECTIVE INVESTMENT TRUST FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	N.A.	INDIA	414980	0.01
DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DI MENSIONAL EMERGING MARKETS SUSTAINABILITY TRUST	LEVEL 43 1 MACQUARIE PLACE SYDNEY NEW SOUTH WALES	N.A.	N.A.	329280	0.01
CITY OF NEW YORK GROUP TRUST	ONE CENTRE STREET NEW YORK NY 10007 2341	N.A.	UNITED STATES OF AMERICA	297900	0.00
SSGA SPDR ETFS EUROPE I PUBLIC LIMITED COMPANY - S PDR MSCI ACWI IMI UCITS ETF	78 SIR JOHN ROGERSONS QUAY DUBLIN 2	N.A.	IRELAND	295860	0.00
ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	N.A.	INDIA	276860	0.00
DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	25/28 NORTH WALL QUAY DUBLIN 1	N.A.	IRELAND	267740	0.00
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	400 HOWARD STREET SAN FRANCISCO CA 94105	N.A.	UNITED STATES OF AMERICA	260640	0.00
WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS P LC	25/28 NORTH WALL QUAY DUBLIN	N.A.	N.A.	244990	0.00
AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARK ETS EQUITY FUND	4500 MAIN STREET KANSAS CITY MISSOURI	N.A.	N.A.	244100	0.00
DIMENSIONAL EMERGING MARKETS EX CHINA CORE EQUITY ETF OF DIMENSIONAL	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55,	N.A.	INDIA	209507	0.00

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ETF TRUST	BKC BANDRA - EAST, MUMBAI				
NOVA GLOBAL OPPORTUNITIES FUND PCC - BLUESTONE	C/O TRI-PRO ADMINISTRATORS LTD, LEVEL 5, MAEVA TOWER, BANK STREET, CYBERCITY, EBENE, MAURITIUS	N.A.	INDIA	207739	0.00
CITADEL SECURITIES SINGAPORE PTE. LIMITED	#22-01 AND #22-02 ASIA SQUARE TOWER 2 12 MARINA VIEW SINGAPORE SINGAPORE	N.A.	N.A.	188825	0.00
DFA INTERNATIONAL VECTOR EQUITY FUND	SUITE 1520 - 1500 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA	N.A.	CANADA	184270	0.00
TEXAS MUNICIPAL RETIREMENT SYSTEM	1200 NORTH INTERSTATE 35 AUSTIN TX	N.A.	N.A.	175186	0.00
EMERGING MARKETS SUSTAINABILITY CORE EQUITY FUND OF DIMENSIONAL FUNDS PLC	25/28 NORTH WALL QUAY DUBLIN	N.A.	N.A.	171380	0.00
DFA INTERNATIONAL CORE EQUITY FUND	SUITE 1520 - 1500 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA	N.A.	CANADA	168490	0.00
DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	N.A.	INDIA	160100	0.00
SOCIETE GENERALE - ODI	29 BOULEVARD HAUSSMANN PARIS	N.A.	N.A.	153855	0.00
QUADRATURE CAPITAL VECTOR SP LIMITED	SUITE #7 GRAND PAVILION COMMERCIAL CENTRE 802 WEST BAY ROAD P.O. BOX 10250 GRAND CAYM	N.A.	N.A.	150030	0.00
SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS SPA RTAN TOTAL INTERNATIONAL INDEX POOL	100 SUMMER STREET 12th FLOOR BOSTON MA	N.A.	N.A.	106090	0.00
LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	202 WEST FIRST STREET SUITE 500 LOS ANGELES CALIFORNIA	N.A.	UNITED STATES OF AMERICA	101510	0.00
UTAH STATE RETIREMENT SYSTEMS	540 EAST 200 SOUTH SALT LAKE CITY UTAH	N.A.	UNITED STATES OF AMERICA	84000	0.00
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKET S SMALL CAP EQUITY ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	N.A.	INDIA	80399	0.00
FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TIL T INDEX FUND	50 S LASALLE STREET CHICAGO IL	N.A.	UNITED STATES OF AMERICA	78725	0.00
VIRGINIA RETIREMENT SYSTEM	1200 EAST MAIN STREET RICHMOND VIRGINIA	N.A.	UNITED STATES OF AMERICA	77081	0.00
BNP PARIBAS FINANCIAL MARKETS - ODI	1 RUE LAFFITTE PARIS	N.A.	N.A.	68191	0.00
AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EX-CHINA EQUITY	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT	N.A.	INDIA	63350	0.00

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ETF	MUMBAI				
AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI	N.A.	N.A.	30550	0.00
TRANS EXT GLOBAL EMRG MKTS	1000 RED RIVER STREET AUSTIN TEXAS	N.A.	UNITED STATES OF AMERICA	16200	0.00
M7 GLOBAL FUND PCC - CELL DEWCAP FUND	LEVEL 5 MAEVA TOWER BANK STREET CYBERCITY EBENE	N.A.	N.A.	15000	0.00
INTEGRATED CORE STRATEGIES (ASIA) PTE. LTD.	80 RAFFLES PLACE UOB PLAZA 2 14-20	N.A.	SINGAPORE	13386	0.00
AMERICAN CENTURY ICAV - AVANTIS EMERGING MARKETS EQUITY UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	N.A.	INDIA	13173	0.00
TEACHER RETIREMENT SYSTEM OF TEXAS- SELF MANAGED 40	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	N.A.	INDIA	6670	0.00
COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	C/O CIM CORPORATE SERVICES LTD LES CASCADES BUILDING EDITH CAVELL STREET PORT LOUIS	N.A.	MAURITIUS	6010	0.00
BOFA SECURITIES EUROPE SA - ODI	51 RUE LA BOETIE PARIS	N.A.	N.A.	3611	0.00
Total				321673080	5.06

* Rounded off to 2 decimal places

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- Shri Mahesh Agarwal, one of the Independent Director of the Company is holding 76,000 (0.0012%) equity shares of the Company as on March 31, 2025. But as Form MGT-7 only allows to enter values up to two decimal places in the Column 'Percentage of shares held by directors at the end of year' in VIII (A). Hence, to enable submission of Form MGT-7, 0.00% is mentioned in that Column in the Form corresponding to Non-Promoter Non-Executive Independent Director instead of 0.0012%.
- Shri Vishan Deo, Whole-time Director is also the Chief Financial Officer of the Company designated as Executive Director (Finance) & Chief Financial Officer. But Form MGT-7 does not allow to select two different designations simultaneously for one person in VIII (B)(i). Hence, information of Shri Vishan Deo is provided only under the designation Whole-time Director. However, in VIII (B)(ii) 'Particulars of change in director(s) and Key managerial personnel during the year' particulars of his appointment as Additional Director / Whole Time Director / Director as well as Chief Financial Officer of the Company are provided separately.

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- Shri Vishan Deo, Whole-time Director is also the Chief Financial Officer of the Company designated as Executive Director (Finance) & Chief Financial Officer. The remuneration details of Shri Vishan Deo have been provided in X (A) only and not repeated in X (B). Total remuneration paid to him during FY 2024-25 was ₹ 20,29,242/- (including remuneration received prior to his appointment as an Executive Director).
- During FY 2024-25, no remuneration was paid to Shri Balram Garg, Managing Director.

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- Remuneration of Independent Directors mentioned in X (C) is the sitting fee for attending the meetings of the Board and its Committees.

In the Form sitting fee details of only those Independent Directors, who were holding office as on March 31, 2025, were provided. Apart from them, the details of sitting fee to Shri Krishan Kumar Khurana, Dr. Manohar Lal Singla and Shri Miyar Ramanath Nayak, who ceased to be Independent Directors of the Company w.e.f. September 13, 2024, are as under:

Shri Krishan Kumar Khurana	: ₹ 2,60,000/-
Dr. Manohar Lal Singla	: ₹ 2,50,000/-
Shri Miyar Ramanath Nayak	: ₹ 1,40,000/-

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 till 29 th September 2024.	The composition of the Board of the Company did not have sufficient number of Directors liable to retire by rotation till September 29, 2024, as the Company could not find a suitable candidate for appointment as a Director (liable to retire by rotation) on its Board. However, the Company had complied with the requirement of Section 152(6) of the Act after appointment of Shri Vishan Deo as an Additional Director and Whole-time Director (liable to retire by rotation) with effect from September 30, 2024. His appointment was also approved by Members of the Company through Postal Ballot on November 21, 2024.
The unspent corporate social responsibility amounts for the financial years 2020-21 and 2021-22 pursuant to ongoing project(s) were not transferred to special account as required under section 135 read with schedule VII of the Act.	The Company will do the needful in due course of time.
The composition of Audit Committee and Nomination and Remuneration Committee of the Company was not in compliance with sections 177 and 178 respectively of the Act for the period from 13 th September 2024 to 29 th September 2024.	The non-compliance occurred post completion of tenure of 3 Independent Directors of the Company on September 12, 2024 as those 3 Independent Directors were also members of Audit Committee and 2 of them were also members of Nomination and Remuneration Committee. However, both the Committees were duly reconstituted in compliance with applicable laws w.e.f. September 30, 2024 after appointment of new Independent Directors on the Board of the Company.

XII. PENALTY AND PUNISHMENT – DETAILS THEREOF

This information is with reference to the compliances under the Companies Act, 2013 and the applicable Securities and Exchange Board of India (“SEBI”) Regulations.

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Apart from the fines imposed by the Stock Exchanges, the details of which are provided in the XII (A) 'Details of penalties / punishment imposed on company/directors/officer', the Company also paid a settlement amount of ₹ 7,22,93,110/- during FY 2024-25 to SEBI for settling the matter as per the SEBI (Settlement Proceedings) Regulations, 2018 relating to the alleged non-disclosures / delayed disclosures of certain events pursuant to the provisions of Regulations 4, 30 and Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated November 21, 2019 during FY 2023-24. SEBI passed a Settlement Order in this matter on January 24, 2025.

For **PC Jeweller Limited**

**BALRAM
GARG**

(BALRAM GARG)
Managing Director
DIN: 00032083

Digitally signed by
BALRAM GARG
Date: 2025.12.08
17:59:08 +05'30'

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