



PC Jeweller

PC Jeweller Limited

CIN: L36911DL2005PLC134929

Registered Office: C - 54, Preet Vihar, Vikas Marg, Delhi - 110092

Phone: 011 - 49714971, Fax: 011 - 49714972

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

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of Members of PC Jeweller Limited will be held on Friday, May 10, 2024 at 11:00 A.M. (IST) through Video Conferencing / Other Audio Visual Means to transact the following business:

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules made thereunder {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} and subject to Articles of Association of the Company, the authorised share capital of the Company, be and is hereby increased from ₹ 760,00,00,000/- (Rupees Seven Hundred Sixty Crore Only) divided into 50,00,00,000 (Fifty Crore) equity shares of ₹ 10/- (Rupees Ten Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each to ₹ 1260,00,00,000/- (Rupees One Thousand Two Hundred Sixty Crore Only) divided into 100,00,00,000 (Hundred Crore) equity shares of ₹ 10/- (Rupees Ten Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each, by creation of additional 50,00,00,000 (Fifty Crore) equity shares of ₹ 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, the existing Clause V of Memorandum of Association of the Company, be and is hereby replaced by the following Clause:

- V. The authorised share capital of the Company is ₹ 1260,00,00,000/- (Rupees One Thousand Two Hundred Sixty Crore Only) divided into 100,00,00,000 (Hundred Crore) equity shares of ₹ 10/- (Rupees Ten Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any Director(s) and / or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution.”

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

Place: Delhi
Date: April 16, 2024

Sd/-
(VIJAY PANWAR)
Company Secretary

NOTES:

1. Ministry of Corporate Affairs (“MCA”) vide General Circular No. 09/2023 dated September 25, 2023 in continuation to the earlier circulars issued in this regard (collectively referred to as “MCA Circulars”)

permitted holding of Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) up to September 30, 2024, without the physical presence of Members at a common venue. Further, Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 in continuation to the earlier circulars issued in this regard (collectively referred to as “SEBI Circulars”) has also extended the relaxations to the listed entities in respect of holding General Meetings through VC / OAVM till September 30, 2024. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the “Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), SEBI and MCA Circulars, this EGM of the Company is being held through VC / OAVM. Hence, Route Map and Attendance Slip are not annexed to this Notice. The deemed venue of the EGM shall be the registered office of the Company.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and vote on his / her behalf and the Proxy need not be a Member of the Company. Since this EGM is being held pursuant to MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by Members will not be available for this EGM. Hence, Proxy Form is not annexed to this Notice.

3. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. In compliance with MCA Circulars, EGM Notice is being sent only by electronic mode to those Members whose e-mail address is registered with Depository Participants (“DP”) / Company / Registrar & Transfer Agent (“RTA”) - KFin Technologies Limited (“KFintech”). EGM Notice will also be available on the Company’s website <https://www.pcjeweller.com> websites of BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at <https://www.bseindia.com> and <https://www.nseindia.com> respectively and on the website of KFintech at <https://evoting.kfintech.com>. Physical copy of EGM Notice will be sent to those Members who request for the same.

5. The Company has engaged the services of KFintech, as the Agency, for participation of Members in the EGM through VC / OAVM, facility for remote e-voting and e-voting at the EGM.

6. Only those Members, whose names appear in Register of Members / List of Beneficial Owners as on **Friday, May 3, 2024 (“Cut-off Date”)** shall be entitled to vote (through remote e-voting and e-voting at the EGM) on the resolution set forth in this Notice and their voting rights shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut-off Date should treat this Notice for information only.

7. As per Section 125 of the Act, any dividend amount remaining unpaid / unclaimed for a period of 7 years from the date of transfer to unpaid dividend account, is required to be transferred to Investor Education and Protection Fund (“IEPF”). Also, the shares on which dividend remained unpaid / unclaimed for 7 consecutive years are required to be transferred to the demat account of IEPF Authority as per Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. In view of this, Members are requested to claim their unpaid dividends declared by the Company for financial year 2016-17 and thereafter, within the stipulated time and contact the Company or its RTA for claiming the same.

8. Investors / Members may note that unclaimed share application money, dividends and shares transferred to IEPF Authority can be claimed back. Concerned Investors / Members are advised to visit the weblink <https://www.iepf.gov.in/IEPF/refund.html> or contact the Company’s RTA for lodging the claim for unclaimed share application money, dividends and relevant shares from IEPF Authority.

9. The Board of Directors has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (CP No.: 3872), as the Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner.

10. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker from 9:00 A.M. (IST) to 5:00 P.M. (IST) on May 6, 2024 by logging on at <https://emeetings.kfintech.com> and clicking on Speaker Registration option. Only those Members, who have registered themselves as a speaker, will be allowed to express their views / ask questions during the EGM.

The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time and to ensure the smooth conduct of the EGM.

11. Members are requested to read carefully the ‘Instructions for attending the EGM, remote e-voting and e-voting at the EGM’ mentioned hereunder:

A) Instructions for attending the EGM:

i) Members will be able to attend the EGM electronically through VC / OAVM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials.

ii) After logging in, click on “Video Conference” option.

iii) Then click on camera icon appearing against EGM event of PC Jeweller Limited to attend the EGM. Please do the echo test once you enter into the EGM room.

iv) For better experience, Members are requested to join the meeting through laptops, tablets etc. using Google Chrome or other browsers such as Firefox, Safari or Microsoft Edge after removing firewalls.

v) Members are advised to use stable Wi-Fi or LAN connection to ensure smooth participation in the EGM. Participants may experience audio / video loss due to fluctuation in their respective networks.

vi) Facility of joining the EGM through VC / OAVM will open 30 minutes before the scheduled time of the EGM.

vii) Facility of joining the EGM through VC / OAVM shall be available for 1,000 Members on first come first serve basis. However, the participation of Members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee as well as Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

viii) Corporates / Institutional Members (i.e. other than Individuals, HUF’s, NRI’s etc.) are requested to send scanned copy (PDF / JPEG Format) of the relevant Board Resolution / Authority Letter etc., authorizing their representatives to attend / participate in the EGM through VC / OAVM on their behalf and to vote through remote e-voting / e-voting at the EGM. The said Board Resolution / Authority Letter etc. shall be sent to the Scrutinizer at the e-mail address rss.scrutinizer@gmail.com with copy to evoting@kfintech.com. Institutional Members are encouraged to attend and vote at the EGM.

ix) Members, who have cast their votes by remote e-voting can also attend the EGM through VC / OAVM but shall not be entitled to cast their votes again.

x) In case of any query relating to the procedure for attending the EGM through VC / OAVM or for any technical assistance, Members may call on KFintech’s Toll Free No.: 1800-309-4001 or send an e-mail at evoting@kfintech.com.

B) Instructions for remote e-voting and e-voting at the EGM:

i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means. The Company has engaged the services of KFintech as the Agency to provide the facility of remote e-voting (before the EGM) and e-voting (at the EGM).

ii) Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the EGM.

iii) The remote e-voting facility shall be available during the following period:

Commencement of remote e-voting: From 9:00 A.M. (IST) on Tuesday, May 7, 2024

End of remote e-voting: Up to 5:00 P.M. (IST) on Thursday, May 9, 2024

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

iv) Only those Members, who are present at the EGM through VC / OAVM and have not cast their votes on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the EGM.

v) In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

vi) In case of any queries or grievances on voting by electronic means, Members may refer Help and Frequently Asked Questions (“FAQs”) on e-voting and User Manual for Shareholders available at the download section of <https://evoting.kfintech.com> or e-mail at evoting@kfintech.com or call KFintech’s Toll Free No.: 1800-309-4001.

vii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Entities” e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DP in order to increase the efficiency of the voting process.

viii) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DP to access e-voting facility.

ix) The detailed process for e-voting is explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech’s e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Details on Step 1:

Login method for individual shareholders holding shares in demat mode is as under:

Type of shareholders	Login Method
Individual shareholders holding shares in demat mode with National Securities Depository Limited (“NSDL”)	<p>1. User already registered for IDeAS facility:</p> <p>i) Visit URL: https://eservices.nsd.com</p> <p>ii) Click on the “Beneficial Owner” icon under “Login” under “IDeAS” section.</p> <p>iii) On the new page, enter User ID and Password. On successful authentication, click on “Access to e-Voting”.</p> <p>iv) Click on e-Voting link against the Company’s name ‘PC Jeweller Limited’ and cast your vote or select e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.</p> <p>2. User not registered for IDeAS e-Services:</p> <p>i) To register click on link: https://eservices.nsd.com</p> <p>ii) Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii) Proceed with completing the required fields.</p> <p>iv) After registration follow steps given in point 1.</p> <p>3. Alternatively by directly accessing the e-voting website of NSDL:</p> <p>i) Open URL: https://www.evoting.nsd.com</p> <p>ii) Click on the icon “Login” which is available under “Shareholder / Member” section.</p>

	<p>iii) A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv) On successful authentication, you will be re-directed to NSDL IDeAS Portal.</p> <p>v) Click on e-Voting link available against the Company's name 'PC Jeweller Limited' and cast your vote. You can also cast your vote by clicking on KFintech link placed under e-voting service provider and you will be re-directed to e-voting page of KFintech for casting your vote.</p>
<p>Individual shareholders holding shares in demat mode with Central Depository Services (India) Limited ("CDSL")</p>	<p>1. Existing user who have opted for Easi / Easiest:</p> <p>i) Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: https://www.cdslindia.com</p> <p>ii) Login with your registered User ID and Password.</p> <p>iii) The user will be able to see the e-voting Menu.</p> <p>iv) Click on the e-Voting link available against the Company's name 'PC Jeweller Limited' and cast your vote. You can also cast your vote by selecting e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.</p> <p>2. User not registered for Easi / Easiest:</p> <p>i) Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>ii) Proceed with completing the required fields.</p> <p>iii) After registration follow the steps given in point 1.</p> <p>3. Alternatively by directly accessing the e-voting website of CDSL:</p> <p>i) Visit URL: https://www.cdslindia.com</p> <p>ii) Click on e-Voting tab and provide your demat account number and PAN.</p> <p>iii) System will authenticate User by sending OTP on registered mobile & e-mail as recorded in the demat Account.</p> <p>iv) On successful authentication, you will enter the e-voting module of CDSL.</p> <p>v) Click on e-Voting link available against the Company's name 'PC Jeweller Limited' and cast your vote. You can also cast your vote by selecting e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.</p>
<p>Individual shareholders login through their demat accounts / website of DP</p>	<p>1. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</p> <p>2. Once logged-in, you will be able to see e-voting option. Click on e-voting option, you will be re-directed to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on options available against the Company's name 'PC Jeweller Limited' or select e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at the respective websites.

Helpdesk: Helpdesk details for individual shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are as under:

Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free No.: 1800-1020-990 and 1800-224-430.
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43.

Details on Step 2:

Login method for shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode is as under:

A) Members whose e-mail address are registered with the DP / Company / RTA will receive an e-mail from KFintech, which will include details of E-Voting Event Number (EVEN), User ID and Password. They will have to follow the following process:

i) Launch internet browser by typing the URL: <https://emeetings.kfintech.com>

ii) Enter the login credentials (i.e. User ID & Password). Your User ID will be as under:

- For Members holding shares in demat form with NSDL: 8 character DP ID followed by 8 digits Client ID
- For Members holding shares in demat form with CDSL: 16 digits Beneficiary ID
- For Members holding shares in physical form: EVEN Number followed by Folio No.

However, if you are already registered with KFintech for e-voting, you can login by using your existing User ID and Password for casting your vote.

iii) After entering these details appropriately, click “LOGIN”.

iv) You will now reach Password Change Menu, wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @ etc.). The system will prompt you to change your Password and update your contact details like mobile number, e-mail address etc. on first login. You may also enter the secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.

v) You need to login again with the new credentials.

vi) On successful login, system will prompt you to select the ‘EVEN’ i.e. ‘PC Jeweller Limited’ and click on submit.

vii) On the voting page, you will see resolution description and against the same the option ‘FOR / AGAINST / ABSTAIN’ for voting. Enter the number of shares as on the **Cut-off date i.e. May 3, 2024** (which represents number of votes) under ‘FOR / AGAINST’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’ but the total number in ‘FOR / AGAINST’ taken together shall not exceed your total shareholding. You may also choose the option ‘ABSTAIN’. If Member does not indicate either ‘FOR’ or ‘AGAINST’, it will be treated as ‘ABSTAIN’ and the shares held will not be counted under either head.

viii) Cast your vote by selecting an appropriate option and click ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm else click ‘CANCEL’ to change your vote.

ix) Once you ‘CONFIRM’ your vote on the resolution(s), you will not be allowed to modify your vote.

x) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

B) Members whose e-mail address are not registered with the DP / Company / RTA will have to follow the following process for registration of e-mail address for procuring User ID and Password for e-voting:

i) In case shares are held in demat form, please provide DP ID-Client ID / Beneficiary ID, Name, Client Master List, self-attested scanned copies of PAN card and Aadhar card to evoting@kfintech.com or investors@pcjeweller.com. Alternatively, if you are an Individual shareholder holding shares in demat form, you are requested to refer to the login method explained above i.e. “Login method for individual shareholders holding shares in demat mode”.

ii) In case shares are held in physical form, please provide Folio No., Name, scanned copy of the Share Certificate (front and back), self-attested scanned copies of PAN card and Aadhar card to evoting@kfintech.com or investors@pcjeweller.com.

iii) Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), User ID and Password.

iv) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

12. Any person who becomes Member of the Company after despatch of the EGM Notice and holds shares as on the Cut-off Date i.e. May 3, 2024 may obtain the User ID and Password in the following manner:

i) If the mobile number of Member is registered against Folio No. / DP ID - Client ID, Member may send SMS: MYEPWD <space> DP ID - Client ID or e-voting Event Number + Folio No. to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> e-voting Event Number + Folio No.

ii) If e-mail address or mobile number of Member is registered against Folio No. / DP ID - Client ID, then on the home page of <https://evoting.kfintech.com>, Member may click “Forgot Password” and enter Folio No. or DP ID - Client ID and PAN to generate a Password.

iii) Member may call KFintech’s Toll Free No. 1800-309-4001.

iv) Member may send an e-mail request to evoting@kfintech.com.

13. The document(s) referred to in Explanatory Statement will be available for inspection on the website of the Company without any fee by Members from the date of dispatch of this Notice till the date of the EGM.

14. The Scrutinizer will make a consolidated Scrutinizer’s Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman / Managing Director of the Company or in his absence to any other Director authorized by the Board of Directors, who shall countersign the same. Based on the Scrutinizer’s Report, the result will be declared by the Chairman / Managing Director or in his absence by the Company Secretary within 48 hours from the conclusion of the EGM at the Registered Office of the Company.

The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website and also on KFintech’s website. Simultaneously the results shall also be forwarded to BSE and NSE, where the Company’s shares are listed. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the EGM i.e. May 10, 2024.

15. Members are requested to participate in the ‘**Green Initiative in Corporate Governance**’ for receiving all the communications including Annual Report, Notices etc. from the Company electronically. Members, who have not yet registered their e-mail address, are requested to follow the following process:

i) Members holding shares in demat form can register their e-mail address with their respective DP; and

ii) Members holding shares in physical form can register their e-mail address in the prescribed Form ISR-1 with the Company’s RTA - KFintech. Members may download the Form from the Company’s website and are requested to forward the duly filled in Form to KFintech.

16. Members holding shares in physical form are requested to update / submit their PAN, KYC, Nomination, Bank and other details (if not updated or provided earlier) with the Company’s RTA – KFintech. Relevant details and Forms as prescribed by SEBI in this regard are available on the Company’s website in Investors section.

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

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO. 1

To raise long term financial resources via the proposed rights and preferential issues for meeting repayment of the Company's financial liabilities to its consortium of banks; fulfilling its proposed one time settlement covenants; as well as for business purposes in future, sufficient provision is required in the authorized share capital of the Company.

In view of the above, it is proposed to increase authorised share capital of the Company from ₹ 760,00,00,000/- (Rupees Seven Hundred Sixty Crore Only) divided into 50,00,00,000 (Fifty Crore) equity shares of ₹ 10/- (Rupees Ten Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each to ₹ 1260,00,00,000/- (Rupees One Thousand Two Hundred Sixty Crore Only) divided into 100,00,00,000 (Hundred Crore) equity shares of ₹ 10/- (Rupees Ten Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each, by creation of additional 50,00,00,000 (Fifty Crore) equity shares of ₹ 10/- (Rupees Ten Only) each. Consequent upon increase in authorised share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be replaced accordingly. The draft amended Memorandum of Association will be available for inspection by Members electronically. The Board recommends the resolution proposed at Item No. 1 for your approval by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

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

Place: Delhi
Date: April 16, 2024

Sd/-
(VIJAY PANWAR)
Company Secretary