

**PC JEWELLER LIMITED – TRANSCRIPTION OF EXTRA-ORDINARY GENERAL
MEETING HELD ON MAY 10, 2024**

Shri Vijay Panwar: Respectful directors and dear. Sorry. Praveenji, you have to confirm the quorum.

Moderator: Good morning Sir. This is your moderator Praveen Chaturvedi from KFin Technologies Limited. We wish to inform you that the quorum is present. Now we request the Board to kindly take over from us. Thank you.

Shri Vijay Panwar: Respected directors and dear members. A very good morning to all of you and welcome to this Extra-ordinary General Meeting of the Company. With me present here are Shri Balram Garg, Managing Director, Shri Ramesh Kumar Sharma, Executive Director, Shri Sanjeev Bhatia, Chief Financial Officer and myself Vijay Panwar, Company Secretary of the Company. We all are attending this meeting from the office of the Company at Delhi. Now, I would like to introduce the other directors, who are attending this meeting through video conferencing / other audio visual means, from their respective locations. Dr. Manohar Lal Singla, Independent Director and Chairman of Audit Committee

Dr. Manohar Lal Singla: I am Dr. Manohar Lal Singla. I am attending the meeting from my office at residence that is University of Delhi, Cavalry Lines and I verify that there is no one else with me in the room. I am alone. Thank you.

Shri Vijay Panwar: Smt. Sannovanda Swathi, Independent Director

Smt. Sannovanda Machaiah Swathi: Good morning to all of you. I am Mrs. S M Swathi attending this meeting from my residence in Kurg, Karnataka and confidentiality is maintained. I am alone over here.

Shri Vijay Panwar: Shri Miyar Ramanath Nayak, Independent Director, is not attending the meeting due to his personal commitments.

In accordance with Article 66 of Articles of Association of the Company, with the consent of the Directors present, Shri Balram Garg will chair the meeting.

Ministry of Corporate Affairs vide General Circular No. 09/2023 dated September 25, 2023 in continuation to the earlier circulars issued in this regard permitted holding of extra-ordinary general meeting through video conferencing or other audio visual means up to September 30, 2024, without the physical presence of members at a common venue. Further, Securities and Exchange Board of India 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 has also extended the relaxations to the listed entities in respect of holding general meetings through video conferencing / other audio visual means till September 30, 2024. Accordingly, in compliance with the provisions of the Companies Act, 2013, the Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015 and aforesaid SEBI and MCA circulars, this Extra-ordinary General Meeting of the Company is being held through Video Conferencing / Other Audio Visual Means. The deemed venue of this EGM is the registered office of the Company.

In accordance with aforesaid MCA circulars, facility of joining extra-ordinary general meeting through Video Conferencing / Other Audio Visual Means is made 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. Since this extra-ordinary general meeting is being held through Video Conferencing / Other Audio Visual Means, hence, requirement of appointing proxies is not applicable.

All members who have joined this meeting have been kept by default on mute mode to avoid any disturbances caused by the external noises to ensure smooth conduct of the meeting. Once the question answer session starts, the moderator will announce one by one the names of members, who have registered themselves as a speaker for this extra-ordinary general meeting. Speaker member will then be unmuted by

the moderator. It may kindly be noted that 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 meeting.

For any technical assistance members can contact KFin Technologies Limited / National Securities Depository Limited / Central Depository Services (India) Limited at the numbers mentioned in the notice of the Extra-Ordinary General Meeting of the Company. Now, I handover the proceedings of the meeting to Shri Balram Garg, Chairman of the meeting.

Shri Balram Garg: Good morning all the Board members and dear shareholders, I welcome you all at the Extra-ordinary General Meeting of the Company.

As the requisite quorum is present, hence, I call the meeting to order. Statutory Auditors have joined the meeting. the draft amended Memorandum of Association of the Company is available for inspection by members on the website of the Company. Now, I request the Company Secretary to kindly continue with the proceedings of the meeting.

Shri Vijay Panwar: Independent Director Sri Krishna Kumar Khurana, Chairman of Stakeholders and Nomination and Remuneration Committee have also joined the meeting.

Shri Krishan Kumar Khurana: Yes, I am sorry, I got slightly late. I am here. Thank you.

Shri Vijay Panwar: In compliance with the requirements of the Companies. Sir, just confirm your location also, you are attending the meeting.

Shri Krishan Kumar Khurana: My office. I am in Nizammudin East in my office from where I am joining the proceedings. A 33, Nizammudin East.

Shri Vijay Panwar: Thank you. In compliance with the requirements of the Companies Act, 2013, rules made thereunder and the Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided to its members the facility to exercise their right to vote by electronic means. The Company has engaged the services of KFin Technologies Limited, as the Agency, for participation of members in the Extra-Ordinary General meeting through Video Conferencing / Other Audio Visual Means, facility for remote e-voting and e-voting at the Extra-Ordinary General meeting. Remote e-voting commenced at 9:00 A.M. (IST) on May 7, 2024 and ended at 5:00 P.M. (IST) on May 9, 2024.

The Company has also provided e-voting facility at this meeting and those members who have not already casted their votes through remote e-voting and joined the meeting, may cast their votes through e-voting at this meeting. The voting rights of members are in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off date i.e. May 3, 2024.

Shri Randhir Singh Sharma, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize remote e-voting and e-voting at the Extra-Ordinary General Meeting in a fair and transparent manner.

Dispatch of Notice of the Extra-Ordinary General Meeting to members of the Company was completed through e-mail on April 18, 2024. Since Notice of the Extra-Ordinary General Meeting is already circulated to members, hence, the same is taken as read. Now, we come to the Notice item:

Item No. 1:

Increase in Authorised Share Capital and alteration in the Capital Clause of Memorandum of Association

Now, I handover the proceedings of the meeting back to the Chairman.

Shri Balram Garg: Members who have not already casted their votes through remote e-voting and joined the meeting may now please cast their votes through e-voting.

Members, who have registered as speakers, are now invited for expressing their views and raise queries, if any, on the notice item. We would like to request speaker members to kindly limit their speech or queries to 2 minutes so that opportunity can be provided to maximum number of speakers. Moderator please remind the speaker, if he or she exceed permitted time limit. To avoid repetition, response to all the queries will be provided at the end. Now, I request the moderator to announce the name of the speaker members one by one.

Moderator: Thank you, sir. This is your moderator from KFinTech. I would like to invite all the speaker shareholders one by one. Request all other speaker shareholders to kindly wait for their turn. Thereafter, announced the names of speaker members one by one.

Out of the total 17 members, who have registered as speaker for the Extra-Ordinary General Meeting, 15 members namely Shri Praveen Kumar, Shri Chetan Chadha, Shri Ankur Chanda, Shri Yusuf Yunus Rangwala, Shri Amarendra Nath Ray, Shri Manjit Singh, Shri Ashok Kumar Jain, Shri Ajay Kumar Jain, Shri Atanu Saha, Shri Gagan Kumar, Shri Surender Kumar Arora, Shri Gaurav Kumar Singh, Shri Sarvjeet Singh, Shri Rakesh Kumar and Smt. Urmila Jain spoke at the meeting.

Some of the speakers appreciated the Company for providing them opportunity as a speaker, appreciation in share price etc. Some raised certain queries / sought clarifications on miscellaneous issues like the Company's future plans, no. of stores in Delhi NCR, foreign stores, brand ambassador, discount on jewellery for shareholders and dividend etc.

Shri Balram Garg: Responded to the queries / clarifications of speaker members.

Shri Vijay Panwar: Members may note that the voting on KFin Technologies Limited's platform will continue to be available for 15 minutes after conclusion of this meeting. Results of voting will be announced within 48 hours from the conclusion of this meeting and will be placed on the Company's website as well as KFin Technologies Limited's website and shall also be submitted with BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Now, I once again hand over the proceedings of the meeting to the Chairman for his concluding remarks.

Shri Balram Garg: Thank you all for attending this Extra-Ordinary General Meeting of the Company and I hereby declare the proceedings of the meeting as closed. Thank you very much.

Shri Vijay Panwar: Thank you.