

**Compliance Certificate**

**Pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021**

To,  
The Members of  
PC Jeweller Limited,  
2713, 3<sup>rd</sup> Floor, Bank Street,  
Karol Bagh, New Delhi – 110005

We, M/s R S Sharma & Associates, Company Secretaries, have been appointed as Secretarial Auditor by the Board of Directors of PC Jeweller Limited (hereinafter referred to as 'the **Company**'), having CIN L36911DL2005PLC134929 and registered office at 2713, 3<sup>rd</sup> Floor, Bank Street, Karol Bagh, New Delhi-110005, vide a resolution passed at its meeting held on 30<sup>th</sup> May, 2024. This certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as 'the **Regulations**'), for the year ended 31<sup>st</sup> March, 2024.

**Management Responsibility**

It is the responsibility of the Management of the Company to implement the Scheme including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Verification**

The Company has implemented PC Jeweller Limited Employee Stock Option Plan 2011 ("ESOP 2011") viz Employee Stock Option Scheme in accordance with the Regulations and the Special Resolution(s) passed by the members at the general meeting(s) of the Company held on 26<sup>th</sup> September, 2011 (for approval of ESOP 2011), 18<sup>th</sup> September, 2013 (for ratification of ESOP 2011 post listing of the Company on stock exchanges), 28<sup>th</sup> June, 2017 (for approval for grant of options to employees of subsidiary companies) and 26<sup>th</sup> October, 2017 (for approval for amendment in vesting plan).

For the purpose of verifying the Compliances of the Regulations, we have examined the following:

1. ESOP 2011 Scheme;
2. Shareholders resolutions passed at the general meeting(s);
3. Disclosure by the Board of Directors;
4. Minutes of the meeting of Nomination and Remuneration Committee; and
5. Relevant provisions of the Regulations, Companies Act, 2013 and the Rules made thereunder.

**Certification**

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its officers, we certify that the Company has implemented the ESOP 2011 in accordance with the applicable provisions of the Regulations and the resolution(s) of the Company in the general meeting(s).



**Assumption & Limitation of Scope and Review:**

1. Ensuring the authenticity of the documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

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



(**RANDHIR SINGH SHARMA**)

**Proprietor**

Mem. No.: FCS2062, CP No.: 3872

Peer Review No.: 5023/2023

UDIN: F002062F001304902

Place: Delhi

Date: September 24, 2024