



Date: 08/09/2025

To,  
The Listing Compliance Department  
BSE Limited,  
P J Tower, Dalal Street,  
Mumbai-400001  
**Scrip Code: 534809**

The Listing Compliance Department  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai-400051  
**Symbol: PCJEWELLER**

**Sub.: Notice of the 20<sup>th</sup> Annual General Meeting**

Dear Sir / Ma'am,

This is to inform that the 20<sup>th</sup> Annual General Meeting (“AGM”) of the Company will be held on Tuesday, September 30, 2025 at 11:00 A.M. (IST) through Video Conferencing / Other Audio Visual Means.

AGM Notice (with Annual Report 2024-25) is being sent only by electronic mode to those Members whose e-mail address is registered with Depository Participants / Company / Registrar & Transfer Agent - KFin Technologies Limited (“KFintech”). The same will also be available on the Company's website [www.pcjeweller.com](http://www.pcjeweller.com), websites of BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of KFintech at <https://evoting.kfintech.com>.

Only those Members, whose names appear in Register of Members / List of Beneficial Owners as on Tuesday, September 23, 2025 (“Cut-off Date”) shall be entitled to vote (through remote e-voting and e-voting at the AGM) on the resolutions set forth in the AGM 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.

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

**Commencement of remote e-voting:** From 9:00 A.M. (IST) on Saturday, September 27, 2025

**End of remote e-voting:** Up to 5:00 P.M. (IST) on Monday, September 29, 2025

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Notice of the 20<sup>th</sup> AGM of the Company.

Kindly take the same on record.

Thanking you,  
For **PC Jeweller Limited**

(VIJAY PANWAR)  
**Company Secretary**

Encl.: As above

**PC Jeweller Limited**

Regd. Office : 2713, 3<sup>rd</sup> Floor, Bank Street, Karol Bagh, New Delhi-110005 Ph. : 011 - 49714971 Fax : 011 – 49714972

[info@pcjeweller.com](mailto:info@pcjeweller.com) • [www.pcjeweller.com](http://www.pcjeweller.com) • CIN : L36911DL2005PLC134929



## PC Jeweller Limited

CIN: L36911DL2005PLC134929

Regd. Office: 2713, 3<sup>rd</sup> Floor, Bank Street,

Karol Bagh, New Delhi – 110005

Phone: 011 - 49714971

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

# NOTICE

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of Members of PC Jeweller Limited will be held on **Tuesday, September 30, 2025 at 11:00 A.M. (IST)** through Video Conferencing / Other Audio Visual Means to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and Statutory Auditor thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of Statutory Auditor thereon.
2. To appoint a Director in place of Shri Ramesh Kumar Sharma (DIN: 01980542), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. APPOINTMENT OF M/S R S SHARMA & ASSOCIATES, COMPANY SECRETARIES, AS SECRETARIAL AUDITOR

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies

Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof} and in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s R S Sharma & Associates, Company Secretaries (CP No. 3872), be and are hereby appointed as Secretarial Auditor of the Company for a term of five (5) consecutive years, commencing from financial year 2025-26 till financial year 2029-30, at an annual fee of ₹ 75,000/- (Rupees Seventy Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

RESOLVED FURTHER THAT the Board (including any Committee thereof) and Shri Balram Garg (DIN: 00032083), Managing Director of the Company be and are hereby severally authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Sd/-

(**VIJAY PANWAR**)  
Company Secretary

Place: New Delhi  
Date: August 01, 2025

### NOTES:

1. Ministry of Corporate Affairs ("MCA") vide General Circular No. 09/2024 dated September 19, 2024 in continuation to the earlier circulars issued in this regard (collectively referred to as "MCA Circulars") permitted holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") up to September 30, 2025, 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/2024/133 dated October 03, 2024 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 the General Meetings through VC / OAVM till September 30, 2025. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the "Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"),

## Annual Report 2024-25

SEBI and MCA Circulars, the 20<sup>th</sup> AGM 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 AGM shall be the registered office of the Company. Special Business Item No. 3 of this AGM Notice is considered unavoidable by the Board.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 the 20<sup>th</sup> AGM 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 AGM. Hence, Proxy Form is not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In compliance with MCA and SEBI Circulars, Annual Report 2024-25 including Notice of the 20<sup>th</sup> AGM 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") as on August 29, 2025. Further, in compliance with Regulation 36(1)(b) of LODR Regulations, a letter providing the web-link of Annual Report 2024-25, is being sent to those Members whose e-mail address is not registered with the DP / Company / RTA.

AGM Notice and Annual Report 2024-25 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 Annual Report 2024-25 including Notice of the 20<sup>th</sup> AGM 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 20<sup>th</sup> AGM through VC / OAVM, facility for remote e-voting and e-voting at the 20<sup>th</sup> AGM.
6. Only those Members, whose names appear in Register of Members / List of Beneficial Owners as on **Tuesday, September 23, 2025 ("Cut-off Date")** shall be entitled to vote (through remote e-voting and e-voting at the AGM)

on the resolutions 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. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid / unclaimed dividend amounts lying with the Company on its website <https://www.pcjeweller.com> in 'Investors' section and also with MCA.

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"). Accordingly, unclaimed dividends for the financial years 2012-13 to 2016-17 have already been transferred to IEPF by the Company. Also, the shares on which dividend remained unpaid / unclaimed for 7 consecutive years were transferred to the demat account of IEPF Authority as per Section 124 of the Act read with IEPF Rules.

In view of this, Members are requested to claim their unpaid dividends declared by the Company for financial year 2017-18, within the stipulated time and contact the Company or its RTA for claiming the same. In accordance with IEPF Rules, individual communications have already been sent to those Members whose shares are due for transfer to IEPF Authority during current financial year, informing them to claim their unclaimed / unpaid dividend **on or before October 31, 2025** to avoid such transfer of shares to IEPF Authority and a notice in this regard was also published in the Newspapers.

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), Proprietor R S Sharma & Associates, Company Secretaries, New Delhi, as the Scrutinizer to scrutinize the remote e-voting and e-voting at the 20<sup>th</sup> AGM in a fair and transparent manner.

10. Members' who would like to express their views or ask questions during the 20<sup>th</sup> AGM may register themselves as a speaker from 9:00 A.M. (IST) to 5:00 P.M. (IST) on September 26, 2025 by logging on at <https://emeetings.kfintech.com> and clicking on Speaker Registration option. Only those Members, who register themselves as a speaker in the aforesaid manner, will be allowed to express their views / ask questions during the AGM. 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 AGM.

11. Members are requested to read carefully the '**Instructions for attending the 20<sup>th</sup> AGM, remote e-voting and e-voting at the 20<sup>th</sup> AGM**' mentioned hereunder:

**A) Instructions for attending the 20<sup>th</sup> AGM:**

- i) Members will be able to attend the AGM 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 AGM event of **PC Jeweller Limited** to attend the AGM. Please do the echo test once you enter into the AGM 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 AGM. Participants may experience audio / video loss due to fluctuation in their respective networks.
- vi) Facility of joining the AGM through VC / OAVM will open 30 minutes before the scheduled time of the AGM.
- vii) Facility of joining the AGM 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 AGM through VC / OAVM on their behalf and to vote through remote e-voting / e-voting at the AGM. The said Board Resolution / Authority Letter etc. shall be sent to the Scrutinizer at the e-mail address [rss.scrutinizer@gmail.com](mailto:rss.scrutinizer@gmail.com) with copy to [evoting@kfintech.com](mailto:evoting@kfintech.com). Institutional Members are encouraged to attend and vote at the AGM.
- ix) Members, who have cast their vote by remote e-voting can also attend the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- x) In case of any query relating to the procedure for attending the AGM 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 [emeetings@kfintech.com](mailto:emeetings@kfintech.com).

**B) Instructions for remote e-voting and e-voting at the 20<sup>th</sup> AGM:**

- 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 LODR 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 AGM) and e-voting (at the AGM).
- ii) Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM.
- 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 Saturday, September 27, 2025**

**End of remote e-voting: Up to 5:00 P.M. (IST) on Monday, September 29, 2025**



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 AGM through VC / OAVM and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the AGM.
- v) In case of joint holders attending the AGM, 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](mailto: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 the e-voting process. Members are advised to update their mobile number and e-mail address with their DP to access e-voting facility.

ix) **Information and instructions for remote e-voting:**

**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 individual 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
<b>Individual shareholders holding shares in demat mode with National Securities Depository Limited (“NSDL”)</b>	<p><b>1. OTP based login:</b></p> <ul style="list-style-type: none"> <li>i) Click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>.</li> <li>ii) Enter your 8 character DP ID, 8 digit Client Id, PAN, Verification code and generate OTP.</li> <li>iii) Enter the OTP received on registered e-mail / mobile number and click on login.</li> <li>iv) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on eVote option 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.</li> </ul> <p><b>2. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Click on the “Beneficial Owner” icon under “Login” under “IDeAS” section.</li> <li>iii) On the new page, enter User ID and Password. On successful authentication, click on “Access to e-Voting”.</li> <li>iv) Click on e-Voting link available 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.</li> </ul>

Type of shareholders	Login Method
	<p><b>3. User not registered for IDeAS e-Services:</b></p> <ul style="list-style-type: none"> <li>i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii) Proceed with completing the required fields.</li> <li>iv) After registration follow steps given in point 2 above.</li> </ul> <p><b>4. By directly accessing the e-voting website of NSDL:</b></p> <ul style="list-style-type: none"> <li>i) Open URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>ii) Click on the icon "Login" which is available under "Shareholder / Member" section.</li> <li>iii) A new screen will open. Enter your User ID (i.e. 8 character DP ID followed by 8 digits Client ID of your demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>iv) On successful authentication, you will be re-directed to NSDL IDeAS Portal.</li> <li>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.</li> </ul>
Individual shareholders holding shares in demat mode with Central Depository Services (India) Limited ("CDSL")	<p><b>1. Existing user who have opted for Easi / Easiest:</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></li> <li>ii) Login with your registered User ID and Password.</li> <li>iii) The user will be able to see the e-voting Menu.</li> <li>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.</li> </ul> <p><b>2. User not registered for Easi / Easiest:</b></p> <ul style="list-style-type: none"> <li>i) Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>ii) Proceed with completing the required fields.</li> <li>iii) After registration follow the steps given in point 1 above.</li> </ul> <p><b>3. By directly accessing the e-voting website of CDSL:</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>ii) Provide your demat account number and PAN.</li> <li>iii) System will authenticate User by sending OTP on registered mobile &amp; e-mail as recorded in the demat Account.</li> <li>iv) On successful authentication, you will enter the e-voting module of CDSL.</li> <li>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.</li> </ul>

Type of shareholders	Login Method
<b>Individual shareholders login through their demat accounts / website of DP</b>	<p>i) 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>ii) 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>iii) 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 / Forgot Password option available at the websites of Depositories / DP.

**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
<b>Shares held with NSDL</b>	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 48867000.
<b>Shares held with CDSL</b>	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at Toll Free No. 1800-21-09911.

#### Details on Step 2:

**Login method for individual shareholders holding shares in physical mode and non-individual shareholders in demat 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:

- a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- b) 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.

- c) After entering these details appropriately, click "LOGIN".
- d) 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.
- e) You need to login again with the new credentials.
- f) On successful login, system will prompt you to select the 'EVEN' i.e. 'PC Jeweller Limited' and click on submit.
- g) 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. September 23, 2025** (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.

- h) 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.
- i) Once you 'CONFIRM' your vote on the resolution(s), you will not be allowed to modify your vote.
- j) 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 is 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:

- a) 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](mailto:evoting@kfintech.com) or [investors@pcjeweller.com](mailto: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".
- b) 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](mailto:evoting@kfintech.com) or [investors@pcjeweller.com](mailto:investors@pcjeweller.com).
- c) Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), User ID and Password.
- d) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

**x) Information and instructions for e-voting at the 20<sup>th</sup> AGM:**

- a) The facility of voting through Insta Poll will be available to Members on the meeting page after joining / attending the meeting by logging on <https://emeetings.kfintech.com> as per the 'Instructions for attending the 20<sup>th</sup> AGM' prescribed at Note 11 A above.
- b) Only those Members, who are present at the AGM through VC / OAVM and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the AGM.
- c) The Insta Poll facility will be activated once the voting is announced at the meeting and Members will be able to cast their vote by clicking on 'Vote' icon available on the meeting screen.

**12. Any person who becomes Member of the Company after despatch of the AGM Notice and holds shares as on the Cut-off Date i.e. September 23, 2025 / any Member who forgot User Id and Password, may obtain / generate / retrieve the same 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](mailto:evoting@kfintech.com).
- v) If a Member is already registered with KFintech's e-voting platform, then he / she / it can use existing password for login.

13. An Explanatory Statement pursuant to Section 102 of the Act pertaining to the Special Business is annexed hereto.
14. Pursuant to Regulation 36 of LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of the Director seeking re-appointment at the 20<sup>th</sup> AGM are annexed hereto and forms part of this Notice.
15. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the Certificate from Secretarial Auditor in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection electronically by Members during the AGM. Members desirous of inspecting such documents may send request from their registered e-mail address to [investors@pcjeweller.com](mailto:investors@pcjeweller.com) by mentioning their DP Id – Client Id / Folio Number.
16. 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 2 working days of conclusion of the AGM.

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 resolutions shall be deemed to be passed on the date of the AGM i.e. September 30, 2025.

17. In terms of Regulation 40 of LODR Regulations, as amended, transfer, transmission and transposition of securities shall be effected only in dematerialised form. Further, SEBI vide its Circular dated January 25, 2022 has mandated that securities shall be issued only in dematerialised form while processing duplicate / unclaimed suspense / renewal / exchange / endorsement / sub-division / consolidation / transmission / transposition service requests received from physical securities holders. In view of the same and to eliminate the risks associated with physical shares, Members are advised to dematerialize shares held by them in physical form. Members can contact the Company's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

for seeking necessary assistance / guidance in this regard.

18. SEBI has mandated for all listed entities to ensure that shareholders holding equity shares in physical form shall furnish / update their PAN, KYC, Nomination and Bank account details (if not updated or provided earlier) through their respective RTA. Service request or complaint received from any Member, cannot be processed by RTA until registration / updation of PAN, KYC and Bank account details in the records of the Company's RTA. Further, with effect from April 1, 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode.

The Company has already sent individual reminder letters to concerned Members holding shares of the Company in the physical form to furnish / update the required documents / details to the Company's RTA either physically or on e-mail [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Relevant details and forms prescribed by SEBI in this regard are available on the Company's website [www.pcjeweller.com](http://www.pcjeweller.com) in Investors section.

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

19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for Members in respect of their shareholding in the Company. Members, who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form No. SH-14. The said forms can be downloaded from the Company's website [www.pcjeweller.com](http://www.pcjeweller.com) in Investors section. Members are requested to submit the said form with their respective DP (in case the shares are held in demat form) and with the Company's RTA (in case the shares are held in physical form).
20. 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.

## 21. Special window for re-lodgement of transfer requests of physical shares

Transfer of securities in physical mode was discontinued by SEBI with effect from April 01, 2019. Subsequently, it was clarified by SEBI that transfer deeds lodged prior to deadline of April 01, 2019 and rejected / returned due to deficiency in the documents may be re-lodged with requisite documents. It was further decided to fix March 31, 2021 as the cut-off date for re-lodgement of transfer deeds.

In order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected / returned / not attended to due to deficiency in the documents / process / or otherwise,

for a period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode.

## 22. Saksham Niveshak

With reference to the Ministry of Corporate Affairs letter dated July 16, 2025, the Company has started a 100 days campaign "Saksham Niveshak" commencing from July 28, 2025 to November 06, 2025. During this campaign, those shareholders who have not claimed their dividends for the financial year 2017-18 or have not updated their KYC and other related information or facing any issues related to unclaimed dividends and shares, may write to the Company's RTA - KFintech or contact at Toll Free No.: 1800-309-4001 or e-mail at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

The shareholders may further note that this campaign has been started specifically to reach out to the shareholders to update their KYC, Bank mandates, Nominee and contact information. The shareholders may also claim their dividends for the above said financial year in order to prevent their shares from being transferred to the Investor Education and Protection Fund Authority.

## EXPLANATORY STATEMENT

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

### Item No. 3:

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), every listed entity shall undertake secretarial audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex the Secretarial Audit Report to its Annual Report and the appointment of such Secretarial Auditor shall be approved by Members at the Annual General Meeting of the Company.

In compliance with the above said provisions and based on the recommendation of Audit Committee, the Board of Directors at its meeting held on August 01, 2025 have approved the appointment of M/s R S Sharma & Associates, Company Secretaries (CP No.:

3872), a peer reviewed firm (hereinafter referred to as "RSSA") as the Secretarial Auditor of the Company, subject to the approval of Members, on the following terms and conditions:

- i) **Term of Appointment:** Five consecutive years commencing from financial year 2025-26 till financial year 2029-30.
- ii) **Proposed Fee:** Annual fee of ₹ 75,000/- plus applicable taxes and reimbursement of out-of-pocket expenses for conducting secretarial audit. The secretarial audit of the Company for the financial year 2024-25 was also done by RSSA and hence there is no change in the Secretarial Auditor.

In addition to the secretarial audit, the Company may avail any other services, certificates or reports etc. as may be permissible under the applicable laws from RSSA at such fee as may be mutually agreed and approved by the Board of Directors.

- iii) **Basis of Recommendation:** The recommendation for appointment of RSSA is based on the fulfilment of the

eligibility criteria & qualifications prescribed under the Act and the Rules made thereunder as well as LODR Regulations and based on the experience of the firm and its Proprietor, efficiency in conduct of the audit, independence etc.

- iv) Brief Profile:** RSSA is a sole proprietorship firm and was established by Shri Randhir Singh Sharma, a qualified Company Secretary, in 2001. The firm deals in various areas of practice including Corporate Laws, SEBI Regulations, etc. The firm has been peer reviewed by ICSI and their peer review certificate is valid till November 30, 2028.

Shri Randhir Singh Sharma, Proprietor, is a Commerce graduate from University of Delhi and a Fellow Member of the Institute of Company Secretaries of India. He possess 25 years' experience as a Professional in Practice in the fields of Corporate Laws, SEBI regulations, listing compliances, secretarial audit, miscellaneous certifications, etc. Prior to commencing Practice, he worked with various organizations for around 20 years looking after diverse areas including secretarial, labour laws and other departments such as purchase, finance and taxation etc.

RSSA have given their consent to act as Secretarial Auditor of the Company and have also confirmed that their appointment, if made, would be within the prescribed limits. RSSA have also confirmed that they are qualified and eligible to be appointed as Secretarial Auditor in terms of provisions of the Act and the Rules made thereunder and LODR Regulations.

The Board of Directors recommends the resolution proposed at Item No. 3 of this Notice for your approval by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this Notice.

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

Place: New Delhi  
Date: August 01, 2025

Sd/-  
**(VIJAY PANWAR)**  
Company Secretary

## DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 20<sup>TH</sup> ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

<b>Name</b>	<b>Shri Ramesh Kumar Sharma</b>
<b>Director Identification Number</b>	01980542
<b>Date of Birth</b>	September 27, 1957
<b>Age</b>	67 years
<b>Qualifications</b>	Certified Associate of Indian Institute of Bankers, M.Com., B.Com.
<b>Brief profile</b>	Shri Ramesh Kumar Sharma is associated with the Company since April 2007 and over a period of 18 years he has immensely contributed to the growth of the Company. Prior to joining the Company, he was associated with State Bank of Bikaner and Jaipur and has over 29 years' experience in foreign exchange, credit and administration.
<b>Expertise in specific functional areas</b>	Business and strategy, industry experience and governance
<b>Date of first appointment on the Board</b>	February 07, 2014
<b>Terms and conditions of re-appointment</b>	In terms of Section 152(6) of the Companies Act, 2013, Shri Ramesh Kumar Sharma, Executive Director, is liable to retire by rotation.
<b>No. of meetings of the Board attended during financial year 2024-25</b>	8 of 9 meetings held during the year.
<b>Remuneration drawn during financial year 2024-25</b>	₹ 40.91 lakh
<b>Remuneration proposed to be paid</b>	As per the existing approved terms of appointment.
<b>Relationships between Directors inter-se &amp; Key Managerial Personnel</b>	None
<b>Directorships held in other companies (excluding foreign companies and Section 8 companies)</b>	None
<b>Memberships / Chairmanships of committees of the Board of public limited companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	<b>PC Jeweller Limited</b> Stakeholders Relationship Committee - Member
<b>Shareholding in the Company</b>	13,13,000 equity shares
<b>Names of listed entities from which Director has resigned in the past three years</b>	None