



Date: July 10, 2025

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

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

Sub.: Outcome of the Board Meeting held on July 10, 2025

Dear Sir / Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), we wish to inform that the Board of Directors of the Company at its meeting held today i.e. Thursday, July 10, 2025, *inter-alia*, has considered and approved the following:

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

Increase in authorised share capital of the Company from the existing ₹ 1260,00,00,000/- (Rupees One Thousand Two Hundred Sixty Crore Only) divided into 1000,00,00,000 (One Thousand Crore) equity shares of ₹ 1/- (Rupee One Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each to ₹ 1310,00,00,000/- (Rupees One Thousand Three Hundred Ten Crore Only) divided into 1050,00,00,000 (One Thousand Fifty Crore) equity shares of ₹ 1/- (Rupee One 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 ₹ 1/- (Rupee One Only) each and consequent alteration in Capital Clause of the Memorandum of Association.

2. RAISING OF FUNDS AGGREGATING UP TO ₹ 499,99,99,986/- (RUPEES FOUR HUNDRED NINETY NINE CRORE NINETY NINE LAKH NINETY NINE THOUSAND NINE HUNDRED EIGHTY SIX ONLY) BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS

Raising of funds by issuing the following securities, in accordance with the provisions of the Companies Act, 2013 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**") and other applicable laws and subject to approval of Members and other necessary regulatory, statutory and other approvals, permissions and sanctions, as may be applicable:

- A. by creating, issuing and allotting up to 9,72,22,222 (Nine Crore Seventy Two Lakh Twenty Two Thousand Two Hundred Twenty Two) Fully Convertible Warrants ("**Warrants**") convertible into equivalent number of fully paid-up equity shares of the Company having face value of ₹ 1/- (Rupee One Only) each, to the person belonging to "Promoter / Promoter Group" as detailed in **Annexure - I**, by way of preferential allotment on private placement basis, at an issue price of ₹ 18/- (Rupees Eighteen Only) per Warrant, which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, payable in cash, for an amount aggregating up to ₹ 174,99,99,996/- (Rupees One Hundred Seventy Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Six Only).

PC Jeweller Limited

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- B. by creating, issuing and allotting up to 18,05,55,555 (Eighteen Crore Five Lakh Fifty Five Thousand Five Hundred Fifty Five) Equity Shares having face value of ₹ 1/- (Rupee One Only) each, to the person belonging to “Non-Promoter, Public Category”, as detailed in **Annexure - II**, by way of preferential allotment on private placement basis, at an issue price of ₹ 18/- (Rupees Eighteen Only) per share (including a premium of ₹ 17/- per share), which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, payable in cash, for an amount aggregating up to ₹ 324,99,99,990/- (Rupees Three Hundred Twenty Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Only).

Details as required under Regulation 30 of Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, with respect to the preferential issue is enclosed as **Annexure - III**.

3. MEMBERS' APPROVAL THROUGH POSTAL BALLOT

Approval of Members of the Company for the above said matters will be taken through Postal Ballot process. Postal Ballot Notice will be sent only through electronic mode to those Members whose e-mail address is registered with Depository Participants / Company / Registrar & Transfer Agent - KFin Technologies Limited (“**KFintech**”) as on the Cut-off date i.e. Friday, July 04, 2025. The same will also be available on the Company's website www.pcjeweller.com, websites of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of KFintech at <https://evoting.kfintech.com>.

The Board meeting commenced at 5:15 P.M. and concluded at 5:46 P.M.

Kindly take the information on record.

Thanking You,

Yours faithfully,
For **PC Jeweller Limited**

(VISHAN DEO)
Executive Director (Finance) & CFO
DIN: 07634994

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ANNEXURE - I

Details of Proposed Allottee of Fully Convertible Warrants

S. No.	Name of Proposed Allottee	Category	Maximum no. of Warrants
1	Balram Garg	Promoter	9,72,22,222
Total			9,72,22,222



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ANNEXURE - II

Details of Proposed Allottee of Equity Shares

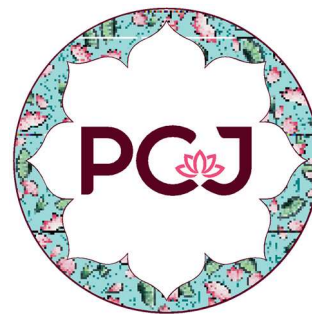
S. No.	Name of Proposed Allottee	Category	Maximum no. of Equity Shares
1	Capital Ventures Private Limited	Non Promoter, Public	18,05,55,555
Total			18,05,55,555



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ANNEXURE-III

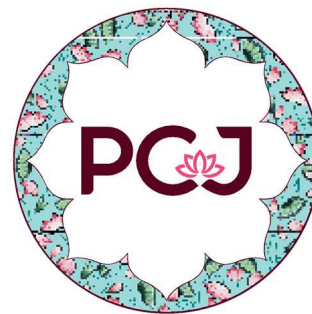
Details as required under Regulation 30 of Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/POD2/CIR/P/0155 dated November 11, 2024 with respect to preferential issue

S. No.	Particulars	Disclosures				
1	Type of securities proposed to be issued	Fully Convertible Warrants & Equity Shares				
2	Type of issuance	Preferential Allotment				
3	Total number of securities proposed to be issued or total amount for which the securities will be issued	i) Up to 9,72,22,222 Fully Convertible Warrants convertible into equivalent number of fully paid-up equity shares of the Company having face value of ₹ 1/- each, to the persons belonging to “Promoter / Promoter Group” for an amount aggregating up to ₹ 174,99,99,996/- (Rupees One Hundred Seventy Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Six Only); and ii) Up to 18,05,55,555 Equity Shares having face value of ₹ 1/- each, to the persons belonging to “Non-Promoter, Public Category” for an amount aggregating up to ₹ 324,99,99,990/- (Rupees Three Hundred Twenty Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Only).				
4	Name and number of the Investor(s)	As per the list attached as <i>Annexure - I</i> and <i>Annexure – II</i> .				
5	Issue price	₹ 18/- (Rupees Eighteen Only) per Fully Convertible Warrant & Equity Share				
6	Post allotment of securities - outcome of the subscription	Category	Pre Preferential Issue		Post Preferential Issue	
			No. of Shares	%	No. of Shares	%
		Promoters & Promoter Group (A)	263,55,25,080	39.09	413,52,38,182	40.32
		Public (B)	393,98,51,420	59.92	612,17,18,175	59.68
		Total (A) + (B)	657,53,76,500	100.00	1025,69,56,357	100.00
		<i>Notes: 1) Pre preferential issue shareholding includes 3,08,42,400 equity shares allotted pursuant to conversion of existing Fully Convertible Warrants and are under process of Trading approval. 2) Post preferential issue shareholding is calculated on fully diluted basis after assuming full conversion of existing outstanding as well as proposed Fully Convertible Warrants and allotment of proposed Equity Shares.</i>				
7	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Fully Convertible Warrants: The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment. Each Warrant shall carry a right to subscribe 1 (one) equity share per Warrant, which may be exercised in one or more tranches, within 18 (eighteen months) from the date of allotment of such Warrants. In the event that Warrant holder does not exercise the Warrants within a period of 18				

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		(eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
8	Nature of Consideration	Cash
9	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable



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