Compliance Certificate

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

Date: 24/08/2026

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

We, M/s R S Sharma & Associates, Company Secretaries, have been appointed as Secretarial Auditor by PC Jeweller Limited (hereinafter referred to as 'the **Company**'), having CIN L36911DL2005PLC134929 and registered office at 2713, 3rd Floor, Bank Street, Karol Bagh, New Delhi-110005, vide a shareholders resolution passed at its 20th Annual General Meeting held on 30th September, 2025. 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 31st March, 2026.

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 Resolutions passed by the members at the general meetings of the Company held on 26th September, 2011 (for approval of ESOP 2011), 18th September, 2013 (for ratification of ESOP 2011 post listing of the Company on stock exchanges), 28th June, 2017 (for approval for grant of options to employees of subsidiary companies) and 26th 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 meetings;
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, we certify that the Company has implemented ESOP 2011 in accordance with the applicable provisions of the Regulations and the resolutions of the Company in the general meetings.

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
Digitally signed by RANDHIR SINGH SHARMA
Date: 2026.08.24 17:32:58 +05'30'

(RANDHIR SINGH SHARMA)
Proprietor
Mem. No.: FCS2062, CP No.: 3872
Peer Review No.: 5023/2023
UDIN: F002062H001201106