

Date: 22/08/2015

To,
The Listing Compliance Department,
BSE Limited,
P. J. Tower, Dalal Street,
Mumbai – 400 001

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

Sub.: 10th AGM Notice

Ref.: PC Jeweller Limited (Scrip Code: 534809, Symbol: PCJEWELLER)

Dear Sir/Madam,

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith Notice of 10th Annual General Meeting of the Company alongwith Proxy Form and Admission Slip.

Kindly take the same on record.

Thanking you,

Your's faithfully,

For **PC Jeweller Limited**


(VIJAY PANWAR)
Company Secretary



Encl.: As above

PC Jeweller Limited

REGD. & CORPORATE OFF: C - 54, PREET VIHAR, VIKAS MARG, DELHI - 110 092 PH: 011 - 49714971 FAX : 011 - 49714972

info@pcjeweller.com • www.pcjeweller.com (CIN: L36911DL2005PLC134929)



PC Jeweller Limited

CIN: L36911DL2005PLC134929

Regd. Office: C-54, Preet Vihar, Vikas Marg, Delhi – 110 092

Phone: 011-49714971, Fax: 011-49714972

Website: www.pcjeweller.com, E-mail: investors@pcjewellers.com

NOTICE

Notice is hereby given that the 10th Annual General Meeting of the Members of PC Jeweller Limited will be held on **Saturday, the 19th day of September, 2015, at 3:30 P.M.**, at Air Force Auditorium, Subroto Park, New Delhi – 110010, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015 together with the reports of Statutory Auditors and the Directors' thereon.
2. To declare dividend for the financial year 2014-15.
3. 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.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No.001076N/N500013) and M/s Sharad Jain Associates, Chartered Accountants (Firm Registration No.015201N) be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (Five) consecutive years and 2 (Two) consecutive years respectively i.e. from the conclusion of this Annual General Meeting till the conclusion of the 15th and 12th Annual General Meeting of the Company respectively, subject to ratification by the Members at every Annual General Meeting and at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors plus service tax and reimbursement of out-of-pocket expenses.

SPECIAL BUSINESS:

5. APPOINTMENT OF MS. KUSUM JAIN AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) Ms. Kusum Jain (DIN: 07138791), who was appointed as an Additional Director of the Company with effect from March 31, 2015, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with deposit of the prescribed amount under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. APPOINTMENT OF SHRI SURESH KUMAR JAIN AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Suresh Kumar Jain (DIN: 05103064), in respect of whom the Company has received a notice in writing along with deposit of the prescribed amount under Section 160 of the Act from a Member proposing his candidature for the office of

Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years i.e. from September 19, 2015 to September 18, 2018.”

7. RE-APPOINTMENT OF SHRI BALRAM GARG AS MANAGING DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), Shri Balram Garg (DIN: 00032083), whose term of office as Managing Director will expire on June 30, 2016, be and is hereby re-appointed as Managing Director of the Company for a term of 5 (Five) years with effect from July 1, 2016, on the terms and conditions as under:

1. Period of appointment: From July 1, 2016 to June 30, 2021.
2. Salary: ₹60,00,000/- p.m. w.e.f. July 1, 2016 and upto maximum salary of ₹1,00,00,000/- p.m.

RESOLVED FURTHER THAT in addition to salary Shri Balram Garg shall also be entitled to the following:

- a) Gratuity & Bonus, as per the rules of the Company and subject to the applicable laws.
- b) Other allowances, benefits and facilities, as per the rules of the Company in force and / or as may be approved by the Board from time to time.
- c) Company maintained car with driver for official use.
- d) Provision for telephone/fax/internet at residence for official use.
- e) Reimbursement of all expenses incurred in connection with the business of the Company.

RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be and is hereby also authorized to vary or modify the above terms including salary, from time to time, during the term of his appointment, without any further reference to the Company in General Meeting, provided however that such variation is within the limits fixed aforesaid.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his term, the Company shall pay to Shri Balram Garg, in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

RESOLVED FURTHER THAT Shri Balram Garg shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Shri Ramesh Kumar Sharma (DIN: 01980542), Executive Director & Chief

Operating Officer and Shri Vijay Panwar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or desirable for giving effect to the aforesaid resolution.”

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

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

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) (including any statutory modifications or re-enactments thereof, for the time being in force) and the Articles of Association of the Company, the Authorised Share Capital of the Company, be and is hereby increased from ₹2,00,00,00,000/- (Rupees Two Hundred Crores) divided into 20,00,00,000 (Twenty Crore) equity shares of ₹10/- (Rupees Ten) each to ₹2,25,00,00,000/- (Two Hundred Twenty Five Crores) divided into 22,50,00,000 (Twenty Two Crore Fifty Lacs) equity shares of ₹10/- (Rupees Ten) each, by creation of additional 2,50,00,000 (Two Crore Fifty Lacs) equity shares of ₹10/- (Rupees Ten) each.

RESOLVED FURTHER THAT new equity shares shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Act, the existing Clause V of the Memorandum of Association of the Company, be and is hereby replaced by the following Clause:

- V. The Authorised Share Capital of the Company is ₹2,25,00,00,000/- (Rupees Two Hundred Twenty Five Crores) divided into 22,50,00,000 (Twenty Two Crore Fifty Lacs) equity shares of ₹10/- (Rupees Ten) each.

9. FURTHER ISSUE OF SECURITIES

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the “**Companies Act**”), the provisions of the Memorandum and Articles of Association of the Company, and in accordance with any other applicable laws or regulations, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “**SEBI**

ICDR Regulations”), the Listing Agreements entered into with the respective Stock Exchanges where the shares of the Company are listed (the **“Stock Exchanges”**), the provisions of the Foreign Exchange Management Act, 1999, as amended (**“FEMA”**), including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (**“GoI”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**), the Registrar of Companies, National Capital Territory of Delhi and Haryana (the **“RoC”**), the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the **“Board”** which term shall be deemed to include any Committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot equity shares of the Company with a face value of ₹10/- (Rupees Ten) each (the **“Equity Shares”**), in one or more tranches, through a Qualified Institutions Placement (**“QIP”**) in accordance with Chapter VIII of the SEBI ICDR Regulations to Qualified Institutional Buyers (as defined in the SEBI ICDR Regulations) (**“QIBs”**) in accordance with Chapter VIII of the SEBI ICDR Regulations, as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding ₹900 crores (Rupees Nine Hundred Crores only), inclusive of such premium as may be fixed on such Equity Shares at such a time or times, in such a manner and on such terms and conditions including discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the QIBs or the categories of QIBs, to whom the offer, issue and allotment shall be made to the exclusion of other categories of QIBs at the time of such offer, issue and allotment considering the prevailing market conditions, other relevant factors and applicable laws and wherever necessary in consultation with the Lead Manager(s) and / or Underwriter(s) and / or other Advisor(s) for such issue. The number and /or price of the Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT if any issue of Equity Shares is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as **“Eligible Securities”** within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, shall be completed within 12 (Twelve) months from the date of approval of the Members of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable laws, offer a discount of not more than 5% (Five Per Cent.) or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Eligible Securities shall be allotted on a fully paid basis, and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year.

RESOLVED FURTHER THAT in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Equity Shares to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Equity Shares issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Equity Shares are or are proposed to be marketed, or that may in any other manner apply in this relation.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), including the class of investors to whom the Equity Shares are to be issued and allotted, number of Equity Shares to be allotted, issue price, discounts permitted under applicable law (now or hereafter), execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or

directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the Lead Managers, or other authorities or agencies involved in or concerned with the issue of Equity Shares and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the shareholders or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any Committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to engage/appoint Lead Managers, Underwriters, Depositories, Registrars, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Equity Shares and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Equity Shares on one or more Stock Exchange(s) in accordance with applicable laws.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of directors or any Whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.”

10. RAISING LIMIT OF INVESTMENT BY FIIs/FPIs IN THE COMPANY

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

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, (the “FEMA”), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a person Resident Outside India) Regulations, 2000, as amended, the Companies Act, 2013 and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Foreign Investment Promotion Board, Ministry of Finance, Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors (the “Board”) of the Company, the Board be and is hereby authorized for and on behalf of the Company to increase the limit of investment by Foreign Institutional Investors and Foreign Portfolio Investors in the equity shares of the Company, including, without limitation, by subscription pursuant to any further issue of equity shares or other securities by the Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, or direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, from 24% (Twenty Four Per Cent.) to 49% (Forty Nine Per Cent.) of the paid-up equity share capital of the Company.”

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

Place: Delhi
Date: August 13, 2015

Sd/-
(VIJAY PANWAR)
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the 10th Annual General Meeting (AGM), as set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN**

48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. A person can act as Proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

3. In accordance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, the particulars of Directors seeking appointment / re-appointment are also annexed hereto.
4. Notice of AGM and the Annual Report are being sent to

those Members, whose names appeared in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (**NSDL**) / Central Depository Services (India) Limited (**CDSL**), as at the close of business hours on Friday, August 7, 2015. Notice and Annual Report are also available on the website of the Company at www.pcjeweller.com in the Investor section.

5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote at the AGM, on their behalf.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details/ mandates, change of address, e-mail address, etc., to their respective Depository Participants. Members holding shares in physical form are requested to intimate such changes to Karvy Computershare Private Limited (**Karvy**), Registrar and Share Transfer Agent of the Company.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 12, 2015 to September 19, 2015 (both days inclusive)** for the purpose of AGM and for determining the names of the Members eligible for dividend, if declared at the AGM.
8. The dividend, if declared at the AGM, will be paid on or before the 30th day from the date of declaration to those Members, whose names appear on the Company's Register of Members as on **September 11, 2015**. In respect of shares held in dematerialized form, the dividend thereon will be paid to the beneficial owners, as per the list to be furnished by NSDL and CDSL as on that date.
9. Members are requested to encash their dividend warrants immediately on their receipt. Members, who have not encashed their dividend warrants for the financial year ended March 31, 2013, interim and final dividend for the financial year ended March 31, 2014, can approach the Company and/ or Karvy for payment of dividend.
10. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on September 13, 2014 (date of last AGM) on the website of the Company and also with the Ministry of Corporate Affairs. Dividend remaining unclaimed/unpaid for a period of 7 years from the date of transfer to Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund.
11. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit duly filled Nomination Form (Form No. SH – 13) with Karvy. Blank forms will be provided by the Company on request.
12. The Securities Exchange Board of India (**SEBI**) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Karvy/Company.
13. All documents referred to in the Notice of the AGM and the Explanatory Statement will be open for inspection at the Registered Office of the Company during normal business hours (11:00 A.M. to 4:00 P.M.) on all working days, other than Saturday, up to the date of the AGM of the Company.
14. The Board of Directors has appointed Shri Randhir Singh Sharma, Proprietor M/s R S Sharma & Associates, Company Secretaries, New Delhi, as the Scrutinizer to scrutinize the remote e-voting and physical voting process in a fair and transparent manner.
15. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same and the Chairman or in his absence the Company Secretary, shall declare the result forthwith.
16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pcjeweller.com and on Karvy's website <https://evoting.karvy.com> immediately after the result is declared and shall, simultaneously, be forwarded to the Stock Exchanges, where Company's shares are listed.
17. 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 19, 2015.
18. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through remote e-voting facility (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM). The Company has engaged the services of Karvy as the Agency to provide remote e-voting facility.
19. The Company shall also provide facility for voting through physical ballot paper at the AGM and Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the AGM.
20. Only those Members, whose names appear in the Register of Members / List of beneficial owners as on **Monday, September 14, 2015 (Cut-off date)**, shall be entitled to vote (through remote e-voting / physical ballot paper) on the resolutions set forth in this Notice and their voting rights shall be in proportion to their shares 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.

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

Commencement of remote e-voting : From 9:00 A.M. on September 16, 2015

End of remote e-voting : Up to 5:00 P.M. on September 18, 2015

The remote e-voting will not be allowed beyond the aforesaid time and date and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

22. **Members can opt for only one mode of voting i.e. either by physical ballot paper or remote e-voting. However, if Members cast their vote through both mode of voting, then the voting through remote e-voting shall prevail.**
23. The Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
24. The e-Voting Event Number, User ID and Password for remote e-voting are being sent by e-mail, to those Members who have registered their e-mail addresses and along with physical copy of the Notice of the AGM to those Members, who have not registered their e-mail addresses.
25. Any person, who acquires shares and become Member of the Company after the despatch of the Notice and holds shares as on the Cut-off date i.e. Monday, September 14, 2015, may obtain the login ID and password in the manner mentioned below:
- (a) If the mobile number of the Member is registered against Folio No./DP ID – Client ID, the Member may send SMS: MYEPWD <space> e-voting Event Number + Folio No. or DP ID Client ID 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.
- (b) If e-mail address or mobile number of the Member is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.karvy.com>. The Member may click “Forgot Password” and enter Folio No. or DP ID-Client ID and PAN to generate a password.
- (c) Member may call Karvy’s toll free number 1800-345-4001.
- (d) Member may send an e-mail request to evoting@karvy.com.

If a Member is already registered with Karvy for remote e-voting then he can use his existing user ID and password/PIN for casting vote through remote e-voting.

26. Members are requested to carefully read the ‘Procedure and Instructions for remote e-voting’ mentioned hereunder:

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

A. For Members receiving AGM Notice by an e-mail from Karvy:

- i) Launch internet browser by typing **<https://evoting.karvy.com>**.
- ii) Enter the login credentials (i.e. User ID & Password) mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID.
- iii) After entering these details appropriately, click “LOGIN”.
- iv) 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, email ID 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.
- v) You need to login again with the new credentials.
- vi) If you are already registered with Karvy Computershare Private Limited for e-voting, you can use your existing User-ID and Password for casting your vote.
- vii) On successful login, system will prompt you to select the ‘EVENT’ i.e. **‘PC Jeweller Limited’**.
- viii) 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 (which represents number of votes) under ‘FOR/ AGAINST/ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’ but the total number in ‘FOR/ AGAINST’ taken together should not exceed your total shareholding. If the 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.

- ix) 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.
- x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- xii) Corporates/Institutional Members (i.e. other than individuals, HUF's, NRI's etc.) are required to send scanned certified true copy (PDF format) of the relevant Board resolution / Authority Letter to the Scrutinizer at the e-mail ID rss.scrutinizer@gmail.com with copy to evoting@karvy.com.
- xiii) In case of any queries on remote e-voting, you may refer Frequently Asked Questions (FAQs) on e-voting and User Manual for Shareholders available at the download section of <https://evoting.karvy.com> or contact Shri R. Chandra Sekhar, Senior Manager of Karvy at e-mail id : chandrasedkhar.r@karvy.com, contact no.: 040-67161602 Or Karvy's toll free no.: 1800-345-4001.

B. For Members receiving AGM Notice by Post:

- (i) Initial password, alongwith User ID and EVEN (E-voting Event Number) is provided in the table given in the Annexure to the Notice.
 - ii) Please follow all steps as mentioned in (A) above, to cast your vote.
27. Members are requested to participate in the 'Green Initiative in Corporate Governance'. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, etc. from the Company electronically.
 28. Members/Proxies should bring the attendance slip duly filled in for attending the AGM. They are also requested to bring their Annual Report along with them.
 29. 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.
 30. For the security and safety of the Members, no article/ baggage shall be allowed to be taken inside the Auditorium. Route map of the venue of the Meeting is annexed.

EXPLANATORY STATEMENT

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

Item No.: 5

To comply with the requirement of the Companies Act, 2013 (the **"Act"**) and the Listing Agreement, on the recommendation of Nomination and Remuneration Committee, the Board of Directors (the **"Board"**) at its meeting held on March 31, 2015, appointed Ms. Kusum Jain as an Additional Director in terms of Section 161 of the Act, who holds office up to the date of this Annual General Meeting. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Kusum Jain for the office of Director of the Company.

Ms. Kusum Jain has wide experience in retail. She also has indepth knowledge and expertise about gold and diamond jewellery. Ms. Kusum Jain intimated to the Company that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Nomination and Remuneration Committee has recommended her appointment as a Director.

In view of expertise and experience of Ms. Kusum Jain, the

Board considers that her appointment as a Director would be of immense benefit to the Company. The Board recommends the resolution set out at Item No.5 of this Notice for your approval by way of Ordinary Resolution.

Except Ms. Kusum Jain, Shri Balram Garg and Shri Padam Chand Gupta (Brothers of Ms. Kusum Jain) and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of this Notice.

Item No.: 6

To comply with the requirement of the proviso to Clause 49(II) (A)(2) of the Listing Agreement, on the recommendation of Nomination and Remuneration Committee, the Board of Directors (the **"Board"**) proposes the appointment of Shri Suresh Kumar Jain as an Independent Director in the capacity of Non-Executive Director. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the

candidature of Shri Suresh Kumar Jain, for the office of Director of the Company.

Shri Suresh Kumar Jain is a Certified Associate of Indian Institute of Bankers and holds a Diploma in Personnel Management & Labour Welfare from Punjab University. He holds a Master's degree in Economics from Kurukshetra University and a Bachelor's degree in Science from Punjab University. He has over 36 years of experience as banker in domestic and international markets. After joining the Bank of India – a leading Public Sector Bank, he rose to the rank of General Manager in the Bank. He has vast experience in the field of International Banking, Human Resource Development, Development of MSMEs, Commercial & Retail Banking, appraisal of large Credit, Loan Syndications, Trade Finance, Product Marketing and Bank Management. He was also associated with Union Bank of India as an Executive Director from September, 2011 to May, 2014.

Shri Suresh Kumar Jain has intimated to the Company that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and also given his consent to act as Director. He has also given declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Clause 49 of the Listing Agreement with Stock Exchanges. The Nomination and Remuneration Committee has recommended his appointment as an Independent Director for a term of 3 (Three) consecutive years i.e. upto September 18, 2018.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company and is not liable to retire by rotation. Accordingly, it is proposed to appoint Shri Suresh Kumar Jain as an Independent Director of the Company, for a term of 3 (Three) consecutive years i.e. from September 19, 2015 to September 18, 2018.

In the opinion of the Board Shri Suresh Kumar Jain is a person of integrity and fulfils the conditions specified in the Act and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management and also possess appropriate skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. Copy of draft letter of his appointment, as an Independent Director setting out the terms and conditions would be available for inspection by the Members at the Registered Office of the Company. In view of the vast knowledge, experience and expertise of Shri Suresh Kumar Jain, the Board recommends the resolution set out at Item No.6 of this Notice for your approval by way of Ordinary Resolution.

Except Shri Suresh Kumar Jain and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of this Notice.

Item No.: 7

The present term of appointment (i.e. July 1, 2011 to June 30, 2016) of Shri Balram Garg as Managing Director will expire on

June 30, 2016. Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors (the “Board”) upon the recommendation of the Nomination and Remuneration Committee, recommended his re-appointment as Managing Director for a period of 5 (Five) years w.e.f. July 1, 2016 to June 30, 2021, on the terms and conditions as specified in the Resolution.

Shri Balram Garg aged 45 years holds a Bachelor's degree in Commerce from the University of Delhi, New Delhi. He has more than 25 years of experience in the jewellery industry. He has been on the Board and at the helm of affairs of the Company since its incorporation i.e. April 13, 2005. During his present term as Managing Director, he is drawing Rs.50,00,000/- p.m. as remuneration. He has attended all the 7 Board meetings held during the financial year 2014-15. Under his dynamic leadership and guidance, the Company grew tremendously and achieved many milestones such as under:

- i) The Company becoming one of the leading jewellery companies in organised jewellery retail sector in India.
- ii) The Company successfully got listed on BSE Limited and National Stock Exchange of India Limited.
- iii) The total number of showrooms of the Company increased to 54 located in 45 cities across India.
- iv) As on March 31, 2015, the turnover and net profitability of the Company grew to ₹6,34,852 lacs and ₹37,822 lacs respectively.

Keeping in view that Shri Balram Garg has rich and varied experience in the Industry and has been engaged in the operations of the Company right from its inception, it would be in the best interest of the Company to continue to avail his enthusiasm and expertise. Hence, the Board recommends the re-appointment of Shri Balram Garg as Managing Director on the terms and conditions as set out in the resolution at Item No.7 of this Notice for your approval by way of Ordinary Resolution.

Except Shri Balram Garg, Ms. Kusum Jain and Shri Padam Chand Gupta (Sister and Brother of Shri Balram Garg) and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of this Notice.

Item No.: 8

In view of the Company's future expansion plans, its fund requirement for the same and Company's plan to augment its capital base, the present Authorised share Capital of the Company is not sufficient and needs to be increased.

In view of the above, it is proposed to increase the Authorised Share Capital of the Company from ₹2,00,00,00,000/- (Rupees Two Hundred Crores) divided into 20,00,00,000 (Twenty Crore) equity shares of ₹10/- (Rupees Ten) each to ₹2,25,00,00,000/- (Two Hundred Twenty Five Crores) divided

into 22,50,00,000 (Twenty Two Crore Fifty Lacs) equity shares of ₹10/- (Rupees Ten) each, by creation of additional 2,50,00,000 (Two Crore Fifty Lacs) equity shares of ₹10/- (Rupees Ten) each. Consequent upon the increase in the authorised share capital as proposed, the existing Clause V of the Memorandum of Association of the Company will have to be replaced. The Board accordingly recommends the resolution set out at Item No.7 of this Notice for your approval by way of Ordinary Resolution

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of this Notice.

Item No.: 9

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Section 62 of the Companies Act, 2013, any offer or issue of securities in the Company to persons other than members of the Company requires prior approval of the members by way of Special Resolution. The listing agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the Shareholders, unless the Shareholders in a general meeting decide otherwise.

The Company is working on various growth plans to target the fast growing domestic retail jewellery industry across all customer segments. The objective is to penetrate newer geographies and newer formats and establish leadership in the domestic retail segment. Some of the initiatives that the Company has initiated include work on small format showrooms, franchise showrooms, exclusive lounges at select showrooms, Flexia independent stores/showrooms etc. In view of this the Company may require additional capital in future to meet the needs of its growing domestic business, including for long-term working capital requirements, development of infrastructure for future growth (organic as well as inorganic), capital expenditure, expansion/modernization of existing business and for other approved general corporate objectives/purposes from time to time, and to augment the Company's capital base and financial position. While it is expected that the internal accrual of funds would partially finance the need for funds, equity and debt raising would be another source of funds. Hence, it is proposed to create, offer, issue and allot equity shares as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with Lead Managers. The Company intends to issue equity shares for an aggregate amount not exceeding ₹900 crores (Rupees Nine Hundred Crores) or its equivalent. This is an enabling Resolution and the Company will issue equity shares, subject to applicable laws and necessary compliances.

This Special Resolution seeks to enable the Board (including any Committee thereof) to undertake a Qualified Institutions Placement to Qualified Institutional Buyers in accordance with

the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, as amended (the **"SEBI ICDR Regulations"**) as prescribed under Chapter VIII of the SEBI ICDR Regulations for the purposes mentioned above without the need for fresh approval from the Members.

Basis or Justification of Price: The pricing of the Equity Shares to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be determined by the Board subject to such a price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The "Relevant Date" for this purpose, in case of allotment of Equity Shares, will be the date when the Board decides to open the issue. This resolution enables the Board to offer a discount of not more than 5% (Five Per Cent.) or such percentage as permitted under applicable laws on the price determined pursuant to the SEBI ICDR Regulations.

The Special Resolution also enables the Board to issue Equity Shares in tranches, at such times, at such prices and to such person(s) including institutions, bodies corporate and/or individuals or otherwise as the Board deems fit.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the Lead Manager(s) appointed in relation to the proposed issue and such other authorities as may be required, taking into consideration market conditions and in accordance with the applicable provisions of law. The offer/issue/allotment of Equity Shares would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Listing Agreement entered into with the Stock Exchanges.

Section 62 of the Companies Act, 2013 and the provisions of Listing Agreements entered into with the Stock Exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares may be offered to any person other than members of the Company, if authorized by the members pursuant to a special resolution. The special resolutions seek the consent and authorization of the members to the Board to make the proposed issue of Equity Shares, in consultation with the Lead Managers, Advisors and other intermediaries that may be appointed in relation to the issue of Equity Shares, keeping in view the prevailing market conditions and in accordance with the applicable rules and regulations or guidelines.

The Board recommends the resolution set out at Item No.9 of this Notice for your approval by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 9 of this Notice.

Item No. 10

Pursuant to the relevant provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident

Outside India), Regulations, 2000, as amended, any increase in the investment limits for Foreign Institutional Investors (“**FII**s”) and Foreign Portfolio Investors (“**FPI**s”) beyond 24% (Twenty Four Per Cent.) of the paid up equity share capital of the Company requires prior approval of the members by way of Special Resolution.

As on July 31, 2015, holding of FIIs and FPIs in the Company is more than 18% of its paid-up equity share capital. Your Directors recommend raising the FIIs and FPIs limit to allow further liquidity and enable them to trade in the Equity Shares of the Company and allowing FIIs and FPIs to purchase Equity Shares in the secondary market. Accordingly, it is proposed that the FPI investment limit is enhanced from 24% (Twenty Four Per Cent.) to 49% (Forty Nine Per Cent.) of the paid-up equity share capital of the Company.

The Board recommends the resolution set out at Item No.10 of this Notice for your approval by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.10 of this Notice.

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

Place: Delhi
Date: August 13, 2015

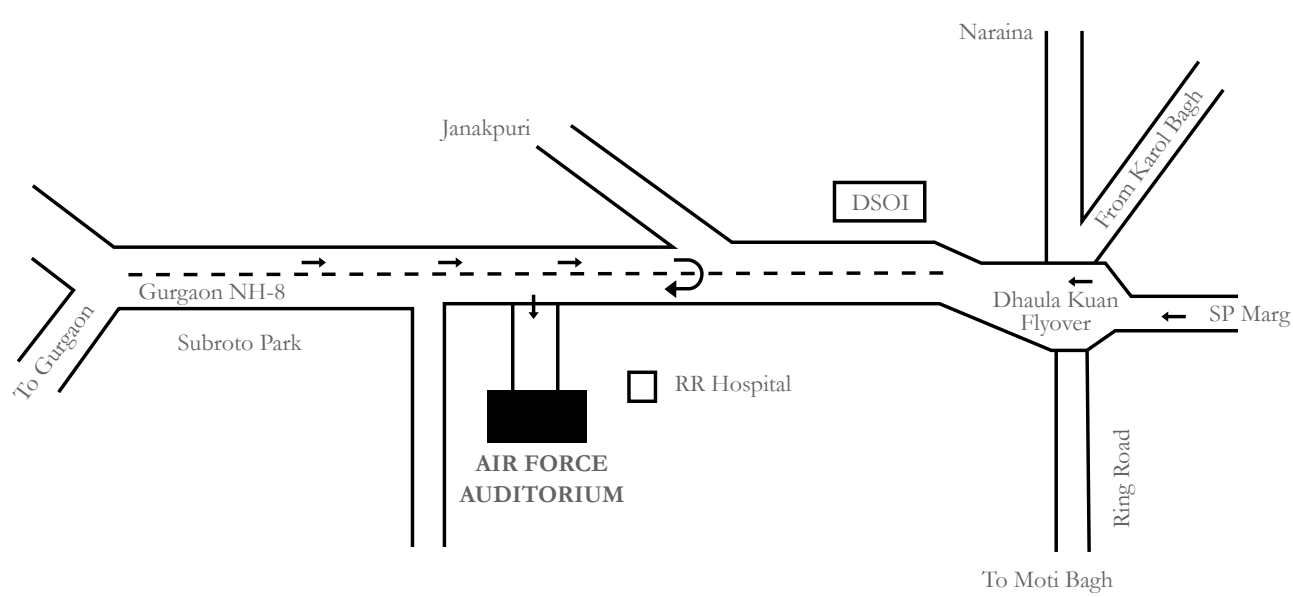
Sd/-
(VIJAY PANWAR)
Company Secretary

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
AT THE ANNUAL GENERAL MEETING**

(Pursuant to Clause 49 of the Listing Agreement)

Name	Shri Ramesh Kumar Sharma	Ms. Kusum Jain	Shri Suresh Kumar Jain	Shri Balram Garg
Date of Birth	27/09/1957	20/09/1965	05/05/1954	03/04/1970
Qualifications	Certified Associate of Indian Institute of Bankers, B.Com. & M.Com. from University of Rajasthan, Jaipur	Basic Education	Certified Associate of Indian Institute of Bankers, Diploma in Personnel Management and Labour Welfare and B.Sc. (Honours) from Punjab University, M.A. (Economics) from Kurukshetra University	B.Com. from University of Delhi
Expertise in specific functional areas	Foreign Exchange, Credit and Administration	Retail	International Banking, Human Resource Development, Development of MSME, Commercial & Retail Banking, Product Marketing and Bank Management	Overall control and management of the Company
Shareholding in the Company	3,000	Nil	Nil	6,69,51,050 (37.38%)
Directorships held in other Indian public limited companies as on March 31, 2015	None	None	None	None
Membership / Chairmanship of committees in other Indian public limited companies as on March 31, 2015	None	None	None	None

Route Map for AGM Venue





Please Cut Here



ATTENDANCE SLIP

PC Jeweller Limited

CIN: L36911DL2005PLC134929
Regd. Office: C-54, Preet Vihar, Vikas Marg, Delhi – 110 092
Phone: 011-49714971, Fax: 011-49714972
Website: www.pcjeweller.com, E-mail: investors@pcjewellers.com

DP ID & Client ID		NAME & ADDRESS OF THE MEMBER
Folio Number		
Number of Shares		

I hereby record my presence at the 10th ANNUAL GENERAL MEETING of the Company held at **Air Force Auditorium, Subroto Park, New Delhi – 110 010, on Saturday, September 19, 2015 at 3:30 p.m.**

Please mark (√) the appropriate box:

Member ☐ Proxy ☐

* I hereby give my consent for receiving from the Company all communications including Annual Report, Notices, and other documents permissible to be sent through electronic mode, on my e-mail id:

Signature of the attending Member / Proxy

* Delete, if not required.

Notes:

1. A Member / Proxy holder attending the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.
2. A Member / Proxy holder attending the meeting should bring copy of the Annual Report for reference at the meeting.



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014]

PC Jeweller Limited

CIN: L36911DL2005PLC134929

Regd. Office: C-54, Preet Vihar, Vikas Marg, Delhi – 110 092

Phone: 011-49714971, Fax: 011-49714972

Website: www.pcjeweller.com, E-mail: investors@pcjewellers.com

Name of the Member(s) :

Registered address :

E-mail ID :

Folio Number/Client ID : DP ID:.....

I/We, being the Member(s) of shares of the above named company, hereby appoint:

1.	Name:	E-mail ID:
	Address:	Signature:

or failing him/her

2.	Name:	E-mail ID:
	Address:	Signature:

or failing him/her

3.	Name:	E-mail ID:
	Address:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Saturday, September 19, 2015 at 3:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi – 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Consideration and adoption of audited financial statements of the Company for the financial year ended March 31, 2015 together with the reports of the Statutory Auditors and the Directors' thereon.
2. Declaration of dividend for the financial year 2014-15.
3. Re-appointment of Shri Ramesh Kumar Sharma as a Director liable to retire by rotation.
4. Appointment of M/s Walker Chandio & Co LLP, Chartered Accountants and M/s Sharad Jain Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration.
5. Appointment of Ms. Kusum Jain as a Director liable to retire by rotation.
6. Appointment of Shri Suresh Kumar Jain as an Independent Director.
7. Re-appointment of Shri Balram Garg as Managing Director.
8. Increase in Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company.
9. Further issue of Securities.
10. Raising limit of investment by FIIs/FPIs in the Company.

Signed this day of 2015.

Affix ₹1
Revenue
Stamp

Signature of Member

Signature of Proxy holder(s)

Note: This Proxy Form should be signed across the stamp and in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.