

Date: 18/08/2014

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.: 9th Annual General Meeting Notice

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

Dear Sir/Madam,

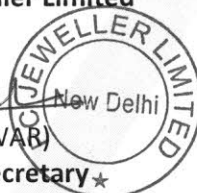
Pursuant to Clause 31 and other applicable clauses, if any, of the Listing Agreement, please find enclosed herewith Notice of 9th Annual General Meeting of the Company scheduled to be held on September 13, 2014 at 3:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

Kindly take the same on record.

Thanking you,

Yours sincerely,

For PC Jeweller Limited


(VIJAY PANWAR)
Company Secretary★


Encl.: As above

CIN: L36911DL2005PLC134929 PC Jeweller Limited
Corporate Office : C - 54, IIInd Floor, Vikas Marg, Preet Vihar, Delhi - 110 092 Ph. : 011 - 49714971 Fax : 011 49714972

Regd. & Head Off. : 24/2708, Bank Street, Karol Bagh, New Delhi - 110 005, INDIA

OTHER SHOWROOMS : NEW DELHI: Karol Bagh • Pitampura • Kingsway Camp • Rajouri Garden • South Extn., Part-I • GK-I • UTTAR PRADESH: Ghaziabad • Indrapuram • Noida • Lucknow • Kanpur •
HARYANA: Gurgaon • Faridabad • Rohtak • Panchkula • CHANDIGARH • UTTARAKHAND: Dehradun • Haridwar • MADHYA PRADESH: Bhopal • Indore • CHHATTISGARH: Raipur • Bilaspur •
RAJASTHAN: Jodhpur • Bhilwara • Pali • Beawar • Ajmer • PUNJAB: Ludhiana • Amritsar
info@pcjeweller.com • www.pcjeweller.com

PC JEWELLER LIMITED

CIN: L36911DL2005PLC134929

Regd. Office: 24/2708, Bank Street, Karol Bagh, New Delhi – 110 005

Phone: 011-47104810, Fax: 011-28720811

Corp. 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 9th Annual General Meeting of the Members of PC Jeweller Limited will be held on Saturday, the 13th day of September, 2014, at 3:30 P.M., at Air Force Auditorium, Subroto Park, New Delhi – 110 010, 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, 2014 together with the reports of Statutory Auditors and the Directors' thereon.
2. To confirm the payment of interim dividend of ₹1.50 per equity share and to declare final dividend for the financial year 2013-14.
3. To appoint a director in place of Shri Padam Chand Gupta (DIN: 00032794), 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 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Walker Chandio & 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 Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors."

SPECIAL BUSINESS:

5. APPOINTMENT OF DR. MANOHAR LAL SINGLA 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, Schedule IV 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 modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Manohar Lal Singla (DIN: 03625700), Non-Executive Independent Director of the Company, in respect of whom the Company has received a notice in writing 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 5 (five) consecutive years from September 13, 2014 to September 12, 2019."

6. APPOINTMENT OF SHRI KRISHAN KUMAR KHURANA 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, Schedule IV 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 modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Krishan Kumar Khurana (DIN: 00253589), Non-Executive Independent Director of the Company, in respect of whom the Company has received a notice in writing 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 5 (five) consecutive years from September 13, 2014 to September 12, 2019."

7. APPOINTMENT OF SHRI MIYAR RAMANATH NAYAK 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, Schedule IV 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 modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Miyar Ramanath Nayak (DIN: 03352749), who was appointed as an Additional Director of the Company with effect from February 7, 2014, 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 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 5 (five) consecutive years from September 13, 2014 to September 12, 2019."

8. APPOINTMENT OF SHRI RAMESH KUMAR SHARMA 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 modification(s) or re-enactment thereof for the time being in force) Shri Ramesh Kumar Sharma (DIN: 01980542), who was appointed as an Additional Director of the Company with effect from February 7, 2014, 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 under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

9. APPOINTMENT OF SHRI RAMESH KUMAR SHARMA AS A WHOLE-TIME 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, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (corresponding to Sections 198, 269, 309, Schedule XIII and any other applicable provisions of the Companies Act, 1956) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Ramesh Kumar Sharma (DIN: 01980542), be and is hereby appointed as a Whole-time Director of the Company, designated as Executive Director & Chief Operating Officer, with effect from February 7, 2014 for a period of 3 (three) years on a monthly salary of ₹2,10,000 with an annual increment up to 20% over the previous year's salary.

RESOLVED FURTHER THAT in addition to salary Shri Ramesh Kumar Sharma shall also be entitled to the following:

- a) Company maintained car with driver for official use and provision for telephone/fax at residence.
- b) Gratuity & Bonus, as per the rules of the Company and subject to the applicable laws.
- c) 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.
- d) 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 remuneration, from time to time, during the tenure 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 tenure, the Company shall pay to Shri Ramesh Kumar Sharma, the remuneration by way of salary, allowances and other benefits as specified above and in accordance with the limits specified in Schedule V of the Act or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

RESOLVED FURTHER THAT no sitting fee shall be paid to Shri Ramesh Kumar Sharma for attending meetings of the Board of Directors or any Committees thereof.

RESOLVED FURTHER THAT Shri Ramesh Kumar Sharma shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the 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."

10. RATIFICATION OF REMUNERATION TO BE PAID TO M/S M. K. SINGHAL & CO., COST ACCOUNTANTS, COST AUDITOR 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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹2,00,000 plus service tax payable to M/s M. K. Singhal & Co., Cost Accountants (Firm Registration No. 00074), appointed as Cost Auditors of the Company to conduct audit of Company's cost accounting records for the financial year ending March 31, 2015, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things, including to delegate such authority, as may be necessary, proper or desirable for giving effect to the aforesaid resolution."

By order of the Board of Directors
For PC Jeweller Limited

Sd/-

(VIJAY PANWAR)
Company Secretary

Place: New Delhi
Date: July 28, 2014

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 Annual General Meeting (AGM), as set out in the Notice is annexed hereto.
2. The relevant details as required under Clause 49 of the Listing Agreement with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors under Item Nos. 3 and 5 to 9 of the Notice, are also annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** 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. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. **A PROXY FORM IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED / CORPORATE OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting, on their behalf.
6. Notice of AGM and the Annual Report are being sent to all the Members, whose names appear in the Register of Member / 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 1, 2014. Annual Report is also available on the website of the Company at www.pcjeweller.com in the Investor section.
7. 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 the Company's Registrar and Share Transfer Agent (RTA), Karvy Computershare Private Limited.
8. Members, who hold equity shares in physical form and are desirous of availing Electronic Clearance Scheme (ECS) facility for direct credit of dividend to their bank account, may submit their request in the ECS Mandate Form (enclosed with the Annual Report) to the Company's RTA.
9. The Register of Members and Share Transfer books of the Company will remain closed from September 6, 2014 to September 13, 2014 (both days inclusive) for the purpose of AGM and for determining the names of the Members eligible for final dividend on equity shares, if declared at the AGM.
10. The final dividend, as recommended by the Board of Directors, if declared, at the AGM, will be paid on or before the 30th day from the date of declaration to those Members, whose names stand registered in the Company's Register of Members:
 - a) As Beneficial Owners as at the close of business hours on September 5, 2014, as per the list to be furnished by NSDL and CDSL in respect of shares held in dematerialized form; and
 - b) As Members in the Register of Members of the Company after giving effect to all the valid share transfers lodged with the Company's RTA, on or before September 5, 2014.
11. Members are requested to encash their dividend warrants immediately on their receipt, as dividend remaining unclaimed/unpaid for a period of seven years from the date of transfer of the same to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund established by the Central Government.
12. Members, who hold shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, are requested to fill up the Nomination Form (Form No. SH - 13) and send the same to the Company's RTA. Blank forms will be provided by the Company on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.
13. 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 the 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 Company's RTA.
14. **Voting through electronic means:**
 - i) 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 providing facility to the Members to cast their vote electronically through e-voting platform provided by Karvy Computershare Private Limited in respect of the business to be transacted at the 9th AGM of the Company.
 - ii) The e-Voting Event Number, User ID and Password for e-voting along with detailed instructions are being sent by e-mail, to those Members who have registered their e-mail IDs and along with physical copy of the Notice of the AGM to those Members, who have not registered their e-mail IDs.
 - iii) In case of any queries on 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 Karvy Computershare Private Limited on toll free No. 1-800-34-54-001.



- iv) The e-voting period will commence from **September 7, 2014 at 9:00 A.M.** and end on **September 9, 2014 at 6:00 P.M.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as at the close of business hours on the cut-off date (record date) of **August 1, 2014**, may cast their vote electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited for voting thereafter.
15. **Members can opt for only one mode of voting i.e. either by physical ballot paper or e-voting. However, if Members cast their vote through physical ballot paper as well as by e-voting, then the voting through e-voting shall prevail.**
 16. The voting rights of Members for e-voting and for physical voting at the AGM shall be in proportion to their shares in the paid up equity share capital of the Company as at the close of business hours on **Friday, August 1, 2014 (Cut-off Date).**
 17. Shri Randhir Singh Sharma, Proprietor M/s R S Sharma & Associates, Company Secretaries, New Delhi, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 18. The Scrutinizer shall within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 19. The results shall be declared on or after the date of AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pcejeweller.com and on the Karvy's website www.evoting.karvy.com within 2 days of the passing of resolutions at the AGM of the Company.
 20. 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.
 21. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote.
 22. For the security and safety of the Members, no article/baggage will be allowed at the venue of the AGM.
 23. All documents referred to in the Notice of the AGM and the Explanatory Statement shall be open for inspection at the Corporate Office of the Company during normal business hours (11:00 A.M. to 4:00 P.M.) on all working days, up to the date of the AGM of the Company.

EXPLANATORY STATEMENT

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

Item Nos.: 5, 6 & 7:

Brief profile of Dr. Manohar Lal Singla

Dr. Manohar Lal Singla joined the Board of the Company on September 20, 2011, as Non-Executive Independent Director. He holds a Bachelor's degree in Engineering (Mechanical) from Punjab University, Chandigarh, a Master's degree in Business Administration and Doctor of Philosophy in Management from University of Delhi, New Delhi. He is currently Dean of the Faculty of Management Studies, University of Delhi, New Delhi. He has over 30 years of professional experience both in Academics and Industry in the specific areas of Information Systems, Strategic IT Management and Decision Support Systems. He is actively involved in teaching, training, research and consultancy in these areas.

Brief profile of Shri Krishan Kumar Khurana

Shri Krishan Kumar Khurana joined the Board of the Company on September 20, 2011, as Non-Executive Independent Director. He holds a Bachelor's degree in Arts from Maharishi Dayanand University, Rohtak, a Master's degree in Arts from Kurukshetra University, Kurukshetra and a Bachelor's degree in Law from University of Delhi, New Delhi. He is a practising advocate of the Supreme Court of India and the High Court of Delhi. He was the Additional Advocate General of the State of Punjab. He has 30 years experience in legal services industry.

Brief profile of Shri Miyar Ramanath Nayak

Shri Miyar Ramanath Nayak joined the Board of the Company on February 7, 2014, as an Additional Director in terms of Section 161 of the Companies Act, 2013 (the "Act") in the capacity of Non-Executive Independent Director, who holds office up to the date of this Annual General Meeting. He is a Certified Associate of Indian Institute of Bankers and also holds a Bachelor's degree in Commerce from University of Mysore, Mysore. He has vast experience in the field of Gold Banking, Treasury & Forex Operations, Credit Risk Management and Branch Banking. He was associated with the banking industry for 40 years. He was also associated with Allahabad Bank as an Executive Director.

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 Dr. Manohar Lal Singla, Shri Krishan Kumar Khurana and Shri Miyar Ramanath Nayak as Independent Directors of the Company, for a term of 5 (five) consecutive years from September 13, 2014 to September 12, 2019.

The Company has received notices in writing from Members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Dr. Manohar Lal Singla, Shri Krishan Kumar Khurana and Shri Miyar Ramanath Nayak, for the office of Director(s) of the Company.

All the aforesaid Independent Directors have intimated to the Company that they are not disqualified from being appointed as Director(s) in terms of Section 164 of the Act and also given their consents to act as Director(s). They have also given declarations that they meet 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 their appointment as Independent Directors for a term of 5 (five) consecutive years from September 13, 2014 to September 12, 2019.

In the opinion of the Board they fulfil the conditions specified in the Act and the rules made thereunder for their appointment as Independent Directors of the Company and are 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 letters of their appointment, as Independent Directors setting out the terms and conditions would be available for inspection by the Members at the Corporate Office of the Company, during normal business hours (11:00 A.M. to 4:00 P.M.) on any working day up to the date of this Annual General Meeting.

In view of the vast knowledge and expertise of Dr. Manohar Lal Singla, Shri Krishan Kumar Khurana and Shri Miyar Ramanath Nayak, the Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

The Board recommends the resolutions set out at Item Nos. 5, 6 & 7 of this Notice for your approval by way of Ordinary Resolutions.

Except Dr. Manohar Lal Singla, Shri Krishan Kumar Khurana and Shri Miyar Ramanath Nayak and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / 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 Nos. 5, 6 & 7 respectively, of this Notice.

Item Nos.: 8 & 9

The Board at its meeting held on February 7, 2014 appointed Shri Ramesh Kumar Sharma, Chief Operating Officer of the Company, as an Additional Director in terms of Section 161 of the Companies Act, 2013 (the "Act"), who holds office up to the date of this Annual General Meeting. The Board at the same meeting, subject to the approval of the Members, also appointed him as a Whole-time Director of the Company, designated as Executive Director & Chief Operating Officer, for a period of 3 years with effect from February 7, 2014.

He is a Certified Associate of Indian Institute of Bankers. He holds a Bachelor's degree & a Master's degree in Commerce from University of Rajasthan, Jaipur. He has over 29 years' experience in foreign exchange, credit and administration sectors. He is associated with the Company since April, 2007. He was also a Whole-time Director on the Board of the Company during January, 2008 to September, 2011. Prior to joining the Company, he was associated with the State Bank of Bikaner and Jaipur.

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 Ramesh Kumar Sharma for the office of Director of the Company.



Shri Ramesh Kumar Sharma intimated to the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Nomination and Remuneration Committee has recommended the appointment of Shri Ramesh Kumar Sharma as a Director and also as Whole-time Director for a period of 3 (three) years from February 7, 2014 to February 6, 2017, on the terms and conditions as mentioned in the resolution set out at Item No.9 of this Notice.

In view of vast knowledge and expertise of Shri Ramesh Kumar Sharma, the Board considers that his appointment as a Director and also as Whole-time Director would be of immense benefit to the Company.

The Board recommends the resolutions set out at Item Nos. 8 & 9 of this Notice for your approval by way of Ordinary Resolutions.

Except Shri Ramesh Kumar Sharma and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / 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 Nos. 8 & 9 of this Notice.

Item No.10

The Board on the recommendation of the Audit Committee, has approved the appointment of M/s M. K. Singhal & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of ₹2,00,000 plus service tax for the financial year ending March 31, 2015. The Company has already received their consent letter and eligibility certificate.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders. Accordingly, the Board recommends the resolution set out at Item No. 10 of this Notice for your approval by way of Ordinary Resolution.

None of the Directors / 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

Sd/-
(VIJAY PANWAR)
Company Secretary

Place: New Delhi
Date: July 28, 2014

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Pursuant to Clause 49 of the Listing Agreement)

Name	Dr. Manohar Lal Singla	Shri Krishan Kumar Khurana	Shri Miyar Ramanath Nayak	Shri Ramesh Kumar Sharma	Shri Padam Chand Gupta
Date of Birth	January 20, 1958	February 12, 1957	May 13, 1952	September 27, 1957	March 26, 1954
Qualifications	B.E. (Mechanical Engineering) from Punjab University, Chandigarh, M.B.A. and Ph.D. (Management) from University of Delhi, New Delhi.	B.A. from Maharishi Dyanand University, Rohtak, M.A. from Kurukshetra University, Kurukshetra, LL.B. from University of Delhi, New Delhi	CAIIB, B.Com. from University of Mysore, Mysore	CAIIB, B.Com. & M.Com. from University of Rajasthan, Jaipur	Basic education
Expertise in specific functional areas	Management and Decision Support Systems	Legal Services	Gold Banking, Treasury & Forex Operations, Credit Risk Management	Foreign Exchange, Credit and Administration	General Management & Jewellery Industry
Shareholding in the Company	Nil	Nil	Nil	5,500	5,03,71,800
Directorships held in other Indian public limited companies as on March 31, 2014	None	None	Asian Star Company Limited	None	None
Membership/ Chairmanship of committees in other Indian public limited companies as on March 31, 2014	None	None	None	None	None

MEMBERS MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS SHALL BE
DISTRIBUTED AT THE VENUE OF THE MEETING



ATTENDANCE SLIP

PC JEWELLER LIMITED

CIN: L36911DL2005PLC134929

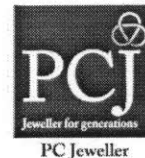
Regd. Office: 24/2708, Bank Street, Karol Bagh, New Delhi – 110 005

Phone: 011-47104810, Fax: 011-28720811

Corp. 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 No.		
No. of Shares		

I hereby record my presence at the 9th ANNUAL GENERAL MEETING of the Company held at Air Force Auditorium, Subroto Park, New Delhi – 110 010, on Saturday, September 13, 2014 at 3:30 p.m.

Please mark (✓) the appropriate box:

Member

☐

Proxy

☐

Signature of the attending Member/Proxy

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: 24/2708, Bank Street, Karol Bagh, New Delhi – 110 005
Phone: 011-47104810, Fax: 011-28720811
Corp. 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 No./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 9th Annual General Meeting of the Company, to be held on **Saturday, September 13, 2014 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. Consider and adopt Financial Statements of the Company for the year ended March 31, 2014 together with the reports of the Statutory Auditors and the Directors' thereon.
2. Confirm the payment of interim dividend of ₹1.50 per equity share and to declare final dividend for the financial year 2013-14.
3. Re-appointment of Shri Padam Chand Gupta as 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 Joint Statutory Auditors and fixing their remuneration.
5. Appointment of Dr. Manohar Lal Singla as an Independent Director.
6. Appointment of Shri Krishan Kumar Khurana as an Independent Director.
7. Appointment of Shri Miyar Ramanath Nayak as an Independent Director.
8. Appointment of Shri Ramesh Kumar Sharma as a Director liable to retire by rotation.
9. Appointment of Shri Ramesh Kumar Sharma as a Whole-time Director.
10. Ratification of remuneration to be paid to M/s M. K. Singhal & Co., Cost Accountants, Cost Auditors of the Company.



Signed this day of 2014.

Signature of Member Signature of Proxy holder(s)

Affix ₹1
Revenue
Stamp

Note: This Proxy Form 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.