PCJ
Jeweller for generations

Date: 29/07/2016

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.: Extra-ordinary General Meeting Notice

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

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of Extra-ordinary General Meeting to be held on Monday, August 22, 2016 at 10:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003.

Kindly take the information on record.

Thanking you.

For **PC Jeweller Limited**

PC JEWELLER LIMITED New Delhi

(VIJAY PANWAR)
Company Secretary

Encl.: As above

PC Jeweller Limited

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

PC Jeweller

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Members of **PC Jeweller Limited** will be held on **Monday, the 22nd day of August, 2016, at 10:30 A.M.**, at **Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003**, to transact the following **Special Business**:

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

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

"RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendments thereto or re-enactments thereof, for the time being in force) (the "**Act**") and subject to the Articles of Association of the Company, the Authorised Share Capital of the Company, be and is hereby increased from Rs.225,00,00,000/- (Rupees Two Hundred Twenty Five Crores) divided into 22,50,00,000 (Twenty Two Crore Fifty Lakhs) equity shares of Rs.10/- (Rupees Ten) each to Rs.500,00,00,000/- (Rupees Five Hundred Crores) divided into 24,00,00,000 (Twenty Four Crores) equity shares of Rs.10/- (Rupees Ten) each and 26,00,00,000 (Twenty Six Crores) preference shares of Rs.10/- (Rupees Ten) each, by creation of additional 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs.10/- (Rupees Ten) each and 26,00,00,000 (Twenty Six Crores) preference shares of Rs.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 Rs.500,00,00,000/- (Rupees Five Hundred Crores) divided into 24,00,00,000 (Twenty Four Crores) equity shares of Rs.10/- (Rupees Ten) each and 26,00,00,000 (Twenty Six Crores) preference shares of Rs.10/- (Rupees Ten) each.

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 authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution."

2. ISSUE AND ALLOTMENT OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES AND EQUITY SHARES ARISING ON CONVERSION OF SUCH COMPULSORILY CONVERTIBLE PREFERENCE SHARES

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

"RESOLVED THAT pursuant to Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof for the time being in force), the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "**ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), each as amended, any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 25,73,72,912 (Twenty Five Crores Seventy Three Lakhs Seventy Two Thousand And Nine Hundred Twelve) Compulsorily Convertible Preference Shares having face value of Rs.10/- (Rupees Ten Only) ("**CCPS**") each, in one or more tranches, at par, for an aggregate amount of up to Rs.257,37,29,120/- (Rupees Two Hundred Fifty Seven Crores Thirty Seven Lakhs Twenty Nine Thousand And One Hundred Twenty Only) by way of preferential allotment on private placement basis to the persons specified herein below (hereinafter collectively referred to as the "**Investors**" and individually as an "**Investor**") and to issue such number of equity shares as may be required to be issued upon conversion of such CCPS or as may be necessary in accordance with the terms of the offering:

Name of the Investor(s)	No. of CCPS
Fidelity Advisor Series VIII: Fidelity Advisor Emerging Markets Fund	2,08,10,176
Fidelity Emerging Markets Fund	3,18,65,582
Fidelity Investment Trust: Fidelity Emerging Markets Fund	16,94,26,966
Variable Insurance Products Fund II: Emerging Markets Portfolio	1,09,02,390
Fidelity Investment Trust: Fidelity Total International Equity Fund	35,57,622
Fidelity Investment Trust: Fidelity International Small Cap Fund	2,08,10,176

RESOLVED FURTHER THAT CCPS shall be issued to the Investors on the following terms and on such other terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment:

The priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares	CCPS shall carry a preferential right vis-a-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital.
The participation in surplus fund	CCPS shall be non-participating in surplus funds.
The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	CCPS shall be non-participating in surplus assets and profits, on winding up, which may remain after the entire capital has been repaid.
Rate of dividend	CCPS shall carry a dividend of 13% per annum exclusive of any applicable taxes, up to the date of their conversion into equity shares of the Company.
The payment of dividend on cumulative or non-cumulative basis	The dividend on CCPS shall be paid on cumulative basis.
The conversion of preference shares into equity shares	CCPS shall be compulsorily convertible in to equity shares of the Company within a maximum period of 12 months from the date of allotment.
The voting rights	The voting rights of the Investors holding CCPS shall be in accordance with the provisions of Section 47 of the Companies Act, 2013 (including any statutory amendments thereto or re-enactments thereof for the time being in force).
The redemption of preference shares	Not applicable as CCPS shall compulsorily convert into equity shares of the Company.

RESOLVED FURTHER THAT CCPS shall convert into such number of equity shares of the Company arrived at by dividing the product of the face value of each CCPS being converted and the number of CCPS being converted, by Rs.382.54 (Rupees Three Hundred Eighty Two & Paisa Fifty Four Only), being the price determined in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the equity shares to be issued on conversion of the CCPS shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the relevant date, for determination of the price at which CCPS convert into equity shares of the Company shall be July 22, 2016, being the date 30 (thirty) days prior to the date on which the meeting of Members is held to consider the proposed issuance of CCPS.

RESOLVED FURTHER THAT in accordance with the Regulation 74(1) of the ICDR Regulations CCPS shall be allotted within a period of 15 (fifteen) days from the date of passing of the resolution by the Members, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT the equity shares to be allotted to the Investors upon conversion of CCPS, be listed on BSE and NSE, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares to be allotted to the Investors upon conversion of CCPS and for the admission of such CCPS and the equity shares with the depositories, viz. National Securities Depository Limited and/or Central Depository Services (India) Limited, and for the credit of such CCPS and the equity shares to be allotted upon conversion of CCPS to the demat account of the Investors.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect

to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give 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 27, 2016

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and related particulars for the proposed special business is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERL MEETING ("EGM") 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 Proxy can act 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. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy for his entire shareholding and such person shall not act as a Proxy for any other person or Member.

3. The EGM Notice is being sent by e-mail to those Members who have registered their e-mail IDs with their Depository (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent – Karvy Computershare Private Limited ("**Karvy**") (in case of physical shareholding) for receipt of documents in electronic mode. The physical copies of EGM Notice along with Attendance Slip and Proxy Form is being sent by permitted mode to those Members whose e-mail IDs are not registered.

4. The EGM Notice is being sent to all Members, whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL / CDSL, as on Friday, July 22, 2016. Notice is also available on the Company's website i.e. **www.pcjeweller.com** in the Investor section as well as on the Karvy's website i.e. **https://evoting.karvy.com**.

5. Only those Members, whose names appear in the Register of Members / List of beneficial owners as on **Tuesday, August 16, 2016 ("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.

6. 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 Regulation 44 of the Listing Regulations, 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 EGM). The Company has engaged the services of Karvy as the Agency to provide remote e-voting facility. **E-voting is optional**.

7. The Company shall also provide facility for voting through physical ballot paper at the EGM and Members attending the EGM, who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the EGM.

8. 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.

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

Commencement of remote e-voting	**:**	**From 9:00 A.M. on Friday, August 19, 2016**
End of remote e-voting	**:**	**Up to 5:00 P.M. on Sunday, August 21, 2016**

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

10. 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 IDs and along with physical copy of the EGM Notice to those Members, who have not registered their e-mail IDs.

11. 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. August 16, 2016, 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.

12. The Members, who have cast their votes by remote e-voting may also attend the EGM but shall not be entitled to cast their vote again.

13. The Board of Directors has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (C.P.No.: 3872), as the Scrutinizer to scrutinize the remote e-voting and physical voting process at the EGM in a fair and transparent manner.

14. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or in his absence to any other Director authorized by the Board, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman or in his absence by the Company Secretary within 48 hours from the conclusion of the EGM at the Registered Office of the Company.

15. The Result declared along with the Scrutinizer's Report will be displayed on the notice board of the Company at its Registered Office and shall also be placed on the Company's website www.pcjeweller.com and also on Karvy's website https://evoting.karvy.com. The Result shall also be forwarded to the Stock Exchanges, where Company's shares are listed.

16. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the EGM, i.e. August 22, 2016.

17. Members are requested to carefully read the 'Procedures and Instructions for Remote e-Voting' mentioned hereunder:

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

A. For Members receiving EGM Notice by e-mail:

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 (for NSDL) / 16 digits Beneficiary ID for CDSL will be your Used ID.

iii) Under Captcha, please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

iv) After entering these details appropriately, click "LOGIN".

v) You will now reach Password Change Menu, wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *,#,@ etc.). The system will prompt you to change your Password and update your contact details like mobile number, e-mail 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.

vi) You need to login again with the new credentials.

vii) If you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.

viii) On successful login, system will prompt you to select the 'EVENT' i.e. '**PC Jeweller Limited'**.

ix) On the voting page, you will see resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares as on the cut-off date i.e. August 16, 2016 (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.

x) 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.

xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

xiii) 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 / Power of Attorney / Authority Letter to the Scrutinizer at the e-mail ID **rss.scrutinizer@gmail.com** with copy to **evoting@karvy.com**.

xiv) 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 Shri Anupam Ompolu, Manager at Karvy at e-mail id: anupam.ompolu@karvy.com, contact no.: 040-67161531 or can also call Karvy's toll free no.: 1800-345-4001.

B. For Members receiving EGM Notice by Post:

i) Initial Password is provided below the Attendance Slip in the following format:

EVEN (e-Voting Event Number)	User ID	Password / PIN

ii) Please follow all steps as mentioned in (A) above, to cast your vote.

18. Corporate Members intending to send their authorized representatives to attend the EGM are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote at the EGM, on their behalf.

19. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details/mandates, change of address, e-mail ID etc., to their respective Depository Participants. Members holding shares in physical form are requested to intimate such changes to Registrar and Share Transfer Agent of the Company i.e. Karvy.

20. The relevant documents referred to in the Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11:00 A.M. and 4:00 P.M. on all working days, other than Saturday, up to the date of the EGM.

21. Members are requested to participate in the 'Green Initiative in Corporate Governance'. Members, who have not registered their e-mail IDs so far, are requested to register their e-mail IDs for receiving all communications including Annual Report, Notices etc. from the Company electronically.

22. Members/Proxies should bring the Attendance Slip duly filled in for attending the EGM.

23. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

EXPLANATORY STATEMENT

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

ITEM NO. 1

To augment the long term resources for meeting funding requirements for various business purposes including enhanced working capital requirements, future expansion plans and growth objectives, sufficient provision is required in the Authorised Share Capital of the Company.

In view of the above, as well as the Item No.2 of this Notice regarding issue and allotment of preference shares, it is proposed to increase the Authorised Share Capital of the Company from Rs.225,00,00,000/- (Rupees Two Hundred Twenty Five Crores) divided into 22,50,00,000 (Twenty Two Crore Fifty Lakhs) equity shares of Rs.10/- (Rupees Ten) each to Rs.500,00,00,000/- (Rupees Five Hundred Crores) divided into 24,00,00,000 (Twenty Four Crores) equity shares of Rs.10/- (Rupees Ten) each and 26,00,00,000 (Twenty Six Crores) preference shares of Rs.10/- (Rupees Ten) each, by creation of additional 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs.10/- (Rupees Ten) each and 26,00,00,000 (Twenty Six Crores) preference shares of Rs.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 also have to be replaced. The draft amended Memorandum of Association will be available for inspection by the Members at the Registered Office of the Company. The Board recommends the resolution proposed at Item No.1 for your approval by way of an 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.1 of this Notice.

ITEM NO. 2

The Company proposes to create, offer, issue and allot up to 25,73,72,912 (Twenty Five Crores Seventy Three Lakhs Seventy Two Thousand And Nine Hundred Twelve) Compulsorily Convertible Preference Shares having face value of Rs.10/- (Rupees Ten Only) ("**CCPS**") each, in one or more tranches, at par, for an aggregate amount of up to Rs.257,37,29,120/- (Rupees Two Hundred Fifty Seven Crores Thirty Seven

Lakhs Twenty Nine Thousand And One Hundred Twenty Only) to the Investors. The CCPS shall be compulsorily convertible in to equity shares of the Company within a maximum period of 12 months from the date of allotment.

The allotment of CCPS so offered and the equity shares to be allotted upon the conversion of CCPS shall be in dematerialised form. The equity shares to be allotted upon the conversion of the CCPS shall, subject to receipt of necessary approvals, be listed and traded on National Stock Exchange of India Limited and BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

The disclosures required pursuant to Regulation 73 of the ICDR Regulations and the Companies Act, 2013, are as follows:

a) The objects of the preferential issue:
To meet the Company's requirement of working capital as well as capital expenditure to support business expansion.

b) The manner of issue:
CCPS shall be issued by way of preferential allotment on private placement basis.

c) Total number of securities to be issued, price or price band at/within which the allotment is proposed:
Up to 25,73,72,912 (Twenty Five Crores Seventy Three Lakhs Seventy Two Thousand And Nine Hundred Twelve) CCPS having face value of Rs.10/- (Rupees Ten Only) each, in one or more tranches, at par, for an aggregate amount of up to Rs.257,37,29,120/- (Rupees Two Hundred Fifty Seven Crores Thirty Seven Lakhs Twenty Nine Thousand And One Hundred Twenty Only).

CCPS shall convert into such number of equity shares of the Company arrived at by dividing the product of the face value of each CCPS being converted and the number of CCPS being converted, by Rs.382.54 (Rupees Three Hundred Eighty Two & Paisa Fifty Four Only), being the price determined in accordance with the ICDR Regulations.

d) Basis on which the price has been arrived at:
Not applicable as CCPS are being issued at par.

e) Nature of securities:
CCPS shall be (1) cumulative i.e. the dividend on CCPS shall be paid on cumulative basis; (2) non-participating i.e. CCPS shall be non-participating in surplus funds, non-participating in surplus assets and profits, on winding up, which may remain after the entire capital has been repaid; and (3) compulsorily convertible into equity shares of the Company within a maximum period of 12 months from the date of allotment.

f) Terms of issue:
CCPS shall carry a dividend of 13% per annum exclusive of any applicable taxes, on cumulative basis, up to the date of their conversion into equity shares of the Company. Other terms of issue of CCPS are as specified in the Resolution proposed at Item No.2.

g) Terms of conversion:
CCPS shall convert into such number of equity shares of the Company arrived at by dividing the product of the face value of each CCPS being converted and the number of CCPS being converted, by Rs.382.54, being the price determined in accordance with the ICDR Regulations.

h) The manner and modes of redemption:
Not applicable as CCPS shall compulsorily convert into equity shares of the Company.

i) Relevant date with reference to which the price has been arrived at:
The relevant date, for determination of the price at which CCPS convert into equity shares of the Company, shall be July 22, 2016, being the date 30 (thirty) days prior to the date on which the meeting of Members is held to consider the proposed issuance of CCPS.

j) Proposal of the Promoters, Directors or Key Management Personnel of the Company to subscribe to the offer:
None of the Promoters, Directors or Key Management Personnel of the Company has any intention to subscribe to the offer. The offer is limited to the Investors only.

k) Shareholding Pattern of the Company before and after the Preferential Issue:
The pre issue and post issue shareholding pattern of the Company is as under:

Sr. No.	Category	Pre Preferential Allotment (As on June 30, 2016)		Post Preferential Allotment		Post Conversion of CCPS*	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
A	**Promoter & Promoter Group holding:**						
1	Indian Promoters:						
	Individuals/HUF	126352850	70.55	126352850	70.55	126352850	67.99
	Bodies Corporate	0	0.00	0	0.00	0	0
	Sub Total	126352850	70.55	126352850	70.55	126352850	67.99

Sr. No.	Category	Pre Preferential Allotment (As on June 30, 2016)		Post Preferential Allotment		Post Conversion of CCPS*	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
2	Foreign Promoters	0	0.00	0	0.00	0	0
	Sub Total (A)	**126352850**	**70.55**	**126352850**	**70.55**	**126352850**	**67.99**
B	**Non-Promoters' holding:**						
1	Institutional Investors	37863499	21.14	37863499	21.14	44591499	24.00
2	Non-Institutions:						
	Bodies Corporate	5338081	2.98	5338081	2.98	5338081	2.87
	Directors and Relatives	3198000	1.79	3198000	1.79	3198000	1.72
	Indian Public	6091755	3.40	6091755	3.40	6091755	3.28
	Others (Including NRIs)	255815	0.14	255815	0.14	255815	0.14
	Sub Total (B)	**52747150**	**29.45**	**52747150**	**29.45**	**59475150**	**32.01**
	Grand Total (A+B)	**179100000**	**100.00**	**179100000**	**100.00**	**185828000**	**100.00**

* Assuming full conversion of 25,73,72,912 CCPS issued and allotted for Rs.257,37,29,120/- in to 67,28,000 equity shares of the Company at a conversion price of Rs.382.54.

l) The expected dilution in equity share capital upon conversion of preference shares:

Total number of equity shares to be issued to the Investors upon conversion of CCPS: 67,28,000

% shareholding of the Investors post conversion of CCPS: 3.62%

m) Proposed time within which the preferential issue shall be completed:

Pursuant to Regulation 74(1) of the ICDR Regulations, CCPS shall be allotted within a period of 15 days from the date of approval of the Members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

n) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Investors:

The Investors are deemed category 2 sub-account (except for Fidelity Emerging Markets Fund which is a category 2 account) registered with the Securities and Exchange Board of India with registration numbers as specified against their name(s) in the table under next heading and there is no ultimate beneficial owner who holds more than 25% beneficial interest (directly or indirectly) in the respective Investor(s).

o) Names of the Investors, their SEBI Registration Number and the percentage of the pre & post preferential issue capital that may be held by them:

Name of the Investors	SEBI Registration Number	Pre Preferential Allotment (As on June 30, 2016)		Post Preferential Allotment		Post Conversion of CCPS*	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
Fidelity Advisor Series VIII: Fidelity Advisor Emerging Markets Fund	2004689	Nil	0.00	Nil	0.00	5,44,000	0.29
Fidelity Emerging Markets Fund	INCAFP168816	Nil	0.00	Nil	0.00	8,33,000	0.45
Fidelity Investment Trust: Fidelity Emerging Markets Fund	1997230	Nil	0.00	Nil	0.00	44,29,000	2.38
Variable Insurance Products Fund II: Emerging Markets Portfolio	20080073	Nil	0.00	Nil	0.00	2,85,000	0.15
Fidelity Investment Trust: Fidelity Total International Equity Fund	20070858	Nil	0.00	Nil	0.00	93,000	0.05
Fidelity Investment Trust: Fidelity International Small Cap Fund	2003287	Nil	0.00	Nil	0.00	5,44,000	0.29

* Assuming full conversion of 25,73,72,912 CCPS proposed to be issued and allotted to the Investors in to 67,28,000 equity shares of the Company at a conversion price of Rs.382.54.

p) Change in control, if any, in the Company consequent to the preferential issue:

There will be no change in control of the Company pursuant to the issuance of CCPS to the Investors and also consequent to issuance of equity shares by the Company to the Investors upon conversion of such CCPS.

q) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, the Company has allotted 42,69,984 Compulsorily Convertible Debentures having face value of Rs.1,000/-, at par, by way of a preferential allotment on private placement basis to one allottee i.e. DVI Fund (Mauritius) Ltd.

r) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as the allotment of CCPS proposed to be made is not for consideration other than cash.

s) Undertaking by the Company

As the Company has been listed for a period of more than twenty six weeks prior to the relevant date, the provisions of Regulations 73(1)(f) and (g) of the ICDR Regulations are not applicable.

t) Lock in

CCPS and the equity shares to be allotted upon conversion, shall be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of the Investors, if any, shall be locked-in from the relevant date up to a period of six months from the date of the trading approval.

u) Auditor's Certificate

A copy of the certificate of the Statutory Auditors certifying that the issue is being made in accordance with the requirements of the ICDR Regulations shall be placed before the Members of the Company at the EGM and the same will be available for inspection by the Members at the Registered Office of the Company.

Note: 112,36,800 equity shares to be issued and allotted to DVI Fund (Mauritius) Ltd upon conversion of 42,69,984 Compulsorily Convertible Debentures, have not been taken in to consideration under headings (k), (l) & (o) above.

The Investors have not sold any equity shares in the Company during the six months preceding the relevant date.

The issue of CCPS is in accordance with the provisions of the Memorandum and Articles of Association of the Company. The Company has not issued any preference shares in the past. Hence, there is no subsisting default in the redemption of preference shares or in the payment of dividend on preference shares.

In terms of Sections 42, 55 and 62 of the Companies Act, 2013 and ICDR Regulations, approval of the Members by way of a Special Resolution is required to issue the CCPS by way of a preferential allotment on private placement basis. Hence, the Board recommends the resolution proposed at Item No.2 for your approval by way of a Special Resolution. However, this resolution shall be effective only subject to passing of resolution proposed at Item No.1.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

By order of the Board of Directors
For **PC Jeweller Limited**
Sd/-
(VIJAY PANWAR)
Company Secretary

Place : New Delhi
Date : July 27, 2016

PC Jeweller Limited

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

PC Jeweller

ATTENDANCE SLIP

Name and Registered address of the Sole / First named Member :

Name(s) of the joint Member(s), if any :

Registered Folio Number / DP ID - Client ID :

Number of shares held :

I hereby record my presence at the **Extra-ordinary General Meeting** of the Company held at **Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003**, on **Monday, August 22, 2016** at **10:30 A.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.

Note: A Member/Proxy holder attending the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.

.....Cut here.....

VOTING THROUGH ELECTRONIC MEANS

The Company has engaged the services of Karvy Computershare Private Limited (**"Karvy"**) as the authorized Agency to provide remote e-voting facility for the Extra-ordinary General Meeting of the Company to be held on **August 22, 2016**. Remote e-voting facility is available at the link https://evoting.karvy.com. Remote e-voting particulars are as under:

EVEN (e-Voting Event Number)	User ID	Password / PIN

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

Commencement of Remote e-voting	**From 9:00 A.M. on August 19, 2016**
End of Remote e-voting	**Up to 5:00 P.M. on August 21, 2016**

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

This communication forms an integral part of the Notice of EGM of the Company scheduled to be held on August 22, 2016. Please read the instructions overleaf carefully before exercising the vote.

Procedure & Instructions for Remote e-voting:

i) Launch internet browser by typing https://evoting.karvy.com.

ii) Enter the login credentials (i.e. User ID & Password) mentioned below the Attendance Slip. Your Folio No. / DP ID-Client ID (for NSDL) / 16 digits Beneficiary ID for CDSL will be your Used ID.

iii) Under Captcha, please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

iv) After entering these details appropriately, click "LOGIN".

v) You will now reach Password Change Menu, wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *,#,@ etc.). The system will prompt you to change your Password and update your contact details like mobile number, e-mail 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.

vi) You need to login again with the new credentials.

vii) If you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.

viii) On successful login, system will prompt you to select the 'EVENT' i.e. **'PC Jeweller Limited'**.

ix) On the voting page, you will see resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares as on the Cut-off Date i.e. August 16, 2016 (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.

x) 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.

xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

xiii) 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 / Power of Attorney / Authority Letter to the Scrutinizer at the e-mail ID **rss.scrutinizer@gmail.com** with copy to **evoting@karvy.com**.

xiv) 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 Shri Anupam Ompolu, Manager at Karvy at e-mail id: anupam.ompolu@karvy.com, contact no.: 040-67161531 or can also call Karvy's toll free no.: 1800-345-4001.

General instructions:

i) Only those Members, whose names appear in the Register of Members / List of beneficial owners as on **August 16, 2016 (Cut-off Date)**, shall be entitled to vote (through remote e-voting / physical ballot paper) on the resolution set forth in the Extra-ordinary General Meeting **("EGM")** 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.

ii) The Company shall also provide facility for voting through physical ballot paper at the EGM and Members attending the EGM, who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the EGM.

iii) **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.**

iv) The Members who have cast their vote by remote e-voting may also attend the EGM but shall not be entitled to cast their vote again.

v) Any person, who acquires shares and become Member of the Company after the despatch of the EGM Notice and holds shares as on the Cut-off Date, 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+Physical Folio

   (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.

vi) 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.

vii) The Board of Directors has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (C.P.No.: 3872), as the Scrutinizer to scrutinize the remote e-voting and physical voting process at the EGM in a fair and transparent manner.

viii) The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or in his absence to any other Director authorized by the Board, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman or in his absence by the Company Secretary within 48 hours from the conclusion of the EGM at the Registered Office of the Company.

PC Jeweller Limited

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

PC Jeweller

PROXY FORM

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

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 **Extra-ordinary General Meeting** of the Company,to be held on **Monday, August 22, 2016** at **10:30 A.M**. at **Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003** and at any adjournment thereof in respect of such resolution(s) as are indicated below:

1. Increase in Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association.
2. Issue and allotment of Compulsorily Convertible Preference Shares and Equity Shares arising on conversion of such Compulsorily Convertible Preference Shares.

Signed this.....day of.....2016.

Affix Rs.1 Revenue Stamp

Signature of Member.....

Signature of Proxy holder(s).....

Note:

(1) 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.

(2) For Route map of the venue of the meeting, please turn over.

ROUTE MAP OF THE VENUE OF EGM

Sri Sathya Sai International Centre,
Pragati Vihar, Lodhi Road, New Delhi - 110003