

Date: 05/09/2018

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.: Notice of 13th Annual General Meeting

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 13th Annual General Meeting of the Company to be held on Saturday, September 29, 2018, at 3:30 P.M., at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003.

Kindly take the information on record.

Thanking you.

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

NOTICE

Notice is hereby given that 13th Annual General Meeting of Members of PC Jeweller Limited will be held on **Saturday, September 29, 2018, at 3:30 P.M., at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Statutory Auditors thereon;
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of Statutory Auditors thereon.
2. To declare dividend on equity shares for the financial year 2017 - 18.
3. To declare dividend on compulsorily convertible preference shares for the period from April 1, 2017 to September 1, 2017.
4. 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.

SPECIAL BUSINESS:

5. APPOINTMENT OF MRS. SANNOVANDA MACHAIAH SWATHI 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Sannovanda Machaiah Swathi (DIN: 06952954), who was appointed as an Additional Director in the capacity of an Independent Director with effect from January 19, 2018, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her 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 5 years with effect from January 19, 2018 and she shall not be liable to retire by rotation."

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

To consider and if thought fit, to pass the following resolution as a **Special 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Suresh Kumar Jain (DIN: 05103064), whose first term as an Independent Director is expiring on September 18, 2018 and who was appointed as an Additional Director in the capacity of an Independent Director with effect from September 19, 2018, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company 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 re-appointed as an Independent Director of the Company to hold office for a further term of 5 years with effect from September 19, 2018 and he shall not be liable to retire by rotation."

7. AMENDMENT IN TERMS OF BORROWING POWERS OF THE BOARD

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

"RESOLVED THAT in supersession of the resolution passed through Postal Ballot Notice dated July 28, 2014 under Section 180(1)(c) of the Companies Act, 2013 and pursuant to the provisions of Section 180(1)(c), Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules thereof (including any statutory modifications or re-enactments thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as the "Board"), to borrow from time to time and in any manner, any sum or sums of money (either in Indian Rupees or in Foreign Currency) for the purposes of the Company, with or without security and upon such terms and conditions including a term attached to the issue of debentures or raising of loans by the Company, to convert such debentures or loans into shares in the Company at the option of the lender(s), into a mutually acceptable formula, as the Board may in its discretion think fit and in the interest of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company {apart from temporary loans obtained or to be obtained from the Company's lender(s) in the ordinary course of business} may exceed aggregate of the paid-up share capital, free reserves and securities premium of the Company provided that the total amount so borrowed by the Company and outstanding at any time {apart from temporary loans obtained or to be obtained from the Company's lender(s) in the ordinary course of business}, shall not exceed the sum of Rs.6,000 crores (Rupees Six Thousand Crores only).

RESOLVED FURTHER THAT any sum or sums of money already borrowed by the Company by issue of debentures or raising of loans, within the borrowing limits earlier approved by Members by passing a Special Resolution, upon

the terms and conditions approved by the Board including any Committee thereof, including a term attached to such borrowing to convert such debentures or loans into shares in the Company at the option of the lender(s), at a mutually acceptable formula, be and is hereby approved and ratified retrospectively.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, including execution of documents, instruments and writings and also delegation of aforesaid authority, as the Board may in its absolute discretion deem fit, necessary and expedient for the purpose of giving effect to this resolution, without any further reference to Members of the Company."

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

Place: New Delhi
Date: August 27, 2018

Sd/-
(VIJAY PANWAR)
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("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 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.
2. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment / re-appointment as Directors under Item Nos. 4, 5 and 6 of this Notice, are also annexed.
3. AGM Notice and Annual Report are being sent by e-mail to those Members who have registered their e-mail ID's with their Depository (in case of electronic shareholding) / the Company's Registrar and Transfer Agent – Karvy Computershare Private Limited ("**Karvy**") (in case of physical shareholding) for receipt of documents in electronic mode. The physical copies of AGM Notice and Annual Report are being sent by permitted mode to those Members whose e-mail ID's are not registered.
4. AGM Notice and Annual Report are being sent to all Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**"), as on Friday, August 24, 2018. AGM Notice and Annual Report are also available on the Company's website i.e. www.pcjeweller.com in the Investor Section as well as on 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 **Monday, September 24, 2018 ("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. The Register of Members and Share Transfer Books of the Company shall remain closed from September 22, 2018 to September 29, 2018 (both days inclusive) for the purpose of AGM and for determining the names of Members eligible for dividend on equity shares, if declared at the AGM.
7. The dividend, as recommended by the Board of Directors of the Company (Rs.0.50 per equity share for the financial year 2017-18), if declared at the AGM, will be paid on or before the 30th day from the date of declaration to:
 - (a) all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as furnished by NSDL and CDSL as of the close of business hours on Friday, September 21, 2018; and
 - (b) all those Members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company / Karvy on or before the closing hours on Friday, September 21, 2018.
8. The Investors / Members of the Company, who have not yet claimed their IPO refund / dividend for previous years, are requested to contact the Company or Karvy for claiming the same.
9. 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 8, 2017 (i.e. date of last AGM) on the website of the Company and also with the Ministry of Corporate Affairs. Dividend amounts 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 ("**IEPF**"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

10. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. **E-voting is optional.**

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

12. Members can opt for only one mode of voting i.e. either by remote e-voting or by physical ballot paper. However, if Members cast their vote through both mode of voting, then the voting through remote e-voting shall prevail.

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

Commencement of remote e-voting : From 9:00 A.M. on Wednesday, September 26, 2018
End of remote e-voting : Up to 5:00 P.M. on Friday, September 28, 2018

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

14. 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 ID's and along with physical copy of AGM Notice to those Members, who have not registered their e-mail ID's.

15. Any person, who acquires shares and become Member of the Company after the despatch of AGM Notice and holds shares as on the Cut-off Date i.e. September 24, 2018, may obtain the Login ID and Password in the manner mentioned below:

(a) If the mobile number of Member is registered against Folio No. / DP ID - Client ID, 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 Member is registered against Folio No. / DP ID - Client ID, then on the home page of <https://evoting.karvy.com>, 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.

16. Members, who have casted their votes by remote e-voting may also attend the AGM but shall not be entitled to cast their votes again.

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

18. 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 AGM at the Registered Office of the Company.

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

20. 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 29, 2018.

21. 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 AGM 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. September 24, 2018 (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 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 V. Raghunath, Deputy Manager (RIS) at Karvy at e-mail

id: raghu.veedha@karvy.com, contact no.: 040-67161606 or can also call Karvy's toll free no.: 1800-345-4001.

B. For Members receiving AGM 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.

22. 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.
23. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details / mandates, change of address, e-mail ID's etc., to their respective Depository Participants. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent i.e. Karvy.
24. Members 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 their respective Depository Participants / Karvy. Blank forms will be provided by the Company on request.
25. As per Securities and Exchange Board of India ("SEBI") Notification dated June 8, 2018, w.e.f. December 5, 2018, the shares of the Company can be transferred only in dematerialised form. Therefore, Members, who are having shares in physical form, are advised to dematerialise share(s) in the Company to facilitate transfer of share(s).
26. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the company in physical form, to furnish to the company / its registrar and transfer Agent, the details of their valid Permanent Account Number (PAN) and bank account. Therefore, Members are requested to furnish the details of PAN and bank account to the Company or Karvy. A form for updation of records relating to PAN and bank account details, has been already been sent.
27. Members are requested to participate in the 'Green Initiative in Corporate Governance'. Members, who have not yet registered their e-mail ID's, are requested to register their e-mail ID's 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. The relevant documents will be available for inspection by Members at the Registered Office of the Company between 11:00 A.M. to 4:00 P.M. on all working days, other than Saturday, up to the date of the AGM.
31. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the proposed Special Business, as set out in this Notice is annexed hereto.

EXPLANATORY STATEMENT

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

ITEM NO. 5:

The Board of Directors ("**Board**"), on the recommendation of Nomination and Remuneration Committee, has appointed Mrs. Sannovanda Machaiah Swathi, as an Additional Director in the capacity of Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from January 19, 2018 to January 18, 2023, subject to approval of Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "**Act**") and Article 90 of the Articles of Association of the Company, Mrs. Sannovanda Machaiah Swathi shall hold office up to the date of this AGM and is eligible to be appointed as a Director. In terms of Section 160(1) of the Act, the Company has received in writing a notice from a Member, proposing her candidature for the office of Director.

Mrs. Sannovanda Machaiah Swathi is a Certified Associate of Indian Institute of Bankers and MBA (Finance). She also holds a Master's Degree in Agriculture Economics and Bachelor's Degree in Agriculture. She worked at field, administrative and board level with rich experience in rural, commercial and social banking. After joining Corporation Bank, she rose upto General Manager level. She was the first lady executive of Corporation Bank right from AGM to GM level. Thereafter, she was associated with Bhartiya Mahila Bank as an Executive Director and acting Managing Director and also as an advisor, Deputy Managing Director level with State Bank of India at the time of retirement.

Mrs. Sannovanda Machaiah Swathi has intimated to the Company that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and also given her consent to act as a Director. She has also given declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015. Nomination and Remuneration Committee has recommended her appointment as an Independent Director for a term of 5 (Five) years i.e. upto January 18, 2023.

In the opinion of the Board, Mrs. Sannovanda Machaiah Swathi is a person of integrity and fulfils the conditions specified in the Act and the rules made thereunder for her 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 letter of her appointment, as an Independent Director setting out the terms and conditions would be available for inspection by Members at the registered office of the Company. In view of the vast knowledge, experience and expertise of Mrs. Sannovanda Machaiah Swathi, the Board recommends the resolution set out at Item No.5 of this Notice for your approval by way of an Ordinary Resolution.

Except Mrs. Sannovanda Machaiah Swathi and her relatives, 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:

Shri Suresh Kumar Jain was appointed as an Independent Director on the Board of the Company for a term of 3 years w.e.f. September 19, 2015. He holds office as an Independent Director of the Company till September 18, 2018. Nomination and Remuneration Committee on the basis of annual performance evaluation of Shri Suresh Kumar Jain has recommended his re-appointment as an Independent Director for a second term of 5 years on the Board of the Company. Based on the performance evaluation of Shri Suresh Kumar Jain and recommendation of Nomination and Remuneration Committee and also in view of his contribution to the Company as a Director during current term as well as his experience and expertise, the Board has appointed him as an Additional Director in the capacity of Independent Director, not liable to retire by rotation, for a further term of 5 years i.e. from September 19, 2018 to September 18, 2023, subject to approval of Members. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "**Act**") and Article 90 of the Articles of Association of the Company, Shri Suresh Kumar Jain shall hold office up to the date of this AGM and is eligible to be appointed as a Director. In terms of Section 160(1) of the Act, the Company has received in writing a notice from a Member, proposing his candidature for the office of Director.

Shri Suresh Kumar Jain is a Certified Associate of Indian Institute of Bankers and also holds a Diploma in Personnel Management & Labour Welfare. He holds a Master's degree in Economics and a Bachelor's degree in Science. He has vast experience in the field of International Banking, Human Resource Development, Development of MSMEs, Commercial & Retail Banking, Product Marketing and Bank Management etc. After joining Bank of India, he rose to the rank of General Manager. Thereafter, he was also associated with Union Bank of India as an Executive Director.

Shri Suresh Kumar Jain has intimated to the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and also given his consent to act as a Director. He has also given declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per Section 149 of the Act, an Independent Director shall be

eligible for re-appointment on passing of a Special Resolution and disclosure of such appointment in the Directors' Report. Accordingly, it is proposed to re-appoint Shri Suresh Kumar Jain as an Independent Director of the Company, for a further term of 5 years i.e. from September 19, 2018 to September 18, 2023, subject to approval of Members by way of a Special Resolution.

For details relating to the number of Meetings of the Board attended and remuneration (sitting fee) paid to him during previous financial year, other Directorships and Membership / Chairmanship of Committees, please refer to Report on Corporate Governance. Further, on his re-appointment, he shall be paid sitting fees for attending the meetings of the Board and/or its Committees, as may be fixed by the Board from time to time, but within the limits prescribed under Act. Copy of letter of his re-appointment, as an Independent Director setting out the terms and conditions would be available for inspection by Members at the registered office of the Company. He does not hold any shares in the Company. He does not have any relationship with other Directors and Key Managerial Personnel.

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 re-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. The Board considered that his continued association would be beneficial to the Company and accordingly recommends the resolution set out at Item No.6 of this Notice for your approval by way of a Special Resolution.

Except Shri Suresh Kumar Jain and his relatives, 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:

Members of the Company by passing a Special Resolution through Postal Ballot Notice dated July 28, 2014 have accorded their consent to the Board (including its Committee) to borrow any sum or sums of money in excess of aggregate of the paid up

share capital and free reserves of the Company and outstanding at any time, not exceeding the sum of Rs.6000 crores, upon such terms and conditions, as the Board may in its discretion think fit and in the interest of the Company.

The Company continues to borrow money from time to time for meeting its working capital and other funds requirements from various banks on standalone basis and under consortium arrangement. The terms and conditions of borrowing money through debentures or loans may sometimes have a term for conversion of such debentures or loans into shares in the Company at the option of the lender(s). As and when required, the exercise of such option by the lender(s), resulting into increase of subscribed share capital of the Company, shall be in accordance with the provisions of Section 62 of the Companies Act, 2013. Therefore, it is proposed to amend and replace the earlier Special Resolution passed through Postal Ballot Notice dated July 28, 2014, to include approval for such conversion term.

It is also proposed to approve and ratify retrospectively, the terms of money borrowed by the Company with such conversion term, if any. However, it is clarified that till date there has been no such option exercised by any lender of the Company with respect to any loan, except the compulsorily convertible debentures issued to DVI Fund (Mauritius) Ltd, for which prior approval was taken from Members and which have already been converted into equity shares of the Company.

The Board of Directors recommends the resolution at Item No.7 for your approval by way of a Special Resolution.

None of the Directors or Key Managerial Personal of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of this Notice.

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

Place: New Delhi
Date: August 27, 2018

Sd/-
(VIJAY PANWAR)
Company Secretary

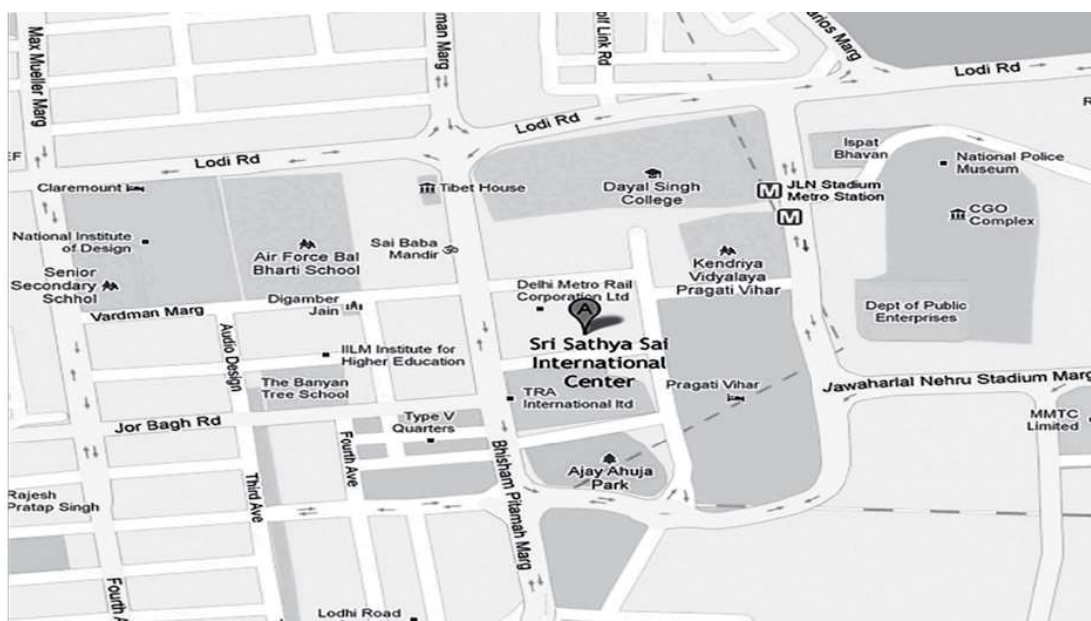
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Particulars	Name	Shri Padam Chand Gupta	Mrs. Sannovanda Machaiah Swathi	Shri Suresh Kumar Jain
Date of Birth		March 26, 1954	July 24, 1957	May 5, 1954
Qualifications		Basic education	Certified Associate of Indian Institute of Bankers, MBA (Finance), M.Sc. (Agriculture Economics) and B.Sc. (Agriculture)	Certified Associate of Indian Institute of Bankers, Diploma in Personnel Management and Labour Welfare, M.A. (Economics) and B.Sc. (Honours)
Expertise in specific functional areas		General Management & Jewellery Industry	Review of organizational goals and strategic implementation of goals, Team management etc.	Human Resource Development, International, Commercial & Retail Banking, Product Marketing etc.
Date of first appointment on the Board		April 13, 2005	January 19, 2018	September 19, 2015
No. of meetings of the Board attended during financial year 2017-18		7 of 7	0 of 1 (only 1 meeting was held after her appointment as Director)	5 of 7
Relationships between directors inter-se		Shri Balram Garg (Brother)	None	None
Directorships held in other public companies (excluding foreign companies and Section 8 companies)		Luxury Products Trendsetter Private Limited (WOS of PC Jeweller Limited)	None	1) AVG Logistics Limited 2) Gandhar Oil Refinery (India) Limited 3) Avanse Financial Services Limited 4) Srei Equipment Finance Limited
Memberships / Chairmanships of committees of the Board of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)		None	None	Audit Committee Member: 1) Gandhar Oil Refinery (India) Limited 2) Avanse Financial Services Limited
Shareholding in the Company		9,04,43,600 Equity Shares	Nil	Nil

ROUTE MAP FOR ANNUAL GENERAL MEETING VENUE

Day, Date and Time: Saturday, September 29, 2018, at 3:30 P.M.

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



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 13th Annual General Meeting of the Company, to be held on Saturday, September 29, 2018 at 3:30 P.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. Consideration and adoption of audited financial statements (standalone and consolidated) for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Statutory Auditors.
2. Declaration of dividend on equity shares for the financial year 2017 - 18.
3. Declaration of dividend on compulsorily convertible preference shares for the period from April 1, 2017 to September 1, 2017.
4. Re-appointment of Shri Padam Chand Gupta (DIN: 00032794) as a Director liable to retire by rotation.
5. Appointment of Mrs. Sannovanda Machaiah Swathi (DIN: 06952954) as an Independent Director.
6. Re-appointment of Shri Suresh Kumar Jain (DIN: 05103064) as an Independent Director.
7. Amendment in terms of borrowing powers of the Board.

Signed this day of 2018.

Signature of Member

Affix Rs.1
Revenue
Stamp

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.

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 13th Annual General Meeting of the Company at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003 on Saturday, September 29, 2018 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.

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 authorized Agency to provide remote e-voting facility for 13th Annual General Meeting of the Company to be held on September 29, 2018. 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 period:

Commencement of Remote e-voting	From 9:00 A.M. on September 26, 2018
End of Remote e-voting	Up to 5:00 P.M. on September 28, 2018

Remote e-voting shall not be allowed beyond the aforesaid date and time 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 13th Annual General Meeting of the Company to be held on September 29, 2018. 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. **September 24, 2018** (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 V. Raghunath, Deputy Manager (RIS) at Karvy at e-mail id: raghu.veedha@karvy.com, contact no.: 040-67161606 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 **Cut-off Date** i.e. **September 24, 2018**, shall be entitled to vote (through remote e-voting / physical ballot paper) on the resolutions set forth in the Notice of 13th Annual General Meeting ("**AGM**") 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 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.
- 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) Members who have casted their votes by remote e-voting may also attend the AGM but shall not be entitled to cast their votes again.
- v) Any person, who acquires shares and become Member of the Company after the despatch of the AGM 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 Member is registered against Folio No. / DP ID – Client ID, 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 Member is registered against Folio No. / DP ID-Client ID, then on the home page of <https://evoting.karvy.com>, 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), New Delhi as the Scrutinizer to scrutinize the remote e-voting and physical voting process at the AGM 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 AGM at the Registered Office of the Company.