Date: 11/07/2025

To,
The Listing Compliance Department
BSE Limited,
P J Tower, Dalal Street,
Mumbai - 400001
Scrip Code: 534809

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

Sub.: Postal Ballot Notice

Dear Sir / Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated July 10, 2025 being sent to Members of the Company seeking their approval by Postal Ballot through **e-voting only**, to the Special Business Items mentioned in the Notice.

Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail address is registered with Depository Participants / Company / Registrar & Transfer Agent - KFin Technologies Limited (**"KFintech"**), and whose names appear in Register of Members / List of Beneficial Owners as received from National Securities Depository Limited / Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, July 4, 2025 ("**Cut-off Date**"). The same will also be available on the Company's website www.pcjeweller.com, websites of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of KFintech at https://evoting.kfintech.com.

The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date i.e. July 4, 2025.

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

Commencement of e-voting : From 9:00 A.M. (IST) on Saturday, July 12, 2025

End of e-voting : Up to 5:00 P.M. (IST) on Sunday, August 10, 2025

Kindly take the same on record.

Thanking you,
For **PC Jeweller Limited**

Vijay Panwar
Digitally signed by Vijay Panwar
Date: 2025.07.11 17:34:16 +05'30'

(VIJAY PANWAR)
Company Secretary

Encl.: As above

PC Jeweller Limited

CIN: L36911DL2005PLC134929
Registered Office: 2713, 3rd Floor, Bank Street, Karol Bagh, New Delhi - 110005
Phone: 011 – 49714971, E-mail: info@pcjeweller.com, Website: www.pcjeweller.com

POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the "**Act**"), General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") in continuation to the earlier circulars issued in this regard by MCA (hereinafter collectively referred to as "**MCA Circulars**"), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("**SEBI**") in continuation to the earlier circulars issued in this regard by SEBI (hereinafter collectively referred to as "**SEBI Circulars**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS - 2**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws, rules and regulations, if any, to seek your approval by Postal Ballot **through e-voting only**, to the following Special Business Items:

1. Increase in the authorised share capital and alteration in the Capital Clause of Memorandum of Association.

2. Issuance of up to 9,72,22,222 (Nine Crore Seventy Two Lakh Twenty Two Thousand Two Hundred Twenty Two) Fully Convertible Warrants by way of preferential allotment on private placement basis to Balram Garg.

3. Issuance of up to 18,05,55,555 (Eighteen Crore Five Lakh Fifty Five Thousand Five Hundred Fifty Five) equity shares by way of preferential allotment on private placement basis to Capital Ventures Private Limited.

In compliance with MCA and SEBI Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail address is registered with Depository Participants (**"DP"**) / Company / Registrar & Transfer Agent (**"RTA"**) - KFin Technologies Limited (**"KFintech"**) and whose names appear in Register of Members / List of Beneficial Owners as received from National Securities Depository Limited / Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, July 4, 2025 ("**Cut-off Date**").

Postal Ballot Notice will also be available on the Company's website www.pcjeweller.com, websites of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of KFintech at https://evoting.kfintech.com.

Members, whose e-mail address is not registered with DP / Company / RTA, are requested to follow the process prescribed in the Notes section, to receive this Postal Ballot Notice, User ID and Password for e-voting. **The communication of assent / dissent of Members will take place only through e-Voting facility**.

An Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the Special Businesses forms part of this Postal Ballot Notice.

The Board of Directors of the Company has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (CP No.: 3872), Proprietor R S Sharma & Associates, Company Secretaries, New Delhi, as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions forming part of Postal Ballot Notice and communicate their Assent or Dissent for the aforesaid Special Businesses before 5:00 P.M. on August 10, 2025, only through e-voting facility. The Company has engaged the services of KFintech as the Agency to provide e-voting facility.

Based on the Scrutinizer's Report, the result will be declared by the Chairman / Managing Director or in his absence by the Company Secretary within 2 working days of conclusion of e-voting. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. August 10, 2025.

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the "**Act**") and subject to Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from ₹ 1260,00,00,000/- (Rupees One Thousand Two Hundred Sixty Crore Only) divided into 1000,00,00,000 (One Thousand Crore) equity shares of ₹ 1/- (Rupee One Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each to ₹ 1310,00,00,000/- (Rupees One Thousand Three Hundred Ten Crore Only) divided into 1050,00,00,000 (One Thousand Fifty Crore) equity shares of ₹ 1/- (Rupee One Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each, by creation of additional 50,00,00,000 (Fifty Crore) equity shares of ₹ 1/- (Rupee Only Only) 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 the provisions of Section 13 and other applicable provisions, if any, of the Act, the existing Clause V of Memorandum of Association of the Company, be and is hereby replaced by the following Clause:

V. The authorised share capital of the Company is ₹ 1310,00,00,000/- (Rupees One Thousand Three Hundred Ten Crore Only) divided into 1050,00,00,000 (One Thousand Fifty Crore) equity shares of ₹ 1/- (Rupee One Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board and / or Executive Directors and / or Key Managerial Personnel of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as it / they may in its / their absolute discretion consider necessary, desirable or expedient for giving effect to this resolution."

2. ISSUANCE OF UP TO 9,72,22,222 (NINE CRORE SEVENTY TWO LAKH TWENTY TWO THOUSAND TWO HUNDRED TWENTY TWO) FULLY CONVERTIBLE WARRANTS BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS TO BALRAM GARG

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the "**Act**"), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed ("**Stock Exchanges**"), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India **("SEBI")** including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"ICDR Regulations"**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or 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, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot up to 9,72,22,222 (Nine Crore Seventy Two Lakh Twenty Two Thousand Two Hundred Twenty Two) Fully Convertible Warrants ("**Warrants**"), by way of preferential allotment on private placement basis to Shri Balram Garg ("**Proposed Allottee**"), Managing Director & Promoter, for cash, at an issue price of ₹ 18/- (Rupees Eighteen Only) per Warrant, being higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, for an amount aggregating up to ₹ 174,99,99,996/- (Rupees One Hundred Seventy Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Six Only), on such terms and conditions as detailed herein below.

RESOLVED FURTHER THAT as per the provisions of Chapter V of ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue / exercise price of Warrants / equity shares to be allotted on conversion of Warrants, shall be July 11, 2025, being the date 30 days prior to the date of passing of this resolution i.e. August 10, 2025.

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of ₹ 1/- (Rupee One Only) each at the option of Proposed Allottee, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants.

RESOLVED FURTHER THAT equity shares to be allotted upon conversion of Warrants shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed and shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up equity shares of face value of ₹ 1/- (Rupee One Only) each of the Company and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and equity shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

a) Each Warrant held by Proposed Allottee shall entitle him to apply for and obtain allotment of one equity share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("**Warrant Exercise Period**").

b) An amount equivalent to 25% of the issue price of Warrants shall be paid by Proposed Allottee on or prior to the date of allotment of Warrants.

c) Balance amount i.e. 75% of the issue price of Warrants shall be paid by Proposed Allottee against the conversion of Warrants at any time during Warrant Exercise Period.

d) The pre-preferential shareholding, if any, of Proposed Allottee along with Warrants, being allotted and equity shares to be allotted to Proposed Allottee pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.

e) Warrants being allotted to Proposed Allottee shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.

f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing of Special Resolution by Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within a period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

g) Warrants and equity shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.

h) The consideration for allotment of Warrants and / or equity shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of Proposed Allottee.

i) Upon exercise of the option to convert Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of Warrants is completed within 15 days from the date of such exercise by Proposed Allottee of such Warrants.

j) In the event the Proposed Allottee do not exercise Warrants within Warrant Exercise Period of 18 months from the date of allotment, Warrants shall lapse and the amount paid upfront shall stand forfeited by the Company.

k) Warrants by themselves until converted into equity shares, do not give to Proposed Allottee any voting rights in the Company in respect of such Warrants. However, Proposed Allottee shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of Warrants allotment and their conversion into equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and / or Executive Directors and / or Key Managerial Personnel of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as it / they may in its / their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining in-principle approval, listing and trading of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the Warrants and allotment of Equity Shares upon conversion of Warrants, utilization of issue proceeds, signing of all the deeds and documents as may be required without being required to seek any further consent or approval of Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or Key Managerial Personnel or any other officer(s) of the Company."

3. ISSUANCE OF UP TO 18,05,55,555 (EIGHTEEN CRORE FIVE LAKH FIFTY FIVE THOUSAND FIVE HUNDRED FIFTY FIVE) EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS TO CAPITAL VENTURES PRIVATE LIMITED

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the "**Act**"), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed

("**Stock Exchanges**"), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India **("SEBI")** including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"ICDR Regulations"**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or 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, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), approval of Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot up to 18,05,55,555 (Eighteen Crore Five Lakh Fifty Five Thousand Five Hundred Fifty Five) equity shares of face value of ₹ 1/- (Rupee One Only) each, fully paid up, by way of preferential allotment on private placement basis to Capital Ventures Private Limited ("**Proposed Allottee**"), belonging to "Non-Promoter, Public Category", for cash, at an at an issue price of ₹ 18/- (Rupees Eighteen Only) per share (including a premium of ₹ 17/- per share), being higher than the floor price determined in accordance with Regulation 164 of Chapter V of ICDR Regulations, for an amount aggregating up to ₹ 324,99,99,990/- (Rupees Three Hundred Twenty Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Only) on such terms and conditions as detailed herein below.

RESOLVED FURTHER THAT as per the provisions of Chapter V of ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue price of equity shares proposed to be allotted to Proposed Allottee shall be July 11, 2025 being the date 30 days prior to the date of passing of this resolution i.e. the last date of e-voting i.e. August 10, 2025.

RESOLVED FURTHER THAT the equity shares to be allotted to Proposed Allottee shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

a) Proposed Allottee shall be required to pay 100% of the consideration, for the equity shares to be allotted, on or prior to the date of allotment thereof, from its bank account.

b) The pre-preferential shareholding, if any, of Proposed Allottee and the equity shares to be allotted to Proposed Allottee shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.

c) The equity shares to be allotted to Proposed Allottee as per this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted thereunder.

d) The allotment of equity shares to Proposed Allottee shall be made in dematerialized form only.

e) The allotment of equity shares will be completed within a period of 15 days from the date of passing of Special Resolution by Members, provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within a period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by the SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

f) The equity shares to be allotted shall rank pari-passu with the existing equity shares of the Company in all respects including as to dividend and / or any other corporate actions / benefits, if any, for which the book closure or the record date falls subsequent to the allotment of the equity shares.

g) The equity shares to be allotted shall be subject to the provisions of Memorandum and Articles of

Association of the Company and other applicable laws, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and / or Executive Directors and / or Key Managerial Personnel of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as it / they may in its / their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining in-principle approvals, listing and trading of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of equity shares, signing of all the deeds and documents as may be required without being required to seek any further approval of Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or Key Managerial Personnel or any other officer(s) of the Company."

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

Sd/-
(RAMESH KUMAR SHARMA)
Executive Director
DIN: 01980542

Place: New Delhi
Date: July 10, 2025

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and related particulars pertaining to the Special Businesses is annexed hereto.

2. In compliance with General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**"), in continuation to the earlier circulars issued in this regard by MCA, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("**SEBI**"), in continuation to the earlier circulars issued in this regard by SEBI, Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail address is registered with Depository Participants (**"DP"**) / Company / Registrar & Transfer Agent (**"RTA"**) - KFin Technologies Limited (**"KFintech"**), and whose names appear in Register of Members / List of Beneficial Owners as received from National Securities Depository Limited / Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, July 4, 2025 ("**Cut-off Date**").

3. Postal Ballot Notice will also be available on the Company's website https://www.pcjeweller.com websites of BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") at https://www.bseindia.com and https://www.nseindia.com respectively and on the website of KFintech at https://evoting.kfintech.com. Physical copy of Postal Ballot Notice will be sent to those Members who request for the same.

4. A person who is not a Member as on the Cut-off Date should treat this Notice for information only.

5. Only those Members, whose names appear in Register of Members / List of Beneficial Owners as on Cut-off Date i.e. July 4, 2025 shall be entitled to vote through e-voting on the resolutions set forth in this Notice and their voting rights shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

6. As per Section 125 of the Act, any dividend amount remaining unpaid / unclaimed for a period of 7 years from the date of transfer to unpaid dividend account, is required to be transferred to Investor Education and Protection Fund ("**IEPF**"). Also, the shares on which dividend remained unpaid / unclaimed for 7 consecutive years are required to be transferred to the demat account of IEPF Authority as per Section 124

of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. In view of this, Members are requested to claim their unpaid dividend, declared by the Company for the financial year 2017-18, within the stipulated time and contact the Company or its RTA for claiming the same.

7. Investors / Members may note that unclaimed share application money, dividends and shares transferred to IEPF Authority can be claimed back. Concerned Investors / Members are advised to visit the weblink https://www.iepf.gov.in/IEPF/refund.html or contact the Company's RTA for lodging the claim for unclaimed share application money, dividends and relevant shares from IEPF Authority.

8. The Board of Directors has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (CP No.: 3872), Proprietor R S Sharma & Associates, Company Secretaries, New Delhi, as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.

9. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 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 will be transacted only through e-voting facility electronically. The Company has engaged the services of KFintech as the Agency to provide e-voting facility. **Members can vote only by e-voting**.

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

Commencement of e-voting	**: From 9:00 A.M. on Saturday, July 12, 2025**
End of e-voting	**: Up to 5:00 P.M. on Sunday, August 10, 2025**

The e-voting shall not be allowed beyond the aforesaid date and time and e-voting module shall be disabled by KFintech for voting thereafter.

11. The e-Voting Event Number, User ID and Password for e-voting are being sent only by e-mail to those Members who have registered their e-mail address.

12. Members are requested to carefully read the '**Instructions for e-voting**' mentioned hereunder:

Instructions for e-voting:

i) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities" e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DP in order to increase the efficiency of the voting process.

ii) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider ("**ESP**") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DP to access e-voting facility.

iii) In case of any queries or grievances on voting by electronic means, Members may refer Help and Frequently Asked Questions ("**FAQs**") on e-voting and User Manual for Shareholders available at the download section of https://evoting.kfintech.com or e-mail at evoting@kfintech.com or call KFintech's Toll Free No.: 1800-309-4001.

iv) The detailed process for e-voting is explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech's e-Voting system in case of individual shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Details on Step 1:

Login method for individual shareholders holding shares in demat mode is as under:

Type of shareholders	Login Method
Individual shareholders holding shares in demat mode with National Securities Depository Limited ("NSDL")	**1. User already registered for IDeAS facility:** i) Visit URL: https://eservices.nsdl.com ii) Click on the "Beneficial Owner" icon under "Login" under "IDeAS" section. iii) On the new page, enter User ID and Password. On successful authentication, click on "Access to e-Voting". iv) Click on e-Voting link against the Company's name 'PC Jeweller Limited' and cast your vote or select e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote. **2. User not registered for IDeAS e-Services:** i) To register click on link: https://eservices.nsdl.com ii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii) Proceed with completing the required fields. iv) After registration follow steps given in point 1. **3. Alternatively by directly accessing the e-voting website of NSDL:** i) Open URL: https://www.evoting.nsdl.com ii) Click on the icon "Login" which is available under "Shareholder / Member" section. iii) A new screen will open. Enter your User ID (i.e. 8 character DP ID followed by 8 digits Client ID of your demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv) On successful authentication, you will be re-directed to NSDL IDeAS Portal. v) Click on e-Voting link available against the Company's name 'PC Jeweller Limited' and cast your vote. You can also cast your vote by clicking on KFintech link placed under e-voting service provider and you will be re-directed to e-voting page of KFintech for casting your vote.
Individual shareholders holding shares in demat mode with Central Depository Services (India) Limited ("CDSL")	**1. Existing user who have opted for Easi / Easiest:** i) Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: https://www.cdslindia.com ii) Login with your registered User ID and Password. iii) The user will be able to see the e-voting Menu. iv) Click on the e-Voting link available against the Company's name 'PC Jeweller Limited' and cast your vote. You can also cast your vote by selecting e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote. **2. User not registered for Easi / Easiest:** i) Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration ii) Proceed with completing the required fields. iii) After registration follow the steps given in point 1. **3. Alternatively by directly accessing the e-voting website of CDSL:** i) Visit URL: https://www.cdslindia.com ii) Click on e-Voting tab and provide your demat account number and PAN.

	iii) System will authenticate User by sending OTP on registered mobile & e-mail as recorded in the demat Account. iv) On successful authentication, you will enter the e-voting module of CDSL. v) Click on e-Voting link available against the Company's name 'PC Jeweller Limited' and cast your vote. You can also cast your vote by selecting e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.
Individual shareholders login through their demat accounts / website of DP	**1.** You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. **2.** Once logged-in, you will be able to see e-voting option. Click on e-voting option, you will be re-directed to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. **3.** Click on options available against the Company's name 'PC Jeweller Limited' or select e-voting service provider KFintech and you will be re-directed to e-voting page of KFintech for casting your vote.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at the respective websites.

Helpdesk: Helpdesk details for individual shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are as under:

Login type	**Helpdesk details**
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free No.: 1800-1020-990 and 1800-224-430.
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43.

Details on Step 2:

Login method for individual shareholders holding shares in physical mode and non-individual shareholders in demat mode is as under:

A) Members whose e-mail address are registered with the DP / Company / RTA will receive an e-mail from KFintech, which will include details of E-Voting Event Number (EVEN), User ID and Password. They will have to follow the following process:

i) Launch internet browser by typing the URL: https://emeetings.kfintech.com

ii) Enter the login credentials (i.e. User ID & Password). Your User ID will be as under:

- For Members holding shares in demat form with NSDL: 8 character DP ID followed by 8 digits Client ID
- For Members holding shares in demat form with CDSL: 16 digits Beneficiary ID
- For Members holding shares in physical form: EVEN Number followed by Folio No.

However, if you are already registered with KFintech for e-voting, you can login by using your existing User ID and Password for casting your vote.

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

iv) You will now reach Password Change Menu, wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @ etc.). The system will prompt you to change your Password and update your contact details like mobile number, e-mail address etc. on first login. You may also enter the secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.

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

vi) On successful login, system will prompt you to select the 'EVEN' i.e. 'PC Jeweller Limited' and click on submit.

vii) 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. July 4, 2025** (which represents number of votes) under 'FOR / AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together shall not exceed your total shareholding. You may also choose the option 'ABSTAIN'. 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.

viii) 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.

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

x) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

B) Members whose e-mail address is not registered with the DP / Company / RTA will have to follow the following process for registration of e-mail address for procuring User ID and Password for e-voting:

i) In case shares are held in demat form, please provide DP ID-Client ID / Beneficiary ID, Name, Client Master List, self-attested scanned copies of PAN card and Aadhar card to evoting@kfintech.com or investors@pcjeweller.com. Alternatively, if you are an Individual shareholder holding shares in demat form, you are requested to refer to the login method explained above i.e. "Login method for individual shareholders holding shares in demat mode".

ii) In case shares are held in physical form, please provide Folio No., Name, scanned copy of the Share Certificate (front and back), self-attested scanned copies of PAN card and Aadhar card to evoting@kfintech.com or investors@pcjeweller.com.

iii) Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), User ID and Password.

iv) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

13. The document(s) referred to in Explanatory Statement will be available for inspection on the website of the Company https://www.pcjeweller.com without any fee by Members from the date of dispatch of this Notice till the last date of e-voting i.e. August 10, 2025.

14. The Scrutinizer will make a report of the total votes cast in favour or against and invalid votes, if any, to the Chairman / Managing Director of the Company or in his absence to any other Director authorized by the Board of Directors, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman / Managing Director or in his absence by the Company Secretary within 2 working days of conclusion of e-voting.

15. The result declared along with the Scrutinizer's Report shall be placed on the Company's website and also on KFintech's website and will also be forwarded to BSE and NSE, where the Company's shares are listed. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. August 10, 2025.

16. Members are requested to participate in the '**Green Initiative in Corporate Governance**' for receiving all the communications including Annual Report, Notices etc. from the Company electronically. Members, who have not yet registered their e-mail address, are requested to follow the following process:

i) Members holding shares in demat form can register their e-mail address with their respective DP; and

ii) Members holding shares in physical form can register their e-mail address in the prescribed Form ISR-1 with the Company's RTA - KFintech. Members may download the Form from the Company's website and are requested to forward the duly filled in Form to KFintech.

17. SEBI has mandated for all listed entities to ensure that shareholders holding equity shares in physical form shall furnish / update their PAN, KYC, Nomination and Bank account details (if not updated or provided earlier) through their respective RTA. Service request or complaint received from any Member, cannot be processed by RTA until registration / updation of PAN, KYC, Nomination and Bank account details in the records of the Company's RTA. Further, with effect from April 1, 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode.

Hence, Members holding shares in physical form are requested to update / submit their PAN, KYC, Nomination, Bank and other details (if not updated or provided earlier) with the Company's RTA – KFintech. Relevant details and Forms as prescribed by SEBI in this regard are available on the Company's website in Investors section. Members holding shares in demat form are requested to update / submit their PAN, Bank, Nomination and other details with their respective DP.

18. Special window for re-lodgement of transfer requests of physical shares

Transfer of securities in physical mode was discontinued by SEBI with effect from April 01, 2019. Subsequently, it was clarified by SEBI that transfer deeds lodged prior to deadline of April 01, 2019 and rejected / returned due to deficiency in the documents may be re-lodged with requisite documents. It was further decided to fix March 31, 2021 as the cut-off date for re-lodgement of transfer deeds.

In order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 decided to open a special window **only for re-lodgement of transfer deeds**, which were lodged prior to the deadline of April 01, 2019 and rejected / returned / not attended to due to deficiency in the documents / process / or otherwise, **for a period of six months from July 07, 2025 till January 06, 2026**.

During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode.

EXPLANATORY STATEMENT

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

Item No. 1:

The present authorised share capital of the Company is ₹ 1260,00,00,000/- (Rupees One Thousand Two Hundred Sixty Crore Only) comprising of 1000,00,00,000 (One Thousand Crore) equity shares of ₹ 1/- (Rupee One Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each.

As on date, the paid-up equity share capital of the Company stands at ₹ 657,53,76,500/- (Rupees Six Hundred Fifty Seven Crore Fifty Three Lakh Seventy Six Thousand Five Hundred Only) comprising 657,53,76,500 (Six Hundred Fifty Seven Crore Fifty Three Lakh Seventy Six Thousand Five Hundred) equity shares of Re. 1/- (Rupee One Only) each.

Additionally, 340,38,02,080 (Three Hundred Forty Crore Thirty Eight Lakh Two Thousand Eighty) Fully Convertible Warrants (adjusted number pursuant to split of face value of equity shares from ₹ 10/- each to ₹ 1/- each) remain outstanding, which will be converted into equity shares upon receipt of the balance consideration.

Therefore, in order to facilitate the proposed preferential issues of securities and to ensure sufficient flexibility for future capital raising requirements, it is proposed to increase authorised share capital of the Company from ₹ 1260,00,00,000/- (Rupees One Thousand Two Hundred Sixty Crore Only) divided into 1000,00,00,000 (One Thousand Crore) equity shares of ₹ 1/- (Rupee One Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each to ₹ 1310,00,00,000/- (Rupees One Thousand Three Hundred Ten Crore Only) divided into 1050,00,00,000 (One Thousand Fifty Crore) equity shares of

₹ 1/- (Rupee One Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each, by creation of additional 50,00,00,000 (Fifty Crore) equity shares of ₹ 1/- (Rupee Only Only) each. Consequent upon increase in authorised share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be replaced accordingly. The draft amended Memorandum of Association will be available for inspection by Members electronically.

In accordance with the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of Members by way of an Ordinary Resolution is required for the resolution as set out in Item No. 1 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 1 for your approval by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item Nos. 2 and 3:

The Special Resolutions set out in Item Nos. 2 and 3 of this Notice are proposed pursuant to the provisions of Sections 23, 42, and 62 of the Companies Act, 2013 (the "**Act**") and in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**").

The Company proposes to issue, offer and allot on a preferential basis:

1. Up to 9,72,22,222 (Nine Crore Seventy Two Lakh Twenty Two Thousand Two Hundred Twenty Two) Fully Convertible Warrants ("**Warrants**"), each carrying a right to subscribe to one equity share of the Company having face value of ₹ 1/- (Rupee One Only) each, to Shri Balram Garg, Managing Director & Promoter, for cash, at an issue price of ₹ 18/- (Rupees Eighteen Only) per Warrant, which is higher than the price determined in accordance with Chapter V of ICDR Regulations. The total amount to be raised from the issue of Warrants shall aggregate up to ₹ 174,99,99,996 (Rupees One Hundred Seventy Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Six Only); and

2. Up to 18,05,55,555 (Eighteen Crore Five Lakh Fifty Five Thousand Five Hundred Fifty Five) equity shares having face value of ₹ 1/- (Rupee One Only) each, fully paid-up, to Capital Ventures Private Limited, belonging to 'Non-Promoter, Public Category', for cash, at an issue price of ₹ 18/- (Rupees Eighteen Only) per share (including a premium of ₹17/- per share), which is higher than the floor price determined in accordance with Regulation 164 of Chapter V of ICDR Regulations. The total amount to be raised from the issue of equity shares shall aggregate up to ₹ 324,99,99,990 (Rupees Three Hundred Twenty-Four Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred Ninety Only).

The said proposals hves been considered and approved by the Board at its meeting held on July 10, 2025. The proposed preferential issues to Proposed Allottees are subject to the receipt of all necessary stipulated approvals including that of Members, Stock Exchanges etc.

The details of the issues and other particulars as required in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 dated December 13, 2022 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issues and Regulation 163 of ICDR Regulations are set forth below:

1. Objects of the Preferential Issues

The Company intends to utilize the gross proceeds from the preferential issues towards the following objects:

1. Repayment of banker's outstanding debts including interest thereon
2. Working capital requirement
3. Issue related expenses

(hereinafter collectively referred to as the "**Objects**").

2. Utilization of gross proceeds

The intended use of the gross proceeds of the preferential issues is as under: -

Sr. No.	Particulars	Total estimated amount to be utilized* (₹ in Crore)	Tentative timeline for utilization of funds
1	Repayment of banker's outstanding debts including interest thereon#	435.00^	By September 30, 2026
2	Working capital requirement	64.15	By March 31, 2027
3	Issue related expenses	0.85	By March 31, 2027
	Total	**500.00**	

**considering 100% conversion of Warrants into Equity Shares within the stipulated time as well as full allotment of proposed equity shares.*

The details of intended repayment of banker's outstanding debts including interest thereon are as under:

Sr. No.	Name of the Bank	Nature of debts	Estimated amount to be utilized (₹ in Crore)	Tentative timeline for utilization of funds
1	State Bank of India	Working Capital Facilities	148.60	By September 30, 2026
2	Union Bank of India		69.82	
3	Punjab National Bank		58.86	
4	Indian Bank		29.23	
5	Bank of India		25.01	
6	Indian Overseas Bank		24.53	
7	Canara Bank		23.53	
8	Kotak Mahindra Bank		13.57	
9	IDBI Bank Limited		11.66	
10	Axis Bank Limited		7.87	
11	IDFC First Bank Limited		7.31	
12	Bank of Baroda		8.53	
13	Karur Vysya Bank Limited		3.65	
14	IndusInd Bank Limited		2.83	
	Total		**435.00**	

^ This forms part of the total bank dues, comprising a settled amount of ₹ 2,270 crore and interest of approximately ₹ 187 crore (subject to adherence to the stipulated repayment schedule) aggregating to ₹ 2,457 crore, of which ₹ 2,022.73 crore is being repaid from the proceeds of the earlier preferential issue of Fully Convertible Warrants pursuant to Members' approval dated August 08, 2024 and ₹ 435 crore is proposed to be paid from the proceeds of the current preferential issues and any increase / decrease in the amount shall be met through internal accruals, Promoter support or realization from assets, if any, as may be approved by the Board of the Company from time to time, although with the scale-up in operations, internal accruals are primarily being deployed towards working capital needs.

***Note**: In terms of BSE Notice No. 20221213-47 dated December 13, 2022 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the above-mentioned Objects may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the issue proceeds at the discretion of the Board / Committee constituted by the Board, subject to compliance with applicable laws. If the issue proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board / Committee constituted by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board / Committee constituted by the Board, subject to compliance with applicable laws.*

3. Interim use of proceeds

Any pending utilization of the gross proceeds will be deposited with scheduled commercial banks listed in the second schedule of the Reserve Bank of India Act, 1934, in accordance with all applicable laws and regulations.

4. Monitoring of utilization of funds

Since the proceeds from the issues are more than ₹ 100 crores, in terms of Regulation 162A of Chapter V of ICDR Regulations, hence, CARE Ratings Limited, a SEBI Registered credit rating agency, has been appointed as Monitoring Agency to monitor the utilization of proceeds of the proposed preferential issues.

5. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, amount, maximum number of securities to be issued, manner of issue of securities, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board at its meeting held on July 10, 2025 has subject to the approval of Members and such other approvals as may be required, approved the issue, offer and allotment of the following securities by way of preferential allotment on private placement basis:

1. Up to 9,72,22,222 (Nine Crore Seventy Two Lakh Twenty Two Thousand Two Hundred Twenty Two) Fully Convertible Warrants ("**Warrants**"), each carrying a right to subscribe to one equity share of the Company having face value of ₹ 1/- (Rupee One Only) each, to Shri Balram Garg, Managing Director & Promoter, for cash, at an issue price of ₹ 18/- (Rupees Eighteen Only) per Warrant, which is higher than the price determined in accordance with Chapter V of ICDR Regulations. The total amount to be raised from the issue of Warrants shall aggregate up to ₹ 174,99,99,996 (Rupees One Hundred Seventy Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Six Only); and

2. Up to 18,05,55,555 (Eighteen Crore Five Lakh Fifty Five Thousand Five Hundred Fifty Five) equity shares having face value of ₹ 1/- (Rupee One Only) each, fully paid-up, to Capital Ventures Private Limited, belonging to 'Non-Promoter, Public Category', for cash, at an issue price of ₹ 18/- (Rupees Eighteen Only) per share (including a premium of ₹17/- per share), which is higher than the floor price determined in accordance with Regulation 164 of Chapter V of ICDR Regulations. The total amount to be raised from the issue of equity shares shall aggregate up to ₹ 324,99,99,990 (Rupees Three Hundred Twenty-Four Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred Ninety Only).

Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of ₹ 1/- (Rupee One Only) each at the option of Warrant holder, in one or more tranches, within 18 (eighteen) months from the date of allotment of Warrants.

6. Relevant Date

The Relevant Date for the purpose of determining the minimum issue price of equity shares / exercise price of Warrants / equity shares to be allotted on conversion of Warrants to Proposed Allottees shall be July 11, 2025, being the date 30 days prior to the date of passing of the resolutions at Item Nos. 2 and 3 of this Notice i.e. the last date of e-voting i.e. August 10**,** 2025.

7. Basis on which the price has been arrived at, justification for the price (including premium, if any)

The equity shares of the Company are listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited. The equity shares are frequently traded in terms of ICDR Regulations and floor price has been determined in accordance with ICDR Regulations. NSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of ICDR Regulations, the minimum issue price of the convertible Warrants / equity shares in preferential issue has to be calculated as under:

a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to ₹ 15.20; or

b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to ₹ 17.21, **whichever is higher**.

In terms of the provisions of Regulation 164 of ICDR Regulations, the minimum price at which the Warrants / equity shares may be issued computes to ₹ 17.21 (Rupees Seventeen and Twenty One Paise Only) each.

Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of floor price / minimum price of the equity shares / Warrants issued on a preferential basis.

Since the proposed allotment is not more than 5% of the post issue fully diluted share capital of the Company to an allottee or allottees acting in concert, hence, Regulation 166A of ICDR Regulations is not applicable. Accordingly, the Company is not required to obtain a valuation report from an independent registered valuer for determining the price.

After considering the above, it was decided to issue the Warrants / equity shares, to be allotted on a preferential basis to Proposed Allottees, at a price of ₹ 18/- (Rupees Eighteen Only) each, which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations.

8. Amount which the Company intends to raise by way of such securities

Warrants: Aggregate amount of up to ₹ 174,99,99,996/- (Rupees One Hundred Seventy Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Six Only); and

Equity Shares: Aggregate amount of up to ₹ 324,99,99,990/- (Rupees Three Hundred Twenty Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Only).

9. Name and address of valuer who performed valuation

Not Applicable

10. Principal terms of assets charged as securities

Not Applicable

11. Material terms of raising securities:

The same have been disclosed in the resolutions at Item Nos. 2 & 3.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Not Applicable

13. Valuation for consideration other than cash

Not Applicable

14. The class or classes of persons to whom the allotment is proposed to be made

The allotment of Warrants is proposed to be made to an Individual, being Managing Director & Promoter of the Company and allotment of equity shares is proposed to be made to a Body Corporate, belonging to 'Non-Promoter, Public Category'.

15. Current and proposed status of the allottee(s) post the preferential issues namely, Promoter or Non-Promoter

The current status of Proposed Allottees as mentioned in the resolutions at Item Nos. 2 & 3 will remain unchanged post the preferential issues.

16. The intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the offer

The below mentioned Proposed Allottee is subscribing to the issue to the extent of number of Warrants proposed to be issued, written against his name, as detailed in the following table:

S. No.	Proposed Allottee	Category	Designation in the Board	No. of Warrants
1	Shri Balram Garg	Promoter	Managing Director	9,72,22,222

Except above said Proposed Allottee, none of the Promoter, Directors, Key Managerial Personnel or Senior Management of the Company are subscribing to the offers for Warrants or equity shares.

17. Pre and Post issue shareholding pattern of the Company

The shareholding pattern of the Company before and after the proposed preferential issues will be as under:

Sr. No.	Category	Pre issue shareholding		No. of outstanding Warrants	Proposed Warrants to be allotted	Proposed Equity Shares to be allotted	Post Issue shareholding	
		No. of Shares	%				No. of Shares	%
A	**Promoter & Promoter Group holding:**							
1	Indian Promoters:							
	Individuals/HUF	2,53,80,15,960	38.60	70,00,00,000	9,72,22,222	0	3,33,52,38,182	32.52
	Bodies Corporate	9,75,09,120	1.48	70,24,90,880	0	0	80,00,00,000	7.80
	Sub Total (A1)	2,63,55,25,080	40.08	1,40,24,90,880	9,72,22,222	0	4,13,52,38,182	40.32
2	Foreign Promoters (A2)	0	0	0	0	0	0	0.00
	Sub Total (A=A1+A2)	**2,63,55,25,080**	**40.08**	**1,40,24,90,880**	**9,72,22,222**	**0**	**4,13,52,38,182**	**40.32**
B	**Non-Promoters' holding:**							
1	Institutions (Domestic) (B1)	59,71,96,590	9.08	0	0	0	59,71,96,590	5.82
	Institutions (Foreign) (B2)	32,23,87,395	4.90	1,07,10,00,000	0	0	1,39,33,87,395	13.58
2	Non-Institutions (B3):							
	Bodies Corporate	1,06,88,24,459	16.25	30,90,00,000	0	18,05,55,555	1,55,83,80,014	15.19
	Directors and Relatives (excluding independent directors and nominee directors)	13,89,000	0.02	0	0	0	0	0.00
	Key Managerial Personnel	5,46,960	0.01	0	0	0	0	0.00
	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	19,630	0.00	0	0	0	0	0.00
	Individuals	1,77,31,21,350	26.97	33,39,01,200	0	0	2,10,70,22,550	20.54
	Non Resident Indians	6,76,04,410	1.03	2,75,60,000	0	0	9,51,64,410	0.93

	Others (IEPF, HUF, Clearing Members, Foreign National)	10,87,61,626	1.65	25,98,50,000	0	0	36,86,11,626	3.59
	Sub Total (B=B1+B2+B3)	**3,93,98,51,420**	**59.92**	**2,00,13,11,200**	**0**	**18,05,55,555**	**6,12,17,18,175**	**59.68**
3	**Non-Promoter - Non-Public (C)**	**0**	**0**	**0**	**0**	**0**	**0**	**0.00**
	Grand Total (A+B+C)	**6,57,53,76,500**	**100**	**3,40,38,02,080**	**9,72,22,222**	**18,05,55,555**	**10,25,69,56,357**	**100.00**

***Notes**: 1) The pre preferential issue shareholding is based on BENPOS dated July 04, 2025 and includes 3,08,42,400 equity shares allotted pursuant to conversion of existing Warrants and are under process of Trading approval.*

*2) The outstanding Warrants t*o be converted into equity within 18 months from the respective dates of their allotments i.e. September 30, 2024 and October 11, 2024.

2) Post preferential issue shareholding is calculated on a fully diluted basis after assuming full conversion of existing outstanding 3,40,38,02,080 Warrants as well as proposed 9,72,22,222 Warrants and allotment of proposed 18,05,55,555 equity shares.

3) Post issue shareholding structure may change depending upon any other corporate action in between.

18. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

Names of Allottees	**Pre issue shareholding**		**No. of Warrants/ equity shares to be allotted**	**Post Issue Shareholding**		**Name of ultimate beneficial owners**
	No. of Shares	**%**		**No. of Shares**	**%**	
Shri Balram Garg	204,28,21,000	31.07	9,72,22,222	214,00,43,222	20.86	Not Applicable*
Capital Ventures Private Limited	0	0.00	18,05,55,555	18,05,55,555	1.76	1) Savita Aggarwal 2) Vaneet Aggarwal

* Being an individual

***Notes**: 1) The pre preferential issue shareholding is based on BENPOS dated July 04, 2025.*

2) Post preferential issue shareholding is calculated on a fully diluted basis after assuming full conversion of existing outstanding 3,40,38,02,080 Warrants as well as proposed 9,72,22,222 Warrants and allotment of proposed 18,05,55,555 equity shares.

3) Post issue shareholding structure may change depending upon any other corporate action in between.

19. Proposed time limit within which the allotment shall be completed

In terms of Regulation 170 of ICDR Regulations, preferential allotment of Warrants and equity shares will be completed within a period of 15 (fifteen) days from the date of passing of Special Resolutions provided that where the issue and allotment of Warrants and equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within a period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

20. Change in control, if any, in the Company consequent to the preferential issue

As a result of the proposed preferential issues, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

21. 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 financial year, the Company has not made any allotment on preferential basis till date.

22. Contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects:

The contribution being made by the Promoters or Directors as part of the offer is as under:

S. No.	Proposed Allottee	Category	Designation	No. of Warrants
1	Shri Balram Garg	Promoter	Managing Director	9,72,22,222

Except above, no other contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects.

23. Lock-in period:

a) The Warrants / equity shares to be allotted upon conversion of Warrants and equity shares to be allotted shall be under lock-in in accordance with Chapter V of ICDR Regulations.

b) The entire pre-preferential allotment shareholding, if any, of Proposed Allottees, shall be under lock-in in accordance with Chapter V of ICDR Regulations.

24. Certificate from Practicing Company Secretary:

A certificate from M/s Kumar G & Co., Practicing Company Secretary, certifying that the proposed preferential issues of Warrants and equity shares to Proposed Allottees are being made in accordance with the requirements of Chapter V of ICDR Regulations has been obtained. The copy of said certificate is available for inspection by Members on the Company's website and can be accessed through the link https://corporate.pcjeweller.com/wp-content/uploads/2015/06/investors/downloads/FY-2026/PCS-Compliance-Certificate-10-07-2025.pdf.

25. Undertakings:

i) None of the Company, its Promoters or Directors are categorized as wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.

ii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.

iii) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.

iv) The Company do not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.

In terms of Sections 23, 42 and 62 of the Act, approval of Members by way of Special Resolutions is required for the resolutions as set out in Item Nos. 2 and 3 of this Notice. Hence, the Board recommends the resolutions proposed at Item Nos. 2 and 3 of this Notice for your approval by way of Special Resolutions.

Except Shri Balram Garg, Managing Director and Promoter of the Company, who is the subscriber of Warrants, and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their respective shareholding in the Company, if any.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this Notice except to the extent of their respective shareholding in the Company, if any.

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

Sd/-
(RAMESH KUMAR SHARMA)
Executive Director
DIN: 01980542

Place: New Delhi
Date: July 10, 2025