Date: 24/07/2026

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 16, 2026 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 10, 2026 ("**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 10, 2026.

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

Commencement of e-voting	: From 9:00 A.M. on Saturday, July 25, 2026
End of e-voting	: Up to 5:00 P.M. on Sunday, August 23, 2026

Kindly take the same on record.

Thanking you,
For **PC Jeweller Limited**

Vijay Panwar
Digitally signed by Vijay Panwar
Date: 2026.07.24 13:38:58 +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. 03/2025 dated September 22, 2025 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**'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('**SS – 2**') 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. Raising of funds up to an aggregate amount not exceeding ₹ 1,000 crore, in one or more tranches, through Qualified Institutions Placement.

3. Re-appointment of Shri Balram Garg (DIN: 00032083) as Managing Director and payment of remuneration.

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through 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 10, 2026 ('**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 Ramit Rastogi, Practicing Company Secretary (FCS: 6952, CP No.: 18465), 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 23, 2026, 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 23, 2026.

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 ₹ 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 to ₹ 1460,00,00,000/- (Rupees One Thousand Four Hundred Sixty Crore Only) divided into 1200,00,00,000 (One Thousand Two Hundred 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 150,00,00,000 (One Hundred Fifty Crore) equity shares of ₹ 1/- (Rupee One 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 ₹ 1460,00,00,000/- (Rupees One Thousand Four Hundred Sixty Crore Only) divided into 1200,00,00,000 (One Thousand Two Hundred 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 Company Secretary 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. RAISING OF FUNDS UP TO AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 1,000 CRORE, IN ONE OR MORE TRANCHES, THROUGH QUALIFIED INSTITUTIONS PLACEMENT

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), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the provisions of Memorandum and Articles of Association of the Company and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('**ICDR Regulations**'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**Listing Regulations**'), the uniform listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited ('**Stock Exchanges**') on which the equity shares having face value of ₹ 1/- (Rupee One Only) each of the Company ('**Equity Shares**') are listed, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations made thereunder, as amended ('**FEMA**'), including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy, as amended, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, the Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and subject to other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs ('**MCA**'), the Registrar of Companies ('**ROC**'), Securities and Exchange Board of India ('**SEBI**'), Reserve Bank of India ('**RBI**'), Government of India ('**GOI**'), Stock Exchanges and / or any competent statutory, regulatory, governmental or any other authorities, whether in India or abroad (hereinafter referred to as '**Applicable Regulatory Authorities**'), from time to time and to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any or all of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**' or '**Board of Directors**', which term shall include the Committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of fully paid-up Equity Shares and / or other eligible securities or any combination thereof (all of which are hereinafter collectively referred to as '**Securities**') in one or more tranches and / or by way of one or more issuances, by way of Qualified Institutions Placement ('**QIP**') through issue of preliminary placement document, placement document and / or other permissible / requisite offer documents to Qualified Institutional Buyers ('**QIBs**') as defined under the ICDR Regulations, in accordance with Chapter VI of the ICDR Regulations, whether they be holders of Securities of the Company or not (hereinafter collectively referred to as the '**Investors**'), as may be decided by the Board in its discretion and permitted under applicable laws and regulations, up to an aggregate amount not exceeding ₹ 1,000 crore (Rupees One Thousand Crore Only), at such time or times, at such price or prices, at a discount or premium to market price or prices, as permitted under applicable laws and in such manner and on such terms and conditions including pricing, terms of issuance, allotment and any other matters incidental thereto as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and / or other advisor(s) appointed and / or to be appointed by the Board, as the Board in its absolute discretion may deem fit and appropriate (the '**Issue**').

RESOLVED FURTHER THAT in terms of Chapter VI of the ICDR Regulations:

a. the allotment of Securities shall be completed within 365 days from the date of passing of the Special Resolution by Members of the Company or such other time as may be allowed under the ICDR Regulations from time to time;
b. the Securities to be issued shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed;
c. the Securities shall not be eligible to be sold by the allottee(s) for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the ICDR Regulations;
d. in case of issue of Equity Shares, the relevant date for the purpose of pricing of such Equity Shares shall be the date of the meeting in which the Board decides to open the QIP;
e. in the case of issue of eligible convertible Securities, the relevant date for the purpose of pricing of such convertible Securities, shall be the date of the meeting in which the Board decides to open the Issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for Equity Shares;
f. Securities shall be issued at such price being not less than the price determined in accordance with Regulation 176 provided under Chapter VI of the SEBI ICDR Regulations. The Board may, in accordance with applicable laws and in consultation with the lead manager(s), also offer a discount of not more than 5% or such percentage as permitted under applicable laws on the price calculated in accordance with Regulation 176 provided under Chapter VI of the SEBI ICDR Regulations;
g. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two, where the Issue size is less than or equal to ₹ 250 crore and five, where the Issue size is greater than ₹ 250 crore, in accordance with Chapter VI of the SEBI ICDR Regulations;

h. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs;
i. no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the ICDR Regulations;
j. the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of the prior QIP made pursuant to one or more Special Resolution(s);
k. the tenure of the convertible or exchangeable Securities issued through the QIP shall not exceed 60 months from the date of allotment; and
l. a credit rating agency registered with the SEBI will monitor the use of proceeds and submit its report in the format specified under Schedule XI of the ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized.

RESOLVED FURTHER THAT the Issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

a. in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Securities, the number of Securities to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
b. in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, if and as required, the number of Securities, the price and the time period as aforesaid shall be suitably adjusted;
c. in the event the Company is making a rights offer by the issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer, and such additional Equity Shares will be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and
d. in the event of consolidation or re-classification of the Securities into other securities and / or involvement in such other event or circumstances which in the opinion of concerned Stock Exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT:

a. the Securities proposed to be offered, issued and allotted shall be subject to the provisions of Memorandum and Articles of Association of the Company; and
b. the Equity Shares proposed to be offered, issued and allotted in terms of the Issue including allotment of the Equity Shares upon conversion of eligible Securities, shall rank pari passu in all respects, including entitlement to dividend, with the existing Equity Shares of the Company and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek listing of any or all of such Securities, on one or more Stock Exchanges in India.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for Issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations or notice required in connection with the preliminary placement document, placement document, placement agreement, monitoring agency agreement, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (hereinafter referred to as '**Transaction Documents**') (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (hereinafter referred to as '**Ancillary Documents**') as may be necessary or required for the aforesaid purpose including to sign and / or dispatch all forms, filings, documents and notices to be signed, submitted and / or dispatched by it as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the Issue of the Securities in one or more tranches from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead managers, depositories, bankers, lawyers, advisors, monitoring agency and all such agencies, intermediaries as are or may be required to be appointed, involved or concerned in the issue and allotment of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all necessary agreements, memoranda, documents etc. with such agencies.

RESOLVED FURTHER THAT the Board or person(s) as may be authorized by the Board, be and is / are hereby severally authorized to finalize all the terms and conditions and the structure of the proposed Issue of the Securities, take such steps and to do all such acts, deeds, matters and things as it may consider necessary, desirable or expedient including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, issue and allotment of the Securities (including in relation to the Issue of such Securities in one or more tranches from time to time) and the utilization of the Issue proceeds in such manner as may be determined by the Board, subject to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to constitute or form a Committee or delegate all or any of its powers to any Director(s) and / or Committee of Directors and / or Chief Financial Officer and / or Company Secretary or other persons authorized by the Board, in its absolute discretion for obtaining approvals, statutory, regulatory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all such deeds, applications, documents (including Transaction Documents and Ancillary Documents) and writings and do all such acts, deeds and things that may be required, for and on behalf of the Company."

3. RE-APPOINTMENT OF SHRI BALRAM GARG (DIN: 00032083) AS MANAGING DIRECTOR AND PAYMENT OF REMUNERATION

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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members be and is hereby accorded to re-appointment of Shri Balram Garg (DIN: 00032083) as Managing Director of the Company, on the following terms and remuneration:

1) Period of appointment: 5 (five) years with effect from July 01, 2026 to June 30, 2031;

2) Remuneration: ₹ 20,00,000/- (Rupees Twenty Lakh Only) per month with an annual increment of upto 20%;

3) Ex-gratia / bonus as per the rules of the Company and subject to the applicable laws;

4) Gratuity as per the applicable laws;

5) Company maintained car with driver for official use; and

6) Re-imbursement of the expenses, if any, incurred in connection with the business of the Company.

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profits in any financial year during his tenure, the Company shall pay to Shri Balram Garg the remuneration by way of salary, ex-gratia / bonus and gratuity etc. in accordance with the limits specified in Schedule V of the Act or such other limits as may be prescribed by the Central Government from time to time in this regard.

RESOLVED FURTHER THAT the Board and Nomination and Remuneration Committee be and are hereby severally authorized to vary, alter or modify the terms and conditions of re-appointment of Shri Balram Garg as Managing Director, including the remuneration within the limits specified above.

RESOLVED FURTHER THAT no sitting fee shall be paid to Shri Balram Garg for attending meetings of the Board and any Committee thereof.

RESOLVED FURTHER THAT Shri Balram Garg shall not be liable to retire by rotation so long as he holds the office as Managing Director of the Company.

RESOLVED FURTHER THAT the Board, Executive Director(s) and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or desirable for giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this matter without being required to seek any further approval of Members of Company."

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

Sd/-
(VIJAY PANWAR)
Company Secretary

Place: New Delhi
Date: July 16, 2026

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. Further, the relevant details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, in respect of Shri Balram Garg seeking re-appointment as Managing Director are also annexed hereto and forms part of the Notice.

2. In compliance with General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (‘**MCA**’), in continuation to the earlier circulars issued in this regard by MCA, 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 (‘**NSDL**’) / Central Depository Services (India) Limited (‘**CDSL**’) as on the Cut-off date i.e. Friday, July 10, 2026 (‘**Cut-off Date**’).

3. Postal Ballot Notice will also be available on the Company's website www.pcjeweller.com websites of BSE Limited (‘**BSE**’) and National Stock Exchange of India Limited (‘**NSE**’) at www.bseindia.com and 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 received from NSDL / CDSL as on Cut-off Date i.e. July 10, 2026 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. Accordingly, the Company has transferred all the unpaid / unclaimed dividends and the relevant shares to IEPF Authority.

   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.

7. The Board of Directors has appointed Shri Ramit Rastogi, Practicing Company Secretary (FCS: 6952, CP No.: 18465), as the Scrutinizer, to conduct the Postal Ballot process in a fair and transparent manner.

8. 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**.

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

Commencement of e-voting	**: From 9:00 A.M. on Saturday, July 25, 2026**
End of e-voting	**: Up to 5:00 P.M. on Sunday, August 23, 2026**

   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.

10. 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.

11. 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 the 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 KFintech's website 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 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 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 website 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.com or call at 022 - 48867000.
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at Toll Free No. 18002109911.

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 10, 2026** (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.

12. The document(s) referred to in Explanatory Statement will be available for inspection on the website of the Company www.pcjeweller.com in Investors section without any fee by Members from the date of dispatch of this Notice till the last date of e-voting i.e. August 23, 2026.

13. 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.

14. 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 23, 2026.

15. 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.

16. 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.

17. Special window for transfer and dematerialisation of physical shares

As per SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026 ('**SEBI Circular**'), another special window for transfer and dematerialisation of physical shares has been opened **for a period of one year from February 05, 2026 to February 04, 2027** for those investors who had sold / purchased physical shares of the Company prior to April 01, 2019; and i) had not lodged the shares for transfer; or ii) had lodged the shares for transfer but the same were rejected / returned / not attended to due to deficiency in the documents / process / or otherwise.

The shares transferred pursuant to special window shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. For further details, investors may refer to SEBI Circular available at the Company's website at the link https://corporate.pcjeweller.com/wp-content/uploads/2015/06/investors/Special-Window-for-Transfer-etc.-of-Physical-Shares-SEBI-Circular-30-01-2026.pdf

Investors willing to avail of this special window may contact KFintech through e-mail at einward.ris@kfintech.com or call at Toll Free No.: 1800-309-4001.

EXPLANATORY STATEMENT

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

Item No. 1:

The present authorised share capital of the Company is ₹ 1,310 crore (Rupees One Thousand Three Hundred Ten Crore Only) comprising of 1,050 crore (One Thousand Fifty Crore) equity shares of ₹ 1/- (Rupee One Only) each and 26 crore (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 ₹ 971,05,34,855/- (Rupees Nine Hundred Seventy One Crore Five Lakh Thirty Four Thousand Eight Hundred Fifty Five Only) comprising 971,05,34,855 (Nine Hundred Seventy One Crore Five Lakh Thirty Four Thousand Eight Hundred Fifty Five) equity shares of ₹ 1/- each. Additionally, 9,72,22,222 (Nine Crore Seventy Two Lakh Twenty Two Thousand Two Hundred Twenty Two) Fully Convertible Warrants remain outstanding, which will be converted into equity shares upon receipt of the balance consideration from the allottee.

Therefore, in order to facilitate the proposed Qualified Institutions Placement of equity shares and / or other eligible securities or any combination thereof and to ensure sufficient flexibility for future capital raising requirements, it is proposed to increase authorised share capital of the Company from ₹ 1,310 crore to ₹ 1,460 crore (Rupees One Thousand Four Hundred Sixty Crore Only) divided into 1,200 crore (One Thousand Two Hundred Crore) equity shares of ₹ 1/- (Rupee One Only) each and 26 crore (Twenty Six Crore) preference shares of ₹ 10/- (Rupees Ten Only) each, by creation of additional 150 crore (One Hundred Fifty Crore) equity shares of ₹ 1/- (Rupee One 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 set out at Item No. 1 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 1 for approval of Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and 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 No. 2:

The Company is an established player in the Indian gems and jewellery industry, engaged in the designing, manufacturing, sourcing and retailing of a diverse range of gold, diamond and other jewellery products. Over the years, the Company has developed strong capabilities across the jewellery value chain and continues to focus on quality, design innovation, operational excellence and customer satisfaction, thereby strengthening its presence in the organised jewellery market.

The Indian gems and jewellery industry is witnessing a structural transformation, supported by rising disposable incomes, increasing urbanisation, growing formalisation of the sector and changing consumer preferences. Consumers today are increasingly gravitating towards trusted and organised jewellery brands that offer certified purity, transparent pricing, innovative designs and a seamless buying experience. The implementation of mandatory BIS hallmarking has further strengthened consumer confidence and accelerated the shift towards organised players. At the same time, evolving lifestyle preferences, increasing demand for lightweight and contemporary jewellery and growing adoption of technology-enabled retail channels continue to create meaningful growth opportunities for established jewellery companies.

Over the years, the Company has undertaken various strategic initiatives to strengthen its financial position and operational foundation. The Company has maintained a disciplined approach towards capital allocation, efficiently deploying resources to support business operations, improve operational efficiencies and strengthen its balance sheet. It has also taken steps towards reducing its debt obligations and enhancing financial flexibility, thereby creating a stronger platform for sustainable long-term growth.

Building on this foundation, the Company now intends to accelerate its next phase of growth by expanding its retail footprint, strengthening its manufacturing, sourcing, design and operational capabilities, investing in technology and business infrastructure and capitalising on the growing preference for branded jewellery across existing and emerging markets. The Company may also evaluate strategic organic and inorganic opportunities, including acquisitions, investments, brands, technologies and other complementary capabilities, with a view to enhancing its market position, improving operational efficiencies and pursuing forward and backward integration across the jewellery value chain.

In order to support these strategic initiatives and provide the Company with the necessary financial flexibility to pursue growth opportunities, the Board of Directors of the Company, at its meeting held on July 16, 2026 approved the proposal for raising funds through issuance of Equity Shares and / or other eligible securities or any combination thereof, by way of Qualified Institutions Placement (‘**QIP**’) in accordance with the provisions of Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘**ICDR Regulations**’) and other applicable laws, subject to approval of Members of the Company and other applicable regulatory approvals.

The Special Resolution at Item No. 2 of this Notice relates to seeking approval of Members of the Company for raising of funds up to an aggregate amount not exceeding ₹ 1,000 crore (Rupees One Thousand Crore Only) and authorize the Board of Directors (hereinafter referred to as the ‘**Board**’ or ‘**Board of Directors**’, which term shall include the Committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by the Special Resolution at Item No. 2 of this Notice) to create, offer, issue and allot such number of fully paid-up Equity Shares and / or other eligible securities or any combination thereof (collectively referred to as ‘**Securities**’), in one or more tranches, through QIP to Qualified Institutional Buyers (‘**QIBs**’), whether or not they are existing members of the Company, in accordance with the applicable provisions of the ICDR Regulations and other applicable laws.

The proposed issue of Securities may be undertaken at such price, premium or discount, and on such terms and conditions as may be determined by the Board, considering the prevailing market conditions, applicable regulatory framework and other relevant factors, in consultation with lead managers, advisors and other intermediaries appointed for the Issue.

The proceeds from the proposed Issue shall be utilized towards supporting the Company's strategic growth initiatives, including future expansion plans, organic and inorganic growth opportunities, expansion of its retail operations, strengthening and augmentation of its manufacturing, sourcing, design and operational capabilities, development and enhancement of business infrastructure, entry into new business segments, acquisition of businesses, rights, assets and technologies for strategic forward and backward integration, funding capital expenditure requirements of the Company and / or its subsidiaries, joint ventures, associates or other entities, whether existing or proposed, and other general corporate purposes, as may be determined by the Board in accordance with the applicable laws.

The details for the deployment of funds will be specifically mentioned in the offer document(s) in terms of applicable laws / circulars of Stock Exchanges. Pending utilisation of the proceeds from the Issue, the Company may invest / deposit such proceeds in scheduled commercial banks, as per applicable laws with approval of the Board.

The relevant date for determination of the floor price in case of issue of Equity Shares shall be the date of the meeting in which the Board decides to open the QIP; and in case of issue of eligible convertible Securities, shall be the date of the meeting in which the Board decides to open the Issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for Equity Shares.

The pricing of Securities to be issued pursuant to QIP shall be determined by the Board at a later stage in accordance with Regulation 176 provided under Chapter VI of the ICDR Regulations. The Board may offer a discount of not more than 5% or such percentage as permitted under applicable laws on the price calculated in accordance with Regulation 176 provided under Chapter VI of the ICDR Regulations.

In accordance with the provisions of Chapter VI of the ICDR Regulations, no single allottee shall be allotted more than 50% of the proposed QIP size. Further, the minimum number of allottees shall not be less than two, where the Issue size is less than or equal to ₹ 250 crore, and not less than five, where the Issue size is greater than ₹ 250 crore.

A minimum of 10% of the Securities offered through the QIP shall be allotted to mutual funds. In the event that mutual funds do not subscribe to such minimum portion or any part thereof, such unsubscribed portion may be allotted to other QIBs in accordance with applicable laws.

The allotment of Securities pursuant to the QIP shall be completed within a period of 365 days from the date of passing of the Special Resolution by the members of the Company, or within such other period as may be permitted under applicable laws.

The Securities allotted pursuant to the QIP shall not be eligible for sale for a period of one year from the date of allotment, except on recognized stock exchanges or as otherwise permitted under applicable laws.

The Securities proposed to be issued pursuant to the Issue shall be listed on the Stock Exchanges where the existing securities of the Company are listed, subject to applicable regulatory approvals and compliance with applicable laws.

The Securities proposed to be issued and allotted shall be subject to the provisions of Memorandum and Articles of Association of the Company. The Equity Shares proposed to be issued and allotted in terms of the Issue including allotment of the Equity Shares upon conversion of eligible Securities, shall rank pari passu in all respects, including entitlement to dividend, with the existing Equity Shares of the Company and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare, finalize and execute various deeds, documents and agreements. The Company is yet to identify the investor(s) and decide the type and quantum of securities to be issued to them. Hence, the details of the proposed allottees, percentage of post offer holding pattern of Securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board to identify the investors, issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things as may be necessary and ancillary in this regard for and on behalf of the Company.

The detailed terms and conditions of the proposed Issue, including the structure, pricing, timing, and other matters incidental thereto, shall be finalized by the Board of Directors in consultation with the advisors, lead managers and other intermediaries, considering the prevailing market conditions and applicable regulatory requirements.

No change in control or management of the Company is intended or expected pursuant to the proposed Issue.

The Company confirms that its Equity Shares are listed on Stock Exchanges for a period of more than one year prior to the date of issuance of this Notice to Members and none of the Company's Directors or Promoters are fugitive economic offenders as defined under the ICDR Regulations.

In the opinion of the Board, the proposed raising of funds through QIP is in the interest of the Company and will provide it necessary financial flexibility to pursue the strategic growth objectives of the Company. Pursuant to the provisions of Sections 23, 42, 62(1)(c) and 71 of the Companies Act, 2013 and applicable provisions of the ICDR Regulations, approval of the members of the Company by way of a Special Resolution is required for the resolution set out at Item No. 2 of this Notice. Hence, the Board recommends the resolution set out at Item No. 2 of this Notice for approval of Members by way of a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel and 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.

Item No. 3:

Shri Balram Garg was re-appointed as Managing Director of the Company at the 16th Annual General Meeting held on September 30, 2021, for a period of 5 years with effect from July 01, 2021 to June 30, 2026.

Pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the '**Act**'), on the recommendation of Nomination and Remuneration Committee, the Board of Directors (the '**Board**') at its meeting held on May 27, 2026 approved the re-appointment of Shri Balram Garg as Managing Director of the Company for a period of 5 years w.e.f. July 01, 2026 to June 30, 2031, subject to the approval of Members at the next general meeting / postal ballot or within a time period of 3 months from the date of appointment, whichever is earlier, on the terms and conditions as specified in the resolution at Item No. 3 of this Notice.

Shri Balram Garg aged 56 years holds a Bachelor's degree in Commerce from the University of Delhi, New Delhi. He has more than three decades experience in the jewellery industry. He is the Promoter of the Company and has been on the Board and at the helm of affairs of the Company since its incorporation i.e. April 13, 2005. Shri Balram Garg has been instrumental in establishing PC Jeweller as a prominent brand and established player in organised retail jewellery sector. Under his dynamic leadership and guidance, the Company grew tremendously and achieved many milestones including becoming one of the leading jewellery companies in the organised jewellery retail sector in India, getting successfully listed at BSE Limited and National Stock Exchange of India Limited in December 2012. He has also played an important role in steering the Company out of tough time in the recent past and bringing it back to the growth path, turning it profitable once again and successfully moving the Company towards its objective of becoming debt free.

Shri Balram Garg given his consent to act as Managing Director and Key Managerial Personnel of the Company pursuant to Sections 196 and 203 of the Act. He confirmed that he satisfy the conditions for appointment as Managing Director of the Company, as prescribed under the Act. He also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority or disqualified from being appointed or continuing as director of companies by SEBI / Ministry of Corporate Affairs or any such authority.

In view of vast industry experience, leadership qualities, engagement in the operations of the Company since incorporation and his business acumen, the Board considers that re-appointment of Shri Balram Garg as Managing Director at a remuneration as specified in the resolution at Item No. 3 of this Notice, would be of immense benefit to the Company. Taking into consideration the size of the Company, the profile, role and responsibilities being shouldered by Shri Balram Garg, the remuneration proposed to be paid to him is reasonable and justified. Keeping in view the similar or higher levels of remuneration in India at these levels, the remuneration proposed is moderate in comparison to the remuneration of similar senior level positions in other similar companies in the Industry. Shri Balram Garg was not drawing any remuneration during his previous term, as he voluntarily foregone the same.

The draft Written Memorandum under Section 190 of the Act, setting out the terms of re-appointment of Shri Balram Garg as Managing Director of the Company will be available for inspection by Members on the website of the Company.

In the opinion of the Board, it is in the interest of the Company to continue to avail the benefits of experience and expertise of Shri Balram Garg. Hence, the Board recommends the resolution at Item No. 3 of this Notice, for the approval of Members by way of an Ordinary Resolution.

Except Shri Balram Garg and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

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

Sd/-
(VIJAY PANWAR)
Company Secretary

Place: New Delhi
Date: July 16, 2026

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name	Shri Balram Garg
Director Identification Number	00032083
Date of Birth	03/04/1970
Age	56 years
Qualifications, brief profile and expertise in specific functional areas	Please refer explanatory statement to Item No. 3
Date of first appointment on the Board	April 13, 2005
Terms and conditions of appointment	Please refer to resolution at Item No. 3
No. of meetings of the Board attended during financial year 2025-26	5/5
Remuneration drawn during financial year 2025-26	Shri Balram Garg was not drawing any remuneration during his previous term, as he voluntarily foregone the same.
Remuneration proposed to be paid	Please refer to resolution at Item No. 3
Relationships between Directors inter-se & Key Managerial Personnel	None
Directorships held in other companies (excluding foreign companies and Section 8 companies)	1) Luxury Products Trendsetter Private Limited 2) PCJ Gems & Jewellery Limited
Memberships / Chairmanships of committees of the Board of public limited companies (includes only Audit Committee and Stakeholders' Relationship Committee)	**PC Jeweller Limited** Audit Committee - Member Stakeholders Relationship Committee - Member
Shareholding in the Company	204,28,21,000 equity shares
Names of listed entities from which Director has resigned in the past three years	None