



Date: 30/07/2024

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.: Corrigendum to the Notice of the Extra-Ordinary General Meeting
to be held on August 8, 2024**

Ref.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Ma'am,

This is with reference to our earlier communication dated July 17, 2024 regarding Notice of the Extra-Ordinary General Meeting (“EGM”) of the Company scheduled to be held on Thursday, August 8, 2024 at 11:00 A.M. (IST) through Video Conferencing / Other Audio Visual Means.

A Corrigendum is being issued to inform Members of the Company regarding modifications / alterations in the Special Resolution pertaining to Item No. 1 and its Explanatory Statement forming part of the EGM Notice dated July 13, 2024, as briefed hereunder:

- i) Changes in the list of Proposed Allottees belonging to “Non-Promoter, Public Category”;
- ii) Consequent to the changes in the list of Proposed Allottees, Point No. 17 “Pre and Post issue shareholding pattern of the Company” and Point No. 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” of Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the EGM Notice are replaced; and
- iii) Point No. 2 “Utilization of gross proceeds” of Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the EGM Notice is replaced.

Except as referred above and detailed in the attached Corrigendum, all other terms and contents of the EGM Notice dated July 13, 2024 shall remain unchanged.

Accordingly, Corrigendum dated July 29, 2024 to the EGM Notice dated July 13, 2024 modifying the Special Resolution pertaining to Item No. 1 and its Explanatory Statement is enclosed for your information. This Corrigendum shall form an integral part of the EGM Notice dated July 13, 2024 sent to Members of the Company on July 17, 2024. The same is also being uploaded on the website of the Company www.pcjeweller.com and the website of KFin Technologies Limited www.evoting.kfintech.com.

Kindly take the information on record.

Thanking you,
For **PC Jeweller Limited**

(VIJAY PANWAR)
Company Secretary

Encl.: As above

PC Jeweller Limited

Regd. Office : 2713, 3rd Floor, Bank Street, Karol Bagh, New Delhi-110005 Ph. : 011 - 49714971 Fax : 011 – 49714972

info@pcjeweller.com • www.pcjeweller.com • CIN : L36911DL2005PLC134929



PC Jeweller

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E-mail: info@pcjeweller.com, Website: www.pcjeweller.com

CORRIGENDUM TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON AUGUST 8, 2024

PC Jeweller Limited (the “Company”) had issued a Notice dated July 13, 2024 for convening an Extra-Ordinary General Meeting (“EGM”) of Members of the Company on Thursday, August 8, 2024 at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) seeking approval of Members by way of a Special Resolution for “Issuance of up to 48,13,42,500 Fully Convertible Warrants on a preferential basis to the persons belonging to “Promoter Group” and “Non-Promoter, Public Category”. The EGM Notice has been sent to Members of the Company on July 17, 2024.

The Board of Directors of the Company at its meeting held on July 29, 2024 exercising its powers to settle any question, difficulty or doubt that may arise in respect to the preferential issue, approved certain modifications / alterations in the Special Resolution pertaining to Item No. 1 and its Explanatory Statement forming part of the EGM Notice dated July 13, 2024.

These modifications / alterations followed a review of the Proposed Allottees' documents, identification of disqualifications and consideration of additional requests. Additionally, the changes were made in response to instructions from National Stock Exchange of India Limited regarding the Company's application for in-principle approval for the preferential issue.

Now, through this corrigendum, Members of the Company are being informed about the following modifications / alterations to the Special Resolution and its Explanatory Statement forming part of the EGM Notice dated July 13, 2024:

1. Changes in the list of Proposed Allottees belonging to “Non-Promoter, Public Category”

Sr. No.	Name(s) of the Proposed Allottees	Maximum No. of Warrants		Nature of Change
		(Original quantity)	(Revised quantity)	
1	Capri Global Holdings Pvt Ltd	5,25,00,000	3,49,00,000	Revision
2	Hawk Capital Pvt Ltd	2,00,00,000	1,00,00,000	Revision
3	Suresh Chand Garg HUF	40,00,000	60,00,000	Revision
4	Jitin Garg HUF	20,00,000	30,00,000	Revision
5	Priti Ashit Mehta	10,00,000	25,00,000	Revision
6	Tushar Gopalkrishna Agarwal	2,00,000	10,00,000	Revision
7	Hemchand Jain	1,50,000	2,50,000	Revision
8	Drishti Jain	1,50,000	2,50,000	Revision
9	Muskan Jain	1,50,000	2,00,000	Revision
10	Rajesh Rautela	1,00,000	-	Deletion
11	Kanta Farms Private Limited	2,00,00,000	-	Deletion
12	Suresh Chand Garg	1,00,00,000	-	Deletion
13	Rachit Poddar	75,00,000	-	Deletion
14	Naresh Garg HUF	20,00,000	-	Deletion
15	Eminence Global Fund PCC-Eubilia Capital Partners Fund I	-	1,36,00,000	Addition
16	Upendra Rai	-	1,11,00,000	Addition
17	Manju Poddar	-	75,00,000	Addition
18	Credible Nivesh Limited	-	50,00,000	Addition

19	Sixer Infotech India Private Limited	-	21,00,000	Addition
20	Sanjeev Jugalkishore Chirania	-	21,00,000	Addition
21	Deepika G Kumar Ghanwani Jt.1: Reetika Rajpal	-	17,00,000	Addition
22	Santosh Kumari Jt.1: Vinay Kumar Arora	-	15,00,000	Addition
23	Kaushik Surendra Shah	-	15,00,000	Addition
24	Devansh Gupta	-	15,00,000	Addition
25	Hukum Chand Malik	-	15,00,000	Addition
26	Parveen Kumar Jain	-	12,00,000	Addition
27	Surinder Malik	-	10,00,000	Addition
28	Harsh Jain	-	20,00,000	Addition
29	Maheshkumar Gupta	-	10,00,000	Addition
30	Evolution Capital Advisory Services Private Limited	-	10,00,000	Addition
31	Mohinder Kaur Malik	-	10,00,000	Addition
32	Nita Jignesh Modi	-	6,00,000	Addition
33	Nidhi Gupta	-	6,00,000	Addition
34	Anuj Modi	-	6,00,000	Addition
35	Anvesha Enterprises	-	5,50,000	Addition
36	Kavita Mayank Varia	-	5,00,000	Addition
37	Shoreya Goel	-	5,00,000	Addition
38	Karan Sachdeva	-	5,00,000	Addition
39	Mahendra Chand Singhvi	-	5,00,000	Addition
40	Narayanprasad Mundhra	-	3,00,000	Addition
41	Satish Kumar	-	2,00,000	Addition
42	Utkarsh Gupta	-	2,00,000	Addition
43	Krishna Murari	-	2,00,000	Addition
44	Supriya Singh	-	1,00,000	Addition

All other particulars such as issue size, issue price, total number of Warrants proposed to be issued and allotted to “Promoter Group” and “Non-Promoter, Public Category” and all other details remain unchanged.

2. Consequent to the changes in the list of Proposed Allottees, the following points of Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the EGM Notice are replaced with the following:

a. Point no.17 (Pre and Post issue shareholding pattern of the Company):

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

Sr. No.	Category	Pre issue shareholding		No. of Warrants to be allotted	Post Issue Shareholding	
		No. of Shares	%		No. of Shares	%
A	Promoter & Promoter Group holding:					
1	Indian Promoters:					
	Individuals/HUF	25,38,01,596	54.53	7,00,00,000	32,38,01,596	34.20
	Bodies Corporate	0	0	8,00,00,000	8,00,00,000	8.45
	Sub Total (A1)	25,38,01,596	54.53	15,00,00,000	40,38,01,596	42.65
2	Foreign Promoters (A2)	0	0.00	0	0	0.00
	Sub Total (A=A1+A2)	25,38,01,596	54.53	15,00,00,000	40,38,01,596	42.65
B	Non-Promoters' holding:					
1	Institutions (Domestic) (B1)	69,53,862	1.49	0	69,53,862	0.73
	Institutions (Foreign) (B2)	1,19,48,843	2.57	11,86,00,000	13,05,48,843	13.79
2	Non-Institutions (B3):					
	Bodies Corporate	3,39,68,042	7.30	8,99,00,000	12,38,68,042	13.09

	Directors and Relatives (excluding independent directors and nominee directors)	1,32,500	0.03	0	1,32,500	0.01
	Key Managerial Personnel	1,83,971	0.04	0	1,83,971	0.02
	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	1,963	0.00	0	1,963	0.00
	Individuals	14,86,56,954	31.94	7,90,17,500	22,76,74,454	24.05
	Non Resident Indians (NRIs)	31,16,996	0.67	57,00,000	88,16,996	0.93
	Foreign Nationals	200	0.00	0	200	0.00
	Others (Including IEPF, HUF Clearing Member etc.)	66,38,969	1.43	3,81,25,000	4,47,63,969	4.73
	Sub Total (B=B1+B2+B3)	21,16,02,300	45.47	33,13,42,500	54,29,44,800	57.35
3	Non-Promoter - Non-Public (C)	0	0.00	0	0	0.00
	Grand Total (A+B+C)	46,54,03,896	100.00	48,13,42,500	94,67,46,396	100.00

Notes:

1) The pre-issue shareholding pattern is as on latest shareholding pattern filed with the Stock Exchanges i.e. June 30, 2024.

2) Post issue shareholding is calculated after assuming full conversion of 48,13,42,500 Warrants proposed to be issued and allotted to Proposed Allottees in to 48,13,42,500 Equity Shares of the Company.

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

b. Point No.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):

Name(s) of Allottees	Pre issue shareholding		No. of Warrants to be allotted	Shareholding post conversion of Warrants		Name of ultimate beneficial owners
	No. of Shares	%		No. of Shares	%	
New Track Garments Private Limited	-	-	8,00,00,000	8,00,00,000	8.45	Krishna Devi
Balram Garg (HUF)	84,000	0.02	3,50,00,000	3,50,84,000	3.71	Balram Garg
Pooja Garg	6,20,400	0.13	3,50,00,000	3,56,20,400	3.76	N.A.
Unico Global Opportunities Fund Limited	-	-	5,45,00,000	5,45,00,000	5.76	Rajendra Bhatt
Ebisu Global Opportunities Fund Limited	-	-	5,05,00,000	5,05,00,000	5.33	Nitin Singhal
Capri Global Holdings Pvt Ltd	40,00,000	0.86	3,49,00,000	3,89,00,000	4.11	Rajesh Sharma
Eminence Global Fund PCC-Eubilia Capital Partners Fund I	-	-	1,36,00,000	1,36,00,000	1.44	Grigor Jabishvili
Upendra Rai	-	-	1,11,00,000	1,11,00,000	1.17	N.A.
Hawk Capital Pvt Ltd	-	-	1,00,00,000	1,00,00,000	1.06	Pramod Sharma
Prakash Mehta	-	-	1,00,00,000	1,00,00,000	1.06	N.A.

Hello Money Advisors LLP	-	-	75,00,000	75,00,000	0.79	Rachit Poddar
Griebs Commosales LLP	-	-	75,00,000	75,00,000	0.79	Rachit Poddar
Manju Poddar	-	-	75,00,000	75,00,000	0.79	N.A.
Suresh Chand Garg HUF	-	-	60,00,000	60,00,000	0.63	Suresh Chand Garg
Riana Investments Pvt Ltd	-	-	51,00,000	51,00,000	0.54	Rajeev Lakhara
Credible Nivesh Limited	-	-	50,00,000	50,00,000	0.53	Pradeep Kumar Agarwal
Intellexs Investments Solutions Pvt Ltd	-	-	49,00,000	49,00,000	0.52	Rajeev Lakhara
Sarveshwar Bhawan Edge LLP	-	-	35,00,000	35,00,000	0.37	Rajni Singla
Narender Agarwal	-	-	30,00,000	30,00,000	0.32	N.A.
Jitin Garg HUF	6,900	0.00	30,00,000	30,06,900	0.32	Jitin Garg
Priya Mittal	11,56,000	0.25	28,90,000	40,46,000	0.43	N.A.
Johnsom and Andrew Properties Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Kirit Tulsidas Vassa
Infront Enterprises Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Subhash P Rathod
Sahi Logistics and Infra Pvt Ltd	6,70,000	0.14	25,00,000	31,70,000	0.33	Subhash P Rathod and Mangala S Rathod
Thomson and Wyman Enterprises Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Subhash P Rathod
Dikson Trading & Finance Co. Ltd	-	-	25,00,000	25,00,000	0.26	Bimal Kumar Jain and Aman Jain
Duke Management Services Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Bimal Kumar Jain and Aman Jain
Ankita Singhania	200	0.00	25,00,000	25,00,200	0.26	N.A.
Chandrakala Singhania	-	-	25,00,000	25,00,000	0.26	N.A.
Dhanraksha Vincom Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Rahul Bagaria
CKS Properties Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Chandrakala Singhania
Truquest Solutions LLP	-	-	25,00,000	25,00,000	0.26	Neha Agrawal
Ashibhadarsh Ventures Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Bhavin Vinod Parekh and Ashita Bhavin Parekh
Sandeip S Nagar	-	-	25,00,000	25,00,000	0.26	N.A.
Viney Equity Market LLP	-	-	25,00,000	25,00,000	0.26	Anant Aggarwal
Ashok Mittal	-	-	25,00,000	25,00,000	0.26	N.A.
Priti Ashit Mehta	-	-	25,00,000	25,00,000	0.26	N.A.
Sixer Infotech India Private Limited	-	-	21,00,000	21,00,000	0.22	Vineet Kumar

Sanjeev Jugalkishore Chirania	-	-	21,00,000	21,00,000	0.22	N.A.
Shyam Sunder Garg HUF	-	-	20,00,000	20,00,000	0.21	Shyam Sunder Garg
Dinesh Garg HUF	-	-	20,00,000	20,00,000	0.21	Dinesh Chand Garg
Shyam Sunder Garg	7,810	0.00	20,00,000	20,07,810	0.21	N.A.
Shantanu Investments Pvt Ltd	-	-	17,50,000	17,50,000	0.18	Arun Sood and Varsha Sood
Deepika G Kumar Ghanwani Jt.1: Reetika Rajpal	-	-	17,00,000	17,00,000	0.18	N.A.
Santosh Kumari Jt.1: Vinay Kumar Arora	-	-	15,00,000	15,00,000	0.16	N.A.
Kaushik Surendra Shah	-	-	15,00,000	15,00,000	0.00	N.A.
Devansh Gupta	-	-	15,00,000	15,00,000	0.16	N.A.
Hukum Chand Malik	-	-	15,00,000	15,00,000	0.16	N.A.
Parveen Kumar Jain	-	-	12,00,000	12,00,000	0.16	N.A.
Vaishavi Sinha	-	-	10,00,000	10,00,000	0.13	N.A.
Sambhavi Sinha	2,51,000	0.05	10,00,000	12,51,000	0.11	N.A.
Paritosh Jain	362	0.00	10,00,000	10,00,362	0.13	N.A.
Divyansh Jain	49,000	0.01	10,00,000	10,49,000	0.11	N.A.
Shashi Sharma	-	-	10,00,000	10,00,000	0.11	N.A.
Tushar Gopalkrishna Agarwal	-	-	10,00,000	10,00,000	0.11	N.A.
Surinder Malik	-	-	10,00,000	10,00,000	0.11	N.A.
Harsh Jain	-	-	20,00,000	20,00,000	0.11	N.A.
Maheshkumar Gupta	-	-	10,00,000	10,00,000	0.21	N.A.
Evolution Capital Advisory Services Private Limited	-	-	10,00,000	10,00,000	0.11	Mehta Sameer Mukundbhai and Jeevika Dharmendra Shah
Mohinder Kaur Malik	-	-	10,00,000	10,00,000	0.11	N.A.
FinMen Advisors Pvt Ltd	1,22,514	0.03	9,50,000	10,72,514	0.11	Manish Jugraj Jain
Nikita Agarwal	-	-	9,00,000	9,00,000	0.11	N.A.
Vivek Garg	11,215	0.00	7,00,000	7,11,215	0.10	N.A.
Vivek Garg HUF	30,700	0.01	7,00,000	7,30,700	0.08	Vivek Garg
Usha Garg	-	-	6,00,000	6,00,000	0.08	N.A.
Nita Jignesh Modi	-	-	6,00,000	6,00,000	0.06	N.A.
Nidhi Gupta	-	-	6,00,000	6,00,000	0.06	N.A.
Anuj Modi	-	-	6,00,000	6,00,000	0.06	N.A.
Anvesha Enterprises	-	-	5,50,000	5,50,000	0.06	Ambar Modi
Kavita Mayank Varia	-	-	5,00,000	5,00,000	0.05	N.A.
Shoreya Goel	-	-	5,00,000	5,00,000	0.05	N.A.
Karan Sachdeva	-	-	5,00,000	5,00,000	0.05	N.A.
Mahendra Chand Singhvi	-	-	5,00,000	5,00,000	0.05	N.A.
Haryana International Capital Finance Pvt Ltd	-	-	4,00,000	4,00,000	0.05	Santosh Kumar Choudhary and Nitu Choudhary
Khetan Developers Pvt Ltd	-	-	4,00,000	4,00,000	0.04	Santosh Kumar

						Choudhary and Nitu Choudhary
Yashraj Vyapaar Pvt Ltd	-	-	4,00,000	4,00,000	0.04	Santosh Kumar Choudhary and Nitu Choudhary
Gadaram Traders Pvt Ltd	-	-	4,00,000	4,00,000	0.04	Santosh Kumar Choudhary and Nitu Choudhary
Ishwar Gupta			3,75,000	3,75,000	0.04	N.A.
Vikram Garg	340	0.00	3,75,000	3,75,340	0.04	N.A.
Charu Garg	-	-	3,75,000	3,75,000	0.04	N.A.
Vansh Garg	-	-	3,75,000	3,75,000	0.04	N.A.
Ishwar Gupta and Sons HUF	-	-	3,75,000	3,75,000	0.04	Ishwar Gupta
Narayanprasad Mundhra	75,000	0.02	3,00,000	3,75,000	0.04	N.A.
Dharam Chand Gupta	-	-	2,75,000	2,75,000	0.04	N.A.
Brij Bhushan Gupta	-	-	2,75,000	2,75,000	0.03	N.A.
Ajay Kumar Gupta	-	-	2,70,000	2,70,000	0.03	N.A.
Hemchand Jain	-	-	2,50,000	2,50,000	0.03	N.A.
Drishti Jain	-	-	2,50,000	2,50,000	0.03	N.A.
Shruti Gupta	-	-	2,40,000	2,40,000	0.03	N.A.
Shweta Mittal	-	-	2,15,000	2,15,000	0.03	N.A.
Chatali Mittal	-	-	2,15,000	2,15,000	0.02	N.A.
Rekha	-	-	2,15,000	2,15,000	0.02	N.A.
Ankita Jigar Thakkar	-	-	2,00,000	2,00,000	0.02	N.A.
Sandeep Goyal	33,000	0.01	2,00,000	2,33,000	0.02	N.A.
Vinod Bansal	-	-	2,00,000	2,00,000	0.02	N.A.
Muskan Jain	-	-	2,00,000	2,00,000	0.02	N.A.
Satish Kumar	1,59,223	0.03	2,00,000	3,59,223	0.02	N.A.
Utkarsh Gupta	-	-	2,00,000	2,00,000	0.04	N.A.
Krishna Murari	-	-	2,00,000	2,00,000	0.02	N.A.
Forum Harsh Shah	-	-	1,75,000	1,75,000	0.02	N.A.
Maukunti Pujara	-	-	1,75,000	1,75,000	0.02	N.A.
Harshil Shah	-	-	1,75,000	1,75,000	0.02	N.A.
Archana Devi	-	-	1,75,000	1,75,000	0.02	N.A.
Rivoo Bansal	-	-	1,75,000	1,75,000	0.02	N.A.
Ajay Kumar Jain	-	-	1,50,000	1,50,000	0.02	N.A.
Madhu Jain	-	-	1,50,000	1,50,000	0.02	N.A.
Suman Agarwal	-	-	1,40,000	1,40,000	0.02	N.A.
Indu Gupta	-	-	1,40,000	1,40,000	0.01	N.A.
Neena Jain	-	-	1,00,000	1,00,000	0.01	N.A.
Gaurav Kumar Gupta	100	0.00	1,00,000	1,00,100	0.01	N.A.
Vinita Garg	-	-	1,00,000	1,00,000	0.01	N.A.
Rachit Capital Services Private Limited	-	-	1,00,000	1,00,000	0.01	Anuj Modi
Supriya Singh	-	-	1,00,000	1,00,000	0.01	N.A.
Maya Devi	-	-	95,000	95,000	0.01	N.A.
Raj Kumar Aggarwal	-	-	95,000	95,000	0.01	N.A.
Yashank Gupta	4,800	0.00	95,000	99,800	0.01	N.A.
Suhani Gupta	18,800	0.00	95,000	1,13,800	0.01	N.A.
Arpan Modani	-	-	87,500	87,500	0.01	N.A.

Notes:

- 1) Pre-issue holding of the proposed allottees is based on the latest BENPOS i.e. July 12, 2024 available with the Company.
- 2) Post issue shareholding is calculated after assuming full conversion of 48,13,42,500 Warrants proposed to be issued and allotted to Proposed Allottees in to 48,13,42,500 Equity Shares of the Company.
- 3) Post shareholding structure may change depending upon any other corporate action happening in between.
- 4) The allotment of Equity Shares upon conversion of Warrants on preferential basis shall be made strictly in compliance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 without necessitating the requirement of an open offer in terms of Regulation 3 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

3. Point No.2 (Utilization of gross proceeds):

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

Sr. No.	Particulars	Total estimated amount to be utilized* (₹ in Crores)	Tentative timeline for utilization of funds
1.	Repayment of banker's outstanding debts [#]	2,025.00	April, 2026
2.	Working Capital requirement	529.69	May, 2026
3.	General Corporate Purposes	150.00	April, 2026
4.	Issue related expenses	0.45	February, 2026
	Total	2,705.14	

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

Sr. No.	Name of the Bank	Nature of debts	Estimated amount to be utilized (₹ in Crores)	Tentative timeline for utilization of funds
1	State Bank of India	Working Capital Facilities	691.74	April, 2026
2	Union Bank of India		325.01	
3	Punjab National Bank		273.98	
4	Indian Bank [@]		136.08	
5	Bank of India [@]		116.44	
6	Indian Overseas Bank [@]		114.21	
7	Canara Bank		109.55	
8	Kotak Mahindra Bank [@]		63.18	
9	IDBI Bank Limited [@]		54.27	
10	Axis Bank Limited		36.65	
11	IDFC Bank Limited [@]		34.02	
12	Bank of Baroda		39.69	
13	Karur Vysya Bank Limited		17.01	
14	IndusInd Bank Limited		13.17	
	Total	2,025.00		

[@]These figures are provisional, subject to the approval of the competent authority of the respective banks, any increase / decrease therein shall be met by the Company from its internal accruals, promoters' assistance, as may be approved by the Board of Directors of the Company.

**considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

Given that the preferential issue is for convertible Warrants, the issue proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of ICDR Regulations, and as estimated by the management, the entire issue proceeds would be utilized for the all the aforementioned Objects, in phases, as per the availability of issue proceeds, and the Company's business requirements and within the periods as set out in the table.

in terms of BSE Notice No. 20221213-47 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. Further, if the full issue proceeds as stated above not received due to technical factors, all heads under Objects of the issue, shall get adjusted proportionately as may be determined by the Board/ Committee constituted by the Board, subject to compliance with applicable laws.

Except as referred above all other terms and contents of the EGM Notice shall remain unchanged.

As the above modifications / alterations were approved by the Board subsequent to the issuance of EGM Notice, this necessitates issuance of corrigendum to the Notice of the EGM to be held on August 8, 2024.

For the sake of utmost clarity, better understanding of Members and to enable them to exercise their voting rights on an informed basis, the revised Special Resolution at item no.1 and its Explanatory Statement are reproduced hereunder after incorporating the above referred modifications / alterations:

1. ISSUANCE OF UP TO 48,13,42,500 FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO “PROMOTER GROUP” AND “NON-PROMOTER, PUBLIC CATEGORY”

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 (“Takeover Regulations”), the Foreign Exchange Management Act, 1999 and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), 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, RBI, 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, by way of preferential allotment on private placement basis, up to 48,13,42,500 (Forty Eight Crore Thirteen Lakh Forty Two Thousand Five Hundred) Fully Convertible Warrants (“Warrants”), to the persons belonging to “Promoter Group” and “Non-Promoter, Public Category”, at an issue price of ₹ 56.20 (Rupees Fifty Six Twenty Paise Only) per Warrant, which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, for an aggregate amount of up to

₹ 2705,14,48,500 (Rupees Two Thousand Seven Hundred Five Crores Fourteen Lakh Forty Eight Thousand Five Hundred Only), on such terms and conditions as detailed herein below, to the following persons (“Proposed Allottees”):

Sr. No.	Name(s) of the Proposed Allottees	Maximum no. of Warrants for the respective Allottee
A.	Promoter Group:	
1	New Track Garments Private Limited	8,00,00,000
2	Balram Garg (HUF)	3,50,00,000
3	Pooja Garg	3,50,00,000
	Total (A)	15,00,00,000
B.	Non-Promoter, Public:	
1	Unico Global Opportunities Fund Limited	5,45,00,000
2	Ebisu Global Opportunities Fund Limited	5,05,00,000
3	Capri Global Holdings Pvt Ltd	3,49,00,000
4	Eminence Global Fund PCC-Eubilia Capital Partners Fund I	1,36,00,000
5	Upendra Rai	1,11,00,000
6	Hawk Capital Pvt Ltd	1,00,00,000
7	Prakash Mehta	1,00,00,000
8	Hello Money Advisors LLP	75,00,000
9	Griebs Commosales LLP	75,00,000
10	Manju Poddar	75,00,000
11	Suresh Chand Garg HUF	60,00,000
12	Riana Investments Pvt Ltd	51,00,000
13	Credible Nivesh Limited	50,00,000
14	Intellexs Investments Solutions Pvt Ltd	49,00,000
15	Sarveshwar Bhawan Edge LLP	35,00,000
16	Narender Agarwal	30,00,000
17	Jitin Garg HUF	30,00,000
18	Priya Mittal	28,90,000
19	Johnsom and Andrew Properties Pvt Ltd	25,00,000
20	Infront Enterprises Pvt Ltd	25,00,000
21	Sahi Logistics and Infra Pvt Ltd	25,00,000
22	Thomson and Wyman Enterprises Pvt Ltd	25,00,000
23	Dikson Trading & Finance Co. Ltd	25,00,000
24	Duke Management Services Pvt Ltd	25,00,000
25	Ankita Singhania	25,00,000
26	Chandrakala Singhania	25,00,000
27	Dhanraksha Vincom Pvt Ltd	25,00,000
28	CKS Properties Pvt Ltd	25,00,000
29	Truquest Solutions LLP	25,00,000
30	Ashibhadarsh Ventures Pvt Ltd	25,00,000
31	Sandeip S Nagar	25,00,000
32	Viney Equity Market LLP	25,00,000
33	Ashok Mittal	25,00,000
34	Priti Ashit Mehta	25,00,000
35	Sixer Infotech India Private Limited	21,00,000
36	Sanjeev Jugalkishore Chirania	21,00,000
37	Shyam Sunder Garg HUF	20,00,000
38	Dinesh Garg HUF	20,00,000
39	Shyam Sunder Garg	20,00,000
40	Shantanu Investments Pvt Ltd	17,50,000
41	Deepika G Kumar Ghanwani Jy.1: Reetika Rajpal	17,00,000
42	Santosh Kumari Jt.1: Vinay Kumar Arora	15,00,000
43	Kaushik Surendra Shah	15,00,000
44	Devansh Gupta	15,00,000

45	Hukum Chand Malik	15,00,000
46	Parveen Kumar Jain	12,00,000
47	Vaishavi Sinha	10,00,000
48	Sambhavi Sinha	10,00,000
49	Paritosh Jain	10,00,000
50	Divyansh Jain	10,00,000
51	Shashi Sharma	10,00,000
52	Tushar Gopalkrishna Agarwal	10,00,000
53	Surinder Malik	10,00,000
54	Harsh Jain	20,00,000
55	Maheshkumar Gupta	10,00,000
56	Evolution Capital Advisory Services Private Limited	10,00,000
57	Mohinder Kaur Malik	10,00,000
58	FinMen Advisors Pvt Ltd	9,50,000
59	Nikita Agarwal	9,00,000
60	Vivek Garg	7,00,000
61	Vivek Garg HUF	7,00,000
62	Usha Garg	6,00,000
63	Nita Jignesh Modi	6,00,000
64	Nidhi Gupta	6,00,000
65	Anuj Modi	6,00,000
66	Anvesha Enterprises	5,50,000
67	Kavita Mayank Varia	5,00,000
68	Shoreya Goel	5,00,000
69	Karan Sachdeva	5,00,000
70	Mahendra Chand Singhvi	5,00,000
71	Haryana International Capital Finance Pvt Ltd	4,00,000
72	Khetan Developers Pvt Ltd	4,00,000
73	Yashraj Vyapaar Pvt Ltd	4,00,000
74	Gadaram Traders Pvt Ltd	4,00,000
75	Ishwar Gupta	3,75,000
76	Vikram Garg	3,75,000
77	Charu Garg	3,75,000
78	Vansh Garg	3,75,000
79	Ishwar Gupta and Sons HUF	3,75,000
80	Narayanprasad Mundhra	3,00,000
81	Dharam Chand Gupta	2,75,000
82	Brij Bhushan Gupta	2,75,000
83	Ajay Kumar Gupta	2,70,000
84	Hemchand Jain	2,50,000
85	Drishti Jain	2,50,000
86	Shruti Gupta	2,40,000
87	Shweta Mittal	2,15,000
88	Chatali Mittal	2,15,000
89	Rekha	2,15,000
90	Ankita Jigar Thakkar	2,00,000
91	Sandeep Goyal	2,00,000
92	Vinod Bansal	2,00,000
93	Muskan Jain	2,00,000
94	Satish Kumar	2,00,000
95	Utkarsh Gupta	2,00,000
96	Krishna Murari	2,00,000
97	Forum Harsh Shah	1,75,000
98	Maukunti Pujara	1,75,000
99	Harshil Shah	1,75,000
100	Archana Devi	1,75,000
101	Rivoo Bansal	1,75,000
102	Ajay Kumar Jain	1,50,000

103	Madhu Jain	1,50,000
104	Suman Agarwal	1,40,000
105	Indu Gupta	1,40,000
106	Neena Jain	1,00,000
107	Gaurav Kumar Gupta	1,00,000
108	Vinita Garg	1,00,000
109	Rachit Capital Services Private Limited	1,00,000
110	Supriya Singh	1,00,000
111	Maya Devi	95,000
112	Raj Kumar Aggarwal	95,000
113	Yashank Gupta	95,000
114	Suhani Gupta	95,000
115	Arpan Modani	87,500
Total (B)		33,13,42,500
Total (A+B)		48,13,42,500

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 Tuesday, July 9, 2024, being the date 30 days prior to the date of this meeting of Members i.e. August 8, 2024.

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten Only) each (“**Equity Shares**”) at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be determined by the Board.

RESOLVED FURTHER THAT Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten 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 Allottees shall entitle them 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 Allottees 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 against the conversion of Warrants at any time during Warrant Exercise Period.
- d) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares to be allotted to Proposed Allottees 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 Allottees 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 the 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 the Proposed Allottee(s).
- 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 the Allottee of such Warrants.
- j) In the event the Warrant Holder(s) 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 Warrant Holder any voting rights in the Company in respect of such Warrants. However, Warrant holders 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 Director and/or Key Managerial Personnel of the Company be and are hereby severally authorized 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 any Key Managerial Personnel or any other officer(s) of the Company.”

EXPLANATORY STATEMENT

ITEM NO. 1:

The Special Resolution in Item No. 1 of this Notice has been proposed pursuant to the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 (the “**Act**”), to issue, offer and allot up to 48,13,42,500 (Forty Eight Crore Thirteen Lakh Forty Two Thousand Five Hundred Only) Fully Convertible Warrants (“**Warrants**”) carrying a right exercisable by Warrant holder to subscribe to one Equity Share per Warrant, by way of preferential allotment on private placement basis, to the persons belonging to “Promoter Group” and “Non-Promoter, Public Category” (“**Proposed Allottees**”), for an aggregate amount of up to ₹ 2705,14,48,500 (Rupees Two Thousand Seven Hundred Five Crores Fourteen Lakh Forty Eight Thousand Five Hundred Only), at an issue price of ₹ 56.20 (Rupees Fifty Six Twenty Paise Only) per Warrant, being a price more than the price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”).

The said proposal has been considered and approved by the Board in its meeting held on July 13, 2024. This proposal is in continuation to, and supersedes the decision taken by the Board in its meeting held on April 16, 2024, regarding preferential issue of Warrants to one Promoter Group entity only, by inclusion of certain other allottees and consequent revision in the issue size.

The preferential issue to Proposed Allottees is subject to the receipt of all necessary stipulated approvals including that of Members, Stock Exchanges etc. The details of the issue 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 issue and Regulation 163 of ICDR Regulations are set forth below:

1. Objects of the Preferential Issue:

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

1. Repayment of banker's outstanding debts
2. Working Capital requirement;
3. General Corporate Purposes;
4. Issue related expenses;

(collectively, hereinafter referred to as the "Objects")

2. Utilization of gross proceeds:

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

Sr. No.	Particulars	Total estimated amount to be utilized* (₹ in Crores)	Tentative timeline for utilization of funds
1.	Repayment of banker's outstanding debts [#]	2,025.00	April, 2026
2.	Working Capital requirement	529.69	May, 2026
3.	General Corporate Purposes	150.00	April, 2026
4.	Issue related expenses	0.45	February, 2026
	Total	2,705.14	

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

Sr. No.	Name of the Bank	Nature of debts	Estimated amount to be utilized (₹ in Crores)	Tentative timeline for utilization of funds
1	State Bank of India	Working Capital Facilities	691.74	April, 2026
2	Union Bank of India		325.01	
3	Punjab National Bank		273.98	
4	Indian Bank [@]		136.08	
5	Bank of India [@]		116.44	
6	Indian Overseas Bank [@]		114.21	
7	Canara Bank		109.55	
8	Kotak Mahindra Bank [@]		63.18	
9	IDBI Bank Limited [@]		54.27	
10	Axis Bank Limited		36.65	
11	IDFC Bank Limited [@]		34.02	
12	Bank of Baroda		39.69	
13	Karur Vysya Bank Limited		17.01	
14	IndusInd Bank Limited		13.17	
	Total	2,025.00		

[@] These figures are provisional, subject to the approval of the competent authority of the respective banks, any increase / decrease therein shall be met by the Company from its internal accruals, promoters' assistance, as may be approved by the Board of Directors of the Company.

**considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

Given that the preferential issue is for convertible Warrants, the issue proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of ICDR Regulations, and as estimated by the management, the entire issue proceeds would be utilized for the

all the aforementioned Objects, in phases, as per the availability of issue proceeds, and the Company's business requirements and within the periods as set out in the table.

in terms of BSE Notice No. 20221213-47 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. Further, if the full issue proceeds as stated above not received due to technical factors, all heads under Objects of the issue, shall get adjusted proportionately as may be determined by the Board/ Committee constituted by the Board, subject to compliance with applicable laws.

3. Interim use of proceeds:

The Company intends to deposit the pending utilization of the gross proceeds for the Objects with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or temporarily invest in the units of mutual funds, liquid funds, arbitrage funds or in such other opportunities as may be allowed by the Board from time to time.

4. Monitoring of utilization of funds:

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

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 13, 2024 has subject to the approval of Members and such other approvals as may be required, approved the issuance and allotment of up to 48,13,42,500 (Forty Eight Crore Thirteen Lakh Forty Two Thousand Five Hundred Only) Fully Convertible Warrants (“**Warrants**”) carrying a right exercisable by Warrant holder to subscribe to one Equity Share per Warrant, to the persons belonging to “Promoter Group” and “Non-Promoter, Public Category” (“**Proposed Allottees**”), at an issue price of ₹ 56.20 (Rupees Fifty Six Twenty Paise Only), for an aggregate amount of up to ₹ 2705,14,48,500 (Rupees Two Thousand Seven Hundred Five Crores Fourteen Lakh Forty Eight Thousand Five Hundred Only), for cash by way of preferential allotment on private placement basis.

Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten Only) each (“**Equity Shares**”) at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of Warrants.

6. Relevant Date:

In terms of the provisions of Chapter V of ICDR Regulations, the Relevant Date for determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Tuesday, July 9, 2024, being the date 30 days prior to the date of this meeting i.e. August 8, 2024.

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, a minimum issue price of the Convertible Warrants 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; 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; **whichever is higher.**

In terms of the provisions of Regulation 164 of ICDR Regulations, the minimum price at which the warrants may be issued computes to ₹ 56.09 (Rupees Fifty Six Nine 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 a floor price/ minimum price of the shares / Warrants issued on a preferential basis.

As the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through valuation report of Shri Manish Manwani, Registered valuer (IBBI/RV/03/2021/14113) is ₹ 56.09 (Rupees Fifty Six Nine Paise Only) per warrant. The said report is available on the website of the Company at <https://www.pcjeweller.com>.

After considering the above, it was decided to issue the Warrants, to be allotted on a preferential basis to Proposed Allottees, at a price of ₹ 56.20 (Rupees Fifty Six Twenty Paise Only) each.

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

The Company intends to raise an amount aggregating up to ₹ 2705,14,48,500 (Rupees Two Thousand Seven Hundred Five Crores Fourteen Lakh Forty Eight Thousand Five Hundred Only) through this preferential issue.

9. Name and address of valuer who performed valuation:

Shri Manish Manwani, Unit No. 125, Tower B-3, SpazeItech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018, Registered valuer (IBBI/RV/03/2021/14113).

10. Principal terms of assets charged as securities:

Not Applicable

11. Material terms of raising securities:

The same has been disclosed in the resolution.

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 is proposed to be made to Individuals, HUFs, QIBs and Body Corporates (Proposed Allottees), which comprises of both Promoter Group and Non-Promoter, Public Category entities.

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 resolution will remain unchanged post the preferential issue.

16. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

Promoters / Promoter Group of the Company are subscribing to the issue to the extent of number of Warrants proposed to be issued, written against their names, as detailed hereunder:

Sr. No.	Name(s) of the Proposed Allottees	Category	No. of Warrants
1	New Track Garments Private Limited	Promoter Group	8,00,00,000
2.	Balram Garg (HUF)	Promoter Group	3,50,00,000
3.	Pooja Garg	Promoter Group	3,50,00,000

Except as mentioned in the above table, Promoters / Promoter Group are not subscribing to any other Warrants in the proposed issue. All other Proposed Allottees belongs to Non-Promoter and Public Category.

17. Pre and Post issue shareholding pattern of the Company:

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

Sr. No.	Category	Pre issue shareholding		No. of Warrants to be allotted	Post Issue Shareholding	
		No. of Shares	%		No. of Shares	%
A	Promoter & Promoter Group holding:					
1	Indian Promoters:					
	Individuals/HUF	25,38,01,596	54.53	7,00,00,000	32,38,01,596	34.20
	Bodies Corporate	0	0	8,00,00,000	8,00,00,000	8.45
	Sub Total (A1)	25,38,01,596	54.53	15,00,00,000	40,38,01,596	42.65
2	Foreign Promoters (A2)	0	0.00	0	0	0.00
	Sub Total (A=A1+A2)	25,38,01,596	54.53	15,00,00,000	40,38,01,596	42.65
B	Non-Promoters' holding:					
1	Institutions (Domestic) (B1)	69,53,862	1.49	0	69,53,862	0.73
	Institutions (Foreign) (B2)	1,19,48,843	2.57	11,86,00,000	13,05,48,843	13.79
2	Non-Institutions (B3):					
	Bodies Corporate	3,39,68,042	7.30	8,99,00,000	12,38,68,042	13.09
	Directors and Relatives (excluding independent directors and nominee directors)	1,32,500	0.03	0	1,32,500	0.01
	Key Managerial Personnel	1,83,971	0.04	0	1,83,971	0.02
	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	1,963	0.00	0	1,963	0.00
	Individuals	14,86,56,954	31.94	7,90,17,500	22,76,74,454	24.05
	Non Resident Indians (NRIs)	31,16,996	0.67	57,00,000	88,16,996	0.93

	Foreign Nationals	200	0.00	0	200	0.00
	Others (Including IEPF, HUF Clearing Member etc.)	66,38,969	1.43	3,81,25,000	4,47,63,969	4.73
	Sub Total (B=B1+B2+B3)	21,16,02,300	45.47	33,13,42,500	54,29,44,800	57.35
3	Non-Promoter - Non-Public (C)	0	0.00	0	0	0.00
	Grand Total (A+B+C)	46,54,03,896	100.00	48,13,42,500	94,67,46,396	100.00

Notes:

1) The pre-issue shareholding pattern is as on latest shareholding pattern filed with the Stock Exchanges i.e. June 30, 2024.

2) Post issue shareholding is calculated after assuming full conversion of 48,13,42,500 Warrants proposed to be issued and allotted to Proposed Allottees in to 48,13,42,500 Equity Shares of the Company.

3) Post 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:

Name(s) of Allottees	Pre issue shareholding		No. of Warrants to be allotted	Shareholding post conversion of Warrants		Name of ultimate beneficial owners
	No. of Shares	%		No. of Shares	%	
New Track Garments Private Limited	-	-	8,00,00,000	8,00,00,000	8.45	Krishna Devi
Balram Garg (HUF)	84,000	0.02	3,50,00,000	3,50,84,000	3.71	Balram Garg
Pooja Garg	6,20,400	0.13	3,50,00,000	3,56,20,400	3.76	N.A.
Unico Global Opportunities Fund Limited	-	-	5,45,00,000	5,45,00,000	5.76	Rajendra Bhatt
Ebisu Global Opportunities Fund Limited	-	-	5,05,00,000	5,05,00,000	5.33	Nitin Singhal
Capri Global Holdings Pvt Ltd	40,00,000	0.86	3,49,00,000	3,89,00,000	4.11	Rajesh Sharma
Eminence Global Fund PCC-Eubilia Capital Partners Fund I	-	-	1,36,00,000	1,36,00,000	1.44	Grigor Jabishvili
Upendra Rai	-	-	1,11,00,000	1,11,00,000	1.17	N.A.
Hawk Capital Pvt Ltd	-	-	1,00,00,000	1,00,00,000	1.06	Pramod Sharma
Prakash Mehta	-	-	1,00,00,000	1,00,00,000	1.06	N.A.
Hello Money Advisors LLP	-	-	75,00,000	75,00,000	0.79	Rachit Poddar
Griebs Commosales LLP	-	-	75,00,000	75,00,000	0.79	Rachit Poddar
Manju Poddar	-	-	75,00,000	75,00,000	0.79	N.A.
Suresh Chand Garg HUF	-	-	60,00,000	60,00,000	0.63	Suresh Chand Garg
Riana Investments Pvt Ltd	-	-	51,00,000	51,00,000	0.54	Rajeev Lakhara
Credible Nivesh Limited	-	-	50,00,000	50,00,000	0.53	Pradeep Kumar Agarwal
Intellexs Investments Solutions Pvt Ltd	-	-	49,00,000	49,00,000	0.52	Rajeev Lakhara

Sarveshwar Bhawan Edge LLP	-	-	35,00,000	35,00,000	0.37	Rajni Singla
Narender Agarwal	-	-	30,00,000	30,00,000	0.32	N.A.
Jitin Garg HUF	6,900	0.00	30,00,000	30,06,900	0.32	Jitin Garg
Priya Mittal	11,56,000	0.25	28,90,000	40,46,000	0.43	N.A.
Johnsom and Andrew Properties Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Kirit Tulsidas Vassa
Infront Enterprises Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Subhash P Rathod
Sahi Logistics and Infra Pvt Ltd	6,70,000	0.14	25,00,000	31,70,000	0.33	Subhash P Rathod and Mangala S Rathod
Thomson and Wyman Enterprises Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Subhash P Rathod
Dikson Trading & Finance Co. Ltd	-	-	25,00,000	25,00,000	0.26	Bimal Kumar Jain and Aman Jain
Duke Management Services Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Bimal Kumar Jain and Aman Jain
Ankita Singhania	200	0.00	25,00,000	25,00,200	0.26	N.A.
Chandrakala Singhania	-	-	25,00,000	25,00,000	0.26	N.A.
Dhanraksha Vincom Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Rahul Bagaria
CKS Properties Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Chandrakala Singhania
Truquest Solutions LLP	-	-	25,00,000	25,00,000	0.26	Neha Agrawal
Ashibhadarsh Ventures Pvt Ltd	-	-	25,00,000	25,00,000	0.26	Bhavin Vinod Parekh and Ashita Bhavin Parekh
Sandeip S Nagar	-	-	25,00,000	25,00,000	0.26	N.A.
Viney Equity Market LLP	-	-	25,00,000	25,00,000	0.26	Anant Aggarwal
Ashok Mittal	-	-	25,00,000	25,00,000	0.26	N.A.
Priti Ashit Mehta	-	-	25,00,000	25,00,000	0.26	N.A.
Sixer Infotech India Private Limited	-	-	21,00,000	21,00,000	0.22	Vineet Kumar
Sanjeev Jugalkishore Chirania	-	-	21,00,000	21,00,000	0.22	N.A.
Shyam Sunder Garg HUF	-	-	20,00,000	20,00,000	0.21	Shyam Sunder Garg
Dinesh Garg HUF	-	-	20,00,000	20,00,000	0.21	Dinesh Chand Garg
Shyam Sunder Garg	7,810	0.00	20,00,000	20,07,810	0.21	N.A.
Shantanu Investments Pvt Ltd	-	-	17,50,000	17,50,000	0.18	Arun Sood and Varsha Sood
Deepika G Kumar Ghanwani Jt.1: Reetika Rajpal	-	-	17,00,000	17,00,000	0.18	N.A.

Santosh Kumari Jt.1: Vinay Kumar Arora	-	-	15,00,000	15,00,000	0.16	N.A.
Kaushik Surendra Shah	-	-	15,00,000	15,00,000	0.00	N.A.
Devansh Gupta	-	-	15,00,000	15,00,000	0.16	N.A.
Hukum Chand Malik	-	-	15,00,000	15,00,000	0.16	N.A.
Parveen Kumar Jain	-	-	12,00,000	12,00,000	0.16	N.A.
Vaishavi Sinha	-	-	10,00,000	10,00,000	0.13	N.A.
Sambhavi Sinha	2,51,000	0.05	10,00,000	12,51,000	0.11	N.A.
Paritosh Jain	362	0.00	10,00,000	10,00,362	0.13	N.A.
Divyansh Jain	49,000	0.01	10,00,000	10,49,000	0.11	N.A.
Shashi Sharma	-	-	10,00,000	10,00,000	0.11	N.A.
Tushar Gopalkrishna Agarwal	-	-	10,00,000	10,00,000	0.11	N.A.
Surinder Malik	-	-	10,00,000	10,00,000	0.11	N.A.
Harsh Jain	-	-	20,00,000	20,00,000	0.11	N.A.
Maheshkumar Gupta	-	-	10,00,000	10,00,000	0.21	N.A.
Evolution Capital Advisory Services Private Limited	-	-	10,00,000	10,00,000	0.11	Mehta Sameer Mukundbhai and Jeevika Dharmendra Shah
Mohinder Kaur Malik	-	-	10,00,000	10,00,000	0.11	N.A.
FinMen Advisors Pvt Ltd	1,22,514	0.03	9,50,000	10,72,514	0.11	Manish Jugraj Jain
Nikita Agarwal	-	-	9,00,000	9,00,000	0.11	N.A.
Vivek Garg	11,215	0.00	7,00,000	7,11,215	0.10	N.A.
Vivek Garg HUF	30,700	0.01	7,00,000	7,30,700	0.08	Vivek Garg
Usha Garg	-	-	6,00,000	6,00,000	0.08	N.A.
Nita Jignesh Modi	-	-	6,00,000	6,00,000	0.06	N.A.
Nidhi Gupta	-	-	6,00,000	6,00,000	0.06	N.A.
Anuj Modi	-	-	6,00,000	6,00,000	0.06	N.A.
Anvesha Enterprises	-	-	5,50,000	5,50,000	0.06	Ambar Modi
Kavita Mayank Varia	-	-	5,00,000	5,00,000	0.05	N.A.
Shoreya Goel	-	-	5,00,000	5,00,000	0.05	N.A.
Karan Sachdeva	-	-	5,00,000	5,00,000	0.05	N.A.
Mahendra Chand Singhvi	-	-	5,00,000	5,00,000	0.05	N.A.
Haryana International Capital Finance Pvt Ltd	-	-	4,00,000	4,00,000	0.05	Santosh Kumar Choudhary and Nitu Choudhary
Khetan Developers Pvt Ltd	-	-	4,00,000	4,00,000	0.04	Santosh Kumar Choudhary and Nitu Choudhary
Yashraj Vyapaar Pvt Ltd	-	-	4,00,000	4,00,000	0.04	Santosh Kumar Choudhary and Nitu Choudhary
Gadaram Traders Pvt Ltd	-	-	4,00,000	4,00,000	0.04	Santosh Kumar Choudhary

						and Nitu Choudhary
Ishwar Gupta			3,75,000	3,75,000	0.04	N.A.
Vikram Garg	340	0.00	3,75,000	3,75,340	0.04	N.A.
Charu Garg	-	-	3,75,000	3,75,000	0.04	N.A.
Vansh Garg	-	-	3,75,000	3,75,000	0.04	N.A.
Ishwar Gupta and Sons HUF	-	-	3,75,000	3,75,000	0.04	Ishwar Gupta
Narayanprasad Mundhra	75,000	0.02	3,00,000	3,75,000	0.04	N.A.
Dharam Chand Gupta	-	-	2,75,000	2,75,000	0.04	N.A.
Brij Bhushan Gupta	-	-	2,75,000	2,75,000	0.03	N.A.
Ajay Kumar Gupta	-	-	2,70,000	2,70,000	0.03	N.A.
Hemchand Jain	-	-	2,50,000	2,50,000	0.03	N.A.
Drishiti Jain	-	-	2,50,000	2,50,000	0.03	N.A.
Shruti Gupta	-	-	2,40,000	2,40,000	0.03	N.A.
Shweta Mittal	-	-	2,15,000	2,15,000	0.03	N.A.
Chatali Mittal	-	-	2,15,000	2,15,000	0.02	N.A.
Rekha	-	-	2,15,000	2,15,000	0.02	N.A.
Ankita Jigar Thakkar	-	-	2,00,000	2,00,000	0.02	N.A.
Sandeep Goyal	33,000	0.01	2,00,000	2,33,000	0.02	N.A.
Vinod Bansal	-	-	2,00,000	2,00,000	0.02	N.A.
Muskan Jain	-	-	2,00,000	2,00,000	0.02	N.A.
Satish Kumar	1,59,223	0.03	2,00,000	3,59,223	0.02	N.A.
Utkarsh Gupta	-	-	2,00,000	2,00,000	0.04	N.A.
Krishna Murari	-	-	2,00,000	2,00,000	0.02	N.A.
Forum Harsh Shah	-	-	1,75,000	1,75,000	0.02	N.A.
Maukunti Pujara	-	-	1,75,000	1,75,000	0.02	N.A.
Harshil Shah	-	-	1,75,000	1,75,000	0.02	N.A.
Archana Devi	-	-	1,75,000	1,75,000	0.02	N.A.
Rivoo Bansal	-	-	1,75,000	1,75,000	0.02	N.A.
Ajay Kumar Jain	-	-	1,50,000	1,50,000	0.02	N.A.
Madhu Jain	-	-	1,50,000	1,50,000	0.02	N.A.
Suman Agarwal	-	-	1,40,000	1,40,000	0.02	N.A.
Indu Gupta	-	-	1,40,000	1,40,000	0.01	N.A.
Neena Jain	-	-	1,00,000	1,00,000	0.01	N.A.
Gaurav Kumar Gupta	100	0.00	1,00,000	1,00,100	0.01	N.A.
Vinita Garg	-	-	1,00,000	1,00,000	0.01	N.A.
Rachit Capital Services Private Limited	-	-	1,00,000	1,00,000	0.01	Anuj Modi
Supriya Singh	-	-	1,00,000	1,00,000	0.01	N.A.
Maya Devi	-	-	95,000	95,000	0.01	N.A.
Raj Kumar Aggarwal	-	-	95,000	95,000	0.01	N.A.
Yashank Gupta	4,800	0.00	95,000	99,800	0.01	N.A.
Suhani Gupta	18,800	0.00	95,000	1,13,800	0.01	N.A.
Arpan Modani	-	-	87,500	87,500	0.01	N.A.

Notes:

- 1) Pre-issue holding of the proposed allottees is based on the latest BENPOS i.e. July 12, 2024 available with the Company.
- 2) Post issue shareholding is calculated after assuming full conversion of 48,13,42,500 Warrants proposed to be issued and allotted to Proposed Allottees in to 48,13,42,500 Equity Shares of the Company.
- 3) Post shareholding structure may change depending upon any other corporate action happening in between.
- 4) The allotment of Equity Shares upon conversion of Warrants on preferential basis shall be made strictly in compliance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 without necessitating the requirement of an open offer in terms of Regulation 3 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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

In terms of Regulation 170 of ICDR Regulations, preferential allotment of Warrants will be completed within a period of 15 (fifteen) days from the date of passing of Special Resolution provided that where the issue and allotment of 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 the 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 issue, 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:

Nil

23. Lock-in period:

- a) The Warrants and Equity Shares to be allotted upon conversion of Warrants shall be subject to lock-in in accordance with Chapter V of ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of Proposed Allottees, shall be locked-in as per 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 issue of Warrants to Proposed Allottees is being made in accordance with the requirements of Chapter V of ICDR Regulations has been obtained. The said certificate will be available for inspection by Members at the Company's website <https://www.pcjeweller.com>.

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 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 a Special 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.

This Corrigendum shall form an integral part of the EGM Notice dated July 13, 2024, which has already been circulated to Members of the Company on July 17, 2024, and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum. Accordingly, all concerned Members, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes.

All other contents of the Notice of EGM, save and except as modified / altered by this Corrigendum, shall remain unchanged.

This corrigendum will be uploaded on the website of the Company at www.pcjeweller.com and on the websites of Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com

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

Place: New Delhi
Date: July 29, 2024

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