RAMIT RASTOGI & ASSOCIATES
COMPANY SECRETARIES

110/S-2, Saraswati Block, D-6, Vasant Kunj, New Delhi – 110070
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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 ('**the Act**') and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('**the Rules**') read with relevant Circulars issued by Ministry of Corporate Affairs ("**MCA**") & Securities and Exchange Board of India ("**SEBI**")]

To,
The Chairman/ Managing Director,
PC Jeweller Limited
CIN: L36911DL2005PLC134929
2713, 3rd Floor,
Bank Street, Karol Bagh,
New Delhi - 110005

Subject: Scrutinizer's Report on Postal Ballot Notice

Dear Sir,

I, Ramit Rastogi (FCS: 6952, CP No.: 18465), Proprietor - Ramit Rastogi & Associates, Practicing Company Secretaries, having office at Vasant Kunj, New Delhi, has been appointed as the Scrutinizer by the Board of Directors of PC Jeweller Limited (hereinafter referred to as "**the Company**") at its meeting held on 16th July, 2026 for the purpose of scrutinizing the voting of Postal Ballot (the '**Postal Ballot**') process through electronic voting ('**e-voting**') in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 ('**the Act**') read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('**the Rules**') and read with General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 read with other applicable circulars including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ('**MCA Circulars**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**the SEBI Listing Regulations**'), Secretarial Standard–2 (**'SS-2'**) issued by the Institute of Company Secretaries of India (**'ICSI'**) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution(s) as mentioned in the Notice of the Postal Ballot dated July 16, 2026 (' **the Notice**'):

Sr. No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Increase in the Authorised Share Capital and alteration in the Capital Clause of Memorandum of Association.
2.	Special Resolution	Raising of funds up to an aggregate amount not exceeding ₹ 1,000 crore, in one or more tranches, through Qualified Institutions Placement.
3.	Ordinary Resolution	Re-appointment of Shri Balram Garg (DIN: 00032083) as Managing Director and payment of Remuneration.

I submit my report as under:

1. As informed by the Company, notice along with explanatory statement under Section 102 of the Act, the remote e-voting instructions were sent to all those Members, whose e-mail addresses were registered with the Company/ Depository Participant(s) (**'DP'**)/ Registrar and Share Transfer Agent ('**RTA**') and whose names are recorded in the Register of Members / List of Beneficial Owner maintained by the Depositories as on Friday, July 10, 2026 ('**Cut-off Date**').

2. The management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules thereof including MCA Circulars and the SEBI Listing Regulations in respect of the resolution contained in the Notice including dispatch of notice to the Members. My responsibilities as a Scrutinizer are restricted to scrutinizing the voting results provided by the e-voting Agency i.e., KFin Technologies Limited (**'KFintech'**) for the votes casted by the members in 'Favour' or 'Against' the resolution contained in the Postal Ballot Notice.

3. The Company completed the dispatch of Postal Ballot Notice through e-mail on July 24, 2026 and published a notice in this regard in the Financial Express (English National Daily) and Jansatta (Hindi) newspapers on July 25, 2026. The revised / corrected notice in Hindi was again published by the Company in Jansatta (Hindi) newspaper on July 26, 2026.

4. The Members of the Company holding equity shares as on Cut-off date were entitled to vote on the resolutions as contained in the Notice through remote e-voting facility in compliance of the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of KFintech viz. 'https://evoting.kfintech.com.' (**'website'**).

5. The remote e-voting commenced on Saturday, July 25, 2026, at 09:00 A.M. (IST) and ended on Sunday, August 23, 2026, at 5:00 P.M. (IST). Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by KFintech through its website.

6. The remote e-voting was unblocked on Sunday, August 23, 2026 at 05:00 P.M. (IST) in the presence of two witnesses i.e. Mr. Sangam and Mrs. Neha Rastogi who were not in the employment of the Company.

7. The particulars of remote e-voting report generated from electronic registry of KFintech have been entered in a separate register maintained for this purpose. E- votes cast upto 05:00 P.M. (IST) on August 23, 2026 are considered for the purpose of this report.

8. The remote e-voting was scrutinized and reconciled with the register of members/records of the Company as on cut- off date as maintained by RTA of the Company.

9. The total paid-up equity share capital of the Company as on the Cut-off date was INR 971,05,34,855/- divided into 971,05,34,855 equity shares of INR 1/- each, including 114,09,76,970 equity shares allotted pursuant to conversion of Fully Convertible Warrants which were under process of listing / trading approvals of the stock exchanges and not considered for voting results purpose. Accordingly, the results are based on the data received from Depository(s) / RTA as on the Cut-off date corresponding to paid-up share capital comprising of 856,95,57,885 equity shares of INR 1/- each.

10. The result of remote e-voting in respect of resolutions contained in the Notice is as under:

I. **Increase in the Authorised Share Capital and alteration in the Capital Clause of Memorandum of Association.**

Particulars	Ordinary Resolution			
	Number of Valid Votes			Percentage
	Remote e-Voting	Postal Ballot	Total	
Assent	3434922447	NA	3434922447	99.96
Dissent	1245914		1245914	0.04
Total	**3436168361**		**3436168361**	100

II. **Raising of funds up to an aggregate amount not exceeding ₹ 1,000 crore, in one or more tranches, through Qualified Institutions Placement.**

Particulars	Special Resolution			
	Number of Valid Votes			Percentage
	Remote e-Voting	Postal Ballot	Total	
Assent	3435273361	NA	3435273361	99.96
Dissent	1238577		1238577	0.04
Total	**3436511938**		**3436511938**	100

III. **Re-appointment of Shri Balram Garg (DIN: 00032083) as Managing Director and payment of Remuneration.**

Particulars	Ordinary Resolution			
	Number of Valid Votes			Percentage
	Remote e-Voting	Postal Ballot	Total	
Assent	3394819955	NA	3394819955	98.80
Dissent	41305741		41305741	1.20
Total	3436125696		3436125696	100

The detailed break up of voting through remote e-voting in respect of the above Resolutions is attached to this report as an **Annexure.**

11. Based on the aforesaid results, the resolutions as mentioned above are deemed to have been passed on August 23, 2026, being the last date of remote e-voting for the Members of the Company.

12. The Register containing the details of remote e-voting relating to the Postal Ballot will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

For Ramit Rastogi & Associates
(Company Secretaries)
Unique Regn No.: S2006DE089200
Peer Review Cert No.: 1855/2022

Ramit Rastogi Digitally signed by Ramit Rastogi Date: 2026.08.24 13:29:54 +05'30'

Ramit Rastogi
M.No. - F6952
C.P. No.: 18465
UDIN: F006952H001195953

Date: August 24, 2026
Place: New Delhi

Counter signed by:
For **PC Jeweller Limited**

BALRAM GARG Digitally signed by BALRAM GARG Date: 2026.08.24 13:47:05 +05'30'

(**BALRAM GARG**)
Managing Director
DIN: 00032083

Date: August 24, 2026
Place: New Delhi

Annexure

A detailed summary of the voting is given herein below:

I. **Increase in the Authorised Share Capital and alteration in the Capital Clause of Memorandum of Association.**

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	**No. of e-voters**	**No. of Equity Shares**	**Paid-up value of the Equity Shares (In Rs.)**
a) Total votes received	1,757	3436168361	3436168361
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	1,757	3436168361	3436168361
d) Votes with assent for the resolution	1596	3434922447	3434922447
e) Votes with dissent for the resolution	161	1245914	1245914

Note: 72 e-voters for 715110 equity shares abstained from voting and 3 e-voters voted in favour and against both.

II. **Raising of funds up to an aggregate amount not exceeding ₹ 1,000 crore, in one or more tranches, through Qualified Institutions Placement.**

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	**No. of e-voters**	**No. of Equity Shares**	**Paid-up value of the Equity Shares (In Rs.)**
a) Total votes received	1764	3436511938	3436511938
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	1764	3436511938	3436511938
d) Votes with assent for the resolution	1600	3435273361	3435273361
e) Votes with dissent for the resolution	164	1238577	1238577

Note: 69 e-voters for 373849 equity shares abstained from voting and 7 e-voters voted in favour and against both.

III. **Re-appointment of Shri Balram Garg (DIN: 00032083) as Managing Director and payment of Remuneration.**

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	**No. of e-voters**	**No. of Equity Shares**	**Paid-up value of the Equity Shares (In Rs.)**
a) Total votes received	1763	3436125696	3436125696
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	1763	3436125696	3436125696
d) Votes with assent for the resolution	1554	3394819955	3394819955
e) Votes with dissent for the resolution	209	41305741	41305741

Note: 79 e-voters for 751699 equity shares abstained from voting and 16 e-voters voted in favour and against both.