



Date: 27/12/2020

To,
The Listing Compliance Department,
BSE Limited,
P. J. Tower, Dalal Street,
Mumbai - 400001

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

Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref.: PC Jeweller Limited (Scrip Code: 534809, Symbol: PCJEWELLER)

Dear Sir / Madam,


Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated December 23, 2020 being sent to Members of the Company for seeking their approval by Postal Ballot through e-voting only, to the following Special Businesses:

- 1) Increase in authorised share capital and alteration in the Capital Clause of Memorandum of Association.
- 2) Issuance of upto 7,03,30,000 equity shares on preferential basis to Shri Balram Garg, Promoter of the Company.

The communication of assent / dissent of Members will take place only through e-voting facility. The e-voting facility shall be available from 9:00 A.M. on Monday, December 28, 2020 up to 5:00 P.M. on Tuesday, January 26, 2021.

Thanking you.

For PC Jeweller Limited


(VIJAY PANWAR)
Company Secretary

Encl.: As above

PC Jeweller Limited

REGD. & CORPORATE OFF: C - 54, PREET VIHAR, VIKAS MARG, DELHI - 110 092 PH: 011 - 49714971 FAX : 011 - 49714972

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



PC Jeweller

PC JEWELLER LIMITED

CIN: L36911DL2005PLC134929

Registered Office: C - 54, Preet Vihar, Vikas Marg, Delhi - 110092

Phone: 011 - 49714971, Fax: 011 - 49714972

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

POSTAL BALLOT NOTICE

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

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) {including any statutory modification(s) thereto or re-enactment thereof, for the time being in force}, General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 (“MCA Circulars”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws, rules and regulations, if any, to seek your approval by Postal Ballot through e-voting only, to the following Special Businesses:

- 1) Increase in authorised share capital and alteration in the Capital Clause of Memorandum of Association.
- 2) Issuance of upto 7,03,30,000 equity shares on preferential basis to Shri Balram Garg, Promoter of the Company.

In view of the current extraordinary circumstances due to COVID-19 pandemic and in compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail Id’s are registered with the Depository / the Company’s Registrar & Transfer Agent (“RTA”) - KFin Technologies Private Limited (“KFin”). This 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 KFin at <https://evoting.kfintech.com>. If the e-mail Id is not registered with the Depository / RTA, Members are requested to follow the process provided in the Notes 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.**

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid Special Businesses is annexed to this Postal Ballot Notice for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (CP No.: 3872), Proprietor R S Sharma & Associates, Company Secretaries, New Delhi, as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions forming part of Postal Ballot Notice and communicate their Assent or Dissent for the aforesaid Special Businesses before 5:00 P.M. on January 26, 2021, only through e-voting facility. The Company has engaged the services of KFin as the Agency to provide e-voting facility.

Based on the Scrutinizer’s report, the result of Postal Ballot will be announced on or before 5:00 P.M. on January 27, 2021 at the Registered Office of the Company. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. January 26, 2021.

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass 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 (hereinafter referred to as the “Act”) and the Rules made thereunder {including any statutory modification(s) thereto or re-enactment thereof, for the time being in force} and subject to Articles of Association of the Company, the authorised share capital of the Company, be and is hereby increased from Rs.700,00,00,000/- (Rupees Seven Hundred Crore Only) divided into 44,00,00,000 (Forty Four Crore) equity shares of Rs.10/- (Rupees Ten Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of Rs.10/- (Rupees Ten Only) each to Rs.760,00,00,000/- (Rupees Seven Hundred Sixty Crore Only) divided into 50,00,00,000 (Fifty Crore) equity shares of Rs.10/- (Rupees Ten Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of Rs.10/- (Rupees Ten Only) each, by creation of additional 6,00,00,000 (Six Crore) equity shares of Rs.10/- (Rupees Ten Only) each.

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 Rs.760,00,00,000/- (Rupees Seven Hundred Sixty Crore Only) divided into 50,00,00,000 (Fifty Crore) equity shares of Rs.10/- (Rupees Ten Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any Director(s) and / or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution.”

2. ISSUANCE OF UPTO 7,03,30,000 EQUITY SHARES ON PREFERENTIAL BASIS TO SHRI BALRAM GARG, PROMOTER OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed {“**Stock Exchange(s)**”}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including 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 and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) 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), the consent of Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential

basis, upto 7,03,30,000 (Seven Crore Three Lakh Thirty Thousand Only) equity shares of face value of Rs.10/- (Rupees Ten Only) each (“**Equity Shares**”), fully paid-up, to Shri Balram Garg, Promoter of the Company (“**Proposed Allottee**”), at a price being higher of the following:

- a) Rs.30/- per Equity Share towards conversion of loan extended by him to the Company to the extent of Rs.210,99,00,000/-; or
- b) at such other price as may be determined in accordance with the provisions of Chapter V of ICDR Regulations towards conversion of loan extended by him to the Company to the extent of amount computed accordingly.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Thursday, December 24, 2020, being the working day 30 days prior to the date on which this resolution is deemed to have been passed, i.e. the last date specified for e-voting, i.e. January 26, 2021.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) The outstanding unsecured loan held in the name of Proposed Allottee shall be adjusted against the subscription / allotment of Equity Shares, meaning thereby an amount required to be paid for Equity Shares shall be set off from the outstanding unsecured loan at the time of subscription / allotment of Equity Shares.
- (b) The pre-preferential shareholding of Proposed Allottee and Equity Shares to be allotted to Proposed Allottee shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- (c) Equity Shares to be allotted to Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted there under.
- (d) Equity Shares shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval.

RESOLVED FURTHER THAT Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up equity shares of face value of Rs.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 for the purpose of giving effect to this resolution, any Director(s), Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient including but not limited to making application to Stock Exchange(s) for obtaining of in-principle approvals, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or other authorities, 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 issue, resolve and settle any queries and difficulties that may arise in the proposed issue, offer and allotment of Equity Shares, without being required to seek any further consent or approval of the Members.”

By Order of the Board of Directors
For **PC Jeweller Limited**
Sd/-
(VIJAY PANWAR)
Company Secretary

Place: Delhi
Date: December 23, 2020

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the proposed Special Businesses is annexed hereto.

2. In compliance with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs, Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail Id's are registered with the Depository / the Company's Registrar & Transfer Agent ("RTA") - KFin Technologies Private Limited ("KFin"). Postal Ballot Notice will also be available on the Company's website www.pcejeweller.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 KFin at <https://evoting.kfintech.com>.

3. Postal Ballot Notice is being sent to those Members, 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, December 18, 2020**.

4. Members, who have not yet registered their e-mail ID's are requested to do the same by following the procedure given below:

i) Members holding shares in demat form can register their e-mail Id's by contacting their respective Depository Participant(s) and following the procedure advised by them.

ii) Members holding shares in physical form can send a request to the Company at the e-mail Id investors@pcejeweller.com or to KFin at the e-mail ID einward.ris@kfintech.com providing Folio No., Name of Member, e-mail Id, scanned copy of share certificate (front and back) and self – attested scanned copy of Pan Card, for registering their e-mail Id.

5. A person who is not a Member of the Company as on the Cut-off date should treat this Notice for information only.

6. 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.

7. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and other applicable Rules of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, 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 KFin as the Agency to provide e-voting facility. **Members can vote only by e-voting.**

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

Commencement of e-voting	: From 9:00 A.M. on Monday, December 28, 2020
End of e-voting	: Up to 5:00 P.M. on Tuesday, January 26, 2021

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

9. 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 ID's.

10. 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, who shall countersign the same.

11. Based on the Scrutinizer's Report, the result of Postal Ballot will be declared by the Chairman / Managing Director or in his absence by Company Secretary on Wednesday, January 27, 2021 on or before 5:00 P.M. at the Registered Office of the Company.

12. The result will be displayed on the notice board of the Company at its Registered Office and placed on the Company's website www.pcjeweller.com and on KFin's website <https://evoting.kfintech.com>. The result will also be forwarded to the Stock Exchange(s), where the Company's shares are listed.

13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. January 26, 2021.

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

i) Launch internet browser by typing <https://evoting.kfintech.com>.

ii) Enter the login credentials (i.e. User ID & Password) mentioned in your e-mail. 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: Event Number followed by Folio No. registered with the Company.

iii) Under Captcha, please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

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

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

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

vii) If you are already registered with KFin for e-voting, you can use your existing User ID and Password for casting your vote.

viii) On successful login, system will prompt you to select the 'EVENT' i.e. '**PC Jeweller Limited**'.

ix) On the voting page, you will see resolutions 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. December 18, 2020 (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If Member does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

x) Cast your vote by selecting an appropriate option and click 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else click 'CANCEL' to change your vote.

xi) Once you 'CONFIRM' your vote on the resolutions, you will not be allowed to modify your vote.

xii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

xiii) Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) are required to send scanned certified true copy (PDF format) of the relevant Board resolution / Power of Attorney / Authority Letter to the Scrutinizer at the e-mail ID rss.scrutinizer@gmail.com with copy to evoting@kfintech.com.

xiv) In case of any queries on e-voting, you may refer Frequently Asked Questions (FAQs) on e-voting and User Manual for Shareholders available at the download section of <https://evoting.kfintech.com> or contact Shri I. L. Murthy, Sr. Manager at KFin at e-mail id: lakshmana.murthy@kfintech.com, contact no.: 9177401088 or can also call KFin's toll free no.:1800-345-4001.

15. The relevant documents for inspection by Members will be available on the Company's website www.pcjeweller.com till the last date of e-voting i.e. January 26, 2021.

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

ITEM NO. 1

To augment the long term resources for meeting funding requirements for various business purposes including enhanced working capital requirements, future expansion plans and growth objectives, sufficient provision is required in authorised share capital of the Company.

In view of the above, as well as Item No. 2 of this Notice regarding issue and allotment of equity shares, it is proposed to increase authorised share capital of the Company from Rs.700,00,00,000/- (Rupees Seven Hundred Crore Only) divided into 44,00,00,000 (Forty Four Crore) equity shares of Rs.10/- (Rupees Ten Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of Rs.10/- (Rupees Ten Only) each to Rs.760,00,00,000/- (Rupees Seven Hundred Sixty Crore Only) divided into 50,00,00,000 (Fifty Crore) equity shares of Rs.10/- (Rupees Ten Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of Rs.10/- (Rupees Ten Only) each, by creation of additional 6,00,00,000 (Six Crore) equity shares of Rs.10/- (Rupees Ten 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. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company till the last date of e-voting. The Board recommends the resolution proposed at Item No. 1 for your approval by way of an Ordinary Resolution.

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

ITEM NO. 2

The Special Resolution contained in Item No. 2 of this Notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 (the "Act"), to issue and allot upto 7,03,30,000 Equity shares of face value of Rs.10/- each at an issue price of Rs.30/- per share or such other price as may be determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), whichever is higher, towards conversion of unsecured loan extended by Shri Balram Garg, Promoter of the Company, in terms of Chapter V of ICDR Regulations and applicable provisions of the Act. The said proposal has been considered and approved by the Board in its meeting held on December 23, 2020.

The details of the issue and other particulars as required in terms of the Act and ICDR Regulations are set forth below:

1. Objects of the Issue:

The Company proposes to issue the aforesaid Equity Shares in order to restructure and convert the existing loan held in the name of Proposed Allottee namely, Shri Balram Garg to the extent of Rs.210,99,00,000/- and also to strengthen the capital structure and such other purpose as the Board may decide.

2. Particulars of the offer including type and maximum number of specified securities to be issued:

Preferential issue of upto 7,03,30,000 Equity Shares of face value of Rs.10/- each to Proposed Allottee for an aggregate amount of upto Rs.210,99,00,000/-.

3. Issue price:

Issue price of each Equity Share shall be higher of Rs.30/- or such other price as may be determined in accordance with the provisions of Chapter V of ICDR Regulations.

The Equity Shares of the Company are listed on both National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) and are frequently traded thereat. Accordingly, the minimum issue price will be calculated on the basis of trading at NSE, being the Exchange with higher trading volume.

4. Relevant Date:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of the said Equity Shares shall be Thursday, December 24, 2020, being the working day 30 days prior to the date on which this resolution is deemed to have been passed, i.e. the last date specified for e-voting, i.e. January 26, 2021.

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

None of the Promoters, Directors or Key Managerial Personnel of the Company, except Shri Balram Garg, have any intention to subscribe to the offer.

6. Shareholding Pattern of the Company before and after the preferential issue:

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

Category	Pre issue Shareholding*		No. of Equity Shares to be allotted	Post Issue Shareholding#	
	No. of Shares	%		No. of Shares	%
A) Promoter & Promoter Group Holding:					
1) Indian:					
a) Individuals/HUF	18,34,70,096	46.44	7,03,30,000	25,38,00,096	54.53
b) Bodies Corporate	0	0.00	0	0	0.00
Sub Total (A)(1)	18,34,70,096	46.44	7,03,30,000	25,38,00,096	54.53
2) Foreign promoters (A)(2)	0	0.00	0	0	0.00
Total Promoter & Promoter Group holding A=A1 +A2	18,34,70,096	46.44	7,03,30,000	25,38,00,096	54.53
B) Public Shareholding:					
Institutional Investors (B)(1)	95,66,510	2.42	0	95,66,510	2.06
Non-Institutional Investors (B)(2):					
Individuals/HUF	17,98,74,856	45.53	0	17,98,74,856	38.65
Bodies Corporate	1,17,26,431	2.97	0	1,17,26,431	2.52
Others (Including NRI)	1,04,36,003	2.64	0	1,04,36,003	2.24
Total Public Shareholding B=B1+B2+B3	21,16,03,800	53.56	0	21,16,03,800	45.47
C) Non Promoter - Non Public	0	0.00	0	0	0.00
Grand Total (A+B+C)	39,50,73,896	100.00	7,03,30,000	46,54,03,896	100.00

* Based on BENPOS dated December 18, 2020.

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

7. Proposed time limit within which the allotment shall be complete:

In terms of ICDR Regulations, preferential allotment of said Equity Shares shall be completed within a period of 15 (Fifteen) days from the date of passing of Special Resolution at item No. 2:

Provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within 15 (Fifteen) days from the date of receipt of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

8. 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:

Equity Shares are proposed to be allotted to Shri Balram Garg, Promoter of the Company.

Name of shareholder	Pre issue Shareholding*		No. of Equity Shares to be allotted	Post Issue Shareholding#		Name of ultimate beneficial owners
	No. of Shares	%		No. of Shares	%	
Shri Balram Garg	13,39,52,100	33.91	7,03,30,000	20,42,82,100	43.89	N.A.

* Based on BENPOS dated December 18, 2020.

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

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

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

10. Lock-in Period:

- i) Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of ICDR Regulations.
- ii) The entire pre-preferential allotment shareholding of Proposed Allottee shall be locked-in as per Chapter V of ICDR Regulations.

11. Undertakings:

- i) None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) 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) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.
- iii) As the equity shares have been listed on a recognized Stock Exchange for a period of more than twenty-six weeks 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.

12. Auditor's Certificate:

The certificate from M/s Arun K. Agarwal & Associates, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of ICDR Regulations shall be available for inspection at the website of the Company till the last date of e-voting.

In terms of Sections 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. 2 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 2 for your approval by way of Special Resolution.

Except Shri Balram Garg and his relatives, to the extent of their shareholding in the Company, if any, none of the other 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. 2 of this Notice.

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

Sd/-

(VIJAY PANWAR)

Company Secretary

Place: Delhi

Date: December 23, 2020