

Date: September 29, 2015

To,
The Listing Compliance Department,
BSE Limited,
P. J. Tower, Dalal Street,
Mumbai – 400 001

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

Sub.: Proceedings of 10th Annual General Meeting held on September 19, 2015

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

Dear Sir/Madam,

Pursuant to Clause 31(d) of the Listing Agreement, please find attached herewith proceedings of the 10th Annual General Meeting of the Company held on September 19, 2015.

Kindly take the same on record.

Thanking you.

Your's faithfully,
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)

PROCEEDINGS OF THE 10TH ANNUAL GENERAL MEETING OF PC JEWELLER LIMITED HELD ON SATURDAY, SEPTEMBER 19, 2015, AT 3:30 P.M., AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI – 110 010.

Shri Padam Chand Gupta, Chairman, presided over the meeting.

As per the record of attendance, total 1768 Members (including Proxies) attended the meeting. The requisite quorum being present, the meeting was called to order. The Statutory Registers and other relevant documents were available for inspection of the Members during the meeting.

The Members were informed that in accordance with the requirements of the Companies Act, 2013, Rules made thereunder and the Listing Agreement, the Company has provided facility to the Members to cast their votes electronically through remote e-voting in respect of the Ordinary and Special business to be transacted at the meeting and Karvy Computershare Pvt. Ltd. has been appointed as the Agency to provide the remote e-voting facility. The e-voting commenced at 9:00 A.M. on September 16, 2015 and ended at 5:00 P.M. on September 18, 2015. Only those Members, whose names appeared in the Register of Members / List of beneficial owners as on September 14, 2015 (Cut-off date), were entitled to vote (through remote e-voting / physical ballot paper) on the resolutions set forth in the Notice and their voting rights were in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off date. Shri Randhir Singh Sharma, Proprietor, M/s R S Sharma & Associates, Company Secretaries was appointed as the Scrutinizer for scrutinizing the remote e-voting & physical voting process in a fair and transparent manner.

Thereafter, Notice items were taken up in seriatim and with the permission of the Chairman, Shri Vijay Panwar, Company Secretary briefed the Members about them. He informed the Members that the Auditors' Reports on both Standalone and Consolidated Financial Statements are unqualified and do not have any observations on financial transactions or matters, which have any adverse effect on the functioning of the Company. With the permission of Members the Auditors & Directors' Report were taken as read. He further informed that Secretarial Audit Report also does not contain any qualification, observation or adverse remarks.

During the course of the meeting, since Shri Padam Chand Gupta was interested in Item Nos. 5 & 7 of the Notice, hence, Shri Krishan Kumar Khurana, presided over the meeting for those Items in his place.

In the end, Members were invited for queries, suggestions and comments and their queries were satisfactorily replied.

Thereafter, the meeting was closed with vote of thanks to the Chair and poll was ordered to be taken up. The Members, who have not exercised their votes through remote e-voting were requested to cast their votes through polling paper. The Scrutinizer was requested to take care of poll proceedings. The Members were informed that the result will be announced on or before September 22, 2015.

RESULT OF REMOTE E-VOTING AND POLL ON RESOLUTIONS FOR ORDINARY & SPECIAL BUSINESS TRANSACTED AT THE 10TH ANNUAL GENERAL MEETING

On the basis of consolidated Report submitted by the Scrutinizer on remote e-voting and poll, all the resolutions for Ordinary and Special Business transacted at the 10th Annual General Meeting,

PC Jeweller Limited

as mentioned hereunder as Item Nos. 1 to 10, have been duly passed with requisite majority:

ORDINARY BUSINESS:

1. Consideration and adoption of audited financial statements of the Company for the financial year ended March 31, 2015 together with the reports of the Statutory Auditors and the Directors' thereon. **(Ordinary Resolution)**
2. Declaration of dividend for the financial year 2014-15. **(Ordinary Resolution)**
3. Re-appointment of Shri Ramesh Kumar Sharma as a Director liable to retire by rotation. **(Ordinary Resolution)**
4. Appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants and M/s Sharad Jain Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration. **(Ordinary Resolution)**

SPECIAL BUSINESS:

5. Appointment of Ms. Kusum Jain as a Director liable to retire by rotation. **(Ordinary Resolution)**
6. Appointment of Shri Suresh Kumar Jain as an Independent Director. **(Ordinary Resolution)**
7. Re-appointment of Shri Balram Garg as Managing Director. **(Ordinary Resolution)**
8. Increase in Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company. **(Ordinary Resolution)**
9. Further issue of Securities. **(Special Resolution)**
10. Raising limit of investment by FIIs/FPIs in the Company. **(Special Resolution)**

