

Date: 26/08/2016

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, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051

Sub.: 11th Annual General Meeting Notice

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

Dear Sir / Madam,

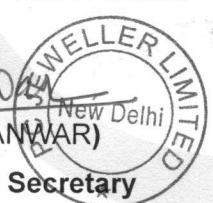
Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 11th Annual General Meeting of the Company to be held on Monday, September 19, 2016 at 3:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010.

Kindly take the information on record.

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

NOTICE

Notice is hereby given that the 11th Annual General Meeting of the Members of PC Jeweller Limited will be held on Monday, the 19th day of September, 2016, at 3:30 P.M., at Air Force Auditorium, Subroto Park, New Delhi – 110010, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Statutory Auditors thereon; (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the report of Statutory Auditors thereon.
- To declare dividend for the financial year 2015-16.
- To appoint a director in place of Shri Padam Chand Gupta (DIN: 00032794), who retires by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of Statutory Auditors and fix their remuneration and to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof for the time being in force), the appointment of M/s Walker Chandok & Co LLP, Chartered Accountants (Firm Registration No.001076N/N500013) and M/s Sharad Jain Associates, Chartered Accountants (Firm Registration No.015201N) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 12th Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors plus service tax and reimbursement of out-of-pocket expenses, be and is hereby ratified."

SPECIAL BUSINESS:

5. RE-APPOINTMENT OF SHRI RAMESH KUMAR SHARMA AS A WHOLE-TIME DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof for the time being in force) (the "Act") Shri Ramesh Kumar Sharma (DIN: 01980542), whose term of office as Whole-time Director will expire on February 6, 2017, be and is hereby re-appointed as a Whole-time Director of the Company, designated as Executive Director & Chief Operating Officer, for a term of 5 (five) years with effect from

February 7, 2017, on the terms and conditions as specified here under:

- Term of re-appointment: 5 years i.e. up to February 6, 2022.
- Salary: Rs.3,00,000/- per month w.e.f. February 7, 2017 and upto maximum salary of Rs.5,00,000/- per month.

RESOLVED FURTHER THAT in addition to salary Shri Ramesh Kumar Sharma shall also be entitled to the following:

- Gratuity and Bonus/Ex-gratia, as per the rules of the Company and subject to the applicable laws.
- Other allowances, benefits and facilities, as per the rules of the Company in force and / or as may be approved by the Board of Directors from time to time and subject to the applicable laws.
- Up to 3,00,000 stock options (including 88,000 stock options already granted during 2015-16).
- Company maintained car with driver for official use.
- Provision for telephone/fax/internet at residence for official use.
- Reimbursement of all expenses incurred in connection with the business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorized to vary or modify the above terms including remuneration, from time to time, during the term of appointment of Shri Ramesh Kumar Sharma, without any further reference to the Company in General Meeting, provided however that such variation is within the limits fixed aforesaid.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his term of appointment, the Company shall pay to Shri Ramesh Kumar Sharma, in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

RESOLVED FURTHER THAT no sitting fee shall be paid to Shri Ramesh Kumar Sharma for attending meetings of the Board of Directors or any Committees thereof.

RESOLVED FURTHER THAT Shri Ramesh Kumar Sharma shall be liable to retire by rotation.

RESOLVED FURTHER THAT Shri Balram Garg (DIN: 00032083), Managing Director and Shri Vijay Panwar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and

things, as may be necessary, proper or desirable for giving effect to the aforesaid resolution."

6. RE-APPOINTMENT OF SHRI NITIN GUPTA (RELATIVE OF DIRECTOR) AS PRESIDENT (MANUFACTURING)

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof for the time being in force) (the "Act") Shri Nitin Gupta (relative of Director) be and is hereby re-appointed as President (Manufacturing) [or any other designation and roles which the Board of Directors (hereinafter referred to as the "Board") may decide from time to time] of the Company for a term of 5 (five) years with effect from July 1, 2016, on the terms and conditions as specified here under:

- Term of re-appointment: 5 years i.e. up to June 30, 2021.
- Salary: Rs. 3,25,000/- per month w.e.f. July 1, 2016 and upto maximum salary of Rs. 5,00,000/- per month.

RESOLVED FURTHER THAT in addition to salary Shri Nitin Gupta shall also be entitled to the following:

- Gratuity and Bonus/Ex-gratia, as per the rules of the Company and subject to the applicable laws.
- Other allowances, benefits and facilities, if any, as per the rules of the Company in force and / or as may be approved by the Board from time to time and subject to the applicable laws.
- Company maintained car with driver for official use.
- Reimbursement of all expenses incurred in connection with the business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to vary or modify the above terms including salary, from time to time, during the term of appointment of Shri Nitin Gupta, without any further reference to the Company in General Meeting, provided however that such variation is within the limits fixed aforesaid.

RESOLVED FURTHER THAT Shri Ramesh Kumar Sharma (DIN: 01980542), Executive Director & Chief Operating Officer and Shri Vijay Panwar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or desirable for giving effect to the aforesaid resolution."

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

Place: New Delhi
Date: August 18, 2016



NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business to be transacted at the Annual General Meeting ("AGM"), as set out in this Notice is annexed hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. A Proxy can act on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy for his entire shareholding and such person shall not act as a Proxy for any other person or Member.
- The relevant details as required under Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, of persons seeking appointment/re-appointment as Directors under Item Nos. 3 and 5 of this Notice, are also annexed.
- The AGM Notice and Annual Report are being sent by e-mail to those Members who have registered their e-mail IDs with their Depository (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent - Karvy Computershare Private Limited ("Karvy") (in case of physical shareholding) for receipt of documents in electronic mode. The physical copies of AGM Notice and Annual Report are being sent by permitted mode to those Members whose e-mail IDs are not registered.
- The AGM Notice and Annual Report are being sent to all Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL"), as on Friday, August 12, 2016. The AGM Notice and Annual Report are also available on the Company's website i.e. www.pcjeweller.com in the Investor section as well as on the Karvy's website i.e. <https://evoting.karvy.com>.
- Only those Members, whose names appear in the Register of Members / List of beneficial owners as on **Monday, September 12, 2016 ("Cut-off Date")**, shall be entitled to vote (through remote e-voting / physical ballot paper) on the resolutions set forth in this Notice and their voting rights shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut-off Date should treat this Notice for information only.
- The Register of Members and Share Transfer Books of the Company shall remain closed from September 13, 2016 to September 19, 2016 (both days inclusive) for the purpose of

AGM and for determining the names of the Members eligible for dividend, if declared at the AGM.

8. The dividend, as recommended by the Board of Directors of the Company (Rs. 3.35/- per equity share for the financial year 2015-16), if declared at the AGM, will be paid on or before the 30th day from the date of declaration to those Members, whose names appear on the Company's Register of Members as on September 12, 2016. In respect of shares held in dematerialized form, the dividend thereon will be paid to the beneficial owners, as per the list to be furnished by NSDL and CDSL as on that date.
9. The Investors/ Members of the Company, who have not yet claimed their IPO refund / dividend for previous years, are requested to contact the Company or Karvy for claiming the same.
10. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on September 19, 2015 (i.e. date of last AGM) on the website of the Company and also with the Ministry of Corporate Affairs. Dividend remaining unclaimed / unpaid for a period of 7 years from the date of transfer to Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund.
11. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through remote e-voting facility (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM). The Company has engaged the services of Karvy as the Agency to provide remote e-voting facility. **E-voting is optional.**
12. The Company shall also provide facility for voting through physical ballot paper at the AGM and Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the AGM.
13. Members can opt for only one mode of voting i.e. either by physical ballot paper or remote e-voting. However, if Members cast their vote through both mode of voting, then the voting through remote e-voting shall prevail.
14. The remote e-voting facility shall be available during the following period:

Commencement of remote e-voting : From 9:00 A.M. on Friday, September 16, 2016
End of remote e-voting : Up to 5:00 P.M. on Sunday, September 18, 2016

The remote e-voting shall not be allowed beyond the aforesaid time and date and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period.
15. The e-Voting Event Number, User ID and Password for remote e-voting are being sent by e-mail, to those Members

who have registered their e-mail IDs and along with physical copy of the AGM Notice to those Members, who have not registered their e-mail IDs.

16. Any person, who acquires shares and become Member of the Company after the despatch of the AGM Notice and holds shares as on the Cut-off Date i.e. September 12, 2016, may obtain the login ID and Password in the manner mentioned below:

- (a) If the mobile number of the Member is registered against Folio No./DP ID-Client ID, the Member may send SMS: MYEPWD <SPACE> e-voting Event Number + Folio No. or DP ID Client ID to 9212993399

Example for
NSDL: MYEPWD <SPACE>IN12345612345678

Example for
CDSL: MYEPWD <SPACE>1402345612345678

Example for Physical:
MYEPWD <SPACE> e-voting Event Number + Folio No.

- (b) If e-mail address or mobile number of the Member is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID-Client ID and PAN to generate a Password.
- (c) Member may call Karvy's toll free number 1800-345-4001.
- (d) Member may send an e-mail request to evoting@karvy.com.

If a Member is already registered with Karvy for remote e-voting then he can use his existing user ID and Password/PIN for casting vote through remote e-voting.

17. The Members, who have cast their votes by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
18. The Board of Directors has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (C.P.No.: 3872), as the Scrutinizer to scrutinize the remote e-voting and physical voting process at the AGM in a fair and transparent manner.
19. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or in his absence to any other Director authorized by the Board, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman or in his absence by the Company Secretary within 48 hours from the conclusion of the AGM at the Registered Office of the Company.
20. The Result declared along with the Scrutinizer's Report will be displayed on the notice board of the Company at its Registered Office and shall also be placed on the Company's website www.pcjeweller.com and also on Karvy's website <https://evoting.karvy.com>. The Result shall also be forwarded to the Stock Exchanges, where the Company's shares are listed.

21. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 19, 2016.

22. Members are requested to carefully read the 'Procedures and Instructions for Remote e-Voting' mentioned hereunder:

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

A. For Members receiving AGM Notice by e-mail:

- i) Launch internet browser by typing <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID & Password) mentioned in your e-mail. Your Folio No. / DP ID-Client ID (for NSDL) / 16 digits Beneficiary ID for CDSL will be your Used ID.
- 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 Karvy 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 resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares as on the cut-off date i.e. September 12, 2016 (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 the 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 resolution, 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@karvy.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.karvy.com> or contact Shri Anupam Ompolu, Manager at Karvy at e-mail id: anupam.ompolu@karvy.com, contact no.: 040-67161531 or can also call Karvy's toll free no.: 1800-345-4001.

B. For Members receiving AGM Notice by Post:

- i) Initial Password is provided below the Attendance Slip in the following format:

EVEN (e-Voting Event Number)	User ID	Password / PIN

- ii) Please follow all steps as mentioned in (A) above, to cast your vote.
23. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote at the AGM, on their behalf.
24. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details / mandates, change of address, e-mail IDs etc., to their respective Depository Participants. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agent of the Company i.e. Karvy.
25. The relevant documents referred to in the Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11:00 A.M. and 4:00 P.M. on all working days, other than Saturday, up to the date of the AGM.
26. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit duly filled Nomination Form (Form No. SH - 13) with Karvy. Blank forms will be provided by the Company on request.
27. The Securities Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Karvy/Company.



28. Members are requested to participate in the 'Green Initiative in Corporate Governance'. Members, who have not registered their e-mail IDs so far, are requested to register their e-mail IDs for receiving all communications including Annual Report, Notices etc. from the Company electronically.
29. Members/Proxies should bring the Attendance Slip duly filled in for attending the AGM. They are also requested to bring their Annual Report along with them.
30. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

EXPLANATORY STATEMENT

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

Item No.: 5

The present term of appointment (i.e. February 7, 2014 to February 6, 2017) of Shri Ramesh Kumar Sharma as Whole-time Director will expire on February 6, 2017. Pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors (the "Board") upon the recommendation of the Nomination and Remuneration Committee, recommended his re-appointment as Whole-time Director designated as Executive Director & Chief Operating Officer for a term of 5 (Five) years w.e.f. February 7, 2017 to February 6, 2022, on the terms and conditions as specified in the resolution at Item No. 5 of this Notice. Shri Ramesh Kumar Sharma has given his consent for the same.

Shri Ramesh Kumar Sharma aged 58 years is a Certified Associate of Indian Institute of Bankers. He holds a Bachelor's degree & a Master's degree in Commerce from University of Rajasthan, Jaipur. He is associated with the Company since April, 2007. Prior to joining the Company, he was associated with the State Bank of Bikaner and Jaipur and has over 29 years' experience in foreign exchange, credit and administration sectors. During his present term as Executive Director & Chief Operating Officer, he is drawing Rs. 3,00,000/- per month as salary. He has attended all 5 Board meetings held during the financial year 2015-16.

In view of his contribution to the growth of the Company, his qualities and capabilities supported by experience and after assessing his business acumen, the Board considers that his re-appointment as a Whole-time Director would be of immense benefit to the Company. Hence, the Board recommends the resolution set out at Item No. 5 of this Notice for your approval by way of an Ordinary resolution.

Except Shri Ramesh Kumar Sharma and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the

other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No.: 6

Pursuant to Section 314(1)(b) of the Companies Act, 1956, Shri Nitin Gupta (relative of Director) was re-appointed as President (Diamond Manufacturing) for a period of 5 years w.e.f. July 1, 2013, with the approval of Members in the 8th Annual General Meeting of the Company. However, the Central Government vide its order dated March 31, 2014 approved the re-appointment of Shri Nitin Gupta for holding an office or place of profit only for a period of 3 years w.e.f. July 1, 2013. During this term of appointment, the Nomination And Remuneration Committee approved the change in his designation from President (Diamond Manufacturing) to President (Manufacturing) w.e.f. August 13, 2015 on the same terms and conditions as approved by the Central Government. In terms of aforesaid Central Government order, the appointment of Shri Nitin Gupta expired on June 30, 2016. In view of his contribution to the growth of the Company, his qualities and capabilities supported by experience and after assessing his business acumen, it is proposed to re-appoint Shri Nitin Gupta as President (Manufacturing) for a further term of 5 years w.e.f. July 1, 2016.

On recommendation of Nomination and Remuneration Committee the Board of Directors in its meeting held on May 30, 2016, have approved the re-appointment of Shri Nitin Gupta as President (Manufacturing) on the terms and conditions as specified in the resolution at Item No. 6 of this Notice.

As the re-appointment of Shri Nitin Gupta (son of Shri Padam Chand Gupta, Chairman of the Company) is proposed at a remuneration in excess of Rs.2,50,000/- per month, hence, in terms of Section 188 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014, approval of the Members by way of Special resolution is required. Hence, the Board of Directors recommends the resolution set out at Item No. 6 for your approval by way of Special Resolution.

Except Shri Padam Chand Gupta and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

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

Place: New Delhi
Date: August 18, 2016

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015]

Name	Shri Padam Chand Gupta	Shri Ramesh Kumar Sharma
Date of Birth	March 26, 1954	September 27, 1957
Qualifications	Basic education	Certified Associate of Indian Institute of Bankers, B.Com. & M.Com. from University of Rajasthan, Jaipur
Expertise in specific functional areas	General Management & Jewellery Industry	Foreign Exchange, Credit and Administration
Relationships between directors inter-se	Shri Balram Garg (Brother) Mrs. Kusum Jain (Sister)	None
Directorships held in other listed entities	None	None
Membership / Chairmanship of committees of the Board in other listed entities	None	None
Shareholding in the Company	5,03,71,800	3,000

**PC Jeweller Limited**

CIN: L36911DL2005PLC134929

Regd. Office: C-54, Preet Vihar, Vikas Marg, Delhi - 110 092

Phone: 011-49714971, Fax: 011-49714972

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management & Administration) Rules, 2014]

Name of the Member(s) :

Registered address :

E-mail ID :

Folio Number/Client ID : DP ID :

I/We, being the Member(s) of shares of the above named Company, hereby appoint:

1.	Name:	E-mail ID:
	Address:	Signature:

or failing him/her

2.	Name:	E-mail ID:
	Address:	Signature:

or failing him/her

3.	Name:	E-mail ID:
	Address:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company, to be held on **Monday, September 19, 2016 at 3:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010** and at any adjournment thereof in respect of such resolution(s) as are indicated below:

- Consideration and adoption of audited financial statements (standalone and consolidated) for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Statutory Auditors thereon.
- Declaration of dividend for the financial year 2015-16.
- Re-appointment of Shri Padam Chand Gupta as a Director liable to retire by rotation.
- Ratification of appointment of M/s Walker Chandio & Co LLP, Chartered Accountants and M/s Sharad Jain Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration.
- Re-appointment of Shri Ramesh Kumar Sharma as a Whole-time Director.
- Re-appointment of Shri Nitin Gupta as President (Manufacturing).

Signed this day of 2016.

Signature of Member Signature of Proxy holder(s)

**Note:**

- This Proxy Form should be signed across the stamp and in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- Please turn over, for Route Map of the venue of the meeting.



PC Jeweller Limited

CIN: L36911DL2005PLC134929

Regd. Office: C-54, Preet Vihar, Vikas Marg, Delhi – 110 092

Phone: 011-49714971, Fax: 011-49714972

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



ATTENDANCE SLIP

Name and Registered address of the :
Sole / First named Member

Name(s) of the joint Member(s), if any :

Registered Folio Number / DP ID - Client ID :

Number of shares held :

I hereby record my presence at the **11th Annual General Meeting** of the Company at **Air Force Auditorium, Subroto Park, New Delhi - 110010** on **Monday, September 19, 2016** at **3:30 P.M.**

Please mark (✓) the appropriate box:

☐ Member ☐ Proxy

* I hereby give my consent for receiving from the Company all communications including Annual Report, Notices and other documents permissible to be sent through electronic mode, on my e-mail id:

Signature of the attending Member/Proxy

* Delete, if not required.

Note: A Member/Proxy holder attending the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.



VOTING THROUGH ELECTRONIC MEANS

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as authorized Agency to provide remote e-voting facility for the **11th Annual General Meeting** ("AGM") of the Company to be held on **September 19, 2016**. Remote e-voting facility is available at the link <https://evoting.karvy.com>. Remote e-voting particulars are as under:

EVEN (e-Voting Event Number)	User ID	Password / PIN

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

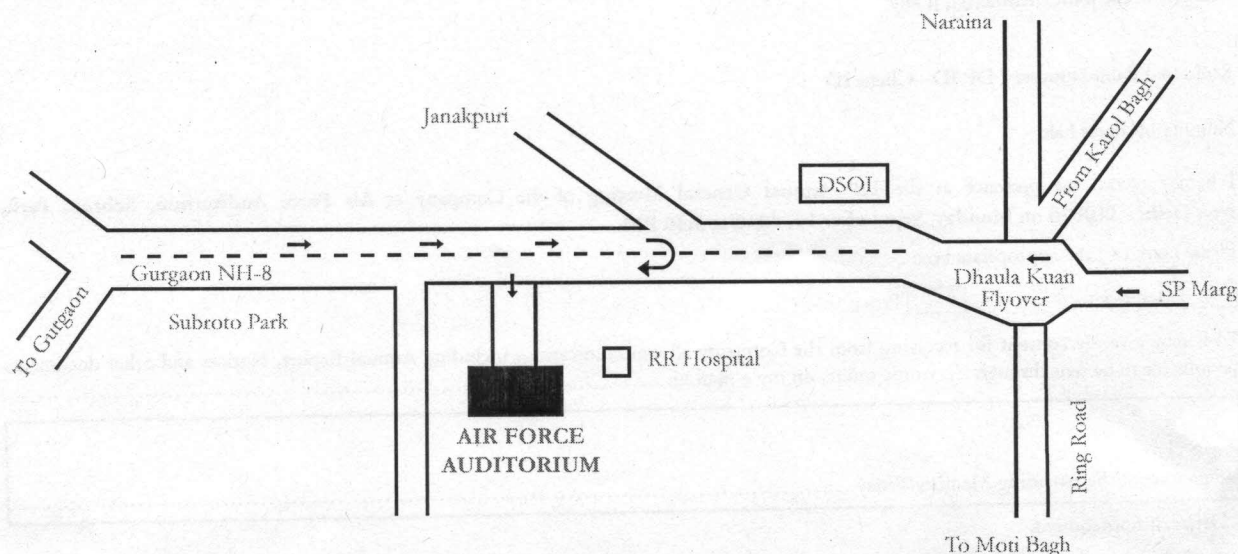
Commencement of Remote e-voting	From 9:00 A.M. on September 16, 2016
End of Remote e-voting	Up to 5:00 P.M. on September 18, 2016

Remote e-voting shall not be allowed beyond the aforesaid time and date and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

This communication forms an integral part of the Notice of AGM of the Company scheduled to be held on September 19, 2016. Please read the instructions overleaf carefully before exercising the vote.



Route Map for AGM Venue



Procedure & Instructions for Remote e-voting:

- Launch internet browser by typing <https://evoting.karvy.com>.
- Enter the login credentials (i.e. User ID & Password) mentioned below the Attendance Slip. Your Folio No. / DP ID-Client ID (for NSDL) / 16 digits Beneficiary ID for CDSL will be your Used ID.
- Under Captcha, please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.
- After entering these details appropriately, click "LOGIN".
- 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.
- You need to login again with the new credentials.
- If you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
- On successful login, system will prompt you to select the 'EVENT' i.e. 'PC Jeweller Limited'.
- On the voting page, you will see resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares as on the Cut-off Date i.e. September 12, 2016 (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 the 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.
- 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.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- 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@karvy.com.
- 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.karvy.com> or contact Shri Anupam Ompolu, Manager at Karvy at e-mail id: anupam.ompolu@karvy.com, contact no.: 040-67161531 or can also call Karvy's toll free no.: 1800-345-4001.

General instructions:

- Only those Members, whose names appear in the Register of Members / List of beneficial owners as on **September 12, 2016 (Cut-off Date)**, shall be entitled to vote (through remote e-voting / physical ballot paper) on the resolution set forth in the 11th Annual General Meeting ("AGM") Notice and their voting rights shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off Date.
- The Company shall also provide facility for voting through physical ballot paper at the AGM and Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the AGM.
- Members can opt for only one mode of voting i.e. either by physical ballot paper or remote e-voting. However, if Members cast their vote through both mode of voting, then the voting through remote e-voting shall prevail.**
- The Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
- Any person, who acquires shares and become Member of the Company after the despatch of the AGM Notice and holds shares as on the Cut-off Date, may obtain the login ID and password in the manner mentioned below:
 - If the mobile number of the Member is registered against Folio No./DP ID - Client ID, the Member may send SMS: MYEPWD <space> e-voting Event Number + Folio No. or DP ID Client ID to 9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> e-voting Event Number+Physical Folio
 - If e-mail address or mobile number of the Member is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.karvy.com>. The Member may click "Forgot Password" and enter Folio No. or DP ID-Client ID and PAN to generate a password.
 - Member may call Karvy's toll free number 1800-345-4001.
 - Member may send an e-mail request to evoting@karvy.com.
- If a Member is already registered with Karvy for remote e-voting then he can use his existing User ID and Password/PIN for casting vote through remote e-voting.
- The Board of Directors has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (C.P.No.: 3872), as the Scrutinizer to scrutinize the remote e-voting and physical voting process at the AGM in a fair and transparent manner.
- The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour of or against and invalid votes, if any, to the Chairman of the Company or in his absence to any other Director authorized by the Board, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman or in his absence by the Company Secretary within 48 hours from the conclusion of the AGM at the Registered Office of the Company.