

Date: June 29, 2017

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 – 400 051

**Sub.: Details of Voting Results on Postal Ballot Notice dated May 25, 2017**

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

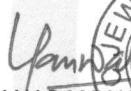
Dear Sir/Madam,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of the voting results (e-voting and Postal Ballot Form) on Postal Ballot Notice dated May 25, 2017 alongwith the Scrutinizers Report.

This is for your information and records.

Thanking you.

Yours 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

**DETAILS OF THE VOTING RESULTS (E-VOTING AND POSTAL BALLOT FORM) ON  
POSTAL BALLOT NOTICE DATED MAY 25, 2017**

|                                                                                                                         |                |
|-------------------------------------------------------------------------------------------------------------------------|----------------|
| Date of declaration of result of Postal Ballot                                                                          | June 29, 2017  |
| Total number of shareholders on record-date Cut-off date i.e. May 19, 2017                                              | 18,850         |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoters and Promoter Group<br>Public | Not Applicable |
| No. of shareholders attended the meeting through Video Conferencing:<br>Promoters and Promoter Group<br>Public          | Not Applicable |

**AGENDA-WISE DISCLOSURE:**

**ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION**

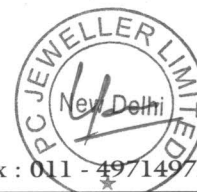
|                                                                              |          |
|------------------------------------------------------------------------------|----------|
| Resolution required: (Ordinary / Special)                                    | Ordinary |
| Whether Promoter / Promoter Group are interested in the agenda / resolution? | No       |

| Category                     | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|----------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoters and Promoter Group | E-Voting       | 122677377              | 122367177               | 99.75                                                     | 122367177                    | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 310200                  | 0.25                                                      | 310200                       | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Total          | 122677377              | 122677377               | 100.00                                                    | 122677377                    | 0                          | 100.00                                                 | 0.00                                                 |
| Public – Institutions        | E-Voting       | 45120922               | 26829261                | 59.46                                                     | 26829261                     | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 0                       | 0.00                                                      | 0                            | 0                          | 0.0000                                                 | 0.00                                                 |
|                              | Total          | 45120922               | 26829261                | 59.46                                                     | 26829261                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public – Non Institutions    | E-Voting       | 11339301               | 6912                    | 0.06                                                      | 6347                         | 565                        | 91.83                                                  | 8.17                                                 |
|                              | Postal Ballot  |                        | 1312970                 | 11.58                                                     | 1312970                      | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Total          | 11339301               | 1319882                 | 11.64                                                     | 1319317                      | 565                        | 99.96                                                  | 0.04                                                 |
| <b>Total</b>                 |                | <b>179137600</b>       | <b>150826520</b>        | <b>84.20</b>                                              | <b>150825955</b>             | <b>565</b>                 | <b>100.00</b>                                          | <b>0.00</b>                                          |

**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



**ITEM NO. 2: ISSUE OF BONUS SHARES**

|                                                                              |         |
|------------------------------------------------------------------------------|---------|
| Resolution required: (Ordinary / Special)                                    | Special |
| Whether Promoter / Promoter Group are interested in the agenda / resolution? | No      |

| Category                     | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|----------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoters and Promoter Group | E-Voting       | 122677377              | 122367177               | 99.75                                                     | 122367177                    | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 310200                  | 0.25                                                      | 310200                       | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Total          | 122677377              | 122677377               | 100.00                                                    | 122677377                    | 0                          | 100.00                                                 | 0.00                                                 |
| Public – Institutions        | E-Voting       | 45120922               | 26829261                | 59.46                                                     | 26829261                     | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                              | Total          | 45120922               | 26829261                | 59.46                                                     | 26829261                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public – Non Institutions    | E-Voting       | 11339301               | 6925                    | 0.06                                                      | 6924                         | 1                          | 99.99                                                  | 0.01                                                 |
|                              | Postal Ballot  |                        | 1312880                 | 11.58                                                     | 1312880                      | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Total          | 11339301               | 1319805                 | 11.64                                                     | 1319804                      | 1                          | 100.00                                                 | 0.00                                                 |
| <b>Total</b>                 |                | <b>179137600</b>       | <b>150826443</b>        | <b>84.20</b>                                              | <b>150826442</b>             | <b>1</b>                   | <b>100.00</b>                                          | <b>0.00</b>                                          |

**ITEM NO. 3: REVISION IN SALARY OF SHRI RAMESH KUMAR SHARMA, WHOLE-TIME DIRECTOR**

|                                                                              |          |
|------------------------------------------------------------------------------|----------|
| Resolution required: (Ordinary / Special)                                    | Ordinary |
| Whether Promoter / Promoter Group are interested in the agenda / resolution? | No       |

| Category                     | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|----------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoters and Promoter Group | E-Voting       | 122677377              | 122367177               | 99.75                                                     | 122367177                    | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 310200                  | 0.25                                                      | 310200                       | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Total          | 122677377              | 122677377               | 100.00                                                    | 122677377                    | 0                          | 100.00                                                 | 0.00                                                 |
| Public – Institutions        | E-Voting       | 45120922               | 26829261                | 59.46                                                     | 26829261                     | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                              | Total          | 45120922               | 26829261                | 59.46                                                     | 26829261                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public – Non Institutions    | E-Voting       | 11339301               | 6285                    | 0.05                                                      | 6270                         | 15                         | 99.76                                                  | 0.24                                                 |
|                              | Postal Ballot  |                        | 1312880                 | 11.58                                                     | 1312788                      | 92                         | 99.99                                                  | 0.01                                                 |
|                              | Total          | 11339301               | 1319165                 | 11.63                                                     | 1319058                      | 107                        | 99.99                                                  | 0.01                                                 |
| <b>Total</b>                 |                | <b>179137600</b>       | <b>150825803</b>        | <b>84.20</b>                                              | <b>150825696</b>             | <b>107</b>                 | <b>100.00</b>                                          | <b>0.00</b>                                          |



**ITEM NO. 4: GRANT OF STOCK OPTIONS UNDER PC JEWELLER LIMITED EMPLOYEE STOCK OPTION PLAN 2011 TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES)**

|                                                                              |         |
|------------------------------------------------------------------------------|---------|
| Resolution required: (Ordinary / Special)                                    | Special |
| Whether Promoter / Promoter Group are interested in the agenda / resolution? | No      |

| Category                     | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|----------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoters and Promoter Group | E-Voting       | 122677377              | 122367177               | 99.75                                                     | 122367177                    | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 310200                  | 0.25                                                      | 310200                       | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Total          | 122677377              | 122677377               | 100.00                                                    | 122677377                    | 0                          | 100.00                                                 | 0.00                                                 |
| Public – Institutions        | E-Voting       | 45120922               | 26829261                | 59.46                                                     | 6834444                      | 19994817                   | 25.47                                                  | 74.53                                                |
|                              | Postal Ballot  |                        | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                              | Total          | 45120922               | 26829261                | 59.46                                                     | 6834444                      | 19994817                   | 25.47                                                  | 74.53                                                |
| Public – Non Institutions    | E-Voting       | 11339301               | 6915                    | 0.06                                                      | 6253                         | 662                        | 90.43                                                  | 9.57                                                 |
|                              | Postal Ballot  |                        | 1312880                 | 11.58                                                     | 1312788                      | 92                         | 99.99                                                  | 0.01                                                 |
|                              | Total          | 11339301               | 1319795                 | 11.64                                                     | 1319041                      | 754                        | 99.94                                                  | 0.06                                                 |
| <b>Total</b>                 |                | <b>179137600</b>       | <b>150826433</b>        | <b>84.20</b>                                              | <b>130830862</b>             | <b>19995571</b>            | <b>86.74</b>                                           | <b>13.26</b>                                         |



June 29, 2017.

To,  
The Chairman,  
PC Jeweller Limited  
C – 54, Preet Vihar,  
Vikas Marg,  
Delhi – 110092

**Sub.: Scrutinizer's Report on Postal Ballot Notice dated May 25, 2017**

Dear Sir,

In terms of the resolution passed by the Board of Directors of PC Jeweller Limited (hereinafter referred to as "**the Company**") at its meeting held on May 25, 2017, I have been appointed as the Scrutinizer for conducting the entire Postal Ballot and e-voting voting process in a fair and transparent manner, in respect of the following resolutions, as proposed in the Postal Ballot Notice dated May 25, 2017 (hereinafter referred to as "**Postal Ballot Notice**") of the Company:

**Item No. 1:** Increase in Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association. (**Ordinary Resolution**)

**Item No. 2:** Issue of Bonus Shares. (**Special Resolution**)

**Item No. 3:** Revision in salary of Shri Ramesh Kumar Sharma, Whole-time Director. (**Ordinary Resolution**)

**Item No. 4:** Grant of stock options under PC Jeweller Limited Employee Stock Option Plan 2011 to the employees of subsidiary company(ies). (**Special Resolution**)

**I hereby submit my report on the voting (through Postal Ballot Forms and e-voting) on the aforesaid resolutions proposed in the Postal Ballot Notice, as under:**

- 1) The total paid-up share capital of the Company as on the Cut-off date was Rs.4,36,51,05,120/- divided into 17,91,37,600 equity shares of Rs.10/- each fully paid-up and 25,73,72,912 preference shares of Rs.10/- each fully paid-up.
- 2) The Company sent the Postal Ballot Notice to all Members, whose names appeared in the Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited / Central Depository Services (India) Limited, as on the **Cut-Off Date i.e. Friday, May 19, 2017.**
- 3) The Company sent the Postal Ballot Notice by e-mail to those Members, who have registered their e-mail IDs for receipt of documents in the electronic mode and by registered post to others alongwith Postal Ballot Form and prepaid self-addressed Business Reply Envelope. The Company has completed the dispatch of the same on May 29, 2017 and published a notice in this regard in Business Standard (English & Hindi) newspapers on May 30, 2017.



- 4) The voting rights of Members were in proportion to their shares held in the paid up equity share capital of the Company as on Cut-Off Date i.e. Friday, May 19, 2017.
- 5) All Postal Ballot Forms received upto 5:00 P.M. on Wednesday, June 28, 2017 (being the last date & time for receipt of Postal Ballot Forms) were kept in my safe custody and considered for scrutiny. After opening, they were initialed by me and were scrutinized.
- 6) I did not find any defaced or mutilated Postal Ballot Form.
- 7) The Company has also offered e-voting facility to its Members through e-voting platform provided by Karvy Computershare Private Limited ("Karvy"), enabling them to cast their votes electronically. E-voting was optional. The e-voting period commenced from 9:00 A.M. on Tuesday, May 30, 2017 and ended at 5:00 P.M. on Wednesday, June 28, 2017. The particulars of e-voting done by Members of the Company during this period were also considered for my scrutiny.
- 8) I have monitored the process of electronic voting through the Scrutinizer's secured link provided by Karvy on the designated website i.e. <https://evoting.karvy.com>.
- 9) No Member has casted vote through both mode of voting i.e. by Postal Ballot Form and also by e-voting.
- 10) The particulars of all Postal Ballot Forms received from Members in physical form as well as e-voting report generated from Karvy's designated website have been entered in a separate Register maintained for the purpose.
- 11) There were no shares with differential voting rights in the Company, hence there was no requirement of maintaining the list of shares with differential voting rights.
- 12) The votes cast through e-voting were unblocked on June 29, 2017 at 11:45 A.M. in the presence of Shri Chandra Deep and Shri Sunil Kumar, who are not the employees of the Company and who have signed below as witness:

*Chandra Deep*

**Name: CHANDRA DEEP**

**Address:** D-284, Qutab Vihar, Phase-1,  
Dwarka, Sector-19  
New Delhi - 110071

*Sunil Kumar*

**Name: SUNIL KUMAR**

**Address:** 183/39A, Krishna Gali No. 6,  
Maujpur, Delhi - 110053

- 13) Based on the report generated from Karvy's designated website <https://evoting.karvy.com> and the Postal Ballot Forms received from Members, which I have scrutinized, the summary of voting details (Postal Ballot Forms and e-voting) is as under:



**Item No. 1: Increase in Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association**

**Details of Voting:**

**a) Voted in favour of the resolution (out of valid votes casted):**

| Mode of voting        | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-------------------------|------------------------------|---------------------------------------|
| A) e-voting           | 136                     | 149202785                    | 98.92                                 |
| B) Postal Ballot Form | 59                      | 1623170                      | 1.08                                  |
| <b>Total (A+B)</b>    | <b>195</b>              | <b>150825955</b>             | <b>100.00</b>                         |

**b) Voted against the resolution (out of valid votes casted):**

| Mode of voting        | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-------------------------|------------------------------|---------------------------------------|
| A) e-voting           | 3                       | 565                          | 0.00                                  |
| B) Postal Ballot Form | 0                       | 0                            | 0.00                                  |
| <b>Total (A+B)</b>    | <b>3</b>                | <b>565</b>                   | <b>0.00</b>                           |

**Note:** One member by e-voting has voted partially in favour and partially against the resolution.

**c) Invalid Votes:**

| Mode of voting        | Promoters and Promoter Group |               | Public – Institutions |               | Public – Non Institutions |               |
|-----------------------|------------------------------|---------------|-----------------------|---------------|---------------------------|---------------|
|                       | Number of Members            | Invalid Votes | Number of Members     | Invalid Votes | Number of Members         | Invalid Votes |
| A) e-voting           | 0                            | 0             | 2                     | 16500         | 1                         | 13            |
| B) Postal Ballot Form | 0                            | 0             | 0                     | 0             | 1                         | 20            |
| <b>Total (A+B)</b>    | <b>0</b>                     | <b>0</b>      | <b>2</b>              | <b>16500</b>  | <b>2</b>                  | <b>33</b>     |

**d) Details of voting in terms of Regulation 44 of SEBI (LODR) Regulations, 2015:**

| Category                     | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|----------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoters and Promoter Group | E-Voting       | 122677377              | 122367177               | 99.75                                                     | 122367177                    | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 310200                  | 0.25                                                      | 310200                       | 0                          | 100.00                                                 | 0.00                                                 |
|                              | <b>Total</b>   | <b>122677377</b>       | <b>122677377</b>        | <b>100.00</b>                                             | <b>122677377</b>             | <b>0</b>                   | <b>100.00</b>                                          | <b>0.00</b>                                          |
| Public – Institutions        | E-Voting       | 45120922               | 26829261                | 59.46                                                     | 26829261                     | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 0                       | 0.00                                                      | 0                            | 0                          | 0.0000                                                 | 0.00                                                 |
|                              | <b>Total</b>   | <b>45120922</b>        | <b>26829261</b>         | <b>59.46</b>                                              | <b>26829261</b>              | <b>0</b>                   | <b>100.00</b>                                          | <b>0.00</b>                                          |
| Public – Non Institutions    | E-Voting       | 11339301               | 6912                    | 0.06                                                      | 6347                         | 565                        | 91.83                                                  | 8.17                                                 |
|                              | Postal Ballot  |                        | 1312970                 | 11.58                                                     | 1312970                      | 0                          | 100.00                                                 | 0.00                                                 |
|                              | <b>Total</b>   | <b>11339301</b>        | <b>1319882</b>          | <b>11.64</b>                                              | <b>1319317</b>               | <b>565</b>                 | <b>99.96</b>                                           | <b>0.04</b>                                          |
| <b>Total</b>                 |                | <b>179137600</b>       | <b>150826520</b>        | <b>84.20</b>                                              | <b>150825955</b>             | <b>565</b>                 | <b>100.00</b>                                          | <b>0.00</b>                                          |

**Item No. 2: Issue of Bonus Shares**

**Details of Voting:**

**a) Voted in favour of the resolution (out of valid votes casted):**

| Mode of voting        | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-------------------------|------------------------------|---------------------------------------|
| A) e-voting           | 138                     | 149203362                    | 98.92                                 |
| B) Postal Ballot Form | 58                      | 1623080                      | 1.08                                  |
| <b>Total (A+B)</b>    | <b>196</b>              | <b>150826442</b>             | <b>100.00</b>                         |

**b) Voted against the resolution (out of valid votes casted):**

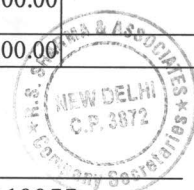
| Mode of voting        | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-------------------------|------------------------------|---------------------------------------|
| A) e-voting           | 1                       | 1                            | 0.00                                  |
| B) Postal Ballot Form | 0                       | 0                            | 0.00                                  |
| <b>Total (A+B)</b>    | <b>1</b>                | <b>1</b>                     | <b>0.00</b>                           |

**c) Invalid Votes:**

| Mode of voting        | Promoters and Promoter Group |               | Public – Institutions |               | Public – Non Institutions |               |
|-----------------------|------------------------------|---------------|-----------------------|---------------|---------------------------|---------------|
|                       | Number of Members            | Invalid Votes | Number of Members     | Invalid Votes | Number of Members         | Invalid Votes |
| A) e-voting           | 0                            | 0             | 2                     | 16500         | 0                         | 0             |
| B) Postal Ballot Form | 0                            | 0             | 0                     | 0             | 2                         | 110           |
| <b>Total (A+B)</b>    | <b>0</b>                     | <b>0</b>      | <b>2</b>              | <b>16500</b>  | <b>2</b>                  | <b>110</b>    |

**d) Details of voting in terms of Regulation 44 of SEBI (LODR) Regulations, 2015:**

| Category                     | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|----------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoters and Promoter Group | E-Voting       | 122677377              | 122367177               | 99.75                                                     | 122367177                    | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 310200                  | 0.25                                                      | 310200                       | 0                          | 100.00                                                 | 0.00                                                 |
|                              | <b>Total</b>   | <b>122677377</b>       | <b>122677377</b>        | <b>100.00</b>                                             | <b>122677377</b>             | <b>0</b>                   | <b>100.00</b>                                          | <b>0.00</b>                                          |
| Public – Institutions        | E-Voting       | 45120922               | 26829261                | 59.46                                                     | 26829261                     | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                              | <b>Total</b>   | <b>45120922</b>        | <b>26829261</b>         | <b>59.46</b>                                              | <b>26829261</b>              | <b>0</b>                   | <b>100.00</b>                                          | <b>0.00</b>                                          |
| Public – Non Institutions    | E-Voting       | 11339301               | 6925                    | 0.06                                                      | 6924                         | 1                          | 99.99                                                  | 0.01                                                 |
|                              | Postal Ballot  |                        | 1312880                 | 11.58                                                     | 1312880                      | 0                          | 100.00                                                 | 0.00                                                 |
|                              | <b>Total</b>   | <b>11339301</b>        | <b>1319805</b>          | <b>11.64</b>                                              | <b>1319804</b>               | <b>1</b>                   | <b>100.00</b>                                          | <b>0.00</b>                                          |
| <b>Total</b>                 |                | <b>179137600</b>       | <b>150826443</b>        | <b>84.20</b>                                              | <b>150826442</b>             | <b>1</b>                   | <b>100.00</b>                                          | <b>0.00</b>                                          |



**Item No. 3: Revision in salary of Shri Ramesh Kumar Sharma, Whole-time Director**

**Details of Voting:**

**a) Voted in favour of the resolution (out of valid votes casted):**

| Mode of voting        | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-------------------------|------------------------------|---------------------------------------|
| A) e-voting           | 133                     | 149202708                    | 98.92                                 |
| B) Postal Ballot Form | 56                      | 1622988                      | 1.08                                  |
| <b>Total (A+B)</b>    | <b>189</b>              | <b>150825696</b>             | <b>100.00</b>                         |

**b) Voted against the resolution (out of valid votes casted):**

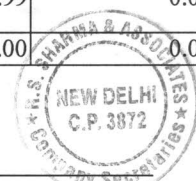
| Mode of voting        | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-------------------------|------------------------------|---------------------------------------|
| A) e-voting           | 2                       | 15                           | 0.00                                  |
| B) Postal Ballot Form | 2                       | 92                           | 0.00                                  |
| <b>Total (A+B)</b>    | <b>4</b>                | <b>107</b>                   | <b>0.00</b>                           |

**c) Invalid Votes:**

| Mode of voting        | Promoters and Promoter Group |               | Public – Institutions |               | Public – Non Institutions |               |
|-----------------------|------------------------------|---------------|-----------------------|---------------|---------------------------|---------------|
|                       | Number of Members            | Invalid Votes | Number of Members     | Invalid Votes | Number of Members         | Invalid Votes |
| A) e-voting           | 0                            | 0             | 2                     | 16500         | 4                         | 640           |
| B) Postal Ballot Form | 0                            | 0             | 0                     | 0             | 2                         | 110           |
| <b>Total (A+B)</b>    | <b>0</b>                     | <b>0</b>      | <b>2</b>              | <b>16500</b>  | <b>6</b>                  | <b>750</b>    |

**d) Details of voting in terms of Regulation 44 of SEBI (LODR) Regulations, 2015:**

| Category                     | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|----------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoters and Promoter Group | E-Voting       | 122677377              | 122367177               | 99.75                                                     | 122367177                    | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 310200                  | 0.25                                                      | 310200                       | 0                          | 100.00                                                 | 0.00                                                 |
|                              | <b>Total</b>   | <b>122677377</b>       | <b>122677377</b>        | <b>100.00</b>                                             | <b>122677377</b>             | <b>0</b>                   | <b>100.00</b>                                          | <b>0.00</b>                                          |
| Public – Institutions        | E-Voting       | 45120922               | 26829261                | 59.46                                                     | 26829261                     | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                              | <b>Total</b>   | <b>45120922</b>        | <b>26829261</b>         | <b>59.46</b>                                              | <b>26829261</b>              | <b>0</b>                   | <b>100.00</b>                                          | <b>0.00</b>                                          |
| Public – Non Institutions    | E-Voting       | 11339301               | 6285                    | 0.05                                                      | 6270                         | 15                         | 99.76                                                  | 0.24                                                 |
|                              | Postal Ballot  |                        | 1312880                 | 11.58                                                     | 1312788                      | 92                         | 99.99                                                  | 0.01                                                 |
|                              | <b>Total</b>   | <b>11339301</b>        | <b>1319165</b>          | <b>11.63</b>                                              | <b>1319058</b>               | <b>107</b>                 | <b>99.99</b>                                           | <b>0.01</b>                                          |
| <b>Total</b>                 |                | <b>179137600</b>       | <b>150825803</b>        | <b>84.20</b>                                              | <b>150825696</b>             | <b>107</b>                 | <b>100.00</b>                                          | <b>0.00</b>                                          |



**Item No. 4: Grant of stock options under PC Jeweller Limited Employee Stock Option Plan 2011 to the employees of subsidiary company(ies)**

**Details of Voting:**

**a) Voted in favour of the resolution (out of valid votes casted):**

| Mode of voting        | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-------------------------|------------------------------|---------------------------------------|
| A) e-voting           | 63                      | 129207874                    | 85.66                                 |
| B) Postal Ballot Form | 56                      | 1622988                      | 1.08                                  |
| <b>Total (A+B)</b>    | <b>119</b>              | <b>130830862</b>             | <b>86.74</b>                          |

**b) Voted against the resolution (out of valid votes casted):**

| Mode of voting        | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|-------------------------|------------------------------|---------------------------------------|
| A) e-voting           | 76                      | 19995479                     | 13.26                                 |
| B) Postal Ballot Form | 2                       | 92                           | 0.00                                  |
| <b>Total (A+B)</b>    | <b>78</b>               | <b>19995571</b>              | <b>13.26</b>                          |

**Note:** One member by e-voting has voted partially in favour and partially against the resolution.

**c) Invalid Votes:**

| Mode of voting        | Promoters and Promoter Group |               | Public – Institutions |               | Public – Non Institutions |               |
|-----------------------|------------------------------|---------------|-----------------------|---------------|---------------------------|---------------|
|                       | Number of Members            | Invalid Votes | Number of Members     | Invalid Votes | Number of Members         | Invalid Votes |
| A) e-voting           | 0                            | 0             | 2                     | 16500         | 1                         | 10            |
| B) Postal Ballot Form | 0                            | 0             | 0                     | 0             | 2                         | 110           |
| <b>Total (A+B)</b>    | <b>0</b>                     | <b>0</b>      | <b>2</b>              | <b>16500</b>  | <b>3</b>                  | <b>120</b>    |

**d) Details of voting in terms of Regulation 44 of SEBI (LODR) Regulations, 2015:**

| Category                     | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|----------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoters and Promoter Group | E-Voting       | 122677377              | 122367177               | 99.75                                                     | 122367177                    | 0                          | 100.00                                                 | 0.00                                                 |
|                              | Postal Ballot  |                        | 310200                  | 0.25                                                      | 310200                       | 0                          | 100.00                                                 | 0.00                                                 |
|                              | <b>Total</b>   | <b>122677377</b>       | <b>122677377</b>        | <b>100.00</b>                                             | <b>122677377</b>             | <b>0</b>                   | <b>100.00</b>                                          | <b>0.00</b>                                          |
| Public – Institutions        | E-Voting       | 45120922               | 26829261                | 59.46                                                     | 6834444                      | 19994817                   | 25.47                                                  | 74.53                                                |
|                              | Postal Ballot  |                        | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                              | <b>Total</b>   | <b>45120922</b>        | <b>26829261</b>         | <b>59.46</b>                                              | <b>6834444</b>               | <b>19994817</b>            | <b>25.47</b>                                           | <b>74.53</b>                                         |
| Public – Non Institutions    | E-Voting       | 11339301               | 6915                    | 0.06                                                      | 6253                         | 662                        | 90.43                                                  | 9.57                                                 |
|                              | Postal Ballot  |                        | 1312880                 | 11.58                                                     | 1312788                      | 92                         | 99.99                                                  | 0.01                                                 |
|                              | <b>Total</b>   | <b>11339301</b>        | <b>1319795</b>          | <b>11.64</b>                                              | <b>1319041</b>               | <b>754</b>                 | <b>99.94</b>                                           | <b>0.06</b>                                          |
| <b>Total</b>                 |                | <b>179137600</b>       | <b>150826433</b>        | <b>84.20</b>                                              | <b>130830862</b>             | <b>19995571</b>            | <b>86.74</b>                                           | <b>13.26</b>                                         |

14) From the voting details, as mentioned in this report, it is clear that the Ordinary Resolutions (Item Nos. 1 & 3) and Special Resolutions (Item Nos. 2 & 4) mentioned in the Postal Ballot Notice have been passed with requisite majority.

15) Based on this Report, you may accordingly declare the result of the Ordinary Resolutions (Item Nos. 1 & 3) and Special Resolutions (Item Nos. 2 & 4) mentioned in the Postal Ballot Notice, as duly passed.

16) I will hand over the Postal Ballot Forms and other related records to the Company Secretary of the Company after signing of minutes by the Chairman of the Company.

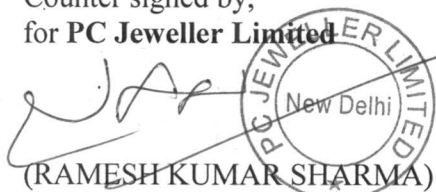
Thanking you.

Yours sincerely,  
For R S Sharma & Associates  
Company Secretaries



(RANDHIR SINGH SHARMA)  
Proprietor  
Membership No.: FCS2062  
CP No.: 3872

Counter signed by,  
for PC Jeweller Limited



(RAMESH KUMAR SHARMA)  
Executive Director & C.O.O.  
DIN: 01980542