PCJ
Jeweller for generations

Date: May 9, 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, BandraKurla Complex,

Bandra (East), Mumbai - 400051

Sub.: Details of Voting Results at the Extra-ordinary General Meeting

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 (Remote e-voting and Poll) at the Extra-ordinary General Meeting of the Company held on Monday, May 9, 2016 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

This is for your information and records.

Thanking you.

Yours faithfully,
For **PC Jeweller Limited**

PC JEWELLER LIMITED New Delhi

(VIJAY PANWAR)
Company Secretary

Encl.: As above

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DETAILS OF THE VOTING RESULTS (REMOTE E-VOTING AND POLL) AT THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE COMPANY

Date of the EGM	May 9, 2016
Total number of shareholders on ~~record date~~ Cut-off date i.e. May 3, 2016	19116
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	8
Public	1533
No. of shareholders attended the meeting through Video Conferencing:	No video conferencing facility was made available.
Promoters and Promoter Group	-
Public	-

Agenda-wise disclosure:

Item No. 1: Issue and allotment of Compulsorily Convertible Debentures and Equity Shares arising on conversion of Compulsorily Convertible Debentures.

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	126352850	126042650	99.75	126042650	0	100.00	0
	Poll		310200	0.25	310200	0	100.00	0
	Total	126352850	126352850	100.00	126352850	0	100.00	0
Public – Institutions	E-Voting	36369156	33170263	91.20	33170263	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Total	36369156	33170263	91.20	33170263	0	100.00	0
Public – Non Institutions	E-Voting	16377994	680724	4.16	680724	0	100.00	0
	Poll		3200628	19.54	3200628	0	100.00	0
	Total	16377994	3881352	23.70	3881352	0	100.00	0
Total		**179100000**	**163404465**	**91.24**	**163404465**	**0**	**100.00**	**0**

JEWELLER LIMITED New Delhi

R S SHARMA & ASSOCIATES
COMPANY SECRETARIES

Ph. No.: 23557501 (O)
23652660 (R)

Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended]

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

Sub.: Consolidated Scrutinizer's Report on Remote e-voting and Poll for the Extra-ordinary General Meeting of the Company held on May 9, 2016

Dear Sir,

I, Randhir Singh Sharma, Practicing Company Secretary, Proprietor R S Sharma & Associates, New Delhi, was appointed as the Scrutinizer to scrutinize the remote e-voting and physical voting process carried out pursuant to Section 108 and 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirement) Regulations, 2015, by PC Jeweller Limited (the "**Company**") on the Special Resolution (Item No.1) set forth in the Notice of Extra-ordinary General Meeting ("**EGM**") of the Company, held on Monday, May 9, 2016, at 10:30 A.M., at Air Force Auditorium, Subroto Park, New Delhi – 110 010, in a fair and transparent manner.

I submit my report as under:

1) Tuesday, May 3, 2016 was fixed as the **Cut-off date.** Only those Members, whose names appeared in the Register of Members / List of beneficial owners as on Cut-off date were entitled to vote (through remote e-voting / polling paper) on the Special Resolution (Item No.1) set forth in the Notice of EGM 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.

2) The total paid up equity share capital of the Company as on the Cut-off date was Rs.179,10,00,000/- divided into 17,91,00,000 equity shares of Rs.10/- each.

3) **Remote e-voting:**

   a) The Company has engaged the services of Karvy Computershare Private Limited as the Agency to provide remote e-voting facility.

b) The remote e-voting was commenced at 9:00 A.M. on May 6, 2016 and ended at 5:00 P.M. on May 8, 2016.

4) Voting at the EGM through polling paper

a) The Company also provided the facility for voting through polling paper at the EGM for the Members attending the meeting, who had not casted their votes by remote e-voting.

b) Accordingly, a poll was conducted on the Special Resolution (Item No.: 1) set forth in the Notice of EGM of the Company at the EGM.

c) An empty ballot box was kept for polling. After, the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification mark placed by me.

5) The votes cast through remote e-voting and polling papers were unblocked/unlocked in the presence of Shri Brij Bhushan Sharma and Ms. Bharti Chugh, who were not the employees of the Company, and who have signed below as witness:

Name: BRIJ BHUSHAN SHARMA
Address: D-295, Moti Bagh 1,
New Delhi - 110021

Name: BHARTI CHUGH
Address: H. No.89, Nasratpura,
Ghaziabad - 201001

6) The polling papers were diligently scrutinized and reconciled with the records maintained by Karvy Computershare Private Limited, the Registrar and Share Transfer Agent ("**RTA**") of the Company and the authorizations / proxies lodged with the Company.

7) The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

8) I did not find any defaced or mutilated polling paper.

9) The register has been maintained electronically & physically to record the assent or dissent received, mentioning the particulars of name, address, Folio No./DP ID-Client ID of the Members, no. of shares held by them, nominal value of such shares.

10) 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.

11) After scrutiny, the summary of voting details (remote e-voting and poll) on the Special Resolution (Item No.: 1) set forth in the Notice of EGM is as under:

Item No. 1 - Issue and allotment of Compulsorily Convertible Debentures and Equity Shares arising on conversion of Compulsorily Convertible Debentures.

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
A) Remote e-voting	101	159893637	97.85
B) Polling Paper	103	3510828	2.15
Total (A+B)	**204**	**163404465**	**100.00**

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
A) Remote e-voting	0	0	0.00
B) Polling Paper	0	0	0.00
Total (A+B)	**0**	**0**	**0.00**

c) Invalid Votes:

Mode of voting	Number of members whose votes were declared invalid	Total number of votes cast by them
A) Remote e-voting	0	0
B) Polling Paper	5	13
Total (A+B)	**5**	**13**

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
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	Poll		3200628	19.54	3200628	0	100.00	0
	Total	16377994	3881352	23.70	3881352	0	100.00	0
Total		**179100000**	**163404465**	**91.24**	**163404465**	**0**	**100.00**	**0**

12) From the voting details, as mentioned in this report, it is clear that the Special Resolution (Item No.1) set forth in the Notice of EGM has been passed with requisite majority.

13) Based on this Report, you may accordingly declare the result of the Special Resolution (Item No.1) set forth in the Notice of EGM, as duly passed.

14) The polling papers and other related records are being handed over to the Company Secretary of the Company for safe custody.

For **R S Sharma & Associates**
Company Secretaries

(RANDHIR SINGH SHARMA)
Practicing Company Secretary
Membership No.: FCS-2062
CP No.: 3872

Date: May 9, 2016
Place: New Delhi

Counter Signed by the Chairman of PC Jeweller Limited

PC JEWELLER LIMITED New Delhi