

Date: September 25, 2013

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

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

Sub.: Proceedings of 8th Annual General Meeting [Clause 31(d) of the Listing Agreement]

Dear Sir/Madam,

Pursuant to Clause 31(d) of the Listing Agreement with stock exchanges, please find attached herewith proceedings of the 8th Annual General Meeting of the Company held on Wednesday, September 18, 2013 at 3:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110010.

Kindly take the same on record.

Thanking you,

Your's faithfully,
For PC Jeweller Limited


(VIJAY PANWAR)

Company Secretary



Encl.: Proceedings of 8th AGM

PC Jeweller Limited

Corporate Office : C - 54, IIInd Floor, Vikas Marg, Preet Vihar, Delhi - 110 092 Ph. : 011 - 49714971 Fax : 011 49714972

Regd. & Head Off. : 24/2708, Bank Street, Karol Bagh, New Delhi - 110 005, INDIA

OTHER SHOWROOMS : NEW DELHI: Karol Bagh • Pitampura • Kingsway Camp • Rajouri Garden • South Extn., Part-I • GK-I • UTTAR PRADESH: Ghaziabad • Indirapuram • Noida • Lucknow • Kanpur •
HARYANA: Gurgaon • Faridabad • Rohtak • Panchkula • CHANDIGARH • UTTARAKHAND: Dehradun • Haridwar • MADHYA PRADESH: Bhopal • Indore • CHHATTISGARH: Raipur • Bilaspur •
RAJASTHAN: Jodhpur • Bhilwara • Pali • Beawar • Ajmer • PUNJAB: Ludhiana • Amritsar
info@pcjeweller.com • www.pcjeweller.com

PROCEEDINGS OF THE 8TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PC JEWELLER LIMITED HELD ON WEDNESDAY, THE 18TH DAY OF SEPTEMBER, 2013, AT 3:00 P.M., AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI – 110010.

PRESENT:

Shri Padam Chand Gupta	: Chairman
Shri Balram Garg	: Managing Director
Dr. Manohar Lal Singla	: Audit Committee Chairman
Shri Krishan Kumar Khurana	: Director

INVITEES:

Shri Ramesh Kumar Sharma	: Chief Operating Officer
Shri Sanjeev Bhatia	: Chief Financial Officer
Shri T. M. Lakshmikanthan	: President (HR & BD)
Shri Sharad Jain, Partner	: M/s Sharad Jain Associates, Chartered Accountants

IN ATTENDANCE:

Shri Vijay Panwar	: Company Secretary
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As per the Attendance Register, 2301 Members in person and 135 Members through proxy were present.

Shri Padam Chand Gupta, Chairman took the Chair. The requisite quorum being present, the meeting was called to order.

Shri Vijay Panwar, Company Secretary welcomed the Members and introduced the dignitaries sitting on the dais.

The requisite statutory registers/documents were kept open for inspection of the Members during the meeting.

With the permission of Members, the notice convening the meeting was taken as read. Shri Vijay Panwar, Company Secretary read the Auditors Report.

Thereafter, the agenda items as per the notice in seriatim were taken up for consideration.

ORDINARY BUSINESS:

ITEM NO.1:

Adoption of audited Balance Sheet as at March 31, 2013, Statement of Profit & Loss Account for the financial year ended on that date together with the reports of Statutory Auditors and the Directors' thereon.

The ordinary resolution was passed with overwhelming majority by show of hands.

ITEM NO.2:

Declaration of dividend @ Rs.1 (i.e.@10%) per equity share of face value of Rs.10 each for the financial year 2012-13.

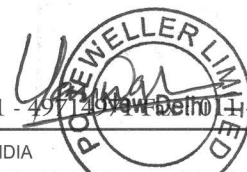
The ordinary resolution was passed unanimously by show of hands.

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ITEM NO.3:

Re-appointment of Dr. Manohar Lal Singla as Director.

The ordinary resolution was passed unanimously by show of hands.

ITEM NO.4:

Appointment of M/s Walker, Chandio & Co., Chartered Accountants and M/s Sharad Jain Associates, Chartered Accountants, as joint Statutory Auditors and authorise Board of Directors to fix their remuneration.

The ordinary resolution was passed unanimously by show of hands.

SPECIAL BUSINESS:

For Item No. 5 & 6, Shri Balram Garg Chaired the meeting in place of Shri Padam Chand Gupta, being interested in these items.

ITEM NO.5:

Re-appointment of Mr. Sachin Gupta, a relative of director of the Company, as President (Gold Manufacturing) w.e.f. July 1, 2013 for a period of 5 years.

The special resolution was passed with overwhelming majority by show of hands.

ITEM NO.6:

Re-appointment of Mr. Nitin Gupta, a relative of director of the Company, as President (Diamond Manufacturing) w.e.f. July 1, 2013 for a period of 5 years.

The special resolution was passed with overwhelming majority by show of hands.

ITEM NO.7:

Ratification of PC Jeweller Limited Employee Stock Option Plan 2011 ("ESOP 2011").

The special resolution was passed with overwhelming majority by show of hands.

ITEM NO.8:

Varying the terms of Prospectus dated December 16, 2012, for extension of expected period of establishment of showrooms by 6 months i.e. up to September 30, 2014.

The special resolution was passed with overwhelming majority by show of hands.

Thereafter, the meeting ended with vote of thanks to the Chair.

