PCJ
Jeweller for generations

Date: July 5, 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 – 400 051

**Sub.: Details of Voting Results on Postal Ballot Notice dated May 30, 2016**

**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) on Postal Ballot Notice dated May 30, 2016 alongwith Scrutinizers Report.

This is for your information and records.

Thanking you.

Yours faithfully,
For **PC Jeweller Limited**

JEWELLER LIMITED New Delhi

(VIJAY PANWAR)
**Company Secretary**

**Encl.**: As above

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Jeweller for generations

**DETAILS OF THE VOTING RESULTS (E-VOTING AND POSTAL BALLOT) ON POSTAL BALLOT NOTICE DATED MAY 30, 2016**

| | |
|---|---|
| **Date of declaration of result of Postal Ballot** | July 5, 2016 |
| **Total number of shareholders on ~~record date~~ Cut-off date i.e. May 27, 2016** | 18,687 |
| **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: Amendment of Articles of Association.**

| | |
|---|---|
| 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 | 0.00 |
| | Postal Ballot | | 310200 | 0.25 | 310200 | 0 | 100.00 | 0.00 |
| | Total | 126352850 | 126352850 | 100.00 | 126352850 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-Voting | 37347127 | 34582236 | 92.60 | 34582236 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 37347127 | 34582236 | 92.60 | 34582236 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-Voting | 15400023 | 7111 | 0.05 | 7111 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 2942257 | 19.10 | 2941897 | 360 | 99.99 | 0.01 |
| | Total | 15400023 | 2949368 | 19.15 | 2949008 | 360 | 99.99 | 0.01 |
| **Total** | | **179100000** | **163884454** | **91.50** | **163884094** | **360** | **100.00** | **0.00** |

PC JEWELLER LIMITED New Delhi

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**Item No.2: Appointment of Shri Muneesh Chawla as a Nominee 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 | 126352850 | 126042650 | 99.75 | 126042650 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 310200 | 0.25 | 310200 | 0 | 100.00 | 0.00 |
| | Total | 126352850 | 126352850 | 100.00 | 126352850 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-Voting | 37347127 | 34582236 | 92.60 | 29379287 | 5202949 | 84.95 | 15.05 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 37347127 | 34582236 | 92.60 | 29379287 | 5202949 | 84.95 | 15.05 |
| Public – Non Institutions | E-Voting | 15400023 | 7111 | 0.05 | 7111 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 2942257 | 19.10 | 2941807 | 450 | 99.98 | 0.02 |
| | Total | 15400023 | 2949368 | 19.15 | 2948918 | 450 | 99.98 | 0.02 |
| **Total** | | **179100000** | **163884454** | **91.50** | **158681055** | **5203399** | **96.82** | **3.18** |

PC JEWELLER LIMITED New Delhi

**R S SHARMA & ASSOCIATES**
**COMPANY SECRETARIES**

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

July 5, 2016

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

**Sub.: Scrutinizer's Report on Postal Ballot Notice dated May 30, 2016**

Dear Sir(s),

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 24, 2016, I have been appointed as Scrutinizer for conducting the entire Postal Ballot voting process in a fair and transparent manner, in respect of the following resolutions, as proposed in the Postal Ballot Notice dated May 30, 2016 (hereinafter referred to as "**Postal Ballot Notice**") of the Company:

**Item No.1**: Amendment of Articles of Association **(Special Resolution)**

**Item No.2**: Appointment of Shri Muneesh Chawla as a Nominee Director **(Ordinary Resolution)**

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

**1)** 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 fully paid-up.

**2)** The Company sent the Postal Ballot Notice to all the 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 27, 2016.

**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 electronic mode and by registered post to others alongwith Postal Ballot Form and prepaid self-addressed Business Reply Envelope. The Company has completed their dispatch on June 4, 2016 and published a notice in this regard in Financial Express (English) and Jansatta (Hindi) newspapers on June 5, 2016.

**5)** 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 27, 2016.

**OFFICE: 202, ANARKALI BAZAR, JHANDEWALAN EXTN., NEW DELHI-110055**
**RES.: 108C, DDA FLATS, GULABI BAGH, DELHI-110007**

**6)** All Postal Ballot Forms received upto 5:00 P.M. on Monday, July 4, 2016 (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.

**7)** I did not find any defaced or mutilated Postal Ballot Form.

**8)** 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 Sunday, June 5, 2016, at 9:00 A.M. and ended on Monday, July 4, 2016 at 5:00 P.M. The particulars of e-voting done by the Members of the Company during this period were also considered for my scrutiny.

**9)** I have monitored the process of electronic voting through the Scrutinizer's secured link provided by the Karvy on the designated website i.e. https://evoting.karvy.com.

**10)** No Member has casted vote through both mode of voting i.e. by Postal Ballot Form and also by e-voting.

**11)** The particulars of all Postal Ballot Forms received from the 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.

**12)** 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.

**13)** The votes cast through e-voting were unblocked on July 4, 2016 at 7:09 P.M. in the presence of Shri Brij Bhushan Sharma and Shri Sunil Kumar, who are 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: SUNIL KUMAR**
Address: 183/39A, Krishna Gali No. 6,
Maujpur, Delhi - 110053

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

R S SHARMA & ASSOCIATES
COMPANY SECRETARIES

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

**Item No.1: Amendment of Articles 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 | 125 | 160631997 | 98.02 |
| B) Postal Ballot Form | 67 | 3252097 | 1.98 |
| Total (A+B) | **192** | **163884094** | **100.00** |

**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 | 0 | 0 | 0.00 |
| B) Postal Ballot Form | 4 | 360 | 0.00 |
| Total (A+B) | **4** | **360** | **0.00** |

**c) Invalid Votes:**

| Mode of voting | Number of members whose votes were declared invalid | Total number of votes cast by them |
|---|---|---|
| A) e-voting | 1 | 26 |
| B) Postal Ballot Form | 5 | 207 |
| Total (A+B) | **6** | **233** |

**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 | 126352850 | 126042650 | 99.75 | 126042650 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 310200 | 0.25 | 310200 | 0 | 100.00 | 0.00 |
| | Total | 126352850 | 126352850 | 100.00 | 126352850 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-Voting | 37347127 | 34582236 | 92.60 | 34582236 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 37347127 | 34582236 | 92.60 | 34582236 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-Voting | 15400023 | 7111 | 0.05 | 7111 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 2942257 | 19.10 | 2941897 | 360 | 99.99 | 0.01 |
| | Total | 15400023 | 2949368 | 19.15 | 2949008 | 360 | 99.99 | 0.01 |
| **Total** | | **179100000** | **163884454** | **91.50** | **163884094** | **360** | **100.00** | **0.00** |

OFFICE: 202, ANARKALI BAZAR, JHANDEWALAN EXTN., NEW DELHI-110055
RES.: 108C, DDA FLATS, GULABI BAGH, DELHI-110007

R.S. SHARMA & ASSOCIATES ★ NEW DELHI C.P. 3872 ★ Company Secretaries

R S SHARMA & ASSOCIATES
COMPANY SECRETARIES

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

**Item No.2: Appointment of Shri Muneesh Chawla as a Nominee 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 | 65 | 155429048 | 94.84 |
| B) Postal Ballot Form | 66 | 3252007 | 1.98 |
| **Total (A+B)** | **131** | **158681055** | **96.82** |

**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 | 60 | 5202949 | 3.18 |
| B) Postal Ballot Form | 5 | 450 | 0.00 |
| **Total (A+B)** | **65** | **5203399** | **3.18** |

**c) Invalid Votes:**

| Mode of voting | Number of members whose votes were declared invalid | Total number of votes cast by them |
|---|---|---|
| A) e-voting | 1 | 26 |
| B) Postal Ballot Form | 5 | 207 |
| **Total (A+B)** | **6** | **233** |

**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 | 126352850 | 126042650 | 99.75 | 126042650 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 310200 | 0.25 | 310200 | 0 | 100.00 | 0.00 |
| | Total | 126352850 | 126352850 | 100.00 | 126352850 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-Voting | 37347127 | 34582236 | 92.60 | 29379287 | 5202949 | 84.95 | 15.05 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 37347127 | 34582236 | 92.60 | 29379287 | 5202949 | 84.95 | 15.05 |
| Public – Non Institutions | E-Voting | 15400023 | 7111 | 0.05 | 7111 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 2942257 | 19.10 | 2941807 | 450 | 99.98 | 0.02 |
| | Total | 15400023 | 2949368 | 19.15 | 2948918 | 450 | 99.98 | 0.02 |
| **Total** | | **179100000** | **163884454** | **91.50** | **158681055** | **5203399** | **96.82** | **3.18** |

OFFICE: 202, ANARKALI BAZAR, JHANDEWALAN EXTN., NEW DELHI-110055
RES.: 108C, DDA FLATS, GULABI BAGH, DELHI-110007

R.S. SHARMA & ASSOCIATES * NEW DELHI C.P. 3872 * Company Secretaries

**15)** From the voting details, as mentioned in this report, it is clear that the Special Resolution (Item No.1) and Ordinary Resolution (Item No.2) mentioned in the Postal Ballot Notice have been passed with requisite majority.

**16)** Based on this Report, you may accordingly declare the result of the Special Resolution (Item No.1) and Ordinary Resolution (Item No.2) mentioned in the Postal Ballot Notice, as duly passed.

**17)** 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**

(PADAM CHAND GUPTA)
**Chairman**
DIN: 00032794