

Date: October 27, 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 September 8, 2017

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

Dear Sir/Madam,

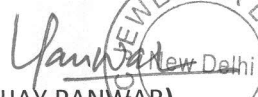
Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of the voting results (e-voting and Postal Ballot Form) on Postal Ballot Notice dated September 8, 2017 alongwith the Scrutinizers Report.

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 SEPTEMBER 8, 2017**

Date of declaration of result of Postal Ballot	October 27, 2017
Total number of shareholders on record date Cut-off date i.e. September 8, 2017	23,358
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not Applicable

AGENDA-WISE DISCLOSURE:

ITEM NO. 1: AMENDMENT IN PC JEWELLER LIMITED EMPLOYEE STOCK OPTION PLAN 2011 ("ESOP 2011")

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	238584482	237964082	99.74	237964082	0	100.00	0.00
	Postal Ballot		620400	0.26	620400	0	100.00	0.00
	Total	238584482	238584482	100.00	238584482	0	100.00	0.00
Public – Institutions	E-Voting	129077470	47645871	36.91	11164896	36480975	23.43	76.57
	Postal Ballot		0	0.00	0	0	0	0
	Total	129077470	47645871	36.91	11164896	36480975	23.43	76.57
Public – Non Institutions	E-Voting	26693248	38870	0.15	38842	28	99.93	0.07
	Postal Ballot		2844	0.01	1944	900	68.35	31.65
	Total	26693248	41714	0.16	40786	928	97.78	2.22
Total		394355200	286272067	72.59	249790164	36481903	87.26	12.74



PC Jeweller Limited

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October 27, 2017

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

Sub.: Scrutinizer's Report on Postal Ballot Notice dated September 8, 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 September 8, 2017, I have been appointed as the Scrutinizer for conducting the entire Postal Ballot and e-voting process in a fair and transparent manner, in respect of the following resolution, as proposed in the Postal Ballot Notice dated September 8, 2017 (hereinafter referred to as **"Postal Ballot Notice"**) of the Company:

ITEM NO. 1: AMENDMENT IN PC JEWELLER LIMITED EMPLOYEE STOCK OPTION PLAN 2011 ("ESOP 2011") (SPECIAL RESOLUTION)

I hereby submit my report on the voting (through Postal Ballot Forms and e-voting) on the aforesaid resolution 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.3,94,35,52,000/- divided into 39,43,55,200 equity shares of Rs.10/- each fully paid-up. The total numbers of shareholders as on the Cut-off date were 23,358.
- 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, September 8, 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 September 26, 2017 and published a notice in this regard in Business Standard (English & Hindi) newspapers on September 27, 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, September 8, 2017.



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

- 5) All Postal Ballot Forms received upto 5:00 P.M. on Thursday, October 26, 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 Wednesday, September 27, 2017 and ended at 5:00 P.M. on Thursday, October 26, 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 October 27, 2017 at 10:28 A.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

- 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: AMENDMENT IN PC JEWELLER LIMITED EMPLOYEE STOCK OPTION PLAN 2011 ("ESOP 2011") (SPECIAL RESOLUTION)

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	60	249167820	87.04
B) Postal Ballot Form	44	622344	0.22
Total (A+B)	104	249790164	87.26

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	91	36481003	12.74
B) Postal Ballot Form	5	900	0.00
Total (A+B)	96	36481903	12.74

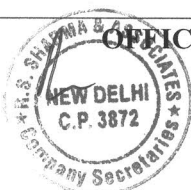
c) Invalid Votes:

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	0	0	0	0
B) Postal Ballot Form	0	0	0	0	3	22
Total (A+B)	0	0	0	0	3	22

Note: Total five members {4 (e-voting) and 1 (Postal Ballot Form)} having 474104 shares abstained from voting.

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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Total		394355200	286272067	72.59	249790164	36481903	87.26	12.74



14) From the voting details, as mentioned in this report, it is clear that the Special Resolution (Item No. 1) mentioned in the Postal Ballot Notice has been passed with requisite majority.

15) Based on this Report, you may accordingly declare the result of the Special Resolution (Item No. 1) 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**



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

