

Date: August 22, 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,

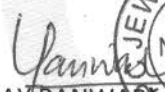
Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of the voting results (Remote e-voting and Poll) at the Extra-ordinary General Meeting of the Company held on Monday, August 22, 2016 at 10:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003. The Scrutinizer's Report is also enclosed.

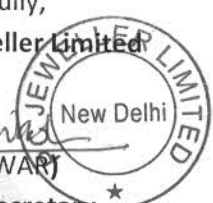
This is for your information and records.

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

Date of the EGM	August 22, 2016
Total number of shareholders on record date Cut-off date i.e. August 16, 2016	16332
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	5 1432
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	No video conferencing facility was made available. - -

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	126352850	126042650	99.75	126042650	0	100.00	0.00
	Poll		310200	0.25	310200	0	100.00	0.00
	Total	126352850	126352850	100.00	126352850	0	100.00	0.00
Public – Institutions	E-Voting	38117466	25623242	67.22	25623242	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	38117466	25623242	67.22	25623242	0	100.00	0.00
Public –Non Institutions	E-Voting	14629684	362	0.00	362	0	100.00	0.00
	Poll		3199382	21.87	3199382	0	100.00	0.00
	Total	14629684	3199744	21.87	3199744	0	100.00	0.00
Total		179100000	155175836	86.64	155175836	0	100.00	0.00

PC Jeweller Limited

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ITEM NO.2: ISSUE AND ALLOTMENT OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES AND EQUITY SHARES ARISING ON CONVERSION OF SUCH COMPULSORILY CONVERTIBLE PREFERENCE 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	126352850	126042650	99.75	126042650	0	100.00	0.00
	Poll		310200	0.25	310200	0	100.00	0.00
	Total	126352850	126352850	100.00	126352850	0	100.00	0.00
Public – Institutions	E-Voting	38117466	25623242	67.22	25623242	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	38117466	25623242	67.22	25623242	0	100.00	0.00
Public –Non Institutions	E-Voting	14629684	362	0.00	362	0	100.00	0.00
	Poll		3199382	21.87	3199382	0	100.00	0.00
	Total	14629684	3199744	21.87	3199744	0	100.00	0.00
Total		179100000	155175836	86.64	155175836	0	100.00	0.00



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 August 22, 2016

Dear Sir,

I, Randhir Singh Sharma, Practicing Company Secretary, 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 Resolutions (Item Nos. 1 and 2) set forth in the Notice of Extra-ordinary General Meeting ("**EGM**") of the Company, held on **Monday, August 22, 2016, at 10:30 A.M., at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003**, in a fair and transparent manner.

I submit my report as under:

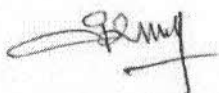
- 1) **Tuesday, August 16, 2016** was fixed as the **Cut-off date**. Only those Members, whose names appeared in the Register of Members / List of beneficial owners as on Cut-off date were entitled to vote (through remote e-voting / polling paper) on the Ordinary and Special Resolutions (Item Nos. 1 and 2 respectively) 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.



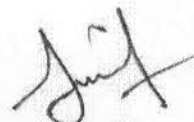
- b) The remote e-voting was commenced at **9:00 A.M. on Friday, August 19, 2016** and ended at **5:00 P.M. on Sunday, August 21, 2016**.

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 both the Resolutions - Ordinary and Special (Item Nos.: 1 and 2 respectively) 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 Shri Sunil Kumar, 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: SUNIL KUMAR
Address: 183/39A, Krishna Gali No.6,
Maujpur, Delhi - 110053

- 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) One polling paper was found invalid.
- 8) No defaced or mutilated polling paper was found.
- 9) The requisite register has been maintained 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 Ordinary and Special Resolutions (Item Nos.: 1 and 2 respectively) set forth in the Notice of EGM is as under:



Item No. 1 - Increase in authorised share capital and alteration of the capital clause in the Memorandum of Association

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

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	151666254	97.74
B) Polling Paper	104	3509582	2.26
Total (A+B)	205	155175836	100.00

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

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
B) Polling Paper	0	0	0
Total (A+B)	0	0	0

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	1	1
Total (A+B)	1	1

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
	Poll		310200	0.25	310200	0	100.00	0
	Total	126352850	126352850	100.00	126352850	0	100.00	0
Public – Institutions	E-Voting	38117466	25623242	67.22	25623242	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	38117466	25623242	67.22	25623242	0	100.00	0
Public – Non Institutions	E-Voting	14629684	362	0.00	362	0	100.00	0
	Poll		3199382	21.87	3199382	0	100.00	0
	Total	14629684	3199744	21.87	3199744	0	100.00	0
Total		179100000	155175836	86.64	155175836	0	100.00	0



Item No. 2 - Issue and allotment of Compulsorily Convertible Preference Shares and Equity Shares arising on conversion of such Compulsorily Convertible Preference Shares

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

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	151666254	97.74
B) Polling Paper	104	3509582	2.26
Total (A+B)	205	155175836	100.00

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

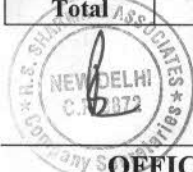
Mode of voting	Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
C) Remote e-voting	0	0	0
D) Polling Paper	0	0	0
Total (A+B)	0	0	0

f) 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	1	1
Total (A+B)	1	1

g) 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
	Poll		310200	0.25	310200	0	100.00	0
	Total	126352850	126352850	100.00	126352850	0	100.00	0
Public – Institutions	E-Voting	38117466	25623242	67.22	25623242	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	38117466	25623242	67.22	25623242	0	100.00	0
Public – Non Institutions	E-Voting	14629684	362	0.00	362	0	100.00	0
	Poll		3199382	21.87	3199382	0	100.00	0
	Total	14629684	3199744	21.87	3199744	0	100.00	0
Total		179100000	155175836	86.64	155175836	0	100.00	0



- 12) From the voting details, as mentioned in this report, it is clear that the Ordinary and Special Resolutions (Item Nos.1 and 2 respectively) set forth in the Notice of EGM have been passed with requisite majority.
- 13) Based on this Report, you may accordingly declare the result of the Ordinary and Special Resolutions (Item Nos.1 and 2 respectively) 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: August 22, 2016
Place: New Delhi