

Date: 23/09/2017

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, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051

Sub.: Postal Ballot Notice

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

Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Regulations, if any, please find enclosed herewith Postal Ballot Notice dated September 8, 2017 alongwith Postal Ballot Form.

Kindly take the same on record.

Thanking you.

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

PC JEWELLER LIMITED

CIN: L36911DL2005PLC134929

Registered Office: C - 54, Preet Vihar, Vikas Marg, Delhi - 110 092

Phone: 011 - 49714971, Fax: 011 - 49714972

E-mail: investors@pcjeweller.com, Website: www.pcjeweller.com



POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of The Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof, for the time being in force) (the “**Act**”) for seeking your consent through Postal Ballot / e-voting for the following Special Business:

1) Amendment in PC Jeweller Limited Employee Stock Option Plan 2011 (“**ESOP 2011**”).

The Explanatory Statement pursuant to Section 102 of the Act setting out material facts and related particulars pertaining to the aforesaid Special Business is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (CP No.: 3872) and Proprietor R S Sharma & Associates, Company Secretaries, as the Scrutinizer for conducting the entire Postal Ballot and e-voting process in a fair and transparent manner. The Company is also providing e-voting facility to its Members. E-voting is optional. Please read and follow the instructions on e-voting as enumerated in Notes to this Notice.

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification of special resolutions passed in the Extra-ordinary General Meeting of the Company dated September 26, 2011 approving PC Jeweller Limited Employee Stock Option Plan 2011 (“**ESOP 2011**”) and 8th Annual General Meeting of the Company dated September 18, 2013 approving ratification of ESOP 2011, pursuant to Regulation 7 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“**SBEB Regulations**”), Section 62 and other applicable provisions, if any, of The Companies Act, 2013 read with applicable Rules (including any statutory amendments thereto or re-enactments thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to other necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions / permissions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include any Committee(s) of the Board, including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to amend ESOP 2011 by substituting existing Clause 14.1 i.e. Vesting Plan by the following Clause:

14.1 Vesting Plan:

For eligible employees as identified by Nomination and Remuneration Committee, the Options granted under ESOP 2011 shall vest not earlier than 1 (one) year and not later than 5 (five) years from the Grant Date.

Within the aforesaid period, the Vesting Plan could be different for different eligible employees as may be determined by Nomination and Remuneration Committee. The Vesting Plan shall be provided to the eligible employees in the Grant Letter / Option Agreement.

RESOLVED FURTHER THAT the other terms and conditions of ESOP 2011 except as mentioned above shall remain unchanged.

RESOLVED FURTHER THAT the Board be and is hereby also authorised for and on behalf of the Company to make any / further amendments, variations, alterations or revisions in ESOP 2011 from time to time as permitted under and in due compliance with provisions of The Companies Act, 2013 and SBEB Regulations and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including giving effect to the aforesaid amendment in ESOP 2011 and to settle all queries or doubts that may arise in this matter, without being required to seek any further consent or approval of Members.”

By order of the Board,
For **PC Jeweller Limited**

Place: New Delhi
Date: September 8, 2017

Sd/-
(VIJAY PANWAR)
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 in respect of the proposed Special Business, as set out in this Notice is annexed hereto.
2. Postal Ballot Notice is being sent by e-mail to those Members, who have registered their e-mail ID's with their Depository (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent – Karvy Computershare Private Limited ("Karvy") (in case of physical shareholding) for receipt of documents in electronic mode. The physical copies of Postal Ballot Notice along with Postal Ballot Form and self-addressed business reply envelope are being sent by permitted mode to those Members, whose e-mail ID's are not registered.
3. Postal Ballot Notice is being sent to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on the **Cut-off date** i.e. **Friday, September 8, 2017**. Postal Ballot Notice is also available on the Company's website i.e. www.pcjeweller.com in the 'Investors Section' as well as on the Karvy's website i.e. <https://evoting.karvy.com>.
4. A person who is not a Member of the Company as on the Cut-off date should treat this Notice for information only.
5. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off date.
6. In compliance with the provisions of Section 110 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting facility electronically instead of dispatching Postal Ballot Form. The Company has engaged the services of Karvy as the Agency to provide e-voting facility. E-voting is optional.
7. **Members can opt for only one mode of voting i.e. either by Postal Ballot Form or e-voting.** However, if Members cast their vote through both mode of voting, then the voting through e-voting shall prevail and voting done by Postal Ballot Form shall be treated as invalid.
8. The e-voting facility shall be available during the following period:
Commencement of e-voting : From 9:00 A.M. on Wednesday, September 27, 2017
End of e-voting : Up to 5:00 P.M. on Thursday, October 26, 2017
The e-voting shall not be allowed beyond the aforesaid time and date and the e-voting module shall be disabled by Karvy for voting thereafter.
9. The e-Voting Event Number, User ID and Password for e-voting are being sent by e-mail, to those Members who have registered their e-mail ID's and along with physical copy of Postal Ballot Notice to those Members, who have not registered their e-mail ID's.
10. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or in his absence to any other Director authorized by the Board, who shall countersign the same.
11. Based on the Scrutinizer's Report, the result of Postal Ballot will be declared by the Chairman or in his absence by the Company Secretary on Friday, October 27, 2017 at 4:00 P.M. at the Registered Office of the Company.
12. The result declared along with the Scrutinizer's Report will be displayed on the notice board of the Company at its Registered Office and shall also be placed on the Company's website www.pcjeweller.com and also on Karvy's website <https://evoting.karvy.com>. The result shall also be forwarded to the Stock Exchanges, where the Company's shares are listed.
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms or e-voting i.e. October 26, 2017.
14. Members are requested to carefully read the 'Procedure and Instructions for e-voting' mentioned hereunder:

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

A. For Members receiving Postal Ballot Notice by e-mail:

- i) Launch internet browser by typing <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID & Password) mentioned in your e-mail. Your Folio No. / DP ID-Client ID (for NSDL) / 16 digits Beneficiary ID (for CDSL) will be your Used ID.
- iii) Under Captcha, please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.
- iv) After entering these details appropriately, click "LOGIN".

- v) You will now reach Password Change Menu, wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @ etc.). The system will prompt you to change your Password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- vi) You need to login again with the new credentials.
- vii) If you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
- viii) On successful login, system will prompt you to select the 'EVENT' i.e. '**PC Jeweller Limited**'.
- ix) On the voting page, you will see resolution description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares as on the Cut-off date i.e. September 8, 2017 (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If Member does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- x) Cast your vote by selecting an appropriate option and click 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else click 'CANCEL' to change your vote.
- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- xiii) Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) are required to send scanned certified true copy (PDF format) of the relevant Board resolution / Power of Attorney / Authority Letter to the Scrutinizer at the e-mail ID rss.scrutinizer@gmail.com with copy to evoting@karvy.com.
- xiv) In case of any queries on e-voting, you may refer Frequently Asked Questions (FAQs) on e-voting and User Manual for Shareholders available at the download section of <https://evoting.karvy.com> or contact Shri Sai Sanjeev Patnaik, Manager at Karvy at e-mail id: sai.patnaik@karvy.com contact no.: 040-67171776 or can also call Karvy's toll free no.: 1800-345-4001.

B. For Members receiving Postal Ballot Notice by Post:

- i) Initial Password is provided at the bottom of Postal Ballot Form in the following format:

EVEN (E-Voting Event Number)	User ID	Password / PIN

- ii) Please follow all steps as mentioned in (A) above, to cast your vote.

- 15. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or seek the same from Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, and send the duly filled and signed form to the Scrutinizer.
- 16. Members desiring to exercise vote by Postal Ballot Form are requested to carefully read the instructions printed on Postal Ballot Form and return the same to the Scrutinizer duly completed and signed in the enclosed self-addressed business reply envelope not later than 5:00 P.M. on October 26, 2017. Postal Ballot Forms received thereafter will not be considered.
- 17. The relevant documents will be available for inspection by Members at the Registered Office of the Company between 11:00 A.M. to 4:00 P.M. on all working days, other than Saturday, up to the last date of voting i.e. October 26, 2017.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of The Companies Act, 2013]

ITEM NO.1:

With a view to introduce a long term incentive tool to attract, motivate and retain talent as well as to provide wealth creation opportunities to its employees, the Company had implemented the PC Jeweller Limited Employee Stock Option Plan 2011 ("**ESOP 2011**"). ESOP 2011 was initially approved by Members in the Extra-ordinary General Meeting of the Company held on September 26, 2011, which was further ratified by Members in 8th Annual General Meeting of the Company held on September 18, 2013 in terms of the then prevailing Clause 22.2A of Securities and Exchange Board of India (Employee Stock

Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. Further, the benefit of ESOP 2011 was also extended to the permanent employees of the subsidiary company(ies) (present and future) of the Company by means of a Postal Ballot resolution passed on June 28, 2017.

For rewarding the employees on the basis of their individual performance, importance to the Company and also to facilitate best in class talent recruitment and retention of employees by the Company and its subsidiaries, it is proposed to amend Clause 14.1 i.e. Vesting Plan of ESOP 2011. The Board on the recommendation of Nomination and Remuneration Committee proposed following amendment in Clause 14.1 of ESOP 2011:

Clause No.	Existing Provision	Proposed Provision
14.1	Vesting Plan: The Vesting Period for the Grant shall be as follows: For eligible employees as identified by the Compensation Committee and at their sole discretion: 10% of the Options shall vest on the completion of 12 months from the Grant Date 20% of the Options shall vest on the completion of 24 months from the Grant Date 30% of the Options shall vest on the completion of 36 months from the Grant Date 40% of the Options shall vest on the completion of 48 months from the Grant Date Notwithstanding anything to the contrary in this plan, the Compensation Committee may be entitled, in its absolute discretion subject to applicable law, to vary or alter the Vesting Date from Employee to Employee or class there, as it may deem fit.	Vesting Plan: For eligible employees as identified by Nomination and Remuneration Committee, the Options granted under ESOP 2011 shall vest not earlier than 1 (one) year and not later than 5 (five) years from the Grant Date. Within the aforesaid period, the Vesting Plan could be different for different eligible employees as may be determined by Nomination and Remuneration Committee. The Vesting Plan shall be provided to the eligible employees in the Grant Letter / Option Agreement.

Except the above, the other terms and conditions of ESOP 2011 shall remain unchanged. The proposed amended Vesting Plan shall be applicable only on Grants to be made after passing of this resolution and for existing Option holders the existing Vesting Plan shall remain in force.

As per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“**SBEB Regulations**”), a company may by special resolution vary the terms of employee stock option plan or scheme offered pursuant to an earlier shareholders resolution but not yet exercised by the employee provided such variation is not prejudicial to the interests of the employees. The proposed amendment in ESOP 2011 is not prejudicial to the interest of the eligible employees and existing Option holders covered under ESOP 2011. The beneficiaries of this amendment will be the eligible employees of the Company and its subsidiaries (present and future). A copy of the amended ESOP 2011 will be available for inspection by Members at the Registered Office of the Company between 11:00 A.M. to 4:00 P.M. on all working days, other than Saturday, up to the last date of voting i.e. October 26, 2017.

The Board recommends the resolution proposed at Item No.1 for your approval by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of the Options that have been or may be granted to them under ESOP 2011 and their shareholdings in the Company, if any.

By order of the Board,
For **PC Jeweller Limited**

Sd/-
(VIJAY PANWAR)
Company Secretary

Place: New Delhi
Date: September 8, 2017