

Date: October 1, 2019

To,  
The Listing Compliance Department,  
BSE Limited,  
P. J. Tower, Dalal Street,  
Mumbai – 400001

To,  
The Listing Compliance Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400051

**Sub.: Details of Voting Results at the 14<sup>th</sup> Annual General Meeting**

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

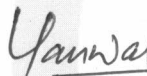

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith details of the voting results (Remote e-voting and Poll) at 14<sup>th</sup> Annual General Meeting of the Company held on September 30, 2019. The Scrutinizer's Report is also enclosed herewith.

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 VOTING RESULTS (REMOTE E-VOTING AND POLL) AT THE 14<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE COMPANY

Date of the AGM	September 30, 2019	Jeweller for generations
Total number of shareholders on record—date Cut-off date i.e. September 24, 2019	253736	
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	3 1790	
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** - Consideration and adoption of audited financial statements (standalone and consolidated) for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Statutory Auditors.

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	183,470,096	182,498,913	99.4707	182,498,913	0	100.0000	0.0000
	Poll		620,400	0.3381	620,400	0	100.0000	0.0000
	Total		183,470,096	183,119,313	99.8088	183,119,313	0	100.0000
Public – Institutions	E-Voting	43,983,522	33,087,567	75.2272	335,201	32,752,366	1.0131	98.9869
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		43,983,522	33,087,567	75.2272	335,201	32,752,366	1.0131
Public – Non Institutions	E-Voting	167,549,264	223,589	0.1334	197,245	26,344	88.2177	11.7823
	Poll		571,074	0.3408	571,072	2	99.9996	0.0004
	Total		167,549,264	794,663	0.4743	768,317	26,346	96.6846
<b>Total</b>		<b>395,002,882</b>	<b>217,001,543</b>	<b>54.9367</b>	<b>184,222,831</b>	<b>32,778,712</b>	<b>84.8947</b>	<b>15.1053</b>

**Item No. 2:** Re-appointment of Shri Ramesh Kumar Sharma (DIN: 01980542) as a Director liable to retire by rotation.

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	183,470,096	182,498,913	99.4707	182,498,913	0	100.0000	0.0000
	Poll		620,400	0.3381	620,400	0	100.0000	0.0000
	Total		183,470,096	183,119,313	99.8088	183,119,313	0	100.0000
Public – Institutions	E-Voting	43,983,522	33,308,139	75.7287	33,308,139	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		43,983,522	33,308,139	75.7287	33,308,139	0	100.0000
Public – Non Institutions	E-Voting	167,549,264	227,598	0.1358	190,885	36,713	83.8694	16.1306
	Poll		571,074	0.3408	571,074	0	100.0000	-0.0000
	Total		167,549,264	798,672	0.4767	761,959	36,713	95.4032
<b>Total</b>		<b>395,002,882</b>	<b>217,226,124</b>	<b>54.9936</b>	<b>217,189,411</b>	<b>36,713</b>	<b>99.9831</b>	<b>0.0169</b>

PC Jeweller Limited



## 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/Managing Director,  
PC Jeweller Limited  
C – 54, Preet Vihar,  
Vikas Marg,  
Delhi - 110092

**Subject: Consolidated Scrutinizer's Report on Remote e-voting and Poll for the 14<sup>th</sup> Annual General Meeting of the Company held on September 30, 2019**

Dear Sir,

I, Randhir Singh Sharma, Practicing Company Secretary, New Delhi, was appointed as the Scrutinizer to scrutinize the remote e-voting and polling process carried out pursuant to Sections 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 Requirements) Regulations, 2015, by PC Jeweller Limited (the "**Company**") on the Ordinary Business (Item Nos. 1 and 2) set forth in the Notice of 14<sup>th</sup> Annual General Meeting ("**AGM**") of the Company, held on Monday, September 30, 2019, at 3:30 P.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) The Annual Report 2018-19 including AGM Notice, Proxy etc. had been sent through permitted mode by the Company 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 Friday, August 23, 2019. The Company had completed their dispatch on September 6, 2019.
- 2) Tuesday, September 24, 2019 was fixed as the Cut-off date. Only those Members, whose names appeared in the Register of Members / List of Beneficial Owners as on the Cut-off date were entitled to vote (through remote e-voting / polling paper) on the Ordinary Business (Item Nos. 1 and 2) set forth in the Notice of 14<sup>th</sup> AGM 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.
- 3) The total paid up equity share capital of the Company as on the Cut-off date was Rs.395,00,28,820/- divided into 39,50,02,882 equity shares of Rs.10/- each, fully paid-up.



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

**4) Remote e-voting:**

- a) The Company had engaged the services of Karvy Fintech Private Limited as the Agency to provide remote e-voting facility.
- b) The remote e-voting commenced at **9:00 A.M. on Friday, September 27, 2019** and ended at **5:00 P.M. on Sunday, September 29, 2019**.

**5) Voting through polling paper:**

- a) The Company also provided the facility for voting through polling paper at the 14<sup>th</sup> AGM for the Members attending the meeting, who had not already casted their votes by remote e-voting.
  - b) Accordingly, a poll was conducted at the 14<sup>th</sup> AGM on the Ordinary Business (Item Nos.: 1 and 2) set forth in the Notice of this AGM.
  - c) An empty ballot box was kept for polling. After closing of the poll, ballot box kept for polling was locked in my presence with due identification mark placed by me.
- 6) 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 witnesses:

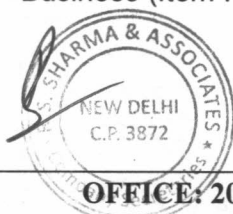


**Name: BRIJ BHUSHAN SHARMA**  
**Address: D-295, Moti Bagh 1,**  
**New Delhi - 110021**



**Name: SUNIL KUMAR**  
**Address: 183/39A, Krishna Gali No.6,**  
**Maujpur, Delhi - 110053**

- 7) The polling papers were diligently scrutinized and reconciled with the records maintained by Karvy Fintech Private Limited, the Registrar and Share Transfer Agent ("RTA") of the Company and the authorizations / proxies lodged with the Company.
- 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 Business (Item Nos.: 1 and 2) set forth in the Notice of 14<sup>th</sup> AGM is as follows:



**Item No. 1 - Consideration and adoption of audited financial statements (standalone and consolidated) for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Statutory Auditors.**

**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	126	183031359	84.3456
B) Ballot paper	39	1191472	0.5491
<b>Total (A+B)</b>	<b>165</b>	<b>184222831</b>	<b>84.8947</b>

**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	89	32778710	15.1053
B) Ballot paper	1	2	0.0000
<b>Total (A+B)</b>	<b>90</b>	<b>32778712</b>	<b>15.1053</b>

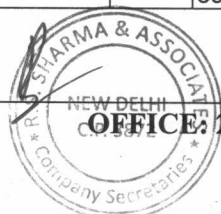
**c) Invalid Votes:**

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) Remote e-voting	0	0	1	220572	7	4777
B) Ballot paper	0	0	0	0	3	370
<b>Total (A+B)</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>220572</b>	<b>10</b>	<b>5147</b>

**Notes:** 1) 8 members having 225349 shares abstained from voting.  
2) 3 members voted for both Assent and Dissent.  
3) Invalid votes include abstained from voting and vote not casted.

**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	183,470,096	182,498,913	99.4707	182,498,913	0	100.0000	0.0000
	Poll		620,400	0.3381	620,400	0	100.0000	0.0000
	Total		183,470,096	183,119,313	99.8088	183,119,313	0	100.0000
Public – Institutions	E-Voting	43,983,522	33,087,567	75.2272	335,201	32,752,366	1.0131	98.9869
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		43,983,522	33,087,567	75.2272	335,201	32,752,366	1.0131
Public – Non Institutions	E-Voting	167,549,264	223,589	0.1334	197,245	26,344	88.2177	11.7823
	Poll		571,074	0.3408	571,072	2	99.9996	0.0004
	Total		167,549,264	794,663	0.4743	768,317	26,346	96.6846
<b>Total</b>		<b>395,002,882</b>	<b>217,001,543</b>	<b>54.9367</b>	<b>184,222,831</b>	<b>32,778,712</b>	<b>84.8947</b>	<b>15.1053</b>



**Item No. 2 - Re-appointment of Shri Ramesh Kumar Sharma (DIN: 01980542) as a Director liable to retire by rotation.**

**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	181	215997937	99.4346
B) Ballot paper	40	1191474	0.5485
<b>Total (A+B)</b>	<b>221</b>	<b>217189411</b>	<b>99.9831</b>

**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	37	36713	0.0169
B) Ballot paper	0	0	0.0000
<b>Total (A+B)</b>	<b>37</b>	<b>36713</b>	<b>0.0169</b>

**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) Remote e-voting	0	0	0	0	7	728
B) Ballot paper	0	0	0	0	3	370
<b>Total (A+B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>10</b>	<b>1098</b>

**Notes:** 1) 7 members having 728 shares abstained from voting.  
2) 5 member voted for both Assent and Dissent.  
3) Invalid votes include abstained from voting and vote not casted.

**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	183,470,096	182,498,913	99.4707	182,498,913	0	100.0000	0.0000
	Poll		620,400	0.3381	620,400	0	100.0000	0.0000
	Total		183,470,096	183,119,313	99.8088	183,119,313	0	100.0000
Public – Institutions	E-Voting	43,983,522	33,308,139	75.7287	33,308,139	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		43,983,522	33,308,139	75.7287	33,308,139	0	100.0000
Public – Non Institutions	E-Voting	167,549,264	227,598	0.1358	190,885	36,713	83.8694	16.1306
	Poll		571,074	0.3408	571,074	0	100.0000	0.0000
	Total		167,549,264	798,672	0.4767	761,959	36,713	95.4032
<b>Total</b>		<b>395,002,882</b>	<b>217,226,124</b>	<b>54.9936</b>	<b>217,189,411</b>	<b>36,713</b>	<b>99.9831</b>	<b>0.0169</b>



- 12) From the voting details, as mentioned in this report, it is clear that the Ordinary Business (Item Nos. 1 and 2) set forth in the Notice of 14<sup>th</sup> AGM have been passed with requisite majority.
- 13) Based on this Report, you may accordingly declare the result of the Ordinary Business (Item Nos. 1 and 2) set forth in the Notice of 14<sup>th</sup> AGM, as duly passed.
- 14) I will hand over the Polling papers and other related records to the Company Secretary of the Company for safe custody after signing of minutes.

For **R S Sharma & Associates**  
**Company Secretaries**



**RANDHIR SINGH SHARMA**  
**Practicing Company Secretary**  
Membership No.: FCS-2062  
CP No.: 3872

Date: September 30, 2019  
Place: New Delhi



*Counter signed by*  
*Balram Garg*  
*Managing Director*  
*DIN: 00032083*