



Date: August 7, 2020

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 15th Annual General Meeting & Scrutinizer's Report

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 at 15th Annual General Meeting of the Company held on August 7, 2020 through Video Conferencing / Other Audio Visual Means. 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 AT THE 15TH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY

Date of the AGM	August 7, 2020
Total number of shareholders on record—date Cut-off date i.e. July 31, 2020	2,55,644
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	5 111

Agenda-wise disclosure:

Item No. 1 - To receive, consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Statutory Auditors thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of Statutory Auditors thereon.

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	183,470,096	100.0000	183,470,096	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		183,470,096	183,470,096	100.0000	183,470,096	0	100.0000
Public – Institutions	E-Voting	13,553,874	4,772,631	35.2123	353,219	4,419,412	7.4009	92.5991
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,553,874	4,772,631	35.2123	353,219	4,419,412	7.4009
Public – Non Institutions	E-Voting	197,978,912	1,487,759	0.7515	981,439	506,320	65.9676	34.0324
	Poll		3,621,005	1.8290	3,563,570	57,435	98.4138	1.5862
	Total		197,978,912	5,108,764	2.5805	4,545,009	563,755	88.9649
Total		395,002,882	193,351,491	48.9494	188,368,324	4,983,167	97.4227	2.5773

PC Jeweller Limited



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Item No. 2: To appoint a Director in place of Shri Ramesh Kumar Sharma (DIN: 01980542), who retires by rotation and being eligible, offers himself for re-appointment.

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	183,470,096	100.0000	183,470,096	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		183,470,096	183,470,096	100.0000	183,470,096	0	100.0000
Public – Institutions	E-Voting	13,553,874	4,802,421	35.4321	4,802,421	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,553,874	4,802,421	35.4321	4,802,421	0	100.0000
Public – Non Institutions	E-Voting	197,978,912	1,482,546	0.7488	961,687	520,859	64.8673	35.1327
	Poll		3,621,005	1.8290	3,563,530	57,475	98.4127	1.5873
	Total		197,978,912	5,103,551	2.5778	4,525,217	578,334	88.6680
Total		395,002,882	193,376,068	48.9556	192,797,734	578,334	99.7009	0.2991

Item No. 3: To appoint Statutory Auditors and fix their remuneration.

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	183,470,096	100.0000	183,470,096	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		183,470,096	183,470,096	100.0000	183,470,096	0	100.0000
Public – Institutions	E-Voting	13,553,874	4,802,421	35.4321	4,788,573	13,848	99.7116	0.2884
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,553,874	4,802,421	35.4321	4,788,573	13,848	99.7116
Public – Non Institutions	E-Voting	197,978,912	1,482,360	0.7487	977,513	504,847	65.9430	34.0570
	Poll		3,621,005	1.8290	3,563,570	57,435	98.4138	1.5862
	Total		197,978,912	5,103,365	2.5777	4,541,083	562,282	88.9821
Total		395,002,882	193,375,882	48.9556	192,799,752	576,130	99.7021	0.2979



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 e-voting Process (Remote e-voting and voting during the 15th Annual General Meeting of the Company held on 7th August, 2020 through Video Conferencing / Other Audio Visual Means

Dear Sir,

I, Randhir Singh Sharma, Practicing Company Secretary, New Delhi, was appointed as the Scrutinizer to scrutinize the remote e-voting and voting during the 15th Annual General Meeting (“AGM”) of PC Jeweller Limited (the “Company”), 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the Ordinary Business (Item Nos. 1, 2 and 3) set forth in the Notice of the 15th AGM of the Company held on Friday, 7th August, 2020, at 1:00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in a fair and transparent manner.

In view of the continuing Covid-19 pandemic and as per Ministry of Corporate Affairs General Circular No. 20/2020 dated 5th May, 2020 read with General Circulars Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 (hereinafter collectively referred to as “MCA Circulars”), the Company held the 15th AGM through VC / OAVM, without the physical presence of Members at a common venue.

I submit my report as under:

- 1) In compliance with MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the 15th AGM along with Annual Report 2019-20 has been sent by the Company only through electronic mode to those Members whose e-mail Id's were registered with the Depository / the Company's Registrar & Transfer Agent - KFin Technologies Private Limited (“KFin”). The Company had completed their dispatch on 16th July, 2020.



- 2) Friday, 31st July, 2020 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 / e-voting during the AGM) on the Ordinary Business (Item Nos. 1, 2 and 3) set forth in the Notice of 15th AGM and their voting rights were in proportion to their share 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.
- 4) The Company had engaged the services of Kfin as the Agency to provide facility for remote e-voting and e-voting during the AGM.
- 5) The remote e-voting commenced at 9:00 A.M. (IST) on Tuesday, 4th August, 2020 and ended at 5:00 P.M. (IST) on Thursday, 6th August, 2020.
- 6) Members who were present in the 15th AGM through VC / OAVM and have not casted their vote through remote e-voting were allowed to vote through e-voting during the AGM.
- 7) After the conclusion of e-voting in the 15th AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked in the presence of Shri Tekendra Singh and Shri Sunil Kumar, who were not the employees of the Company, and who have signed below as witnesses:



Name: TEKENDRA SINGH
Address: S-1/18-A, Swarn Park,
Mundka, Delhi - 110041



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

- 8) 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.
- 9) 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.
- 10) Based on the report generated from e-voting system provided by KFin, the summary of voting details (remote e-voting and e-voting during the AGM) on the Ordinary Business (Item Nos.: 1, 2 and 3) set forth in the Notice of 15th AGM, are as follows:



Item No. 1 - To receive, consider and adopt: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Statutory Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of Statutory Auditors thereon.

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) Remote e-voting	194	184,804,754	95.5797
B) E-voting during the AGM (Instapoll)	31	3,563,570	1.8431
Total (A+B)	225	188,368,324	97.4227

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) Remote e-voting	42	4,925,732	2.5476
B) E-voting during the AGM (Instapoll)	3	57,435	0.0297
Total (A+B)	45	4,983,167	2.5773

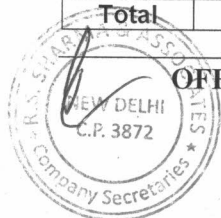
c) Invalid Votes:

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	29,790	10	2021
B) E-voting during the AGM (Instapoll)	0	0	0	0	0	0
Total (A+B)	0	0	1	29,790	10	2021

Notes: 1) 11 members having 31811 shares abstained from voting.
2) 1 member voted for both Assent and Dissent.
3) Invalid votes include abstained from voting.

d) Details of voting in terms of Regulation 44 of the 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	183,470,096	100.0000	183,470,096	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		183,470,096	183,470,096	100.0000	183,470,096	0	100.0000
Public – Institutions	E-Voting	13,553,874	4,772,631	35.2123	353,219	4,419,412	7.4009	92.5991
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,553,874	4,772,631	35.2123	353,219	4,419,412	7.4009
Public – Non Institutions	E-Voting	197,978,912	1,487,759	0.7515	981,439	506,320	65.9676	34.0324
	Poll		3,621,005	1.8290	3,563,570	57,435	98.4138	1.5862
	Total		197,978,912	5,108,764	2.5805	4,545,009	563,755	88.9649
Total		395,002,882	193,351,491	48.9494	188,368,324	4,983,167	97.4227	2.5773



Item No. 2 - To appoint a Director in place of Shri Ramesh Kumar Sharma (DIN: 01980542), who retires by rotation and being eligible, offers himself for re-appointment.

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) Remote e-voting	187	189,234,204	97.8581
B) E-voting during the AGM (Instapoll)	30	3,563,530	1.8428
Total (A+B)	217	192,797,734	99.7009

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) Remote e-voting	50	520,859	0.2694
B) E-voting during the AGM (Instapoll)	4	57,475	0.0297
Total (A+B)	54	578,334	0.2991

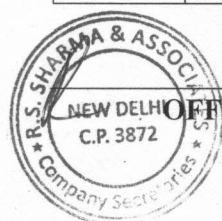
c) Invalid Votes:

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	10	7,195
B) E-voting during the AGM (Instapoll)	0	0	0	0	0	0
Total (A+B)	0	0	0	0	10	7195

Notes: 1) 10 members having 7,195 shares abstained from voting.
2) 1 member voted for both Assent and Dissent.
3) Invalid votes include abstained from voting.

d) Details of voting in terms of Regulation 44 of the 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	183,470,096	100.0000	183,470,096	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	183,470,096	183,470,096	100.0000	183,470,096	0	100.0000	0.0000
Public – Institutions	E-Voting	13,553,874	4,802,421	35.4321	4,802,421	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	13,553,874	4,802,421	35.4321	4,802,421	0	100.0000	0.0000
Public – Non Institutions	E-Voting	197,978,912	1,482,546	0.7488	961,687	520,859	64.8673	35.1327
	Poll		3,621,005	1.8290	3,563,530	57,475	98.4127	1.5873
	Total	197,978,912	5,103,551	2.5778	4,525,217	578,334	88.6680	11.3320
Total		395,002,882	193,376,068	48.9556	192,797,734	578,334	99.7009	0.2991



Item No. 3 - To appoint Statutory Auditors and fix their remuneration.

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) Remote e-voting	198	189,236,182	97.8592
B) E-voting during the AGM (Instapoll)	31	3,563,570	1.8428
Total (A+B)	229	192,799,752	99.7021

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) Remote e-voting	41	518,695	0.2682
B) E-voting during the AGM (Instapoll)	3	57,435	0.0297
Total (A+B)	44	576,130	0.2979

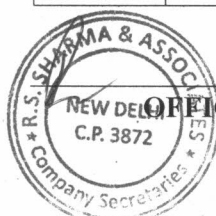
c) Invalid Votes:

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	8	7,175
B) E-voting during the AGM (Instapoll)	0	0	0	0	0	0
Total (A+B)	0	0	0	0	8	7,175

- Notes: 1) 8 members having 7,175 shares abstained from voting.
2) 1 member voted for both Assent and Dissent.
3) Invalid votes include abstained from voting.

d) Details of voting in terms of Regulation 44 of the 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	183,470,096	100.0000	183,470,096	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	183,470,096	183,470,096	100.0000	183,470,096	0	100.0000	0.0000
Public – Institutions	E-Voting	13,553,874	4,802,421	35.4321	4,788,573	13,848	99.7116	0.2884
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	13,553,874	4,802,421	35.4321	4,788,573	13,848	99.7116	0.2884
Public – Non Institutions	E-Voting	197,978,912	1,482,360	0.7487	977,513	504,847	65.9430	34.0570
	Poll		3,621,005	1.8290	3,563,570	57,435	98.4138	1.5862
	Total	197,978,912	5,103,365	2.5777	4,541,083	562,282	88.9821	11.0179
Total		395,002,882	193,375,882	48.9556	192,799,752	576,130	99.7021	0.2979



- 11) From the voting details, as mentioned in this report, it is clear that the Ordinary Business (Item Nos. 1, 2 and 3) set forth in the Notice of 15th AGM have been passed with requisite majority.
- 12) Based on this Report, you may accordingly declare the result of the Ordinary Business (Item Nos. 1, 2 and 3) set forth in the Notice of 15th AGM, as duly passed.
- 13) The electronic data and other related records will be handed over 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. Sec 3872
UDIN: F002062B000554933

Date: 7th August, 2020
Place: New Delhi



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