



Date: August 9, 2024

To,
The Listing Compliance Department,
BSE Limited,
P. J. Tower, Dalal Street,
Mumbai – 400001
Scrip Code: 534809

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


Sub.: Details of voting results at the Extra-Ordinary General Meeting & Scrutinizer's Report

Dear Sir / Ma'am,

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 the Extra-Ordinary General Meeting of the Company held on August 9, 2024 through Video Conferencing / Other Audio Visual Means. The Scrutinizer's Report is also enclosed herewith.

This is for your information and records.

Yours faithfully,
For **PC Jeweller Limited**


(VIJAY PANWAR)
Company Secretary

Encl.: As above

PC Jeweller Limited

Regd. Office : 2713, 3rd Floor, Bank Street, Karol Bagh, New Delhi-110005 Ph. : 011 - 49714971 Fax : 011 - 49714972

info@pcjeweller.com • www.pcjeweller.com • CIN: L36911DL2005PLC134929



DETAILS OF VOTING RESULTS AT THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE COMPANY

| | |
|--|----------------|
| Date of the EGM | August 8, 2024 |
| Total number of shareholders on record-date Cut-off date i.e. August 1, 2024 | 2,14,370 |
| 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 | 1 107 |

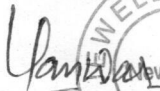
Agenda-wise disclosure:

Item No.1: Issuance of up to 48,13,42,500 Fully Convertible Warrants on a preferential basis to the persons belonging to “Promoter Group” and “Non-Promoter, Public Category”

| | |
|--|---------|
| 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 |
|-----------------------------|----------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 25,38,01,596 | 25,38,00,096 | 99.9994 | 25,38,00,096 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 25,38,01,596 | 25,38,00,096 | 99.9994 | 25,38,00,096 | 0 | 100.0000 |
| Public – Institutions | E-Voting | 1,79,37,109 | 18,32,236 | 10.2148 | 18,23,836 | 8,400 | 99.5415 | 0.4585 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 1,79,37,109 | 18,32,236 | 10.2148 | 18,23,836 | 8,400 | 99.5415 |
| Public – Non Institutions | E-Voting | 19,36,65,191 | 13,27,434 | 0.6854 | 13,22,886 | 4,548 | 99.6574 | 0.3426 |
| | Poll | | 2,04,424 | 0.1056 | 2,04,420 | 4 | 99.9980 | 0.0020 |
| | Total | | 19,36,65,191 | 15,31,858 | 0.7910 | 15,27,306 | 4,552 | 99.7028 |
| Total | | 46,54,03,896 | 25,71,64,190 | 55.2561 | 25,71,51,238 | 12,952 | 99.9950 | 0.0050 |

For PC Jeweller Limited


 (VIJAY PANWAR)
 Company Secretary

PC Jeweller Limited

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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with the
Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman/ Managing Director,
PC Jeweller Limited
2713, 3rd Floor, Bank Street
Karol Bagh
New Delhi 110005

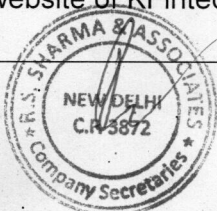
**Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the
Extra-ordinary General Meeting of PC Jeweller Limited held on 8th August, 2024 at
11:00 A.M. (IST) through Video Conferencing / Other Audio Visual Means**

Dear Sir,

I, Randhir Singh Sharma, Practicing Company Secretary, Delhi, was appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting at the Extra-ordinary General Meeting ("EGM") of PC Jeweller Limited (the "**Company**") (CIN: L36911DL2005PLC134929), carried out pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") on the resolution set forth in the Notice of the EGM of the Company held on Thursday, 8th August, 2024 at 11:00 A.M. (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), in a fair and transparent manner. The deemed venue of the EGM was the Registered Office of the Company.

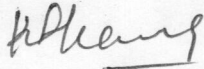
I submit my report as under:

- 1) In accordance with Ministry of Corporate Affairs General Circular No. 09/2023 dated September 25, 2023 read with the earlier circulars issued in this regard (collectively referred to as "**MCA Circulars**") the Company held the EGM through VC / OAVM, without the physical presence of Members at a common venue.
- 2) In compliance with MCA Circulars, EGM Notice was sent by the Company only by electronic mode to those Members whose e-mail address was registered with Depository Participants / Company / Registrar & Transfer Agent - KFin Technologies Limited ("**KFintech**"). The Company had completed their dispatch on 17th July, 2024. A Corrigendum to the EGM Notice dated 13th July, 2024 was also dispatched to Members through e-mail on 30th July, 2024. This Corrigendum form an integral part of the EGM Notice dated 13th July, 2024.
- 3) EGM Notice and the Corrigendum were also available on the Company's website <https://www.pcjeweller.com> and websites of BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively and on the website of KFintech at <https://evoting.kfintech.com>.

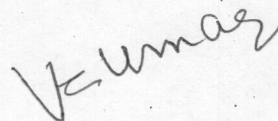


**R S SHARMA & ASSOCIATES
COMPANY SECRETARIES**

- 4) Thursday, 1st August, 2024 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 and e-voting at the EGM) on the resolution set forth in the EGM Notice 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.
- 5) The total paid-up equity share capital of the Company as on the Cut-off date was Rs. 465,40,38,960/- divided into 46,54,03,896 equity shares of Rs. 10/- each, fully paid-up.
- 6) The Company had engaged the services of KFintech, as the Agency, for participation of Members in the EGM through VC / OAVM, facility for remote e-voting and e-voting at the EGM.
- 7) The remote e-voting commenced at 9:00 A.M. (IST) on Monday, 5th August, 2024 and ended at 5:00 P.M. (IST) on Wednesday, 7th August, 2024.
- 8) Members who were present in the EGM through VC / OAVM and have not casted their votes through remote e-voting and were not otherwise barred from doing so were allowed to vote through e-voting at the EGM.
- 9) After the conclusion of e-voting at the EGM, the votes cast through remote e-voting and e-voting at the EGM were unblocked in the presence of Smt. Kamlesh Sharma and Shri Vinod Kumar, who are not in the employment of the Company, and who have signed below as witnesses:



Name: KAMLESH SHARMA
Address: 54A, DDA Flats,
Gulabi Bagh, Delhi



Name: VINOD KUMAR
Address: 107C, DDA Flats,
Gulabi Bagh, Delhi

- 10) The requisite register has been maintained to record the assent or dissent received, mentioning the particulars of name, Folio No. / DP ID-Client ID of the Members and no. of shares held by them etc.
- 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) Based on the reports generated from e-voting system provided by KFintech, the summary of voting details (remote e-voting and e-voting at the EGM) on the resolution set forth in the Notice of the EGM, are as follows:



OFFICE: 108C, DDA FLATS, GULABI BAGH, DELHI-110007
PH. NO.: 23652660

**R S SHARMA & ASSOCIATES
COMPANY SECRETARIES**

ITEM NO. 1 - ISSUANCE OF UP TO 48,13,42,500 FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO "PROMOTER GROUP" AND "NON-PROMOTER, PUBLIC CATEGORY" - (SPECIAL RESOLUTION)

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 | 325 | 256946818 | 99.9155 |
| B) E-voting at the EGM (Instapoll) | 15 | 204420 | 0.0795 |
| Total (A+B) | 340 | 257151238 | 99.9950 |

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 | 54 | 12948 | 0.0050 |
| B) E-voting at the EGM (Instapoll) | 1 | 4 | 0.0000 |
| Total (A+B) | 55 | 12952 | 0.0050 |

c) Invalid votes:

| Mode of voting | Promoter 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 | 5 | 547 |
| B) E-voting at the EGM (Instapoll) | 0 | 0 | 0 | 0 | 0 | 0 |
| Total (A+B) | 0 | 0 | 0 | 0 | 5 | 547 |

Notes: 1) 5 Members having 547 shares abstained from voting.
2) Invalid votes indicate abstained from voting.

d) Details of voting in terms of Regulation 44 of the SEBI LODR Regulations:

| 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 |
|-----------------------------|----------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 253801596 | 253800096 | 99.9994 | 253800096 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 253801596 | 253800096 | 99.9994 | 253800096 | 0 | 100.0000 | 0.0000 |
| Public – Institutions | E-Voting | 17937109 | 1832236 | 10.2148 | 1823836 | 8400 | 99.5415 | 0.4585 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 17937109 | 1832236 | 10.2148 | 1823836 | 8400 | 99.5415 | 0.4585 |
| Public – Non Institutions | E-Voting | 193665191 | 1327434 | 0.6854 | 1322886 | 4548 | 99.6574 | 0.3426 |
| | Poll | | 204424 | 0.1056 | 204420 | 4 | 99.9980 | 0.0020 |
| | Total | 193665191 | 1531858 | 0.7910 | 1527306 | 4552 | 99.7028 | 0.2972 |
| Total | | 465403896 | 257164190 | 55.2561 | 257151238 | 12952 | 99.9950 | 0.0050 |



**OFFICE: 108C, DDA FLATS, GULABI BAGH, DELHI-110007
PH. NO.: 23652660**

**R S SHARMA & ASSOCIATES
COMPANY SECRETARIES**

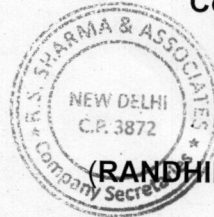
13) From the voting details, as mentioned in this report, it is clear that the resolution set forth in the Notice of the EGM has been passed with the requisite majority.

14) Based on this Report, you may accordingly declare the result of the resolution set forth in the Notice of the EGM, as duly passed.

15) The electronic data and other related records will be handed over to the Company Secretary of the Company for safe custody after signing of the minutes of the EGM.

Date: 09/08/2024
Place: Delhi

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



A handwritten signature in black ink, appearing to read "Randhir Singh Sharma".

(RANDHIR SINGH SHARMA)

Proprietor

Mem. no.: FCS2062, CP No.: 3872

Peer review no.: 5023/2023

UDIN: F002062F000934389

Counter signed by:
For **PC Jeweller Limited**

A handwritten signature in black ink, appearing to read "Balram Garg".



(BALRAM GARG)

Chairman of the meeting / Managing Director

DIN: 00032083