



Date: January 27, 2021

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 on Postal Ballot Notice dated December 23, 2020

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 the details of voting results on Postal Ballot Notice dated December 23, 2020 alongwith the Scrutinizer's Report.

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



**DETAILS OF THE VOTING RESULTS ON POSTAL BALLOT
NOTICE DATED DECEMBER 23, 2020**

Date of declaration of result of Postal Ballot	January 27, 2021
Total number of shareholders on record - date Cut-off date i.e. December 18, 2020	2,49,586
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	Not Applicable

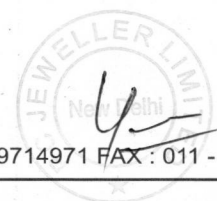
AGENDA-WISE DISCLOSURE:

ITEM NO.1: INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION IN THE CAPITAL CLAUSE OF 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	183470096	183470096	100.0000	183470096	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		183470096	183470096	100.0000	183470096	0	100.0000
Public - Institutions	E-Voting	9566510	2547110	26.6253	2547110	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9566510	2547110	26.6253	2547110	0	100.0000
Public - Non Institutions	E-Voting	202037290	3940031	1.9502	1834744	2105287	46.5667	53.4333
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		202037290	3940031	1.9502	1834744	2105287	46.5667
Total		395073896	189957237	48.0814	187851950	2105287	98.8917	1.1083

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

ITEM NO.2: ISSUANCE OF UPTO 7,03,30,000 EQUITY SHARES ON PREFERENTIAL BASIS TO SHRI BALRAM GARG, PROMOTER OF THE COMPANY

Resolution required: (Ordinary / Special)	Special
Whether Promoter / Promoter Group are interested in the agenda / resolution?	Yes

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	183470096	183470096	100.0000	183470096	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	183470096	183470096	100.0000	183470096	0	100.0000	0.0000
Public - Institutions	E-Voting	9566510	2547110	26.6253	2547110	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	9566510	2547110	26.6253	2547110	0	100.0000	0.0000
Public - Non Institutions	E-Voting	202037290	3940837	1.9505	1801865	2138972	45.7229	54.2771
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	202037290	3940837	1.9505	1801865	2138972	45.7229	54.2771
Total		395073896	189958043	48.0816	187819071	2138972	98.8740	1.1260



January 27, 2021

The Managing Director
PC Jeweller Limited
C - 54, Preet Vihar,
Vikas Marg, Delhi - 110092

Subject: Scrutinizer's Report on Postal Ballot Notice dated December 23, 2020

Dear Sir,

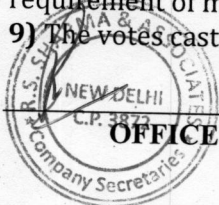
I, Randhir Singh Sharma, Practicing Company Secretary (CP No. 3872), Proprietor R S Sharma & Associates, Company Secretaries, New Delhi, have been appointed as the Scrutinizer by the Board of Directors of PC Jeweller Limited (hereinafter referred to as "**the Company**") at its meeting held on December 23, 2020 for conducting the Postal Ballot process in a fair and transparent manner, in respect of the following resolutions, as proposed in Postal Ballot Notice dated December 23, 2020 (hereinafter referred to as "**Postal Ballot Notice**") of the Company:

Item No. 1: Increase in Authorised Share Capital and alteration in the capital clause of Memorandum of Association (**Ordinary Resolution**)

Item No. 2: Issuance of upto 7,03,30,000 equity shares on preferential basis to Shri Balram Garg, promoter of the Company (**Special Resolution**)

I hereby submit my report as under:

- 1) In compliance with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs, the Company sent Postal Ballot Notice only through electronic mode i.e. by e-mail, to those Members whose names appeared in Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited / Central Depository Services (India) Limited, as on the Cut-Off Date i.e. Friday, December 18, 2020.
- 2) The Company has completed the dispatch of the Postal Ballot Notice on December 27, 2020 and published a notice in this regard in Financial Express (English) and Jansatta (Hindi) newspapers on December 28, 2020.
- 3) The total paid-up share capital of the Company as on the Cut-off date was Rs. 395,07,38,960/- divided into 39,50,73,896 equity shares of Rs.10/- each fully paid-up.
- 4) The voting rights of Members were in proportion to their share held in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. December 18, 2020.
- 5) The Company has provided e-voting facility to its Members through e-voting platform provided by KFin Technologies Private Limited ("**KFin**"), enabling them to cast their votes electronically. The e-voting period commenced from 9:00 A.M. on Monday, December 28, 2020 and ended at 5:00 P.M. on Tuesday, January 26, 2021.
- 6) I have monitored the process of electronic voting through the Scrutinizer's secured link provided by KFin on the designated website i.e. <https://evoting.kfintech.com>.
- 7) The particulars of e-voting report generated from KFin's designated website have been entered in a separate register maintained for the purpose.
- 8) 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.
- 9) The votes cast through e-voting were unblocked on January 26, 2021 after 6:00 P.M.



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

10) Based on the report generated from e-voting system provided by KFin, the summary of voting details on the Special Businesses mentioned in Postal Ballot Notice is as under:

Item No. 1: Increase in Authorised Share Capital and alteration in the capital clause of Memorandum of Association (Ordinary Resolution)

Details of Voting:

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
e-voting	300	187851950	98.8917

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
e-voting	68	2105287	1.1083

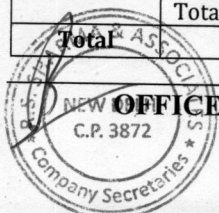
c) Invalid Votes:

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
e-voting	0	0	0	0	5	5722

- Notes:** 1. Invalid votes means abstained from voting.
2. Total 5 members having 5722 shares abstained from voting.
3. Total 4 members voted for both in favour and against.

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	183470096	183470096	100.0000	183470096	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		183470096	183470096	100.0000	183470096	0	100.0000
Public - Institutions	E-Voting	9566510	2547110	26.6253	2547110	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9566510	2547110	26.6253	2547110	0	100.0000
Public - Non Institutions	E-Voting	202037290	3940031	1.9502	1834744	2105287	46.5667	53.4333
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		202037290	3940031	1.9502	1834744	2105287	46.5667
Total		395073896	189957237	48.0814	187851950	2105287	98.8917	1.1083



Item No. 2: Issuance of upto 7,03,30,000 equity shares on preferential basis to Shri Balram Garg, promoter of the Company (Special Resolution)

Details of Voting:

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
e-voting	279	187819071	98.8740

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
e-voting	92	2138972	1.1260

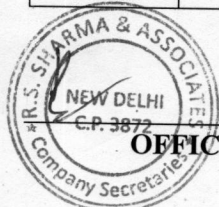
c) Invalid Votes:

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
e-voting	0	0	0	0	4	5552

- Notes:** 1. Invalid votes means abstained from voting.
2. Total 4 members having 5552 shares abstained from voting.
3. Total 6 members voted for both in favour and against.

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	183470096	183470096	100.0000	183470096	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	183470096	183470096	100.0000	183470096	0	100.0000	0.0000
Public - Institutions	E-Voting	9566510	2547110	26.6253	2547110	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	9566510	2547110	26.6253	2547110	0	100.0000	0.0000
Public - Non Institutions	E-Voting	202037290	3940837	1.9505	1801865	2138972	45.7229	54.2771
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	202037290	3940837	1.9505	1801865	2138972	45.7229	54.2771
Total		395073896	189958043	48.0816	187819071	2138972	98.8740	1.1260



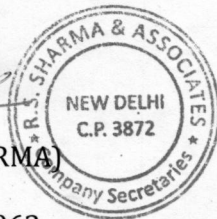
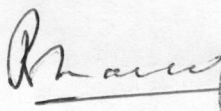
11) From the voting details, as mentioned in this report, it is clear that the Special Businesses (Item Nos. 1 and 2) mentioned in Postal Ballot Notice have been passed with requisite majority.

12) Based on this Report, you may accordingly declare the result of the Special Businesses (Item Nos. 1 and 2) mentioned in Postal Ballot Notice, 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 the minutes.

Thanking you.

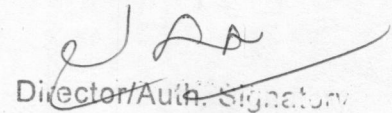
Yours sincerely,
For **R S Sharma & Associates**
Company Secretaries



(**RANDHIR SINGH SHARMA**)
Proprietor
Membership No.: FCS2062
CP No.: 3872

UDIN: F002062B002252706

For PC JEWELLER LIMITED


Director/Author. Signatory

Countersigned by Shri Ramesh Kumar Sharma,
Executive Director & COO (DIN: 01980542)