

Date: September 12, 2019

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 – 400 051

Sub.: Details of Voting Results on Postal Ballot Notice dated August 9, 2019

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 (e-voting and Postal Ballot Form) on Postal Ballot Notice dated August 9, 2019 alongwith the Scrutinizer's Report.

This is for your information and records.

Thanking you.

Yours faithfully, For **PC Jeweller Limited**

(VIJAY PANWAR)

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 THE VOTING RESULTS (E-VOTING AND POSTAL BALLOT FORM) ON POSTAL BALLOT NOTICE DATED AUGUST 9, 2019

Date of declaration of result of Postal Ballot	September 12, 2019
Total number of shareholders on record date Cut-off date i.e. August 2, 2019	2,49,248
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: RE-APPOINTMENT OF DR. MANOHAR LAL SINGLA (DIN: 03625700) AS AN INDEPENDENT DIRECTOR

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
Promoters and	E-Voting		134036100	73.0561	134036100	0	100.0000	0.0000
C	Postal Ballot	183470096	620400	0.3381	620400	0	100.0000	0.0000
	Total	183470096	134656500	73.3942	134656500	0	100.0000	0.0000
Public –	E-Voting	50760405	38989498	76.7986	38989498	0	100.0000	0.0000
Institutions	Postal Ballot	50768495	0	0.0000	0	0	0.0000	.0000
	Total	50768495	38989498	76.7986	38989498	0	100.0000	0.0000
Public – Non	E-Voting		519549	0.3239	356184	163365	68.5564	31.4436
Institutions	Postal Ballot	160409396	98382	0.0613	93946	4436	95.4910	4.5090
	Total	160409396	617931	0.3852	450130	167801	72.8447	27.1553
Total		394647987	174263929	44.1568	174096128	167801	99.9037	0.0963

PC Jeweller Limited

REGD. & CORPORATE OFF: C - 54, PREET VIHAR, VIKAS MARG, DELHI - 110 092 PH: 011 - 4971497 FAX: 011 - 49714972

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ITEM NO. 2: RE-APPOINTMENT OF SHRI KRISHAN KUMAR KHURANA (DIN: 00253589) AS AN INDEPENDENT DIRECTOR

Resolution	required:	(Ordinary	/ Special)				Spec	cial
Whether Press	omoter /	N	No					
Category	Mode of	No. of shares	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in	No. of Votes -	% of Votes in favour on votes	% of Votes against on votes
	Voting	held (1)	(2)	shares (3)=[(2)/(1)]*100	favour (4)	against (5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
Promoters and	E-Voting		134036100	73.0561	134036100	0	100.0000	0.0000
Promoter Postal Group Ballot		183470096	620400	. 0.3381	620400	0	100.0000	0.0000
	Total	183470096	134656500	73.3942	134656500	0	100.0000	0.0000
Public –	E-Voting		38989498	76.7986	33996621	4992877	87.1943	12.8057
Institutions	Postal Ballot	50768495	0	0.0000	0	0	0.0000	0.0000
	Total	50768495	38989498	76.7986	33996621	4992877	87.1943	12.8057
Public – Non	E-Voting		520597	0.3245	356556	164041	68.4898	31.5102
Institutions	Postal Ballot		95280	0.0594	88684	6596	93.0772	6.9228
	Total	160409396	615877	0.3839	445240	170637	72.2937	27.7063
Total		394647987	174261875	44.1563	169098361	5163514	97.0369	2.9631

ITEM NO. 3: RE-APPOINTMENT OF SHRI MIYAR RAMANATH NAYAK (DIN: 03352749) AS AN INDEPENDENT DIRECTOR

Resolution required: (Ordinary / Special)								Special		
Whether Pr	hether Promoter / Promoter Group are interested in the agenda / resolution? No						0			
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	E-Voting	(*)	134036100	73.0561	134036100	0	100.0000	0.0000		
and Promoter Group	Postal Ballot	183470096	620400	0.3381	620400	0	100.0000	0.0000		
	Total	183470096	134656500	73.3942	134656500	0	100.0000	0.0000		
Public –	E-Voting		38989498	76.7986	33759668	5229830	86.5866	13.4134		
Institutions	Postal Ballot	50768495	0	0.0000	0	0	0.0000	0.0000		
	Total	50768495	38989498	76.7986	33759668	5229830	86.5866	13.4134		
Public – Non	E-Voting	Y	528063	0.3292	362284	165779	68.6062	31.3938		
Institutions	Postal Ballot	160409396	95030	0.0592	87749	7281	92.3382	7.6618		
	Total	160409396	623093	0.3884	450033	173060	72.2257	27.7743		
Total		394647987	174269091	44.1581	168866201	5402890	96.8997	3.1003		

R S SHARMA & ASSOCIATES COMPANY SECRETARIES

September 12, 2019

To, The Chairman / Managing Director PC Jeweller Limited C – 54, Preet Vihar, Vikas Marg, Delhi – 110092

Subject: Scrutinizer's Report on Postal Ballot Notice dated August 9, 2019

Dear Sir,

In terms of the resolution passed by the Board of Directors of PC Jeweller Limited (hereinafter referred to as "**the Company**") at its meeting held on August 9, 2019, I have been appointed as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner, in respect of the following resolutions, as proposed in the Postal Ballot Notice dated August 9, 2019 (hereinafter referred to as "**Postal Ballot Notice**") of the Company:

Item No. 1: Re-Appointment of Dr. Manohar Lal Singla (DIN: 03625700) as an Independent Director (Special Resolution)

Item No. 2: Re-Appointment of Shri Krishan Kumar Khurana (DIN: 00253589) as an Independent Director (Special Resolution)

Item No. 3: Re-Appointment of Shri Miyar Ramanath Nayak (DIN: 03352749) as an Independent Director (Special Resolution)

I hereby submit my report on the voting (through Postal Ballot Forms and e-voting) on the aforesaid resolutions proposed in the Postal Ballot Notice, as under:

1) The Company sent the Postal Ballot Notice to all 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 the **Cut-Off Date i.e. Friday, August 2, 2019**.

2) The total paid-up share capital of the Company as on the Cut-off date was Rs. 394,64,79,870/- divided into 39,46,47,987 equity shares of Rs.10/- each fully paid-up. The total numbers of shareholders as on the Cut-off date were 2,49,248.

3) The Company sent the Postal Ballot Notice by e-mail to those Members, who have registered their e-mail IDs for receipt of documents in the electronic mode and by registered post to others alongwith Postal Ballot Form and postage prepaid self-addressed Business Reply Envelope. The Company has completed the dispatch of the Postal Ballot Notice on August 12, 2019 and published a notice in this regard in Business Standard (English and Hindi) newspaper on August 13, 2019.

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REFICE: 202, ANARKALI BAZAR, JHANDEWALAN EXTN., NEW DELHI-110055 RES.: 108C, DDA FLATS, GULABI BAGH, DELHI-110007 4) The voting rights of Members were in proportion to their shares held in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. August 2, 2019.

5) All Postal Ballot Forms received upto 5:00 P.M. on Wednesday, September 11, 2019 (being the last date and time for receipt of Postal Ballot Forms) were kept in my safe custody and considered for scrutiny. After opening, they were initialed by me and were scrutinized.

6) I did not find any defaced or mutilated Postal Ballot Form.

7) The Company has also offered e-voting facility to its Members through e-voting platform provided by Karvy Fintech Private Limited ("**Karvy**"), enabling them to cast their votes electronically. E-voting was optional. The e-voting period commenced from 9:00 A.M. on Tuesday, August 13, 2019 and ended at 5:00 P.M. on Wednesday, September 11, 2019. The particulars of e-voting done by Members of the Company during this period were also considered for our scrutiny.

8) I have monitored the process of electronic voting through the Scrutinizer's secured link provided by Karvy on the designated website i.e. https://evoting.karvy.com.

9) No Member has casted vote through both mode of voting i.e. by Postal Ballot Form and also by e-voting.

10) The particulars of all Postal Ballot Forms received from Members in physical form as well as e-voting report generated from Karvy's designated website have been entered in a separate register maintained for the purpose.

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) The votes cast through e-voting were unblocked on September 11, 2019 at 5:58 P.M. in the presence of Shri Vikas Gupta and Shri Sunil Kumar, who are not the employees of the Company and who have signed below as witness:

Name: VIKAS GUPTA Address: B-40, First Floor, Sector-22 Noida 201301

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

13) Based on the report generated from Karvy's designated website https://evoting.karvy.com and the Postal Ballot Forms received from Members, which I have scrutinized, the summary of voting details (Postal Ballot Forms and e-voting) is as under:



OFFICE: 207, ANARKALI BAZAR, JHANDEWALAN EXTN., NEW DELHI-110055 RES.: 108C, DDA FLATS, GULABI BAGH, DELHI-110007

ITEM NO. 1: RE-APPOINTMENT OF DR. MANOHAR LAL SINGLA (DIN: 03625700) AS AN INDEPENDENT DIRECTOR (SPECIAL RESOLUTION)

Details of Voting:

a) Voted in favour of the resolution (out of valid votes casted):

Mode of voting	Iode of voting Number of Members		% of total number of	
-	voted	by them	valid votes cast	
A) e-voting	543	173381782	99.4938	
B) Postal Ballot Form	172	714346	0.4099	
Total (A+B)	715	174096128	99.9037	

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) e-voting	158	163365	0.0937	
B) Postal Ballot Form	29	4436	0.0025	
Total (A+B)	187	167801	0.0963	

c) Invalid Votes:

Mode of voting	Promoters and Promoter Group		Public – Ins	stitutions	Public – Non Institutions	
	Number of Members	Invalid Votes	Number of Members	Invalid Votes	Number of Members	Invalid Votes
A) e-voting	0	0	0	0	33	16916
B) Postal Ballot Form	0	0	0	0	33	14285
Total (A+B)	0	0	0	0	66	31201

Notes: 1. Invalid votes includes abstained from voting, not signed, signature not tallied, vote not casted etc.

2. Total 37 members having 18171 shares abstained from voting.

3. Total 16 members {14 (e-voting) and 2 (Postal Ballot Form)} voted for both Assent and Dissent.

d) Details of voting in terms of Regulation 44 of SEBI (LODR) Regulations, 2015:

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	0	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and	E-Voting		134036100	73.0561	134036100	0	100.0000	
Promoter Group	Postal Ballot	183470096	620400	0.3381	620400	0	100.0000	0.0000
	Total	183470096	134656500	73.3942	134656500	0	100.0000	0.0000
Public -	E-Voting	50768495	38989498	76.7986	38989498	0	100.0000	0.0000
Institutions	Postal Ballot	30768493	0	. 0.0000	0	0	0.0000	0.0000
	Total	50768495	38989498	76.7986	38989498	0	100.0000	0.0000
Public – Non	E-Voting		519549	0.3239	356184	163365	68.5564	31.4436
Institutions	Postal Ballot	160409396	98382	0.0613	93946	4436	95.4910	4.5090
	Total	160409396	617931	0.3852	450130	167801	72.8447	27.1553
Total		394647987	174263929	44.1568	174096128	167801	99.9037	0.0963

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ITEM NO. 2: RE-APPOINTMENT OF SHRI KRISHAN KUMAR KHURANA (DIN: 00253589) AS AN INDEPENDENT DIRECTOR (SPECIAL RESOLUTION)

Details of Voting:

a) Voted in favour of the resolution (out of valid votes casted):

Mode of voting	Number of Members	Number of votes cast	% of total number of
	voted	by them	valid votes cast
A) e-voting	530	168389277	96.6300
B) Postal Ballot Form	163	709084	0.4069
Total (A+B)	693	169098361	97.0369

b) Voted against the resolution (out of valid votes casted):

Mode of voting	Number of Members	Number of votes cast	% of total number of	
·	voted	by them	valid votes cast	
A) e-voting	170	5156918	2.9593	
B) Postal Ballot Form	29	6596	0.0038	
Total (A+B)	199	5163514	2.9631	

c) Invalid Votes:

Mode of voting	Promote Promoter		Public – Ins	stitutions	Public – Non Institutions	
4	Number of MembersInvalid Votes		Number of MembersInvalid Votes		Number of Members	Invalid Votes
A) e-voting	0	0	0	0	32	15272
B) Postal Ballot Form	0	0	0	0	42	17342
Total (A+B)	0	0	0	0	74	32614

Notes: 1. Invalid votes includes abstained from voting, not signed, signature not tallied, vote not casted etc.

2. Total 45 members having 19584 shares abstained from voting.

3. Total 14 members {12 (e-voting) and 2 (Postal Ballot Form)} voted for both Assent and Dissent.

d) Details of voting in terms of Regulation 44 of SEBI (LODR) Regulations, 2015:

Category	Mode	No. of	No. of	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes
	of	shares held	votes polled	on outstanding	Votes - in	Votes -	favour on votes	against on votes
	Voting	(1)	(2)	shares	favour	against	polled	polled
				(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and	E-Voting		134036100	73.0561	134036100	0	100.0000	
	Postal Ballot	183470096	620400	0.3381	620400	0	100.0000	0.0000
6	Total	183470096	134656500	73.3942	134656500	0	100.0000	0.0000
Public –	E-Voting		38989498	76.7986	33996621	4992877	87.1943	12.8057
Institutions	Postal Ballot	50768495	0	0.0000	, 0	0	0.0000	0.0000
	Total	50768495	38989498	76.7986	33996621	4992877	87.1943	12.8057
Public – Non	E-Voting		520597	0.3245	356556	164041	68.4898	31.5102
Institutions	Postal Ballot	160409396	95280	0.0594	88684	6596	93.0772	6.9228
	Total	160409396	615877	0.3839	445240	170637	72.2937	27.7063
Total	_	394647987	174261875	44.1563	169098361	5163514	97.0369	2.9631

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ITEM NO. 3: RE-APPOINTMENT OF SHRI MIYAR RAMANATH NAYAK (DIN: 03352749) AS AN INDEPENDENT DIRECTOR (SPECIAL RESOLUTION)

Details of Voting:

a) Voted in favour of the resolution (out of valid votes casted):

Mode of voting	Number of Members	Number of votes cast	% of total number of	
	voted	by them	valid votes cast	
A) e-voting	536	168158052	96.4933	
B) Postal Ballot Form	162	708149	0.4064	
Total (A+B)	698	168866201	96.8997	

b) Voted against the resolution (out of valid votes casted):

Mode of voting	Number of Members	Number of votes cast	% of total number of	
×	voted	by them	valid votes cast	
A) e-voting	168	5395609	3.0961	
B) Postal Ballot Form	30	7281	0.0042	
Total (A+B)	198	5402890	3.1003	

c) Invalid Votes:

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Mode of voting	Promote Promoter		Public – Institutions		Public – Non Institutions	
	Number of Members	Invalid Votes	Number of Members	Invalid Votes	Number of Members	Invalid Votes
A) e-voting	0	0	0	0	28	8613
B) Postal Ballot Form	0	0	0	0	42	17637
Total (A+B)	0	0	0	0	70	26250

Notes: 1. Invalid votes includes abstained from voting, not signed, signature not tallied, vote not casted etc. 2. Total 41 members having 13220 shares abstained from voting.

3. Total 14 members {12 (e-voting) and 2 (Postal Ballot Form)} voted for both Assent and Dissent.

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	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters	E-Voting		134036100	73.0561	134036100	0	100.0000	0.0000
and Promoter Group	Postal Ballot	183470096	620400	0.3381	620400	0	100.0000	0.0000
	Total	183470096	134656500	73.3942	134656500	0	100.0000	0.0000
Public -	E-Voting		38989498	76.7986	33759668	5229830	86.5866	13.4134
Institutions	Postal Ballot	50768495	0	0.00	0	0	0.0000	0.00
	Total	50768495	38989498	76.7986	33759668	5229830	86.5866	13.4134
Public – Non	E-Voting		528063	0.3292	362284	165779	68.6062	31.3938
Institutions	Postal Ballot	160409396	95030	0.0592	87749	7281	92.3382	7.6618
	Total	160409396	623093	0.3884	450033	173060	72.2257	27.7743
Total		394647987	174269091	44.1581	168866201	5402890	96.8997	3.1003

NEW DELHI C.P. 3872 NEW DELHI C.P. 3872

R S SHARMA & ASSOCIATES COMPANY SECRETARIES

14) From the voting details, as mentioned in this report, it is clear that the Special Resolutions (Item Nos. 1 to 3) mentioned in the Postal Ballot Notice have been passed with requisite majority.

15) Based on this Report, you may accordingly declare the result of the Special Resolutions (Item Nos. 1 to 3) mentioned in the Postal Ballot Notice, as duly passed.

16) I will hand over the Postal Ballot Forms and other related records to the Company Secretary of the Company after signing of the minutes.

Thanking you.

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

NEW DELHI E.P. 3872

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

Counter Signed by

For PC JEWELLER LIMITED

Director/Auth. Signatory Ramosh Kumar Sharma DIN: 01980542