

Date: 20/09/2016

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, BandraKurla Complex,
Bandra (East), Mumbai - 400051

Sub.: Proceedings of 11th Annual General Meeting held on September 19, 2016

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



Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of 11th Annual General Meeting of the Company held on September 19, 2016.

This is for your information and record.

Thanking you.

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

PROCEEDINGS OF THE 11TH ANNUAL GENERAL MEETING OF PC JEWELLER LIMITED HELD ON MONDAY, SEPTEMBER 19, 2016, AT 3:30 P.M., AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI - 110 010.

Shri Vijay Panwar, Company Secretary welcomed the Members at the 11th Annual General Meeting of the Company and introduced them with the dignitaries on the dias. The Members were informed that due to their pre-occupations Shri Balram Garg, Managing Director, Shri Krishan Kumar Khurana, Independent Director, Shri Suresh Kumar Jain, Independent Director and Mrs. Kusum Jain, Non-Executive Director are unable to attend the meeting. The Members were further informed that the Secretarial Auditor and the representative of Statutory Auditors are present at the meeting.

In accordance with the Articles of Association of the Company, Shri Padam Chand Gupta, Chairman of the Board, took the Chair and presided the meeting.

The Members were further informed that the Statutory Auditors certificate regarding ESOP, Proxy & Statutory Registers and other relevant documents are open for inspection during the meeting.

As per the attendance record, total 1603 Members (including Proxies) registered their attendance. The requisite quorum being present, the meeting was called to order.

The Members were further informed that according to the requirements of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company has provided to its Members the facility to cast their votes electronically by remote e-voting in respect of the Ordinary and Special Business to be transacted at this AGM. The voting rights of the Members are in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date i.e. September 12, 2016. The Company has appointed Karvy Computershare Private Limited, as the agency to provide remote e-voting facility. Remote e-voting commenced at 9:00 A.M. on September 16, 2016 and ended at 5:00 P.M. on September 18, 2016. The Company also provided facility for voting by physical ballot paper at this AGM and Members, who have not already casted their votes by remote e-voting and present here, may cast their votes by ballot paper. Their voting rights are in proportion to their shares in the paid-up equity share capital of the Company as on Cut-off Date i.e. September 12, 2016. The Members were further informed that Shri Randhir Singh Sharma, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize remote e-voting and physical voting process at this AGM in a fair and transparent manner.

The Members were also informed that in Corporate Information on Page No.10 of the Annual Report, under the heading Board of Directors, the name of Shri Suresh Kumar Jain, Independent Director was missed due to inadvertent printing error.

Thereafter, Notice items were taken up in seriatim and with the permission of the Chairman, Shri Vijay Panwar, Company Secretary briefed Members about them. He informed the Members that the Auditors Reports on both Standalone and Consolidated Financial Statements do not have any qualification, comment or adverse remark on financial transactions or matters, which have any adverse effect on the functioning of the Company. He further informed that the Secretarial Audit Report also does not have any qualification, observation, comment or adverse remark. With the permission of Members the Auditors & Directors' Report were taken as read.

During the course of the meeting, since Shri Padam Chand Gupta was interested in Item Nos. 3 & 6 of the Notice, hence, Dr. Manohar Lal Singla, Independent Director, presided over the meeting for those Items in his place.

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In the end, Members were invited for queries but no query was raised.

The meeting closed with a vote of thanks to the Chair and the poll was ordered to be taken up. The Scrutinizer was requested to take care of poll proceedings. Members were informed that the result will be announced within 48 hours from the conclusion of the meeting.

BRIEF DETAILS OF THE ITEMS DELIBERATED AND RESULTS THEREOF:

At the meeting, the following Ordinary and Special Business were transacted:

ORDINARY BUSINESS:

ITEM NO. 1: ORDINARY RESOLUTION

Consideration and adoption of audited financial statements (standalone and consolidated) for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Statutory Auditors thereon.

ITEM NO. 2: ORDINARY RESOLUTION

Declaration of dividend for the financial year 2015-16.

ITEM NO. 3: ORDINARY RESOLUTION

Re-appointment of Shri Padam Chand Gupta as a Director liable to retire by rotation.

ITEM NO. 4: ORDINARY RESOLUTION

Ratification of appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants and M/s Sharad Jain Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration.

SPECIAL BUSINESS:

ITEM NO. 5: ORDINARY RESOLUTION

Re-appointment of Shri Ramesh Kumar Sharma as a Whole-time Director.

ITEM NO. 6: SPECIAL RESOLUTION

Re-appointment of Shri Nitin Gupta as President (Manufacturing).

On the basis of Consolidated Scrutinizer's Report dated September 20, 2016 on remote e-voting and poll for the 11th Annual General Meeting, the aforesaid Ordinary and Special Resolution(s) have been duly passed with requisite majority.

