

**PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING ("EGM") OF PC JEWELLER LIMITED HELD ON MONDAY, MAY 9, 2016, AT 10:30 A.M., AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI - 110 010.**

In accordance with the Articles of Association of the Company, Shri Padam Chand Gupta, Chairman, took the Chair and presided the meeting. The requisite quorum being present, the meeting was called to order.

The Members were informed that the certificate of Statutory Auditors certifying that the preferential issue is being made in accordance with the requirements of SEBI ICDR Regulations, Proxy & statutory registers and other relevant documents are open for inspection during the meeting.

The Members were further informed that in accordance with the requirements of the Companies Act, 2013, Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to the Members to cast their votes electronically through remote e-voting in respect of the Special business to be transacted at the meeting and the Company has engaged the services of Karvy Computershare Private Limited as the Agency to provide the remote e-voting facility. The e-voting commenced at 9:00 A.M. on May 6, 2016 and ended at 5:00 P.M. on May 8, 2016. The Company also provided facility for voting through physical ballot paper at the EGM for those Members, who were present at the meeting and have not already cast their votes by remote e-voting. Only those Members, whose names appeared in the Register of Members / List of beneficial owners as on May 3, 2016 (Cut-off date), were entitled to vote (through remote e-voting / physical ballot paper) on the Special Resolution set forth in the Notice of the EGM and their voting rights were in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date. The Members were further informed that Shri Randhir Singh Sharma, Practicing Company Secretary was appointed as the Scrutinizer for scrutinizing the remote e-voting & physical voting process in a fair and transparent manner.

With the permission of the Chairman, Shri Vijay Panwar, Company Secretary briefed the Members about the Special Business as per the Notice of the EGM. The Members were invited for queries, suggestions and comments and their queries were replied satisfactorily.

The meeting closed with a vote of thanks to the Chair and poll was ordered to be taken up. The Members, who have not already cast their votes through remote e-voting were requested to cast their votes through polling paper. The Scrutinizer was requested to take care of poll proceedings. The Members were informed that the result will be announced within 48 hours from the conclusion of the meeting.

**BRIEF DETAILS OF THE ITEM DELIBERATED AND RESULT THEREOF:**

At the meeting, the following Special Business was transacted:

**Item No. 1: Special Resolution**

**Issue and allotment of Compulsorily Convertible Debentures and Equity Shares arising on conversion of Compulsorily Convertible Debentures.**

On the basis of Consolidated Scrutinizer's Report dated May 9, 2016 on remote e-voting and poll for the Extra-ordinary General Meeting, the aforesaid Special Resolution has been duly passed with requisite majority.



**PC Jeweller Limited**

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