

**DETAILS OF THE VOTING RESULTS (REMOTE E-VOTING AND POLL) AT THE EXTRA-ORDINARY  
GENERAL MEETING (EGM) OF THE COMPANY**

|                                                                                                                                |                                                              |
|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| <b>Date of the EGM</b>                                                                                                         | May 9, 2016                                                  |
| <b>Total number of shareholders on record date</b><br><b>Cut-off date i.e. May 3, 2016</b>                                     | 19116                                                        |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b><br>Promoters and Promoter Group<br>Public | 8<br>1533                                                    |
| <b>No. of shareholders attended the meeting through Video Conferencing:</b><br>Promoters and Promoter Group<br>Public          | No video conferencing facility was made available.<br>-<br>- |

**Agenda-wise disclosure:**

**Item No. 1:** Issue and allotment of Compulsorily Convertible Debentures and Equity Shares arising on conversion of Compulsorily Convertible Debentures.

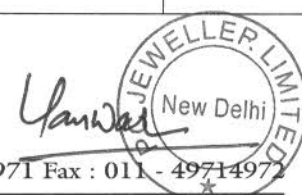
|                                                                            |         |
|----------------------------------------------------------------------------|---------|
| Resolution required: (Ordinary/Special)                                    | Special |
| Whether Promoter / Promoter Group 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 Promoter Group | E-Voting       | 126352850              | 126042650               | 99.75                                                     | 126042650                    | 0                          | 100.00                                                 | 0                                                    |
|                              | Poll           |                        | 310200                  | 0.25                                                      | 310200                       | 0                          | 100.00                                                 | 0                                                    |
|                              | Total          | 126352850              | 126352850               | 100.00                                                    | 126352850                    | 0                          | 100.00                                                 | 0                                                    |
| Public – Institutions        | E-Voting       | 36369156               | 33170263                | 91.20                                                     | 33170263                     | 0                          | 100.00                                                 | 0                                                    |
|                              | Poll           |                        | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0                                                    |
|                              | Total          | 36369156               | 33170263                | 91.20                                                     | 33170263                     | 0                          | 100.00                                                 | 0                                                    |
| Public – Non Institutions    | E-Voting       | 16377994               | 680724                  | 4.16                                                      | 680724                       | 0                          | 100.00                                                 | 0                                                    |
|                              | Poll           |                        | 3200628                 | 19.54                                                     | 3200628                      | 0                          | 100.00                                                 | 0                                                    |
|                              | Total          | 16377994               | 3881352                 | 23.70                                                     | 3881352                      | 0                          | 100.00                                                 | 0                                                    |
| <b>Total</b>                 |                | <b>179100000</b>       | <b>163404465</b>        | <b>91.24</b>                                              | <b>163404465</b>             | <b>0</b>                   | <b>100.00</b>                                          | <b>0</b>                                             |

**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



## **Scrutinizer's Report**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with the Companies  
(Management and Administration) Rules, 2014 as amended]

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

### **Sub.: Consolidated Scrutinizer's Report on Remote e-voting and Poll for the Extra-ordinary General Meeting of the Company held on May 9, 2016**

Dear Sir,

I, Randhir Singh Sharma, Practicing Company Secretary, Proprietor R S Sharma & Associates, New Delhi, was appointed as the Scrutinizer to scrutinize the remote e-voting and physical voting process carried out pursuant to Section 108 and 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirement) Regulations, 2015, by PC Jeweller Limited (the "**Company**") on the Special Resolution (Item No.1) set forth in the Notice of Extra-ordinary General Meeting ("**EGM**") of the Company, held on Monday, May 9, 2016, at 10:30 A.M., at Air Force Auditorium, Subroto Park, New Delhi – 110 010, in a fair and transparent manner.

I submit my report as under:

- 1) Tuesday, May 3, 2016 was fixed as the **Cut-off date**. Only those Members, whose names appeared in the Register of Members / List of beneficial owners as on Cut-off date were entitled to vote (through remote e-voting / polling paper) on the Special Resolution (Item No.1) set forth in the Notice of 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.
- 2) The total paid up equity share capital of the Company as on the Cut-off date was Rs.179,10,00,000/- divided into 17,91,00,000 equity shares of Rs.10/- each.
- 3) **Remote e-voting:**
  - a) The Company has engaged the services of Karvy Computershare Private Limited as the Agency to provide remote e-voting facility.



- b) The remote e-voting was commenced at 9:00 A.M. on May 6, 2016 and ended at 5:00 P.M. on May 8, 2016.

**4) Voting at the EGM through polling paper**

- a) The Company also provided the facility for voting through polling paper at the EGM for the Members attending the meeting, who had not casted their votes by remote e-voting.
- b) Accordingly, a poll was conducted on the Special Resolution (Item No.: 1) set forth in the Notice of EGM of the Company at the EGM.
- c) An empty ballot box was kept for polling. After, the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification mark placed by me.
- 5) The votes cast through remote e-voting and polling papers were unblocked/unlocked in the presence of Shri Brij Bhushan Sharma and Ms. Bharti Chugh, who were not the employees of the Company, and who have signed below as witness:



**Name: BRIJ BHUSHAN SHARMA**  
**Address: D-295, Moti Bagh 1,**  
**New Delhi - 110021**



**Name: BHARTI CHUGH**  
**Address: H. No.89, Nasratpura,**  
**Ghaziabad - 201001**

- 6) The polling papers were diligently scrutinized and reconciled with the records maintained by Karvy Computershare Private Limited, the Registrar and Share Transfer Agent ("RTA") of the Company and the authorizations / proxies lodged with the Company.
- 7) The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 8) I did not find any defaced or mutilated polling paper.
- 9) The register has been maintained electronically & physically to record the assent or dissent received, mentioning the particulars of name, address, Folio No./DP ID-Client ID of the Members, no. of shares held by them, nominal value of such shares.
- 10) 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.



- 11) After scrutiny, the summary of voting details (remote e-voting and poll) on the Special Resolution (Item No.: 1) set forth in the Notice of EGM is as under:

**Item No. 1 - Issue and allotment of Compulsorily Convertible Debentures and Equity Shares arising on conversion of Compulsorily Convertible Debentures.**

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

| Mode of voting     | Number of Members voted<br>(in person or by proxy) | Number of votes cast<br>by them | % of total number<br>of valid votes cast |
|--------------------|----------------------------------------------------|---------------------------------|------------------------------------------|
| A) Remote e-voting | 101                                                | 159893637                       | 97.85                                    |
| B) Polling Paper   | 103                                                | 3510828                         | 2.15                                     |
| <b>Total (A+B)</b> | <b>204</b>                                         | <b>163404465</b>                | <b>100.00</b>                            |

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

| Mode of voting     | Number of Members voted<br>(in person or by proxy) | Number of votes cast<br>by them | % of total number<br>of valid votes cast |
|--------------------|----------------------------------------------------|---------------------------------|------------------------------------------|
| A) Remote e-voting | 0                                                  | 0                               | 0.00                                     |
| B) Polling Paper   | 0                                                  | 0                               | 0.00                                     |
| <b>Total (A+B)</b> | <b>0</b>                                           | <b>0</b>                        | <b>0.00</b>                              |

**c) Invalid Votes:**

| Mode of voting     | Number of members whose votes<br>were declared invalid | Total number of votes cast by<br>them |
|--------------------|--------------------------------------------------------|---------------------------------------|
| A) Remote e-voting | 0                                                      | 0                                     |
| B) Polling Paper   | 5                                                      | 13                                    |
| <b>Total (A+B)</b> | <b>5</b>                                               | <b>13</b>                             |

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

| Category                           | Mode of<br>Voting | No. of<br>shares held<br>(1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled<br>on outstanding<br>shares<br>(3)=[(2)/(1)]*100 | No. of<br>Votes - in<br>favour<br>(4) | No. of<br>Votes -<br>against<br>(5) | % of Votes in<br>favour on votes<br>polled<br>(6)=[(4)/(2)]*100 | % of Votes<br>against on votes<br>polled<br>(7)=[(5)/(2)]*100 |
|------------------------------------|-------------------|------------------------------|----------------------------------|--------------------------------------------------------------------|---------------------------------------|-------------------------------------|-----------------------------------------------------------------|---------------------------------------------------------------|
| Promoters<br>and Promoter<br>Group | E-Voting          | 126352850                    | 126042650                        | 99.75                                                              | 126042650                             | 0                                   | 100.00                                                          | 0                                                             |
|                                    | Poll              |                              | 310200                           | 0.25                                                               | 310200                                | 0                                   | 100.00                                                          | 0                                                             |
|                                    | Total             | 126352850                    | 126352850                        | 100.00                                                             | 126352850                             | 0                                   | 100.00                                                          | 0                                                             |
| Public –<br>Institutions           | E-Voting          | 36369156                     | 33170263                         | 91.20                                                              | 33170263                              | 0                                   | 100.00                                                          | 0                                                             |
|                                    | Poll              |                              | 0                                | 0.00                                                               | 0                                     | 0                                   | 0.00                                                            | 0                                                             |
|                                    | Total             | 36369156                     | 33170263                         | 91.20                                                              | 33170263                              | 0                                   | 100.00                                                          | 0                                                             |
| Public – Non<br>Institutions       | E-Voting          | 16377994                     | 680724                           | 4.16                                                               | 680724                                | 0                                   | 100.00                                                          | 0                                                             |
|                                    | Poll              |                              | 3200628                          | 19.54                                                              | 3200628                               | 0                                   | 100.00                                                          | 0                                                             |
|                                    | Total             | 16377994                     | 3881352                          | 23.70                                                              | 3881352                               | 0                                   | 100.00                                                          | 0                                                             |
| <b>Total</b>                       |                   | <b>179100000</b>             | <b>163404465</b>                 | <b>91.24</b>                                                       | <b>163404465</b>                      | <b>0</b>                            | <b>100.00</b>                                                   | <b>0</b>                                                      |

- 12) From the voting details, as mentioned in this report, it is clear that the Special Resolution (Item No.1) set forth in the Notice of EGM has been passed with requisite majority.
- 13) Based on this Report, you may accordingly declare the result of the Special Resolution (Item No.1) set forth in the Notice of EGM, as duly passed.
- 14) The polling papers and other related records are being handed over to the Company Secretary of the Company for safe custody.

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



(**RANDHIR SINGH SHARMA**)  
**Practicing Company Secretary**  
Membership No.: FCS-2062  
CP No.: 3872

Date: May 9, 2016  
Place: New Delhi

*Counter Signed by the Chairman of PC Jeweller Limited*

