

Date: 29/05/2017

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 - 400051

Sub.: Postal Ballot Notice

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 and other applicable Regulations, if any, please find enclosed herewith Postal Ballot Notice dated May 25, 2017 alongwith Postal Ballot Form.

Kindly take the same on 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

PC Jeweller Limited

CIN: L36911DL2005PLC134929

Regd. Office: C-54, Preet Vihar, Vikas Marg, Delhi – 110 092

Phone: 011-49714971, Fax: 011-49714972

E-mail: investors@pcjeweller.com, Website: www.pcjeweller.com



POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof, for the time being in force) (the "Act") for seeking your consent through Postal Ballot/ e-voting for the following Special Business:

- 1) Increase in Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association.
- 2) Issue of Bonus Shares.
- 3) Revision in salary of Shri Ramesh Kumar Sharma, Whole-time Director.
- 4) Grant of stock options under PC Jeweller Limited Employee Stock Option Plan 2011 to the employees of subsidiary company(ies).

The Explanatory Statement pursuant to Section 102 of the Act setting out material facts and related particulars pertaining to the aforesaid Special Business is annexed hereto for your consideration.

The Board of Directors ("Board") of the Company has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (CP No.: 3872) and Proprietor R S Sharma & Associates, Company Secretaries, as the Scrutinizer for conducting the entire Postal Ballot and e-voting process in a fair and transparent manner. The Company is also providing e-voting facility to its Members. E-voting is optional. Please read and follow the instructions on e-voting as enumerated in Notes to this Notice.

SPECIAL BUSINESS:

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of The Companies Act, 2013 and the Rules made thereunder (including any statutory amendments thereto or re-enactments thereof, for the time being in force) (the "Act") and subject to the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.500,00,00,000/- (Rupees Five Hundred Crores) divided into 24,00,00,000 (Twenty Four Crores) equity shares of Rs.10/- (Rupees Ten) each and 26,00,00,000 (Twenty Six Crores) preference shares of Rs.10/- (Rupees Ten) each to Rs.700,00,00,000/- (Rupees Seven Hundred Crores) divided into 44,00,00,000 (Forty Four Crores) equity shares of Rs.10/- (Rupees Ten) each and 26,00,00,000 (Twenty Six Crores) preference shares of Rs.10/- (Rupees Ten) each, by creation of additional 20,00,00,000 (Twenty Crores) equity shares of Rs.10/- (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Act, the existing Clause V of the Memorandum of Association of the Company be and is hereby replaced by the following Clause:

- V. The Authorised Share Capital of the Company is Rs.700,00,00,000/- (Rupees Seven Hundred Crores) divided into 44,00,00,000 (Forty Four Crores) equity shares of Rs.10/- (Rupees Ten) each and 26,00,00,000 (Twenty Six Crores) preference shares of Rs.10/- (Rupees Ten) each.

RESOLVED FURTHER THAT Shri Ramesh Kumar Sharma (DIN: 01980542), Executive Director & Chief Operating Officer and Shri Vijay Panwar, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution."

ITEM NO. 2: ISSUE OF BONUS SHARES

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of The Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof, for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, the recommendation of the Board of Directors of the Company and subject to the regulations and guidelines issued by Securities and Exchange Board of India ("SEBI"), including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and subject to other necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions / permissions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee(s) of the Board), consent of the Company be and is hereby accorded to the Board for capitalization of such sum standing to the credit of Securities Premium Reserves / Free Reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs.10/- (Rupees Ten) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrar and Transfer Agent / List of Beneficial Owners, as received from the National Securities Depository Limited and Central Depository Services (India) Limited, as on **Friday, July 7, 2017**, being the "Record Date" fixed by the Board in this regard, in the proportion of 1 (One) equity share for every 1 (one) existing equity share held by the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate reservation of aforesaid bonus equity shares in favour of the holders of fully Compulsorily Convertible Debentures outstanding as on the Record Date and such bonus equity shares so reserved shall be issued at the time of conversion of such Compulsorily Convertible Debentures on the same terms or same proportion at which the bonus shares were issued.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments on issue of aforesaid bonus shares to the outstanding options granted to the employees of the Company under PC Jeweller Limited Employee Stock Option Plan 2011 pursuant to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and/or SEBI (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the Record Date shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on the Record Date shall be appropriately adjusted.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend in respect of any financial year up to and including March 31, 2017, and shall always be subject to the terms and conditions contained in the Memorandum and Articles of the Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or

desirable for such purpose, including but not limited to execution of various deeds and documents, ensuring all applicable compliances, making applications to the appropriate authorities for requisite approvals, if any, and to settle all queries or doubts that may arise in this matter, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board."

ITEM NO. 3: REVISION IN SALARY OF SHRI RAMESH KUMAR SHARMA, WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of The Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof for the time being in force) and in partial modification of the resolution passed in the 11th Annual General Meeting of the Company, regarding re-appointment of Shri Ramesh Kumar Sharma (DIN: 01980542), as a Whole-time Director of the Company, designated as Executive Director & Chief Operating Officer for a term of 5 years (i.e. from February 7, 2017 to February 6, 2022), consent of the Company be and is hereby accorded for revision in the salary of Shri Ramesh Kumar Sharma with effect from April 1, 2017 for the remaining period of his tenure i.e. upto February 6, 2022, as under:

Salary: Rs.5,75,000/- per month w.e.f. April 1, 2017 and up to a maximum salary of Rs.10,00,000/- per month.

RESOLVED FURTHER THAT the other terms and conditions of re-appointment of Shri Ramesh Kumar Sharma during the remaining period of his tenure (i.e. up to February 6, 2022) shall remain the same as approved by the Members in the 11th Annual General Meeting of the Company.

RESOLVED FURTHER THAT Shri Balram Garg (DIN: 00032083), Managing Director and Shri Vijay Panwar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or desirable for giving effect to this resolution."

ITEM NO. 4: GRANT OF STOCK OPTIONS UNDER PC JEWELLER LIMITED EMPLOYEE STOCK OPTION PLAN 2011 TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES)

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Section 62 of The Companies Act, 2013 read with applicable Rules (including any statutory amendments thereto or re-enactments thereof for the time being in force), the Memorandum And Articles of Association of the Company and subject to other necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions / permissions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall be deemed to include any Committee(s) of the Board, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to extend the benefits of granting stock options under PC Jeweller Limited Employee Stock Option Plan 2011 ("**ESOP 2011**") also to the permanent employees of the subsidiary company(ies) (present and future) and their Director(s), whether Whole-time Director or not, but excluding Independent Directors, if any, from time to time and on such terms and conditions, as set out in ESOP 2011.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters

and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to execution of various deeds and documents, ensuring all applicable compliances, making applications to the appropriate authorities for requisite approvals, if any, and to settle all queries or doubts that may arise in this matter, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board."

By order of the Board,
For **PC Jeweller Limited**

Sd/-

(VIJAY PANWAR)

Company Secretary

Place : New Delhi

Date : May 25, 2017

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the proposed Special Business, as set out in this Notice is annexed hereto.
2. The Postal Ballot Notice is being sent by e-mail to those Members, who have registered their e-mail ID's with their Depository (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent – Karvy Computershare Private Limited ("**Karvy**") (in case of physical shareholding) for receipt of documents in electronic mode. The physical copies of Postal Ballot Notice along with Postal Ballot Form and self-addressed business reply envelope are being sent by permitted mode to those Members, whose e-mail ID's are not registered.
3. The Postal Ballot Notice is being sent to all Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**")/ Central Depository Services (India) Limited ("**CDSL**"), as on the **Cut-off date** i.e. **Friday, May 19, 2017**. The Postal Ballot Notice is also available on the Company's website i.e. www.pcjeweller.com in the Investors Section as well as on the Karvy's website i.e. <https://evoting.karvy.com>.
4. A person who is not a Member of the Company as on the Cut-off date should treat this Notice for information only.
5. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off date.
6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting facility electronically instead of dispatching Postal Ballot Form. The Company has engaged the services of Karvy as the Agency to provide e-voting facility. E-voting is optional.
7. **Members can opt for only one mode of voting i.e. either by Postal Ballot Form or e-voting.** However, if Members cast their vote through both mode of voting, then the voting through e-voting shall prevail and voting done by Postal Ballot Form shall be treated as invalid.
8. The e-voting facility shall be available during the following period:
Commencement : From 9:00 A.M. on Tuesday, May 30, 2017 of e-voting
End of e-voting : Up to 5:00 P.M. on Wednesday, June 28, 2017
The e-voting shall not be allowed beyond the aforesaid time and date and the e-voting module shall be disabled by Karvy for voting thereafter.
9. The e-Voting Event Number, User ID and Password for e-voting are

being sent by e-mail, to those Members who have registered their e-mail ID's and along with physical copy of the Postal Ballot Notice to those Members, who have not registered their e-mail ID's.

10. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or in his absence to any other Director authorized by the Board, who shall countersign the same.
11. Based on the Scrutinizer's Report, the result of Postal Ballot will be declared by the Chairman or in his absence by the Company Secretary on Thursday, June 29, 2017 at 5:00 P.M. at the Registered Office of the Company.
12. The result declared along with the Scrutinizer's Report will be displayed on the notice board of the Company at its Registered Office and shall also be placed on the Company's website www.pcjeweller.com and also on Karvy's website <https://evoting.karvy.com>. The result shall also be forwarded to the Stock Exchanges, where the Company's shares are listed.
13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms or e-voting i.e. June 28, 2017.
14. Members are requested to carefully read the 'Procedure and Instructions for e-voting' mentioned hereunder:

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

A. For Members receiving Postal Ballot Notice by e-mail:

- i) Launch internet browser by typing <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID & Password) mentioned in your e-mail. Your Folio No. / DP ID-Client ID (for NSDL) / 16 digits Beneficiary ID (for CDSL) will be your Used ID.
- iii) Under Captcha, please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.
- iv) After entering these details appropriately, click "LOGIN".
- v) You will now reach Password Change Menu, wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @ etc.). The system will prompt you to change your Password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- vi) You need to login again with the new credentials.
- vii) If you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
- viii) On successful login, system will prompt you to select the 'EVENT' i.e. 'PC Jeweller Limited'.
- ix) On the voting page, you will see resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares as on the Cut-off date i.e. May 19, 2017 (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

- x) Cast your vote by selecting an appropriate option and click 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else click 'CANCEL' to change your vote.
- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- xiii) Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) are required to send scanned certified true copy (PDF format) of the relevant Board resolution / Power of Attorney / Authority Letter to the Scrutinizer at the e-mail ID rss.scrutinizer@gmail.com with copy to evoting@karvy.com.
- xiv) In case of any queries on e-voting, you may refer Frequently Asked Questions (FAQs) on e-voting and User Manual for Shareholders available at the download section of <https://evoting.karvy.com> or contact Shri Sai Sanjeev Patnaik, Manager at Karvy at e-mail id: sai.patnaik@karvy.com contact no.: 040-67171776 or can also call Karvy's toll free no.: 1800-345-4001.

B. For Members receiving Postal Ballot Notice by Post:

- i) Initial Password is provided at the bottom of Postal Ballot Form in the following format:

EVEN (E-Voting Event Number)	User ID	Password/ PIN

- ii) Please follow all steps as mentioned in (A) above, to cast your vote.

15. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from the link <https://evoting.karvy.com> or seek the same from Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, and send the duly filled and signed form to the Scrutinizer.
16. Members desiring to exercise vote by Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the same to the Scrutinizer duly completed and signed in the enclosed self-addressed business reply envelope not later than 5:00 P.M. on June 28, 2017. Postal Ballot Forms received thereafter will not be considered.
17. The relevant documents will be available for inspection by the Members at the Registered Office of the Company between 11:00 A.M. to 4:00 P.M. on all working days, other than Saturday, up to the last date of voting i.e. June 28, 2017.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of The Companies Act, 2013]

ITEM NO. 1:

In pursuance of issuance of Bonus shares as proposed in the resolution at Item No.2, it is proposed to increase the Authorised Share Capital of the Company from Rs.500,00,00,000/- (Rupees Five Hundred Crores) divided into 24,00,00,000 (Twenty Four Crores) equity shares of Rs.10/- (Rupees Ten) each and 26,00,00,000 (Twenty Six Crores) preference shares of Rs.10/- (Rupees Ten) each to Rs.700,00,00,000/- (Rupees Seven Hundred Crores) divided into 44,00,00,000 (Forty Four Crores) equity shares of Rs.10/- (Rupees Ten) each and 26,00,00,000 (Twenty Six Crores) preference shares of Rs.10/- (Rupees Ten) each, by creation of additional 20,00,00,000 (Twenty Crores) equity shares of Rs.10/- (Rupees Ten) each. Consequent to increase in the authorised share capital, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for

inspection by the Members at the Registered Office of the Company. The Board recommends the resolution proposed at Item No. 1 for your approval by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholdings in the Company, if any.

ITEM NO. 2:

Over the years, the operations and performance of the Company have grown significantly. The Company has performed significantly well both in terms of the revenue and the profits and has been rewarding its Members consistently since listing of its equity shares on BSE Limited and National Stock Exchange of India Limited. With a view to share part of the Company's Securities Premium Reserves / Free Reserves, the Board of the Company has recommended for issue of bonus shares in the ratio of 1 : 1 i.e. 1 (One) equity share for every 1 (one) existing equity share held by the Members, by capitalizing such sum standing to the credit of Securities Premium Reserves / Free Reserves of the Company, as may be considered necessary by the Board, subject to approval of the Members and such other authorities as may be necessary. The issue of bonus shares by way of capitalizing reserves is authorized by the Articles of Association of the Company.

As per the provisions of SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, the Company has to reserve bonus equity shares in favour of the holders of Compulsorily Convertible Debt instruments outstanding as on the Record Date.

Further, the issue of bonus shares, inter alia, require appropriate adjustments with respect to all the options granted by the Company under PC Jeweller Limited Employee Stock Option Plan 2011, such that all the options outstanding as on the Record Date as well as options which are available for grant and those already granted but not exercised as on the Record Date shall be proportionately adjusted.

The Board recommends the resolution proposed at Item No. 2 for your approval by way of a Special Resolution. However, this resolution shall be effective only subject to passing of the resolution proposed at Item No. 1. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholdings in the Company, if any.

ITEM NO. 3:

The Members in the 11th Annual General Meeting ("AGM") of the Company held on September 19, 2016 approved re-appointment of Shri Ramesh Kumar Sharma as a Whole-time Director, designated as Executive Director & Chief Operating Officer for a term of 5 years w.e.f. February 7, 2017, at a salary ranging from Rs.3,00,000/- per month to Rs.5,00,000/- per month. However, in view of his increased responsibilities, performance, contribution to the growth of the Company and the industry standards,

the Board on the recommendation of the Nomination and Remuneration Committee, proposed to revise the salary of Shri Ramesh Kumar Sharma during the remaining period of his tenure i.e. upto February 6, 2022, as under:

Salary: Rs.5,75,000/- per month w.e.f. April 1, 2017 and up to a maximum salary of Rs.10,00,000/- per month.

The other terms and conditions of re-appointment of Shri Ramesh Kumar Sharma during the remaining period of his tenure i.e. upto February 6, 2022 shall remain the same as approved by the Members in the 11th AGM. Brief details of Shri Ramesh Kumar Sharma is enclosed. The Board recommends the resolution proposed at Item No. 3 for your approval by way of an Ordinary Resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the Memorandum setting out terms of appointment pursuant to Section 190 of the Companies Act, 2013.

Except Shri Ramesh Kumar Sharma and his relatives, to the extent of their shareholdings, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 4:

With the objective of introducing a long term incentive tool to attract, motivate, retain talent and reward loyalty, the Company formulated PC Jeweller Limited Employee Stock Option Plan 2011 ("ESOP 2011") for grant of a maximum of 26,79,330 stock options to the eligible employees of the Company, its subsidiary or holding company, if any. ESOP 2011 was initially approved by the Members of the Company in Extra-ordinary General Meeting held on September 26, 2011 and further ratified by them in the 8th Annual General Meeting held on September 18, 2013, subsequent to listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited.

The Board intended to extend the benefits of ESOP 2011 also to the permanent employees of the subsidiary company(ies) (present and future) and their Director(s), whether Whole-time Director or not, but excluding Independent Directors, if any. However, as per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, approval of Members by way of separate resolution is required for the same. The Board recommends the resolution proposed at Item No. 4 for your approval by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholdings in the Company, if any.

By order of the Board
For PC Jeweller Limited

Sd/-
(VIJAY PANWAR)

Company Secretary

Place : New Delhi
Date : May 25, 2017

Details of Director

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Secretarial Standards]

Name	Shri Ramesh Kumar Sharma
Date of Birth	September 27, 1957
Qualifications	Certified Associate of Indian Institute of Bankers, B.Com. & M.Com. from University of Rajasthan, Jaipur
Expertise in specific functional areas	Foreign Exchange, Credit and Administration
Date of first appointment on the Board	February 7, 2014
No. of meetings of the Board attended	8 out of 10 Board meetings held during the financial year 2016-17
Relationships between directors inter-se	None
Directorships held in other Indian entities	None
Membership / Chairmanship of committees of the Board in other entities	None
Shareholding in the Company	25,200 (including shares allotted under ESOP 2011 on May 25, 2017)

PC JEWELLER LIMITED

CIN: L36911DL2005PLC134929

Registered Office: C - 54, Preet Vihar, Vikas Marg, Delhi – 110 092

Phone: 011 - 49714971, Fax: 011 - 49714972

E-mail: investors@pcjeweller.com, Website: www.pcjeweller.com



POSTAL BALLOT FORM

Serial No. :

S. No.	Particulars	Details
1.	Name and Registered address of Sole / First named Member	
2.	Name(s) of the joint Member(s), if any	
3.	Registered Folio No. / DP ID - Client ID* (*Applicable to Members holding shares in dematerialized form)	
4.	Number of Shares held	
5.	Class of Share	Equity

I / We hereby exercise my / our vote in respect of the Ordinary / Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice issued by the Company dated May 25, 2017 by conveying my / our assent (FOR) or dissent (AGAINST) to the said resolutions by placing a tick (✓) mark at the appropriate box below:

Item No.	Description	Number of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Increase in Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association.			
2.	Issue of Bonus Shares.			
3.	Revision in salary of Shri Ramesh Kumar Sharma, Whole-time Director.			
4.	Grant of stock options under PC Jeweller Limited Employee Stock Option Plan 2011 to the employees of subsidiary company(ies).			

Place :

Date :

(Signature of the Member)

Note: Please read carefully the instructions printed overleaf before completing this form.

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VOTING THROUGH ELECTRONIC MEANS

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorized Agency to provide e-voting facility for the Postal Ballot Notice dated May 25, 2017. E-voting facility is available at the link <https://evoting.karvy.com>. E-voting particulars are as under:

EVEN (E-Voting Event Number)	User ID	Password / PIN

E-voting facility will be available during the following voting period:

Commencement of E-voting	From 9:00 A.M. on May 30, 2017
End of E-voting	Up to 5:00 P.M. on June 28, 2017

E-voting will not be allowed beyond the aforesaid time and date and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

This communication forms an integral part of the Postal Ballot Notice dated May 25, 2017.

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT FORM

- i) A Member desiring to exercise the vote by Postal Ballot Form should send duly completed and signed Postal Ballot Form to the Scrutinizer in the enclosed self-addressed business reply envelope. Postal Ballot Form, if sent by any other mode like courier, speed post, registered post etc. at the expense of the Member, will also be accepted.
- ii) In case of joint holding, Postal Ballot Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
- iii) There will be only one Postal Ballot Form for every Folio irrespective of number of joint Members.
- iv) In case of shares held by Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) duly completed Postal Ballot Form should be accompanied by certified true copy of the Board resolution / Power of Attorney / Authority Letter together with attested specimen signature of the duly authorised signatory(ies).
- v) Unsigned / incomplete or incorrect Postal Ballot Form will be rejected.
- vi) Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 5:00 P.M. on June 28, 2017. Postal Ballot Forms received thereafter will not be considered.
- vii) A Member may request for a duplicate Postal Ballot Form, if required, from Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- viii) The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the **Cut-off date i.e. Friday, May 19, 2017.**
- ix) Please convey your assent (FOR) or dissent (AGAINST) in Postal Ballot Form. The assent / dissent must be accorded by placing a tick mark (✓) in the appropriate column of Postal Ballot Form.
- x) The Member(s) are requested not to send any other paper along with Postal Ballot Form, other than as required, in the enclosed self-addressed business reply envelope.
- xi) The Scrutinizer's decision on the validity of Postal Ballot Form shall be final and binding.
- xii) The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure on e-voting is enumerated in the Notes to the Postal Ballot Notice.