

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013
[Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014]

Date:12/09/2014

To,

The Chairman

PC Jeweller Limited

24/2708, Bank Street, Karol Bagh,

New Delhi – 110 005

Sub: Scrutinizer's Report on e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof

Dear Sir,

I, Randhir Singh Sharma (FCS: 2062, CP No.: 3872), Proprietor M/s R S Sharma & Associates, Company Secretaries, New Delhi, was appointed as Scrutinizer by the Board of Directors of PC Jeweller Limited (the "Company") to scrutinize the e-voting process in a fair and transparent manner on the Agenda Items to be transacted at the 9th Annual General Meeting ("AGM") of the Company to be held on Saturday, the 13th day of September, 2014, at 3:30 P.M., at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

I submit my report as under:

1) The Company has provided e-voting facility for voting on the Agenda Items (Nos.1 to 10 of the Notice of 9th AGM of the Company) to the Shareholders holding shares as at the close of business hours on 1st August, 2014 and their voting rights were in proportion to their shares in the paid up equity share capital of the Company as at the close of business hours on 1st August, 2014 ("Cut-off Date").

2) The e-voting period began at 9:00 A.M. on Sunday, 7th September, 2014 and ended at 6.00 P.M. on Tuesday, 9th September, 2014. The votes received electronically from the Shareholders till Tuesday, 9th September, 2014 upto 6.00 P.M. being the last date and time fixed by the Company for e-voting were considered for my scrutiny.

3) The Shareholders have casted their votes electronically through e-voting platform provided by the Karvy Computershare Private Limited ("Karvy").



- 4) I have monitored the process of electronic voting through the Scrutinizer's secured link provided by the Karvy on the designated website i.e. <https://evoting.karvy.com/>.
- 5) Particulars of all votes received electronically from the Members have been entered in a register separately maintained for the purpose.
- 6) The votes were unblocked at New Delhi on 12th September, 2014 at 9:30 A.M. in the presence of Shri Brij Bhushan Sharma and Shri Sunil Kumar, who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.



Name: **BRIJ BHUSHAN SHARMA**



Name: **SUNIL KUMAR**

- 7) Thereafter the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", each of the resolution that were put to vote, were generated from the website <https://evoting.karvy.com/> and based on such reports generated, the result of the e-voting is provided hereunder:

ITEM NO. 1 – To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014 together with the reports of Statutory Auditors and the Directors' thereon.

Type of Resolution: Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
51	150594821	100.00

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	200

OFFICE: 202, ANARKALI BAZAR, JHANDEWALAN EXTN., NEW DELHI-110055
RES.: 108C, DDA FLATS, GULABI BAGH, DELHI-110007



ITEM NO. 2 – To confirm the payment of interim dividend of ₹1.50 per equity share and to declare final dividend for the financial year 2013-14.

Type of Resolution: Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
51	150594821	100.00

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	200



ITEM NO. 3 – To appoint a director in place of Shri Padam Chand Gupta, who retires by rotation and being eligible, offers himself for re-appointment.

Type of Resolution: Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
49	146485318	97.27

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	4109503	2.73

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	200



ITEM NO. 4 – To appoint M/s Walker Chandiook & Co LLP, Chartered Accountants and M/s Sharad Jain Associates, Chartered Accountants as Joint Statutory Auditors and fix their remuneration.

Type of Resolution: Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
49	150328159	99.82

(ii) Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	266662	0.18

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	200



ITEM NO. 5 – Appointment of Dr. Manohar Lal Singla as an Independent Director.

Type of Resolution: Ordinary Resolution

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
49	150494064	99.93

(ii) Voted against of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	100757	0.07

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	200



