

Date: 01/06/2016



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

**Sub.: Clarification on disclosure by Promoter(s) in terms of Regulation 31(1) of
SEBI (SAST) Regulations, 2011**

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

Dear Sir / Madam,

This is in reference to certain investor queries regarding the Non Disposal Undertaking provided by our Promoters and members of our Promoter Group. Further to the terms of the Investment Agreement dated April 18, 2016 ("**Investment Agreement**") entered into with DVI Fund (Mauritius) Ltd ("**DVI**"), our Promoters and members of the Promoter Group have agreed to a Non Disposal Undertaking under which, on and from May 24, 2016 and until the conversion of the Compulsorily Convertible Debentures into Equity Shares of the Company, our Promoters and members of the Promoter Group have agreed to not transfer any Equity Shares held by them such that their collective shareholding in the Company falls below 50% of the issued and paid up share capital of the Company during this period.

We would like to clarify that the said Non Disposal Undertaking does not amount to creation of pledge on shares in favour of any person by our Promoters and members of the Promoter Group. This Non Disposal Undertaking only shows commitment of our Promoters and the members of the Promoter Group towards the Company and its business.

We would like to further clarify that as on date, no shares held by our Promoters or members of the Promoter Group are pledged with any institution or an individual.

Kindly take the above information on record.

For PC Jeweller Limited


(VIJAY PANWAR)
Company Secretary

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