

Padam Chand Gupta
Chairman

Date: 23/02/2017

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.: Disclosure under Regulations 31(1) & 31 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Ref.: Scrip ID: PC Jeweller

Scrip Code: 534809

Dear Sirs,

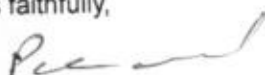
In terms of Regulations 31(1) and 31(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith a disclosure regarding:

- 1) Release of encumbrance (Non Disposal Undertaking) on 37,84,616 equity shares held by Smt. Krishna Devi;
- 2) Release of encumbrance (Non Disposal Undertaking) on 7,03,131 equity shares held by Shri Sachin Gupta;
- 3) Further creation of encumbrance (Non Disposal Undertaking) on 45,06,547 equity shares held by me in lieu of aforesaid releases and additional 18,800 equity shares to take care of increased paid-up equity share capital of PC Jeweller Limited due to allotment under ESOP.

Kindly take the same on record.

Thanking you.

Yours faithfully,



(PADAM CHAND GUPTA)
Promoter & Chairman

Encl.: As above

CC: The Company Secretary
PC Jeweller Limited,
C - 54, Preet Vihar, Vikas Marg,
Delhi - 110 092

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

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbered release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)				PC Jeweller Limited									
Names of the stock exchanges where the shares of the target company are listed				(1) BSE Limited (2) National Stock Exchange of India Limited									
Date of reporting				February 23, 2017									
Name of the promoter or PAC on whose shares encumbrance has been created / released / invoked				1) Shri Padam Chand Gupta - Creation 2) Smt. Krishna Devi - Release 3) Shri Sachin Gupta - Release									
Details of the creation/release of encumbrance:				Details of events pertaining to encumbrance (3)									
Name of the promoter(s) or PACs with him*	Promoter holding in the target company (1)	Promoter holding already encumbered (2)					Post event holding of encumbered shares (creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)])						
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation / release / invocation of encumbrance	Type of encumbrance (pledge / lien / non disposal undertaking / others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital
Smt. Krishna Devi	5340000	2.58	3784616	2.11	Release	17.02.2017	... Non Disposal Undertaking ...	In terms of the Investment Agreement dated April 18, 2016 entered into by PC Jeweller Limited with DVI Fund (Mauritius) Ltd and the Sponsors Agreement dated April 28, 2016.	3784616	2.11	None	Nil	Nil
Shri Sachin Gupta	902100	0.55	703131	0.39	Release	17.02.2017			703131	0.39	None	Nil	Nil
Shri Padam Chand Gupta	50371800	28.12	35699984	19.93	Creation	17.02.2017			4506547	2.51	None	40206531	22.44

Note: The aforesaid details pertain only to equity share capital of PC Jeweller Limited and do not taken into account preference share capital of the Company.

PADAM CHAND GUPTA
(Promoter)

SACHIN GUPTA
(Promoter Group)

(KRISHNA DEVI)
(Promoter Group)

Place: Delhi

Date: 23/02/2017

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not. ** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc. *** This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.