

Date: 09/06/2018

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

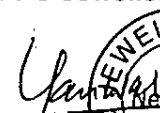
Ref.: PC Jeweller Limited (Scrip Code: 534809, Symbol: PCJEWELLER)

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Regulations, if any, please find enclosed herewith Postal Ballot Notice dated May 10, 2018 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 of the Companies Act, 2013 (the “**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) (including any statutory modifications or re-enactments thereof, for the time being in force) for seeking your consent through Postal Ballot / e-voting to the Special Resolution appended below for the proposed buyback by PC Jeweller Limited (the “**Company**”) of its fully paid-up equity shares having a face value of Rs.10/- each. An Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolution setting out material facts and the reasons thereof is annexed to this Postal Ballot Notice along with a Postal Ballot form (the “**Postal Ballot Form**”) for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (the “**Board**”) of the Company has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (CP No.: 3872), Proprietor R S Sharma & Associates, Company Secretaries, New Delhi, as the Scrutinizer for conducting the entire Postal Ballot and e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions forming part of the Postal Ballot Notice and return the Postal Ballot Form duly filled and signed indicating Assent (FOR) or Dissent (AGAINST) for the said resolution, in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer not later than 5:00 P.M. (IST) on July 13, 2018. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as if no reply has been received.

The Company is also providing e-voting facility to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. The Company has engaged the services of Karvy Computershare Private Limited as the Agency to provide e-voting facility. Members are requested to carefully read the Procedure and Instructions for e-voting. E-voting is optional.

Based on the Scrutinizer’s report, the result of Postal Ballot will be announced by the Chairman or in his absence by the Company Secretary on or before 5:00 P.M. (IST), on July 14, 2018 at the Registered Office of the Company. The resolution, 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. July 13, 2018.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR THE BUYBACK OF EQUITY SHARES

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

“RESOLVED THAT in accordance with Article 61 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and in compliance of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the “**Buyback Regulations**”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, N.C.T. of Delhi and Haryana (the “**ROC**”) and / or other appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed 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, constituted to exercise its powers, including the powers conferred by this resolution), the consent of Members be and is hereby accorded for the buyback of upto 1,21,14,285 (One Crore Twenty One Lakh Fourteen Thousand Two Hundred Eighty Five) fully paid-up equity shares of face value of Rs.10/- each (“**Equity Shares**”) (comprising of 3.07% of the total paid-up equity share capital of the Company) at a price of Rs.350/- (Rupees Three Hundred Fifty Only) per Equity Share, payable in cash for an aggregate amount not exceeding Rs.424 crores (Rupees Four Hundred Twenty Four Crores Only) excluding transaction costs viz. filing fees, brokerage, advisors’ fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax (if any), stamp duty and other related and incidental expenses (hereinafter referred to as the “**Buyback Offer Size**”), being less than 25% of the aggregate of the total paid-up equity share capital and free reserves of the Company as per the latest audited balance sheet as at March 31, 2017, from the equity shareholders of the Company, as on the record date (“**Record Date**”), on a proportionate basis through the “**Tender Offer**” route (hereinafter referred to as the “**Buyback**”), in accordance and in consonance with the provisions contained in the Buyback Regulations, the Act and the applicable Rules.

RESOLVED FURTHER THAT the Company shall implement the Buyback out of its free reserves (including securities premium account) and / or such other sources as may be permitted by the Buyback Regulations or the Act and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Buyback shall have reservation for Small Shareholders in accordance with the provisions of the Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof.

RESOLVED FURTHER THAT the Buyback from Non-Resident Indians, Overseas Corporate Bodies, Foreign Institutional Investors, Foreign Portfolio Investors and Members of foreign nationality, if any, shall be subject to such approvals, if any, and to the extent necessary or required from concerned authorities including approvals from Reserve Bank of India (“**RBI**”) under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any Member to offer and / or any obligation on the part of the Company or the Board to Buyback any Equity Shares and / or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT the Company shall earmark adequate sources of funds for the purpose of the Buyback.

RESOLVED FURTHER THAT 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, expedient or proper, for implementation of the Buyback, including but not limited to finalizing the terms of the Buyback like Record Date, entitlement ratio, time frame for completion of the Buyback; appointment of Registrars, Brokers, Escrow Agents, Bankers, Depository Participants, Advisors, Consultants and other intermediaries / agencies; preparation, signing and filing of the Public Announcement, the draft Letter of Offer / Letter of Offer with the SEBI, the Stock Exchanges where the

Equity Shares are listed and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI and RBI; and to initiate all necessary actions for preparation and issue of various documents including draft Letter of Offer and Letter of Offer; opening, operation and closure of necessary accounts including escrow account with the bank, entering into agreements, release of Public Announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from the statutory auditors and other third parties as required under applicable laws, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with the SEBI, RBI, Stock Exchanges, ROC, Depositories and / or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby also authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit to any Director(s) / Officer(s) / Authorised Representative(s) of the Company in order to give effect to this resolution."

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

Place : New Delhi
Date : May 10, 2018

Sd/-
(VIJAY PANWAR)
Company Secretary

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. Postal Ballot Notice is being sent by e-mail to those Members, who have registered their e-mail ID's with their Depositories (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 postage pre-paid self-addressed business reply envelope are being sent by permitted mode to those Members, whose e-mail ID's are not registered.
3. Postal Ballot Notice is being sent to those 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. Thursday, June 7, 2018**. Postal Ballot Notice is also available on the Company's website www.pcjeweller.com in the 'Investors Section' as well as on Karvy's website <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 and other applicable Rules of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (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. (IST) on Thursday, June 14, 2018 of e-voting
End of e-voting : Up to 5:00 P.M. (IST) on Friday, July 13, 2018
The e-voting shall not be allowed beyond the aforesaid date and time 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 Postal Ballot Notice to those Members, who have not registered their e-mail ID's.
10. The Scrutinizer will make a 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 Saturday, July 14, 2018 on or before 5:00 P.M. (IST) at the Registered Office of the Company.
12. The result will be displayed on the notice board of the Company at its Registered Office and placed on the Company's website www.pcjeweller.com and on Karvy's website <https://evoting.karvy.com>. The result will also be forwarded to the Stock Exchanges, where the Company's shares are listed.
13. The resolution, 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. July 13, 2018.
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. June 7, 2018 (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 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 V. Raghunath, Deputy Manager (RIS) at Karvy at e-mail id: einward.ris@karvy.com, contact no.:040-67161606 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 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 Postal Ballot Form and return the same to the Scrutinizer duly completed and signed in the enclosed self-addressed postage pre-paid business reply envelope not later than 5:00 P.M. (IST) on July 13, 2018. Postal Ballot Forms received thereafter will not be considered.

17. The relevant documents will be available for inspection by Members at the Registered Office of the Company between 11:00 A.M. to 4:00 P.M. (IST) on all working days, other than Saturday, up to the last date of voting i.e. July 13, 2018.

EXPLANATORY STATEMENT

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

ITEM NO. 1:

The Board of Directors (the "Board") of the Company at its meeting held on May 10, 2018 has, subject to approval of Members of the Company by way of special resolution and subject to such approvals of statutory, regulatory or other appropriate authorities, as may be required under applicable laws, approved the proposal to Buyback upto 1,21,14,285 (One Crore Twenty One Lakh Fourteen Thousand Two Hundred Eighty Five) fully paid-up equity shares of face value of Rs.10/- each ("Equity Shares") (comprising of 3.07% of the total paid-up equity share capital of the Company), on a proportionate basis through the Tender Offer route in accordance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("Buyback Regulations"), the Companies Act, 2013 (the "Act") and the applicable Rules, at a price of Rs.350/- (Rupees Three Hundred Fifty Only) per Equity Share, for an aggregate amount not exceeding Rs.424 crores (Rupees Four Hundred Twenty Four Crores Only). The Buyback shall be less than 25% of the aggregate of paid-up equity share capital and free reserves of the Company as per the latest audited balance sheet as at March 31, 2017.

Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of Members of the Company by way of a special resolution for the Buyback. Further, as per Section 110 of the Act read with Rule 22(16)(g) of the Companies (Management and Administration) Rules, 2014, the consent of Members of the Company is required for the Buyback to be obtained by means of postal ballot. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the resolution. Requisite details relating to the Buyback are given below:

a) Objective of the Buyback:

The objective of the Buyback is to return surplus funds to Members of the Company. Additionally, the Buyback would result in the following benefits, amongst other things:

- The Buyback will improve the earnings per share, return on capital employed and return on equity;
- The Buyback will help the Company to return surplus cash to its Members, in proportion to their shareholding, thereby, enhancing the overall return to Members;
- The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocating to Small Shareholders the higher of: (a) the number of shares entitled as per their shareholding; or (b) 15% of the number of equity shares to be bought back, as per the Buyback Regulations. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would be classified as "Small Shareholders";

- The Buyback gives an option to Members of the Company, either to participate and get cash in lieu of Equity Shares to be accepted under the Buyback Offer or not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment.

b) Method to be adopted for the Buyback:

The Buyback shall be on a proportionate basis (subject to the reservation for Small Shareholders) from all Members holding equity shares of the Company through the “Tender Offer” route, as prescribed under the Buyback Regulations and the “Mechanism for acquisition of shares through Stock Exchange”. The Buyback will be implemented in accordance with the Act and the Rules to the extent applicable and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (the “**Record Date**”) for determining the names of Members holding Equity Shares of the Company, who will be eligible to participate in the Buyback. In due course, upon passing of this resolution, each Member as on the Record Date, will receive a Letter of Offer along with a tender / offer form indicating the entitlement of Member for participating in the Buyback.

The equity shares to be bought back as a part of the Buyback is divided in two categories:

- Reserved category for Small Shareholders; and
- General category for all other shareholders.

As defined in the Buyback Regulations, a “Small Shareholder” is a shareholder who holds equity shares having market value, on the basis of closing price on the recognized stock exchange having highest trading volume in respect of Equity Shares as on the Record Date, of not more than Rs.2,00,000/- (Rupees Two Lakhs Only). In accordance with Regulation 6 of the Buyback Regulations, 15% (Fifteen Percent) of the number of equity shares which the Company proposes to Buyback or number of equity shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

Based on the holding of Members’ as on the Record Date, the Company will determine the entitlement of each Member to tender their shares in the Buyback. This entitlement for each Member will be calculated based on the number of Equity Shares held by the respective Member as on the Record Date and the ratio of Buyback applicable in the category to which such Member belongs.

Members’ participation in the Buyback will be voluntary. Members holding Equity Shares of the Company may also accept a part of their entitlement. Members holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall, if any, created due to non-participation of some other Members. The maximum tender under the Buyback by any Member cannot exceed the number of equity shares held by Member as on the Record Date.

The Equity Shares tendered as per the entitlement by Members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to Members holding Equity Shares of the Company as on the Record Date.

c) Maximum amount required under the Buyback and the sources of funds from which the Buyback would be financed:

The maximum amount required for the Buyback will not exceed Rs.424 crores (Rupees Four Hundred Twenty Four Crores Only) excluding transaction costs viz. filing fees, brokerage, advisors’ fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax (if any), stamp duty and other related and incidental expenses, which is 15.35% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited balance sheet as at March 31, 2017.

The Company shall implement the Buyback out of its free reserves (including securities premium account) and / or such other sources as may be permitted by the Buyback Regulations or the Act. Borrowings from Banks and Financial Institutions will not be used for the Buyback.

The Company shall transfer from its free reserves (including securities premium account) a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statement.

d) Buyback Price and the basis of arriving at the Buyback Price:

The Equity Shares of the Company are proposed to be bought back at a price of Rs.350/- (Rupees Three Hundred Fifty Only) per Equity Share (the “**Buyback Price**”). The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average market prices of the Equity Shares on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) where the Equity Shares are listed, the net-worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on earnings per share.

The Offer Price represents:

- Premium of 25.77% and 25.82% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for two weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.
- Premium of 96.74% and 96.85% over the closing price of the Equity Shares on BSE and NSE, respectively, as on April 29, 2018*, the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback.
* Since April 29, 2018 being a trading holiday, the preceding trading date i.e. April 27, 2018 has been considered for calculating the premium.
- Premium of 110% and 264% over the book value per Equity Share of the Company as on March 31, 2017 (Audited) and December 31, 2017 (Un-audited), respectively.

The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback will not be more than twice the paid-up share capital and free reserves as per the latest audited balance sheet as at March 31, 2017.

The pre Buyback basic and diluted earnings per Equity Share of the Company as on March 31, 2017 were Rs.24.03 and Rs.22.60, respectively, which will increase to Rs.24.87 and Rs.23.33, respectively, post Buyback assuming full acceptance of the Buyback.

The pre Buyback return on net-worth of the Company as per the latest audited balance sheet as at March 31, 2017 was 14.41% which will increase to 16.79% post Buyback assuming full acceptance of the Buyback.

e) Maximum number of Equity Shares that the Company proposes to Buyback and the time limit for completing the Buyback:

The Company proposes to buyback upto 1,21,14,285 (One Crore Twenty One Lakh Fourteen Thousand Two Hundred Eighty Five) Equity Shares of the Company. The Buyback is proposed to be completed within 12 months from the date of special resolution approving the proposed Buyback.

f) Compliance with Section 68(2)(c) of the Act:

The aggregate paid-up equity share capital and free reserves as on March 31, 2017 (the latest audited standalone financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback) was Rs.2761.59 crores. Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the total paid-up equity share capital and free reserves of the

Company i.e. Rs.690.40 crores. The maximum amount proposed to be utilized for the Buyback is Rs.424 Crores (Rupees Four Hundred Twenty Four Crores Only), which is within the limit of 25% of the Company's total paid-up equity share capital and free reserves as per the latest audited standalone financial statements as on March 31, 2017, available as on the date of the Board Meeting recommending the proposal of the Buyback.

Further, under the Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of equity shares i.e. 1,21,14,285 Equity Shares proposed to be bought back pursuant to this Buyback Offer does not exceed 25% of the total paid-up equity capital of the Company in the financial year 2016-17.

g) The aggregate shareholding of the Promoters and Promoter Group, persons who are in control of the Company and of the directors of companies which are part of the Promoter and Promoter Group as on the date of this Notice:

Sl. No.	Name of Shareholders	No. of Shares held	Percentage (%)
1	Balram Garg	133952100	33.97
2	Padam Chand Gupta	90443600	22.93
3	Padam Chand Gupta (HUF)	2170200	0.55
4	Pooja Garg	620400	0.16
5	Balram Garg (HUF)	84000	0.02
	Total	227270300	57.63

h) Details of aggregate number of shares or specified securities purchased or sold by persons mentioned in (g) above during the period from six months preceding the date of the Board Meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this Notice:

Name	Date of Transactions	No. of Shares Purchased / Sold	Nature of Transactions	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Padam Chand Gupta	02-04-2018	1500000	Gift	Nil	02-04-2018	Nil	02-04-2018
	06-04-2018	1800000	Gift	Nil	06-04-2018	Nil	06-04-2018
	10-04-2018	1800000	Gift	Nil	10-04-2018	Nil	10-04-2018
	13-04-2018	1600000	Gift	Nil	13-04-2018	Nil	13-04-2018
	17-04-2018	1800000	Gift	Nil	17-04-2018	Nil	17-04-2018
	20-04-2018	1800000	Gift	Nil	20-04-2018	Nil	20-04-2018
Krishna Devi	19-03-2018	1014182	Gift	Nil	19-03-2018	Nil	19-03-2018

i) Intention of the Promoters and Promoter Group to participate in Buyback

In terms of the Buyback Regulations, under the Tender Offer route, the Promoters and Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoters and Promoter Group of the Company have expressed their intention not to participate in the Buyback Offer vide their respective letters dated May 10, 2018.

j) Confirmations from the Board

The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- immediately following the date of the Board Meeting held on May 10, 2018 and the date on which the result of Postal Ballot with regard to the proposed Buyback will be declared, there will be no grounds on which the Company can be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board meeting held on May 10, 2018 as well as the year immediately following the date on which the result of Postal Ballot with regard to the proposed Buyback will

be declared, approving the Buyback and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting approving the Buyback or within a period of one year from the date on which the result of Postal Ballot with regard to the proposed Buyback will be declared, as the case may be;

- In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent notified and in force).

k) Report addressed to the Board by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

The text of the report dated May 10, 2018 received from M/s Walker Chandio & Co LLP, Chartered Accountants, Statutory Auditors of the

Company, addressed to the Board of the Company is reproduced below:

Independent Auditor's Report on buy-back of shares pursuant to the requirement of Clause (xi) of Part A of the Schedule II to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (as amended)

To
The Board of Directors,
PC Jeweller Limited,
C-54, Preet Vihar,
Vikas Marg,
New Delhi – 110092
Dear Board Members,

1. This Report is issued in accordance with the terms of our engagement letter dated 28 October 2017 with PC Jeweller Limited (the 'Company').
2. The accompanying statement of permissible capital payment (Annexure A) as at 31 March 2017 (hereinafter referred to as the 'Statement') containing the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with section 68(2)(c) of the Companies Act, 2013 ('the Act') based on the audited standalone financial statements for the year ended 31 March 2017 has been prepared by the Management, which we have initialled only for the identification purposes.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with the requirements of section 68(2)(c) of the Act and ensuring compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) ('Buy-back Regulations'), is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities as if the Company were being wound up under the provisions of the Act. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of Buy-back Regulations.

Auditor's Responsibility

5. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance on the following 'Reporting Criteria':
 - a) whether we have inquired into the state of affairs of the Company in relation to its latest audited standalone financial statements for the year ended 31 March 2017;
 - b) whether the amount of permissible capital payment, as stated in the Statement, has been properly determined considering the latest audited standalone financial statements for the year ended 31 March 2017 in accordance with section 68(2)(c) of the Act; and
 - c) whether the Board of Directors of the Company, in their meeting dated 10 May 2018, have formed the opinion as specified in clause (x) of Part A of Schedule II to the Buy-back Regulations,

on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date.

6. The standalone financial statements for the year ended 31 March 2017, referred to in paragraph 5 above, have been jointly audited and reported by Sharad Jain Associates, Chartered Accountant and us, on which we have issued an unmodified audit opinion vide our report dated 25 May 2017. We conducted our audit of these standalone financial statements in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
7. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ('Guidance Note'), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 - a) Inquired into the state of affairs of the Company in relation to its audited standalone financial statements for the year ended 31 March 2017 and examined budgets and projections prepared by the Management;
 - b) Examined authorisation for buy back from the Articles of Association of the Company;
 - c) Agreed the balances of the Statement of Profit and Loss, Securities Premium Reserve and General Reserve as at 31 March 2017 as disclosed in the Statement with the audited standalone financial statements of the Company for the year ended 31 March 2017;
 - d) Examined that the ratio of secured and unsecured debt owned by the Company, if any, is not more than twice the paid up capital and its free reserves after such buy-back;
 - e) Examined that all the shares for buy-back are fully paid-up;
 - f) Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) of the Act;
 - g) Inquired if the Board of Directors of the Company, in their meeting held on 10 May 2018 have formed the opinion as specified in Clause (x) of Part A of Schedule II to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date;
 - h) Read the Directors' declarations for the purpose of buy-back and solvency of the Company;
 - i) Verified the arithmetical accuracy of the Statement; and
 - j) Obtained appropriate representations from the Management of the Company.

Opinion

10. Based on our examination as above and the information, explanations and representations provided to us by the Management, in our opinion:
- we have inquired into the state of affairs of the Company in relation to its audited standalone financial statements for the year ended 31 March 2017 which has been approved by the Board of Directors of the Company on 25 May 2017;
 - the amount of the permissible capital payment (including premium) towards the proposed buy-back of equity shares as computed in the Statement attached herewith, is properly determined in accordance with the requirements of section 68(2)(c) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements of the Company for the year ended 31 March 2017; and
 - the Board of Directors of the Company, in their meeting held on 10 May 2018 has formed opinion as specified in clause (x) of Part A of Schedule II to the Buy-back Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the said date.

Restriction on distribution or use

11. This Report is issued at the request of the Company solely for use of the Company in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of section 68 and other applicable provisions of the Act and the Buy-back Regulations and to enable the Board of Directors of the Company, pursuant to the requirements of the Buy-back Regulations, to include it (a) in the explanatory statement to the notice for special resolution in the public announcement to be made to the Shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, as required by the Buy-back Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited and (c) for providing to the Manager to the Buy-back, each for the purpose of extinguishment of equity shares and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. This Report does not certify the Company's ability to continue as a going concern or its ability to remain financially solvent in the foreseeable future. Further, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Report is shown or into whose hands it may come without our prior consent in writing. Our obligations in respect of this Report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this Report, nor anything said or done in the course of or in connection with the services that are the subject of this Report, will extend any duty of care we may have in our capacity as auditors of any financial statements of the Company.

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Sd/-
per **Rajni Mundra**
Partner
Membership No. 058644

Date: 10 May 2018
Place: New Delhi

Annexure A

Statement pursuant to the requirement of Clause (xi) of Part A of the Schedule II to the Securities and Exchange Board of India (Buyback of Securities) Regulations 1998 (as amended)

Computation of permissible capital payment for PC Jeweller Limited:

Particulars		Amount (Rs. in crore)
Paid-up equity share capital as at 31 March 2017		
<i>(179,137,600 equity shares of Rs. 10 each fully paid-up)</i>	A	179.14
Free reserves as at 31 March 2017 <i>(refer note 1):</i>		
Retained earnings		2,008.56
General reserve		54.54
Securities premium reserve		519.35
Total free reserves	B	2,582.45
Paid-up equity share capital and free reserves as at 31 March 2017	(A+B)	2,761.59
Permissible capital payment (25% of the paid-up equity capital and free reserves)		690.40

Notes:

- Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with explanation II provided in section 68 of the Companies Act, 2013.
- The above calculation of the paid-up equity share capital and free reserves as at 31 March 2017 for buyback of equity shares is based on the amounts appearing in the audited standalone financial statements of the Company for the year ended 31 March 2017. These audited standalone financial statements were prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act.

For and on behalf of **PC Jeweller Limited**

Sd/-
Mr. Balram Garg
Managing Director

Sd/-
Mr. Sanjeev Bhatia
Chief Financial Officer

Date: 10 May 2018
Place: New Delhi

I) General obligations of the Company as per the provisions of the Buy-back Regulations and the Act:

- The Company shall not issue any equity shares or other securities (including by way of bonus) from the date of passing of special resolution (i.e. the last date for receipt of the Postal Ballot by the Company) with regard to the proposed Buyback till the date of closure of the Buyback;
- The Company shall not raise further capital for a period of one year from the closure of Buyback offer except in discharge of its subsisting obligations;
- The special resolution approving the Buyback will be valid maximum for a period of one year from the date of passing of the said special resolution (or such extended period as may be permitted under the Act or the Buyback Regulations or by the

appropriate authorities). The exact time table for the Buyback shall be decided by the Board (or its duly constituted Committee) within the above time limits;

- iv. The equity shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
- v. The Company shall not withdraw the Buyback after the public announcement of the offer to Buyback is made;
- vi. The Company shall not buyback locked-in equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable; and
- vii. The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

For any queries or clarifications relating to the Buyback process, Members holding equity shares of the Company may contact

Shri Vijay Panwar, Company Secretary of the Company at contact no.: 011-49714971 and e-mail: investors@pcjeweller.com.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding Equity Shares of the Company. The Directors therefore recommend the resolution proposed at Item No.1 for your consent by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, are 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 10, 2018

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 Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice issued by the Company dated May 10, 2018 by conveying my / our assent (FOR) or dissent (AGAINST) to the said resolution 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.	Approval for the Buyback of Equity Shares			

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 10, 2018. 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. (IST) on Thursday, June 14, 2018
End of E-voting	Up to 5:00 P.M. (IST) on Friday, July 13, 2018

E-voting will not be allowed beyond the aforesaid date and time 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 10, 2018.

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT FORM

- j) 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 postage pre-paid business reply envelope. Postal Ballot Form, if sent by any other mode like courier, speed post, registered post etc. at the expense of 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 shall be rejected.
- vi) Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than **5:00 P.M. (IST) on July 13, 2018**. Postal Ballot Forms received thereafter shall 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 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. Thursday, June 7, 2018**.
- 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) 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 Postal Ballot Notice.