

Date: 16/07/2018

To,
Manager – Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, G - Block,
Bandra - Kurla Complex, Bandra (E)
Mumbai – 400 051

K.A.: Ms. Mansi Chheda

Ref.: PC Jeweller Limited (Symbol: PCJEWELLER)

Sub.: Withdrawal of Buyback – PC Jeweller

Madam,

With reference to your mail dated July 16, 2018 on captioned subject seeking clarification regarding compliance by the Company with the SEBI (Buy Back of Securities) Regulations, 1998 (“**Buyback Regulations**”) and the Companies Act, 2013 (the “**Act**”), in this connection we wish to submit as under:

- Section 68(2)(f) of the Act reads as under:

“the buy-back of the shares or other specified securities listed on any recognised stock exchange is in accordance with the regulations made by the Securities and Exchange Board in this behalf; and”

- Further, Section 68(2)(g) of the Act reads as under:

“the buy-back in respect of shares or other specified securities other than those specified in clause (f) is in accordance with such rules as may be prescribed:”

Hence, regarding the Buyback, the Company, being a listed company, has followed the Act to the extent applicable as well as the Buyback Regulations.

- Further Regulation 19(1)(d) of Buyback Regulation read as under:

“the company shall not withdraw the offer to buy-back after the draft letter of offer is filed with the Board or public announcement of the offer to buy-back is made;”

In this regard we want to inform that we have intimated to your office regarding withdrawal of Buyback vide our letter dated July 13, 2018 i.e. before making Public Announcement in accordance with Regulation 8(1) of the Buyback Regulations or filing of draft letter of offer with SEBI.

As till the date of withdrawal of Buyback i.e. July 13, 2018 neither Public Announcement of the offer to buyback was made nor the draft letter of offer was filed with SEBI, hence, this withdrawal is in accordance with the Regulation 19(1)(d) of the Buyback Regulations as well as the Act.

For PC Jeweller Limited


(VIJAY PANWAR)
Company Secretary



PC Jeweller Limited