



## FORM DPT-1 CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSITS [Pursuant to section 73(2)(a) and section 76 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 ]

<b>1. GENERAL INFORMATION:</b>																									
a. Name, address, website and other contact details of the company	<b>PC Jeweller Limited</b> <b>Regd. Office:</b> 24/2708, Bank Street, Karol Bagh, New Delhi 110005, Tel: 011-47104810, Fax: 011-28720811 <b>Corp. Office:</b> C - 54, Preet Vihar, Vikas Marg, Delhi 110092, Tel: 011-49714971, Fax: 011-49714972 <b>E-mail id:</b> info@pcjeweller.com, <b>Website:</b> www.pcjeweller.com																								
b. Date of incorporation of the company	13/04/2005																								
c. Business carried on by the company and its subsidiaries with the details of branches or units, if any	<b>Business carried on by the Company:</b> The Company is engaged in manufacturing, trading, import, export of all kinds of gold, silver, platinum, diamond jewellery & ornaments.  <b>Business carried on by its subsidiaries:</b> <b>1) PC Universal Private Limited</b> is engaged in manufacturing, trading, import, export of all kinds of gold, silver, diamond jewellery and ornaments <b>2) Transforming Retail Private Limited</b> is authorised to carry on in India or elsewhere the business to manufacture, buy, sell, distribute or otherwise deal in jewellery, watches, accessories, clothes, gift items etc. through various channels like retail store, online stores, e-commerce, etc.  <b>Branches/Units of the Company:</b> <b>1)</b> Four jewellery manufacturing units. One is located at Sector-62, Noida (U.P.), one at Selaqui Industrial Area, Dehradun (U.K.) and two are located at Noida Special Economic Zone, Noida (U.P.). <b>2)</b> 51 showrooms under the 'PC Jeweller' brand located across 42 cities in India.																								
d. Brief particulars of the management of the company	The Company is being managed by the Managing Director with the help of Executive Director and professional management team, subject to the superintendence, control and direction of the Board of Directors.																								
e. Names, addresses, DIN and occupations of the directors	<table border="1"> <thead> <tr> <th>Name &amp; Address</th> <th>DIN</th> <th>Occupation</th> </tr> </thead> <tbody> <tr> <td>Shri Padam Chand Gupta, Chairman 1 C, Court Road, Civil Lines, Delhi - 110 054</td> <td>00032794</td> <td>Business</td> </tr> <tr> <td>Shri Balram Garg, Managing Director 1 C, Court Road, Civil Lines, Delhi - 110 054</td> <td>00032083</td> <td>Service</td> </tr> <tr> <td>Shri Ramesh Kumar Sharma, Executive Director &amp; C.O.O. G-74, Swaran Apartment, Pitampura, Delhi-110 034</td> <td>01980542</td> <td>Service</td> </tr> <tr> <td>Ms. Kusum Jain, Additional Director A-23, A-Block, Mahendru Enclave, Delhi - 110 009</td> <td>07138791</td> <td>Self employed</td> </tr> <tr> <td>Dr. Manohar Lal Singla, Independent Director 23/4, Cavalry Lines, Delhi University Campus, Delhi -110 007</td> <td>03625700</td> <td>Service</td> </tr> <tr> <td>Shri Krishan Kumar Khurana, Independent Director A-33, Nizamuddin East, New Delhi - 110 013</td> <td>00253589</td> <td>Advocate</td> </tr> <tr> <td>Shri Miyar Ramanath Nayak, Independent Director 1106B, Tower I, Brigade Palm Spring, 24th Main Road, Puttenahalli, J.P. Nagar, 7th Phase, Bangalore - 560 078</td> <td>03352749</td> <td>Company Director</td> </tr> </tbody> </table>	Name & Address	DIN	Occupation	Shri Padam Chand Gupta, Chairman 1 C, Court Road, Civil Lines, Delhi - 110 054	00032794	Business	Shri Balram Garg, Managing Director 1 C, Court Road, Civil Lines, Delhi - 110 054	00032083	Service	Shri Ramesh Kumar Sharma, Executive Director & C.O.O. G-74, Swaran Apartment, Pitampura, Delhi-110 034	01980542	Service	Ms. Kusum Jain, Additional Director A-23, A-Block, Mahendru Enclave, Delhi - 110 009	07138791	Self employed	Dr. Manohar Lal Singla, Independent Director 23/4, Cavalry Lines, Delhi University Campus, Delhi -110 007	03625700	Service	Shri Krishan Kumar Khurana, Independent Director A-33, Nizamuddin East, New Delhi - 110 013	00253589	Advocate	Shri Miyar Ramanath Nayak, Independent Director 1106B, Tower I, Brigade Palm Spring, 24th Main Road, Puttenahalli, J.P. Nagar, 7th Phase, Bangalore - 560 078	03352749	Company Director
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f. Management's perception of risk factors	The Company is one of the leading jewellery companies in India in the organized jewellery retail sector and listed on both BSE Limited and National Stock Exchange of India Limited. The Company currently has 51 showrooms under the "PC Jeweller" brand located across 42 cities in India and is a trusted household name in the field of jewellery. The net worth, revenues from operations and cash flows of the Company are strong enough to meet any repayment liability. The monies being raised under the scheme are purely advances from its customers for jewellery purchase and hence, do not pose any financial risk except normal business risk. The Company has been running the Jewellery Purchase Schemes in past also with no incidence of any default.																								
g. Details of default, including the amount involved, duration of default and present status, in repayment of	i) Statutory dues: Nil ii) Debentures and interest thereon: Not applicable iii) Loan from any bank or financial institution and interest thereon: Nil																								
<b>2. PARTICULARS OF THE DEPOSIT SCHEME:</b>																									
a. Date of passing of board resolution	May 14, 2015																								
b. Date of passing of resolution in the general meeting authorizing the invitation of such deposits	Through Postal Ballot resolution, whose result was declared on March 30, 2015.																								
c. Type of deposits, i.e., whether secured or unsecured	Unsecured																								
d. Amount which the company can raise by way of deposits as per the Act and the rules made thereunder	1. 10% of the aggregate of the paid-up capital and free reserves from its Members ₹ 14,722.10 Lacs 2. 25% of the aggregate of the paid-up capital and free reserves from Public ₹ 36,805.25 Lacs ₹ 113.22 Lacs [The amount was received under the two old jewellery purchase schemes of the Company, namely Jewel For Less and Swarn Manjusha, not considered as deposits under the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975.]																								
Aggregate of deposits actually held on the last day of the immediately preceding financial year	₹ 95.51 Lacs (as on <b>May 14, 2015</b> ) [The amount was received under the two old jewellery purchase schemes of the Company, namely Jewel For Less and Swarn Manjusha, not considered as deposits under the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975.]																								
Aggregate of deposits actually held on the date of issue of the Circular or advertisement	₹ 20,000 Lacs from <b>Public only</b> .																								
Amount of deposit proposed to be raised	Since, the old jewellery purchase schemes of the Company were not regular fixed deposits, hence, they did not have any due dates for repayment and repayment was generally by purchase of jewellery. The refund, if requested by the customer, was through cash / cheque.																								
Amount of deposit repayable within the next twelve months																									
<b>e. Terms of raising of deposits:</b>																									
Duration	<table border="1"> <thead> <tr> <th>Jewel for Less (14 months Scheme)</th> <th>Jewel for Less (20 months scheme)</th> </tr> </thead> <tbody> <tr> <td>This scheme is for 14 months only, wherein the customer has to pay 14 equal monthly installments with a minimum of ₹ 2,000/-. The additional amount can be in multiples of ₹ 1,000/- and maximum installment amount can be ₹ 6,000/- per month only.</td> <td>This scheme is for 20 months only, wherein the customer has to pay 20 equal monthly installments with a minimum of ₹ 2,000/-. The additional amount can be in multiples of ₹ 1,000/- and maximum installment amount can be ₹ 4,000/- per month only.</td> </tr> </tbody> </table>	Jewel for Less (14 months Scheme)	Jewel for Less (20 months scheme)	This scheme is for 14 months only, wherein the customer has to pay 14 equal monthly installments with a minimum of ₹ 2,000/-. The additional amount can be in multiples of ₹ 1,000/- and maximum installment amount can be ₹ 6,000/- per month only.	This scheme is for 20 months only, wherein the customer has to pay 20 equal monthly installments with a minimum of ₹ 2,000/-. The additional amount can be in multiples of ₹ 1,000/- and maximum installment amount can be ₹ 4,000/- per month only.																				
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Rate of interest	<table border="1"> <tbody> <tr> <td>Since, it is a Jewellery Purchase Scheme, hence no return is offered as direct interest to the customer. However, after depositing 14 installments on or before due dates, the customer will be entitled to purchase jewellery with benefit in the form of <b>discount equivalent to one month installment</b> after completion of 14<sup>th</sup> month from the date of subscribing the scheme.</td> <td>Since, it is a Jewellery Purchase Scheme, hence no return is offered as direct interest to the customer. However, after depositing 20 installments on or before due dates, the customer will be entitled to purchase jewellery with benefit in the form of <b>discount equivalent to two months installment</b> after completion of 20<sup>th</sup> month from the date of subscribing the scheme.</td> </tr> <tr> <td>Payment of installments after due dates will be considered as a default for that particular month(s) and the eligible discount would be reduced proportionately.</td> <td>Payment of installments after due dates will be considered as a default for that particular month(s) and the eligible discount would be reduced proportionately.</td> </tr> <tr> <td>In case of refund, the benefit in the form of discount will be provided by way of <b>discount voucher</b> only.</td> <td>In case of refund, the benefit in the form of discount will be provided by way of <b>discount voucher</b> only.</td> </tr> </tbody> </table>	Since, it is a Jewellery Purchase Scheme, hence no return is offered as direct interest to the customer. However, after depositing 14 installments on or before due dates, the customer will be entitled to purchase jewellery with benefit in the form of <b>discount equivalent to one month installment</b> after completion of 14 <sup>th</sup> month from the date of subscribing the scheme.	Since, it is a Jewellery Purchase Scheme, hence no return is offered as direct interest to the customer. However, after depositing 20 installments on or before due dates, the customer will be entitled to purchase jewellery with benefit in the form of <b>discount equivalent to two months installment</b> after completion of 20 <sup>th</sup> month from the date of subscribing the scheme.	Payment of installments after due dates will be considered as a default for that particular month(s) and the eligible discount would be reduced proportionately.	Payment of installments after due dates will be considered as a default for that particular month(s) and the eligible discount would be reduced proportionately.	In case of refund, the benefit in the form of discount will be provided by way of <b>discount voucher</b> only.	In case of refund, the benefit in the form of discount will be provided by way of <b>discount voucher</b> only.																		
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Mode of payment	Cash, Cheque, Debit and Credit Card.																								
Mode of repayment	Repayment of the amount will be generally by purchase of jewellery. The refund, if requested by the customer, shall be made only after six months from the date of subscribing the scheme and will be through Cheque or NEFT only.																								
f. Proposed time schedule mentioning the date of opening of the Scheme and the time period for which the circular or advertisement is valid	The scheme will be opened from August 1, 2015 and this circular in the form of advertisement shall be valid till September 30, 2016 or the date of Company's Annual General Meeting to be held in the year 2016, whichever is earlier.																								
g. Reasons or objects of raising the deposits	The Company is raising deposits in the form of advances from the customers under Jewellery Purchase Scheme. The scheme will help in increasing footfalls of customers in the showrooms and customer acquisition resulting into increased sale of the Company. This scheme will also enable the customers to purchase jewellery by paying monthly installments in advance and also to get discount benefit at the time of purchase of jewellery.																								
<b>h. Credit rating obtained:</b>																									
Name of the Credit Rating Agencies	Credit Analysis & Research Ltd.																								
Rating obtained	CARE A+ (FD)																								
Meaning of the rating obtained	Adequate degree of safety regarding timely servicing of financial obligations.																								
Date on which rating was obtained	April 1, 2015																								
i. Extent of deposit insurance. Name of the Insurance Company, terms of the insurance coverage, duration of coverage, extent of coverage, procedure for claim in case of default etc.	The Ministry of Corporate Affairs vide Notification dated March 31, 2015, allowed the companies to accept deposits without deposit insurance contract till March 31, 2016 or till the availability of a deposit insurance product, whichever is earlier.																								
j. Short particulars of the charge created or to be created for securing such deposits, if any	Not applicable, since the Company will be accepting only unsecured deposits.																								
k. Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far as it is different from the interests of other persons	None																								
<b>3. DETAILS OF ANY OUTSTANDING DEPOSITS:</b>																									
a. Amount Outstanding	₹ 95.51 Lacs (as on <b>May 14, 2015</b> ). [This amount was received under the two old jewellery purchase schemes of the Company, namely Jewel For Less and Swarn Manjusha, not considered as deposit under the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975.]																								
b. Date of acceptance	On different dates since April, 2005 to August, 2014.																								
c. Total amount accepted	₹ 4523.51 Lacs (during financial year 2014-15)																								
d. Rate of interest	Since, Jewel For Less and Swarn Manjusha were the two Jewellery Purchase Schemes of the Company, hence, no return was offered as interest to the customers.  Jewel For Less and Swarn Manjusha was a monthly installment scheme. Under this scheme customers were entitled to discount equivalent to two months installments at the time of purchase of jewellery after completion of 12 months and after payment of 12 installments.  Swarn Manjusha was a gold grammage accumulation scheme. Under this scheme customers were entitled to accumulate gold by paying monthly installments based on the rate of gold at the date of payment of installment and on maturity purchase jewellery equal to the weight of total gold accumulated.																								
e. Total number of depositors	2284 (as on <b>May 14, 2015</b> )																								
f. Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved	None																								
g. Any waiver by the depositors, of interest accrued on deposits	Not Applicable																								

<b>4. FINANCIAL POSITION OF THE COMPANY:</b>															
a. Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of circular or advertisement	<table border="1"> <thead> <tr> <th>Financial year</th> <th>Profit Before Tax (₹ in Lacs)</th> <th>Profit after Tax (₹ in Lacs)</th> </tr> </thead> <tbody> <tr> <td>2014-15*</td> <td>53931.62</td> <td>37822.63</td> </tr> <tr> <td>2013-14</td> <td>46938.27</td> <td>35631.33</td> </tr> <tr> <td>2012-13</td> <td>36453.29</td> <td>29066.16</td> </tr> </tbody> </table>	Financial year	Profit Before Tax (₹ in Lacs)	Profit after Tax (₹ in Lacs)	2014-15*	53931.62	37822.63	2013-14	46938.27	35631.33	2012-13	36453.29	29066.16	<b>*Subject to adoption by the shareholders at the ensuing Annual General Meeting.</b>	
Financial year	Profit Before Tax (₹ in Lacs)	Profit after Tax (₹ in Lacs)													
2014-15*	53931.62	37822.63													
2013-14	46938.27	35631.33													
2012-13	36453.29	29066.16													
b. Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid or interest paid)	<table border="1"> <thead> <tr> <th>Financial year</th> <th>Dividends declared</th> <th>Interest coverage ratio</th> </tr> </thead> <tbody> <tr> <td>2014-15*</td> <td>₹ 3.20 per equity share</td> <td>3.00</td> </tr> <tr> <td>2013-14</td> <td>₹ 3.00 per equity share</td> <td>3.09</td> </tr> <tr> <td>2012-13</td> <td>₹ 1.00 per equity share</td> <td>4.02</td> </tr> </tbody> </table>	Financial year	Dividends declared	Interest coverage ratio	2014-15*	₹ 3.20 per equity share	3.00	2013-14	₹ 3.00 per equity share	3.09	2012-13	₹ 1.00 per equity share	4.02	<b>*Subject to approval by the shareholders at the ensuing Annual General Meeting.</b>	
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2014-15*	₹ 3.20 per equity share	3.00													
2013-14	₹ 3.00 per equity share	3.09													
2012-13	₹ 1.00 per equity share	4.02													
c. A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of circular or advertisement	(₹ in Lacs)														
	Particulars	As at 31/03/2015*	As at 31/03/2014	As at 31/03/2013											
<b>Equity and liabilities</b>															
<b>Shareholders' funds</b>															
	Share capital	17910.00	17910.00	17910.00											
	Reserves and surplus	181128.43	150315.79	120970.60											
		<b>199038.43</b>	<b>168225.79</b>	<b>138880.60</b>											
<b>Non current liabilities</b>															
	Long term borrowings	40.69	41.31	119.95											
	Long terms provisions	287.08	177.01	124.36											
		<b>327.77</b>	<b>218.32</b>	<b>244.31</b>											
<b>Current liabilities</b>															
	Short term borrowings	68097.04	100299.43	23092.59											
	Trade payables	180936.86	128412.15	162504.33											
	Other current liabilities	4962.12	16356.41	13224.68											
	Short term provisions	17789.10	9743.14	5573.07											
		<b>271785.12</b>	<b>254811.13</b>	<b>204394.68</b>											
		<b>471151.32</b>	<b>423255.24</b>	<b>343519.59</b>											
<b>Assets</b>															
<b>Non current assets</b>															
	Fixed assets														
	Tangible assets	8957.89	8392.92	6276.24											
	Intangible assets under development	-	109.68	103.76											
	Non current investments	6.00	5.00	5.00											
	Deferred tax assets	1251.74	1073.14	500.58											
	Long terms loans and advances	8403.41	7196.02	8002.84											
	Other non current asset	327.50	918.61	1478.81											
		<b>18946.54</b>	<b>17695.37</b>	<b>16367.23</b>											
<b>Current assets</b>															
	Current investments	1312.45	18494.66	44288.40											
	Inventories	322985.23	237712.90	171370.27											
	Trade receivables	76752.55	62322.17	67478.26											
	Cash and bank balances	27411.38	33008.86	26485.62											
	Short term loans and advances	22875.83	45955.45	16998.34											
	Other current assets	867.34	8065.83	531.46											
		<b>452204.78</b>	<b>405559.87</b>	<b>327152.35</b>											
		<b>471151.32</b>	<b>423255.24</b>	<b>343519.59</b>											
<b>* Subject to adoption by the shareholders at the ensuing Annual General Meeting.</b>															
d. Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement	(₹ in Lacs)														
	As at 31/03/2015*	As at 31/03/2014	As at 31/03/2013												
<b>A. Cash flow from operating activities</b>															
<b>Net profit before tax</b>	53931.62	46938.27	36453.29												
Adjustments for:															
Depreciation and amortisation expense	2301.69	1231.78	998.85												
Unrealised foreign exchange loss/(gain)	598.42	-8669.53	-1803.85												
Net (profit)/loss on disposal of fixed assets	-0.93	89.86	-0.30												
Intangible assets under development written off	109.68	-	-												
Profit on sale of investment	-1345.45	-1844.29	-848.57												
Interest income on fixed deposit with banks	-2039.89	-2769.74	-1051.30												
Interest income on loan given	-97.64	-89.58	-90.55												
Bad debts written off	11.68	-	-												
Interest expense	22086.61	14728.23	9486.04												
<b>Operating profit before working capital changes</b>	<b>75555.79</b>	<b>49615.00</b>	<b>43143.61</b>												
Adjustments for:															
(Increase) in inventories	-85272.34	-66342.63	-54129.33												
(Increase)/decrease in trade receivables	-13856.32	3653.89	1716.94												
Decrease/(increase) in loans and advances	21769.14	-30708.61	-12848.36												
Decrease in other current assets	7284.00	1910.84	-												
Increase/(decrease) in current liabilities and provisions	39791.58	-27937.11	81170.53												
<b>Cash generated (used in)/from operating activities</b>	<b>45271.85</b>	<b>-69808.62</b>	<b>59053.40</b>												
Direct taxes paid (net)	12889.34	8762.55	7093.55												
<b>Net cash generated from/(used in) operating activities</b>	<b>32382.51</b>	<b>-78571.17</b>	<b>51959.86</b>												
<b>B. Cash flow from investing activities</b>															
Purchases of fixed assets including capital advances	-2886.22	-2811.33	-2367.36												
Proceeds from disposal of fixed assets	3.07	15.10	14.92												
Investment in shares of subsidiary	-1.00	-	-5.00												
Proceeds from redemption of current investments, net	18527.66	27638.03	-43438.83												
Interest received	2346.90	2608.90	833.03												
Purchase/(sale) of fixed deposits, net	4300.66	-2832.10	-13387.69												
Loan recovered from corporate bodies	-	-	48.95												
<b>Net cash generated from/(used in) investing activities</b>	<b>22291.07</b>	<b>24618.60</b>	<b>-58301.98</b>												
<b>C. Cash flow from financing activities</b>															
Proceeds from long term loans	65.00	-	-												
Repayment of long term loans	-98.43	-78.63	-100.96												
(Repayments)/proceeds of short term borrowings, net	-32248.67	77206.84	-34418.93												
Dividends paid including dividend distribution tax	-3143.07	-5236.28	-												
Share application money refunded	-0.12	-9.83	-												
Interest paid	-21148.05	-14798.59	-9179.66												
Proceeds from issue of shares including securities premium	-	-	60130.79												
Share issue expenses	-	-	-3236.57												
<b>Net cash (used in)/generated from financing activities</b>	<b>-56573.34</b>	<b>57083.51</b>	<b>13194.66</b>												
<b>Net (decrease)/increase in cash and cash equivalents (A+B+C)</b>	<b>-1899.76</b>	<b>3130.94</b>	<b>6852.54</b>												
Opening cash and cash equivalents	11113.32	7982.38	1129.84												
Closing cash and cash equivalents	9213.56	11113.32	7982.38												
	<b>-1899.76</b>	<b>3130.94</b>	<b>6852.54</b>												
<b>* Subject to adoption by the shareholders at the ensuing Annual General Meeting.</b>															
e. Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company	None														

**5. DECLARATION BY THE DIRECTORS:**  
The Board of Directors of the Company hereby declares that:  
a. the company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest thereon;  
b. they have satisfied themselves fully with respect to the affairs and prospects of the Company and that they are of the opinion that having regard to the estimated future financial position of the Company, the Company will be able to meet its liabilities as and when they become due and that the Company will not become insolvent within a period of one year from the date of issue of the circular or advertisement;  
c. the Company has complied with the provisions of the Act and the rules made thereunder;  
d. the compliance with the Act and the rules does not imply that repayment of deposits is guaranteed by the Central Government;  
e. the deposits accepted by the company before the commencement of the Act have been repaid or will be repaid along with interest, as and when claimed by customers and until they are repaid, they shall be treated as unsecured and ranking pari passu with other unsecured liabilities;  
f. in case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty;  
g. the deposits shall be used only for the purposes indicated in the Circular or Circular in the form of Advertisement;  
h. the deposits accepted by the Company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured and rank pari passu with other unsecured liabilities of the Company.  
This Circular in the form of Advertisement is issued on the authority and in the name of the Board of Directors ("Board") of the Company, the text hereof has been approved by the Board at its meeting held on May 14, 2015, and a copy thereof, signed by a majority of directors of the Company, as constituted at the time the Board approved the Circular in the form of Advertisement, has been filed with the Registrar of Companies.

For PC Jeweller Limited  
Sd/-  
**(RAMESH KUMAR SHARMA)**  
Executive Director & Chief Operating Officer  
Place: New Delhi  
Date: August 11, 2015  
Note: The Registered Office address of the Company as mentioned in Sr. No. 1(a) has been shifted to C-54, Preet Vihar, Vikas Marg, Delhi – 110092 w.e.f. July 21, 2015.