

Date: 10/05/2018

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

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

**Sub.: Outcome of Board Meeting held today i.e. May 10, 2018**

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 relating to continuous disclosure requirements for listed entities and in furtherance to our earlier intimation dated May 5, 2018, we wish to inform you that the Board of Directors of the Company at its meeting held today i.e. May 10, 2018 has *inter-alia* considered and approved the following:

- 1) The proposal for buy back of the Company's fully paid up equity shares of Rs.10/- each ("**Equity Shares**") from the equity shareholders of the Company as on the record date, to be announced later ("**Record Date**"), on a proportionate basis through the Tender Offer route (hereinafter referred to as the "**Buy Back**") in accordance and consonance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("**Buy Back Regulations**") and the Companies Act, 2013 (the "**Act**") (including any statutory amendments or re-enactments of the Act or Buy-back Regulations, for the time being in force), subject to the shareholders' and other necessary approvals, if any.

The details of proposed buy back of equity shares are as follows:

- i. **Number of securities proposed for Buy Back, percentage as to existing paid-up capital of the Company and Buy Back price:** The Company proposed to Buy Back upto 1,21,14,286 fully paid-up Equity Shares of Rs.10/- each, comprising of 3.07% of the total paid-up equity capital of the Company, from the equity shareholders of the Company as on the Record Date, at a price of Rs.350/- (Rupees Three Hundred Fifty Only) per Equity Share ("**Buy Back Offer Price**"), for an aggregate amount not exceeding Rs. 424,00,00,000 (Rupees Four Hundred Twenty Four Crores Only) (hereinafter referred to as the "**Buy Back Offer Size**"), being less than 25% of the total paid-up equity capital and free reserves of the Company.
- ii. **Pre shareholding pattern:**

Particulars	Pre Buy Back	
	No. of Shares	%
Promoters & Promoter Group Holding	22,72,70,300	57.63
Public Holding	16,70,84,900	42.37
<b>Total</b>	<b>39,43,55,200</b>	<b>100.00</b>

**PC Jeweller Limited**

REGD. & CORPORATE OFF: C - 54, PREET VIHAR, VIKAS MARG, DELHI - 110 092 PH: 011 - 49714971 FAX : 011 - 49714972

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- 2) The Board noted that the Promoters and Promoter Group of the Company shall not participate in the proposed Buy Back.
- 3) Constituted a Buy Back Committee (the "**Buy Back Committee**") and has delegated its powers to the Buy Back Committee to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper in connection with the proposed Buy Back including but not limited to appointment of intermediaries/agencies, finalize the notice of Postal Ballot etc.
- 4) Appointment of IDBI Capital Markets & Securities Limited and Corporate Professionals Capital Private Limited as Merchant Bankers for the proposed Buy Back offer of the Company.


The public announcement setting out the process, timelines and other statutory details will be released in due course in accordance with the Buy-Back Regulations.

The Board meeting commenced at 7:00 P.M. and concluded at 8:10 P.M.

Kindly take the information on record.

Thanking you.

For PC Jeweller Limited

  
(VIJAY PANWAR)  
Company Secretary\*

