PCJ

Jeweller for generations

PC Jeweller Limited

Our Company was incorporated on April 13, 2005 in New Delhi under the Companies Act, 1956, as amended ("**Companies Act**") as a private limited company under the name 'P Chand Jewellers Private Limited' with the Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**"). Our Company was converted into a public limited company, pursuant to a resolution passed by our shareholders on July 5, 2011, following which our name was changed to'PC Jeweller Limited', and a fresh certificate of incorporation was issued by the RoC on August 2, 2011. For further details of the changes in our name, see **"History and Certain Corporate Matters"** on page 139 of the Red Herring Prospectus.

Registered Office: 24/2708, Bank Street, Karol Bagh, New Delhi 110 005; Tel: (+91 11) 4710 4810; Fax: (+91 11) 2872 0811
Corporate Office: C-54, Preet Vihar, New Delhi 110 092
Contact Person and Compliance Officer: Mr. Vijay Panwar, Company Secretary;
Tel: (+91 11) 4971 4971 Extn.: 222; **Fax:** (+91 11) 4971 4972;
E-mail: investors@pcjewellers.com **Website:** www.pcjeweller.com

NOTICE TO INVESTORS

ADDENDUM NOTICE TO THE RED HERRING PROSPECTUS DATED NOVEMBER 26, 2012, READ WITH THE CORRIGENDUM NOTICE PUBLISHED ON DECEMBER 6, 2012 (COLLECTIVELY THE "RHP"), AND THE MEMORANDUM CONTAINING THE SALIENT FEATURES OF THE RHP ("ABRIDGED PROSPECTUS")

Promoters: Mr. Padam Chand Gupta and Mr. Balram Garg

INITIAL PUBLIC OFFERING OF 45,133,500 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF PC JEWELLER LIMITED ("PCJ" OR "OUR COMPANY") FOR CASH AT A PRICE OF ₹ 135 PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING UP TO ₹ 6,012.87*# MILLION (THE "ISSUE"). THE ISSUE COMPRISES A NET ISSUE TO THE PUBLIC OF 44,775,000* EQUITY SHARES (THE "NET ISSUE") AND A RESERVATION OF 358,500 EQUITY SHARES FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED IN THE RHP) (THE "EMPLOYEE RESERVATION PORTION"). THE ISSUE SHALL CONSTITUTE 25.20% OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY AND THE NET ISSUE SHALL CONSTITUTE 25.00% OF THE POST ISSUE PAID-UP EQUITY CAPITAL OF OUR COMPANY.

**Subject to finalization of the Basis of Allotment.*

#Discount of ₹ 5 to the Issue Price was offered to Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion, respectively.

In relation to the Issue, the RHP of our Company was filed with the RoC. With respect to the RHP and the Abridged Prospectus, Investors should note the following:

- On page 313 of the RHP, the following disclosure should be read in Material Developments in the section "Outstanding Litigation and Material Developments". Consequently, the following disclosure is also to be read in risk factor 33 in the section "Risk Factors" on page 28 of the RHP:

"The Directorate of Revenue Intelligence, Delhi Zonal Unit ("DRI"), conducted search operations at the residences of our Directors, our Registered Office in Karol Bagh, our Corporate Office in Preet Vihar, our manufacturing facility located at Sector 63, Noida, Uttar Pradesh and at seven out of our 30 showrooms located at Greater Kailash, Karol Bagh, Preet Vihar, South Extension, Rajouri Garden, Gurgaon and Noida in Delhi NCR, from December 13, 2012 until December 15, 2012. Pursuant to the aforementioned search operations, certain records of our Company were retained by the DRI from our showrooms, Registered Office and our Corporate Office. Whilst our Company has not received any written demand notice from the DRI or any other regulatory authority in connection with this matter, our Company has, under protest submitted a payment by demand draft for an amount of ₹ 85 million (including the approximate interest accrued) with the Commissioner of Customs (Import & General), New Delhi, in connection with jewellery imported from Thailand in the past, for which the DRI has alleged that customs duty was wrongly calculated and paid by the Company. There can be no assurance that we will not be subject to further investigation and/or other action by the DRI or any other regulatory authority in this matter. As of the date hereof, we are continuing to conduct normal business operations at our Registered Office, Corporate Office, all our showrooms and our manufacturing facilities."

The RHP and the Abridged Prospectus should be read in conjunction with this Addendum and the Prospectus to be filed by our Company with the RoC will be updated accordingly.

All terms used herein and not specifically defined shall have the same meaning as ascribed to such terms under the RHP.

For PC Jeweller Limited
On behalf of the Board of Directors
Sd/-
Managing Director

Date: December 16, 2012
Place: New Delhi

PC Jeweller Limited (the **"Company"**) is proposing, subject to receipt of requisite approvals, market conditions and other considerations, an initial public offering of its equity shares and has filed a Red Herring Prospectus with the Registrar of Companies, NCT of Delhi and Haryana. The Red Herring Prospectus is available on the website of the SEBI at www.sebi.gov.in and the websites of SBI Capital Markets Limited and Kotak Mahindra Capital Company Limited, the Book Running Lead Managers, at www.sbicaps.com and www.investmentbank.kotak.com, respectively, and IDBI Capital Market Services Limited, the Co-Book Running Lead Manager, at www.idbicapital.com. Investors should note that investment in Equity Shares involve a high degree of risk. For details, potential investors should refer to the Red Herring Prospectus filed with the Registrar of Companies including the section titled "Risk Factors". This announcement has been prepared for publication in India and may not be published or distributed in the United States, Australia, Canada or Japan. This announcement is not an offer for sale or solicitation of an offer to buy securities in any jurisdiction, including the United States. The securities of the Company have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws in the United States and may not be offered or sold in the United States absent registration under the U.S. Securities Act or an exemption from registration under the U.S. Securities Act. There will be no public offering of securities in the United States.