

Form I.R.

CERTIFICATE OF INCORPORATION

No. U 91990 MH 2005 NPL 154999

I hereby certify that **ALL INDIA GEMS & JEWELLERY TRADE FEDERATION**

SECTION 25 OF

Is this day incorporated under the Companies Act, 1956 (No 1 of 1956) and that the Company is limited

Give under my hand at MUMBAI this TWENTY SECOND day of JULY Two Thousand FIVE

Sd/-

(M. JAYAKUMAR)
ASSTT. Registrar of Companies
Maharashtra.Mumbai

J.S.C

119/MFS/ Civil/Cal/92-20-000-3-4-93-GIPG



CERTIFIED TO BE TRUE COPY

(Handwritten signature)

THE COMPANIES ACT, 1956
A COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
ALL INDIA GEMS AND JEWELLERY TRADE FEDERATION

- I. The name of the Company is ALL INDIA GEMS AND JEWELLERY TRADE FEDERATION.
- II. The Registered Office of the Company will be situated in the State of Maharashtra i. e. within the jurisdiction of Registrar of Companies Maharashtra, Mumbai
- III. The objects for which the Company is established are:
 - A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE AS FOLLOWS:
 1. To promote, aid, help, assist and encourage the advancement and furtherance of domestic trade within India related to Gems & Jewellery Sector, including pearls, coloured gemstones, diamonds, synthetic stones, costume / fashion jewellery, Gold and other precious metals by providing all types of information, research, training, exhibitions, events, platform and knowledge to the manufacturers and traders in jewellery of all of types, size and varieties, its industry trade and commerce with the aim of creating a healthy atmosphere amongst the members without any motive of making profit.
 - B. OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT:
 2. To watchover, support, protect, extend and define the rights of the members of this company and to procure for benefits special advantages and concessions of all kinds.
 3. To create and maintain harmonious relations with Government, Semi-Government and other authorities and to negotiate, appear before obtain sanctions privileges advantages, reliefs and co-operation from Government, Semi-Government or other authorities on behalf of the members.
 4. To encourage and bring about a feeling of co-operation among persons engaged in Domestic Gems & Jewellery Trade commerce and industry directly or indirectly, irrespective of caste, creed or colour an all subjects connected with and involving their common good.



5. To consider and formulate opinions, proposals and actions upon all questions connected with Domestic Gems & Jewellery trade commerce and industry and initiate or support necessary action in connection therewith.
6. To collect, classify, disseminate and circulate, statistical and other information relating to Domestic Gems & Jewellery trade commerce and industry and to make efforts for spread of commercial industrial and economic knowledge.
7. To establish just and equitable principles in pursuit of Domestic Gems & Jewellery trade commerce and industry.
8. To take all steps which may be necessary for promoting supporting or opposing legislation or their action affecting the interests of Domestic Gems & Jewellery trade, commerce and industry by any Government, Central State or otherwise or any Department thereof or by any local body or any other public or semi-public body or Officer and in general to take the initiative and/or join in taking any action to secure protection and development of the Domestic gems & Jewellery trade, commerce and industry in all respects.
9. To make representations to all Central or State Governments or local or public or semi-public authorities, executive or legislative on any matter directly or indirectly affecting the Domestic Gems & Jewellery trade, commerce and industry.
10. To secure wherever possible organized and/or concerted action on all subjects relating to the interests of the Indian business community in the Domestic Gems & Jewellery trade directly or indirectly.
11. To communicate with the Chambers of Commerce and other commercial and public bodies throughout India and the World and concert and promote measures for protection and development of Domestic Gems & Jewellery trade, commerce and industry.
12. To maintain and expand a Library of books and publications of statistical, economical, commercial, industrial and general interests so as to diffuse knowledge and information on various aspects of trade, commerce and industry and concert measures for advancing economic, commercial, industrial and general knowledge pertaining to Domestic Gems & Jewellery trade, commerce and industry.
13. To establish a Domestic Gems & Jewellery Industrial Research and Development Centre, Scientific, Technical and research instruments, machinery literature, to maintain a Scientific Technical and Research Library to invite Scholars, Scientists, Technicians or Institutions who have objects similar to those of the Company, to share knowledge and result of the scientific, technical research and development programmes, to undertake jointly with or independently the industrial research and development programmes and to do such

activates as are necessary or incidental to for the development of and are beneficial to the Domestic gems & Jewellery trade.

14. To establish Domestic Gems & Jewellery control office and provide official weighing department and also providing facility for hall marking in accordance with International Standards.
15. To undertake enquiries and actions for securing redress for legitimate grievances in the Domestic Gems & Jewellery trade commerce and industry as also to send delegations or invite delegations and take all such other actions as may be conducive to the expansion of Indian trade, commerce and industry in Domestic Gems & Jewellery or incidental to the attainment of the above objects.
16. To depute or join in electing or nominating delegates and advisers to represent the Domestic Gems & Jewellery Manufacturers, dealers and traders of India at National Conferences.
17. To take up, consider and formulate ideas on subjects which are on the agenda of National Organisations relating to Domestic Gems & Jewellery trade commerce and industry.
18. To carry on publicity and propaganda for the purpose of educating the public opinion with regard to the scope, importance and needs of the Domestic Gems & Jewellery trade, commerce and industry.
19. To convene when through necessary or expedient, conferences seminars or other kinds of meeting at such place and at such time as considered desirable so as to further promote the needs and interests of trade, commerce and industry in Domestic Gems & Jewellery.
20. To establish or aid in establishment or collection of funds for the technical development, research, diamond cutting and publishing and designing, training in Domestic Gems & Jewellery in India, give stipends and scholarship, issue certificates of merits, medals and such other things for the development and encouragement of quality cutting and designing.
21. To subscribe, to become member and co-operative with any other association whose objects are altogether or in part similar to those of this Company.
22. To open offices in India for assisting members of the Company in selling their finished goods and buying their raw materials requirements and plant, machineries and accessories required by the members.
23. To invest the surplus money of the Company or the funds of the Company in such manner and in such assets, properties, securities, shares, deposits or any investments of any kind whatsoever including immoveable properties of any tenure as from time to time be determined by the Committee of the Company and from time to time to sell or vary all or any

of such assets, properties, securities, shares, deposits or such investments and execute all assignments, transfers, receipts and documents that may be necessary in this behalf.

24. To establish a Trust or Trusts and/or appoint Trustees thereof from time to time and vest the funds and/or the surplus income and/or any property of the Company in the Trustees who shall hold and deal with the funds, Surplus income or property of the Company in such manner as the Committee of the Company may decide:
25. To Undertake by arbitration the settlement of Commercial disputes and also to provide for arbitration in respect of disputes arising in the Course of Domestic Gems & Jewellery trade, Commerce and industry and to secure the services of expert technical and other personnel for that purpose if necessary or desirable;
26. To Construct upon any premises acquired for the Company any building or buildings, for the purpose of the Company and its members and to alter, add to or help in repair or remove such building or buildings;
27. To promote, advance commercial, industrial and technical education, hold and Conduct examination and award diplomas, certificates and prizes and to fund and support establishments and institutions for such purposes;
28. To establish and support and/or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees of the Company or the dependents or connections of such persons and grant pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for exhibition for public, in connection with the objects of the Company.
29. To Sponsor, undertake, establish and execute any trust, endowments and/or funds for the purpose of providing relief on occasions of national calamities like earthquakes, fire, tornados and floods or for other purposes which may seem to the Company desirable and which may be considered charitable;
30. To purchase, take on lease or in exchange or otherwise acquire any lands, buildings, basement, rights in common or property moveable or immoveable and to let out, demise, mortgage, sell, give in exchange or otherwise dispose of the same or any part thereof;
31. To accept any bequest, gift, donation or subscription for promoting any of the objects of the company or the benefit of any staff or employees of the company towards or to accumulate and provide a fund or an endowment and to invest the same and apply the income arising therefrom or to resort to the capital thereof for any of the objects of the Company.
32. To organize and establish branches or offices in important commercial centres wherever necessary in the opinion of the company and to make the necessary arrangements for the transaction of business at such places;

33. To borrow or raise money required for the purpose of the company upon such terms and conditions and in such manner and on such securities as may be determined.
34. To subscribe to become a member of and co-operate with, to aid or to receive aid or to receive aid from any other Society or Association whether incorporated or not, whose objects are wholly or partly identical with or similar to those of the Company and procure from and to communicate to any such Society or Association such information as may be likely to further the objects of the Company.

Provided that the Company shall not support with its funds or endeavor to impose on, or procure to be observed, by its members or others, any regulation or restriction which, if an object of the Company would make it a Trade Union.

C. OTHERS OBJECTS: NIL

IV. The objects of the company shall extent to the whole of India.

V. (1) The income and property of the company, whensoever derived shall be applied solely for the promotion of its objects, as set forth in the Memorandum.

(2) No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise way of dividend or bonus or otherwise way of profit, to persons who, at any time are, or have been members of the company or to any one or more of them or to any persons claiming through any one or more of them.

(3) Except with the previous approval of the Central Government no remuneration or other benefit in money or moneys worth shall be given by the company to any of its members, whether officers or servants of the company or not, except payment of out of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.

(4) Except with the previous approval of the Central Government no member shall be appointed to any office under the company which is remunerated by salary, fees, or in any other manner not excepted by sub-clause(3)

(5) Nothing in this Clause shall prevent the payment by the company in good faith of reasonable remuneration to any of its officers or servants (not being a member) in return for any services actually rendered to the company.

VI) No alteration shall be made to this Memorandum of Association or to the Articles of Association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Central Government.

VII) The liability of the members is limited.

VIII) Each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year afterwards, for payment

of the debts or liabilities of the company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contribution or among themselves such amount as may be required not exceeding a sum of Rs. Five Thousand only.

- IX) True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and subject to any reasonable restrictions of the company as to the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined and the correctness of the balance sheet and the income and expenditure account ascertained by one or more qualified auditor or auditors.
- X) If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of the company, to be determined by the members of the company, at or before the time of dissolution or default thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter.

We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association:-

| Signatures, Names, Address Descriptions and Occupations, of Subscribers | Signatures, Names, Address Descriptions and Occupations, of Witness |
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| <p>(1) Sd/-</p> <p>Mr. Avinash M.Pahuja Witness to all : 1 to 7 S/o Mohan T. Pahuja 44, Hassa Mahal,89, Dalalmal Park, Cuffe Parade , Mumbai -5.</p> <p>Business : Jewellery Manufacturing</p> | <p>Witness to all</p> |
| <p>(2) Sd/-</p> <p>Mr. Vijay Jain S/o . Mr. Nirmal Kumar Jain Flat No. 10, Hanvant Bhavan, 80-E, Nepeansea Road, Near Darya Mahal Mumbai -6. Business: CEO- ORRA</p> | <p>Sd/-</p> <p>Mr. Kantilal Balchand Parekh S/o. Balchand Parekh 606, Om Chambers, Kemp's Corner, Mumbai-400 036 Chartered Accountant</p> |
| <p>(3) Sd/-</p> <p>Mr. Shrikant Gopaldas Zaveri S/o Late Mr. Gopaldas T. Zaveri Flat 31, Usha Kiran, 606, Om Chambers , 15, M.L. Dhanukar Marg, , Mumbai -26 Business: Partner- TBZ</p> | |
| <p>(4) Sd/-</p> <p>Mr. Paresh Shah S/o Chhabildas Shah 52/A , Sudhakalash , J.M. Road, Walkeshwar , Mumbai -6. Business: M.D. P&S Jewellery Ltd.</p> | |

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| <p>(5) Sd/- Mr. Shailesh Sangani S/o. Harkisandas Sangani Dr. Raja Bally Patel Road, Breach Candy, Mumbai-26 Business M.D.- Gitanjali Jewels Ltd.</p> | <p>Sd/-</p> |
| <p>(6) Sd/- Mr. Ashok P. Minawala S/o. Mr. Pravin Chandra Minawala 55, Ganga Vihar, Marine Drive, Mumbai-20 Occupation: Business</p> | <p>Mr. Kantilal Balchand Parekh S/o. Balchand Parekh 606, Om Chambers, Kemps Corner, Mumbai-400 036 Chartered Accountant</p> |
| <p>(7) Sd/- Mr. Premkumar Lalitkumar Kothari S/o Lalitkumar C. Kothari, 131, Ramabha'C' Building Petit Hall, 66, Nepean sea Road Occupation: Business</p> | |

Mumbai, Dated: 4th July, 2005.