

A Company set up Under Section 42 of the Companies Ordinance, 1984.
Having Share Capital

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Memorandum of Association
of
**PAKISTAN GEMS AND
JEWELLERY DEVELOPMENT COMPANY**

- I. The name of the Company is “**PAKISTAN GEMS AND JEWELLERY DEVELOPMENT COMPANY**”.
- II. The registered office of the Company shall be situated in the Province of Sindh.
- III. The objects for which the Company is established are as follows :-
 1. To promote and develop value added Gems and Jewellery products and to initiate, support and coordinate for development and up-gradation of Gems and Jewellery supply chain in Pakistan by supporting and facilitating the gemstone miners, processors (cutters / polishers), jewellery manufacturers, traders (retailers / wholesalers / exporters) and other stakeholders across the value chain and ancillary trades.
 2. To support growth of Gems and Jewellery Industry by way of supporting and facilitating business development services for the enterprises across the Gems and Jewellery value chain.
 3. To work for the formulation of Development Strategies for the Gems and Jewellery Industry and coordinate, support and facilitate implementation of the same.
 4. To facilitate and support new technologies for improving productivity of enterprises across the Gems and Jewellery value chain for greater Industry competitiveness.

5. To promote the establishment of Assaying and Hallmarking of precious metal in Pakistan by :-
 - (a) formulating / drafting internationally acceptable quality (purity) standards and getting the same approved and notified by the competent authorities ;
 - (b) coordinating for the setting up of accredited private sector Assaying Offices in all the major jewellery manufacturing centres in the country ;
 - (c) introducing the Assaying and Hallmarking Scheme on a voluntary basis and launching a media campaign to raise consumer awareness about Hallmarking ; and
 - (d) setting up a sub-committee comprised of private sector members to oversee transparent implementation of Assaying and Hallmarking and devise an inspection function to ensure the same.
6. To help introduce international best management practices for better productivity and operational efficiencies.
7. To promote training and skills development of human resources associated with the Gems and Jewellery Industry through skills development and training programmes and initiatives and by supporting and facilitating other organizations / institutions whether in public sector or private sector working for the development of such skills in Pakistan.
8. To liaise with academia, vocational centres, organizations and institutions operating in Gems and Jewellery Industry for accomplishing human resource development and / or initiate research projects in emerging technologies and to promote investment from private and public sector in the field of human resource development within Gems and Jewellery industry.
9. To encourage and guide enterprises in the Gems and Jewellery Industry to enhance their productivity / competitiveness by supporting, facilitating, conducting, holding seminars, workshops, conferences, exhibitions and any other activities deemed necessary for their capacity building.
10. To help create enabling, supporting, conducive business environment for enterprises operating in the Industry by supporting measures and mechanisms fit for optimum development, streamlining, enhancing

production, reducing overheads / cost in different areas of Gems and Jewellery business and bringing local industry in consonance with international standards.

11. To provide inputs to the concerned ministries, institutions, organizations, departments and authorities of the Government of Pakistan including the provincial and local governments, propose new rules, regulations, bye-laws and standards for providing a level playing field and conducive regulatory environment for the development of Industry and propose amendments thereof in any existing rules, regulations, bye- laws and standards.
12. To promote interaction between Gems and Jewellery Industry and the Federal, Provincial and local Governments and / or any other organization or entity owned, managed and / or controlled by such Governments to enable effective cooperation and collaboration for the growth, prosperity and development of the Industry.
13. To provide, support and facilitate a linking mechanism for better and efficient co-ordination between stakeholders including gemstone miners, processors (cutters / polishers), jewellery manufactures and traders both among Small and Medium Enterprises (SMEs) and larger companies operating in the Industry and to facilitate them to pool / channelize their resources in a collaborative manner for the development and up-gradation of the Industry.
14. To reserve amounts to provide financial support to venture capital projects / start-up companies within the Gems and Jewellery industry on the terms and conditions prescribed by the Board without indulging in the banking business.
15. To obtain rights, permits, license and lease from governments / Companies / organizations to use their trade marks, patents, technology and other forms of intellectual property and to permit the use of same to other entities with or without consideration.
16. To arrange meetings and negotiations with international donors and experts to initiate projects or acquire license / permit / transfer of technology to Pakistan and to train the local technicians and engineers.
17. To propose and / or undertake welfare, monetary, insurance and medical schemes for the benefit of skilled labour, technicians and support staff.

IV. In furtherance of the above mentioned objects but not otherwise, the Company shall exercise the following powers :-

1. To appeal, solicit or accept contributions, donations, grants and gifts, in cash, kind or in the form of property from lawful sources and to apply the same or income thereof for the objects of the Company.
2. To open and operate bank accounts in the name of the Company and to draw, make, accept, endorse, execute and issue promissory notes, bills, cheques and other instruments.
3. To acquire, alter, improve, charge, take on lease, exchange, hire, sell, let or otherwise dispose of any movable or immovable property and any rights and privileges whatsoever for any of the objects or purposes specified herein above. Provided that the Company shall not undertake the business of real estate or housing schemes.
4. To borrow or raise money, with or without security, required for the purposes of the Company upon such terms and in such manner as may be determined by the Company for the promotion of its objects.
5. To pledge, lien or mortgage the assets of the Company and / or render guarantee for the performance of any contract made, discharge of any obligation incurred or repayment of any moneys borrowed by the Company.
6. To purchase, sell, exchange, take on lease, hire or otherwise acquire lands, construct, maintain or alter any building and any other moveable or immovable properties or any right or privileges necessary or convenient for the use and purposes of the Company.
7. To nominate delegates and advisors to represent the Company at conferences, government bodies and other gatherings.
8. To co-operate with other charitable trusts, societies, associations, institutions or companies formed for all or any of these objects and statutory authorities operating for similar purposes and to exchange information and advice with them.
9. To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
10. To invest the surplus moneys of the Company not immediately required in such a manner as may from time to time be determined by the Company.

11. To create, establish, administer and manage funds including endowment fund conducive for the promotion of the objects of the Company.
 12. To enter into agreements, contracts and arrangements with federal, provincial or local Governments, organizations, institutions, bodies and individuals for the purpose of carrying out the functions and activities of the Company.
 13. To take such actions as are considered necessary to raise the status or to promote the efficiency of the Company.
 14. To arrange, participate in workshops, seminars and exhibitions and establish information channels and networks to facilitate overseas Pakistanis and foreigners to invest money, resources and expertise in existing and future projects within the Gems and Jewellery industry in Pakistan.
 15. To collect statistical and research data as well as market information regarding the Gems and Jewellery Industry for development thereof and to print and publish any periodicals, books or leaflets in this regards.
 16. To create trusts and / or form other legal entities under the laws of Pakistan in order to pursue objects of the Company.
 17. To do all other such lawful acts and things as are incidental or conducive to the attainment of the above objects or any one of them.
- V. The Company shall achieve the above said objects subject to the following conditions :-
1. The Company is formed as a public company limited by guarantee and having a share capital.
 2. Payment of remuneration for services or otherwise to its members, or their family members whether holding an office in the Company or not, shall be prohibited.
 3. No change in the Memorandum and Articles of Association shall be made except with the prior approval of the Securities and Exchange Commission of Pakistan.
 4. Patronage of any government or authority, express or implied, shall not be claimed unless such government or authority has signified its consent thereto in writing.

5. The Company shall not itself set up or otherwise engage in industrial and commercial activities or in any manner function as a trade organization.
6. The Company shall not exploit or offend the religious susceptibilities of the people.
7. The subscribers to the Memorandum and Articles of Association of the Company shall continue to be the members of the Company unless allowed by the Commission on application to quit as members.
8. The Company in all its letterheads, documents, sign boards, and other modes of communication, shall with its name, state the phrase "A company set up under section 42 of the Companies Ordinance, 1984."
9. The Company shall comply with such conditions as may be imposed by the Securities and Exchange Commission of Pakistan from time to time.
10. The income and any profits of the Company, shall be applied solely towards the promotion of objects of the Company and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company or their family members.
11. The Company shall not appeal, solicit, receive or accept funds, grants, contributions, donations or gifts, in cash or in kind, from foreign sources except with the prior permission, clearance or approval from the relevant public authorities as may be required under any relevant statutory regulations and laws.
12. Notwithstanding anything stated in any object clause, the Company shall obtain such other licenses, permissions, or approvals of the relevant public authorities as may be required under any relevant statutory regulations and laws for the time being in force, to carry out any particular object.
13. The Company shall not undertake any substantial permanent trading activities and shall conform to relevant statutory regulations and laws.

- VI. The authorized capital of the Company shall be Rs. 1,550,000,000/- (Rupees One Billion, five hundred and fifty million only) divided into 155,000,000 (one hundred fifty five Million) ordinary shares of Rs. 10/- (Rupees Ten only) each.
- VII. The territories to which the objects of the Company shall extend are declared to include whole of Pakistan.
- VIII. The liability of the members is limited.
- IX. Every member of the Company 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 the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves such amount as may be required but not exceeding Rs. 50,000/- (Rupees Fifty Thousand only).
- X. If upon winding up or dissolution, there shall remain after the satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to such other company having objects similar to the objects of this Company and with similar restrictions on payment of remuneration, distribution of profit and dividends and also approved by the Commissioner of Income Tax under section 61 read with Section 2(36) of the Income Tax Ordinance, 2001 to be determined by the members by special resolution at or before the time of dissolution under intimation to Commissioner of Income Tax and / or Securities and Exchange Commission of Pakistan within three months of dissolution.

We the several persons, whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association:

S. No.	Name and Surname (present & former) in full (in Block Letters) & CNIC #	Father's/ Husband's Name in full	Nationality (ies) with any former Nationality	Occupation	Residential address in full	Number of shares taken by each subscriber	Signatures
1	Mr. ABDUL BARI KHAN 42000-0477733-1	DR. ABDUL MAJEED KAH	Pakistani	Chief Executive Officer/secretary Pakistan industrial Development Corporation Pvt Ltd	95/1, 7 th street off Khayaban-e- Rahat Phas VI DHA Karachi	1 (One)	-----
2	MR. SHAHAB ANWAR KHAWAJA 35202-3988191-5	MR. KABIR ALI KHAWAJA	Pakistani	Chief Executive officer Small & Medium Enterprise Development Authority	14-Golf Road,GOR1 Lahore	1 (One)	-----
3	SHIEK MUHAMMAD MATIULLAH 42301-9740197-1	SHEIKH MUHAMMAD ULLAH	Pakistani	Business (Proprietor of Nauratan Exports)	208-Gem & Jewellery Trade Center, Blenkin Street Saddar Karachi.	1 (One)	-----

Total number of shares taken 3 (Three)

Dated the 23rd day of June 2006

Witness to above signatures.

Signatures

Full Name, FERUZ AHMED

NIC Number,4210-1680849-9

Father's/Husband's Name: HASSAN

Full Address:1735/757 New Anjum Colony Baldia Town Karachi

Occupation: Employment