

**ALL INDIA GEMS AND JEWELLERY TRADE
FEDERATION**

ARTICLES OF ASSOCIATION

CERTIFIED TO BE TRUE COPY



- (iii) **“Auditors”** means persons appointed as Statutory Auditor, as such, for the time being by the Company
- (iv) **“Board” or “Board of Directors” means “Committee of Administration” or “COA”**
- (v) **“Memorandum”** means the Memorandum of Association of the Company
- (vi) **“Committee” or “Committee of Administration”** means the Committee of Administration of the Company, constituted, as such, under these Articles.
- (vii) **“Chairman”** means the Chairman of the Company
- (viii) **“Vice-Chairman”** means the Vice-Chairman of the Company
- (ix) **“Company”** means All India Gems & Jewellery Trade Federation (GJF)
- (x) **“Extra Ordinary General Meeting”** means an extra ordinary general meeting of the members of Company; other than its annual general meeting referred to in article 17.1
- (xi) **“Eligible Business”** means a person engaged in the business directly relating to precious metal jewellery, precious and semi-precious stones, precious metal – Bullion and Refineries, imitation and fashion jewellery, allied services along with the sub categories of small, medium and large as sector specific.
- (xii) **“General meeting”** means general meeting of the members of the Company.
- (xiii) **“Member”** means an ordinary member of the Company.
- (xiv) **“Office”** means the registered office for the time being; of the Company.
- (xv) **“Panel”** means a panel of the Company constituted under these articles.
- (xvi) **“Prescribed”** means prescribed by the Committee, by virtue of the power conferred by these articles
- (xvii) **“Rules”** means the “rules of the Company, for the time being in force, made under these articles or under any enactments for the time being in force
- (xviii) **“Small Scale Industry” or “Micro, Small and Medium Enterprises (MSME)”** means an industry / enterprise so classified by the Central Government, under the Micro, Small and Medium Enterprises Development Act, 2006, as amended from time to time.
- (xix) **“Secretary”** means the Secretary of the Company and includes any officer of the Company performing secretarial functions.
- (xx) **“Zonal Committee”** means a Zonal committee constituted under these articles.
- (xxi) **“Zonal Chairman”** means a Zonal chairman holding office under these articles

1.2 Category of Membership and Certificate & Accompaniments

For the purposes of determining whether an industry is a small scale industry or a Micro, Small or Medium, the SSI Registration certificate / MSME registration certificate issued by the appropriate authority shall be conclusive.

1.3 Words defined in the Companies Act 1956 and the Companies Act, 2013

Words and expressions used and not defined in these articles, but defined in the Act, shall have the meanings respectively assigned to them by the Act.

1.4 General Clauses Act to apply

The General Clauses Act, 1897 shall also apply for those terms which are not defined in the Act.

2. CATEGORIES OF MEMBERS, AND ELIGIBILITY FOR MEMBERSHIP

2.1 Categories of members of the Company

The Company shall have only one category of member, namely, Ordinary Member.

2.2 Ordinary Member

In order to be eligible to become ordinary member of the Company, a person, or the entity represented by him, must satisfy at least one of the criteria set forth herein below:

- (a) Engaged in business directly relating to precious metal jewellery, precious and semi-precious stones, precious metal – Bullion and Refineries, imitation and fashion jewellery, allied services along with the sub categories of small, medium and large in the field of manufacturing, wholesaling, retailing as sector specific.
- (b) Engaged in Eligible Business related to Gems & Jewellery other than (a) above.

2.3 It is clarified that all Members of the Company as existing in the Register of Members immediately prior to coming into force of the Articles herein shall be included in the list of Ordinary Members.

3. Associates

The following persons / organisations are eligible to be admitted as Associates of the Company:

- (a) Registered Association of persons / organisation engaged in Eligible Business, formed and registered under any law for the time being in force in India and having at least 50 members.
- (b) The Chairman / President of the registered association will act as the representative and associate on behalf of the association.
- (c) Any member of Associate Member can apply as Ordinary Member in compliance of requirement of Article 2.2(a) and 2.2(b)
- (d) Associates do not enjoy any rights and privileges, except as expressly provided under these articles

4. ELIGIBILITY FOR ELECTIONS

4.1. Right to vote and contesting Election, etc. confined to Ordinary Members

4.1

- (a) The COA shall form an Election Committee, which will frame the Rules and Regulations of the Elections, along with the scope and potential of the respective panels to be set that will be eligible to contest for the elections, based on the number of members in each panel and also decide the panels with lower number of members to be amalgamated in a combined panel.
- (b) Ordinary Member as per 2.2 (a) and 2.2 (b) shall have the right to vote at, or to offer self as a candidate at elections to various positions in the Company
- (c) Ordinary members will have the right to offer self as the candidate for the election of the Committee of Administration of the Company based on the panels, subject to the prevalent election rules and regulations of the company.

4.2 Representation of Ordinary Members

- (i) Ordinary member shall be eligible to contest as a candidate for election of COA for their respective Panel he has committed to represent) as set forth herein below. The Rules and Regulations formed by the Election Committee shall finally prevail upon manner of the number of panels participating in the Elections as contemplated under Article 4.1(a).

- (a) LARGE MANUFACTURER – DIAMOND: Engaged in Eligible Business as Large Manufacturer of cut and polished diamonds having at least 100 employees
- (b) LARGE MANUFACTURER – JEWELLERY : Engaged in Eligible Business as manufacturer of Jewellery having at least 100 employees
- (c) MEDIUM MANUFACTURER – JEWELLERY : Engaged in Eligible Business as manufacturer of Jewellery (other than silver jewellery & colour stones) having at least 30 employees
- (d) SMALL MANUFACTURER – JEWELLERY : Engaged in Eligible Business as manufacturer of Jewellery (other than silver jewellery & colour stones) having at least 20 employees
- (e) LARGE RETAILER : Engaged in Eligible Business as retailer having at least 5 retail outlets or turnover of not less than Rupees 50 Crores during the Financial Year immediately preceding
- (f) MEDIUM RETAILER: Engaged in Eligible Business as retailer having a turnover of not less Rupees 10 Crores during the financial year immediately preceding
- (g) SMALL RETAILER : Engaged in Eligible Business as retailer having a turnover of not less Rupees 1 Crore during the financial year immediately preceding
- (h) LARGE WHOLESALER : Engaged in Eligible Business as Wholesaler having a turnover of not less Rupees 100 crores during the financial year immediately preceding
- (i) SMALL & MEDIUM WHOLESALER : Engaged in Eligible Business as Wholesaler having a turnover of not less Rupees 50 Crores during the financial year immediately preceding
- (j) SMALL & MEDIUM MANUFACTURER – SILVERY JEWELLERY : Engaged in Eligible Business as Small & Medium Manufacturer of silver jewellery having at least 25 employees
- (k) SMALL & MEDIUM MANUFACTURER – COLOUR STONES : Engaged in Eligible business as Small & Medium Manufacturer of colour stones Jewellery having at least 50 employees
- (l) PRECIOUS METAL – BULLION and REFINERY: Engaged in Eligible Business of Precious Metal (Bullion) Refinery having a turnover of not less than Rupees 50 crores during immediately preceding financial year.
- (m) IMITATION / FASHION JEWELLERY: Engaged in Eligible Business of manufacturing and or selling of Imitation / Fashion Jewellery manufactured in India, consisting of non-precious metals and stones, having minimum turnover of Rupees 5 Crores and or having minimum 30 employees.
- (n) ALLIED: Engaged in Jewellery Industry but does not deal in jewellery products. E.g. Laboratory, logistics, Packaging Industries involved in manufacturing jewellery making machines, trade media, educational

institutions, hallmarking testing institutes, plating etc. having a minimum of 20 employees

5. APPLICATION FOR MEMBERSHIP

5.1. Form of Application

- (a) Application for membership of the Company as an Ordinary Member or Associate shall be made to the Committee of Administrations in the prescribed form
- (b) The application shall in every case, contain the following particulars:
 - (i) Facts showing eligibility for membership
 - (ii) Whether the applicant is an individual, firm, company, co-operative society or any other type of legal entity

5.2. Accompaniments

The application for membership shall be sent to the Company Secretary or any designated officer, together with;

- (i) a certificate of financial soundness from the applicant's bankers and
- (ii) a cheque for the prescribed entrance fee and annual fee
- (iii) Such other documents as may be prescribed

5.3. Decision on the Application

- (a) The Committee (COA) shall take a decision on the applications received for membership within three months and its decision shall be final
- (b) The decision of the Committee (whether of acceptance or rejection of the application) shall be communicated by the Authorised Officer to the applicant

5.4. Term of Membership

- (a) Where the application for membership is accepted by the Committee, the membership of the applicant shall commence from the beginning of the financial year during which the application is accepted.

- (b) Members shall be admitted as Life or on Annual basis as per the terms that may be decided by the COA.

6. FEES FOR MEMBERSHIP

6.1 Entrance and Annual Fees

Members (other than nominated and co-opted members), shall pay such entrance fee and annual fee and any other fee as may be prescribed by COA).

7. RESIGNATION BY MEMBERS

- (a) A member of the Company may offer his resignation on behalf of his member company , by giving to the concerned authority notice in writing of his intention to do so and shall thereupon cease to be a member, either immediately or from such date as may be mentioned in the notice in this regard
- (b) A member company who has resigned shall nevertheless continue to be liable to the Company for all amounts due from him to the Company and for any other liability, which he might have incurred towards the Company
- (c) And on dissolution of the firm or company or LLP the membership of member will be ceased

8. DISQUALIFICATIONS OF MEMBERSHIP

8.1 Disqualification

A person shall be disqualified for being, or for continuing, as a member of the Company if;

- (a) he is found to be of unsound mind by a competent court
- (b) he applies to be adjudicated as, or is adjudicated as, an insolvent
- (c) he is convicted by a court of an offence involving moral turpitude and is sentenced on such conviction, to imprisonment for not less than six months
- (d) he, or any firm in which he is a partner, or any private company of which he is a Director, commits a violation of section 185 of the Companies Act, 2013

- (e) he, becomes disqualified by an order of the court under the applicable provisions of the Act
- (f) he ceases to be a member of the entity which he represents and the member company fails to appoint the next representative within one year or such entity ceases to be a member of the Company; or
- (g) if he has become disqualified under article 8.1 and his name is removed from the register of members under article 8.2

8.2 Removal by the Committee

The Committee may, after giving a member reasonable opportunity of hearing, remove the name of that member from the Register of Members, either for a specified period or indefinitely:

- (a) if he has violated any condition for membership or
- (b) if he has been in arrears in regard to the payment of membership fee or of any other amounts due from him to the Company for more than six months; or
- (c) if he has been guilty of disorderly conduct at meetings of the Company or of the Committee; or
- (d) if he has otherwise been guilty of conduct in becoming of a member; or
- (e) if he has become disqualified under article 8.1
- (f) he ceases to be a member of the entity which he represents and the member company fails to appoint the next representative within one year or such entity ceases to be a member of the Company.

8.3 Conversion into Ordinary Membership

The Committee may, after giving a member reasonable opportunity of hearing, convert the membership of an Associate into an Ordinary Membership, subject to fulfilment of the criteria set forth in Article 2.2 hereinabove.

9. CONDUCT OF ELECTIONS -

9.1 Duty of Company

- a) The Company shall conduct the Election of the Committee of Administration as per the Election Rules framed and adopted by the Committee of Administration including any amendments thereof made from time to time
- b) It shall be the responsibility of the Company to ensure that elections of COA are held on time

- c) Elected members shall automatically retire on completion of their tenure based on Companies Act, 2013 and prevalent Election Rules.

9.2 Failure to Hold Elections

If a Company fails to ensure timely elections as provided in the above said point, the Central Government may, after giving it a reasonable opportunity of being heard, order a fresh election to be held and may make such arrangements as may be necessary for that purpose.

9.3 Mode of Conducting Elections

The following matters shall be provided in Rules to be made by the Company namely:

- (a) the tenure of members elected to various posts in the Company (except as otherwise provided in these articles)
- (b) mode of conducting elections (except as otherwise provided in these articles)

10. REPRESENTATION OF FIRM OR COMPANY OR LLP

10.1 Authorization

- a) Any firm, which is a member of this Company shall, by consent of all partners, authorize any one of its partners to act as its representative at any meeting of the Company or of the Committee
- b) In the absence of any such authority in the case of any firm, any one partner whose name has been registered in the records of the Company shall be entitled to act as a representative of the firm at any meeting of the Company or of the Committee,
- c) Any Company or LLP or Co-operative society or other Corporation which is a member of this Company shall, by a resolution of its Directors (or any person in the position of Directors) or Designated Partner authorize any of its Director or any person in the position of Directors or Partner to act as its representative at any meeting of the Company or of the Committee
- d) A sole proprietary firm or Hindu undivided family firm shall be represented by its proprietor or Karta, as the case may be

- e) A person authorized to represent an entity by or under clause (a), (b) (c) or (d) of this article shall thereupon be entitled to exercise the same rights and powers on behalf of the member whom he represents, as if he were an individual member of the Company, of the same class as the firm, company, society or other corporation, as the case may be
- f) Any authority granted under clause (a) or (c) of this article shall be effective, only on expiry of seven days from the date on which it is lodged with the Company or as per decision of the Committee

11 PRIVILEGES OF MEMBERS

11.1 Ordinary Members

Without prejudice to any other rights conferred on Ordinary Members by the Memorandum of Association and Articles of Association of the Company, Ordinary Members shall have the following rights and privileges, namely:

- (a) right to nominate a candidate subject to the provisions of article 4.2, and to vote at the election of the members of the Committee and the right to vote on all matters brought before a meeting of the Company, provided there are no arrears of subscription or other dues or charges payable by them to the Company on 1. April in the year of voting
- (b) right to receive the annual reports of the Committee in accordance with the provisions of the Act
- (c) right to receive publications of the Company, on the prescribed conditions; and
- (d) right to use all such facilities as may be made available to such members by the Company from time to time.

11.2 Associates

Without prejudice to any other rights conferred on Associates by the Memorandum of Association, of the Company, such Associates shall have the following rights and privileges namely:

- (a) right to receive the annual reports of the Committee in accordance with the provisions of the Act.
- (b) right to receive publications of the Company, on the prescribed conditions
- (c) right to use all such facilities as may be made available from time to time

11.3 Nominated and Co-opted Members in COA

A nominated or co-opted member shall have no right to vote.

12. VOTING RIGHTS

12.1 Persons who can vote

- (a) An Ordinary Member (or his authorized representative) shall alone be entitled to vote at the general meetings, including annual general meetings and extra-ordinary general meetings of the Company
- (b) Every such member shall have only one vote
- (c) The Chairman shall have or exercise, in addition to his vote, a casting vote in case of equality of votes between "For" and "Against"

12.2 Chairman's Declaration of Result of Voting Conclusive

- (a) No objection shall be taken to the validity of any vote cast at a meeting, except at the meeting at which such vote was tendered, and every vote, not disallowed at such meeting, shall be deemed to be valid for all the purposes of such meeting
- (b) The Chairman of a meeting shall be the sole judge of the validity of every vote tendered at such meeting

13. SUSPENSION OF PRIVILEGES

13.1 Non-payment of Subscription

If a member (Ordinary)) fails to pay his annual subscription by the 30th April of the year for which it has become due, then;

- (a) He shall not be entitled to exercise any right or privilege as such member
- (b) The Committee may suspend his membership, which suspension shall remain operative until he pays the arrears and the Committee accepts in writing such arrears and restores his membership after revoking his suspension
- (c) The decision of the Committee of Administration as to whether a member has ceased to be a member of the Company or not as per these Articles shall be final, conclusive and binding

- (d) A person ceasing to be member under any of the provisions of this Article shall forfeit all rights of and claims upon the Company and its property and funds, but he shall, nevertheless remain, liable for and shall pay to the Company all such money which at the time of ceasing to be a Member were due or may become due to the Company from such member. Further, such ceasing member shall forthwith return all the properties of the Company which are in his custody and shall restrain from using any reference to his association with the Company either in an explicit or implicit manner. Violation of the above, shall constitute as a violation committed by such member / ex member and the Company shall within its rights such actions as it may deem appropriate under the circumstances

14. CHANGE IN INTERNAL CONSTITUTION TO BE REPORTED

14.1 Change in Constitution

Where there is a change in the constitution for entity which is a member of the Company or a change in its authorized business activities, the change should be reported by the entity to the Committee within one month.

15. REGISTER OF MEMBERS

15.1 Register

The Company shall keep a Register of Members in accordance with the provisions of the Act and enter therein the particulars of its members as prescribed by the Act and also include, namely:

- a) the name, address and occupation of the member;
- b) the name of the proposing and the seconding member of such member;
- c) the class and panel of membership of such member;
- d) the date on which each member was entered in the register; and
- e) the date on which he ceased to be a member

MEETINGS OF THE COMPANY

16. ANNUAL GENERAL MEETING

- (i) There shall be held a General Meeting of Members, which shall be called the Annual General Meeting and the same shall be subject to

the provisions of the Act, be held once at least in every calendar year at such time and at the city of the registered office as the Committee of Administration may decide from time to time. The Annual General Meeting shall decide amongst other business, the business of approving the annual report and audited accounts of the Company for the year under review (copies of which shall be circulated amongst the members with the notice, of meeting)

- (ii) The Principal business of an Annual General Meeting shall be to receive and pass the Annual Report of Company and also the Audit Report and Accounts of the preceding financial period, to appoint / re-appoint members of the Committee of Administration, to appoint auditors and fix their remuneration and consider or transact any business which under these Articles ought to be transacted at Annual General Meeting and such other business as may be decided by the Committee of Administration from time to time

17 EXTRA-ORDINARY GENERAL MEETING

- (i) All the meetings of Members of the Company other than the Annual General Meeting shall be called the Extraordinary General Meeting
- (ii) An Extraordinary General Meeting of the Members may also be called whenever the Committee of Administration thinks fit at the city of the registered office, Committee of Administration shall call such an Extraordinary General Meeting on the requisition by such number of members having not less than one-tenth of the total voting power of all the ordinary members in writing in accordance with the provisions of the Act. The business of such Extraordinary General Meeting shall be confined to the business for which it has been convened
- (iii) Any General Meeting of the Company may be called by giving 14 days' notice in writing subject to and in compliance with the applicable provisions of the Act. A notice may be given to any member either personally or by sending it by post and/or registered email id to such member's registered address or (if a member has no registered address in India) to the address, if any, within India supplied by the members for giving the notice
- (iv) All official communication issued by the Company to its members shall be in English. In case there are multiple language version of a document issued for any purpose, and there being any difference of opinion between such multiple language version and the English document, the interpretation of the English document will prevail

- (v) Where a notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, pre-paying postage, and posting the letter containing the notice and, unless the contrary is proved at the time at which the letter would be delivered in the ordinary course of post. In addition, the notice of the meeting shall also be displayed at the website of the Company and also emailed to the members at their registered emailed ids
- (vi) With the consent in writing of the majority of the members of the time being a General Meeting may be convened at a shorter notice
- (vii) If a member has no registered address in India and has not supplied to the Company an address within India for sending of notices, a notice addressed to such Member and emailed to them at their registered emailed address and it shall be deemed to be duly given to such member on the day on which such email has been sent
- (viii) At the Annual General Meeting or Extraordinary General Meeting every Member entitled to vote at the general meetings shall have only one vote

18. BUSINESS

- (a) The annual general meeting shall be held at any time during business hours, on a day (not being a public holiday) decided by the Committee
- (b) The notice calling the meeting shall specify it as the annual general meeting

19 QUORUM

- (a) No business shall be transacted at any general meeting, unless the requisite quorum is present at the commencement of the business
- (b) The quorum for a general meeting shall be 30 or one tenth of the total number of Ordinary Members of the Company , whichever is less

20. VENUE

Every general meeting of the Company shall be held in the city in which the Registered Office of the Company is situated at such place as may be decided by the Committee.

21. ADJOURNED MEETING

- (i) If within half an hour from the time appointed for holding a meeting of a Company, a quorum is not present, the meeting, if called upon the requisition of members, shall stand dissolved
- (ii) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Chairman of such meeting based on consensus of the members may determine
- (iii) If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum. An adjourned meeting can transact the business for which it is called without the necessary quorum. No additional business not covered in the agenda of the original meeting shall be transacted in the adjourned meeting
- (iv) Chairman of the Committee of Administration shall be the Chairman of the General Meetings of the Company. If the Chairman of the Committee of Administration is not present within 30 minutes from the time scheduled for the General Meeting, then Vice Chairman will chair the meeting and if the Vice Chairman is also absent, then the Members present may elect one of the Members of the Committee of Administration (not being the co-opted members) to Chair the General Meeting
- (iv) If at any General Meeting no member of the Committee of Administration is willing to act as Chairman or if no member of the Committee of Administration is present within 30 minutes after the time appointed for holding the meeting, the Members present shall choose one of themselves to be Chairman of the meeting
- (v) The chairman of the General Meeting may allow the recording and transmission of the General Meeting in audio and video format in part or in full, electronically or through other media

22. VOTING ON RESOLUTION

- (a) At any general meeting, a resolution put to vote at the meeting shall be decided on a show of hands, unless a poll by secret ballot is ordered under clause (b) of this article.
- (b) A poll by secret ballot (before or on the declaration of the result of voting on any resolution on show of hands)

- (i) May be ordered to be taken by the Chairman of the meeting on his own motion.
- (ii) Shall be ordered by the Chairman, if it is demanded by at least five members having the right to vote on the resolution and present in person or by authorized representative.

23. MINUTES CONCLUSIVE

An entry in the minute book of the Company in regard to any resolution moved at a meeting shall be conclusive evidence of the fact that the resolution was carried out;

- (a) Unanimously; or
- (b) Adopted by majority; or
- (c) Lost;

as the case may be.

24. COMMITTEE OF ADMINISTRATION

24.1. Formation of the Committee

- (a) The Company shall have a Committee of Administration which will act as Board of Directors as per the Act to perform the functions assigned to it by these articles
- (b) The composition of the Committee shall be as provided in article 33.4

24.2. Term of the Committee of Administration

The term of the committee of administration shall be as per the Companies Act, 2013 and in accordance with the provisions provided in these Articles.

25. DISQUALIFICATION FOR MEMBERSHIP OF COMMITTEES

25.1 Disqualification for Membership of the Committee

- a) A person shall be disqualified for being or for continuing as a member of the Committee, if he becomes disqualified as per the disqualifications enumerated in article 8.1 in regard to the membership of the Company

- b) Before declaring a member to be disqualified, the Committee shall give him a reasonable opportunity of being heard and shall follow such procedure as may be prescribed

26. VACANCIES

26.1 Casual Vacancies

- a) If there arises a casual vacancy in the office of any member of the Committee (other than Zonal Chairman and members who are nominated or co-opted), it shall be filled up by the Committee. Provided that when the vacancy is for a period not exceeding two months, the Committee may, if it so chooses, decide not to fill up the vacancy, so long as the number of vacancies so left unfilled does not exceed three
- b) A person appointed to fill up a casual vacancy shall hold office only for the remainder of the term of the original member
- c) Notwithstanding anything herein, if there arises a vacancy in the Committee due to non-receipt or withdrawal of nomination at the time of election, as the case may be, such vacancy shall be filled in by the Committee in its first or subsequent meeting following the election. A person appointed to fill up such a vacancy shall hold office only for a period of 2 (two) years till the subsequent election of Committee

26.2 Member going out of India

If a member of the Committee (other than a nominated or co-opted member and other than the Zonal Chairman) desires to go out of India, the following provisions shall apply;

- (a) Such member shall intimate to the Secretary / designated officer the date of his expected return to India and obtain leave of absence from the Committee for a period not exceeding four months
- (b) If his absence is expected to exceed four months or if he does not obtain leave as above, his seat shall be deemed to fall vacant and the provisions of article 26.1 of these articles shall apply
- (c) If his expected absence does not exceed four months and he has obtained leave as aforesaid, the Committee may appoint such person as it thinks fit to be member of the Committee, for the period of absence of the member going out of India

27. ZONAL CHAIRMEN

27.1 Zonal Chairmen

- (a) Zonal Chairman shall be ex-officio members of the Committee of Administration
- (b) Their election shall be held prior to or along with elections to the Committee and shall be regulated by rules to be made by the Committee

28. ZONAL COMMITTEES

28.1 FORMATION OF ZONAL COMMITTEE

- (a) The Committee of Administration shall form a Zonal Committee for each Zone
- (b) The geographical extent of such zones shall be determined by the Committee of Administration. Presently, 4 zones have been determined namely the west zone, the east zone, the north zone and the south zone, the geographical extent of which is detailed herein below:

<u>WEST ZONE</u>	<u>EAST ZONE</u>	<u>NORTH ZONE</u>	<u>SOUTH ZONE</u>
Gujarat	West Bengal	New Delhi	Tamil Nadu
Maharashtra	Orissa	Punjab	Karnataka
Chhattisgarh	Bihar	Haryana	Andhra Pradesh
Madhya Pradesh	Jharkhand	Himachal Pradesh	Kerala
Goa	Manipur	Jammu & Kashmir	
Daman & Diu	Tripura	Uttarakhand	
	Assam	Uttar Pradesh	
	Sikkim	Rajasthan	

- (c) The Zonal Committee shall consist of the following;
 - (i) The Zonal Chairman, and
 - (ii) Such number of other members as may be nominated by the Committee of Administration

28.2 FUNCTIONS OF ZONAL COMMITTEE

- (1) Each Zonal Committee shall function under the general control, superintendence and direction of the Committee

- (2) Each such Committee shall;
 - (a) take steps to stimulate growth of industry from its zone
 - (b) and perform such other functions as the Committee may lay down, from time to time

29. PANELS

29.1 Panels: Composition and Functions

The Committee may, from time to time, constitute panels to perform such functions as the Committee may lay down, and may define their composition.

30. FUNCTIONS OF THE COMMITTEE OF ADMINISTRATION

30.1 The Functions of the Committee

Functions of the Committee of Administration shall be as follows;

- (a) To administer the general affairs of the Company
- (b) To determine what work shall be undertaken by the Company and to arrange for the conduct of such work
- (c) To receive and deal with reports and recommendations of the various Sub Committees that may have been constituted
- (d) To arrange for the publication of reports and other documents issued by the Company
- (e) To manage accounts, finance and compliances of the Company
- (f) To manage and administer the staff of the Company
- (g) To take steps to conduct timely elections to various posts contemplated by these rules
- (h) From time to time, to make rules for the proper conduct and management of the affairs of the Company including matters which are to be prescribed under these articles
- (i) To do all such other lawful acts as would be conducive to the interest of the Company
- (j) To nominate a suitable member in terms of the eligibility criteria stipulated under Articles 4.2

31. SEAL

31.1

- (a) The Committee shall have a seal and shall provide for its safe custody;

- (b) The seal of the Company shall not be affixed to any document except under the general or specific authority of the Committee and shall also not be affixed to any instrument except in the presence of two members of the Committee or such other persons as the Committee may appoint for the purpose; and these two members or other persons shall sign every legal instrument to which the seal of the Company is so affixed in their presence

32. PROCEDURE OF THE COMMITTEE

32.1 Conduct of Meetings of the Committee

- (a) The Chairman of the Company shall, when present, preside at all meetings of the Committee;
- (b) If the chairman is not present at any meeting of the committee, the Vice Chairman shall preside at the meeting
- (c) In the absence of the Chairman and Vice Chairman, the members of the Committee present at the meeting shall elect one amongst themselves to be the Chairman of that particular meeting
- (d) At least one meeting within every six calendar months shall be held
- (e) The Chairman may himself require the Secretary to call a meeting of the committee at any time
- (f) If a requisition in writing is made to the Chairman by not less than one-fifth of the members of Committee having voting rights on the date of requisition but with a minimum of three, the Chairman shall require the Secretary to call a meeting of the Committee within a reasonable time, which shall not exceed 15 days
- (g) Not less than seven clear days' notice of every meeting of the Committee shall be given to each member of the Committee who shall, for the time being, be in India
- (h) At any meeting of the Committee, one third of the total strength of the Committee (as then constituted) shall be the quorum
- (i) Each member of the Committee, including the Chairman shall have one vote and in case of tie the Chairman, shall in addition to his own vote have a casting vote
- (j) There shall be no proxy at meetings of the Committee
- (k) The Committee shall meet at such times, as they may be considered advisable, and may make such rules, as are considered necessary, as to the summoning and holding of the meetings of the Committee and for the transaction of business at such meetings
- (l) The record of the proceedings of the Committee shall be open for examination by the members of the Committee

33. CHAIRMAN, VICE CHAIRMAN ETC. AND THE COMPOSITION OF THE COMMITTEE

33.1 Chairman's Term of Office

The Chairman shall be elected by the General Body for the first time after the formation of the council and will hold office for a period of two years. Post the first election, the Vice Chairman shall succeed to become the Chairman with the consent and approval of COA at the end of the two year term and the Chairman;

- (a) shall retire at the end of two year term and shall not be eligible for reappointment for the next four years upon completion of his two year term.
- (b) in case the Vice Chairman is unwilling to accept the Chairmanship or has incurred any of the disqualification as per the article 8.1 of the Articles of Association of the Company, the election of the Chairman shall be conducted by the General body of ordinary members along with the election of other COA members.
- (c) however, in case during his tenure, Chairman incurs any disqualification or happening of an event which prevents him to continue as Chairman, the respective Vice Chairman of that term shall act as the interim Chairman for the balance term. The criteria of one – man – one – post shall not apply in such case.
- (d) on completion of the balance term, the Vice Chairman shall succeed as the Chairman of the company.

The outgoing Chairman shall continue to be the Chairman after the completion of Elections till a formal takeover / handover is made by the incoming Chairman.

33.2 Vice Chairman of the Committee

- (a) there shall be one Vice Chairman who shall be elected by the General body of ordinary members along with the election of other Committee of Administration Members.
- (b) the term of the Vice Chairman shall be for two years.
- (c) on completion of his two years term, the Vice Chairman shall be endorsed by the Committee to succeed as the Chairman unless he is unwilling to accept Chairmanship or he has incurred any of the disqualifications enumerated in article regard to membership of the Company.
- (d) however, in case during his tenure, the Vice Chairman incurs any disqualification or happening of an event which prevents him to continue as Vice Chairman, the Committee of Administration will appoint a Vice Chairman out of their own consensus for the interim period and will not be eligible to succeed as Chairman in any case.

33.3 In the event, of a situation where the Vice Chairman as well as the Chairman have resigned from their respective positions;

- a. The COA, can appoint an interim Chairman and interim Vice Chairman for the balance term till the next General Elections are conducted.
- b. A mid-term Elections may be conducted for the position of Chairman and Vice Chairman

33.4 Composition of the Committee

- 1) The Committee of Administration shall have the following members;
 - (a) Maximum number of 20 elected members based on panels / zones {including Chairman, Vice Chairman, the 4 Zonal Chairmen in respect of the 4 zones detailed in article 29.1(b)},

It is clarified that the total number of elected members on the COA from each zone shall not exceed 7.
 - (b) Co-opted Members – **3** (1 member co-opted by Chairman approved by COA, Immediate Past Chairman & 1 member co-opted by COA)
 - (c) Nominated Members (including Government Nominee) – Not exceeding 3 in number
 - (d) Members nominated by the Committee due to vacancy arising due to non-filing or withdrawal of nomination at the time of election subject to the maximum number of members as stipulated under these Articles
- 2) Subject to the provisions of Clause (1), the number of members of the Committee shall be laid down by rules made by the Committee.

33.5 Reservation

- (a) Out of the total electable members stipulated under article 33.4 the reservation of 20 electable members (i.e. including 4 Zonal Chairman) shall be made amongst the representatives of various categories of Ordinary Members described in article 2.1 in a manner such that the elected 20 members of the Committee would represent the various categories of Ordinary Members in the manner as mentioned below.
- (b) The number of representations per panel shall be based on the election rules set by the Committee of Administration

Serial No.	Category of Ordinary Members
1	Precious Metal Jewellery
	(a) Large Retailer
	(b) Medium Retailer
	(c) Small Retailer
	(d) Large Wholesaler
	(d)Small and Medium Wholesaler
	(e)Small and Medium Manufacturer- Silver Jewellery
	(f) Large Manufacturer – Others
	(g) Medium Manufacturer- Others
	(h) Small Manufacturer- Others
2	Precious & Semi-Precious Stones
	(a)Large Manufacturer (diamond)
	(b)Small and Medium Manufacturer Colour Stones
3	Precious Metal – Bullion & Refineries
4	Imitation & Fashion Jewellery
5.	Allied

- (b) In the event the reservation as provided under article 33.5 shall not be possible in the manner as to achieve the representation of the elected members for various categories of Ordinary Members in the manner set forth under the said article, the reservation, in such event, shall be made in a fair and equitable manner so as to achieve representation of the elected members for various categories of Ordinary Members, as near to and to the extent possible in the manner set forth under the said article, pursuant to such Rules as may be framed by the Committee in this behalf

- (c) Where any seat reserved under this article cannot be filled up by a candidate of that reserved category, that seat shall be deemed to be unreserved

33.6 Co-opted members

- (a) The Committee may co-opt such members, as it considers necessary for the efficient conduct of its business in relation to specific types of activities of its business in relation to specific types of activities

33.7 Certain further provisions as to nominated members

- (a) The term of office of members of the Committee who are nominated by the Central Government shall be co-terminus with the term of the committee,

Provided that, if a member is nominated during the term of the Committee his term of office shall be such as the Central Government may specify:

- (b) The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place
- (c) The term of the office of the member nominated by the Committee to fill in the vacancy pursuant to the Article 26.1(c) shall be for a period of 2 (two) years till the next election of the Committee

33.8 Retirement of Elected Members

- (a) One third of the elected members of the Committee shall automatically retire on the completion of two years of their term, but shall be eligible for re-election
- (b) The names of members who shall retire on the expiry of the first and the second term (of two years each) respectively shall be determined by lot

33.9 Elections to the Committee and Returning Officer

- (a) Elections to the Committee (in respect of seats of elected members falling vacant) shall be conducted every two years, well before the expiry of the term of the Retiring members
- (b) The Committee shall appoint a returning officer for conducting elections

33.10 Rules

Rules made by the Committee shall make provisions regarding the elections to the office of the Chairman and Vice Chairman on matters not provided in these articles.

34. CHAIRMAN OF THE COMMITTEE

34.1 Committee Chairman

- (a) The Chairman of the Company shall ordinarily be the Chairman of the Committee of the Company and shall be responsible for the proper functioning of the Company

35. VICE CHAIRMAN

35.1 Vice Chairman

- (a) The Vice Chairman, shall, in the absence of the Chairman, have the power to Perform the duties of the chairman
- (b) The Vice Chairman may also perform any other functions that may be entrusted to him by the Chairman

36. REMUNERATION

36.1 No Right to Remuneration

Members of the Committee, except the Executive Director of the Company, shall be entitled only to and fro airfare economy and hotel stay for attending its meetings or for any other function performed by them as such members

37. POWERS OF THE COMMITTEE

37.1 Powers of Management

- (a) The Committee shall be the Managing Body of the Company and, in addition to the powers and authorities conferred by statute or by these articles, may exercise all such powers and do all such acts and things as shall by statute or by these articles be directed or authorized to be done by the Company in a general meeting

- (b) Such acts of the Committee as are not regulated by statute or by these articles shall be subject to such regulations or directions as may from time to time be decided upon or given at any annual or extra ordinary general meeting of the Company

Provided that no such regulation or direction shall invalidate any prior act of the Committee which would have been valid if the regulation or direction had not been made or given.

38. RESOLUTION BY CIRCULATION

38.1 Circulation

- (a) Any business which may be necessary for the Committee to transact may, if the Chairman so directs, be carried out by circulation of papers among all its members; and any resolution so circulated and approved by the majority of such members shall be as effectual and binding, as if the resolution had been passed at meeting of the Committee, provided that at-least the number of members who constitute the quorum of the Committee have recorded their views on the resolution
- (b) When any business is so referred by circulation to the members of the Committee, a period of not less than seven clear days shall be allowed for the receipt of replies from such members, such period being reckoned from the date on which the notice of the business is issued
- (c) If a resolution is circulated, the results of the circulation, shall be communicated to all members of the Committee present in India and shall be recorded in the minutes of the next meeting of the Committee

39. EXECUTIVE DIRECTOR, SECRETARY, OFFICERS AND OTHER EMPLOYEES

39.1 Executive Director

- (a) There shall be an Executive Director of the Company, who shall be under the control and direction of the Committee and shall be in overall charge of the administration of the Company; and shall supervise the work of all officers of the Company. The Executive Director shall be an ex officio member of the Committee
- (b) If necessary, the Company may have a Secretary, who shall however work under the administrative control of the Executive Director

39.2 Secretary, if appointed

- (a) The Secretary shall have charge of all correspondence and shall keep an account of the funds of the Company and of funds connected with, ordinary way controlled by the Company
- (b) He shall keep accurate minutes of all the meetings of the Company and of the committees
- (c) He shall take proper care of all assets belonging to the Company
- (d) He shall give notice to members, of all meetings of the Company or the Committee
- (e) He shall duly notify members of their appointment, shall countersign all cheques signed by the Chairman or by any member or members of the Committee duly authorized in this behalf and shall collect all moneys due to the Company
- (f) He shall prepare an Annual Report of the Company
- (g) He shall generally perform all such functions as are incidental to his office or as may be assigned to him by the Committee or Executive Director from time to time

39.3 Officers

The officers of the Company, including the Secretary (if appointed), shall devote themselves entirely to such business and affairs of the Company as may be assigned to them by the competent authority.

39.4 Employees (rules regarding)

- (1) The Committee may, in respect of all employees of the Company, make rules to regulate the following matters namely:
 - (a) Conditions of service
 - (b) Appointment, promotion and dismissal
 - (c) Grant of pay, leave, allowances, pensions, gratuities and compassionate allowances;

Provided that the grant of leave and allowances to Government servants whose services have been lent or transferred to the Company shall be decided with the

previous approval of the Government officer competent to sanction his transfer to the Company.

- (d) Payment of travelling allowances; and
- (e) The establishment and maintenance of a Provident Fund and other funds for the welfare of the employee

39.5 Internal Resources

At-least 50 percent of the internal resources of the Company excepting those derived from Government grants shall be utilized for development activities like market studies, dissemination of trade information, buyer-seller meets, exhibitions, technical training, other promotional activities, etc.

40. GENERAL MEETINGS

40.1 General Meetings of the Company

- (a) A general meeting of the Company shall be held within eighteen months of the incorporation of the Company and thereafter once at least in every calendar year on such date, (not being more than fifteen months after the preceding general meeting) and at such places, as the Committee may consider convenient for the dispatch of business
- (b) At the general meeting, a report of the activities of the Committee for the year under review and the yearly audited accounts including a statement of income and expenditure and a Balance Sheet made up to a date not earlier than the date of the meeting by more than six months shall be submitted
- (c) Such meeting shall be called annual general meeting; and all other general meetings of the Company shall be called Extra Ordinary General Meetings

40.2 Business for the Annual General Meetings

The ordinary business to be transacted at an annual general meeting of the Company shall be:

- (a) receive and consider the accounts and the reports of the committee and the auditors;
- (b) to place on record the names of the Committee members;
- (c) to appoint and fix the remuneration of the auditors.

40.3 Requisition for Meeting

If one-tenth of all the members having voting rights on the date of requisition, by requisition in writing setting forth the reasons therefore and signed by them and addressed to the Committee, request the Committee to call a meeting of the Company, the Committee shall, within 21 days of the receipt by it of the requisition, cause to be sent out a notice, calling a meeting of the Company, for such date and time as may be determined by the Committee.

40.4 No right to Remuneration

Members of the Company shall not be entitled to any remuneration for attending its meeting or for performance of any other functions as such members.

41. NOTICES OF MEETINGS

41.1 Notice how given

- (a) In regard to every annual general meeting, of the Company not less than fourteen days' notice to the members, specifying the place, date and hour of meeting (with a statement of the business to be transacted thereat) shall be given
- (b) A notice may be given to any member either personally or by sending it by post or by fax or by a courier approved by the Committee to such member's registered address or (if a member has no registered address in India) to the address, if any, within India furnished by the member for giving of notices
- (c) Where a notice is sent by post, the service shall be deemed to have been effected at the expiry of such period as specified in the relevant provisions of the Act

41.2 Service of Notice

- (a) Any notice required to be given by the Company to the members or any of them, and not expressly provided for by these articles shall be sufficiently given, if given by advertisement and any notice which is required to be, or which may be, given by advertisement shall be advertised once at least in one or more newspaper circulating in the neighbourhood of the registered office of the Company

- (b) The non-receipt by any member of any notice of meeting required by these articles to be given to the member shall not invalidate any proceedings of any meeting or any resolution passed at any meeting

42. PROCEEDINGS AT MEETINGS OF THE COMPANY

42.1 Business and Quorum

No business shall be transacted at any meeting of the Company, unless the quorum laid down in article 19(b) is present at the commencement of the business; and if no such quorum is present within half an hour of the meeting, then the provisions of article 21 shall apply.

42.2 Conduct of Meeting: who to preside

The provisions of article 21(iv) shall apply regarding presiding at meetings of the Company.

42.3 Voting

At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or such members as under the applicable provisions of the Act, and unless a poll is so demanded, a declaration by the Chairman that the resolution has, on a show of hands, been carried unanimously, or by a particular majority, or lost, shall be conclusive; and an entry, to that effect, in the book of the proceedings of the meetings of the Company and signed by the Chairman shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour, or against, that resolution.

42.4 Adjournment

The Chairman of a meeting of the Company may, with the consent of the meeting, adjourn the same, from time to time, but no business shall be transacted at any such adjourned meeting; other than the business left unfinished at the meeting from which the adjournment took place.

42.5 Voting Confined to Ordinary Members

No member other than an Ordinary Member of the Company shall vote at its meetings.

43. VOTES OF MEMBERS

43.1 Voting

At any meeting of the Company, every Ordinary Member present shall be entitled to one vote and in the event of an equality of votes, the Chairman shall have a casting vote, in addition to his own. No member shall nominate any other person to vote on his behalf, except as otherwise provided in these articles.

MINUTES BOOK

The Company shall keep regular books in which the minutes of its own proceedings as well as minutes of the other Meetings shall be regularly recorded. All minutes of meetings shall be confirmed in the subsequent meeting and such meeting shall be signed by the Chairman of such meeting. This is applicable as per the Act.

44. BOOKS AND DOCUMENTS

44.1 Books of Accounts

The Committee shall cause to be kept proper books of accounts with respect to:

- (a) all sums of money received and spent by the Company and the matters in respect of which the receipt and expenditure took place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company

44.2 Books where kept

The books of accounts referred to in article 44.1 shall be kept at the Registered office of the Company or at such other places as the Committee thinks fit, and shall be open for inspection by the members of the Committee during office hours.

44.3 Time and Place

The Committee shall from time to time, by rules determine whether and to what extent and at what time and place and under what conditions, the accounts and books of the Company or any of them shall be open for the inspection of the members (not being members of the Committee) and no member (not being

member of the Committee) shall have any right to inspect any account or book or document of the Company, except as provided by law or authorized by the Committee or by a resolution of the Company in a general meeting.

Provided that, the accounts and books of the Company shall be open for inspection by an officer duly authorized in his behalf by the Central Government for ascertaining or verifying the income and expenditure of the Company or for such other purposes as may, by agreement between the Company and the Central Government, be specified in this regard.

44.4 Balance Sheet and Report

An email copy of the audited Income and Expenditure Account and Balance Sheet of the Company, together with report of the Auditor and of the Committee, shall, at least fourteen days previous to the annual general meeting of the Company, be sent to the registered email address of every member and to such other persons entitled to receive the same in accordance with the provisions of the Act and Rules framed thereunder and a copy shall also be kept at the registered office of the Company for the inspection of members during a period of at least fourteen days before the meeting.

44.5 Copies

After the Balance Sheet and Income and Expenditure Account have been laid before the members in the annual general meeting, three copies of the Balance Sheet signed by the Executive Director or Secretary, shall be filed with the Registrar of Companies as required under the Act.

45. AUDITORS

45.1 Auditors

- (a) Auditors shall be appointed at the annual general meeting of the Company each year
- (b) The rights and duties of the auditors shall be regulated in accordance with the provisions of the act
- (c) Any casual vacancy in the office of the Auditor may be filled in accordance with the provisions of the Act

46. BUDGET ESTIMATES

46.1 Budget

- (a) The Committee shall each year prepare a Budget for the ensuing year and shall submit it to the Company on or before such date as may be determined by the committee
- (b) No expenditure shall be incurred until the Budget is sanctioned by the Committee
- (c) The budget shall be in such form as the Committee may direct from time to time
- (d) Supplementary estimates of expenditure shall be submitted for the sanction of the Committee in such form and on such date as may be specified by the Committee

47 EXPENDITURE

47.1 Expenditure

- a) Subject to the provisions of these articles and the rules framed there under, the Committee may incur such expenditure as it may think fit and write off any sums and may delegate to the Chairman or Executive Director or other Officer(s) of the Company, such financial powers as it may consider expedient
- b) The Committee may, subject to control of the Company and the Company may, subject to the provisions of these articles, incur expenditure outside India, subject to the provisions of any law for the time being in force
- c) Subject to the provisions of any law for the time being in force and subject to the provisions of these articles, to expenditure outside of India may be incurred by the Company and subject to its control by the Committee

48. CUSTODY AND DISBURSEMENT OF FUNDS

48.1 Custody Rules

- (a) The Committee shall make rules for the custody and disbursement of funds of the Company

- (b) The account of the Company shall be opened in a Scheduled Bank; and all moneys at the disposal of the Company, with the exception of petty cash and imprest, shall be paid into such account

49. INVESTMENT OF FUNDS

49.1 Investment

The funds of the Company, which are not required for current expenditure may be placed in fixed deposit with any scheduled bank or may be invested in any security in which trust property may lawfully, be invested under section 20 of the Indian Trusts Act, 1882, subject to such instructions as may be issued from time to time by the Government of India, in the Department of Public Enterprises, with reference to investments.

50. HEAD OFFICE

50.1 Head Office of the Company

The Company shall develop a new office in Delhi, to be called as its Head Office. The affairs of the management and administration of the company may remain at its registered office situated in Mumbai.

51. BRANCH OFFICE

51.1. Branch Office of the Company

Notwithstanding any provision contained herein, the Company, shall subject to the provision of the memorandum, be at liberty to open Branch Office, whether at any place or places in India for carrying on business or activity of the Company and to appoint any officer or officers to be in-charge of a Branch Office. The Committee of Administration shall be at liberty to open bank accounts as felt necessary in the name of the Company in respect of such Branch Office/s and to operate upon the same and to sign cheques and to do all other acts necessary for the purpose of such account.

52. ACTION PLANS

52.1 Duty of Company

- (1) The Company shall, from time to time, prepare a strategy on the following;
 - (a) To build process and make provisions to make industry complaint in matters of Government regulations
 - (b) plan of action for activities for growth of Eligible Business

- (c) creating consumer awareness
 - (d) up gradation of skill, imparting training on designing technical up gradation
 - (e) organizing events like B2B AND B2C shows across the country to promote handmade gold jewellery and play a larger part in nation's development.
 - (f) prepare and compile trade statistics
 - (g) providing information to members with regard to various application rules and regulations applicable to the Eligible Business
 - (h) to be a catalyst to protect and promote the growth of the Eligible Business
 - (i) develop skillset of artisans / karigars and provide technical, financial and assistance to the goldsmiths.
 - (j) to provide platform to enhance designing skills
 - (k) to conduct activities and promotions to encourage sales to foreign tourists
 - (l) to set code of conduct to be adhered by the members and associates
 - (m) To preserve and archive the history, process and speciality of Gems & Jewellery Industry in a constructive manner.
- (2) Such plans shall be prepared for every financial year or for such longer or shorter period as may be considered desirable in the circumstances by the Company
- (3) The Company shall make all possible efforts to secure prompt execution of such plans

53. SECRECY

Subject to the provisions of the Act, no Member, employee or associates shall be entitled to require any information respecting any details of Company's business or any manner which is or may be in the nature of trade secret, or secret information which may relate to the conduct of business of the Company and which in the opinion of the Committee of Administration Members, it will be expedient in the interests of the Members of the Company to communicate to the public, nor any Member will be entitled to know the details of the trade documents submitted to the Company by another Member.

54. CODE OF CONDUCT & COMMUNICATION PROTOCOL

The Code of Conduct and Communication Protocol and other related rules and regulations which are framed and approved by the Executive Committee shall be binding on the Office Bearers, Members and Employees. The adherence of the same shall be monitored by the Executive Director and/or Secretary General and

based on the recommendation the Executive Committee shall undertake appropriate actions on those members who shall be contravening the code of conduct constantly.

55. POWERS OF THE CENTRAL GOVERNMENT

55.1 Powers to give directions

- (1) The Central Government shall have power to give directions to the Company as to the performance of the functions, where the Government considers such directions to be necessary:
 - a) In the interest of national security, or
 - b) In the interest of the national economy, or
 - c) Otherwise in the public interest.
- (2) The Central Government shall also have powers to call for such reports, returns and other information with respect to property and affairs of the Company, the conduct of its business and other matters connected with the performance of its functions, as the Central Government may consider necessary.
- (3) The company shall be bound to comply with all directions issued by the Central Government under sub – article (1) or (2) of this article.

56. JURISDICTION

The legal jurisdiction for all matters between the Members and the Company shall be restricted to the Courts of the City where the registered office of the Company is situated.

We the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company nor for profit, in pursuance of this Articles of Association.

Signatures, Names, Address Descriptions and Occupations, of Subscribers	Signatures, Names, Address Descriptions and Occupations, of Witness
<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, Kempes 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>	

<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>(6) Sd/- Mr. Ashok P. Minawala S/o. Mr. Pravin Chandra Minawala 55, Ganga Vihar, Marine Drive, Mumbai-20 Occupation: Business</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>	<p>Sd/-</p> <p>Mr. Kantilal Balchand Parekh S/o. Balchand Parekh 606, Om Chambers, Kemps Corner, Mumbai-400 036 Chartered Accountant</p>
---	--

MUMBAI. DATED: 4TH JULY, 2005