

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
PC JEWELLER LIMITED

- I. The Name of the Company is **PC JEWELLER LIMITED**
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- III. The objects for which the Company is established are :-
 - (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-**
 1. To carry on the business of Mfg., trading, import, export of all kinds of gold, silver, platinum, diamond Jewellery & ornament.
 2. To cut, saw, clean, polish, sort drill, string and set up lapidary of diamonds, precious and semi-precious stones and to buy, sell, import, export and otherwise deal in rough and polished diamonds, both industrial and gem quality and other precious and semi-precious gems, pearls and stones.
 3. To carry on the business of testing, evaluation, appraisal and certification of gemstones, jewellery, minerals, curios, antiques and other works of art and to work as certified valuers.
 4. To carry on the business of Manufacturing, trading, import and export of gold & silver jewellery, gold, silver, precious & semi-precious stones & metals.
 5. To carry on the business of gold, diamond, silver, precious and semi-precious stones. To trade & deal in diamond, silver, precious and semi-precious imitation jewellery of all kinds.
 6. To trade & deal in, manage, purchase or otherwise acquire and sell, dispose of import, export, exchange, hold and deal in diamond, precious stone, gold and silver chains, bullion and jewellery, pearls, coins, cups, medals, shields, curious articles of virtue, art and antiques and to deal, trade and establish showroom, shop for trading of goods for the above business.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary convenient for the main business of the Company.
2. To enter into partnership or any arrangement for sharing profits, union of interest joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business of the Company.
3. To import, buy, exchange, alter, improve, manipulate in all kinds of plant machinery, apparatus, tools and things, necessary for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the Company, in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend factories, any plants, warehouses, workshop, sheds, dwellings, offices, shops, stores, buildings, telephones, electric and gas works and all kinds of works, machinery, apparatus, labour lines, and houses warehouses and such other works and conveniences necessary for carrying on the main business of the Company.
6. To acquire and takeover the whole or any part of the business, goodwill, trade marks, properties and liabilities of any person or persons, firms, companies or undertake other existing or new, engaged in or carrying on or proposing to carry on the main business which the Company is authorised to carry on and possessed of any property or rights suitable for the main business of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares.
7. To undertake or promote scientific research relating to any business or class of business in which the Company is engaged in.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporation and such other organisations for technical, financial or any other assistance for carrying on all or any of the main objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the main objects of the Company.
9. Subject to Section 391 to 394 and 394A of the Companies Act, 1956 to amalgamate with any other such company or companies having all or any objects similar to the objects of this company in any manner whether with or without process of liquidation of that Company.
10. Subject to the companies Act, for the time being in force, to undertake or take part in the formation, supervision or control of the main business or operations of any person firm, body corporate, association, undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise acquire prolong and renew any patents, patent-rights, brevets de-invention, processes, scientific technical or such other assistance of all types, manufacturing, process know-how and such other, information, designs, patterns, copyrights, trade marks, licences, concessions and rights or

benefits, conferring an exclusive or non-exclusive or limited or right or use thereof, which may seem capable if being used for or in connection with the main objects of the company or the acquisition of which may seem directly for indirectly to benefit the Company on payment of any fee, royalty or such other consideration of all type and to use, exercise or develop the same or grant licences in respect thereof and to spend money in experimenting, upon, testing or improving any such patents, inventions, rights or concessions.

12. To apply for and obtain any orders, charter, privilege concession, licence or authorisation or any Government, State or such other Authority for enabling the company to carry on its main objects into effect or for extending any of the powers, of the company or for effecting any modification of the constitution of the company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the interest of the company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the company or any of them and to obtain from any such Government, Authority, person or any company rights, charters, contracts, licences and concessions which the company may obtain and to carry out, exercise and comply therewith.
14. To procure the company to be registered or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country the main business of the company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of landing, warrants, debentures and such other negotiable or transferable instruments or securities of all types and to open Bank Accounts and to operate the same in the ordinary course of business.
16. To advance money, either with or without security to such persons and upon such terms and conditions as the company, may deem fit and also to invest and deal with the moneys of the company, not immediately required, in or upon such investments and in such manner as may, be determined, not being investment in company's own shares provided that the company shall not carry on the main business of banking as defined in the Banking Regulations Act, 1949.
17. Subject to Sections 292, 293, 295, 372A & 58A of the Companies Act, 1956, and the Regulations made there under and the directions issued by Reserve Bank of India to receive money on deposits or loans and to borrow or raise money in such manner and at such time or times as the company may determine and in particular by the issue of debentures, debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets of revenues and profits of the company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other such person or company of any obligation under taken by the company of such other person or company and to give the lenders the power to sell and such other powers as may seem expedient and to purchase redeem or pay off any such securities.
18. To undertake and execute any trusts, the undertaking of which may seem to the company beneficial either gratuitously or otherwise in connection with the main business of the company.
19. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the company.

20. To mortgage, exchange, grant licence and other rights, improve, manage, develop or dispose of undertaking, investments, assets and effects of the company or any part thereof for such consideration as may be conducive to the main business of the company and in particular for any shares, stocks, debentures or such other securities of any other company having main objects all together or in part similar to those of the company.
21. To distribute as bonus shares among the members or to place to reserve or otherwise to apply, as the company may, from time to time, deem fit, in any monies received by way of premium on debentures, issued at a premium by the company and any money received in respect of forfeited shares, and monies arising from the sale by the company of forfeited shares, subject to the provisions of Section 78 of the Companies Act, 1956.
22. To employ agents or experts to investigate and examine into the conditions prospects, value, character and circumstances of main business concerns and undertakings and generally of any assets, properties or rights which the company purposes to acquire.
23. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the company or for any other such purpose conducive to the main objects of the company.
24. Subject to the provisions of Section 292, 293 and 293A, 293B of the Companies Act, 1956 to subscribe, contribute, gift or donate any monies, rights or assets for any national educational, religious, charitable, scientific, public general or useful objects or to make gifts or donations of monies or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual, body of individuals or bodies corporate.
25. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuities funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonus or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is a subsidiary of the company is allied or associated with the company or with any such subsidiary company who are or were at any time Directors or officers of the company or any other such company and the wives, widows, families and dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations clubs or funds of or in advance the interests and well being of other Company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons and to do any other matters either alone or in conjunction with any other company.
26. To establish for any of the objects of the company branches or to establish any firm or firms at places in or outside India as the company may determine.
27. To pay for any property or rights acquired by or for any services rendered to the company and in particular to remunerate any person, firm or company introducing, business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and on such terms as the company may determine. Subject to the provisions of Section 314 of the Companies Act.
28. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, damages and expenses of and incidental to the acquisition by the company of the property or assets.

29. To send out to foreign countries and any where in India its directors, employees or any other such person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections or for promoting the main business of the company and to pay all expenses incurred in connections therewith.
30. To compensate for loss of office of any Managing Director or Directors or such other officers of the company within the limitations prescribed under the Companies Act, 1956 or such other statutes or rules having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged in.
31. To agree to refer to arbitration any disputes present or future between the company and any such other company, firm, individuals or any other such body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
32. To appoint agents, sub-agents, dealers, managers, canvassers, sale representatives or salesmen for transacting the main business of this company and to constitute, agencies of the company in India or in any other country and to establish units and agencies in different parts of the world.

(C) THE OTHER OBJECTS ARE :-

1. To carry on the business as traders, importers and exporters of and dealers in aluminium utensils, steel utensils and all other such types of utensils and kitchen requisites of all types.
2. To act as business consultants, give advice, to engage in dissemination of information in all aspects of business organisation and industry and to advise upon the means and methods for extending and developing systems or processes relating to production, storage, distribution, marketing and securing of orders for sale of goods in India and abroad and/or relating to the rendering of services.
3. To carry on the business of running motor lorries, motor taxies, mini buses and conveyances of all kinds and to transport passengers and goods and to do the business of common carriers.
4. To carry on the business of wholesale or retail, or otherwise as interior decorators, and furnishers, upholsterers, and dealers in all hirers, repairers, cleaners, storers and warehouses of furniture, carpets, linoleums, furnishing fabrics and such other floor coverings of all types household utensils, china and glass goods, fittings, curtain and such other household requisites of all types.
5. To carry on business as brewers, distillers, bottlers, canners, preservers coopers dehydrators, malsters and merchants of and dealers in fruits, herbs, vegetables, plants and liquors of every description such as Indian made foreign liquors, country liquors and by products therefrom, whether intoxicating or not, tonics, vitamin, beverages, flavoured drinks, nector, punch, aerated waters and drinks whether soft or otherwise.
6. To carry on the business of tabacconists in all its branches and to sell, make-up and manufacture tobacco, cigars, cigarettes and snuff.
7. To act as cargo agents, ship brokers, charter party contractors ship agents, packing, forwarding and clearing agents, salvors, wreck removers, wreck raisers, autioneers, inspectors and observers of quality control, customhouse agent, commission agents and general sales agents for any of the air liners, steam-ship companies, railways and transport companies or any such person.

8. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat and agricultural products, milk, dairy products and such other perishable items of all types.
9. To carry on the business of production, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios and cinematographic shows and exhibitions.
10. To trade, deal in and undertake manufacturing of bricks, tiles, pipes, cement, lime, and building construction requisites and to carry on the business of builders, contractors, architects, decorators and furnishers and to acquire, hold, mortgage, lease, take on lease, exchange or otherwise deal in land buildings, houses, flats, bungalows, shops, hereditaments of any tenure or freehold for residential or business purposes.
11. To cultivate, grow, produce or deal in any agricultural, vegetables or fruit products and to carry on the business of farmers, dairyman, milk contractors, dairy farmers, rice and flour milling, purveyors and vendors of milk and milk products condensed milk and powdered milk, cream, chees, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds.
12. To cultivate tea, coffee, rubber and any other such similar produce of all types and to carry on the business of planters in all its branches, to carry on and do the business of cultivators, winners and buyers of every kind of vegetable mineral or such other produce of the soil, dispose of and deal in any such produce either in its prepared, manufactured or raw state and either by wholesale or retail.
13. To carry on the business as manufacturers of or dealers in pulp and paper of all kind and articles made from paper and pulp, card boards, straw board and wall ceiling papers and packaging cartons and news papers and newsprints.
14. To carry on the business of purchase and sale of petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repair and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils and greases.
15. To carry on the business as iron-founders, makers of scientific, industrial and surgical instruments, mechanical engineers and manufacturers of agriculture implements and such other machinery related thereto, steel castings and forgings and malleable iron and steel castings, tool makers, brass founders, metal workers, boiler-makers, mill wrights, machinists, iron and steel convertors and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements and rolling stock.
16. To carry on business as hoteliers, moteliers, restaurant owners, sweet, meat merchants, refreshment room proprietors, refreshment contractors and own and run garages, shops, stores, godowns, bars, refreshment rooms, cafeterias, discotheques, restaurants and places for sale, custody, bailment, deposit or protection of the valuable goods and commodities.
17. To carry on the business of manufacturing and dealing in, assembling, buying, selling, reselling, exchanging, altering, repairing, importing, exporting, hiring, letting on hire, distributing or dealing in motor cars, motor cycles, scooters, motor buses, motor lorries, motor vans, trucks, locomotive engine, trains and all other such road and rail conveyance of all types, ships, boats, barges, launches, steamers and conveyance of every description and kind for transport conveyance of passengers, merchandise of goods of every description, whether propelled or moved or assisted by means of petrol, spirit, electricity, steam oil vapour, gas, petroleum mechanical, animal or any other such motive power of all types.

18. To carry on the business of manufacturing, dyeing, colouring, spinning, weaving, buying, selling, importing, exporting or otherwise dealing in all fabrics and such other fibrous substances and preparations and manufacturers of and dealers in cotton, silk, woollen, linen, hemp, jute, rayon, nylon, artificial silk and such other yarn and all kinds of woven, synthetic and synthetic blended textiles manufactured from such yarn.
19. To carry on the business as manufacturers of and dealers in industrial machinery bearings, speed reduction units, pumps, machine tools, agricultural machinery and earth-moving machinery such as road rollers bull-dozers, dumpers scrappers, loaders, shovels and drag lines and light engineering goods such as cycles and sewing machines.
20. To carry on the business as manufacturers, importers, exporters of or dealers in ferrous or non-ferrous metal goods, iron and steel, aluminium, brass, tin, nickel, special steels and their products.
21. To carry on business as manufacturers, stockists, importers and exporters of and dealers in engineering drawing sets, builders-requisites, steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instruments, apparatus and such other allied machinery, plant, equipment and appliances thereof.
22. To carry on the business as manufacturers, stockists, importers and exporters of and dealers in bolts, nuts, nails, hooks and such other hardware items of all types.
23. To carry on business as manufacturers, stockists, importers and exporters of and dealers in forgings, castings, stampings of all metals, machinery parts, moulds, press tools, jigs, fixtures and compression moulding steel products and automobiles parts.
24. To carry on business as manufacturers, stockists, importers, exporters and repairers of and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch-boards, cookers, engines presses and all types of insulating materials.
25. To carry on the business as manufacturers, stockists, importers and exporters and or dealers in wearable and unwearable fabrics, high density polyethylene and polypropylene, woven sacks and tarpaulines.
26. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of packing materials, jointing and belting materials, asbestos materials and fibres, insulation materials and welding fluxes, cartons, containers, boxes and cases made of paper, boards, wood, glass, plastic, pulp, cellulose films, polyethylene rubber metals, metal foils, gelatine, tin, flexible, treated and laminated or such other materials related thereto.
27. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of bottles, jars, fibrite boxes, corrugated containers, aluminium foils of all types, wooden drums, packing cases, rods, wires, ropes, strips, conductors, equipment required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps, furnaces, batteries and accumulators.
28. To sell, breed, import, export, improve, prepare, deal and trade in cattle, bird, poultry game, live and dead-stock of every description, eggs, pork-pies, sausages pickles, spices, sauces, jams, jelly, custard, prawn, potted meats, macaroni, spaghetti, table delicacies, bread, biscuits, wine biscuits and such other formentitious goods and products, cocoa, confectionery, cakes and buns.

29. To carry on the trades and the business of meal manufacturers, dealers in consumable stores and provisions of all kinds, food stuffs, grains, flour, seeds, fodder, cane, oils, corn, wheat, wheat products, stores, vegetable oils, ghee and vanaspati, products.
30. To carry on the business as manufacturers of and dealers in and importers and exporters of leather and raw hides and skins.
31. To carry on the business as manufacturers of and dealers in or as stockists, importers and exporters of plastic, synthetic resins, polymer products and chemicals required for the manufacture, processing and fabrication of plastics and similar, other such products, tubes, pipes, sheets, films, whether moulded, extruded casted, formed or foamed.
32. To purchase, hold and acquire mines, mining leases, mining rights, mining claims and mulifarious land to explore, work, exercise, develop and turn to account all sorts of major and minor minerals, working of deposits of all kinds of minerals, and subsoil materials and to crush, win, set, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for the market, metals and mineral substances of all kinds.
33. To produce, manufacture, trade, deal in and dispose of alkalies, dyes, acids, gases, compounds, fertilizers, chemical products of every nature and description, intermediates, derivatives, all types of floatation reagents, wetting agents, insecticides, fumigates, dyestuffs, catalytic agents, direct colours, basic colours, pigments, drugs, biologicals, pharmaceuticals, serums, vitamin products, harmones and products derived from phosphate mines, limestone, quarries, bauxite mines petroleum, natural gas and such other natural deposits useful or suitable in the manufacture of chemicals and chemical products and to undertake the business of spraying of pesticides.
34. To manufacture, generate, produce, sell, dispose to and deal in industrial gases, domestic gases for heating and lighting, gas, steam, heat light or any other such motive power obtained by incinerating, burning forest refuse, wood and plants.
35. To manufacture, buy, sell, lease, import, export, alter, improve, manipulate, prepare for market, exchange, install, repair, service, let on hire and deal in all kinds of, surgicals, X-ray units, X-ray equipments, telecommunication machines, business machines intercoms, teleprinters, dictating and recording machines, broad-casting apparatuses, loudspeakers, radios, auto-radios, reverberators, tape-player, cassette tapes, headphones, stereo complex speakers, radio control equipments, cameras, binoculars microscopes, projectors, telescopes television sets, refrigerators, airconditioners, coolers, radars, computers and their spare parts.
36. To procure or develop and supply technical know-how for the manufacture or processing the installation or erection of machinery or plant in the working of mines, oil wells or such other sources of mineral deposits or in search for on discovery of testing of mineral deposits or in carrying out any operations relating to agriculture animal husbandry, dairy or paulty farming forestry or fishery or rendering services in connection with the provision of such technical know-how.
37. To deal in foreign exchange, subject to approval of appropriate authorities.
38. To organise and carry on the business of advertisers, advertising agents, and consultants and to organise propaganda and advertising compaigns by means of press advertisement, pamphlets, handbills, circulars, advertisement reels, posters, cinema slides or by any other such means or through the means of radio television or any other such media of all types.

39. To undertake and execute, in India or in any part of the world, turn-key projects for electrical installations, air-conditioning, refrigeration, heating, cooling, ventilations, humidification, sanitary, thermal and acoustic insulation work.
 40. To carry on the business as manufacturers, traders, importers and exporters of and dealers in all kinds of carpets and floor coverings, whether made of woollen, cotton, synthetic or such other fibres of fibrous materials of all types.
 41. To carry on the business as traders, importers and exporters to and dealers in cotton, and jute, whether raw, semi-processed or processed and all kinds of cotton and jute goods.
 42. To carry on the business as shares and stocks broker and to buy, sell and deal in all kinds of share, stocks, securities, bonds, debenture, units and such other instruments of all types.
 43. To carry on the business of public transporters and to ply all types of commercial vehicles such as Trucks, Tempos and pick up vans for carrying goods or passengers anywhere in India.
 44. To carry on the business as importers, exporters, agents, distributors, stockists, contractors, suppliers, dealers of any kind and to act as manufacturers, representatives, agents, brokers, commission agents and merchant of commodities, articles products and merchants of any kind or nature.
 45. To carry on the business of importers, exporters, dealers, traders, manufacturers of trailers, earthmoving equipments, canal equipments, fuel injection equipments and Machine tools and such other allied products thereof.
 46. Subject to the approval of RBI under RBI Act, 1934 as amended by RBI (Amendment) Act, 1997, to purchase or otherwise acquire, maintain, sell, lease, finance and give on hire purchase or instalments all kinds of plants, machinery, vehicles (motorised or otherwise) marine engines and vessels, hotel equipments, medical equipments, air conditioners, air conditioning plants, cooling equipments, computer, construction machinery, furniture and fixtures, electronics equipments, household equipments and other appliance, musical instruments, immovable or movable property and any other equipments or assets that the company may think fit.
 47. To carry on the business of and render & provide services as commission agents, selling & purchasing agents, brokers, manufacturers, representatives or agents, stockists, distributors and agents to any person, firm or company.
- IV. The liability of the Members is Limited.
- V. The authorised share capital of the Company is Rs.760,00,00,000/- (Rupees Seven Hundred Sixty Crore Only) divided into 50,00,00,000 (Fifty Crore) equity shares of Rs.10/- (Rupees Ten Only) each and 26,00,00,000 (Twenty Six Crore) preference shares of Rs.10/- (Rupees Ten Only) each.

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 and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names :-

Names, addresses, occupation and description of subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness with address description and occupation
1. Bal Ram Garg S/o Sh. Bal Kishan Das R/o BD-23, Vishakha Enclave, Pitampura, Delhi (Business)	2500 (Two Thousand Five Hundred Equity Shares)	Sd/-	I witness the signature of all the subscribers Sd/- (SHARAD JAIN) FCA M. No. 83837 S/o Sh. R.C. Jain R/o D-26, Preet Vihar, Delhi
2. Padam Chand S/o Sh. Bal Kishan Das R/o BD-23, Vishakha Enclave, Pitampura, Delhi (Business)	5000 (Five Thousand Equity Shares)	Sd/-	
3. Pawan Gupta S/o Sh. Munna Lal Gupta R/o A-13, CC Colony Delhi-110007 (Business)	2500 (Two Thousand Five Hundred Equity Shares)	Sd/-	
TOTAL	10,000 (Ten Thousand Equity Shares)		

New Delhi

Dated this 6th

day of

April

2005