

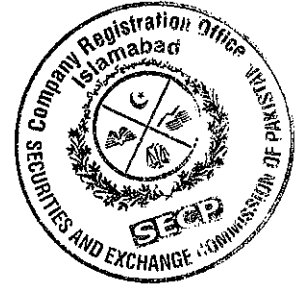
A Company set up Under Section 42 of the Companies Act, 2017
Having Share Capital

--0--

MEMORANDUM OF ASSOCIATION

Of

PAKISTAN STONE DEVELOPMENT COMPANY



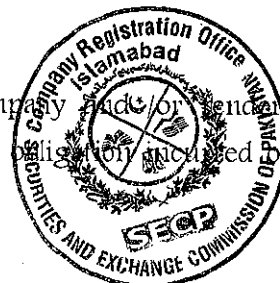
- I. The name of the Company is "PAKISTAN STONE DEVELOPMENT COMPANY"
- II. The registered office of the company shall be situated in the Islamabad capital territory.
- III. The objects for which the Company is established are as follows:-
 1. To promote, develop and up-grade dimensional stone sector of Pakistan and to strengthen and support the technical capabilities of dimensional stone mining so as to enhance competitiveness of the sector as a whole.
 2. To facilitate, support and demonstrate mining exploration, prospecting and exploitation practices for achieving high value extraction of dimensional stone square blocks.
 3. To work for human resource development and capacity building in the dimensional stone sector with the help of academia, vocational center(s) and other institution(s) working in public and private sector and to establish model quarries and mining training institutes for the purposes of introducing state of the art technology within the dimensional stone sector and impart latest training and skills development techniques to entrepreneurs, workers and professionals in the sector, but not to act as degree awarding institute.
 4. To promote mining on modern lines within the dimensional stone sector by introducing complete range of mining and handling machinery and equipment within the country and also to facilitate miners in the procurement of latest mining equipments.
 5. To create awareness in the sector about the scientific modern mining techniques unto geologists, mining engineers, supervisors, mine owners and surveyors through publications, holding workshops, seminars and training courses.
 6. To conduct reconnaissance, geological mapping, geomorphological, sedimentological and stratigraphical studies, geophysical and geochemical surveys, collection of rock and minerals samples, petrological and mineralogical studies and allied research delineation of potential mineral

bearing areas, estimation of extent and Quality of deposits without indulging in the business of mineral exploration.

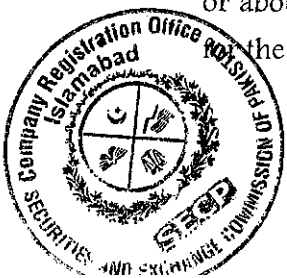
7. To carry out feasibility studies for determining the technical and economic viability of marble and granite warehouses, work out details of cost in addition to the development of infrastructure, transportation and marketing amongst the Marble and Granite blocks and products.
8. To prepare development schemes for processors of marbles and granite, specify processing cluster, prepare layout, and determine feasibility of sites for industrial estates including cost of infrastructure and other capital costs.
9. To establish laboratories and other institutes to experiment and test any chemicals, products, inventions, discoveries, processes or other methods in the dimensional stones and mining and to expend money on the same and also to establish and arrange for pilot plans and common facility centers for dimensional stones in the country without indulging in the business of marbles, granite and other dimensional stones.

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

1. To appeal, solicit or accept contributions, donations, grants and gifts, in cash or in kind or in the form of property from lawful sources and to apply the same or income thereof for the objects of the Company.
2. To open and operate bank accounts in the name of the Company and to draw, make, accept, endorse, execute and issue promissory notes, bills, cheques and other instruments.
3. To acquire, alter, improve, charge, take on lease, exchange, hire, sell, let or otherwise dispose of any movable or immovable property and any rights and privileges whatsoever for any of the objects or purposes specified herein above. Provided that the Company shall not undertake the business of real estate or housing schemes.
4. To borrow or raise money, with or without security, required for the purposes of the Company upon such terms and in such manner as may be determined by the Company for the promotion of its objects.
5. To pledge, lien or mortgage the assets of the Company and to provide any guarantee for the performance of any contract made, discharge of any liability or incurred or repayment of any money's borrowed by the Company.



6. To purchase, sell, exchange, take on lease, hire or otherwise acquire lands, construct, maintain or alter any building and any other moveable or immovable properties or any right or privileges necessary or convenient for the use and purposes of the Company.
7. To nominate delegates and advisors to represent the Company at conference, government bodies and other gatherings.
8. To co-operate with other charitable trusts, societies, associations, institutions or companies formed for all or any of these objects and statutory authorities operating for similar purposes and to exchange information and advice with them.
9. To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
10. To invest the surplus moneys of the Company not immediately required in such a manner as may from time to time be determined by the Company.
11. To create, establish, administer and manage funds including endowment fund conducive for the promotion of the objects of the Company.
12. To enter into agreements, contracts and arrangements with the ministries, divisions, departments of federal and provincial or local Governments, organizations, institutions, bodies and individuals for the purpose of carrying out the functions and activities of the Company.
13. To take such actions as are considered necessary to raise the status or to promote the efficiency of the Company.
14. To do all other such lawful acts and things as are incidental or conducive to the attainment of the above objects or any one of them.
15. To deal with any person or company for services rendered to or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital or any debentures or other securities of the Company, and pay all costs, charge and expenses incurred in or about the formation or promotion of the Company or acquisition of property by the Company or the conduct of its business, or which the company shall consider to be preliminary.



16. To conduct, hold and arrange symposia, seminars, conferences, lectures, workshops and dialogue and to print, publish and prepare journals, magazines, books, circulars, reports, catalogues and other works relating to any of the objects of or to the work done by the company, subject to the permission, if required of the relevant authorities.

V. The company shall achieve the above said objects subject to the following conditions:-

1. The company is formed as a public company limited by guarantee and having a share capital.
2. The directors and the chief executive officer shall be entitled only for reimbursement or payment of actual expenses incurred by them for attending meetings.
3. Payment of remuneration and other benefits shall be allowed only to the chief executive officer and directors who are non-members and are in the whole-time employment of the company.

4. Payment of remuneration or other benefits by the company or its subsidiary entity for services or otherwise to members of the company or to their close relatives whether holding an office in the company or its subsidiary or not, shall be prohibited.

Provided that the prohibition shall continue to apply for a period of one year after a member quits from the membership of the company.

5. No change in the memorandum of association shall be made except with the prior approval of the Commission;
6. Patronage of any government or authority or renowned personalities and organizations whether local or foreign, express or implied, shall not be claimed unless such person has signified its consent thereto in writing.
7. The company shall not itself set up or otherwise engage in industrial and commercial activities or in any manner function as a trade organization.
8. The Company shall not exploit or offend the religious susceptibilities of the people.
9. The company shall not, directly or indirectly, participate in any political campaign for elective public office or other political activities akin to those of a political party or contribute any funds or resources to any political party or any individual or body for any political purpose.



10. The subscribers to the Memorandum and Articles of Association of the Company shall continue to be the members of the Company unless allowed by the Commission on application to quite as members.

11. The company shall appoint directors and chief executive officer who meet the fit and proper criteria as specified under the regulations with the prior approval of the Commission.

Provided that this condition shall not be applicable on nominees of Government or an institution or authority or other statutory body or concerned Ministry/division/department of the Federal or Provincial Government(s).

12. The company shall state with its name, the phrase "A company set up under section 42 of the Companies Act, 2017", in all its letterheads, documents, signboards, and all other modes of communication.

13. The companies comply with such conditions as may be imposed by the Securities and Exchange Commission of Pakistan from time to time.

14. The income and any profits of the Company, shall be applied solely towards the promotion of objects of the Company and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company or their close relatives.

15. The company shall close its accounts on 30th of June each year.

16. Subject to compliance with section 199 of the Companies Act 2017 and regulations made thereunder, the company shall make no investment, whatsoever, in any of its associated companies or associated undertakings except with prior approval of the Commission and subject to such conditions as it may deem fit to impose.

17. The company shall not appeal, solicit, receive or accept donations from foreign sources except with the prior permission, clearance or approval from the relevant authorities as may be required under any law or specified by the Government.

18. The company shall receive all funds, grants, contribution and donations through proper banking channels.



19. Notwithstanding anything stated in any object clause, the Company shall obtain such other licenses, permissions, or approvals of the relevant public authorities as may be required under any relevant statutory regulations and laws for the time being in force, to carry out any specific object.
20. The Company shall not undertake any substantial permanent trading activities and shall conform to relevant stator regulations and laws.
21. The company shall ensure that the donations received and the charitable assets are utilized exclusively for charitable purposes and are not utilized or diverted to the benefit of the entities and individuals designated under the United Nations Security Council's (UNSC) sanctions list as maintained and periodically updated on UNSC's website.
22. The company shall ensure that a system of sound internal control is established, which is effectively implemented and maintained at all levels within the company to ensure safeguarding of its charitable assets. Such a system of sound internal control is characterized, inter-alia, by,
- a. the issuance and implementation of policies, procedures, delegation of decision making powers, record management systems, financial management systems and tools, etc.;
 - b. having appropriate controls in place to ensure that donors, beneficiaries, promoters, members, directors, stakeholders, employees, volunteers or other people associated with the company or its associated company are not listed as a designated individual or entity which is subject to targeted financial sanctions;
23. The company shall separately maintain the following registers in addition to the books of account as required under the Act,-
- a. Register of donors and donations including information about donor's names, addresses, type of donation received *i.e* in cash or in kind, amount/value of donation received, date of receipt of donation, mode of payment, particulars of payment instrument and the purpose of donation;
 - b. Register of donees and beneficiaries of the funds disbursed including information about their names, addresses, type of disbursement *i.e* in cash or in kind, amount/value of disbursement, date of disbursement and the purpose and other details of disbursement.
24. The company shall ensure compliance with the conditions prescribed in relations to anti-money laundering and counter financing of terrorism under the applicable laws.



25. The company shall comply with any other condition(s) as may be imposed by the Commission at the time of grant of license or renewal thereof or from time to time subsequent to such grant or renewal of license.

- VI. The authorized capital of the Company shall be Rs. 1,100,000,000/- (Rupees One Billion and One Hundred Million only) divided into 110,000,000/- (One Hundred and Ten Million) ordinary shares of Rs. 10/- (Rupees Ten only) each.
- VII. The territories to which the objects of the Company shall extend are declared to include whole of Pakistan.
- VIII. The liability of the members is limited. The limit of liability for each of its members shall be one hundred thousand rupees. Every members of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts or liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves an amount Rs.100,000/- (Rupees One Hundred Thousand Only) but not less than Rs.100,000 or such other amount as may notified by the Commission.
- IX. On the revocation of license of a company under section 42 of the Companies Act, 2017, by the Commission.
- the company shall stop all its activities except the recovery of money owed to it, if any;
 - the company shall not solicit or receive donations from any source; and
 - all the assets of the company after the satisfaction of all debts and liabilities, shall be transferred to another company licensed under section 42 of the Companies Act, 2017, preferably having similar or identical objects to those of the company, within ninety days from the revocation of the license or such extended period as may be allowed by the Commission.

Provided that a reasonable amount to meet the expenses of voluntary winding up or making an application to the registrar for striking the name of the company off the register may be retained by the company.

- X. In the case of winding up or dissolution of the company, any surplus assets or property, after the satisfaction of all debts and liabilities, shall not be paid or disbursed among the members, but shall be given or transferred to some other company established under section 42 of the Companies Act, 2017, preferably having similar or identical objects to those of the company and with the approval required under the relevant provisions of the Income Tax Act, 2001 and a written confirmation to the Securities and Exchange Commission of Pakistan.



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.-

Name and Surname (Present and Former) in Full (in Block Letters) and CNIC #	Father's Name (in Full)	Nationality with any former Nationality	Occupation	Residential Address (in Full)	Name of Shares taken by each Sub-Scriber	Signature
Mr. KAMRAN RASOOL CNIC#35202-2686165-3	Qazi Ghulam Rasool	Pakistani	Secretary, Ministry of Industries and Production and Special Initiatives, Government of Pakistan	129-A. Street no 3, Cavalry Ground Lahore	1 (One)	SD
Mr. SHAHAB ANWAR KHAWAJA CNIC#35202-3988191-5	Kabir Ali Khuwaja	Pakistani	Chief Executive Officer Small Medium Enterprise Development Authority	14- Golf Road GOR-1 Lahore	1 (One)	
Mr. IHSAN ULLAH KHAN CNIC#17301-7902082-9	Habibur-Rahman	Pakistani	Business (Trichmir Marble & Granite (Pvt) Limited Peshawer	Trichmir Marble and Granite, Plot no E-126, Industrial Estate, Hayatabad Peshawer	1 (One)	
Total Number of Shares Taken					3 (Three)	

Dated this 22nd day of June 2006

No. ADI 299

Dated 3/1/20

Witness to the above signatures:

Full Name. Muhammad Azeem Khan
CNIC: 35201-9703247-5
Father's/Husband's Full Name:Saeed Ullah Khan
Full Address: 50-A, Street 27, F-6/2 Islamabad

Signature: SD
Nationality: Pakistani
Occupation: Employee

