

## **NOTICE**

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of the Members of **Gemstone Investments Limited** will be held on 30<sup>th</sup> September, 2013 at 9:00 a. m. at the Registered Office of the Company situated at Room no.105,1<sup>st</sup> Floor, Shradhanand Building, 274 Samuel Street, Masjid Bunder, Mumbai 400003, to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **Item No: 1**

To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2013 and Profit and Loss account for the financial year ended 31<sup>st</sup> March, 2013 and the Reports of the Director and Auditors thereon.

#### **Item No: 2**

To elect and appoint a Director in place of Mr. Hitesh Dave, who retires by rotation and being eligible, offers himself for re-appointment.

#### **Item No: 3**

To elect and appoint a Director in place of Mr. Nimesh Ganatra, who retires by rotation and being eligible, offers himself for re-appointment.

#### **Item No: 4**

To Consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of subsection (1) of Section 224 of the Companies Act, 1956, **M/s N. R. Gala & Associates**, Chartered Accountants, be and is hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to audit the Financial Statements of the Company for the year 2013-2014 on such remuneration as may be determined by the Board of Directors in consultation with the Auditor.

**RESOLVED FURTHER THAT** any of the Director s of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

**SPECIAL BUSINESS:**

**Item No: 5**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Mahendra Dave, who was appointed as an Additional Director of the Company by the Board of Directors in their Meeting held on 9<sup>th</sup> January, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing under Section 257 of the Companies Act, 1956 has been received by the Company, be and is hereby appointed as a Director liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, including filing of the necessary forms with the Ministry of Corporate Affairs to give effect to the aforesaid resolution.”

**Item No: 6**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Rohan Barot, who was appointed as an Additional Director of the Company by the Board of Directors in their Meeting held on 9<sup>th</sup> January, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing under Section 257 of the Companies Act, 1956 has been received by the Company, be and is hereby appointed as a Director liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, including filing of the necessary forms with the Ministry of Corporate Affairs to give effect to the aforesaid resolution.”

**Item No: 7**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Ms. Dhara Brahmhatt, who was appointed as an Additional Director of the Company by the Board of Directors in their Meeting held on 9<sup>th</sup> January, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing under Section 257 of the Companies Act, 1956 has been received by the Company, be and is hereby appointed as a Director liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, including filing of the necessary forms with the Ministry of Corporate Affairs to give effect to the aforesaid resolution.”

**NOTES:**

- ❖ A MEMBER ENTITLED TO VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING IN ORDER TO BE EFFECTIVE.
- ❖ The Register of Members of the Company and the Share Transfer Books of the Company shall remain closed from 26<sup>th</sup> September, 2013 to 27<sup>th</sup> September, 2013 (both days inclusive).
- ❖ In terms of Section 256 of the Companies Act, 1956, Mr. Hitesh Dave and Mr. Nimesh Ganatra, Directors, of the Company are liable to retire by Rotation at the ensuing Annual General Meeting. Being eligible, the aforesaid Directors have offered themselves for re- appointment. The Board of Directors of your Company recommends their re- appointment.
- ❖ Members holding shares in Electronic form are requested to intimate immediately to the Depository Participants (DP), the changes, if any, in their registered address, Bank account number / details etc. at an early date by quoting ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences.

- ❖ All documents referred to in the accompanying Notice and explanatory statements are open for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of the Annual General Meeting.
- ❖ **Members holding Shares in physical form are requested to notify/ send the following to the Company or Share Transfer Agent to facilitate better services:**
  - Any change in their address/mandate/bank details.
  - Share certificates(s), held in multiple accounts in identical names or joint accounts in the same order of means, for consolidation of such shareholding into one account.
- ❖ **Members are requested:**
  - To bring copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
  - To quote their folio/identification Nos. in all their correspondences.
  - In case of Joint holders attending the Meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
  - Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting of the Company.

## **EXPLANATORY STATEMENT**

### **Item :5**

Mr. Mahendra Dave was appointed as an Additional Director of the Company on 9th day of January, 2013. However, Mr. Mahendra Dave would hold office as a Director only up to the date of this Annual General Meeting.

A notice in writing has been received from along with the deposit of Rs. 500/- to propose the said director as a candidate for the office of Directors.

The Board considers that the Company would be benefited by his rich experience and guidance. Hence, recommend the resolution for approval of the members.

No director except Mr Mahendra Dave is concerned or interested in the aforesaid resolution.

**Item :6**

Mr.Rohan Borat was appointed as an Additional Director of the Company on 9<sup>th</sup> day of January, 2013. However, Mr. Rohan Barot would hold office as a Director only up to the date of this Annual General Meeting.

A notice in writing has been received from along with the deposit of Rs. 500/- to propose the said director as a candidate for the office of Directors.

The Board considers that the Company would be benefited by his rich experience and guidance. Hence, recommend the resolution for approval of the members.

No director except Mr Rohan Barot is concerned or interested in the aforesaid resolution.

**Item :7**

Mrs. Dhara Brahmbhatt was appointed as an Additional Director of the Company on 9<sup>th</sup> day of January, 2013. However, Mrs. Dhara Brahmbhatt would hold office as a Director only up to the date of this Annual General Meeting.

A notice in writing has been received from along with the deposit of Rs. 500/- to propose the said director as a candidate for the office of Directors.

The Board considers that the Company would be benefited by her rich experience and guidance. Hence, recommend the resolution for approval of the members.

No director except Mrs. Dhara Brahmbhatt is concerned or interested in the aforesaid resolution.

**By Order of the Board of Directors  
For Gemstone Investments Limited**

**Date:** 4<sup>th</sup> September, 2013

**Place:** Mumbai.

**Sd/-  
Director**

**ATTENDANCE SLIP**

**Annual General Meeting: Day: 30<sup>th</sup> September, 2013 at 9.00 a.m.**

Regd. Folio No. : \_\_\_\_\_ No. of Shares: \_\_\_\_\_

Client ID\* : \_\_\_\_\_ DP ID No. : \_\_\_\_\_

Name of the member /Proxy: \_\_\_\_\_

I state that I am a member/proxy for the member of the Company. I hereby record my presence at the Annual General Meeting at the registered office of the Company.

\_\_\_\_\_  
Signature of the Shareholder

\_\_\_\_\_  
Signature of Attending Member/Proxy

**\*Applicable for investors holding shares in Electronic Form.**

**Note: Please complete and sign this Attendance Slip and hand it over at the entrance.**

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**PROXY FORM**

**Annual General Meeting: Day: 30<sup>th</sup> September, 2013 at 9.00 a.m.**

Regd. Folio No. : \_\_\_\_\_ No of Shares: \_\_\_\_\_

Client ID\* : \_\_\_\_\_ DP ID No. : \_\_\_\_\_

I/We \_\_\_\_\_ of

\_\_\_\_\_ being the member(s) of **Gemstone Investments**

**Limited** hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_

of \_\_\_\_\_ as my/our Proxy to attend and vote for me/us and on my/our behalf at the

Annual General Meeting of the Company to be held Room no.105,1<sup>st</sup> Floor, Shradhanand Building, 274 Samuel Street, Masjid Bunder, Mumbai 400003. on \_\_\_\_\_, \_\_\_\_ at \_\_\_\_\_ a.m. and at any adjournment thereof.

Signed this \_\_\_\_\_ day of 2013.

Signature of Proxy \_\_\_\_\_

Signature of Member \_\_\_\_\_

\*Applicable for investors holding shares in electronic Form.

**Note: The Proxy form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.**