

GEMSTONE INVESTMENTS LIMITED

CIN: L65990MH1994PLC081749

Registered Office: Room No. 105, 1st Floor, Shradhanand Building, 274 Samuel Street, Masjid Bunder, Mumbai 400003.

Tel: 022-65102060. E-mail: gemstoneltd@gmail.com

NOTICE

Notice is hereby given that the 20th Annual General Meeting of the Members of **Gemstone Investments Limited** will be held on the 30th day of September, 2014 at the Registered office of the Company situated at Room No. 105, 1st Floor, Shradhanand Building, 274 Samuel Street, Masjid Bunder, Mumbai- 400 003 at 9.00 am, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1:

To Consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit and Loss account for the year ended on that date together with Reports of the Board of Directors and Auditors thereon.

Item No. 2:

To appoint a Director in place of Mr. Rohan Barot (DIN: 06416269) who retires by rotation and being eligible, offers himself for re-appointment.

Item No.3:

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 section 139(2) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee, M/s. **N. R. Gala & Associates**, Chartered Accountants, Mumbai (Firm Reg. No: 131744W) be and is hereby appointed as the Statutory Auditors of the Company to hold office for term of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 25th Annual General Meeting, subject to ratification by the members at every Annual General Meeting to be held during the period on such remuneration as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Directors 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.4:

To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary resolution:

“RESOLVED THAT Mr. Devendrakumar Shantilal Shah (DIN: 03467426) in respect of whom a notice under Section 160 of the Companies Act, 2013 and as per Rule 13 of the Companies (Appointment and Qualification of Directors) Rules,2014 has been received from a Member of the Company, proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company, as per the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, whose office is liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors 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.”

Item No.5:

To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

“RESOLVED THAT Mr. Muljibhai Chheda Shah (DIN: 000000) in respect of whom a notice under Section 160 of the Companies Act, 2013 and as per Rule 13 of the Companies (Appointment and Qualification of Directors) Rules,2014 has been received from a Member of the Company, proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company, as per the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, whose office is liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors 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.”

Item No.6:

To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Hitesh Dave (DIN No.

03296067), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 1st October , 2014 up to 30th September, 2019.

RESOLVED FURTHER THAT any of the Directors 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.”

Item No.7:

To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mrs. Shikha Kapasi (DIN No. 02945670), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 1st October , 2014 up to 30th September, 2019.

RESOLVED FURTHER THAT any of the Directors 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.”

Item No.8:

To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Mahendra C. Dave (DIN No. 06418511), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 1st October , 2014 upto 30th September, 2019.”

By Order of the Board of Directors

Sd/-

Nimesh Ganatra

DIN : 02712015

Director

Place: Mumbai.

Date: 5th September, 2014

Notes:

1. The Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 setting out material facts are annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Brief resume of directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, name of the companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Annexure to notice as per Clause 49 of the Listing Agreement.
5. 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.
6. Relevant Documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from **September 25, 2014 and September 26, 2014** (both days inclusive) for the purpose of the Annual General Meeting.
8. The members are requested to:
 - a. Intimate to the Company’s Registrars and Share Transfer Agents, **M/s. Sharex Dynamic (India) Private Limited** (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their Registered address, Bank account number / details etc. at

an early date, quote ledger folio numbers / DP Identity and Client Identity Numbers in all their correspondences;

- b. Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting.
9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the Registered Office Address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
 10. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.

PROCEDURE FOR E-VOTING:

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

Log on to the e-voting website www.evotingindia.com

- (i) Click on “Shareholders” tab.
- (ii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iii) Now Enter your User ID
 - a. **For CDSL: 16 digits beneficiary ID,**
 - b. **For NSDL: 8 Character DP ID followed by 8 Digits Client ID,**
 - c. Members holding shares in **Physical Form** should enter **Folio Number** registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “**SUBMIT**” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xi) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (xiv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forged Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The voting period begins on **25/09/2014(9.00am)** and ends on **26/09/2014 (6.00pm)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **29/08/2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (xiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cDSLindia.com.
- (xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **29/08/2014**.
- (xxi) Mr. Suhas Ganpule, Proprietor of M/s. SG & Associates, Practicing Company Secretaries (CP No. 5722) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxiii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013:

1. Appointment of Mr. Devendrakumar Shah as a Director:

Pursuant to Section 152,160 and any other applicable provisions of Companies Act 2013, a notice in writing has been received from **Mr. Devendrakumar Shah** , signifying his intention to be appointed as a Director of the Company along with a deposit of Rs. 100,000/- as required under the applicable provisions of the Companies Act, 2013.

The Company has received from Mr. Devendrakumar Shah, consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies Act (Appointment & Qualification of Directors) Rules 2014 & Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

The Directors recommends the Ordinary Resolution for Item no.4 for your approval.

2. Appointment of Mr. Mulji Chheda as a Director:

Pursuant to Section 152,160 and any other applicable provisions of Companies Act 2013, a notice in writing has been received from **Mr. Mulji Chheda** , signifying his intention to be

appointed as a Director of the Company along with a deposit of Rs. 100,000/- as required under the applicable provisions of the Companies Act, 2013.

The Company has received from Mr. Mulji Chheda, consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies Act (Appointment & Qualification of Directors) Rules 2014 & Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

The Directors recommends the Ordinary Resolution for Item no.5 for your approval.

3. Appointment of Hitesh Dave as an Independent Director:

In terms of Section 149,152 and any other applicable provisions of the Companies Act, 2013 and read with rules under the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV of the Companies Act, 2013 and in compliance with the Listing Agreement as amended from time to time, Mr. Hitesh Dave is proposed to be appointed as Independent Director up to March 31, 2019 for a period of 5 years from 1st October,2014. As per Companies Act, 2013 Independent Directors is not liable to retire by rotation.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Hitesh Dave as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Hitesh Dave as an Independent Director for approval by the shareholders of the company.

Except Mr. Hitesh Dave, being an appointee, none of the Directors of the company and their relatives are concerned or interested, in the resolution set out in Item no 6.

4. Appointment of Mrs. Shikha Kapasi as an Independent Director:

In terms of Section 149,152 and any other applicable provisions of the Companies Act, 2013 and read with rules under the Companies (Appointment and Qualification of Directors) Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and schedule IV of the Companies Act, 2013 and in compliance with the Listing Agreement as amended from time to time , Mrs. Shikha Kapasi is proposed to be appointed as Independent Director up to March 31, 2019 for a period of 5 years from 1st October,2014. As per Companies Act, 2013 Independent Directors is not liable to retire by rotation.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mrs. Shikha Kapasi as an

Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Shikha Kapasi as an Independent Director for approval by the shareholders of the company.

Except Mrs. Shikha Kapasi, being an appointee, none of the Directors of the company and their relatives are concerned or interested, in the resolution set out in Item no 7.

5. Appointment of Mr. Mahendra Dave as an Independent Director:

In terms of Section 149,152 and any other applicable provisions of the Companies Act, 2013 and read with rules under the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV of the Companies Act, 2013 and in compliance with the Listing Agreement as amended from time to time , Mr. Mahendra Dave is proposed to be appointed as Independent Director up to March 31, 2019 for a period of 5 years from 1st October,2014. As per Companies Act, 2013 Independent Directors is not liable to retire by rotation.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Mahendra Dave as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mahendra Dave as an Independent Director for approval by the shareholders of the company.

Except Mr. Mahendra Dave, being an appointee, none of the Directors of the company and their relatives are concerned or interested, in the resolution set out in Item no 8.

By Order of the Board Director
Nimesh Ganatra
Director
DIN:02712015

Place: Mumbai.

Date: 5th September, 2014

ANNEXURE TO NOTICE
AS PER CLAUSE 49 OF THE LISTING AGREEMENT

Name of the Director	Rohan Barot	Devendrakumar Shah	Mulji Chheda	Hitesh Dave	Shikha Kapasi	Mahendra Dave
DIN:	06416269	03467426	06976338	03296067	02945670	06418511
Date of Birth	06/10/1986	09/10/1938	03/12/1967	18/05/1972	05/05/1987	05/01/1961
Date of Appointment	09/01/2013	NA	NA	03/09/2011	03/09/2011	09/01/2013
Brief Resume	Specialized in Investment Decisions, B.Com	Specialized in Accountancy & Management	Business	B.Com	MBA, B.Com	Chartered Accountant, B.Com
Appointment/Re-appointment	Re-appointment	Appointment	Appointment	Re-appointment	Re-appointment	Re-appointment
No. of shares held in the Company	Nil	Nil	Nil	Nil	Nil	Nil
List of Companies held in other Companies	Nil	Nil	Nil	Nil	Nil	Nil
List of Committee Membership in other companies	Nil	Nil	Nil	Nil	Nil	Nil

ATTENDANCE SLIP

GEMSTONE INVESTMENTS LIMITED

(CINL65990MH1994PLC081749)

Regd. Off.: Room No.105, 1st Floor, Shradhanand Building, 274 Samuel Street, Masjid Bunder, Mumbai-400003.

E-mail:- gemstoneltd@gmail.com **Tel:** 022-65102060.

DP ID No.*:	Folio. No.:
Client ID No.*:	No. of Shares held:

Name and address of the Shareholder(s)/Proxy holder:

I / We hereby record my/our presence at the 20th Annual General Meeting of the Company to be held on Tuesday, 30th September, 2014 at 9.00 a.m., at Regd. off: Room No.105, 1st Floor, Shradhanand Building, 274 Samuel Street, Masjid Bunder, Mumbai-400003.

Member's / Proxy's Signature

Note:

- Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall

PROXY FORM

GEMSTONE INVESTMENTS LIMITED

(CINL65990MH1994PLC081749)

Regd. Off.: Room No.105, 1st Floor, Shradhanand Building, 274 Samuel Street, Masjid Bunder, Mumbai-400003.

E-mail:- gemstoneltd@gmail.com **Tel:** 022-65102060.

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered Address:	
E-mail id:	
Folio No./Client Id:	
DP Id :	

I/We, being the member(s) of _____ shares of Gemstone Investments Limited, hereby appoint:

1. Name _____
E mail id: _____
Address _____
Signature _____ or failing him;
2. Name _____
E mail id: _____
Address _____
Signature _____ or failing him;
3. Name _____
E mail id: _____
Address _____
Signature _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, September 30, 2014 at 9.00 a.m. at Regd. off: Room No.105, 1st Floor, Shradhanand Building, 274 Samuel Street, Masjid Bunder, Mumbai-400003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS		
		For	Against
<u>Ordinary Business</u>			
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014.		
2.	Re-appointment of Mr. Rohan Barot as a Director of the Company.		
3.	Appointment of M/s. N.R.Gala & Associates as Statutory Auditors of the Company.		
<u>Special Business</u>			
4.	Appointment of Mr. Devendrakumar Shantilal Shah as Executive Director of the Company.		

5.	Appointment of Mr. Muljibhai Chheda as Executive Director of the Company.		
6.	Appointment of Mr. Hitesh Dave as Independent Director of the Company.		
7.	Appointment of Ms. Shikha Kapasi as Independent Director of the Company.		
8.	Appointment of Ms. Mahendra C. Dave as Independent Director of the Company.		

Signed this _____ day of _____, 2014

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

<p>Affix Revenue Stamp Re.1/-</p>

Note:

1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.