

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
**NAME OF THE COMPANY: GEMSTONE INVESTMENTS LIMITED**  
**QUARTER ENDED ON 30<sup>TH</sup> SEPTEMBER, 2015.**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49 (II C)	Yes	
(D) Other Provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	<b>Yes</b>	
<b>V. Subsidiary Companies</b>	<b>49(V)</b>	<b>N.A.</b>	The Company does not have any material non listed Indian subsidiary.
<b>VI. Risk Management</b>	<b>49(VI)</b>	<b>Yes</b>	
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	<b>Yes</b>	
<b>VIII. Disclosures</b>	<b>49(VIII)</b>		
(A) Related Party Transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc	49 (VIII F)	N.A.	The Company has not received any proceeds on account of said issues for the quarter ended under review.
<b>IX. CEO/ CFO Certification</b>	<b>49 (IX)</b>	<b>Yes</b>	Complied in the Annual Report
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	<b>Yes</b>	Complied in the Annual Report
<b>XI. Compliance</b>	<b>49 (XI)</b>	<b>Yes</b>	Complied in the Annual Report

For Gemstone Investments Limited

*hara*  
 Dhara Brahmhatt  
 Director  
 DIN: 06433270



*hara*

**GEMSTONE INVESTMENTS LIMITED**  
**CIN No: L65990MH1994PLC081749**

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