

**Quarterly Compliance Report on Corporate Governance**  
**Name of the Company: Gemstone Investments Limited**  
**Quarter Ended on 30<sup>th</sup> June, 2013.**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	<b>49 (I)</b>		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	Not Applicable	The Company does not have any material non listed Indian subsidiary.
<b>IV. Disclosures</b>	<b>49 (IV)</b>		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	The Company has not received any proceeds on account of said issues for the quarter under review.
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	The same would be complied with in the forthcoming Annual Report.
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	The same would be complied with in the forthcoming Annual Report.
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	The same would be complied with in the forthcoming Annual Report.

For Gemstone Investments Limited

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Director/Authorized Signatory



**GEMSTONE INVESTMENTS LIMITED**

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