

NOTICE

of the Annual General Meeting

Notice is hereby given that the 22nd Annual General Meeting (AGM) of Gemstone Investments Limited will be held on Friday, September 30, 2016 at 9.00 a.m. at the Registered Office of the Company situated at 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext., Vile Parle (East), Mumbai – 400 057.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nimesh Ganatra (DIN: 02712015), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Ratification of appointment of Auditors:**

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 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s N.R Gala & Associates, Chartered Accountants (Firm Reg. No. 131744W), as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the twenty-third AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed expedient to give effect to the aforesaid resolution.”

SPECIAL BUSINESS

4. **Appointment of Ms. Manali Kirit Bhuva as a Non-Executive Director:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution;

“RESOLVED THAT Ms. Manali Kirit Bhuva (DIN: 01818201) 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 her candidature to the Office of Director, be and is hereby appointed as a Non-Executive Director of the Company, as per Section 152 and other applicable provisions, if any, of the Companies Act, 2013 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.”

For Gemstone Investments Limited

Sd/-

Dhara Brahmhatt

Chairman & Managing Director

DIN: 06433270

Date: September 02, 2016

Place: Mumbai

NOTES

- ⊕ The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of item no.4 of the Notice set out above is annexed herewith.
- ⊕ **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- ⊕ The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed, signed and stamped not less than **48 HOURS** before the commencement of the AGM. **Pursuant to Section 105 of the Act, a person shall not act as a proxy for more than 50 (fifty) Members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a Member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.**
- ⊕ Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimensignatures authorizing their representative(s) to attendand vote on their behalf at the AGM.
- ⊕ In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- ⊕ Pursuant to Section 91 of the Act, Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive).
- ⊕ Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or its Registrar and Share Transfer Agent (RTA): M/s. Sharex Dynamic (India) Private Limited, for any assistance in this regard.
- ⊕ To support 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories/Company. Members holding shares in Demat/physical form are requested to notify any change in address, bank mandates, if any, and their E-mail ID for dispatch of Annual Reports and all other information, correspondences to the Company's Registrar and Share Transfer Agent.

- ⊕ The route map showing directions to reach the venue of the twenty-second AGM is annexed.
- ⊕ Pursuant to Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a facility is provided to the Members to cast their votes using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) in respect of the resolutions proposed in the accompanying Notice.
- ⊕ A facility for voting by Poll or otherwise will also be made available to the Members attending the AGM and who have not already cast their votes by remote e-voting prior to the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes at the AGM.
- ⊕ **Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e., Friday, September 23, 2016.**

⊕ **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

- Click on “**Shareholders**” tab.
- Now, select “**Gemstone Investments Limited**” from the drop down menu and click on “SUBMIT”
- Now Enter your User ID
 - **For CDSL: 16 digits beneficiary ID,**
 - **For NSDL: 8 Character DP ID followed by 8 Digits Client ID,**
 - Members holding shares in **Physical Form** should enter **Folio Number** registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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.

- After entering these details appropriately, click on “**SUBMIT**” tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.

- Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- 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.
- Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- **Note for Non-Individual Shareholders and Custodians**
 - 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.
- The voting period begins on **September 27, 2016 (9.00 a.m.)** and ends on **September 29, 2016 (5.00 p.m.)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **September 23, 2016**, 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.

- 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.
- 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 **September 23, 2016**.
- Ms. Pooja Jain, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 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 and communicated to the BSE Limited.

For Gemstone Investments Limited

Sd/-

**Dhara Brahmhatt
Chairman & Managing Director
DIN: 06433270**

Date: September 02, 2016

Place: Mumbai

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

Item No. 4

Appointment of Ms. Manali Kirit Bhuva as a Non Executive Director:

Pursuant to Section 152,160 and any other applicable provisions of Companies Act 2013, a notice in writing has been received from Ms. Manali Bhuva, signifying her 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.

Ms. Manali Bhuva, aged 33, has a flair for identifying and adopting emerging trends and addressing industry requirements. She is a dynamic go-getter, highly skilled in market forecasting, quick to identify and formulate strategies to exploit business opportunities. She has worked in several industry of repute and has a good exposure in the field of Business Development.

Thus, Board considers that her association with the Company would be of immense benefit to the Company and recommends the resolution to the shareholders for appointment of Ms. Manali Bhuva as a Non-Executive Director of the Company.

ANNEXURE TO THE NOTICE

(Pursuant to Regulation 36 of the Listing Obligation Disclosure Requirements)

Details of Directors seeking appointment/ re-appointment at the forthcoming AGM:

Name of the Director	Mr. Nimesh Ganatra	Ms. Manali Bhuva
DIN	02712015	01818201
Date of Birth	15.06.1973	13.07.1983
Date of Appointment	30.09.2009	Not Applicable
Expertise in Special Functional	Finance	Business Development
Directorship held in other Public Limited Companies #	None	Golden Comsec Limited
Number of shares held in the Company	8000	Nil
Inter se Relationship with the Board	None	None

excluding Private, Foreign Companies and Section 8 Companies

For Gemstone Investments Limited

**Sd/-
DharaBrahmbhatt
Chairman & Managing Director
DIN: 06433270**

Date: September 02, 2016

Place: Mumbai