

To,  
The Board of Directors,  
Gemstone Investments Limited,  
Room No. 105, 1<sup>st</sup> Floor,  
Shradhanand Building,  
274 Samuel Street,  
Masjid Bander,  
Mumbai- 400 003.

**CERTIFICATE**

I have examined the Register of Members, beneficiary details furnished by the Depositories and records/documents being maintained by Gemstone Investments Limited, and Sharex Dynamic (India) Pvt. Ltd., its Registrar and Share Transfer Agents for issuing this certificate, in accordance with the Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 and the Circular No. CIR/MRD/DP/30/2010 dated September 6, 2010 issued by the Securities and Exchange Board of India.

In my opinion and to the best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify the Reconciliation of Share Capital Audit Report annexed herewith for the quarter ended 31<sup>st</sup> December, 2013.

**N.V. & Associates**

**Practicing Company Secretary**



**Nisha Verma**

**(Propertior)**

**C.P. No.: 9037**

**M. No.: 24487**

**Date: 22<sup>nd</sup> January, 2014**

**Place: Mumbai.**

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

1.	For Quarter Ended	31 <sup>st</sup> December, 2013					
2.	ISIN	INE503D01027					
3.	Face Value	Re. 1 /- each					
4.	Name of the Company	Gemstone Investments Limited					
5.	Registered Office of the Company	Room No. 105, 1 <sup>st</sup> Floor, Shradhanand Building, 274 Samuel Street, Masjid Bander, Mumbai - 400 003.					
6.	Correspondence Address	Same as above					
7.	Telephone & Fax No	: 022-65102060					
8.	Email Address	: <a href="mailto:gemstoneltd@gmail.com">gemstoneltd@gmail.com</a>					
9.	Name of the Stock Exchange where the Company's securities are listed	: BSE Limited (Bombay Stock Exchange)					
		Number of Shares		% of total Issued Capital			
10.	Issued Capital	74750000		100%			
11.	Listed Capital (Exchange wise) (as per Company records)	74750000		100%			
12.	Held in Dematerialized form in CDSL	56903922		76.12			
13.	Held in Dematerialized form in NSDL	17003228		22.75			
14.	Physical	842850		1.13			
15.	Total No. of Shares (12+13+14)	74750000		100.00			
16.	Reasons for difference, if any between (10&11), (10&15), (11&15)	No Difference					
17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below:						
	Particulars ***	No. of Shares	Applied/Not Applied for Listing	Listed on Stock Exchange (specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-principal Approval pending from SE (specify Names)
	-	-	-	-	-	-	-
	*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction Forfeiture, Any other (to specify).						
18.	Register of Members is updated (Yes/No)	Yes					
	If not updated up to which date	Not Applicable					
19.	Reference of previous quarter with regards to excess dematerialized shares if any	NIL					
20.	Has the Company resolved the matter in point No. 19 above in the current quarter? If not reason why?	Not Applicable					



21.	Mention the total no. of requests if any confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:		
	<b>Total No. of Demat request</b>	<b>No. of Requests</b>	<b>No. of Shares</b>
	Confirmed after 21 days	NIL	NIL
	Pending for more than 21 days	NIL	NIL
	<b>Reasons for Delay</b>		
	Not Applicable		
22.	Name, Telephone & Fax No. of Compliance Officer of the Company	Mr. Anant Palan Tel no: 022-65102060	
23.	Name, Address, Tel & Reg. No. of PCS	<b>N. V. &amp; Associates</b> <b>Nisha Verma (Proprietor)</b> <b>C.P. No.: 9037</b> <b>Membership No.: 24487</b> <b>Address: D6, 1st Floor, Plot No. 35, Ashirwad Society,</b> <b>Opp. Bank of Baroda, Gorai 1, Borivali (West), Mumbai -</b> <b>400092.</b> <b>Email Id : <a href="mailto:nisha.sda@gmail.com">nisha.sda@gmail.com</a></b>	
24.	Appointment of common agency for share registry work. If yes, name & address:	: Yes <b>Sharex Dynamic (India) Pvt. Ltd.</b> Unit-1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai- 400 072.	
25.	Any other details that the PCS may like to provide (e.g. BIFR Company, delisting from SE, Company changed its name etc.)	NIL	

**N.V. & Associates**

**Practicing Company Secretary**



**Nisha Verma**

**C.P. No.: 9037**

**M. No.: 24487**

**Date: 22<sup>nd</sup> January, 2014**

**Place: Mumbai.**