

TRUSHA D SHAH

Practising Company Secretary

704, Prathamesh Pooja CHS,
Kastur Park, Shimpoli,
Borivali (w),
Mumbai - 400092

trushahcs@gmail.com
+91 9699289280

**FORM NO. MGT-13
SCRUTINIZER'S CONSOLIDATED REPORT**

(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies, (Management and Administration) Rule, 2014)

To,
The Chairperson,
Ms. Manali Bhuva,
24th Annual General Meeting of the Equity Shareholders of
Gemstone Investments Limited
Held on Friday, 28th September, 2018, at 9.30 am. at 502-B,
Padmavati Heights, 5th Floor, Shraddhanand Road Ext.,
Vile Parle(East), Mumbai- 400 057.

Sub: Scrutinizers Report on remote E-Voting Process conducted pursuant to the provisions of Section 108 of the Companies, Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 24th Annual General Meeting

I, Trusha D Shah, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of Gemstone Investments Limited, ("the Company") for the purpose of scrutinizing e-voting and physical voting by ballot papers for passing the items on the agenda as contained in the Notice dated September 5, 2018 of the Annual General Meeting held on Friday, the September 28, 2018 at 9.30 am. at 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext., Vile Parle(East), Mumbai- 400 057.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e- voting facility.

The shareholders of the company holding shares as on the "cut-off" date of 21st September, 2018 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Tuesday, 25th September, 2018 at 9:00 a.m. and ended on Thursday, 27th September, 2018 at 5:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses whose names are mentioned below and who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.





TRUSHA D SHAH

Practising Company Secretary

704, Prathamesh Pooja CHS,
Kastur Park, Shimpoli,
Borivali (w),
Mumbai - 400092

trushahcs@gmail.com
+91 9699289280

Sr. No.	Name of Witness	Specimen Signature
1.	Mrs. Lalita Bhati	
2.	Mrs. Komal Bhagat	

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received respectively.

After the time fixed for closing of the poll by the Chairperson, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Share Transfer Agent of the Company and the authorizations / with the Company.

The poll papers, which were otherwise found defective have been treated as invalid and kept separately.

I now submit my consolidated report as under on the result of the remote e-voting and voting at the meeting in respect of the said resolutions:

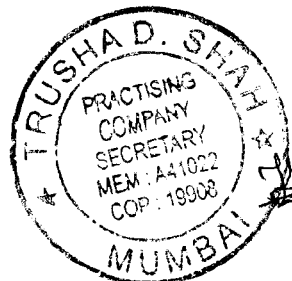
Scrutinizers Report of Gemstone Investments Limited Results of Voting through poll:

(a) Item No 1: Ordinary Resolution:

To consider and adopt the Audited Balance Sheet as at March 31, 2018 and the Statements of Profit and Loss for the year ended on that date together with the Board's Report and Auditor's Report thereon.

(i) Voted in Favour of Resolution:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	14	10879744	57.58



TRUSHA D SHAH

Practising Company Secretary

704, Prathamesh Pooja CHS,
Kastur Park, Shimpoli,
Borivali (w),
Mumbai - 400092

trushahcs@gmail.com
+91 9699289280

Voting by Poll	10	8014001	42.42
Total	24	18893745	100.00

(ii) Votes against the Resolution:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

(b) Item No. 2: Ordinary Resolution

To appoint a director in place of Mr. Tarun Brahmhatt (DIN: 07866769) Director of the Company who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in Favour of Resolution:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	12	8829744	46.73
Voting by Poll	10	8014001	42.42
Total	22	16843745	89.15



TRUSHA D SHAH

Practising Company Secretary

704, Prathamesh Pooja CHS,
Kastur Park, Shimpoli,
Borivali (w),
Mumbai - 400092

trushahcs@gmail.com
+91 9699289280

(ii) Votes against the Resolution:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	2	2050000	10.85
Voting by Poll	0	0	0
Total	2	2050000	10.85

(iii) Invalid Votes:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

(c) Item No. 3: Ordinary Resolution:

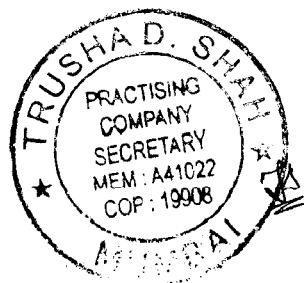
Appointment of Statutory Auditors

(i) Voted in Favour of Resolution:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	14	10879744	57.58
Voting by Poll	10	8014001	42.42
Total	24	18893745	100.00

(ii) Votes against the Resolution:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
--	---	------------------------------	-----------------------------------



TRUSHA D SHAH

Practising Company Secretary

704, Prathamesh Pooja CHS,
Kastur Park, Shimpoli,
Borivali (w),
Mumbai - 400092

trushahcs@gmail.com
+91 9699289280

	person or by Proxy)		
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

(d) Item No. 4: Special Resolution

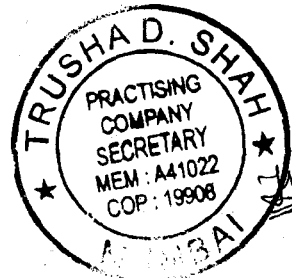
Increase remuneration to be paid to Ms. Dhara Brahmhatt.

(i) Voted in Favour of Resolution:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	11	8867724	46.93
Voting by Poll	8	7650387	40.49
Total	19	16518111	87.42

(ii) Votes against the Resolution:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
--	--	---------------------------------	--------------------------------------



TRUSHA D SHAH

Practising Company Secretary

704, Prathamesh Pooja CHS,
Kastur Park, Shimpoli,
Borivali (w),
Mumbai - 400092

trushahcs@gmail.com
+91 9699289280

Remote E-voting	3	2012020	10.65
Voting by Poll	2	363614	1.93
Total	5	2375634	12.58

(iii) Invalid Votes:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

(e) Item No. 5: Special Resolution

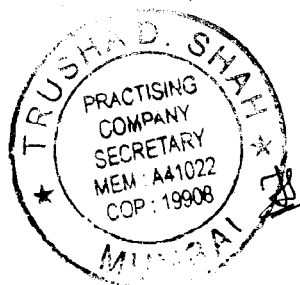
Change of Designation of Mr. Manish Joshi from Non Executive Director to an Independent Director

(i) Voted in Favour of Resolution:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	14	10879744	57.58
Voting by Poll	8	7650387	40.49
Total	22	18530131	98.07

(ii) Votes against the Resolution:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	2	363614	1.92
Total	2	363614	1.92



TRUSHA D SHAH
Practising Company Secretary

704, Prathamesh Pooja CHS,
Kastur Park, Shimpoli,
Borivali (w),
Mumbai - 400092

trushancs@gmail.com
+91 9699289280

(iii) Invalid Votes:

	Number of Members voted through e-voting and ballot (In person or by Proxy)	Number of Votes cast by them	% of total no of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID" for each resolution is sent by electronic mode to the Company Secretary of the Company.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping

Date: 29th September, 2018
Place: Mumbai



Yours Faithfully,

Trusha Shah
Practising Company Secretary
CP No: 19908

For Gemstone Investments Limited



Manali Bhuva
Chairperson
DIN:01818201