

GEMSTONE

GEMSTONE INVESTMENTS LTD

Date: 12th February, 2019

To,
Mrs. Arpita Mittal,
Mittal Niketan,
Azad Chowk, Bhilwara,
Rajasthan- 311 001

SUBJECT: Appointment as Company Secretary & Compliance Officer of the Company

Dear Madam,

We are pleased to inform you that the Board of Directors of Gemstone Investments Limited at their Meeting held on 12th February, 2019 have approved to appoint you as a Company Secretary & Compliance Officer of the Company on the terms and conditions as set out below:

Appointment

Your Appointment is subject to provisions of section 203 of the Companies Act, 2013 read with rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel), Rule, 2014.

You will ensure compliance with other provisions of the Act and the Listing Regulations as applicable to you.

Duration of Appointment

In accordance with the provisions of the Companies Act, 2013 and any other applicable laws, you will serve as Company Secretary & Compliance Officer from 12th February, 2019.

Remuneration

The Board determines the level of remuneration to be paid within the limitation imposed by the Shareholders.

Reimbursement of Expenses

In addition to remuneration described above, the Company will, for the period of your appointment, reimburse you for out of pocket expenses and any other incidental expenses incurred by you in the performance of your role and duties as Company Secretary & Compliance Officer of the Company.

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GEMSTONE INVESTMENTS LIMITED

CIN: L65990MH1994PLC081749

Registered Office: 502-B, Padmavati Heights, 5th Floor, Shradhanand Road Ext., Vile Parle (East), Mumbai - 400 057.

Tel: 07208992050. E-mail: gemstoneltd@gmail.com

Roles and Responsibilities

The terms and conditions of Company Secretary & Compliance Officer will remain same as governed under the Companies Act, 2013 and rules made thereunder with additional Roles & Responsibility which is given below:

- You shall act in accordance with the Company's Article of Association, as may be amended from time to time.
- You shall discharge your duties with due and reasonable care, skill and diligence.
- You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- Executive support to the Board of Directors in the provisions of Financial and Non- Financial information, both historic and forward looking and support the board's decision making.
- Engaging and communicating effectively with colleagues, investors, customers, suppliers, regulators, and other internal and external stakeholders.
- As Company Secretary you shall be exclusively responsible for:
 - (a) Complying with all the provisions of the Companies Act and the various Rules framed thereunder;
 - (b) Maintaining all the statutory and non-statutory essential registers, books, files, records, papers etc.
 - (c) preparing and filing with the Registrar of Companies and other concerned authorities the required reports, returns, documents, papers etc. complete in all respects and within the prescribed periods of time; and
 - (d) Carrying out the instructions, directions and advice of the Board of Directors of the company given to you from time to time.

Code of Conduct

During your tenure, you are required to comply with the Code of Conduct for the Company Secretary & Compliance Officer of the Company.

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

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Termination

Your position as Company Secretary & Compliance Officer of the Company shall terminate or cease in accordance with law. You may resign from the position of Company Secretary & Compliance Officer of the Company by giving a notice in writing to the Company stating the reasons for resignation.

We are confident that the Board and the Company will benefit immensely from your rich expertise and we are eager to have you as an integral part of the growth of our Company.

Thanking You,

For Gemstone Investments Limited

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Dhara Brahmbhatt
Managing Director
DIN: 06433270

I accept the above offer for the post of Company Secretary and Compliance Officer with all the terms and conditions attached thereto and shall join immediately.

Arpita Mittal

Arpita Mittal
Company Secretary

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