



GEMSTONE
INVESTMENTS LIMITED

ANNUAL REPORT 2018-19

CONTENTS

Sr. No.	Particulars
1.	Corporate Information
2.	Notice of the Annual General Meeting
3.	Board's Report
4.	Management Discussion and Analysis Report
5.	Corporate Governance Report
6.	Declaration on code of conduct
7.	Certification by Managing Director and Chief Financial Officer
8.	Auditors Certificate on Corporate Governance
9.	Auditors Report
	Independent Auditors Report
	Balance Sheet
	Statement of Profit and Loss
	Cash Flow Statement
	Notes to Financial Statements
10.	Proxy Form
11.	Attendance Slip
12.	Route Map

CORPORATE INFORMATION

Board of Directors

Manali Bhuva	:	Chairman / Non-Executive Director
Dhara Brahmbhatt	:	Managing Director
Tarun Brahmbhatt	:	Non-Executive Director
Manish Joshi	:	Independent Director
Mamatha Shetty	:	Independent Director
Dharmesh Belani	:	Independent Director

Key Managerial Personnel

Deepak Apraj	:	Chief Financial Officer
Arpita Mittal	:	Company Secretary & Compliance Officer

Registrar and Share Transfer Agent

:	Sharex Dynamic (India) Pvt. Ltd.
	Phone: 022-28515606/28515644
	Email: sharexindia@vsnl.com

Bankers

:	Axis Bank Limited
	Dena Bank
	The Cosmos Co-operative Bank Limited

Statutory Auditor

:	Tejas Nadkarni & Associates
---	--

Website

:	www.gemstoneltd.com
---	--

CIN

:	L65990MH1994PLC081749
---	-----------------------

Committees of the Board

Audit Committee

Mamatha Shetty	:	Chairman
Dharmesh Belani	:	Member
Manali Bhuva	:	Member

Stakeholders Relationship Committee

Mamatha Shetty	:	Chairman
Dharmesh Belani	:	Member
Manali Bhuva	:	Member

Nomination & Remuneration Committee

Mamatha Shetty	:	Chairman
Dharmesh Belani	:	Member
Manali Bhuva	:	Member

Risk Management Committee

Dhara Brahmbhatt	:	Chairman
Mamatha Shetty	:	Member
Dharmesh Belani	:	Member

NOTICE:

NOTICE is hereby given that the 25th Annual General Meeting of the members of Gemstone Investments Limited, for the FY 2018-19, will be held on 25th September, 2019 at 4.00 p.m. at the registered office of the Company situated at 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext, Vile Parle (E), Mumbai- 400 057 to transact the following businesses:

Ordinary Businesses:

1. To Consider and Approve Financial Statements consisting of Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss for the year ended on that date, together with the Board's Report and Auditor's Report.
2. To appoint a director in place of **Ms. Manali Bhuva (DIN: 01818201)** Director of the Company who retires by rotation and being eligible offers herself for re-appointment.

**By Order of the Board of Directors
For Gemstone Investments Limited**

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmbhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai

Date: 30th August, 2019

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. Members/Proxies and Authorised representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
3. Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and the Secretarial Standard- 2 on “General Meetings”, the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
4. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
5. As per the requirement of the Secretarial Standard- 2 on “General Meetings” the route map showing directions to reach the venue of the meeting is annexed to the Notice.
6. The Notice of the AGM is being sent by electronic mode whose email addresses are registered with the Company/Depository Participants, unless any member has requested for physical copy of the same. For members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the ‘Green Initiative’ Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice will also be available on the Company’s website.
7. In compliance with Regulation 44(1) & (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of voting at the AGM. The instructions for electronic voting are annexed to this notice. E-voting is optional.
8. The Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 23rd August, 2019.

9. The Board of Directors of the Company has appointed Mrs. Neelam Ahire, Practicing Company Secretary as a Scrutinizer who shall be responsible to conduct e-voting in a fair and transparent manner.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from 18th September, 2019 to 25th September, 2019 (Both days inclusive) for the purpose of the Annual General Meeting.
11. Members may send their requests for change / updation of Address, email address, Nominations
 - i. For shares held in dematerialized form – to their respective Depository Participant
 - ii. For shares held in physical form – to the RTA, M/s Sharex Dymanic (India) Private Limited, Unit no. 1, Luthra Industrial Premises, Safed Pool, Andheri- Kurla Road, Andheri (E), Mumbai- 400 072.
12. The relevant documents are available for inspection by the members at the Registered Office of the Company at any time during the working hours till the date of the meeting.

INSTRUCTIONS:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22nd September, 2019 (9.00 a.m.) and ends on 24th September, 2019 (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 18th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
--	--

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Gemstone Investments Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.

**By Order of the Board of Directors
For Gemstone Investments Limited**

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmbhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai

Date: 30th August, 2019

ANNEXURE TO THE NOTICE
(Pursuant to Regulation 36 of the Listing Obligation Disclosure Requirements)

DETAILS OF DIRECTOR PROPOSED TO BE APPOINTED

Name of the Director	Ms. Manali Bhuva
DIN	01818201
Date of Birth	13 th July, 1983
Date of Appointment	30 th September, 2016
Expertise in Special Functional	Business Development and Capital Markets
Directorship held in other Public Limited Companies	Nil
Number of shares held in the Company	Nil
Inter se Relationship with the Board	None

BOARDS' REPORT

To,
The Members,
Gemstone Investments Limited
502-B, Padmavati Heights, 5th Floor,
Shraddhanand Road Ext.,
Vile Parle (East),
Mumbai – 400 057.

The Directors have pleasure in submitting the Annual Report on the business and operations of the Company along with the Audited Financial Statements for the financial year ended 31st March, 2019.

FINANCIAL AND OPERATIONAL HIGHLIGHTS:

Financial Results of the Company for the year under review along with the figures for previous year are as follows:

	(Amt.in Lakhs)	
Particulars	F.Y 2018-19	F.Y 2017-18
Total Revenue	233.093	194.514
Total Expenses	121.006	129.293
Profit Before Tax	112.086	65.221
Current Year Tax	30.444	16.100
Deferred Tax	0.969	(0.704)
Profit After Tax	80.673	49.825
EPS	0.108	0.067

REVIEW OF OPERATIONS:

The Company reported gross annual revenue of Rs. 233.09 lakhs viz-a-viz Rs. 194.51 lakhs in the previous year. Whereas, the Profit after Tax stood at Rs. 80.67 lakhs viz-a-viz Rs. 49.83 lakhs in the previous year. The Earnings per share for the year ended 31st March, 2019 marginally increased to Rs. 0.11 per share viz-a-viz Rs. 0.07 per share in the previous year.

Your company is a Non-Banking finance Company registered with the Reserve Bank of India.

DIVIDEND:

Your directors do not recommend any dividend for the financial year in order to preserve funds for future business endeavors.

TRANSFER TO RESERVES:

The company has not transferred any amounts of profits to the Reserves.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the demat account of Investor Education and Protection Fund (IEPF) Authority.

There is no such pending amount of unpaid or unclaimed dividend with the Company thus there is no obligation on the Company to transfer any amount to IEPF.

SHARE CAPITAL:

- **Authorised Share Capital:**

The Authorised Share Capital of the Company as at 31st March, 2019 is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 10,00,00,000 Equity Shares of Rs. 1/- each.

- **Issued & Subscribed Share Capital:**

The paid up Equity Share Capital as at 31st March, 2019 stood at Rs. 7,47,50,000/- (Rupees Seven Crore Forty Seven Lakh Fifty Thousand Only) divided into 7,47,50,000 Equity Shares of Rs. 1/- each .

There was no public issue, rights issue, bonus issue or preferential issue, etc. during the year. Your Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options during the year under review.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of this Report.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits from the public falling within the purview of Section 73 of the Act read with the Companies (Acceptance of Deposit) Rules, 2014 during the year. Neither there was any public deposit outstanding as at the beginning or end of the year ended on 31st March, 2019.

SUBSIDIARIES, JOINT VENTURE OR ASSOCIATES:

Your Company does not have any subsidiary, associates or joint venture as on the financial year 31st March, 2019.

In terms of Section 129 of the Companies Act, 2013 read with third proviso to Rule 5 of Companies (Accounts) Rules, 2014, the statement containing the salient feature of the financial statement of Associate Company in form AOC-1 is enclosed as “Annexure 1” which forms part of this report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The management of your Company has a healthy mix of youth and experienced individuals with a very strong Board of Directors to guide the business.

Sr. No	Name of the Director and KMP	Designation	Date of Appointment	Date of Resignation
1.	Manali Bhuvra	Chairman - Non Executive Director	30 th September, 2016	-
2.	Dhara Brahmbhatt	Managing Director	09 th January, 2013	-
3.	Tarun Brahmbhatt	Non Executive Director	12 th July, 2017	-
4.	Dharmesh Belani	Independent Director	29 th September, 2015	-
5.	Mamatha Shetty	Independent Director	29 th September, 2015	-
6.	Manish Joshi	Independent Director	14 th September, 2017	-
7.	Deepak Apraj	Chief Financial Officer	03 rd September, 2016	-
8.	Arpita Mittal	Company Secretary & Compliance Officer	12 th February, 2019	-

CHANGES IN DIRECTORS AND KMPs:

Designation of Mr. Manish Joshi is changed from a Non-Executive Director to an Independent Director w.e.f 28th September, 2018.

Retirement by Rotation:

In accordance with the provisions of the Companies Act, 2013, Ms. Manali Bhuvais liable to retire by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment. Her re-appointment is being placed for your approval at the AGM. Your Directors recommend her re-appointment. The resolution for her said re-appointment forms a part of the notice to the Annual General Meeting.

Key Managerial Personnel:

- Mr. Deepak Apraj is a Chief Financial Officer of the Company w.e.f 3rd September, 2016.
- Ms. Arpita Mittal is a Company Secretary & Compliance Officer of the Company w.e.f. 12th February, 2019.

NUMBER OF BOARD MEETINGS:

During the Financial Year under review, the Board met five times on 30th May, 2018, 14th August, 2018, 05th Sept, 2018, 14th November, 2018 and 12th February, 2019. The gap between any two meetings was not more than 120 days. The details regarding the dates of the meetings with the names of the directors

who attended the meetings are summarized in Corporate Governance Report which forms a part of this Annual Report.

DECLARATION BY INDEPENDENT DIRECTORS:

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (including any statutory modification(s) or re-enactment(s) for the time being in force).

COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

Your Company has been following well laid down policy on appointment and remuneration of Directors, KMP and Senior Management Personnel. The appointments of Directors are made pursuant to the recommendation of Nomination and Remuneration Committee.

The remuneration of Executive Directors comprises of Basic Salary and Perquisites and follows applicable requirements of the Companies Act, 2013. Approval of shareholders and the Central Government, if so required, for payment of remuneration to Executive Directors is sought, from time to time.

A brief of the Policy on appointment and remuneration of Directors, KMP and Senior Management is uploaded on the Company's website www.gemstoneltd.com. The Company's Remuneration Policy for Directors, Key Managerial Personnel and Senior Management is enclosed as "Annexure -3" to this Report.

PERFORMANCE EVALUATION OF DIRECTORS:

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors confirm that:-

- i. In the presentation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. We had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit and loss of the Company for the financial year ended on that date;
- iii. Proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The annual accounts have been prepared on a going concern basis;
- v. Internal financial controls have been laid down and the same are adequate and were operating effectively; and
- vi. We have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMMITTEES OF THE BOARD:

The Company has duly constituted the Committees required under the Companies Act, 2013, read with applicable rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committees of the Board formed are as under:

- i. Audit Committee
- ii. Stakeholders Relationship Committee
- iii. Nomination and Remuneration Committee
- iv. Risk Management Committee

The details with respect to the composition, powers, roles, terms of reference, Meetings of all the relevant committees are provided in the report on corporate governance of the Company which forms part of this Annual Report.

CORPORATE GOVERNANCE:

As per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Corporate Governance provisions are not applicable to your Company. However, the Company thinks that it a good practice to follow the governance to increase the stakeholders trust and provide you with a separate Report on Corporate Governance. The said report forms part of this Annual Report and also contains certain disclosures required under the Companies Act, 2013.

VIGIL MECHANISM:

Your Company has a Whistle Blower Policy for the employee to report genuine concerns/grievances. This Policy is uploaded on the Company's website www.gemstoneltd.com. The Policy provides for

adequate safeguards against the victimization of the employees who use the vigil mechanism. The vigil mechanism is overseen by the Audit Committee.

AUDITORS AND THEIR REPORTS:

- **Statutory Auditor:**

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules framed hereunder, M/s. Tejas Nadkarni & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company for a period of 4 (four) years from the conclusion of the 23rd Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in the year 2021, subject to ratification of their appointment at every Annual General Meeting.

Pursuant to provisions of Companies Amendment Act, 2017, their appointment as Statutory Auditors of the Company was ratified in the Annual General Meeting held on 28th September, 2018 till the completion of their tenure.

The Auditors' Report does not contain any qualification, reservation or adverse remark and the Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments or require any explanations.

- **Secretarial Auditor:**

The Board had appointed M/s. Namita Agarwal & Co., Practicing Company Secretaries, as the Secretarial Auditor, to conduct the secretarial audit for the financial year ended 31st March, 2019. The Report of the Secretarial Auditor is provided as “**Annexure – 4**” to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

- **Internal Auditor:**

Pursuant to provisions of Section 138 of the Companies Act, 2013 your Company appointed M/s. Mohandas & Co. as an Internal Auditor of the Company. To maintain their objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee.

The Internal Auditor monitors and evaluates the efficiency and adequacy of internal control systems of your Company, its compliance with accounting procedures and policies of your Company. Based on the report of Internal Audit, the management undertakes corrective action and thereby strengthens controls.

REPORTING OF FRAUDS BY AUDITOR:

During the year under review, the Statutory Auditor and the Secretarial Auditor have not reported any instances of frauds committed by the Company by its officers or employees to the audit committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in the Annual Report.

RBI REGULATIONS:

The Company has complied with all the applicable regulations of the Reserve Bank of India (RBI) as on 31st March, 2019.

RELATED PARTY TRANSACTIONS:

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website. The Policy intends to ensure proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable. The disclosure regarding related party transactions is annexed herewith as "Annexure-2".

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Pursuant to Section 186(11) of the Companies Act, 2013, disclosure in the financial statements of the full particulars of the loans made and guarantees given or securities provided by a Non-Banking Financial Company in the ordinary course of its business, as required under the provisions of Section 186(4) of the Act, are exempted.

The details of investments made form part of the notes to financial statements.

CORPORATE SOCIAL RESPONSIBILITY:

The conditions prescribed in the Section 135 of the Companies Act, 2013, requiring a Company to constitute a Corporate Social Responsibility Committee are not applicable to your Company. The Board of Directors periodically reviews the applicability of CSR rules to the Company.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the securities of the Company. The Company has also adopted a Code of Corporate Disclosure Practices, for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information by the Company, to enable the investor community to take informed investment decisions with regard to the Company's shares.

The policy is uploaded on the Company's website and can be viewed at www.gemstoneltd.com.

RISK MANAGEMENT:

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the enterprise. These levels form the strategic defense cover of the Company's risk management. The Company has a robust organisational structure for managing and reporting on risks.

Your Company has constituted a Risk Management Committee of the Board which is authorized to monitor and review risk management plan. The Committee is also empowered, inter alia, to review and recommend to the Board the modifications to the Risk Management Policy. This Policy is also uploaded on the Company's website www.gemstoneltd.com. The Risk Management Framework is been periodically reviewed to keep updated and address emerging challenges.

INTERNAL FINANCIAL CONTROLS:

The Board of Directors of the Company is responsible for ensuring that Internal Financial Control have been laid down in the Company and that such control are adequate and operating effectively. The foundation of Internal Financial Control (IFC) lies in Gemstone's Code of Conduct, policies and procedures adopted by the Management, Corporate Strategies, annual business planning process, management reviews, management system certifications and the risk management framework.

The Company has IFC framework, commensurate with the size, scale and complexity of its operations. The framework has been designed to provide reasonable assurance with respect to recording and providing reliable financial and operation information, complying with applicable laws, safeguarding with proper authorization and ensuing compliance with corporate policies.

The controls, based on the prevailing business conditions and processes have been tested during the year and certain aspect in the design or effectiveness which were observed by the auditor, would be taken care by the Board.

The Internal Audit team monitors and evaluates the efficiency and adequacy of internal controls systems in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal audit function, process owners undertake corrective action(s) in their respective area(s) and thereby strengthen the controls. Significant audit observations and corrective actions(s) thereon are presented to the Audit Committee.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:

The information required pursuant to Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is disclosed in "Annexure -5" to this report.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The policy is gender neutral.

During the year under the review no complaints with allegations of sexual harassment was received by the Company.

DISCLOSURE OF PENDING CASES / INSTANCES OF NON-COMPLIANCE:

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

INVESTOR RELATIONS (IR):

Your Company continuously strives for excellence in its investor relations. Your Company believes in building a relationship of mutual understanding with Investors. Your company ensures that critical information about the Company is available to all the Investors by uploading all such information on the Company's website.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

The Company carries out the business of a Non-Banking Finance Company. Thus, the particulars regarding conservation of energy & technology absorption as required to be disclosed pursuant to the Rule 8(3) of the Companies (Accounts) Rules, 2014 are not relevant to its activities.

There were no foreign exchange earnings or outgo during the year under review.

EXTRACT OF ANNUAL RETURN:

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is appended as "**Annexure – 6**" to this Report.

HUMAN RESOURCES:

Your Company's vision is to become an employer of choice by providing a compelling employee value proposition. It strives to attract the best talent and ensures employees' development, retention and contribution to the Company's success. The HR policies and practices are focused on creating Happy, Engaged and Productive workforce. It intends to continue investing in leadership development, employee engagement, training and employee assistance programs, etc.

APPRECIATIONS AND ACKNOWLEDGMENTS:

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The Directors also wish to place on record their appreciation for the dedication and contribution made by employees at all levels and look forward to their support in future as well.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its Bankers, Customers, Government, Regulatory Authorities, Stock Exchange, Vendors and Investors for their continued support during the year.

It will be your Company's endeavor to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

For and on behalf of the Board

For Gemstone Investments Limited

Sd/-

Manali Bhuva

Chairman

DIN: 01818201

Sd/-

Dhara Brahmbhatt

Managing Director

DIN: 06433270

Place: Mumbai

Date: 30th August, 2019

FORM AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of the Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiaries**PART “A”: SUBSIDIARIES**

Sr. No.	Particulars	Details
1.	Name of the subsidiary	The Company does not have any subsidiaries, thus Part A of the form is not applicable to the Company.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	
4.	Share capital	
5.	Reserves & surplus	
6.	Total assets	
7.	Total Liabilities	
8.	Investments	
9.	Turnover	
10.	Profit before taxation	
11.	Provision for taxation	
12.	Profit after taxation	
13.	Proposed Dividend	
14.	% of shareholding	

- Names of subsidiaries which are yet to commence operations: None
- Names of subsidiaries which have been liquidated or sold during the year: None

**By Order of the Board of Directors
For Gemstone Investments Limited**

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai
Date: 30th August, 2019

PART "B": ASSOCIATE/JOINT VENTURE

Statement containing salient features of the financial statement of Associate Companies/ Joint Ventures

Sr. No.	Particulars	Details
1.	Name of Associates/Joint Ventures	The Company presently does not have any associate or joint venture companies as on 31 st March, 2019.
2.	Latest audited Balance Sheet Date	
3.	Shares of Associate/Joint Ventures held by the company on the year end	
	No. of shares	
	Amount of Investment in Associates/Joint Venture	
	Extend of Holding %	
4.	Description of how there is significant influence	
5.	Reason why the associate/joint venture is not consolidated	
6.	Net worth attributable to Shareholding as per latest audited Balance Sheet	
7.	Profit / Loss for the year	
	Considered in Consolidation	
	Not Considered in Consolidation	

1. Names of associates or joint ventures which are yet to commence operations: None
2. Names of associates or joint ventures which have been liquidated or sold during the year: None

**By Order of the Board of Directors
For Gemstone Investments Limited**

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai
Date: 30th August, 2019

FORM NO. AOC- 2

(Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

- 1. Details of contracts or arrangements or transactions not at arm's length basis:** Gemstone Investments Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2018-19.
- 2. Details of material contracts or arrangement or transactions at arm's length basis:** Gemstone Investments Limited has not entered into any contract or arrangement or transaction with its related parties which is at arm's length during financial year 2018-19.

Name of Related Party and Nature of Relationship	Nature of contracts/ arrangement/ transactions	Duration of contracts/ arrangement/ transactions	Salient terms of contracts/ arrangements/ transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advance, if any
N.A.					

NOMINATION AND REMUNERATION POLICY

Purpose:

The Board of Directors in order to align with the provisions of the Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement renamed the “Remuneration Committee” as “Nomination and Remuneration Committee”. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel (SMP) has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of the Company. This policy shall act as a guideline for determining, inter alia qualifications, independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

Applicability:

This Policy is applicable to:

1. Directors viz. Executive, Non-executive and Independent
2. Key Managerial Personnel
3. Senior Management Personnel
4. Other Employees of the Company, as applicable.

Objective:

The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and other employees. The Key Objectives of the policy is:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To assist the Board in fulfilling responsibilities.

Constitution of Committee:

The Nomination and Remuneration Committee constituted should consist of three or more non-executive directors out of which not less than one-half should be independent directors. However, the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries. Minimum two (2) members shall constitute a quorum for the Committee meeting. Membership of the Committee shall be disclosed in the Annual Report.

Role of Committee:

The Role and Powers of the Committee shall be as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Definitions:

- **“Act”** means Companies Act, 2013 and rules framed thereunder.
- **“Board”** means Board of Directors of the Company as constituted from time to time.
- **“Policy”** or **“This policy”** means Nomination and Remuneration Policy.
- **“Committee”** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
- **“Key Managerial Personnel”** means:
 - i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
 - ii. Chief Financial Officer;
 - iii. Company Secretary;
 - iv. And such other officer as may be prescribed.
- **“Senior Managerial Personnel”** mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.
- **“Independent Director”** means a Director referred to in Section 149 (6) of the Companies Act, 2013.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Appointment and Removal of Director, KMP and Senior Management:

1. Appointment Criteria and Qualifications:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management Level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- d) Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules framed thereunder.

2. Term / Tenure:

- a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

3. Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals i.e. yearly or at such intervals as may be considered necessary. The same may however be delegated by the Committee.

4. Removal:

Due to reasons for any disqualification as mentioned in the Act pursuant to section 164 or under any other applicable provisions, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. Retirement:

Any Director other than the Independent Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Remuneration to Directors / KMP/ SMP:

1. Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i. The Services are rendered by such Director in his capacity as the professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3. Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.
- d) Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.

4. Familiarization Program for Independent Directors:

The Company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, etc., through various programs.

Proceedings of the Meeting:

Proceedings of all meetings must be recorded in the Minutes Book and signed by the Chairperson of the Committee at the subsequent meeting. Minutes of the Committee meeting will be circulated at the subsequent Board and Committee meeting for noting.

Review and Amendment to the Policy:

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

- The Committee or the Board may review the Policy as and when it deems necessary.
- The Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- This Policy may be amended or substituted by the Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.
- In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

Disclosure:

The details of this Policy and the evaluation criteria as applicable shall be disclosed in Annual Report as part of Board's Report.

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

For the Financial Year ended 31st March, 2019

To,

The Members,

Gemstone Investments Limited

502-B Padmavati Heights, 5th floor,

Shraddhanand Road Ext, Vile Parle (E),

Mumbai - 400057

I Namita Agarwal, Practicing Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Gemstone Investments Limited (hereinafter called “the Company”)**. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, and authorized representatives during the conduct of **Secretarial Audit**, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended **31st March, 2019**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **31st March, 2019**, according to the provisions of:

- I. The Companies Act, 2013 (“the Act”) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment - **not applicable to the Company during the Audit Period**;
- V. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not applicable as the Company has not issued any shares during the financial year under review;**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not applicable as the Company has not issued any shares to its Employees during the financial year under review;**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable as the Company has not issued any debt securities;**
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 - **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable as the Company has not delisted /propose to delist its equity shares from stock exchange during the financial year under review;**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable as the Company has not bought back or propose to buyback any of its securities during the financial year under review;**
- VI. Reserve Bank of India Act, 1934:
- a. Non- Banking Financial Company – Non-Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
- VII. I, in consultation with the company came to a conclusion that no specific laws were directly applicable with regard to the business activities of the Company during the period under review.

I have also examined compliance by the company of the following statutory provisions/standards/regulations:

- a. The Securities and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015.
- b. Secretarial Standards issued by The Institute of Company Secretaries of India.
- c. The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI (LODR) Regulations, 2015.

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed Notes on agenda are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The compliance by the company of the applicable financial laws, like Direct and Indirect Tax Laws has not been reviewed in this audit since the same have been subject to review by Statutory Auditors and other designated professionals.

Majority decision is carried through, while the dissenting members' views are captured as and when required and are recorded as part of the minutes.

I further report that

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as also represented by management.

I further report that during the audit period, there were no instances of:

- i. Public / Rights / Debentures / Sweat Equity.
- ii. Buy-Back of Securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / Amalgamation / reconstruction, etc.
- v. Foreign Technical Collaborations.

This report is to be read with our letter of even date which is annexed as "**Annexure A**" and forms an integral part of this report.

For Namita Agarwal & Co.

Company Secretary

COP No.: 14563

Sd/-

Namita Agarwal

Proprietor

M No: 38222

Place: Kolkata

Date: 08th June, 2019

To,
The Members
Gemstone Investments Limited
502-B Padmavati Heights, 5th floor,
Shraddhanand Road Ext, Vile Parle (E),
Mumbai - 400 057

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the company. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Namita Agarwal & Co.

Company Secretary

COP No.: 14563

Sd/-

Namita Agarwal

Proprietor

M No: 38222

Place: Kolkata

Date: 08th June, 2019

Information of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- ⊕ Ratio of Remuneration of each Director to the median remuneration of all the employees of your Company for the financial year 2018 – 19 is as follows:

Name of the Director	Total Remuneration (Rs)	Ratio of remuneration of director to the Median remuneration
Ms. Dhara Brahmbhatt	5,40,000	1.96 : 1

- ⊕ Details of percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer in the financial year 2018 – 19 are as follows:

Name	Designation	Remuneration		Increase / (Decrease) (%)
		2018 – 19	2017 – 18	
Dhara Brahmbhatt	Managing Director	5,40,000	4,00,000	35.00
Deepak Apraj	Chief Financial Officer	3,09,467	2,11,000	44.67
Arpita Mittal	Company Secretary	36,000	-	-

- ⊕ Percentage increase in the Median Remuneration of all employees in the financial year 2018 – 19

Particulars	2018 – 19	2017 – 18	Increase (%)
Median remuneration of all employees per annum	2,75,000	3,00,000	-8.33

- ⊕ Number of permanent employees on the rolls of company as of 31stMarch, 2019: *Eighteen*

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The Company has managed to post 61.91% (YoY) increase in the Profit After Tax. The increase in remuneration is directly linked to the performance of the company and the individual performance of the employee.

- ⊕ Affirmation that the remuneration is as per the remuneration policy of your Company: *The Company affirms that remuneration is as per the Remuneration Policy of your Company.*

Information pursuant to Rules 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014:

- ⊕ Employed throughout the year ended 31stMarch, 2019, with remuneration aggregating to not less than Rs 1,02,00,000 per annum: *None*

- ⊕ Employed for part of the year ended March 31, 2019, with remuneration aggregating to not less than Rs 8,50,000 per month: *None*
- ⊕ The employee if employed throughout the financial year or part thereof was in receipt of remuneration in that year which in the aggregate or as the case may be at a rate which in the aggregate is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children not less than two percent of the equity shares of your Company: *None*

**By Order of the Board of Directors
For Gemstone Investments Limited**

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmbhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai

Date: 30th August, 2019

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31st March, 2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

Sr. No.	Particulars	Details
1.	CIN	L65990MH1994PLC081749
2.	Registration Date	05/10/1994
3.	Name of the Company	GEMSTONE INVESTMENTS LIMITED
4.	Category/ Sub-Category of the Company	Company limited by Shares
5.	Address of the Registered office & contact details	502-B, Padmavati Heights, 5 th Floor, Shraddhanand Road Ext, Vile Parle (E), Mumbai – 400 057 Tel: 022-65102060 E-mail: gemstoneltd@gmail.com
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Sharex Dynamic (India) Pvt. Ltd Unit 1, Luthra Industrial Premises, 1st Floor, 44-E, M Vasanti Marg, Safed Pool, Andheri-Kurla Road, Andheri (East), Mumbai – 400 072 Tel: 022-28515606 / 28515644

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated):

Sr. No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	Non Banking Financial Activities	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
N.A.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A)Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. Promoter									
1) Indian									
a) Individual/ HUF	8000	-	8000	0.01	8000	-	8000	0.01	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-total A(1)	8000	-	8000	0.01	8000	-	8000	0.01	-
2) Foreign									
1) NRIs-Individuals	-	-	-	-	-	-	-	-	-
2)Other-Individuals -	-	-	-	-	-	-	-	-	-
3) Bodies Corp.	-	-	-	-	-	-	-	-	-
4) Banks / FI	-	-	-	-	-	-	-	-	-
5) Any Other	-	-	-	-	-	-	-	-	-
Sub-total A(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter [A(1)+A(2)]	8000	-	8000	0.01	8000	-	8000	0.01	-
B.Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	34561363	5000	34566363	46.24	34890325	5000	34895325	46.68	0.44
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i.Individualshareholders holding nominal share	9767539	494850	10262389	13.73	21813097	-	21813097	29.19	15.46

capital uptoRs. 2 lakhs									
ii.Individual shareholders holding nominal share capital in excess of Rs 2 lakh	20785354	-	20785354	27.81	6406124	494850	6900974	9.23	(18.58)
c)Others (Specify):									
Non Resident Indians	59850	-	59850	0.08	61850	-	61850	0.08	-
HUF	-	-	-	-	906290	-	906290	1.21	1.21
Clearing Members	9068044	-	9068044	12.13	10164464	-	10164464	13.59	1.47
Sub-total(B)(2)	74242150	499850	74742000	99.99	74242150	499850	74742000	99.99	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	74242150	499850	74742000	99.99	74242150	499850	74742000	99.99	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	74250150	499850	74750000	100.00	74250150	499850	74750000	100.00	-

B) Shareholding of Promoter:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Co.	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the Co.	% of Shares Pledged/ encumbered to total Shares	
1.	Nimesh Ganatra	8000	0.01	-	8000	0.01	-	-
	Total	8000	0.01	-	8000	0.01	-	-

C) Change in Promoters' Shareholding (please specify, if there is no change):

Sr. No.	Particulars	Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Co.				No. of shares	% of total shares of the Co.
1.	Nimesh Ganatra	8000	0.01	-	-	-	8000	0.01

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Names of the Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Co.				No. of shares	% of total shares of the Co.
1	Kaushik Shah Shares And Sec Pvt Ltd	6000000	8.03	-	-	-	6000000	8.03

2	Arcadia Share And Stock Brokers Pvt Ltd	4650786	6.22	06/04/2018	(164840)	Sale	5742641	7.682
				13/04/2018	(128495)	Sale		
				20/04/2018	(200000)	Sale		
				22/02/2019	500	Purchase		
				01/03/2019	199500	Purchase		
				08/03/2019	900490	Purchase		
				15/03/2019	234700	Purchase		
				22/03/2019	250000	Purchase		
3	Ashirwad Investments Private Limited	5030039	6.73	-	-	-	5030039	6.73
4	Lalita Exports Private Limited	3940647	5.28	-	-	-	3940647	5.28
5	Leadage Trading Private Limited	3700000	4.95	13/04/2018	9725	Purchase	3709725	4.96
6	IFCI Financial Services Limited	2947007	3.94	22/02/2019	1000	Purchase	2947007	3.94
				01/03/2019	(1000)	Sale		
7	Ashika Stock Broking Ltd	2937590	3.93	-	-	-	2937590	3.93
8	Religare Broking Limited	-	-	20/04/2018	2784362	Purchase	2786883	3.73
				02/11/2018	2521	Purchase		
				07/12/2018	50	Purchase		
				15/02/2019	(50)	Sale		
9	Labh Share and Stock Private Limited	2579585	3.45	-	-	-	2579585	3.45
10	Anubhav Consultancy Services Pvt Ltd	1900000	2.54	13/04/2019	118770	Purchase	2018770	2.70

E) Shareholding of Directors and Key Managerial Personnel:

None of the Director and Key Managerial Personnel holds any shares in the Company.

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,797,614.00	25,893,835.00	-	29,691,449.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	3,797,614.00	25,893,835.00	-	29,691,449.00
Change in Indebtedness during the financial year				
*Addition	-	-	-	-
*Reduction	(2,229,451.00)	(15,958,739.00)	-	(18,188,190.00)
Net Change	(2,229,451.00)	(15,958,739.00)	-	(18,188,190.00)
Indebtedness at the end of the financial year				

i) Principal Amount	1,568,163.00	9,935,096.00	-	11,503,259.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	1,568,163.00	9,935,096.00	-	11,503,259.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Ms.Dhara Brahmbhatt (Managing Director)	
1	Gross salary	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	540,000	540,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify.	-	-
5	Others, please specify	-	-
	Total (A)	540,000	540,000

B) Remuneration to other Directors:

Sr. No	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
	Fee for attending board committee meetings		
	Commission	-	-
	Others, please specify	-	-
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others – Directors Remuneration		
	Total (2)		
	Total (B)=(1+2)		

C) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

Sr. No	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Deepak Apraj	Ms. Arpita Mittal	Total
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	309,467	36,000	345,467
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit	-	-	-

	others, specify...	-	-	-
5	Others, please specify -	-	-	-
	Total	309,467	36,000	345,467

VII. Penalties / Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE	NONE	NONE	NONE	NONE
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE	NONE	NONE	NONE	NONE
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE	NONE	NONE	NONE	NONE
Punishment					
Compounding					

**By Order of the Board of Directors
For Gemstone Investments Limited**

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmbhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai
Date: 30th August, 2019

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Financial year 2018-19 (FY2019) began with an expectation of higher growth as the economy seemed to have overcome the teething troubles of the nation-wide roll out of the Goods and Services Tax (GST). However, a rise in the current account deficit (CAD), concerns relating to rising non-performing assets (NPAs) and decline in liquidity coupled with hardening interest rates contributed to uncertainties around a higher GDP growth rate.

India's GDP is estimated to have grown by 6.8% in FY 19 compared to 7.2% in FY 18. This was also due to lower growth in agriculture and mining sectors, lower government spending on public administration and weakness in domestic and external demand conditions.

While the current phase is challenging, the long term outlook for the Indian economy remains positive. However, we should take in to account the slowdown in the short term that may be caused because of several domestic and global factors which are beyond our control to overcome. In this backdrop, one should review the overall expectation and performance of the business.

Indian Banking and Financial Industry:

Financial year 2018-19 has been very challenging for the finance sector. This was triggered by the debt defaults by IL & FS Group triggered crises of confidence in the NBFC sector- critical source of finance for the real sector, default of several NBFC in repayment of debentures, bonds and other borrowings. The liquidity tightness faced by NBFC's post the IL&FS debt defaults impacted leveraged consumer demand for auto varieties, consumer durables, housing, etc, and credit flows to small and micro borrowers during Q3FY19. While pragmatic and timely regulatory interventions helped easing the situation in Q4FY 19, the gap between top-rung NBFCs and others widened significantly in the aftermath of this crisis.

Financial Performance:

During the year under review the Company recorded a top line growth of around 20% and the bottomline growth of over 100%. The company has been focusing on operational efficiency to reduce cost and also increasing the revenues. The company is focused on maintaining the growth momentum even while dealing current financial crisis affecting the investment and finance sector. As on March 31, 2019, the Net-worth of the Company stood at Rs.24.16 Crores vis a vis Rs. 23.35 Crores in the previous financial year. The management is hopeful about better performance in the following years.

Significant Changes in the Key Financial Ratios:

Key Financial Ratios	FY 2018-19	FY 2017-18	% Change (YOY)	Remarks
Debtors Turnover Ratio	832.15	106.27	683.08	The Company has been able to improve the debtors turnover and ensure effective use of resources
Inventory Turnover Ratio	NA	NA	NA	
Interest Coverage Ratio	5.84	5.88	-0.60	
Current Ratio	20.69	27.93	-25.94	Even after a significant reduction in the current ratio. The Company continues to maintain a healthy current ratio.
Debt –Equity Ratio	0.05	0.13	-62.55	The Company has repaid substantial amount of debt. Hence, the debt to equity ratio has improved.

Operating Profit Margin	0.58	0.40	43.59	The company has recorded a significant increase in the margins. This is mainly due to reduction of interest cost and operation efficiencies
Net Profit Margin	0.35	0.26	35.12	The company has recorded a significant increase in the margins. This is mainly due to reduction of interest cost and operation efficiencies
Return on Net worth	0.03	0.02	56.51	The overall operational performance has led to significant improvement in the Return on Net worth of the Company.

Opportunities and Threats:

Investments:

The volatility in stock indices in the financial year under report represents both an opportunity and challenge for the Company. Capital market activities in which most of the activities depend on is also influenced by global events happening in the US, UK & China and hence there is an amount of uncertainty in the near term outlook of the market.

Lending:

The lending sector has been in rough waters due to the NPA crisis and also the down fall of heavy weights of the finance sector. Gross NPA for banks has now peaked and started showing a downward trend as per the latest financial stability report. While the absolute amount is still significant, the effectiveness and efficacy of the IBC is now firmly established. The credit growth is also expected to pick up especially from the corporate side. The lending business should see good growth once the consumption start picking up.

Risk Management:

The Company's risk management policy stems from a philosophy of pursuing sustainable growth and creating economic value, while calibrating and mitigating risks. It is integral to how we plan and execute business strategies.

Credit Risk Management:

- The Company possesses a robust risk management policy to manage risk associated with the business
- Customer selection is of paramount importance, and in this the company's business development and credit teams have the necessary expertise to ensure asset quality.
- Underwriting decisions are based on knowledge about the prospective customer's business as well as assessment of his cash flows and ensuring adequacy of collateral or guarantees

Operational Risk Management:

- The Company's Risk management Committee reviews and discusses all assets with significant risks, including deliberating on the sector-specific and systemic risks in the business environment.

Human Resource Risk Management:

- The Company offers a challenging and yet rewarding work environment to its workforce.
- Employees are trained to think like entrepreneurs and are rewarded monetarily as well as with career advancements for their achievements.

Interest Rate Risk Management:

- The Company's resources can be a blend of fixed, semi-fixed or floating rate loans, while its assets offerings may or may not be fixed rate products.
- Any risk arising from this situation is however mitigated by the Company choosing its lenders with care and with aggressive negotiation thereby ensuring the finest rates for itself; thereby keeping a positive Asset- Liability combination.

Human Resources:

People are the corner stone of our business. While we have all the processes in place, it is important that we have the right people at job to achieve the goals. Our employees are our most important assets. The competency development of our employees continues to be a key area of strategic focus for us. We encourage employees to upgrade their skill and knowledge to keep pace with the changing dynamics of the business.

We have an adaptive recruitment and induction process to suit the business requirements. In order to attract, retain and motivate talented and critical employees and to encourage employees to align individual performance with ownership, the Company may consider share-based benefits to high-performing executives and mid level managers.

Internal Control Systems:

The Company possess adequate internal control to ensure that all assets are protected against loss from unauthorised use or disposition and that all transactions are authorised, recorded and reported correctly. An efficient internal audit team monitors adherence to these controls. Statutory auditors also present their suggestions to the appropriate committees of directors for improvements in control and compliance. The Audit committee regularly reviews the audit findings as well as the adequacy and effectiveness of the internal control measures.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied.

CORPORATE GOVERNANCE REPORT

Gemstone Investments Limited is committed to the adoption of best practices of Corporate Governance and its adherence in true spirit, at all times. Your Company is generally complying with the requirements of the Corporate Governance Practices. Pursuant to the Listing Agreement read with Regulation 15(2) of the SEBI (LODR) Regulations 2015, the requirement of compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V is not mandatory to the Company. However, as a good Corporate Governance practice a report on the implementation of the Corporate Governance provisions by your Company is furnished below:-

COMPANY'S PHILOSOPHY:

Since inception Gemstone Investments Limited has consciously adhered to the highest standards of governance.

Your Company believes that good Corporate Governance emerges from the application of best management practices and compliance with the laws coupled with the highest standards of integrity, transparency, accountability and business ethics.

It not only has legal, contractual and social responsibilities, but also has obligations towards its stakeholders such as bankers, regulators, government agencies, employees, investors, creditors and customers, among others. Gemstone strives to ensure that all its stakeholders have an access to clear, adequate and factual information relating to the Company at all times. It promotes accountability of its management and the Board of Directors acknowledges its responsibilities towards its stakeholders for creation and safeguarding their wealth.

Your Company has an active, experienced and a well-informed Board. Through the governance mechanism in the Company, the Board along with its Committees undertakes its fiduciary responsibilities towards all its stakeholders by encompassing best practices to support effective and ethical leadership, sustainability and good corporate citizenship.

The Company continues to focus on its resources, strengths and strategies to achieve the vision of the Company while upholding the core values of Quality, Trust, Leadership and Excellence.

Your Company is fully committed to practice sound Corporate Governance and uphold the highest business standards in conducting business. The Company has always worked towards building trust with all its stakeholders based on the principles of good corporate governance. Your Company is guided by a key set of values for all its internal and external interactions. The Company is open, accessible and consistent with its communication.

BOARD OF DIRECTORS:

1. Composition & Category of Directors:

The composition of the Board of your Company is in conformity with the provisions of the Companies Act, 2013 (“the Act”) and the Listing Regulations, as amended from time to time.

The Board has an optimum combination of executive and non executive Directors. The Board periodically evaluates the need for change in its size and composition to ensure that it remains aligned with statutory and business requirements.

The Management of the Company is entrusted in the hands of the Key Managerial Personnel, headed by the Managing Director, who operate under the supervision and control of the Board. Ms. Dhara Brahmbhatt is the Managing Director of the Company.

During the year under review, the Board comprised of Six Directors.

Sr. No.	Name of Directors	DIN	Designation
1.	Manali Bhuva	01818201	Chairman - Non Executive Director
2.	Dhara Brahmbhatt	06433270	Managing Director
3.	Tarun Brahmbhatt	07866769	Non Executive Director
4.	Dharmesh Belani	07273640	Independent Director
5.	Mamatha Shetty	07273684	Independent Director
6.	Manish Joshi*	07873456	Independent Director

*The Members at their meeting held on 28th September, 2018 passed the resolution for change in designation of Mr. Manish Joshi from Non-Executive Director to Non-Executive Independent Director of the Company.

2. Board Meetings and Procedure:

The annual calendar of meetings is broadly determined at the beginning of each year. The Board meets at least once in a quarter to review the quarterly financial results and operations of the Company. Apart from the above, additional Board Meetings are convened to address the specific needs of the Company. Time gap between two consecutive meetings does not exceed 120 days.

The Details of the Board Meetings by the Directors are given in the appended table:

Name of the Directors	Attendance at the Board Meetings (2018-19)				
	30-May-2018	14-Aug-2018	05-Sept-2018	14-Nov-2018	12-Feb-2019
Manali Bhuva	Yes	Yes	Yes	Yes	Yes
Dhara Brahmbhatt	Yes	Yes	Yes	Yes	Yes
Tarun Brahmbhatt	Yes	Yes	Yes	Yes	Yes
Dharmesh Belani	Yes	Yes	Yes	Yes	Yes
Mamatha Shetty	Yes	Yes	Yes	Yes	Yes
Manish Joshi	Yes	Yes	Yes	Yes	Yes

3. Other Directorships & Committee Position Held in Other Companies:

Pursuant to the provisions of Section 165 of the Act none of the Directors of the Company is a Director in more than 10 public limited companies. Further, as mandated by Regulation 17A of the Listing Regulations, none of the Independent Directors of the Company serves as Independent Director (including any Alternate directorships) in more than seven listed companies or three listed companies in case he/ she serves as a Whole-time Director in any listed company. Ms. Dhara Brahmbhatt – Managing Director of the Company is not an Independent Director of any other listed entity.

Further, as stipulated in Regulation 26 of the Listing Regulations, none of the Directors is a Member of more than 10 Board level Committees and no such Director is a Chairman/Chairperson of more than five Committees, across all public limited companies in which he/she is a Director.

As per the Listing Regulations, only those entities whose equity shares are listed on a stock exchange have been considered for the purpose of ascertaining the number of Directorships in listed Companies.

The numbers of Directorships and Committee Chairmanship / Membership held by the Directors, in other Companies is appended below:

Name of the Director	No. of Directorship in Public Companies	No. of committee position held in Public Companies	
		Chairman	Member
Manali Bhuva	1	-	2
Dhara Brahmbhatt	1	-	-
Tarun Brahmbhatt	1	-	-
Dharmesh Belani	1	-	2
Mamatha Shetty	1	2	-
Manish Joshi	1	-	-

Note:

- *Excluding Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.*
- *Committees considered to reckon the limit are Audit Committee and Stakeholders Relationship Committee in public (listed and unlisted) Companies.*
- *Position held in Gemstone Investments Limited as a Director and/or Member/ Chairman has been included in the above table.*

4. Induction and Familiarization program for Independent Directors:

The Company has adopted a structured programme for orientation of Independent Directors at the time of their joining so as to familiarise them with the Company – its operations, business, industry and environment in which it functions and the regulatory environment applicable to it. The details of these familiarization programs have been hosted on the Company's website www.gemstoneltd.com.

The Company updates the Board Members on a continuing basis on any significant changes therein and provides them an insight to their expected roles and responsibilities so as to be in a position to take well-informed and timely decisions and contribute significantly to the Company.

5. Re-appointment of Directors liable to retire by rotation:

Details of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting as required under Regulation 36 of the Listing Regulations is annexed to the Notice conveying the Annual General Meeting and forms the part of this Annual Report.

6. Details of Equity Shares held by Non-Executive Directors as on 31st March, 2019:

There were no outstanding Stock Options or Equity Shares held by Non – Executive Directors of the Company.

COMMITTEES OF THE BOARD:

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework of delegated authority, and make specific recommendations to the Board on matters within their areas or purview. The decisions and recommendations of the Committees are placed before the Board for information or for approval, as required.

Your Company has four Board level Committees –

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee
- Risk Management Committee

The composition and functioning of these Committees is in compliance with the applicable provisions of the Companies Act, 2013 and Listing Regulations.

Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

• **Audit Committee:**

The Audit Committee is duly constituted in accordance with the Listing Agreement read with SEBI (LODR) Regulations 2016 and of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

The Audit Committee has been granted powers as prescribed under Regulation 18 (2)(c) and reviews all the information as prescribed in Regulation 18(3) read with the Paragraph B of Part C of Schedule II of the Listing Regulations. Generally, all items listed in Regulation 18(3) read with Part C of Schedule II of the Listing Regulations are covered in the terms of reference.

Composition and category of Directors:

Name of Directors	Category	Designation
Mamatha Shetty	Independent Director	Chairman
Dharmesh Belani	Independent Director	Member
Manali Bhuva	Non-Executive Director	Member

Two third of the members are Independent Directors and all the members are financially literate. All the members of the Audit Committee have vast experience and knowledge and possess financial/ accounting expertise /exposure.

Meetings and Attendance:

Name of the Committee Members	Attendance at the Meetings (2018-2019)			
	30-May-2018	14-Aug-2018	14-Nov-2018	12-Feb-2019
Mamatha Shetty	Yes	Yes	Yes	Yes
Dharmesh Belani	Yes	Yes	Yes	Yes
Manali Bhuva	Yes	Yes	Yes	Yes

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company to answer the queries of shareholders. The meetings of Audit Committee are also attended by the Chief Financial Officer and Internal Auditor as special invitees.

The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives. The minutes of each Audit Committee meeting are placed in the next meeting of the Board.

Terms of Reference:

The terms of reference of the Audit Committee have been in line with Regulation 18 of Listing Regulations and Section 177 of the Companies Act, 2013. The Audit Committee, inter alia, provides reassurance to the Board on the existence of an effective internal control environment.

- **Stakeholders Relationship Committee:**

The constitution of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

Committee performs various functions conferred under the listing regulations and Section 178 of the Act which mainly covers ensuring resolution of grievances of security holders of the Company.

Composition and category of Directors:

Name of Directors	Category	Designation
Mamatha Shetty	Independent Director	Chairman
Dharmesh Belani	Independent Director	Member
Manali Bhuva	Non-Executive Director	Member

The Committee meets, as and when required, to inter alia, deal with matters relating to transfer/ transmission of shares and debentures, approve requests for issue of duplicate share/ debenture certificates, issue of new Share Certificates for transfer to the Investor Education and Protection Fund as per the provisions of the Act and Rules framed thereunder, and monitor redressal of grievances of security holders including shareholders, debenture holders, investors/other security holders, relating to transfer/transmission of shares/debentures, non-receipt of Annual Report, non-receipt of dividends declared, non-receipt of interest on Non-Convertible Debentures/Fixed Deposits issued by the Company, non-receipt of Debenture Certificate(s), review steps taken for reducing the quantum of unclaimed dividends, etc., in a timely manner.

Meetings and Attendance:

Name of the Committee Members	Attendance at the Meetings (2018-2019)		
	30-May-2018	14-Aug-2018	12-Feb-2019
Mamatha Shetty	Yes	Yes	Yes
Dharmesh Belani	Yes	Yes	Yes
Manali Bhuvra	Yes	Yes	Yes

Terms of Reference:

During the year under review, the terms of reference of this Committee have been aligned in accordance with the changes made in the Listing Regulations.

The role and terms of reference of the Committee covers the areas as contemplated under Regulation 20 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act, as applicable, besides the other terms as referred by the Board of Directors. It oversees the performance of the Registrars and Transfer Agent, and recommends measures for overall improvement in the quality of investor services. The Company is in compliance with the SCORES, which has initiated by SEBI for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints.

Investor/ Shareholder Complaints Received:

Investors Complaint	Year ended 31 st March, 2019
Pending at the beginning of the year	Nil
Received during the year	Nil
Disposed off during the year	Nil
Pending at the end of the year	Nil

- **Nomination and Remuneration Committee:**

The constitution of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178(1) of the Act and Regulation 19 of the Listing Regulations.

The Nomination and Remuneration Committee has been entrusted with role of formulating criteria for determining the qualifications, positive attributes and independence of the Directors as well as identifying persons who may be appointed at senior management levels and also devising a policy on remuneration of Directors, Key Managerial Personnel and other senior employees.

Composition and category of Directors:

Name of Directors	Category	Designation
Mamatha Shetty	Independent Director	Chairman
Dharmesh Belani	Independent Director	Member
Manali Bhuvra	Non-Executive Director	Member

The Committee also carries out a separate exercise to evaluate the performance of individual Directors. Feedback is sought by way of well-structured questionnaires covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its Committees, Board culture, areas of responsibility, execution and performance of specific duties, obligations and governance, compliance and performance evaluation is carried out based on the responses received from the Directors.

Terms of Reference:

The terms of reference of this Committee are in line with the regulatory requirements mandated in the Act and Part D of Schedule II of the Listing Regulations.

During the year under review, the terms of reference of the Nomination and Remuneration Committee have been aligned with the amendments made to the Listing Regulations.

The Committee is empowered to opine, in respect of the services rendered by a Director in professional capacity, whether such Director possesses requisite qualification for the practice of the profession.

The Committee has also formulated the criteria for determining the qualifications, positive attributes and independence of a Director and recommended to the Board a Policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.

The Committee also carries out a separate exercise to evaluate the performance of individual Directors. Feedback is sought by way of well-structured questionnaires covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its Committees, Board culture, areas of responsibility, execution and performance of specific duties, obligations and governance, compliance, oversight of Company’s subsidiaries, and performance evaluation is carried out based on the responses received from the Directors.

Compliance Officer:

Ms. Arpita Mittal is a Company Secretary and Compliance Officer of the Company w.e.f. 12th February, 2019 to comply with the requirements of Securities Laws, Listing Regulations and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2016.

• Risk Management Committee:

Risk Management Committee was constituted voluntarily by the Company in conformity with the provisions of Companies Act, 2013 and Regulation 21 of the SEBI Listing Regulations. The Company's risk-management strategy is to identify, assess and mitigate any significant risks. The Committee reviews and monitors the risk management plan and ensures its effectiveness. It lays down various risk mitigating practices that your Company is required to implement in the Company.

Composition and category of Directors:

Name of Directors	Category	Designation
Dhara Brahmhatt	Managing Director	Chairman
Mamatha Shetty	Independent Director	Member
Dharmesh Belani	Independent Director	Member

Terms of Reference:

- a. To review and monitor the Risk Management Policies and Procedures;
- b. To review the Risk Monitoring System;
- c. To report critical risks to the Board in detail on yearly basis;
- d. To review and verify adherence to various risk parameters set-up for various Operations/ Functions;
- e. To undertake such other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

PERFORMANCE EVALUATION:

The Board has laid down policy for evaluation of Board, Committees and Independent Directors which sets out performance evaluation criteria as under:

1. For Board as a Whole:

- Laying down strategic roadmap for the Company;
- Annual Plans;
- Growth attained by the Company;
- Effectiveness in ensuring statutory compliances and discharging its duties;
- Identification, monitoring & mitigation of significant corporate risks;
- Laying down terms of reference and reviewing committees working, etc.

2. For Chairman:

- Providing and guidance and counsel to Executive Management;

- Effectiveness;
- Providing overall direction to Board towards achieving company's objective;
- Maintaining balance between the views of different Board Members;
- Conducting Board Meetings and Shareholders Meeting in effective and orderly manner, etc.

3. For Executive Directors:

- Level of skill, knowledge and core competence;
- Performance and achievement in comparison to budget and operating plans;
- Discharging duties/ responsibilities towards all stakeholders;
- Adherence to ethical standards of integrity;
- Reviewing / Monitoring Executive Management, etc.

4. For Independent Directors:

- Providing independent judgment on strategy;
- Performance;
- Risk Management;
- Devotion of sufficient time for informed decision making;
- Safeguarding interests of all stakeholders;
- Exercising duties in bona fide manner;
- Objectivity & constructiveness while exercising duties, etc.

5. For Committees:

- Effectiveness in discharging duties and functions conferred,
- Setting up and implementation of various policies,
- Periodicity of meetings
- Attendance and participation of committee members
- Guidance to the Board on various matters coming under the committee's purview etc.

INDEPENDENT DIRECTORS:

As defined in the Companies Act, 2013 and the Listing Regulations the term 'Independent Directors' mean directors who apart from receiving director's remuneration, do not have any other material pecuniary relationship or transactions with the company, its promoters, its management or its subsidiaries, which in judgment of the board may affect independence of judgment of the directors. Section 149(6) of the act stipulates the criteria for a candidate that ensures highest standards of integrity, while also preventing any conflict of interest. The provisions seek to ensure the autonomy of the appointee to facilitate effective discharge of duties such as upholding shareholders' interest, upholding corporate governance standards, among others. We strongly follow by the definition of independent director.

Appointment & Tenure:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment for the second term on passing of a special resolution by the Company.

No Independent director shall hold office for more than two consecutive terms but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent director shall not during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Declarations Received:

The Independent Directors of your Company have given the certificate of independence to your Company stating that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013.

Meeting & Attendance:

Name of the Committee Members	Attendance at the Meetings (2018-2019)
	12th February, 2019
Dharmesh Belani	Yes
Mamatha Shetty	Yes
Manish Joshi	Yes

The Independent Directors met once during the year under review, without the attendance of Non-Independent Directors and members of Management. All Independent Directors were present at the meeting and they have reviewed the performance of non-independent directors and the Board, performance of the Chairman and information flow structure of the Company.

REMUNERATION TO DIRECTORS/ KMP/ SMP:**Pecuniary Relationship of Non-Executive Directors:**

The Company has no pecuniary relationship or transaction with its Non-Executive & Independent Directors other than payment of sitting fees to them for attending Board and Committee meetings and Commission as approved by members for their invaluable services to the Company.

Details of Remuneration paid to Directors:

The executive directors of the Company are entitled to an annual / half yearly variable pay, which is subject to the achievement of certain fiscal milestones by the Company as determined by the Board.

Details of remuneration paid to Directors for the Financial Year 2018 – 2019 is as under:

Name of the Director/ KMPs	Sitting Fees(Rs.)	Salary &Perquisites(Rs.)	Commission(Rs.)	Total(Rs.)
Ms. Dhara Brahmabhatt	-	5,40,000	-	5,40,000
Ms. Mamatha Shetty	-	-	-	-
Ms. Manali Bhuva	-	-	-	-
Mr. Deepak Apraj	-	3,09,467	-	3,09,467

The Non-Executive Directors are only entitled to receive sitting fees for attending the meetings of Board and Committee thereof. Fees and compensation, if any, paid to any Non-Executive Director, including Independent Director, is fixed by the Board of Directors and is previously approved by the shareholders at the general body meeting.

Criteria of making payments to all the Directors are disclosed in the Policy i.e. Nomination and Remuneration Policy and the same is also made available on the company's website at <http://gemstoneltd.com/wp-content/uploads/2016/04/Nomination-and-Remuneration-Policy-1.pdf>

Stock option details:

No stock options have been granted to Directors during the year. Further, the Non-Executive Directors and Independent Directors are not entitled to any stock options.

Service contracts, notice period, severance fees:

All appointments are terminable by notice on either side. The agreement with Managing Director is normally done for 5 years. Further, either party to the agreement is entitled to terminate the Agreement by giving not less than three months' notice in writing to the other party or for salary in lieu of notice for such period.

GENERAL SHAREHOLDER INFORMATION:

General Body Meetings:

The details of Special Resolutions passed at the Annual General Meetings held in last 3 years are as under:

Financial Year	Venue	Date & Time	Special Resolution
2017-2018	502-B, Padmavati Heights, 5 th Floor, X Central Mall, Shraddhanand Road Ext, Vile Parle (E), Mumbai – 400 057.	28 th September, 2018 at 9.30 a.m.	1. Increase remuneration to be paid to Ms. Dhara Brahmhatt. 2. Change of Designation of Mr. Manish Joshi from Non-Executive Director to an Independent Director.
2016-2017	502-B, Padmavati Heights, 5 th Floor, X Central Mall, Shraddhanand Road Ext, Vile Parle (E), Mumbai – 400 057.	14 th September, 2017 at 9.30 a.m.	1. Increase the Borrowing Limits under section 180 (1) (c) of the Companies Act, 2013. 2. Approval for payment of commission to Non-Executive Directors for a period of five years commencing from April 01, 2017
2015-2016	502-B, Padmavati Heights, 5 th Floor, X Central Mall, Shraddhanand Road Ext, Vile Parle (E), Mumbai – 400 057.	30 th September, 2016 at 9.00 a.m.	NIL

Postal Ballot:

During the year under review, no resolution has been passed through postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through postal ballot.

Financial Year : **1st April, 2019 to 31st March, 2020**

Financial Calendar:

Adoption of Quarterly Results for the Quarter ending	Tentative date of the Meeting of the Board of Directors
30 th June, 2019	On or Before 14.08.2019
30 th September, 2019	On or before 14.11.2019
31 st December, 2019	On or before 14.02.2020
31 st March, 2020	On or before 30.05.2020

Book closure : 18th September, 2019 to 25th September, 2019
Cut-off date for the purpose of e-voting : 18th September, 2019
E-voting period : 22ndSeptember, 2019 to 24th September, 2019
Date of the AGM : 25th September, 2019
Time of the AGM : 4.00 p.m.

Venue of the AGM : 502-B, Padmavati Heights, 5th Floor, Shradhanand Road Ext, Vile Parle (E), Mumbai – 400 057.

Listing on Stock Exchange : BSE Limited

Scrip Code : 531137

Depositories : National Securities Depository Limited;
Central Depository Services (India) Limited

The Company's shares are admitted into both the depositories viz National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) and the ISIN allotted for the equity shares of the Company is **INE503D01027**.

Fees:The Listing Fee for the Financial Year 2018 – 2019 is already paid to BSE. The Company has also paid annual custodial fees for the financial year 2018-2019 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share Transfer Agent:

Particulars	Details
Name	Sharex Dynamic (India) Pvt. Ltd
Address	Unit 1, Luthra Industrial Premises, 1 st Floor, 44-E, M VasantiMarg, Safed Pool, Andheri-Kurla Road, Andheri (East), Mumbai – 400 072.
Contact no.	Tel No.: 022 - 28515606 / 28515644 Fax No.: 022-28512885
Email	sharexindia@vsnl.com

Compliance Officer : Arpita Mittal

Correspondence Address : 502-B, Padmavati Heights, 5th Floor, Shradhanand Road Ext, Vile Parle (E), Mumbai – 400 057.

Contact no. : 022-65102060 / 72089 92060

Email ID : gemstoneltd@gmail.com

Website : www.gemstoneltd.com

Share Transfer System:

The share transfer activities in respect of the shares in physical mode are carried out by M/s. Sharex Dynamic (India) Pvt. Ltd. The shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respect.

The Board of Directors of your Company have delegated the authority to approve the transfer of shares, transmission of shares, or requests for deletion of name of the shareholder, etc., to the designated officials of your Company. The transactions requiring issuance of new share certificates are approved by the Shareholder's Relationship Committee of the Board of directors of your Company.

A summary of approved transfers, transmissions, deletion requests, etc., are placed before the Board of Directors from time to time as per Listing Regulations. Your Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Listing Regulations and files a copy of the said certificate with BSE.

Distribution of Shareholding as on March 31, 2019:

No. of Equity Shares	No. of Shareholders	% of Shareholders	Total Amount	% of Amount
Up to 5000	1288	79.07	1707902	2.29
5001 to 10000	95	5.83	763114	1.02
10001 to 20000	77	4.73	1097788	1.47
20001 to 30000	22	1.35	573675	0.77
30001 to 40000	26	1.60	947904	1.27
40001 to 50000	23	1.41	1107975	1.48
50001 to 100000	25	1.54	2027159	2.71
100001 to above	73	4.48	66524483	89.00
Total	1629	100.00	74750000	100.00

Share Price Data:

Month	High (Rs.)	Low (Rs.)	Volume (Nos.)
April 2018	1.4	0.98	34,916
May 2018	1.2	1	6,750
June 2018	1	0.78	209,488
July 2018	0.97	0.85	20,710
August 2018	0.93	0.86	4,804
October 2018	0.93	0.83	7,242
November 2018	0.82	0.72	19,617
December 2018	0.73	0.67	23,127
January 2019	0.77	0.73	5,545
February 2019	0.8	0.76	227,180
March 2019	0.76	0.73	1,360,594

Categories of Shareholders as on 31st March, 2019:

Sr. No	Particulars	No. of Shares	% of Holding
(A)	Promoter(s) Holding		
1.	Promoter (s)		
	a. Individuals	8,000	0.01
	b. Foreign Promoters	----	----
2.	Persons acting in concert	----	----

	Sub Total	8,000	0.01
(B)	Non-Promoters Holding		
3.	Institutional Investors		
	a. Mutual Funds & UTI	---	---
	b. Banks, Financial Inst, Insurance Company (Central/ State	---	---
	c. Govt. Inst/ Non-Govt. Inst)		
	d. FII (s)	---	---
	Sub Total	---	---
4.	Non Institutions		
	a. Individual shareholders holding nominal share capital uptoRs. 2 lakhs	9,160,299	12.25
	b. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	19,553,772	26.16
	c. Clearing Members	10,164,464	13.60
	d. Any other (Body Corporate)	34,895,325	46.68
	e. Others	968,140	1.29
	Sub Total	74,742,000	99.99
	GRAND TOTAL (A) + (B)	74,750,000	100.00

Dematerialisation of Shares:

As on 31st March, 2019, 7,42,50,150 equity shares representing 99.33% of the total equity share capital of the Company were held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL). The break-up of equity shares held in physical and dematerialized form as on 31st March, 2019 is appended below:

Mode of Holding	No. of Shares	% of Share Capital
Held in Dematerialized form in NSDL	17,858,870	23.89
Held in Dematerialized form in CDSL	56,391,280	75.44
Physical	499,850	0.67

Reconciliation of Share Capital Audit Report:

As stipulated by SEBI, a qualified Practicing Company Secretary conducts Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

Means of Communication:

In accordance with Regulation 46 of the SEBI Listing Regulations, the Company has maintained a functional website at www.gemstoneltd.com containing information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, details of the policies approved by the Company, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances etc. The contents of the said website are updated from time to time.

Quarterly, half-yearly and annual financial results of the Company were published in leading English and vernacular language newspaper which are national and local dailies respectively.

Outstanding GDRS/ ADRS/ Warrants/ Convertible Instruments and Their Impact on Equity:

Your Company does not have outstanding GDRs/ ADRs/ Warrants/ Convertible Instruments as on 31st March, 2019.

DECLARATION ON CODE OF CONDUCT

**The Board of Directors
Gemstone Investments Limited**

Dear Sir/Madam,

This is to confirm that the Board has laid down a code of conduct for all Board members and Senior Management Personnel of the Company. The code of conduct has also been posted on the website of the Company.

It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance within the Code of Conduct of the Company for the year ended 31st March, 2019, as envisaged in regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement with the stock exchange.

**By Order of the Board of Directors
For Gemstone Investments Limited**

Sd/-

**Manali Bhuva
Chairman
DIN: 01818201**

Place: Mumbai

Date: 30th August, 2019

MD/CFO CERTIFICATION

[Pursuant to regulation 17(8) of SEBI (LODR) Regulations, 2015]

In terms of regulation 17(8) of SEBI (LODR) Regulations, 2015, Ms. Dhara Brahmbhatt, Managing Director and Mr. Deepak Apraj, Chief Financial Officer of the Company has certified to the Board that:

- A. We have reviewed Financial Statements and Cash Flow Statement for the year and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and steps have been taken to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee that:
1. There has not been any significant change in internal control over financial reporting during the year;
 2. There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 3. We are not aware of any instances during the year of significant fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Dhara Brahmbhatt

Managing Director

DIN: 06433270

Sd/-

Deepak Apraj

Chief Financial Officer

Place: Mumbai

Date: 30th August, 2019

AUDITOR'S REPORT

[Pursuant to the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016]

To

The Board of Directors

Gemstone Investments Limited

502-B, Padmavati Heights, 5th Floor,
Shraddhanand Road Ext,
Vile Parle (E), Mumbai – 400057.

1. We have audited the accompanying financial statements of Gemstone Investments Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2019, the statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information and have issued an unqualified opinion vide our report dated 28th May, 2019.
2. As required by the paragraph 3 and 4 of Non- banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016, issued by the Reserve Bank of India (“the RBI”) vide Master Direction DNBS. PPD.03/66.15.001/2016-17 dated 29th September, 2016 (amended from time to time) and based on our audit, we report on the matters specified in paragraph 3 and 4 of the said directions:
 - a) The Company is engaged in the business of Non- Banking Financial Institution (without accepting or holding public deposit) and pursuant to the provisions of Section 45(1A) of the Reserve Bank of India Act, 1934 (as amended) it has obtained a certificate of registration vide certificate no. 13.00493 dated 24th March, 1998.
 - b) In our opinion and in terms of Company's Principal Business Criteria (Financial Asset / Income pattern) for the year ended and as at 31st March, 2019, the Company is entitled to continue to hold the certificate of registration issued by the RBI.
 - c) The Company is meeting the required net owned fund requirement as laid down in Master direction- Non Banking Financial Company- Non-Systematically Important non-Deposit taking Company (Reserve Bank) Directions, 2016.
 - d) The Board of Director of the Company in their Meeting held on 28th May, 2019 has passed a resolution for non-acceptance of any public deposits during the year ended 31st March, 2019.
 - e) The company has not accepted any public deposits during the year ended 31st March, 2019.
 - f) In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the prudential norms issued by the RBI in relation to recognition of income, accounting standard, asset classification and provisioning for bad and

doubtful debt as applicable to it in terms of the non-Banking Financial Company – Non-Systematically Important Non- Deposit taking Company (Reserve Bank) Directions, 2016 and Non- Banking Financial Company- Systematically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

For Tejas Nadkarni & Associates

Chartered Accountants

Sd/-

Tejas Nadkarni

Proprietor

Mem. No.: 122993

Firm Reg. No.:135197W

Place: Mumbai

Date: 28th May, 2019

INDEPENDENT AUDITOR’S REPORT

**To,
The Members
Gemstone Investments Limited**

Report on Financial Statements

We have audited the accompanying financial statements of Gemstone Investments Limited (“the Company”) which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the financial statements

Management is responsible for the matter stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. Subject to the matters discussed in this report, we conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Companies (Auditor's Report) Order, 2016 (CARO)

As required by the Companies (Auditor's Report) Order, 2016 (CARO) issued by the Central Government in terms of Sub Section (11) of Section 143 the Companies Act, 2013 ("the Act") we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required, give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, its Profit and its Cash flows for the year ended on that date.

Report on other legal and regulatory requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure-A** a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31st March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For Tejas Nadkarni & Associates

Chartered Accountants

FRN No.: 135197W

Sd/-

Tejas Nadkarni

(Proprietor)

Membership No.: 122993

Place: Mumbai

Date: 28th May, 2019

ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of GEMSTONE INVESTMENTS LIMITED for the year ended 31st March, 2019.

On the basis of the information and explanation given to us during the course of our audit, we report that:

1.
 - a. The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - b. Fixed assets have been physically verified by the management at reasonable intervals there was no material discrepancies were noticed on such verification.
 - c. Total Assets of company includes immovable property also and the title deeds of immovable properties are held in the name of the company.
2. According to information and explanation given to us, the company is Non-Banking Finance Company which does not carry any inventory.
3. The Company has not granted loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 during the year.
 - (a) All terms and conditions are as per the benefits of company and are not prejudicial to the company's interest;
 - (b) Schedule of repayment of principal and interest has been stipulated and receipts are regular;
 - (c) There is no such amount which is overdue more than 90 Days of above mentioned loan;
4. In respect of loans, investments, guarantees, and security all mandatory provisions of Section 185 of the Companies Act, 2013 have been complied with. As the company is Non-Banking Financial Company Section 186 of the Companies Act, 2013 is not applicable to the Company.
5. The Company has not accepted any deposits.
6. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.
7.
 - (a) The Company is regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
 - (b) Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have been deposited on time there is no dispute is pending on the part of company.

8. The Company hasn't made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
9. The Company doesn't raise any money by way of initial public offer or further public offer (including debt instruments).
10. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals Mandated by the provisions of Section 197 read with Schedule V of the Companies Act.
12. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
13. The Company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
14. The Company hasn't entered into any non-cash transactions with directors or persons connected with him.
15. The Company is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Tejas Nadkarni & Associates

Chartered Accountants

FRN No.: 135197W

Sd/-

Tejas Nadkarni

(Proprietor)

Membership No.: 122993

Place: Mumbai

Date: 28thMay, 2019

ANNEXURE B TO THE AUDITORS' REPORT

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF GEMSTONE INVESTMENTS LIMITED

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Gemstone Investments Limited ('the Company') as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operation effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We have conducted audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both issued by the Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting of future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were in operation effectively as at 31st March, 2019.

For Tejas Nadkarni & Associates

Chartered Accountants

FRN No.: 135197W

Sd/-

Tejas Nadkarni

(Proprietor)

Membership No.: 122993

Place: Mumbai

Date: 28th May, 2019

BALANCE SHEET AS AT 31ST MARCH 2019

Particulars		Note No.	2018-19	2017-18
			Amount (in Rs.)	Amount (in Rs.)
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2	74,750,000.00	74,750,000.00
	(b) Reserves and surplus	3	166,827,000.54	158,759,739.44
2	Non-current liabilities			
	(a) Long-term borrowings	4	11,503,259.00	29,691,449.00
	(b) Deferred tax liabilities (Net)		206,319.00	109,395.00
3	Current liabilities			
	(a) Other current liabilities	5	2,277,029.23	2,650,840.23
	(b) Short-term provisions	6	7,797,400.00	4,747,581.00
	TOTAL		263,361,007.77	270,709,004.67
II.	ASSETS			
1	Non-current assets			
	(a) Fixed assets	7		
	(i) Tangible assets		3,005,546.57	3,464,095.57
	(ii) Intangible assets		436,167.00	548,267.00
	(b) Non-current investments	8	16,700,730.25	16,700,730.25
	(c) Long-term loans and advances	9	-	10,900,000.00
	(d) Other non-current assets	10	34,805,989.00	32,446,264.00
2	Current assets			
	(a) Current Investments		-	-
	(b) Trade receivables	11	27,480.00	28,542.00
	(c) Cash and cash equivalents	12	2,227,249.35	2,660,599.85
	(d) Short-term loans and advances	13	205,878,403.60	203,671,436.00
	(e) Other current assets	14	279,442.00	289,070.00
	TOTAL		263,361,007.77	270,709,004.67
	Significant accounting policies	1		

As per our report of even date

FOR TEJAS NADKARNI & ASSOCIATES

CHARTERED ACCOUNTANTS

Sd/-

TEJAS NADKARNI

PROPRIETOR

M NO. 122993

FIRM REG NO: 135197W

PLACE: MUMBAI

DATE : 28TH May, 2019

FOR & ON BEHALF OF THE BOARD

Sd/-

DHARA BRAHMBHATT

DIRECTOR

DIN: 06433270

Sd/-

DEEPAK APRAJ

CFO

Sd/-

MANALI BHUVA

DIRECTOR

DIN:01818201

Sd/-

ARPITA MITTAL

COMPANY SECRETARY

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

Particulars		Note No.	2018-19	2017-18
			Amount (in Rs)	Amount (in Rs)
I	Revenue from operations	15	23,300,237.00	19,422,389.00
II	Other Income	16	9,000.00	29,000.00
III	Total Revenue		23,309,237.00	19,451,389.00
IV	Expenses:			
	Employee benefits expense	17	4,022,522.00	6,884,016.00
	Finance costs	18	2,315,853.90	1,337,754.10
	Depreciation and amortization expense	6	570,649.00	479,322.00
	Other expenses	19	5,191,609.00	4,228,195.00
	Total expenses		12,100,633.90	12,929,287.10
V	Profit before exceptional and extraordinary items and tax (III-IV)		11,208,603.10	6,522,101.90
VI	Exceptional items		-	-
VII	Profit before extraordinary items and tax (V - VI)		11,208,603.10	6,522,101.90
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII- VIII)		11,208,603.10	6,522,101.90
X	Tax expense:			
	(1) Current tax		3,044,418.00	1,610,000.00
	(2) Deferred tax		96,924.00	(70,353.00)
			3,141,342.00	1,539,647.00
XI	Profit (Loss) for the period from continuing operations (IX-X)		8,067,261.10	4,982,454.90
XII	Profit/(loss) from discontinuing operations		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV	Profit/(Loss) for the period (XI+ XIV)		8,067,261.10	4,982,454.90
XVI	Transfer to Statutory Reserve		1,613,452.22	996,490.98
XVII	Profit/(Loss) for the period after appropriations (XV+ XVI)		6,453,808.88	3,985,963.92
XVIII	Earnings per equity share:			
	(1) Basic		0.09	0.05
	(2) Diluted		0.09	0.05
	Significant accounting policies	1		

As per our report of even date

FOR & ON BEHALF OF THE BOARD

FOR TEJAS NADKARNI & ASSOCIATES

CHARTERED ACCOUNTANTS

Sd/-

Sd/-

Sd/-

Sd/-

Sd/-

DHARA BRAHMBHATT

MANALI BHUVA

DEEPAK APRAJ

ARPITA MITTAL

TEJAS NADKARNI

DIRECTOR

DIRECTOR

CFO

COMPANY SECRETARY

PROPRIETOR

DIN: 06433270

DIN:01818201

M NO. 122993

FIRM REG NO: 135197W

PLACE: MUMBAI

DATE : 28TH May, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

Particulars	Year Ended 31/03/2019		Year Ended 31/03/2018	
	Amount (in Rs)		Amount (in Rs)	
A) Cash flow from operating activities				
Net profit before tax & extra ordinary items & prior period items	11,208,603.10		6,522,101.90	
Adjustment for:				
i) Depreciation	570,649.00		479,322.00	
Operating Profits before Working Capital Changes		11,779,252.10		7,001,423.90
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Short-term loans and advances	(2,206,967.60)		(9,808,346.00)	
Long-term loans and advances	10,900,000.00		-	
Other Non-current assets	-		(22,506,549.00)	
Other current assets	10,690.00		269,080.00	
Adjustments for increase / (decrease) in operating liabilities:				
Other current liabilities	(373,811.00)		710,107.00	
Other long-term liabilities	5,401.00		24,033.00	
Short-term provisions	-	8,335,312.40	(248,800.00)	(31,560,475.00)
Cash flow from operating activities		20,114,564.50		(24,559,051.10)
Less: Direct Taxes Paid		(2,359,725.00)		(2,124,182.00)
Net Cash flow from operating activities		17,754,839.50		(26,683,233.10)
B) Cash flow from investing activities				
i) Purchase /Sale of fixed assets	-		(713,200.00)	
ii)Acquisition of invstment (net of sales)	-		2,400,000.00	
Net cash used in investment activities		-		1,686,800.00
		17,754,839.50		(24,996,433.10)
C) Cash flow from financial activities				
Repayment of loan)/proceeds from borrowing		(18,188,190.00)		23,862,712.00
Net changes in cash or cash equivalents(A+B+C)		(433,350.50)		(1,133,721.10)
Cash & Cash equivalents				
Opening Balance		2,660,599.85		3,794,320.95
Closing Balance		2,227,249.35		2,660,599.85

Note: Previous Year's figures have been regrouped/ rearranged, wherever necessary to confirm to current year's classification

As per our report of even date

FOR & ON BEHALF OF THE BOARD

FOR TEJAS NADKARNI & ASSOCIATES

Sd/-

Sd/-

Sd/-

Sd/-

CHARTERED ACCOUNTANTS

DHARA BRAHMBHATT

MANALI BHUVA

DEEPAK APRAJ

ARPITA MITTAL

Sd/-

DIRECTOR

DIRECTOR

CFO

COMPANY SECRETARY

TEJAS NADKARNI

DIN: 06433270

DIN:01818201

PROPRIETOR

M NO. 122993

FIRM REG NO: 135197W

PLACE: MUMBAI

DATE : 28TH May, 2019

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note 1: Accounting Policies and Notes on Accounts

1. Basis of accounting and preparation of Financial Statements

A. Company Overview:

Gemstone Investments Limited (“the Company”) is a Limited Company, listed on the Bombay Stock Exchange (BSE), incorporated and domiciled in India having its registered office at 502-B, Padmavati Heights, 5th Floor, Shradhanand Road Ext, Vile Parle (E), Mumbai - 400057.

The Company was incorporated under the provision of the Companies Act. Accordingly, the accounts are prepared on the assumption of going concern.

These financial statements were authorized for issue in accordance with a resolution of the directors on 28th May, 2019.

2. Basis of preparation and Significant accounting policies

A. Basis of Accounting:

The financial statements have been prepared under historical cost convention on the accrual basis of accounting in accordance with the accounting principles generally accepted in India (GAAP) and in Compliance with the Accounting Standards as prescribed by the Companies (Accounting Standard) Rules, 2006, the provisions of the Companies Act, 2013 as adopted consistently by the Company.

Accounting policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the Company.

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made, that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported year. Differences between the actual results and estimates are recognized in the year in which the results are known/ materialized.

B. Assets:

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company’s normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

C. Liability:

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company’s normal operating cycle;
- it is due to be settled within 12 months after the reporting date; or

- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include current portion of non-current financial liabilities.

The Company classifies all other liabilities as non-current.

D. Property, Plant and Equipment & Depreciation:

❖ **Fixed Assets:**

1. Recognition and measurement

Fixed assets are stated at cost less accumulated depreciation, amortization and accumulated impairment losses. Cost comprises the Purchase price and any cost attributable for bringing the assets to its working condition for its intended use.

2. Depreciation /Amortization:

Depreciation on fixed assets are provided on Written down value basis at the rates prescribed under Companies Act, 2013.

❖ **Intangible Assets:**

1. Recognition and measurement

Items of Intangible Assets are measured at cost less accumulated amortisation and impairment losses, if any.

2. Depreciation /Amortization:

Intangible assets are amortised over their estimated useful life on Straight Line Method.

E. Impairment of Assets:

The carrying amount of the assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/ external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value using the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. Previously recognized impairment loss is further provided or reversed depending on changes in circumstances.

F. Investments:

Investments are classified into Non-Current investment and current investments. Current investments are stated at lower of cost or fair market value. Non-Current Investments are stated at cost less provision for permanent diminution in value if any, of investments. Quoted shares of RFL International Ltd are not traded on stock exchange due to suspended for surveillance measure. The company has invested Rs. 1.07 lacs in said shares and since the company is not delisted management is of the view that no provision against diminution in the value is required.

G. Financial Instrument:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets include Trade receivable, loan to body corporate, loans & advances to employees, security deposits and other eligible current and non-current assets. Financial liabilities include Loans, trade payable and eligible current and non-current liabilities.

H. Revenue Recognition:

Revenue is recognised as and when the significant risks and rewards are transferred to respective buyer.

❖ **In respect of Interest Income**

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

❖ **In respect of Other Income**

Other Fees and charges are accounted for as and when they become due.

I. Taxation:

❖ **Provision for Tax**

Provision for current tax is determined on the basis of estimated taxable income for the period as per the provisions of Income Tax Act, 1961.

❖ **Deferred Tax**

Deferred Income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. The differences that result between the profit considered for income taxes and the profit as per the financial statements are identified, and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantially enacted regulations. Deferred tax assets are recognized only if there is reasonable certainty of their realization and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

J. Cash and Cash equivalent:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

K. Earnings per Share (EPS):

The earnings considered in ascertaining the Company's EPS are computed as per Accounting Standard 20 on "Earning per Share", issued by the Institute of Chartered Accountants of India.

Basic earnings per share are computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

L. Provision and Contingent Liabilities:

Provisions are recognized and computed in accordance with Accounting Standard 29 on "Provisions, Contingent Liabilities and Contingent Assets" issued by the Institute of Chartered Accountants of India i.e. they are recognized if the following conditions are satisfied:

- The Company has a present obligation as a result of past event;

- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- A reliable estimate can be made of the amount of the obligation.

Similarly, the Contingent liabilities are disclosed in Accordance with the Accounting Standard 29 i.e. they are disclosed when the Company has a possible obligation or a present obligation and it is probable that a Cash Outflow will not be required to settle the obligation.

M. Trade and Other Payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

N. Trade Receivables:

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment.

O. Others:

- 1) The company adopts the accounting system as stipulated under Non-Banking Financial Companies Prudential Norms, (Reserve Bank) Directions, 1998 dated 2nd January, 1998 issued by reserve Bank of India in respect of Income Recognition, provisioning and assets classification for Non- Banking Financial Companies are followed by the company in preparation of accounts.
- 2) Disclosure as required by Accounting Standard 18 (AS-18) related party Disclosures issued by the Institute of Chartered Accountants of India are as follows.

Name of the related parties and description of relation:

(a) Directors	Ms. Dhara C. Brahmhatt
	Mr. Dharmesh B. Belani
	Mrs. Mamatha J. Shetty
	Ms. Manali K. Bhuvu
	Mr. Tarun R. Brahmhatt
	Mr. Manish H. Joshi

The following is the transaction entered with the Related Parties

Sr. No.	Nature of Transaction	31 st March 2019 (Amt in Rs.)	31 st March 2018 (Amt in Rs.)
1	Salary to Directors i. Ms. Dhara Brahmhatt	5,40,000/-	4,80,000/-

- 3) Disclosure as required by Accounting Standard 20 (AS-20) "earning per Share" issued by The Institute of Chartered Accountants of India are as follows.

Particulars	31 st March 2019 (Amt in Rs.)	31 st March 2018 (Amt in Rs.)
(I) Profit computation for both basic and diluted earnings per share of Rs. 1 each:		
Net profit as per profit and loss account available for equity shareholders.	64,53,808.88	39,85,963.92

(II) Weighted average number of equity shares for earning per share computation		
Number of shares	7,47,50,000	7,47,50,000
Basic/Diluted earnings per share	0.09	0.05

4) Payment to Auditors:

Payments to the auditor as	31st March 2019 (Amt in Rs.)	31st March 2018 (Amt in Rs.)
a. auditor	30,000/-	30,000/-
b. for taxation matters	-	-
c. for company law matters	-	-
d. for management services	-	-
e. for other services	-	-
f. for reimbursement of expenses	-	-

- 5) As required by notification number, GSR 129(E) dated 22nd February, 1999 issued by the department of Ministry of Law and company affairs the company doesn't owe Rs. 1,00,000/- and above which are outstanding for more than 30 days to any small scale industrial undertaking.
- 6) The RBI regulation on prudential norms for Income recognition and provisioning for non-performing assets has been followed.
- 7) There is no amount due to be transferred to investor's education and Protection Fund as on 31st March 2019.
- 8) Previous year's figures have been regrouped, reclassified wherever necessary to make them comparable to that of current year.

As per our report of even date

**FOR TEJAS NADKARNI & ASSOCIATES
CHARTERED ACCOUNTANTS**

FOR & ON BEHALF OF THE BOARD

**Sd/-
TEJAS NADKARNI
PROPRIETOR
M NO. 122993
FIRM REG NO: 135197W**

**Sd/-
DHARA BRAHMBHATT
DIRECTOR
DIN: 06433270**

**Sd/-
MANALI BHUVA
DIRECTOR
DIN:01818201**

**PLACE: MUMBAI
DATE : 28TH May, 2019**

**Sd/-
DEEPAK APRAJ
CFO**

**Sd/-
ARPITA MITTAL
COMPANY SECRETARY**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

Note 2: Share Capital

Particulars	2018-19		2017-18	
	Number	Amount (in Rs)	Number	Amount (in Rs)
Authorised Equity Shares of Rs. 1 each	100,000,000.00	100,000,000.00	100,000,000.00	100,000,000.00
Issued Equity Shares of Rs. 1 each	74,750,000.00	74,750,000.00	74,750,000.00	74,750,000.00
Subscribed & Paid up Equity Shares of Rs. 1 each fully paid	74,750,000.00	74,750,000.00	74,750,000.00	74,750,000.00
Subscribed but not fully Paid up Equity Shares of Rs. 1 each fully paid	-	-	-	-
Total	74,750,000.00	74,750,000.00	74,750,000.00	74,750,000.00

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	2018-19		2017-18	
	Number	Amount (in Rs)	Number	Amount (in Rs)
Shares outstanding at the beginning of the year	74750000	74,750,000.00	74750000	74,750,000.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	74750000	74,750,000.00	74750000	74,750,000.00

NIL Equity Shares (Previous year NIL) are held by the holding company.

Shares in the company held by each shareholder holding more than 5 percent shares

Name of Shareholder	2018-19		2017-18	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
HeenaVarde	0	0.00	4000000	5.35
Arcadia Share & Stock Brokers P Ltd	3492229	4.67	4563728	6.11
Lalita Exports Private Limited	3940647	5.27	3000941	4.01
Ashirwad Investments Pvt. Ltd.	5030039	6.73	5030039	6.73
Kaushik Shah Shares And Sec Pvt Ltd	6000000	8.03	6000000	8.03

Shares issued for other than cash, Bonus issue and Shares bought back

Particulars	Year (Aggregate No. of Shares)				
	2018-19	2017-18	2016-17	2015-16	2014-15
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	NIL	NIL	NIL	NIL	NIL
Fully paid up by way of bonus shares	NIL	NIL	NIL	NIL	NIL
Shares bought back	NIL	NIL	NIL	NIL	NIL
Preference Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	NIL	NIL	NIL	NIL	NIL
Fully paid up by way of bonus shares	NIL	NIL	NIL	NIL	NIL
Shares bought back	NIL	NIL	NIL	NIL	NIL

Unpaid Calls	2018-19	2017-18
By Directors	NIL	NIL
By Officers	NIL	NIL

Note 3: Reserves and surplus

Particulars	2018-19	2017-18
	Amount (in Rs)	Amount (in Rs)
a. Capital Reserves		
Opening Balance	3,693,335.59	3,693,335.59
(+) Current Year Transfer	-	-
Closing Balance	3,693,335.59	3,693,335.59
b. Investment Fluctuation Reserve		
Opening Balance	4,233,201.60	4,233,201.60
(+) Current Year Transfer	-	-
Closing Balance	4,233,201.60	4,233,201.60
c. Securities Premium Account		
Opening Balance	116,550,000.00	116,550,000.00
(+) Current Year Transfer	-	-
Closing Balance	116,550,000.00	116,550,000.00
d. Statutory Reserve		
Opening Balance	11,336,687.52	10,340,196.54
(+) Current Year Transfer	1,613,452.22	996,490.98
Closing Balance	12,950,139.74	11,336,687.52
e. Surplus		
Opening balance	22,946,514.73	18,960,550.81
(+) Net Profit for the current year	6,453,808.88	3,985,963.92
Closing Balance	29,400,323.61	22,946,514.73
Total	166,827,000.54	158,759,739.44

Note 4: Long Term Borrowings

Particulars	2018-19	2017-18
	Amount (in Rs)	Amount (in Rs)
<u>Secured Loans</u>		
Kotak Mahindra Prime Ltd.	1,568,163.00	2,097,614.00
Kotak Mahindra Investments Limited	-	1,700,000.00
<u>Unsecured Loans</u>		
Unsecured Loan	9,935,096.00	25,893,835.00
Total	11,503,259.00	29,691,449.00

Note 5: Other Current Liabilities

Particulars	2018-19	2017-18
	Amount (in Rs)	Amount (in Rs)
Statutory Liabilities	1,875.00	18,300.00
Expenses & Other Payables	2,275,154.23	2,632,540.23
Total	2,277,029.23	2,650,840.23

Note 6: Short Term Provisions

Particulars	2018-19	2017-18
	Amount (in Rs)	Amount (in Rs)
Provision for Tax	7,279,135.00	4,234,717.00
Contingent provision for standard assets	518,265.00	512,864.00
Total	7,797,400.00	4,747,581.00

GEMSTONE INVESTMENTS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

Note 7: Fixed Assets

	Gross Block			Accumulated Depreciation			Amount (in Rs)	
	Balance as at 1 st April 2018	Additions/ (Disposals)	Balance as at 31 st March 2019	Balance as at 1 st April 2018	Depreciation charge for the year	Balance as at 31 st March 2019	Net Block	
							Balance as at 1 st April 2018	Balance as at 31 st March 2019
a								
Tangible Assets								
Furniture and Fixtures	278,145.00	-	278,145.00	116,527.65	16,413.00	132,940.65	161,617.35	145,204.35
Vehicles	4,888,344.00	-	4,888,344.00	1,712,832.78	418,728.00	2,131,560.78	3,175,511.22	2,756,783.22
Office equipment	135,770.00	-	135,770.00	124,429.00	988.00	125,417.00	11,341.00	10,353.00
Computer	118,000.00	-	118,000.00	2,374.00	22,420.00	24,794.00	115,626.00	93,206.00
Total (A)	5,420,259.00	-	5,420,259.00	1,956,163.43	458,549.00	2,414,712.43	3,464,095.57	3,005,546.57
b								
Intangible Assets								
Computer Software	590,000.00	-	590,000.00	41,733.00	112,100.00	153,833.00	548,267.00	436,167.00
Total (B)	590,000.00	-	590,000.00	41,733.00	112,100.00	153,833.00	548,267.00	436,167.00
Total (A+B)	6,010,259.00	-	6,010,259.00	1,997,896.43	570,649.00	2,568,545.43	4,012,362.57	3,441,713.57
Previous Year	5,297,059.00	713,200.00	6,010,259.00	1,518,574.43	479,322.00	1,997,896.43	3,778,484.57	4,012,362.57

Note 8: Non-current Investments

Particulars		2018-19	2017-18
		Amount (in Rs)	Amount (in Rs)
A	Other Investments		
	(a) Investment in Equity instruments		
	<u>Quoted</u>		
	RFL International (1,02,755)	107,513.25	107,513.25
	Spectacle (3,25,000)	15,093,217.00	15,093,217.00
	(b) Other non-current investments	-	-
	<u>Unquoted</u>		
	Aishwarya Capital Services	1,500,000.00	1,500,000.00
		16,700,730.25	16,700,730.25
	Less : Provision for diminution in the value of Investments	-	-
	Total	16,700,730.25	16,700,730.25

Note 9: Long Term Loans and Advances

Particulars		2018-19	2017-18
		Amount (in Rs)	Amount (in Rs)
a. Security Deposits			
	Unsecured, considered good	-	-
b. Advance against Property			
	Blue Circle Infra	-	10,900,000.00
	Less: Provision for doubtful deposits	-	-
	Total	-	10,900,000.00

Note 10: Other non-current assets

Particulars		2018-19	2017-18
		Amount (in Rs)	Amount (in Rs)
	Balances with revenue authority	9,805,989.00	7,446,264.00
	Others	25,000,000.00	25,000,000.00
	Total	34,805,989.00	32,446,264.00

Note 11: Trade Receivables

Particulars		2018-19	2017-18
		Amount (in Rs)	Amount (in Rs)
	Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
	Unsecured, considered good	27,480.00	28,542.00
	Less: Provision for doubtful debts	-	-
	Total	27,480.00	28,542.00

Note 12: Cash and cash equivalents

Particulars		2018-19	2017-18
		Amount (in Rs)	Amount (in Rs)
	a. Balances with banks	2,218,836.35	2,655,512.85
	b. Cash on hand	8,413.00	5,087.00
	Total	2,227,249.35	2,660,599.85

Note 13: Short-term loans and advances

Particulars	2018-19	2017-18
	Amount (in Rs)	Amount (in Rs)
Unsecured, considered good :		
Loans & Advances recoverable in cash or in kind	205,878,403.60	203,671,436.00
Total	205,878,403.60	203,671,436.00

Note 14: Other current assets

Particulars	2018-19	2017-18
	Amount (in Rs)	Amount (in Rs)
Advances to others	245,261.00	243,796.00
Prepaid Expenses	34,181.00	45,274.00
Total	279,442.00	289,070.00

Note 15: Revenue from operations

Particulars	2018-19	2017-18
	Amount (in Rs)	Amount (in Rs)
Interest Income	22,256,964.00	18,922,389.00
Bad debts recovery	1,043,273.00	500,000.00
Total	23,300,237.00	19,422,389.00

Note 16: Other Income

Particulars	2018-19	2017-18
	Amount (in Rs)	Amount (in Rs)
Documentation Charges	9,000.00	29,000.00
Total	9,000.00	29,000.00

Note 17: Employee Benefits Expense

Particulars	2018-19	2017-18
	Amount (in Rs)	Amount (in Rs)
Salaries and incentives	3,939,818.00	6,831,756.00
Staff welfare expenses	82,704.00	52,260.00
Total	4,022,522.00	6,884,016.00

Note 18: Finance costs

Particulars	2018-19	2017-18
	Amount (in Rs)	Amount (in Rs)
Interest Expense	2,314,491.00	1,323,067.35
Bank Charges	1,362.90	14,686.75
Total	2,315,853.90	1,337,754.10

Note 19: Other expenses

Particulars	2018-19	2017-18
	Amount (in Rs)	Amount (in Rs)
Advertisement expenses	102,085.00	60,586.00
Audit Fees	30,000.00	30,000.00
Balances written off	1,044,846.00	-
Brokerage	1,736,646.00	2,052,568.00
Contingent provision for standard assets	5,401.00	24,033.00
Professional and legal fees	1,278,787.00	1,215,843.00
Rent	504,000.00	480,000.00
Penalty	108,560.00	-
Membership Fees	47,200.00	5,271.00
Miscellaneous expenses	334,084.00	359,894.00
Total	5,191,609.00	4,228,195.00

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We, being the member(s) of Gemstone Investments Limited holding _____ shares hereby appoint:

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

Name :	E-mail Id:
Address:	
Signature	

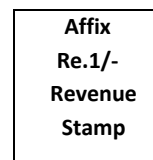
as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, 25th September, 2019 at 4.00 p.m. at the Registered Office of the Company situated at 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext., Vile Parle (East), Mumbai – 400 057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Particulars of the Resolution	Vote	
		For	Against
1.	Adoption of Statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the Financial Year 31 st March, 2019.		
2.	Re-appointment of retiring Director Ms. Manali Bhuva		

*It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the for or against column blank against any resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Note: Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the management.

Signed: ____ Day of _____, 2019



Signature of Shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

25th Annual General Meeting

I/ We hereby record my/ our presence at the 25th Annual General Meeting of the Company to be held on Wednesday, 25th September, 2019 at 4.00 p.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.

DP ID No. *:	L.F. No.:
Client I.D. No. *:	No. of Shares held:
Name: Address:	
If Shareholder(s), please sign here:	If Proxy, please sign here:

(Member's /Proxy's Signature)

GEMSTONE INVESTMENTS LIMITED

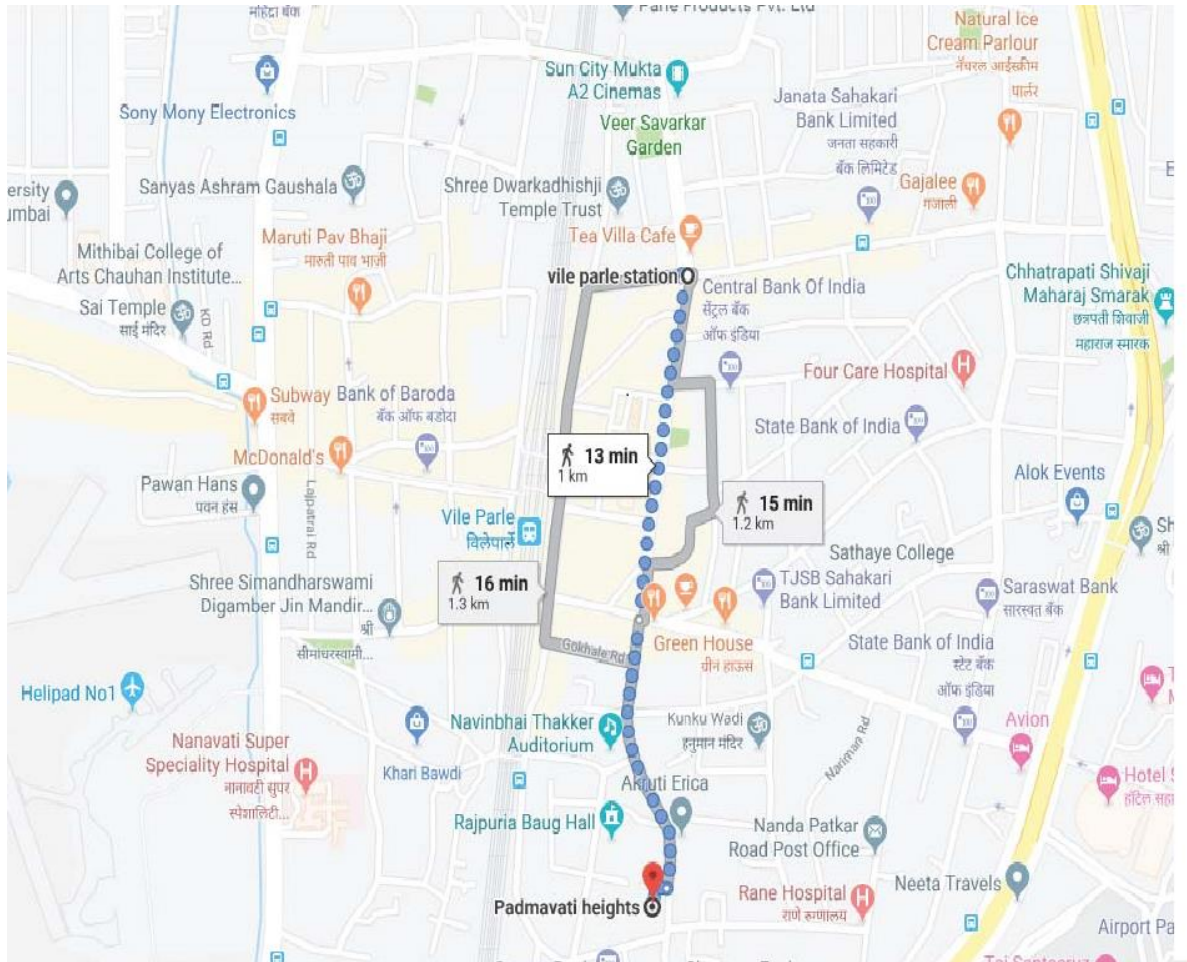
CIN: L65990MH1994PLC081749

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

Email: gemstoneltd@gmail.com **Website:** www.gemstoneltd.com

Route Map for 25th Annual General Meeting

Date : 25th September, 2019
Day : Wednesday
Time : 4.00 p.m.
Address : 502-B, Padmavati Heights, 5th Floor, Shradhdhanand Road Ext., Vile Parle (East), Mumbai – 400 057.





BOOK POST

**502-B, Padmavati Heights, 5th Floor,
Shraddhanand Road Ext, Vile Parle
(E), Mumbai 400057**