

04th September 2025

To
Listing Compliances
BSE Limited,
P. J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

Scrip Code: 531137
Scrip Id: GEMSI

Dear Sir/ Madam,

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Sub: Outcome of the Board Meeting held on 04th September 2025.

This is to inform to the exchange that the meeting of the Board of Directors of Gemstone Investments Limited was held today i.e. on Thursday, 04th September 2025 at the registered office of the Company. The Board Inter alia considered and approved the following business matters:

1. Re-appointment of Director Mr. Santosh Kumar Dwivedi (DIN: 10617830), liable to retire by rotation, subject to shareholders’ approval at the ensuing Annual General Meeting.

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, is enclosed herewith as “Annexure – A”.

2. Appointment of M/s. NKM & Associate, Practicing Company Secretaries (PR No.: 2470/2022), as Secretarial Auditor of the Company for a period of 05 (Five) years commencing from FY 2025-26 till FY 2029-30.

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, is enclosed herewith as “Annexure – A”.

3. The Board of Directors on recommendation of Nomination and Remuneration Committee, recommend to the Shareholders re-appointment of Mr. Rajesh Babulal Maiyani (DIN: 09165604) as Independent Director for second term for 5 (Five years) by way of Special Resolution.

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, is enclosed herewith as “Annexure – A”.

4. The Board of Directors on recommendation of Nomination and Remuneration Committee, recommend to the Shareholders re-appointment of Mr. Falgun Shah (DIN: 09140924) as Independent Director for second term for 5 (Five years) by way of Special Resolution.

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, is enclosed herewith as “Annexure – A”.

5. The increase in authorized share capital of the company from existing Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Re. 1/- (Rupee One Only) each to Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only) divided into 48,00,00,000 (Forty Eight Crores) Equity Shares of Re.1/- (Rupee One Only) each by creating additional Rs. 38,00,00,000 (Rupees Thirty Eight Crores Only) Equity Shares of Re. 1/- each and simultaneously alter Clause V of Memorandum of Association, subject to approval of shareholders;

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, is enclosed herewith as “Annexure – A”.

CIN: L65990MH1994PLC081749

Regd. office: Unit No. 1212, Kosha Kommercial Komplex, Podar Road, Malad (East), Mumbai, Maharashtra, 400097.

Tel: 07208992060

Email: gemstoneltd@gmail.com

website: www.gemstoneltd.com

6. Issue, offer and allot upto 39,36,00,000 (Thirty Nine Crores Thirty Six Lacs) Convertible Warrants of Rs. 2.50/- each convertible into 39,36,00,000 Equity Shares of Re. 1/- each at an issue price of Rs. 2.50/- each (including a premium Rs. 1.50/- each) on preferential basis to Non-Promoter categories of persons at the price as determined in accordance with the provision of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time, subject to the approval of members. The conversion can be exercised at any time during the period of 18 months from the date of allotment of Warrants on such terms and conditions as applicable.

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, is enclosed herewith as "Annexure – A".

7. Notice and Director's Report along with annexures thereto for the financial year ended on 31st March 2025;
8. The 31st Annual General Meeting of the Company for Financial Year 2024-25 will be held on Tuesday, 31st September 2025, at 09.00 a.m. at Event Banquet Hall, Opp Filmistan Studio, S.V road Goregaon (West), Mumbai - 400062.
9. Appointment of M/s Hemang Satra & Associates., Practicing Company Secretaries (COP: 24235 and PRC: 5684/2024) as the Scrutinizer for the Annual General Meeting for FY 2024-25.
10. The Cut – off Date for the purpose of E- Voting is Tuesday, 23rd September 2025;
11. The Remote E-Voting shall commence from Saturday, 27th September 2025 at 09:00 A.M. (IST) and ends on Monday, 29th September 2025 at 05:00 P.M. (IST).

The Board Meeting commenced at 12:00 P.M. and concluded at 01:00 P.M.

We hereby request you to take the above cited information on your record.

**Thanking You,
For Gemstone Investments Limited**

**Sudhakar Bhagawatlal Gandhi
Managing Director
DIN: 09210342**

"Annexure A"

Disclosure pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024:

1. Re-appointment of Director Mr. Santosh Kumar Dwivedi (DIN: 10617830), liable to retire by rotation:

Particulars	Details
Name of the Director	Mr. Santosh Kumar Dwivedi
DIN	10617830
Reason for Change	Re-appointment
Date of Re-appointment & terms of Reappointment	Date of Re-appointment: 30 th September 2025 Terms of Re-appointment: subject to approval by the shareholders, liable to retire by rotation.
Expertise in Specific Functional Areas	Santosh Kumar Dwivedi is a commerce graduate with Rich experience in sales and marketing. He has expertise in developing business strategies, building strong client relationships, driving revenue growth, and implementing effective marketing initiatives. His proficiency lies in understanding market dynamics, customer needs, and delivering result-oriented solutions that contribute to organizational success.
Inter se Relationship with the Board	None

2. Appointment of M/s. NKM & Associate as Secretarial Auditor of the Company for a period of Five years:

Particulars	Details
Name of the Company	Gemstone Investments Limited
Name of the Secretarial Auditor	M/s. NKM & Associate
Reason for Change viz., appointment, resignation, removal, death or otherwise	Appointment as a Secretarial Auditor of the Company from FY 2025-26 till FY 2029-30.
Effective Date of appointment	30th September 2025
Term of Appointment	05 (Five) Years
Brief Profile	M/s. NKM & Associate is reputed firm of Company Secretaries registered with the Institute of Company Secretaries of India bearing Peer Review No.: 2470/2022. Their core competency lies under the Corporate and Securities Law, Secretarial Audit, IPO due diligence, Listing Compliances, and other regulatory matters.

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3. Re-appointment of Mr. Rajesh Babulal Maiyani (DIN: 09165604) as Independent Director for second term for 5 (Five years) by way of Special Resolution.

Name of the Director	Mr. Rajesh Babulal Maiyani
DIN	09165604
Reason for Change	Re-appointment
Effective Date of Re-appointment	May 08, 2026
Expertise in Specific Functional Areas	Expertise in financial planning, investment advisory, client relationship management, and delivering value-driven financial solutions tailored to diverse needs.
Inter se Relationship with the Board	None

4. Re-appointment of Mr. Falgun Shah (DIN: 09140924) as Independent Director for second term for 5 (Five years) by way of Special Resolution.

Name of the Director	Mr. Falgun Shah
DIN	09140924
Reason for Change	Re-appointment
Effective Date of Re-appointment	April 13, 2026
Expertise in Specific Functional Areas	Extensive experience in the financial services sector. His expertise spans across financial planning, investment advisory, capital markets, and wealth management. With his deep industry knowledge and strategic insight, he has successfully guided clients and organizations in achieving sustainable financial growth.
Inter se Relationship with the Board	None

5. Brief Details of amendment to Memorandum of Association:

Amendment to the Authorized Share Capital in Clause V of the Memorandum of Association of the Company.

V. The Authorised Share Capital of the Company is Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only) divided into 48,00,00,000 (Forty Eight Crores) Equity Shares of Re. 1/- (Rupee One Only) each capable of being modified in accordance with the legislative provisions for the time being in force in this behalf."

Amendment to the Capital Clause 3 of the Articles of Association of the Company.

6. Issuance of Convertible Warrants to the Non-Promoter categories of persons, on a Preferential basis:

Sl. No.	Particular(s)	Descriptions
(a)	type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Convertible Warrants
(b)	type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Issue under Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
(c)	total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Convertible Warrants: 39,36,00,000 (Detailed list is mentioned hereunder).
(d)	in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):	
	i. names of the investors;	Note 1

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	<p>ii. post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;</p> <p>iii. in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;</p>	<p>➤ Issue price of the Convertible Warrants is Rs. 2.50/- each. The issue price is not lower than the floor price determined in accordance with the Regulation 164 of Chapter V of SEBI ICDR Regulations.</p> <p>Minimum 25% of the price of the Warrant would be payable upfront at the time of application and the balance 75% shall be payable at the time of conversion of the warrants into Equity Shares of the Company.</p> <p>➤ Total Number of Investors: 44 for Convertible Warrants</p> <p>➤ Conversion ratio of each Convertible Warrant: 1:1</p> <p>Each Warrant can be converted into 1 (One) Equity Share of the Company and conversion can be exercised at any time within a period of 18 months from the date of allotment of Warrants, in one or more tranches as the case may be and on such other terms and conditions as applicable. In case the investor fails to exercise the same within the stipulated period, the warrants shall lapse.</p> <p>*The issuance of Convertible Warrants is subject to the approval of members by way of passing special resolution at the Annual General Meeting to be held on September 30, 2025.</p>
(e)	any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

Note 1:

NAME / LIST OF INVESTORS FOR NON-PROMOTER:

Sl. No.	Name	Current Status / Category	No. of Warrants	Proposed Status / Category
1.	Kamal Bhupatrai Parekh HUF	Non-Promoter	80,00,000	Non-Promoter
2.	SP and Nisha Private Limited	Non-Promoter	1,90,00,000	Non-Promoter
3.	Anura Satyam Joshi	Non-Promoter	1,00,00,000	Non-Promoter
4.	Satyam Shririshchandra Joshi	Non-Promoter	1,00,00,000	Non-Promoter
5.	Riddhi Nihar Goradia	Non-Promoter	20,00,000	Non-Promoter
6.	Dimpy Nilay Goradia	Non-Promoter	20,00,000	Non-Promoter
7.	Kantilal Indrajit Mehta	Non-Promoter	80,00,000	Non-Promoter
8.	Prafulla Kantilal Mehta	Non-Promoter	80,00,000	Non-Promoter

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Sl. No.	Name	Current Status / Category	No. of Warrants	Proposed Status / Category
9.	Deep Kantilal Mehta	Non-Promoter	40,00,000	Non-Promoter
10.	Mukesh Gala HUF	Non-Promoter	80,00,000	Non-Promoter
11.	Manish Mukesh Gala	Non-Promoter	1,20,00,000	Non-Promoter
12.	Usha Girish Shah	Non-Promoter	1,00,00,000	Non-Promoter
13.	Chaitya Girish Shah	Non-Promoter	1,00,00,000	Non-Promoter
14.	Rashmi Kantilal Gada	Non-Promoter	1,98,00,000	Non-Promoter
15.	Veluben Velji Keriya	Non-Promoter	1,98,80,000	Non-Promoter
16.	Falguni Ajay Shah	Non-Promoter	1,98,80,000	Non-Promoter
17.	Brijeshkumar Harshadbhai Shah	Non-Promoter	38,00,000	Non-Promoter
18.	Mitesh Chandrakant Shah	Non-Promoter	1,20,00,000	Non-Promoter
19.	Maniben Chandrakant Shah	Non-Promoter	40,00,000	Non-Promoter
20.	Sheetal Mitesh Shah	Non-Promoter	40,00,000	Non-Promoter
21.	Patel Shyamal Hemantbhai HUF	Non-Promoter	30,00,000	Non-Promoter
22.	Shyamalkumar Hemantbhai Patel	Non-Promoter	30,00,000	Non-Promoter
23.	Chitankumar Hemantkumar Patel HUF	Non-Promoter	38,00,000	Non-Promoter
24.	Sejal Chintan Patel	Non-Promoter	50,00,000	Non-Promoter
25.	Chintan Hemantbhai Patel	Non-Promoter	50,00,000	Non-Promoter
26.	Hemesh Rajesh Patel HUF	Non-Promoter	60,00,000	Non-Promoter
27.	Roshni Hemesh Patel	Non-Promoter	40,00,000	Non-Promoter
28.	Hemesh Rajesh Patel	Non-Promoter	60,00,000	Non-Promoter
29.	Yash Brahmabhatt	Non-Promoter	1,20,00,000	Non-Promoter
30.	Anita Agrawal	Non-Promoter	1,00,00,000	Non-Promoter
31.	Bijay Kumar Agrawal	Non-Promoter	1,00,00,000	Non-Promoter
32.	Urmila Shailesh Shah	Non-Promoter	1,98,40,000	Non-Promoter
33.	Bhanuben Shamji Dedhia	Non-Promoter	40,00,000	Non-Promoter
34.	Bansri Bhavesh Dedhia	Non-Promoter	80,00,000	Non-Promoter
35.	Bhavesh Shamji Dedhia	Non-Promoter	40,00,000	Non-Promoter
36.	Shamji Kanji Dedhia	Non-Promoter	40,00,000	Non-Promoter
37.	Bhavna Sanjay Shah	Non-Promoter	1,00,00,000	Non-Promoter
38.	Sanjay Hirji Shah	Non-Promoter	1,00,00,000	Non-Promoter
39.	Dipali Jigar Shah	Non-Promoter	80,00,000	Non-Promoter

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Sl. No.	Name	Current Status / Category	No. of Warrants	Proposed Status / Category
40.	Jigar Bharkatkumar Shah	Non-Promoter	38,00,000	Non-Promoter
41.	Jigar Bharkatkumar Shah HUF	Non-Promoter	80,00,000	Non-Promoter
42.	Mahevarsh Fincon Pvt. Ltd	Non-Promoter	1,98,00,000	Non-Promoter
43.	Dhairya Management Services Pvt Ltd	Non-Promoter	2,00,00,000	Non-Promoter
44.	Manali Bhuva	Non-Promoter	1,20,00,000	Non-Promoter
Total			39,36,00,000	