

**Pooja Jain**

Practicing Company Secretary

401, Rajniketan Apartment, Nadiadwala Colony No. 1,

S. V. Road, Malad (West), Mumbai – 400064.

Mobile No.: +91-9920937555 E-mail: [cpooja.jain1@gmail.com](mailto:cpooja.jain1@gmail.com)

FORM NO. MGT-13

SCRUTINIZER'S CONSOLIDATED REPORT

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman,

22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of

Gemstone Investments Limited,

Held on Friday, September 30, 2016 at 09.00 A.M at 502-B, Padmavati Heights, 5th Floor,  
Shraddhanand Road Ext., Vile Parle (East), Mumbai – 400 057.

Dear Sir,

I, Pooja Jain, Practicing Company Secretary appointed as Scrutinizer by the Board of Directors for the purpose of Scrutinizing the remote e-voting and Physical Voting by Ballot papers at the 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Gemstone Investments Limited, held on Friday, September 30, 2016 at 09.00 A.M at 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext., Vile Parle (East), Mumbai – 400 057 pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities And Exchange Board Of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

I submit my report as under:

1. The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility for the remote e-voting to the Shareholders of the Company from Tuesday, 27<sup>th</sup> September, 2016 at 9:00 A.M. and closed on Thursday, 29<sup>th</sup> September, 2016 at 5:00 P.M.
2. The voting rights were reckoned as on 23<sup>rd</sup> September, 2016, being cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.
3. The Company facilitated the Members present in the Meeting who could not participate in the remote e-voting to cast their votes through poll process. After the time fixed for the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.



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4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on 28<sup>th</sup> September, 2016 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Vaijanti Sawant and Mr. Pankaj Yadav Both of them are not in the employment of the Company.

\_\_\_\_\_

Ms. Vaijanti Sawant

\_\_\_\_\_

Ms. Pankaj Yadav

6. No poll paper was found invalid.
7. The Results of the voting are as under:



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## ORDINARY BUSINESS:

### RESOLUTION NO. 1:

To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2016 and the Reports of the Directors and Auditors thereon.

#### (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast (i.e. 2,00,15,057)
Remote E-voting	10	72,91,150	36.43
Voting by poll	10	1,27,23,907	63.57
Total	16	2,00,15,507	100.00

#### (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast (i.e. 2,00,15,057)
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

#### (III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0



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## RESOLUTION NO. 2:

To appoint a Director in place of Mr. Nimesh Ganatra (DIN: 02712015), who retires by rotation and being eligible, offers himself for re-appointment.

### (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast (i.e. 2,00,07,537)
Remote E-voting	9	72,83,150	36.40
Voting by poll	6	68,20,357	34.09
Total	15	1,41,03,507	70.49

### (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast (i.e. 2,00,07,537)
Remote E-voting	0	0	0
Voting by poll	4	59,03,550	29.51
Total	4	59,03,550	29.51

### (III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them*
E-voting	0	0
Voting by poll	0	0
Total	0	0

\*Note: Mr. Nimesh Ganatra has voted in his resolution through e-voting and hence we have not considered his voting as he is interested in the said resolution.



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## RESOLUTION NO. 3:

### Ratification of appointment of Statutory Auditor.

#### (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast (i.e. 2,00,15,057)
Remote E-voting	3	8,08,000	4.04
Voting by poll	6	68,20,357	34.08
Total	9	76,28,357	38.11

#### (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast (i.e. 2,00,15,057)
Remote E-voting	7	64,83,150	32.39
Voting by poll	4	59,03,550	29.49
Total	11	1,23,86,700	61.89

#### (III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0



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## SPECIAL BUSINESS:

### RESOLUTION NO. 4:

Appointment of Ms. Manali Kirit Bhuva as a Non-Executive Director.

#### (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast (i.e. 2,00,15,057)
Remote E-voting	10	72,91,150	36.43
Voting by poll	6	68,20,837	34.08
Total	16	1,41,11,507	70.50

#### (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast (i.e. 2,00,15,057)
Remote E-voting	0	0	0
Voting by poll	4	59,03,550	29.50
Total	4	59,03,550	29.50

#### (III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0



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8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to Director authorized by the Board for safe keeping.
10. The consolidated result of the votes cast (by Remote E-Voting and by poll) is provided as Annexure 1 to this report.

Thanking You,  
Yours Faithfully,



Pooja Jain  
(Membership No.: 36270)  
Place: Mumbai  
Date: 03/10/2016

For Gemstone Investments Limited

Dhara Brahmhatt  
DIN: 06433270

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## Annexure - 1

Consolidated result of voting (by remote e-voting and Poll) for resolution numbers 1 to 4 of the notice of the 22<sup>nd</sup> Annual General Meeting of "GEMSTONE INVESTMENTS LIMITED" held on Friday, September 30, 2016 at 9.00 a.m.:-

Res olut ion No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote E-voting	Poll	Total	Remote E- voting	Poll	Total	%	Remote E-voting	Poll	Total	%
1	72,91,150	1,27,23,907	2,00,15,057	72,91,150	1,27,23,907	2,00,15,057	100	0	0	0	0
2	72,83,150	1,27,23,907	2,00,07,057	72,83,150	68,20,357	1,41,03,507	70.49	0	59,03,550	59,03,550	29.51
3	72,91,150	1,27,23,907	2,00,15,057	8,08,000	68,20,357	76,28,837	38.11	64,83,150	59,03,550	1,23,86,700	61.89
4	72,91,150	1,27,23,907	2,00,15,057	72,91,150	68,20,357	1,41,11,507	70.50	0	59,03,550	59,03,550	29.50

Thanking You,  
Yours Faithfully,



Pooja Jain  
(Membership No.: 36270)  
Place: Mumbai  
Date: 03/10/2016

For Gemstone Investments Limited

Dhara Brahmhatt  
DIN: 06433270