

NEELAM AHIRE

B.Com. A.C.S. L.L.B.



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/Company Secretary

Annual General Meeting of the Equity Shareholders of
Gemstone Investments Limited,

held on Wednesday, 25th day of September, 2019 at 4.00 P. M. at 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext, Vile Parle (E), Mumbai - 400057.

Dear Sir,

I, Neelam Ahire, 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 in a fair and transparent manner at the Annual General Meeting of M/s. Gemstone Investments Limited (herein referred as "the Company"), held on Wednesday, 25th day of September, 2019 at 4.00 P. M. at 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext, Vile Parle (E), Mumbai - 400057, 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.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolution contained in the Notice of the Annual General Meeting dated 30th August, 2019. My responsibility as a Scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots casted by the Members present at the Annual General Meeting of the Company.



Add: 404, B-90, Shubhangan II, Poonam Sagar Complex, Mira Road (E), Thane - 401107.

email: csneelamahire@gmail.com Mob: +91 9920100910

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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 Members of the Company from Sunday, 22nd September, 2019 at 9:00 A.M. and closed on Tuesday, 24th September, 2019 at 5:00 P.M.
2. The voting rights were reckoned as on 18th September, 2019, 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 Annual General 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 box kept for polling was locked in my presence with due identification marks placed by me.
4. The locked ballot box was 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 26th September, 2019 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Mr. Kunal Parmar and Ms. Palak Shah. Both of them are not in the employment of the Company.

Mr. Kunal Parmar

Ms. Palak Shah

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: (AS AN ORDINARY RESOLUTION)

ADOPTION OF STATEMENT OF PROFIT & LOSS, BALANCE SHEET, REPORT OF DIRECTOR'S AND AUDITOR'S FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019:

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
Remote E-voting	12	2076267	7.01
Voting by poll	21	27534773	92.99
Total	33	29611040	100.00

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
Remote E-voting	1	10	0.00
Voting by poll	0	0	0.00
Total	1	10	0.00

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

Result: Resolution is passed with requisite majority.



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RESOLUTION NO. 2: (AS AN ORDINARY RESOLUTION)

RE- APPOINTMENT OF MS. MANALI BHUVA AS DIRECTOR OF THE COMPANY:

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
Remote E-voting	10	1862967	6.34
Voting by poll	21	27534773	93.65
Total	31	29397740	99.99

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
Remote E-voting	2	3310	0.01
Voting by poll	0	0	0.00
Total	2	3310	0.01

Invalid Votes:

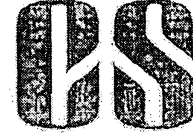
	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	1	210000
Voting by poll	0	0
Total	0	0

Result: Resolution is passed with requisite majority.



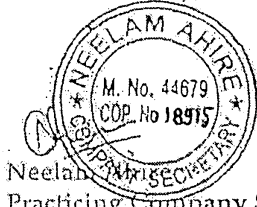
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8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to the Company Secretary 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,

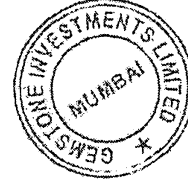


Neelam Ahire
Practicing Company Secretary

For Gemstone Investments Limited

Manali Bhuva

Manali Bhuva
Chairman



Place: Mumbai
Date: 26/09/2019

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Annexure - 1

Consolidated result of voting (by remote e-voting and Poll) for resolution numbers 1 to 2 of the Notice of the Annual General Meeting of "GEMSTONE INVESTMENTS LIMITED" held on, September 25, 2019 at 4:00 P.M.:-

Resolution 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	2076277	27534773	29611050	2076267	27534773	29611040	100.00	10	0	10	00.00
2	1866277	27534773	29401050	1862967	27534773	29397740	99.99	3310	0	3310	00.01

Result: All Resolutions are passed with requisite majority.

