



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, 30<sup>th</sup> day of September, 2021 at 10.30 A. M. at Sammelan Hall, A101, Samarth  
Complex, Jawahar Nagar, Goregaon (West), Mumbai - 400 104.

Dear Sir,

I, Nikita Kedia, proprietor of N K M & Associates, 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 ("AGM") of M/s. Gemstone Investments Limited (herein referred as "the Company"), held on Wednesday, 30<sup>th</sup> day of September, 2021 at 10.30 A. M. at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai - 400 104, 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 AGM dated 07<sup>th</sup> September, 2021. 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.

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 Monday, 27<sup>th</sup> September, 2021 at 9:00 A.M. and closed on Wednesday, 29<sup>th</sup> September, 2021 at 5:00 P.M.

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2. The voting rights were reckoned as on 23<sup>rd</sup> September, 2021, 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 AGM 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 30<sup>th</sup> September, 2021 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Mr. Pankaj Yadav and Mr. Kunal Parmar. Both of them are not in the employment of the Company.

**Mr. Pankaj Yadav**

**Mr. Kunal Parmar**

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





**ORDINARY BUSINESS:**

**RESOLUTION No. 1: (AS AN ORDINARY RESOLUTION)**

**ADOPTION OF STATEMENT OF PROFIT & LOSS BALANCE SHEET, REPORT OF DIRECTOR'S AND AUDITORS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021:**

**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	41	264991	1.47
Voting by poll	18	17711337	98.51
<b>Total</b>	<b>59</b>	<b>17976328</b>	<b>99.98</b>

**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	2600	0.02
Voting by poll	0	0	0.00
<b>Total</b>	<b>1</b>	<b>2600</b>	<b>0.02</b>

**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
<b>Total</b>	<b>0</b>	<b>0</b>

**Result:** Resolution passed with requisite majority.

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**RESOLUTION No. 2: (AS AN ORDINARY RESOLUTION)**

**RE-APPOINTMENT OF RETIRING DIRECTOR MR. TARUN BRAHMBHATT (DIN: 07866769):**

**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	41	264991	1.47
Voting by poll	18	17711337	98.51
<b>Total</b>	<b>59</b>	<b>17976328</b>	<b>99.98</b>

**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	2600	0.02
Voting by poll	0	0	0.00
<b>Total</b>	<b>1</b>	<b>2600</b>	<b>0.02</b>

**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
<b>Total</b>	<b>0</b>	<b>0</b>

**Result:** Resolution passed requisite majority.



**RESOLUTION No. 3: (AS AN ORDINARY RESOLUTION)**

**APPOINTMENT OF M/S. RISHI SEKHRI & ASSOCIATES AS STATUTORY AUDITORS:**

**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	41	264991	1.47
Voting by poll	18	17711337	98.51
<b>Total</b>	<b>59</b>	<b>17976328</b>	<b>99.98</b>

**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	2600	0.02
Voting by poll	0	0	0.00
<b>Total</b>	<b>1</b>	<b>2600</b>	<b>0.02</b>

**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
<b>Total</b>	<b>0</b>	<b>0</b>

**Result:** Resolution passed requisite majority.





**SPECIAL BUSINESS:**

**RESOLUTION No. 4: (AS AN ORDINARY RESOLUTION)**

**REGULARIZATION OF MR. FALGUN SHAH (DIN: 09140924) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR:**

**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	39	264191	1.47
Voting by poll	18	17711337	98.51
<b>Total</b>	<b>57</b>	<b>17975528</b>	<b>99.98</b>

**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	3	3400	0.02
Voting by poll	0	0	0.00
<b>Total</b>	<b>3</b>	<b>3400</b>	<b>0.02</b>

**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
<b>Total</b>	<b>0</b>	<b>0</b>

**Result:** Resolution passed requisite majority.



**RESOLUTION No. 5: (AS AN ORDINARY RESOLUTION)**

**REGULARIZATION OF MR. RAJESH MAIYANI (DIN: 09165604) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR):**

**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	39	264191	1.47
Voting by poll	18	17711337	98.51
<b>Total</b>	<b>57</b>	<b>17975528</b>	<b>99.98</b>

**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	3	3400	0.02
Voting by poll	0	0	0.00
<b>Total</b>	<b>3</b>	<b>3400</b>	<b>0.02</b>

**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
<b>Total</b>	<b>0</b>	<b>0</b>

**Result:** Resolution passed 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,

For N K M & Associates  
[Company Secretary]  
[Firm Registration No. I2018MH1812700]

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**Nikita Kedia**  
Proprietor  
Membership No: A54970  
CP No.:20414

**Gemstone Investments Limited**

**Manali Bhuvra**  
Chairman of the Meeting

Place: Mumbai  
Date: 01/10/2021

UDIN: A054970C001063571





**Annexure - 1**

**Consolidated result of voting (by remote e-voting and Poll) for resolution numbers 1 to 5 of the Notice of the Annual General Meeting of "Gemstone Investments Limited" held on, 30<sup>th</sup> September, 2021 at 10:30 A.M.:**

Res. 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	267591	17711337	17978928	264991	17711337	17976328	99.98	2600	0	2600	0.02
2	267591	17711337	17978928	264991	17711337	17976328	99.98	2600	0	2600	0.02
3	267591	17711337	17978928	264991	17711337	17976328	99.98	2600	0	2600	0.02
4	267591	17711337	17978928	264191	17711337	17975528	99.98	3400	0	3400	0.02
5	267591	17711337	17978928	264191	17711337	17975528	99.98	3400	0	3400	0.02

**Result:** All Resolutions passed with requisite majority.

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