

15th June 2024

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street, Mumbai – 400 001.

Scrip Code : 531137
Scrip Id : GEMSI

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sub: Submission of voting results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

With reference to the Postal Ballot Notice dated 8th May 2024 and in compliance with above cited regulation we hereby submit the following documents:

1. Voting results of Postal Ballot concluded on 14th June 2024 through Postal Ballot Forms and Remote E-voting.
2. Scrutinizer's Report submitted by M/s. Jaymin Modi & Co. Practicing Company Secretaries.

The same is also available on the website of the company at www.gemstoneltd.com.

We hereby request you to take the same on your record.

Thanking You,

**For and on behalf of
Gemstone Investments Limited**

**Sudhakar Gandhi
Managing Director
DIN: 09210342**

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-classification of shareholding of Mr. Nimesh Ganatra from "PROMOTER CATEGORY" TO "PUBLIC CATEGORY"				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8000	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	8000	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	74742000	2201751	2.9458	2197888	3863	99.8245	0.1755
	Poll		5703516	7.6309	5703516	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	74742000	7905267	10.5767	7901404	3863	99.9511	0.0489
Total		74750000	7905267	10.5756	7901404	3863	99.9511	0.0489
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Regularization of Appointment of Mr. Santosh Kumar Dwivedi (DIN: 10617830) As a Non-Executive Non-Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8000	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	8000	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	74750000	2191551	2.9318	2187893	3658	99.8331	0.1669
	Poll		5703516	7.6301	5703516	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	74750000	7895067	10.5620	7891409	3658	99.9537	0.0463
Total		74758000	7895067	10.5608	7891409	3658	99.9537	0.0463
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



SCRUTINIZER'S REPORT
ON POSTAL BALLOT (E-VOTING) OF GEMSTONE INVESTMENTS LIMITED
[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of
the Companies (Management and Administration) Rules, 2014]

To,
Chairman & Managing Director
GEMSTONE INVESTMENTS LIMITED
Office No A/301, Shubham Centre A Building CHS,
Cardinal Gracious Road, Andheri (East),
Mumbai, Maharashtra, 400093

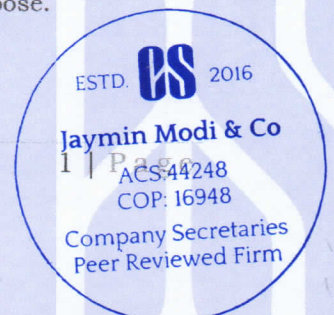
Sub: Report of Scrutinizer on Postal Ballot process conducted through Remote E-voting pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA circulars (mentioned herein below) in respect of passing of the resolution contained in the Postal Ballot Notice 08th May, 2024.

Dear Sir,

We, Jaymin Modi & Co, Practicing Company Secretary having office at 603/604, Sai Janak Classic, Devidas Lane Near Sudhir Phadke Flyover, Borivali West Mumbai Maharashtra 400103 India, was appointed as a Scrutinizer by the Board of Directors of Gemstone Investments Limited ('the Company') dated 08th May, 2024, for the purpose of scrutinizing the remote e-voting by the Members of the Company which was proposed through Postal Ballot notice dated 08th May, 2024 ('Notice').

In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-Voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021 and 20/2021 dated 8th December 2021 and General Circular No. 20/2020 dated 05.05.2022 Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 respectively (collectively termed as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS - 2") issued by the Institute of Company Secretaries of India and pursuant to all other applicable laws and regulations, if any, the resolution as stated in the Postal Ballot Notice was put before the Member(s) of the Company for Voting through remote e-voting by electronic means and ballot forms.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means, by the members on the Resolution proposed in the Postal Ballot Notice dated 08th May, 2024, is the responsibility of management. Our responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting and ballot forms, is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast 'in favour or against', if any, to the Chairman or any other authorized personnel of the Company, on the resolution, based on the reports generated from the remote e-voting system of NSDL the authorized agency, to provide remote e-voting facilities and engaged by the Company for that purpose.



I hereby report as under:

Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirement of the relevant provisions of (i) the company Act, 2013 and the rules made there under and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, (LODR), relating to postal ballot voting by electronic means for the resolution stated in the Postal Ballot Notice.

Scrutinizer's Responsibility

Our responsibility as a scrutinizer is restricted to making a Scrutinizers report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My Report is based on e-voting and postal ballot forms (if applicable) received till the time fixed for closing of the voting process.

1. The Company appointed/engaged NSDL, the authorised agency, as the service provider for providing facility of remote e-voting to the members of the Company.
2. The Postal Ballot Notice was sent only through electronic mode to all the members whose e mail addresses are registered with the Company or with the Depositories/Depository Participants.
3. As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published an advertisement on 14th May, 2024 about the dispatch of Notice in 'Business Standard' in English and 'Mumbai Mitra' in Marathi.
4. The Company dispatched the Notice by email on 13th May, 2024 to members whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the Depositories as on the cut-off date i.e., May 03, 2024.
5. The voting through remote e voting facility commenced on Wednesday, 16th May, 2024 at 9:00 A.M. (IST) and ended on Friday, 14th June, 2024 at 5:00 p.m. (IST) being the last date for remote e-voting. The remote e-voting during this period was considered for my scrutiny.
6. Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, the remote E-Voting on NSDL Website was unblocked by me on 14th June, 2024 at 05:48 PM. (IST) in the presence of two independent witnesses who are not in employment of the Company.
7. The results of voting are as under:
 - a) Ordinary Resolution

To consider Re-classification of shareholding of Mr. Nimesh Ganatra from "PROMOTER CATEGORY" TO "PUBLIC CATEGORY", to consider and if thought fit, to pass the following resolution as a Ordinary Resolution.

Voted in Favour of the resolution:



Postal Ballot Voting	Number members who voted	of	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	91		2197888	100%
Ballot Forms	3		5703516	100%
Total	94		7901404	99.95%

• Voted against the resolution:

Postal Ballot Voting	Number members who voted	of	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	10		3863	100%
Ballot Forms	-		-	-
Total	10		3863	0.05%

• Invalid Votes

Postal Ballot Voting	Number members who voted	of	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	-		-	-
Ballot Forms	-		-	-
Total	-		-	-

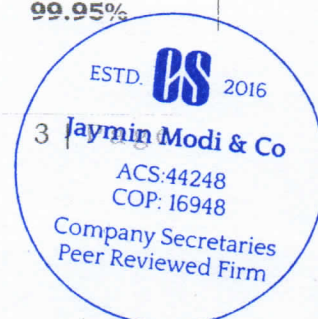
Thus, the Ordinary Resolution as contained in Item No.1 is passed with requisite majority.

b) Ordinary Resolution

To consider Regularization of Appointment of Mr. Santosh Kumar Dwivedi (DIN: 10617830) As a Non-Executive Non-Independent Director of the Company. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution

Voted in Favour of the resolution:

Postal Ballot Voting	Number members who voted	of	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	92		2187893	99.83%
Ballot Forms	3		5703516	100%
Total	95		7891409	99.95%



- Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	09	3658	100%
Ballot Forms	-	-	-
Total	09	3658	0.05%

- Invalid Votes

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	-	-	-
Ballot Forms	-	-	-
Total	-	-	-

Thus, the Ordinary Resolution as contained in Item No.2 is passed with requisite majority.

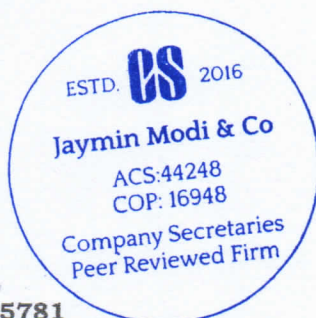
The Chairman/ Authorised representative may accordingly declare the result of voting through remote E-voting facility in respect of Resolution's mentioned in the Notice.

All relevant records in relation to the postal ballot voting including voting by electronic means are handed over to the management of the Company.

For, Jaymin Modi & Co.
Company Secretaries

Jaymin
Piyush Bhai
Modi
Digitally signed by
Jaymin Piyush Bhai
Modi
Date: 2024.06.15
13:52:36 +05'30'

CS Jaymin Modi
Authorised Signatory
COP: 16948
Mem No. 44248
FRC: 2146/2022
UDIN: A044248F000575781



Place: Mumbai
Date: 15.06.2024