

30th May 2026

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

Scrip Code : 531137
Scrip Id : GEMSI

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended on 31st March, 2026.

Dear Sir/Madam,

Pursuant to Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we hereby submit the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2026, duly issued and certified by M/s. N K M & Associates, Practicing Company Secretaries.

Kindly take the same on record.

You are requested to take the above information on records.

Thanking you,

For Gemstone Investments Limited

Sudhakar Gandhi
Managing Director
DIN: 09210342

GEMSTONE INVESTMENTS LIMITED
CIN: L65990MH1994PLC081749

Regd. office: Unit No. 1212, 12th Floor of KOSHA KOMMERCIAL KOMPLEX situated at Podar Road,
Malad (East), Mumbai, Maharashtra, 400097.

Tel: 07208992060

Email: gemstoneltd@gmail.com

website: www.gemstoneltd.com

The Board of Directors,
Gemstone Investments Limited,
[CIN: L65990MH1994PLC081749],
Unit No. 1212, 12th Floor of Kosha Kommercial Komplex,
Podar Road, Malad (East), Mumbai-400097

We have been engaged by Gemstone Investments Limited (hereinafter referred to as "the listed entity") whose equity shares are listed on BSE Limited (Security Code: 531137), to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and to issue Annual Secretarial Compliance Report thereon.

Please find enclosed herewith the Annual Secretarial Compliance Report.

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

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Nikita Kedia
Proprietor
Membership No: A54970
CP No.: 20414
Peer review no. 2470/2022

Place: Mumbai
Dated: May 30, 2026

UDIN: A054970H000549101

Secretarial Compliance Report
of
Gemstone Investments Limited for the year ended March 31, 2026
[Under Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Gemstone Investments Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended on March 31, 2026 ("Review Period") in respect of compliance with the provisions of:
 - a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there-under; and
 - b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there-under and the Regulations, circulars, guidelines issued there-under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [**Not applicable as there was no reportable event during the review period**]
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [**Not applicable as there was no reportable event during the review period**]
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [**Not applicable as there was no reportable event during the review period**]
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (h) Other regulations as applicable and circulars/ guidelines issued thereunder;

Based on the above examination, We hereby report that;

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Related Party Transactions - submission of disclosure of Related Party Transactions	Regulation 23(9) of SEBI (LODR) Regulations, 2015	Delay in submission of disclosure of Related Party Transactions for the half year ended 31 st March, 2025	BSE Limited	Fine	Non-compliance with disclosure of related party transactions on consolidated basis.	NIL	The Company has no Related Party Transactions for half year ended March 31, 2025 and the details of which has been filed with stock exchange.	Management informed that the Company has complied with the provisions of Related Party Transactions for half year ended March 31, 2025.	Nil
2	Quarterly / Half yearly / Annual Financial Results - submission under Regulation 33	Regulation 33 of SEBI (LODR) Regulations, 2015	Delay in submission of Financial Results for the quarter and nine months ended 31 st December, 2025	BSE Limited	Fine	The Company had delayed in submission of Limited Review Report alongwith Financial Results for the quarter and nine months ended 31 st December, 2025 due to critical illness of Mr. Rishi	₹ 2,65,500 (inclusive of gst)	BSE Limited levied fine of ₹ 2,65,500 (inclusive of gst)	The Company has submitted Limited Review Report along with Unaudited Financial Results on 30 th May 2026.	The Company filed application for waiver of fine on 30 th May 2026.

						Sekhri, Statutory Auditor of the Company				
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr No	Observation/Remarks of the Practicing Company Secretary in the Previous Report	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement	Details of violation / deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the Actions taken by the listed entity
Nil						

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Nil
2.	Adoption and timely updating of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ 	Yes	

	<p>information under a separate section on the website</p> <ul style="list-style-type: none"> • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website. 	<p>Yes</p> <p>Yes</p>	<p>Nil</p>
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	<p>Nil</p>
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.</p>	<p>NA</p> <p>NA</p>	<p>The Company does not have a material subsidiary</p>
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>Yes</p>	<p>Nil</p>
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	<p>Nil</p>
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>Yes</p>	<p>Nil</p> <p>Nil</p>

9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s),if any: No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	N.A.	During the period under review, no actions were taken by SEBI or Stock Exchange(s)
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	N.A.	There was no event of resignation of Statutory Auditor during F.Y. 2025-2026.
13.	Additional non-compliances/observations, if any	Nil	Nil

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations, [**Not applicable, as there was no reportable event during the review period**]

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
3. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
4. Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity.
5. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
6. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied with by the Company up to the date of this Report pertaining to the financial year ended March 31, 2026.
7. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

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

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Proprietor
Membership No: A54970
CP No.: 20414
Peer review no. 2470/2022

Place: Mumbai
Dated: May 30, 2026

UDIN: A054970H000549101