

GEMSTONE

GEMSTONE INVESTMENTS LTD

05th September 2024

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

Scrip Code: 531137
Scrip Id: GEMSI

Sub: Annual Report under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith the Annual Report of the Company along with the Notice of the Annual General Meeting for the Financial Year 2023-24.

The same is also available on the website of the company at www.gemstoneltd.com as required under Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The 30th Annual General Meeting of the Company will be held on Monday, 30th September 2024 at 09:00 A.M. at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400104.

You are requested to take note of the same.

Thanking You,

For and on behalf of
Gemstone Investments Limited

SUDHAKAR
BHAGAWATLAL
GANDHI

Sudhakar Bhagawatlal Gandhi
Managing Director
DIN: 09210342

GEMSTONE INVESTMENTS LIMITED
CIN: L65990MH1994PLC081749

Regd. office: Office No A/301, Shubham Centre A Building CHS, Cardinal Gracious Road, Andheri (East), Mumbai, Maharashtra, 400093. **Tel:** 07208992060 **Email:** gemstoneltd@gmail.com **website:** www.gemstoneltd.com



Gemstone Investments Limited

ANNUAL REPORT 2023-24 



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CORPORATE INFORMATION

BOARD OF DIRECTORS

1. Kirti Vekaria	Chairperson & Executive Director
2. Sudhakar Gandhi	Managing Director
3. Santosh Dwivedi	Non-Executive Director
4. Falgun Shah	Independent Director
5. Rajesh Maiyani	Independent Director
6. Roshan Mayani	Independent Director

CHIEF FINANCIAL OFFICER

Deepak Apraj

COMPANY SECRETARY AND COMPLIANCE OFFICER

Jayesh Ahire

REGISTERED OFFICE AND COMMUNICATION DETAILS

CIN: L65990MH1994PLC081749

Script Code: 531137

Script id: GEMSI

Office No. A/301, Shubham Centre A Building CHS, Cardinal Gracious Road, Andheri East

Mumbai, Maharashtra – 400093.

Contact No.: 7208992060

Email: gemstoneltd@gmail.com

Website: www.gemstoneltd.com

STATUTORY AUDITOR

M/s. Rishi Sekhri and Associates

Chartered Accountants

Ground Floor, Bandra Arcade Building, Opp. Railway Station,

Bandra (West), Mumbai – 400050, India

rishisekhri@gmail.com

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.

Add: C-101, 247 Park, L.B.S. Marg,

Vikhroli (West), Mumbai – 400083.

Phone: +912249186000

Fax: +912249186060

Email Id: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

BANKERS

Axis Bank Limited

Yes Bank Ltd



NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of Gemstone Investments Limited, for the FY 2023-24 will be held on Monday, September 30, 2024 at 9.00 A.M. at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400104.

Ordinary Businesses

1. To Receive, Consider and Approve the Audited Financial Statements consisting of Balance Sheet as at 31st March, 2024 and the Statement of Profit and Loss for the year ended as on that date, together with the Board's Report and Auditor's Report:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on 31st March 2024 and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. To Appoint a director in place of Mrs. Kirti Vekaria (DIN: 10263433), who retires by rotation and being eligible, offers herself for reappointment as director:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT Mrs. Kirti Vekaria (DIN: 10263433), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors for the time being are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**By Order of the Board of Directors
For Gemstone Investments Limited**

Sd/-

**Sudhakar Gandhi
Managing Director
DIN: 09210342**

Place: Mumbai

Date: 02nd September 2024



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. Members/ Proxies and Authorised representatives are requested to bring to the Meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
3. Notice of the AGM of the Company, *inter alia*, indicating the process and manner of e-voting along is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on 30th August 2024 (Record Date).
4. The Register of Members and the Share Transfer Books will remain closed from Tuesday, 24th September 2024 to Monday, 30th September 2024 (both days inclusive) for the purpose of the Annual General Meeting.
5. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date of Monday, 23rd September 2024 will be entitled to vote on the resolutions set forth in this Notice.
6. The E-voting Period begins on Friday, 27th September 2024 at 9:00 A.M. and ends on Sunday, 29th September 2024 at 5:00 P.M. The instructions for e-voting are annexed to this Notice.
7. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special businesses is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
8. Attendance Slip, Proxy form and the route map showing directions to reach the venue of the meeting is annexed to the Notice.
9. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
10. The Board of Directors of the Company (“the Board”), has appointed M/s. Jaymin Modi & Co., Company Secretaries (COP: 16948) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
11. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this AGM will be published in one English national



daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Marathi Language) in which registered office of the Company is situated.

12. To support the “Green initiative” members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.
13. Voting through electronic means:
In Compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Service by National Securities Depository Limited (NSDL), the instructions for remote e-voting are as under:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Friday, 27th September 2024 at 9:00 A.M. and ends on Sunday, 29th September 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 23rd September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 23rd September 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to



	see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID



	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@csjmco.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to gemstoneltd@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to gemstoneltd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



GEMSTONE INVESTMENTS LIMITED

CIN: L65990MH1994PLC081749

Registered Office: Office No. A/301, Shubham Centre A Building CHS, Cardinal Gracious Road, Andheri East,
Mumbai, Maharashtra-400093

Email: gemstoneltd@gmail.com Website: www.gemstoneltd.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

I/We being the member(s) of Gemstone Investments Limited holding _____ shares, hereby appoint:

1. Name: _____
Address: _____
Email: _____ Signature: _____
or failing him/her;
2. Name: _____
Address: _____
Email: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Monday, September 30, 2024 at 09.00 a.m. at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	Optional*	
	for	against
Ordinary Businesses:		
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2024, together with the Reports of the Board of Directors and the Auditors thereon.		
To Appoint a director in place of Mrs. Kirti Vekaria (DIN: 10263433), who retires by rotation and being eligible, offers herself for reappointment as director.		

* It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box.

If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Note: Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this _____ day of _____ 2024.

Member's Signature _____

Signature of Proxy holder _____

Signature of Proxy holder (2nd) _____

Affix Re. 1 Revenue Stamp

NOTE:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**GEMSTONE INVESTMENTS LIMITED**

CIN: L65990MH1994PLC081749

Registered Office: Office No. A/301, Shubham Centre A Building CHS, Cardinal Gracious Road, Andheri East, Mumbai, Maharashtra – 400 093.

Email: gemstoneltd@gmail.com Website: www.gemstoneltd.com

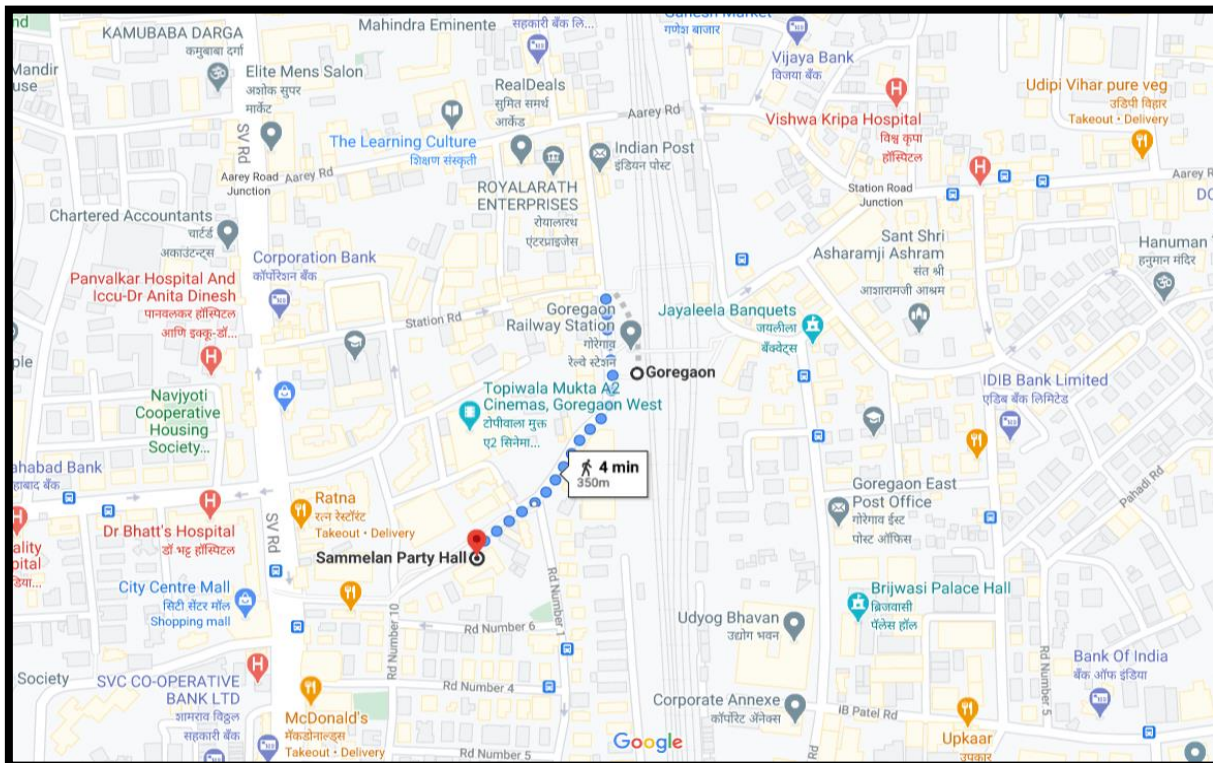
30TH ANNUAL GENERAL MEETINGMonday, 30th September 2024 at 9.00 a.m**ATTENDANCE SLIP**

I/ We hereby record my/ our presence at the 30th Annual General Meeting of the Company to be held on Monday, September 30, 2024 at 9.00 a.m. at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104.

DP ID No.*	L.F. No.
Client I.D. No.*	No. of Shares Held
Name: Address:	
If Shareholder(s), Please Sign Here:	If Proxy, Please sign here:

ROUTE MAP FOR 30TH ANNUAL GENERAL MEETING

Date : September 30, 2024
 Day : Monday
 Time : 9.00 a.m.
 Address : Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104.





BOARD'S REPORT

To,
The Members,
Gemstone Investments Limited

The Directors have pleasure in submitting the 30th Board's Report, along with the Balance Sheet, Profit and Loss Account and Cash Flow Statements on the business and operations of the Company for the financial year ended 31st March 2024.

FINANCIAL AND OPERATIONAL HIGHLIGHTS

Financial Results of the Company for the year under review along with the figures for previous year are as follows:

(Amt.in Rs.)

Particulars	F.Y 2023-24	F.Y 2022-23
Total Revenue	2,10,52,269	1,18,84,131
Total Expenses	1,62,00,418	92,32,864
Profit Before Tax	48,51,851	26,51,267
Current Year Tax	11,17,353	6,01,733
Deferred Tax	(21,116)	(2,08,544)
Short / Excess provision of Tax	1,96,565	(39,254)
Profit After Tax	35,16,816	22,97,332
Transfer to Statutory Reserve	(7,03,363)	(4,59,466)
Profit/(Loss) for the period after appropriations	35,16,816	22,97,332
EPS	0.047	0.031

REVIEW OF OPERATIONS

The Company reported gross annual revenue of Rs. 2,10,52,269/- viz-a-viz Rs. 1,18,84,131/- in the previous year. Whereas the Profit after Tax stood at Rs. 35,16,816/- viz-a-viz Rs. 22,97,332/- in the previous year. The Earnings per share for the year ended 31st March 2024 stood at to Rs. 0.047 per share as against Rs. 0.031 per share in the previous year.

Your company is a Non-Banking finance Company registered with the Reserve Bank of India.

DIVIDEND

To conserve the funds for operations of the Company, the Board does not recommend any dividend for this financial year.

TRANSFER TO RESERVE

The company has transferred Rs. 7,03,363/- profits to the Statutory Reserves during FY 2023- 24 and Rs. 4,59,466/- during FY 2022-23.

SHARE CAPITAL

Authorised Share Capital

The Authorised Share Capital of the Company as at 31st March, 2024 is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 10,00,00,000 Equity Shares of Re. 1/- each.

**Issued & Subscribed Share Capital**

The paid-up Equity Share Capital as at 31st March, 2024 stood at Rs. 7,47,50,000/- (Rupees Seven Crore Forty-Seven Lakh Fifty Thousand only) divided into 7,47,50,000 Equity Shares of Re. 1/- each.

DISCLOSURES REGARDING**a. Changes in Share Capital**

There was no change in the structure of the share capital of the Company during the financial year under review.

b. Issue of Equity Shares with differential rights

The Company has not made any issue of equity shares with Differential Rights under the provision of section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 during the Financial Year under review.

c. Issue of Employee Stock Options

The Company has not made any issue of equity shares via Employee Stock Options during the year under review.

d. Issue of Sweat Equity Shares

The Company has not made any issue of equity shares under the provision of Section 54, read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 during the financial year under review.

e. There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.**TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Pursuant to the provision of the Act read with the IEPF Rules, dividends that are unpaid or unclaimed for a period of Seven consecutive years from the date of their transfer to Unpaid Account are required to be transferred by the Company to the IEPF, administered by the Central Government.

Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

In line with the above provision, there are no unpaid dividend which has to be transferred to the IEPF.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public falling within the purview of Section 73 of the Act read with the Companies (Acceptance of Deposit) Rules, 2014 during the year. Neither there was any public deposit outstanding as at the beginning or end of the year ended on 31st March 2024.

SUBSIDIARIES, JOINT VENTURE OR ASSOCIATES

Your Company does not have any subsidiary, associates or joint venture as on the financial year 31st March, 2024.

In terms of Section 129 of the Companies Act, 2013 read with third proviso to Rule 5 of Companies (Accounts) Rules, 2014, the statement containing the salient feature of the financial statement of Associate Company in form AOC-1 is enclosed as “**Annexure – 1**” which forms part of this report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The management of your Company has a healthy mix of youth and experienced individuals with a very strong Board of Directors to guide the business



Name of the Director and KMP	Designation	Date of Appointment	Date of Resignation
Kirti Vekaria	Chairman & Executive Director	08/08/2023	-
Sudhakar Gandhi	Managing Director	06/07/2023	-
Tarun Brahmhatt	Non-Executive Director- Non-Independent Director	12/07/2017	08/05/2024
Santosh Dwivedi	Non-Executive Director- Non-Independent Director	08/05/2024	-
Falgun Shah	Non-Executive - Independent Director	12/04/2021	-
Rajesh Maiyani	Non-Executive - Independent Director	07/05/2021	-
Roshan Mayani	Non-Executive - Independent Director	04/09/2023	-
Deepak Apraj	Chief Financial Officer	03/09/2016	-
Jayesh Ahire	Company Secretary & Compliance Officer	01/08/2020	-

CHANGES IN DIRECTORS AND KMPs:

- a. Mr. Sudhakar Gandhi was appointed as Managing Director of the company w.e.f. July 06, 2023 and regularized in the Annual General Meeting held on September 29, 2023.
- b. Ms. Dhara Brahmhatt resigned as Managing Director of the company w.e.f. July 05, 2023.
- c. Mrs. Kirti Vekaria was appointed as Chairman and Additional Executive Director of the company w.e.f. August 08, 2023 and regularized in the Annual General Meeting held on September 29, 2023.
- d. Ms. Manali Bhuva resigned as Chairman and Executive Director of the company w.e.f. August 08, 2023.
- e. Mr. Roshan Mayani was appointed as an Additional Non-Executive Independent Director of the company w.e.f. September 04, 2023 and regularized in the Annual General Meeting held on September 29, 2023.
- f. Mr. Tarun Brahmhatt was reappointed as a Non-Executive – Non Independent Director in the Annual General Meeting held on September 29, 2023 and subsequently resigned on May 08, 2024.
- g. Mr. Santosh Dwivedi was appointed as Non-Executive Non-Independent Director of the company w.e.f. May 08, 2024.

PROMOTER RECLASSIFICATION

On March 18, 2024, Mr. Nimesh Ganatra, a promoter of the company, requested the reclassification of his shareholding to the non-promoter category. He holds 8,000 equity shares, representing 0.01% of the company's equity, and has confirmed that he no longer has any control over the company's management or affairs.

Following this request, the Board of Directors approved the reclassification during their meeting on April 3, 2024. Subsequently, the company obtained shareholder approval for this reclassification through an ordinary resolution passed via a postal ballot on June 14, 2024.

To complete the process, the company has filed an application with BSE Limited under Regulation 31A of the SEBI (LODR) Regulations, 2015, and is currently awaiting their response.



RETIREMENT BY ROTATION

In accordance with the provisions of the Companies Act, 2013, Mrs. Kirti Vekaria (DIN: 10263433) liable to retire by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment. Her re-appointment is being placed for your approval at the AGM. Your directors recommend her re-appointment. The resolution for her said re-appointment forms a part of the notice to the Annual General Meeting.

NUMBER OF BOARD MEETINGS

During the Financial Year under review, the Board met seven (7) times during the financial year 2023-24 viz, May 29, 2023, July 06, 2023, August 08, 2023, August 11, 2023, September 04, 2023, November 03, 2023, February 09, 2024. The gap between any two meetings was not more than 120 days. The details regarding the dates of the meetings with the names of the directors who attended the meetings are as follows:

Name of Directors	No. of board meetings held in FY 2023-24 during the tenure of the Director	Attendance at board meetings	Attendance at the last AGM held on September 29, 2023
Sudhakar Gandhi	5	5	Yes
Rajesh Maiyani	7	7	Yes
Roshan Mayani	2	2	Yes
Tarun Brahmhatt	7	7	Yes
Falgun Shah	7	7	Yes
Kirti Vekaria	4	4	Yes
Dhara Brahmhatt	1	1	NA
Manali Bhuva	2	2	NA

DECLARATION BY INDEPENDENT DIRECTORS

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued there under as well as Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (including any statutory modification(s) or re-enactment(s) for the time being in force).

COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

Your Company has been following well laid down policy on appointment and remuneration of Directors, KMP and Senior Management Personnel. The appointments of Directors are made pursuant to the recommendation of Nomination and Remuneration Committee.

The remuneration of Executive Directors comprises of Basic Salary and Perquisites and follows applicable requirements of the Companies Act, 2013. Approval of shareholders and the Central Government, if so required, for payment of remuneration to Executive Directors is sought, from time to time.

A brief of the Policy on appointment and remuneration of Directors, KMP and Senior Management is uploaded on the Company's website www.gemstoneltd.com.

PERFORMANCE EVALUATION OF DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI



(Listing Obligations and Disclosure Requirements), Regulations 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- i. In the presentation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. We had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2024 and of the profit and loss of the Company for the financial year ended on that date;
- iii. Proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The annual accounts have been prepared on a going concern basis;
- v. Internal financial controls have been laid down and the same are adequate and were operating effectively and
- vi. We have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMMITTEES OF THE BOARD

The Company has duly constituted the Committees required under the Companies Act, 2013, read with applicable rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committees of the Board formed are as under:

- i. Audit Committee
- ii. Stakeholders Relationship Committee
- iii. Nomination and Remuneration Committee
- iv. Risk Management Committee

CORPORATE GOVERNANCE

The Company is committed to pursue and adhere to the highest standard of Corporate Governance as set out by the Securities and Exchange Board of India (SEBI) and the Companies Act, 2013. The report on the Corporate Governance as stipulated in regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements)



Regulations, 2015 is enclosed with this Report as **Annexure – 5**.

VIGIL MECHANISM

Your Company has a Whistle Blower Policy for the employee to report genuine concerns/grievances. This Policy is uploaded on the Company's website www.gemstoneltd.com. The Policy provides for adequate safeguards against the victimization of the employees who use the vigil mechanism. The vigil mechanism is overseen by the Audit Committee.

AUDITORS AND THEIR REPORTS

- **Statutory Auditor**

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules framed thereunder, M/s. Rishi Sekhri and Associates, Chartered Accountants appointed in the 27th Annual General Meeting held on 30th September 2021 as Statutory Auditors of the Company for a period of 5 (five) years till the conclusion of the 32nd Annual General Meeting to be held in the year 2026.

The Auditors' Report issued by M/s. Rishi Sekhri and Associates does not contain any qualification, reservation or adverse remark and the Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments or require any explanations.

- **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit for the year ended 31st March 2024 was carried out by the Secretarial Auditors, M/s. Prachi Bansal & Associates, (C.P. No. 23670), Company Secretaries. The Secretarial Compliance Report and Secretarial Audit Report for FY 2023-24 is annexed herewith marked as "**Annexure – 3**" to this Report.

The Secretarial Auditor has not made any adverse comments or given any qualification, reservation or adverse remarks or disclaimer in their Audit Report.

- **Internal Auditor**

Pursuant to provisions of Section 138 of the Companies Act, 2013 your Company appointed M/s. KSGC & Associates as an Internal Auditor of the Company. To maintain their objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee.

The Internal Auditor monitors and evaluates the efficiency and adequacy of internal control systems of your Company, its compliance with accounting procedures and policies of your Company. Based on the report of Internal Audit, the management undertakes corrective action and thereby strengthens controls.

- **Cost Auditor**

As the Company does not fall under the criteria as specified under section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014, appointment of Cost Auditor or maintenance of Cost Records are not applicable to the Company.

REPORTING OF FRAUDS BY AUDITOR

During the year under review, the Statutory Auditor and the Secretarial Auditor have not reported any instances of frauds committed by the Company by its officers or employees to the audit committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in the Annual Report.



RELATED PARTY TRANSACTIONS

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website. The Policy intends to ensure proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable. The disclosure regarding related party transactions is annexed herewith as "Annexure – 2".

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to Section 186(11) of the Companies Act, 2013, disclosure in the financial statements of the full particulars of the loans made and guarantees given or securities provided by a Non-Banking Financial Company in the ordinary course of its business, as required under the provisions of Section 186(4) of the Act, are exempted.

The details of investments made form part of the notes to financial statements.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 of the Companies Act, 2013, every company having Net Worth of Rupees Five Hundred Crore or More, or Turnover of Rupees One Thousand Crore or More or a Net Profit of Rupees Five Crore or More during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Therefore, Provisions of Corporate Social Responsibility are not applicable on the Company.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the securities of the Company. The Company has also adopted a Code of Corporate Disclosure Practices, for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information by the Company, to enable the investor community to take informed investment decisions with regard to the Company's shares.

The policy is uploaded on the Company's website and can be viewed at www.gemstoneltd.com

RISK MANAGEMENT

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the enterprise. These levels form the strategic defense cover of the Company's risk management. The Company has a robust organisational structure for managing and reporting on risks.

Your Company has constituted a Risk Management Committee of the Board which is authorized to monitor and review risk management plan. The Committee is also empowered, inter alia, to review and recommend to the Board the modifications to the Risk Management Policy. This Policy is also uploaded on the Company's website www.gemstoneltd.com. The Risk Management Framework has been periodically reviewed to keep updated and address emerging challenges.



INTERNAL FINANCIAL CONTROLS

The Board of Directors of the Company is responsible for ensuring that Internal Financial Control have been laid down in the Company and that such control are adequate and operating effectively. The foundation of Internal Financial Control (IFC) lies in Gemstone's Code of Conduct, policies and procedures adopted by the Management, Corporate Strategies, annual business planning process, management reviews, management system certifications and the risk management framework.

The Company has IFC framework, commensurate with the size, scale and complexity of its operations. The framework has been designed to provide reasonable assurance with respect to recording and providing reliable financial and operation information, complying with applicable laws, safeguarding with proper authorization and ensuing compliance with corporate policies.

The controls, based on the prevailing business conditions and processes have been tested during the year and certain aspect in the design or effectiveness which were observed by the auditor, would be taken care by the Board.

The Internal Audit team monitors and evaluates the efficiency and adequacy of internal controls systems in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal audit function, process owners undertake corrective action(s) in their respective area(s) and thereby strengthen the controls. Significant audit observations and corrective actions(s) thereon are presented to the Audit Committee.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A report on Management Discussion and Analysis, as required in terms of Regulation 34(2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, forms part of this report & attached as “Annexure - 4” and it deals with the Business Operations and Financial Performance, Research & Development Expansion & Diversification, Risk Management, Marketing Strategy, Safety & Environment, Human Resource Development, significant changes in key financial ratios etc.

PARTICULARS OF EMPLOYEES AND RELATED INFORMATION

The information required pursuant to Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is disclosed in “Annexure -6” to this report.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The policy is gender neutral.

During the year under the review no complaints with allegations of sexual harassment was received by the Company.

DISCLOSURE OF PENDING CASES / INSTANCES OF NON-COMPLIANCE

There were no non-compliances by the Company and no instances of penalties and structures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

INVESTOR RELATIONS (IR)

Your Company continuously strives for excellence in its investor relations. Your Company believes in building a relationship of mutual understanding with Investors. Your company ensures that critical information about the



Company is available to all the Investors by uploading all such information on the Company's website.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The Company carries out the business of a Non-Banking Finance Company. Thus, the particulars regarding conservation of energy & technology absorption as required to be disclosed pursuant to the Rule 8(3) of the Companies (Accounts) Rules, 2014 are not relevant to its activities.

There were no foreign exchange earnings or outgo during the year under review.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return of the Company as on March 31, 2023 in form MGT – 9 in accordance with section 92(3) read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is attached as “**Annexure – 7**” to this Report.

HUMAN RESOURCES

Your Company's vision is to become an employer of choice by providing a compelling employee value proposition. It strives to attract the best talent and ensures employees' development, retention and contribution to the Company's success. The HR policies and practices are focused on creating Happy, Engaged and Productive workforce. It intends to continue investing in leadership development, employee engagement, training and employee assistance programs, etc.

OTHER DISCLOSURES

- a. There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2023-24 and the date of this report;
- b. During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014;
- c. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings;

APPRECIATIONS AND ACKNOWLEDGMENTS

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment and look forward to their support in future as well.

Your Directors take this opportunity to thank the shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its Bankers, Customers, Government, Regulatory Authorities, Stock Exchange, Vendors and Investors for their continued support during the year.

It will be your Company's endeavor to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

**By Order of the Board of Directors
For Gemstone Investments Limited**

Sd/-

Kirti Vekaria

Chairman & Executive Director

DIN: 10263433

Place: Mumbai

Date: 02nd September 2024

Sd/-

Sudhakar Gandhi

Managing Director

DIN: 09210342



Annexure – 1

FORM AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014]

PART “A”: SUBSIDIARIES

Statement containing salient features of the financial statement of Subsidiaries

Particulars	Details
Name of the subsidiary	The Company does not have any subsidiaries; Thus, Part A of the form is not applicable to the Company.
Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	
Share capital	
Reserves & surplus	
Total assets	
Total Liabilities	
Investments	
Turnover	
Profit before taxation	
Provision for taxation	
Profit after taxation	
Proposed Dividend	
% of shareholding	

- Names of subsidiaries which are yet to commence operations: None
- Names of subsidiaries which have been liquidated or sold during the year: None

PART “B”: ASSOCIATE/JOINT VENTURE

Statement containing salient features of the financial statement of Associate Companies/Joint Ventures

Particulars	Details
Name of Associates/Joint Ventures	The Company presently does not have any associate or joint venture companies as on 31 st March 2024.
Latest audited Balance Sheet Date	
Shares of Associate/Joint Ventures held by the Company on the year end	
No. of shares	
Amount of Investment in Associates/Joint Venture	
Extend of Holding %	
Description of how there is significant influence	
Reason why the associate/joint venture is not consolidated	
Net worth attributable to Shareholding as per latest audited Balance Sheet	
Profit / Loss for the year	
Considered in Consolidation	
Not Considered in Consolidation	

- Names of associates or joint ventures which are yet to commence operations: None
- Names of associates or joint ventures which have been liquidated or sold during the year: None



Annexure – 2

FORM NO. AOC- 2

(Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

- Details of contracts or arrangements or transactions not at arm's length basis:** Gemstone Investments Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2023-24.
- Details of material contracts or arrangement or transactions at arm's length basis:** Gemstone Investments Limited has not entered into any contract or arrangement or transaction with its related parties which is at arm's length during financial year 2023-24.

Name of Related Party and Nature of Relationship	Nature of contracts/ arrangement/ transaction	Duration of contracts/ arrangement/ transactions	Salient terms of contracts/ arrangements/ transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advance, if any
N.A.					



Annual Secretarial Compliance Report of Gemstone Investments Limited
Financial Year ended as on 31st March 2024

[Pursuant to Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I CS Prachi Bansal 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 31st March 2024 (“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 thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder 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 – **not applicable during the period under review;**
- (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 during the period under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **not applicable during the period under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **not applicable during the period under review;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;



and based on the above examination, I/We hereby report that, during the Review Period:

- (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
Nil										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2023	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	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
Not Applicable						

- (c) I/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.	<u>Secretarial Standards:</u> 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.	<u>Adoption and timely updation of the Policies:</u> 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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	Nil
3.	<u>Maintenance and disclosures on Website:</u> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website	Yes	Nil



	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		
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	Nil
5.	<u>Details related to Subsidiaries of listed entities:</u> Identification of material subsidiary companies (a) Requirements with respect to disclosure of material as well as other subsidiaries	NA	NA
6.	<u>Preservation of Documents:</u> 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 the LODR Regulations.	Yes	Nil
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	<u>Related Party Transactions:</u> The listed entity has obtained prior approval of Audit Committee for all Related party transactions: In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	NA	NA
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.	Yes	Nil
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No actions 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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Nil
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> 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	NA	NA



	compliance with the provisions of the LODR Regulations by listed entities.		
13.	<u>No additional non-compliances observed:</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	NA	NA

For PRACHI BANSAL & ASSOCIATES**(Company Secretaries)****Sd/-****CS Prachi Bansal Proprietor****Membership No: 43355****PR No.: 3702/2023 Place: Faridabad****Date: 18-05-2024****UDIN- A043355F000399744**



Form No. MR-3
SECRETARIAL AUDIT REPORT
For the Period ended on March 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GEMSTONE INVESTMENTS LIMITED
OFFICE NO. A/301, SHUBHAM CENTRE A BUILDING CHS,
CARDINAL GRACIOUS ROAD, ANDHERI EAST MUMBAI 400093

We have conducted the secretarial audit of the compliance with applicable statutory provisions and the adherence to good corporate practices by **GEMSTONE INVESTMENTS LIMITED** (“the Company”). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing our opinion thereon.

Auditor’s responsibility

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period from April 01, 2023 to March 31, 2024 (“the audit period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanisms in place to the extent and in the manner reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the Year ended March 31, 2024 according to the provisions of the following, as amended from time to time, and to the extent applicable:

- (i) The Companies Act, 2013 (“the Act”) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“the SEBI Act”): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(not applicable to the Company during the audit period)*
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(not applicable to the Company during the audit period)*
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(not applicable to the Company during the audit period)*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not applicable to the Company during the audit period)*
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (not applicable to the Company during the audit period).
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (not applicable to the Company during the audit period) and
- (i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018. (“the Buyback Regulations”) *(not applicable to the Company during the audit period)*
- (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

VI) Reserve Bank of India Act, 1934:

- a) Non- Banking Financial Company — Non-Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

We have relied on the representations made by the Company, its Officers and Reports of the Statutory Auditor for the systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder (“the Listing Regulations”).

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. made thereunder which are subject matter of present Audit Report, stated hereinabove.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act and Listing Regulations.

In compliance with applicable provisions of the Companies Act, 2013 and rules made thereunder and Secretarial Standards issued by the Institute of Company Secretaries of India, adequate notice was given to all directors to schedule Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



All decisions at Board meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the audit period, there were no instances of:

1. Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
2. Redemption/buy-back of securities.
3. Merger/ amalgamation/ reconstruction etc.
4. Foreign technical collaborations.

The compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed thoroughly in this audit since the same have been subject to review by the Statutory financial audit and other designated professionals.

**For PRACHI BANSAL & ASSOCIATES
(Company Secretaries)**

Sd/-

CS Prachi Bansal Proprietor

Membership No: 43355

PR No.: 3702/2023

Place: Faridabad

Date: 18-05-2024

UDIN: A043355F000399744

This report is to be read with our letter of even date which is annexed as “Annexure A” and forms an integral part of this report.



“Annexure A”

To,
The Members,
GEMSTONE INVESTMENTS LIMITED
OFFICE NO. A/301, SHUBHAM CENTRE A BUILDING CHS,
CARDINAL GRACIOUS ROAD, ANDHERI EAST MUMBAI 400093

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. 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 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. The maximum liability of our firm under the secretarial audit in respect of the aggregate of all claims shall not exceed the fee charged by us.

For PRACHI BANSAL & ASSOCIATES
(Company Secretaries)

Sd/-
CS Prachi Bansal Proprietor
Membership No: 43355
PR No.: 3702/2023
Place: Faridabad
Date: 18-05-2024
UDIN: A043355F000399744



MANAGEMENT DISCUSSION & ANALYSIS

Indian Economy Overview

India has solidified its position as the world's Fourth-Largest economy. Despite global economic uncertainties, India's GDP grew by 8.2% in FY 2023-24, driven by increased public sector investments, a resilient financial sector, and significant growth in non-food credit. India has demonstrated resilience and progress in the face of global economic uncertainties with timely policy interventions targeting macro stability and the revitalization of both financial and non-financial sectors. Substantial investments in robust physical and digital public infrastructure, have allowed the country to navigate challenges, both domestic and international, ensuring sustained economic progress. With ongoing and forthcoming government policy reforms, optimism and confidence in India's economic growth story is notably high.

GDP Growth Rate (in %)

Year	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24
GDP Growth Rate (%)	4.2	(6.6)	8.7	7.0	8.2

Going forward, the country is likely to remain the world's fastest-growing major economy on the back of growing demand, moderate inflation, stable interest rate regime and robust foreign exchange reserves. The economy is poised to achieve nearly 7% growth in FY 2024-25. The catalysts for this projected growth are likely to be robust domestic demand, private consumption and investment, and Government reforms and initiatives implemented over the past decade. The Government's investments in both physical and digital infrastructure, coupled with measures to increase manufacturing have strengthened the supply side. Together, these developments are likely to provide an impetus to the country's economic activity.

Indian Financial Service Sector

India's financial services sector is undergoing a transformative phase, characterized by rapid expansion, fueled by the growth of existing firms and the influx of new players. This diverse landscape includes insurance companies, commercial banks, cooperatives, mutual funds, pension funds, and notably, Non-Banking Financial Companies (NBFCs). Banking remains dominant, accounting for 70 percent of total assets, but NBFCs are emerging as a crucial pillar of the ecosystem, showing a 10 percent growth, contrasting with a global decline of 3 percent.

The Government of India has introduced several reforms to liberalize and strengthen the sector, such as the Credit Guarantee Fund Scheme for MSMEs and the establishment of MUDRA to enhance access to finance. These efforts have been instrumental in driving financial inclusion, fostering the rise of digital banking, microfinance, and collaborations with fintech companies, reshaping the sector's landscape.

NBFCs, in particular, have played a pivotal role in meeting the diverse credit needs of underserved segments, especially MSMEs, through the rapid adoption of digital technologies. Regulatory reforms, including the RBI's co-lending model, have further supported NBFCs' growth, facilitating enhanced credit accessibility and collaboration with traditional banks. Additionally, the rising cost of living has led more individuals to seek personal loans to manage expenses, further boosting the growth of NBFC lending. These developments underline the sector's dynamic growth and its vital role in driving India's financial inclusion and economic progress.



Financial Performance

The company achieved a significant revenue increase of 77 percent, reaching ₹210.52 lakhs for the financial year ending March 31, 2024, compared to ₹118.84 lakhs in the previous year. This impressive growth was driven by strong credit demand amid the ongoing economic recovery post-pandemic. The company's net profit also saw a substantial rise, climbing 53 percent from ₹22.97 lakhs to ₹35.16 lakhs, underscoring enhanced operational efficiency. These results reflect the company's strategic focus and ability to capitalize on emerging opportunities, positioning it well for continued growth.

Key Ratios

Particulars	FY 2024	FY 2023
EPS	0.047	0.031
Net Profit Margin	17%	19%
EBIT Margin	23%	22.3%
Return on Capital Employed (ROCE)	2.06%	1.13%

Opportunity

The increasing adoption of digital financial services offers NBFCs the chance to leverage technology for efficient operations, customer acquisition, and product innovation.

Programs like Make in India and Atmanirbhar Bharat offer growth prospects through financing MSMEs, startups, and infrastructure projects.

Threats

NBFCs can diversify their portfolio into emerging sectors like green financing, renewable energy, and affordable housing, aligning with sustainable development goals.

Channelization of savings of the population from traditional savings options (like bank deposit / fixed deposits) to mutual funds and stock market has led to liquidity crunch in the banking sector. This in turn has led banks to tap alternate sources of funding resulting in increasing cost of borrowings for the finance sector.

Increased regulation by the Reserve Bank of India (RBI) can impose additional compliance burdens and impact profitability.

Economic slowdowns or sector-specific challenges could lead to higher non-performing assets (NPAs), impacting the financial health of NBFCs.

Outlook:

The finance industry seems to be on a firm footing with a strong economic conditions and conducive business conditions. However, global geo political and economic situation can impact the overall direction of economic activity in the country. The business outlook remains positive and it is expected to see healthy growth in the business.

Internal Control System and Their Adequacy

The Company has internal control system which examines and ensures adequate internal checks and control



procedures for safety of funds and securities. It also ensures proper accounting, records authorization, control of operations and compliance with law. The Company also believes in the importance of technology and systems in improving controls at various levels and strives to enhance them on a continuous basis. Further the Company is continuously working to improve and strengthen internal check and control system to align with the expected growth in operations.

Human Resources and Industrial Relations

Since the Company is only managing investments in securities and require minimal staff for its operations. As the business expands the company may hire more staff.

Forward looking statements:

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements, based on any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include determination of tariff and such other charges and levies by the regulatory authority, changes in Government regulations, tax laws, economic developments within the country and such other factors globally.



Annexure – 5
CORPORATE GOVERNANCE REPORT

1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Gemstone Investments Limited is committed towards adoption of the best corporate governance practices and its adherence in true spirit. It considers Corporate Governance as one of the pillars to build and maintain the trust reposed by the stakeholders.

2. BOARD OF DIRECTORS

A. Composition

The Board of Directors of the Company has been constituted in manner which ensure the optimum combination of Executive/Non-Executive and Independent /Non-Independent Directors to ensure proper governance and management and adhere to the requirements of the Corporate Governance code under Regulation 17(1) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company’s Board comprises of Six (6) Directors out of which two (2) are Executive and Non-Independent Directors, one (1) is Non-Executive – Non-Independent Director and three (3) are Non-Executive - Independent Directors. The Chairman of the Board of Directors is Executive Director.

Details of composition of the Board of Directors, attendance of Directors at the Board meetings & at the last Annual General Meeting (AGM) held in FY 2023-24, and number of directorships & memberships/chairpersonships of board committee positions held by them as on March 31, 2024, are as follows:

Name of Directors & their Designation	No. of Directorship in listed Companies (including “Gemstone”) ¹	No. of Committee position held ²	
		As Chairman	As Member
Kirti Vekaria (Chairman & Executive Director)	1	0	0
Sudhakar Gandhi (Managing Director)	1	0	0
Tarun Brahmhatt ³ (Non-Executive - Non-Independent Director)	0	0	0
Santosh Dwivedi ³ (Non-Executive - Non-Independent Director)	1	1	2
Falgun Shah (Non-Executive - Independent Director)	1	2	2
Rajesh Maiyani (Non-Executive - Independent Director)	1	0	4
Roshan Mayani (Non-Executive - Independent Director)	1	0	0

Notes:

¹ Includes Directorships held in Public Limited Companies only and Directorships held in Private Companies, Foreign Companies and Companies under Section 8 of the companies Act, 2013 are excluded.

² Includes only positions held in Audit Committee and Stakeholders Relationship Committee of Board of Directors.



³Mr. Tarun Brahmhatt resigned as Non-Executive Non-Independent Director of the company w.e.f. May 08, 2024 and subsequently Mr. Santosh Dwivedi was appointed as Non-Executive Non-Independent Director of the company w.e.f. May 08, 2024.

None of the Directors of Board is a member of more than Ten (10) Committees and no Director is Chairman of more than five committees across all the companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors pursuant to Regulation 26 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Independent Director of the Company is holding position of Independent Director in more than Seven (7) Listed Company. Further, none of the Director of the Company is serving as a Whole-time Director in any Listed Company and holding position of Independent Director in more than Three (3) Listed Companies pursuant to Regulation 25(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. Changes to Board during FY 2023-24

- Mr. Sudhakar Gandhi was appointed as Managing Director of the company w.e.f. July 06, 2023 and regularized in the Annual General Meeting held on September 29, 2023.
- Ms. Dhara Brahmhatt resigned as Managing Director of the company w.e.f. July 05, 2023.
- Mrs. Kirti Vekaria was appointed as Chairman and Additional Executive Director of the company w.e.f. August 08, 2023 and regularized in the Annual General Meeting held on September 29, 2023.
- Ms. Manali Bhuva resigned as Chairman and Executive Director of the company w.e.f. August 08, 2023.
- Mr. Roshan Mayani was appointed as an Additional Non-Executive Independent Director of the company w.e.f. September 04, 2023 and regularized in the Annual General Meeting held on September 29, 2023.
- Mr. Tarun Brahmhatt was reappointed as a Non-Executive – Non Independent Director in the Annual General Meeting held on September 29, 2023 and subsequently resigned as on May 08, 2024.

C. Meetings of the Board of Directors

The Board met seven (7) times during the financial year 2023-24 viz, May 29, 2023, July 06, 2023, August 08, 2023, August 11, 2023, September 04, 2023, November 03, 2023, February 09, 2024.

Attendance of Board of Directors at the Board Meeting and the Last Annual General Meeting:

Name of Directors	No. of board meetings held in FY 2023-24 during the tenure of the Director	Attendance at board meetings	Attendance at the last AGM held on September 29, 2023
Sudhakar Gandhi	5	5	Yes
Rajesh Maiyani	7	7	Yes
Roshan Mayani	2	2	Yes
Tarun Brahmhatt	7	7	Yes
Falgun Shah	7	7	Yes
Kirti Vekaria	4	4	Yes
Dhara Brahmhatt	1	1	NA
Manali Bhuva	2	2	NA

D. Disclosure of relationships between Directors inter-se

None of the Directors are related to each.

**E. Number of shares and convertible instruments held by Non- Executive Directors of the Company**

None of the Non-executive Directors of the Company hold Shares or Convertible Instruments of the Company.

F. Declaration from Independent Directors

The Company has received declaration of independence from all the Independent Directors as stipulated under Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, confirming that they meet the criteria of independence, which has been duly assessed by the Board as part of their annual performance evaluation. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, Independent Directors have also confirmed that they are not aware of any circumstances or situations, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Independent Directors have confirmed that they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act. Further None of the independent directors have resigned before the expiry of his/her tenure during the financial year.

G. Details of familiarization Programs

Independent Directors are given insight at the time of their induction, on the business and operations of the Company. At the Board Meetings, apart from the regular agenda items, it is ensured that the Independent Directors are provided a deep and thorough insight into the business model of the Company and updates through detailed presentations of various business unit heads. The Independent Directors get an open forum for discussion and share their experience. Familiarization Programs imparted to Independent Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the website of the Company at <https://www.gemstoneltd.com/wp-content/uploads/2023/02/Policy-on-Familiarisation-Programme-for-Independent-Directors.pdf>.

H. Core skills/ expertise/ competencies of the Board of Directors

Pursuant to the requirement of SEBI (LODR) Regulations, 2015, as amended, the Board has identified the following core skills, expertise and competencies of the Directors in the context of Company's business. While all the Board Members possess the skills identified, their areas of core expertise are given below:

Financial: Management of the finance function, understanding & review of financial statements, financial controls, risk management, acquisitions, etc.

Strategy and Planning: Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.

Sales and marketing: Experience in developing strategies to grow sales, build brand awareness, and enhance enterprise reputation.

Project Management: Execution of projects in timely manner in existing & new geographical areas.

Governance: Experience in developing governance practices, serving the best interests of all stakeholders, building long-term effective stakeholder engagements.

3. Audit Committee

The Audit Committee meets the criteria laid down under Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. As on March 31, 2024, the Audit Committee comprised of two (2) Independent Directors and one (1) Non-Executive Non-Independent Director.



A. Meeting, Attendance & Composition of Audit Committee:

During the financial year 2023-24, four (4) Audit Committee Meetings were held as on May 29, 2023, August 11, 2023, November 03, 2023 and February 09, 2024.

Name of Member	Designation	Status Category	No. of meetings held in FY-24 during the tenure of the Director	No. of meetings attended
Falgun Shah	Chairman	Non-Executive Independent Director	4	4
Rajesh Maiyani	Member	Non-Executive Independent Director	4	4
Manali Bhuva ¹	Member	Chairman and Executive Director	1	1
Tarun Brahmhatt ²	Member	Non-Executive Non-Independent Director	3	3
Santosh Dwivedi ³	Member	Non-Executive Non-Independent Director	0	0

Notes:

¹Manali Bhuva Resigned from the Company on August 08, 2023.

²Tarun Brahmhatt appointed as member of the Committee on August 08, 2023 and resigned from the Company as on May 08, 2024.

³Santosh Dwivedi appointed as a Non-Executive Non-Independent Director of the Company as on May 08, 2024 and also appointed as member of the Committee.

B. Terms of reference

Terms of reference of the Audit Committee are in accordance with Part C of Schedule II of the SEBI Listing Regulations.

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee ('NRC') of the Board of Directors meets the criteria laid down under Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations. As on March 31, 2024, NRC comprised of two (2) Independent Directors and one (1) Non-Executive Non-Independent Director.

A. Meeting, Attendance & Composition of Nomination and Remuneration Committee:

During the financial year 2023-24, four (4) Nomination and Remuneration Committee Meetings were held as on July 06, 2023, August 08, 2023, September 04, 2023 and February 09, 2024.

Name of Member	Designation	Status Category	No. of meetings held in FY-24 during the tenure of the Director	No. of meetings attended
Falgun Shah	Chairman	Non-Executive Independent Director	4	4



Rajesh Maiyani	Member	Non-Executive Independent Director	4	4
Manali Bhuva¹	Member	Chairman and Executive Director	1	1
Tarun Brahmhatt²	Member	Non-Executive Non-Independent Director	3	3
Santosh Dwivedi³	Member	Non-Executive Non-Independent Director	0	0

Notes:

¹ Manali Bhuva Resigned from the Company on August 08, 2023.

² Tarun Brahmhatt appointed as member of the Committee on August 08, 2023 and resigned from the Company as on May 08, 2024.

³ Santosh Dwivedi appointed as a Non-Executive Non Independent Director of the Company as on May 08, 2024 and also appointed as member of the Committee.

B. Terms of reference

Terms of reference of the Audit Committee are in accordance with Part D of Schedule II of the SEBI Listing Regulations.

5. Stakeholders Relationship Committee

The Stakeholders' Relationship Committee ('SRC') of the Board of Directors meets the criteria laid down under Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations. As on March 31, 2024, SRC comprised of two (2) Independent Directors and one (1) Non-Executive Non-Independent Director.

A. Meeting, Attendance & Composition of Stakeholders Relationship Committee:

During the financial year 2023-24, four (4) Stakeholder Relationship Committee Meetings were held as on May 29, 2023, August 11, 2023, November 03, 2023 and February 09, 2024.

Name of Member	Designation	Status Category	No. of meetings held in FY-24 during the tenure of the Director	No. of meetings attended
Falgun Shah	Member	Non-Executive Independent Director	4	4
Rajesh Maiyani	Member	Non-Executive Independent Director	4	4
Manali Bhuva¹	Member	Chairman and Executive Director	1	1
Tarun Brahmhatt²	Member	Non-Executive Non-Independent Director	3	3
Santosh Dwivedi³	Chairman	Non-Executive Non-Independent Director	0	0



Notes:

¹ Manali Bhuvu Resigned from the Company on 08th August 2023.

² Tarun Brahmhatt appointed as member of the Committee on August 08, 2023 and resigned from the Company as on May 08, 2024.

³ Santosh Dwivedi appointed as a Non-Executive Non Independent Director of the Company as on May 08, 2024 and also appointed as Chairman of the Committee.

B. Terms of reference

Terms of reference of the Stakeholder Relationship Committee are in accordance with Part D of Schedule II of the SEBI Listing Regulations.

6. Risk Management Committee

The Risk Management Committee ('RMC') of the Board of Directors meets the criteria laid down under Regulation 21 of the SEBI Listing Regulations. As on March 31, 2024, RMC comprised of two (2) Independent Directors and one (1) Executive Director.

A. Composition of Risk Management Committee:

Name of Member	Designation	Status Category
Sudhakar Gandhi¹	Chairman	Executive Director
Falgun Shah	Member	Non-Executive Independent Director
Rajesh Maiyani	Member	Non-Executive Independent Director

Notes:

¹ Inducted as Chairman w.e.f. July 06, 2023.

B. Terms of reference

Terms of reference of RMC are in accordance with Part D of Schedule II of the SEBI Listing Regulations.

7. Remuneration of Directors

A. Pecuniary Relationship or Transactions

During the year under review, apart from what approved, there are no pecuniary transactions with any non-executive directors of the Company. The register of contracts is maintained by the Company pursuant to section 189 of the Companies Act, 2013.

B. Director's Remuneration Policy

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employee is available on the website of your Company www.gemstoneltd.com. There has been no change in the policy since last financial year. The Remuneration Policy is in consonance with the existing industry practice.



C. Criteria for making payment to Non-Executive Directors

Non- Executive Directors of the Company plays a crucial role in the independent functioning of the Board. They bring in an external perspective to decision making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.

As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on www.gemstoneltd.com.

D. Details of Remuneration to Directors

The Company has no stock option plans for the directors and hence, it does not form part of the remuneration package payable to any executive and/or non-executive director.

In 2023-24, the Company did not advance any loans to any of the non-executive directors, and/or Managing Director. Details of remuneration paid/payable to directors during 2023-24 are provided in the Financial Statements annexed herewith.

8. Information about General Body Meeting

A. Annual General Meeting

The Location, date and time of last three Annual General Meetings/Extra-Ordinary General Meetings held are as under.

Financial Year	Date	Time	No. of Special Resolution	Place of Meeting
2023-24	September 29, 2023	09:00 a.m.	No Special Resolution was passed at this meeting	Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon(West), Mumbai – 400104
2022-23	September 30,2022	12.00 p.m.	No Special Resolution was passed at this meeting	
2021-22	September 30,2021	10.30 a.m.	No Special Resolution was passed at this meeting	

B. Postal Ballot:

After the closure of review period, the Company completed the process of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations. M/s. Jaymin Modi & Co., Company Secretaries (COP: 16948 and PRC: 2146/2022) was appointed as the Scrutinizer for conducting the postal ballot exercises in a fair and transparent manner.

The voting was conducted through remote e-voting system only. The Company had engaged the services of NSDL to provide e-Voting facility to its members. The notice of Postal Ballots was accompanied with detailed instructions to enable the members to understand the procedure and manner in which Postal Ballot voting was to be carried out. The details of the resolutions passed by way of Postal Ballot are as follows:



The Company obtained approval of shareholders for following resolutions through Postal Ballot Notice dated May 08, 2024 and the resolution passed on June 14, 2023, the results of which were declared on June 14, 2024; for the purpose of:

1. Ordinary Resolution passed for Re-classification of shareholding of Mr. Nimesh Ganatra from “Promoter Category” to “Public Category”.
2. Ordinary Resolution passed for regularization of appointment of Mr. Santosh Kumar Dwivedi (DIN: 10617830) as a Non-Executive Non-Independent Director of the company.

The aforesaid resolutions passed with the requisite majority.

9. Means of Communication

Tentative Financial Results for the Quarter ended:

June 30, 2024	45 days from the end of Quarter
September 30, 2024	45 days from the end of Quarter
December 30, 2024	45 days from the end of Quarter
Audited Financial Results for the year ended on March 31, 2025	60 days from the end of financial year (As per Regulation 33 of the SEBI (LODR) Regulations, 2015)

The Company has published its Quarterly/Half yearly Financial Results in daily newspapers both English and vernacular language where the registered office of the Company is situated as per the SEBI (LODR) Regulations, 2015. (Business Standard). The result was also submitted to Stock Exchanges pursuant to Regulation 47 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The result and presentations made to Institutional Investors or to the Analysts if any were also displayed on Company’s website www.gemstoneltd.com.

10. GENERAL SHAREHOLDERS INFORMATION

Sr. No.	Particulars	Details
1.	Annual General Meeting date	30 th September, 2024
2.	Annual General Meeting Time	09:00 a.m.
3.	Venue of Annual General Meeting	Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104
4.	Financial Year	1st April 2023 to 31st March 2024
5.	Book Closure Dates	24 th September, 2024 to 30 th September, 2024
6.	Cut-off Date	23 rd September, 2024
7.	E-voting period	27 th September, 2024 to 29 th September, 2024
8.	Listing on Stock Exchange	BSE Limited
9.	Scrip Code	531137
10.	Scrip Id	GEMSI
11.	Depositories	National Securities Depository Limited Central Depository Services (India) Limited
12.	ISIN	INE503D01027



13.	Share Transfer Agents	LINK INTIME INDIA PVT. LTD. C-101, 247 Park, L.B.S. Marg, CIN: U67190MH1999PTC118368 Vikhroli (West), Mumbai - 400 083 Phone: +91 22 4918 6000 Fax: +91 22 4918 6060 Email: mumbai@linkintime.co.in Website: www.linkintime.co.in
14.	Company Secretary & Compliance Officer	Jayesh Ahire
15.	Correspondence Address	Office No A/301, Shubham Centre A Building CHS, Cardinal Gracious Road, Andheri (East), Mumbai, Maharashtra, 400099
16.	Telephone	022-65102060 / 7208992060
17.	E-mail	gemstoneltd@gmail.com
18.	Website	www.gemstoneltd.com

11. SHARE TRANSFER SYSTEM

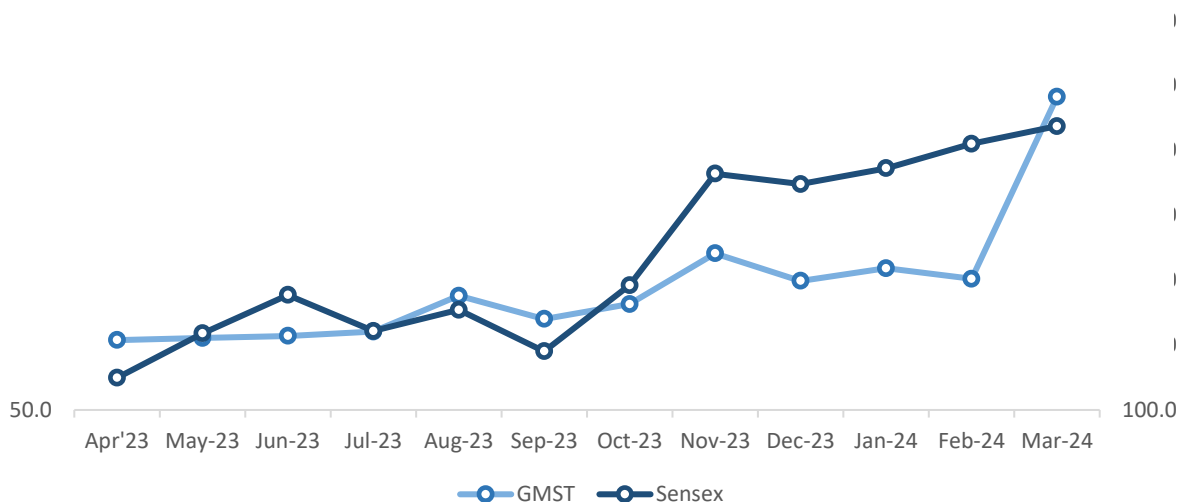
The Stakeholders' Relationship Committee approves, inter alia, the transfer of shares, transmission of shares etc., in physical form and also ratify the confirmations made to the demat requests and redress complaints from investors received by the Company. The entire process including dispatch of share certificates to the shareholders, were completed within the time stipulated under the Regulations.

12. Market Price Data

The Monthly High and Low share price of BSE as Compared to SENSEX during the financial year 2023- 24 are as under:

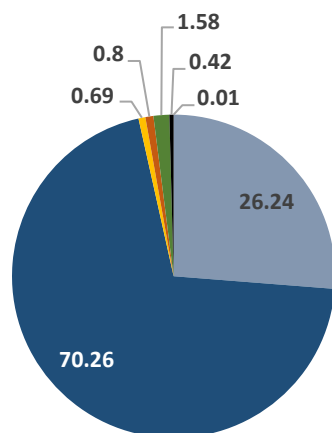
Months	Share Price at BSE		S&P (BSE Sensex)	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2023	1.01	0.61	61,209.46	58,793.08
May 2023	1.2	0.73	63,036.12	61,002.17
June 2023	0.94	0.7	64,768.58	62,359.14
July 2023	0.87	0.79	67,619.17	64,836.16
August 2023	0.85	0.76	66,658.12	64,723.63
September 2023	1.1	0.8	67,927.23	64,818.37
October 2023	0.98	0.8	66,592.16	63,092.98
November 2023	1.12	0.84	67,069.89	63,550.46
December 2023	1.24	0.92	72,484.34	67,149.07
January 2024	1.18	1.01	73,427.59	70,001.60
February 2024	1.51	1.09	73,413.93	70,809.84
March 2024	1.26	0.99	74,245.17	71,674.42

Stock Performance



13. Summary of Shareholding Pattern as on March 31, 2024

Sr. No.	Description	No. of Shares	% of Shareholding
1.	Promoter	8,000	0.01
2.	Bodies Corporate	1,96,11,915	26.24
3.	Individuals	5,25,24,409	70.26
4.	Clearing Members	5,18,461	0.69
5.	N.R.I.	5,99,527	0.80
6.	Overseas Corporate Bodies	0	0
7.	Hindu Undivided Family	11,77,688	1.58
8.	Any other	3,10,000	0.42
	Total	7,47,50,000	100



Shareholding Pattern %

- Promoter
- Bodies Corporate
- Individuals
- Clearing Members
- N.R.I.
- Hindu Undivided Family
- Any other



14. Distribution of Shareholding as March 31, 2024

DISTRIBUTION OF SHAREHOLDING (SHARES)							
Sr. No.	Shareholding of Shares			Shareholder	% of Total	Total Shares	% of Total Shares
1	1	to	500	19168	69.4896	2307103	3.0864
2	501	to	1000	3308	11.9925	2886164	3.8611
3	1001	to	2000	1983	7.189	3048926	4.0788
4	2001	to	3000	857	3.1069	2240322	2.9971
5	3001	to	4000	381	1.3812	1390914	1.8608
6	4001	to	5000	483	1.751	2343140	3.1346
7	5001	to	10000	719	2.6066	5684538	7.6047
8	10001	to	***** ****	685	2.4833	54848893	73.3764
Total				27584	100	74750000	100

15. De-materialization of shares and liquidity

The Company has dematerialised its equity shares with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2024, 99.34% of the Company's paid-up capital was held in dematerialised form. Particulars of number of shares held in dematerialised and physical form, are as under:

Particulars	Number of Shares	% of paid-up capital
Held in dematerialised form in CDSL	5,41,13,206	72.39
Held in dematerialised form in NSDL	2,01,41,094	26.94
Physical	4,95,700	0.66
Total	7,47,50,000	100

Members are advised to convert their physical shareholding into electronic holding in order to mitigate the risks associated with holding physical share certificates and also derive other benefits of dematerialisation, such as easy liquidity, electronic transfer, etc. Pursuant to an amendment in the SEBI Listing Regulations effective from April 1, 2019, any request for transfer of shares shall be processed for shares held in dematerialised form only. Further, SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated to issue securities in dematerialized form only, while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting; consolidation of securities certificates; transmission and transposition.

16. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity

There are no outstanding GDRs/ ADRs/ Warrants/ Convertible Instruments of the Company

**17. Commodity Price risk or foreign exchange risk and hedging activities**

A major part of the products of the Company is sourced locally hence there is no Foreign Exchange risk. Since the business operations done in India there are no hedging activities nor their commodity price risk or Foreign Exchange Risk.

18. Disclosures of Accounting Treatment in preparation of Financial Statement:

The Company has followed the Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI), in preparation of its Financial Statements.

19. Code of Conduct for Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2014 and Companies Act, 2013 with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares beyond threshold limits. Further, it prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

20. Other Disclosures**A. Related Party Transactions**

During the financial year 2022-23, there was no materially significant Related Party Transaction, with the Directors, or the Management, their relatives etc. having potential conflict with the interests of the Company at large. Further as a matter of policy, all the transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in the Annual Report of the Company on a regular basis.

The web link where policy on dealing with related party transactions and can be viewed at <https://www.gemstoneltd.com/wp-content/uploads/2016/04/Related-Party-Policies.pdf>

B. Details of non-compliance by the Company

The Company has complied with the requirements of regulatory authorities on capital markets and no penalties / strictures have been imposed against it in the last three years.

C. Vigil Mechanism / Whistle Blower Policy

The Company has implemented a Whistle Blower Policy covering the employees. The Policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of Conduct. Employees can lodge their Complaints through anonymous e-mails besides usual means of communications like written complaints. No personnel have been denied access to the Audit Committee. The web link of policy can be viewed at <https://www.gemstoneltd.com/wp-content/uploads/2016/04/Whistle-Blower-Policy.pdf>

**D. Policy on Material Subsidiaries**

The Company has formulated the policy for determining 'Material Subsidiaries' which has been put up on the website of the Company <https://www.gemstoneltd.com/wp-content/uploads/2016/04/Policy-for-Determining-Materiality.pdf>

E. Fees Paid to Auditor

Details of fees paid to the Auditor and to all the entities in the network firm/entity of which the Auditor is a part, for the services rendered by them to the Company and its subsidiaries, are provided in the notes to accounts forming part of this Integrated Annual Report.

F. Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

G. Disclosure of loans and advances in the nature of loans to firms/companies in which directors are interested along with name and amount

During the financial year 2023-24, no loan or advance was given to any firm/company in which Directors are interested.

H. Details of material subsidiaries of the Company, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

During financial 2023-24, the Company did not have any material subsidiary, whether listed or unlisted, in India or abroad.

I. Disclosure on acceptance of recommendations made by Board Committees to the Board

During financial year 2023-24, recommendations made by the Board Committees to the Board of Directors, were accepted by the Board after due deliberations.

J. Practicing Company Secretary's certificate on non-disqualification of Directors

A certificate has been issued by Aarju Agrawal, Company Secretaries in practice, confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The certificate is annexed to this Report.

K. Other Disclosures

The Company has complied with the requirements under Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.



Annexure – 6

Information of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 is not comparable as no remuneration was paid to the Directors of the Company.
- There is no percentage change in remuneration of Company Secretary in the financial year 2023-24.
- There was no change in percentage increase in the median remuneration of employees in the financial year 2023-24.
- There were three permanent employees on the rolls of the Company as on 31st March, 2024.
- Information as per Rule 5(2) and 5(3) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:
 - There was no Employees who;
 - are in receipt of remuneration for the financial year 2023-24, in the aggregate, was not less than one crore and two lakh rupees;
 - are in receipt of remuneration for any part of the financial year 2023-24, at a rate which, in the aggregate, was not less than eight lakh fifty thousand rupees per month;
 - are in receipt of remuneration in the financial year 2023-24, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.



Annexure – 7

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31st March, 2024

Pursuant to Section 92 (3) of the Companies Act, 2013 and
 Rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

Sr. No.	Particulars	Details
1.	CIN	L65990MH1994PLC081749
2.	Registration Date	05/10/1994
3.	Name of the Company	Gemstone Investments Limited
4.	Category/Sub-Category of the Company	Company limited by Shares
5.	Address of the Registered office & contact details	Office No. A/301, Shubham Centre A Building CHS, Cardinal Gracious Road Andheri East, Chakala Midc, Mumbai, Mumbai, Maharashtra, India, 400093 Tel: 022 – 65102060 E-mail: gemstoneltd@gmail.com
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083. Phone: +91 22 4918 6000

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated):

Sr. No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	Non-Banking Financial Activities	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
N.A.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**A) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year (1 st April, 2023)				No. of Shares held at the end of the year (31 st March, 2024)				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. Promoter									
1) Indian									
a) Individual/ HUF	8000	-	8000	0.01	8000	-	8000	0.01	-
b) Central/State Govt.	-	-	-	-	-	-	-	-	-
c) Banks / FI	-	-	-	-	-	-	-	-	-
d) Any Other (Specify)	-	-	-	-	-	-	-	-	-



Sub-total A(1)	8000	-	8000	0.01	8000	-	8000	0.01	-
2) Foreign									
a) Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-
b) Government	-	-	-	-	-	-	-	-	-
C) Institutions	-	-	-	-	-	-	-	-	-
d) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
5) Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-total A (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A)= [A(1)+A(2)]	8000	-	8000	0.01	8000	-	8000	0.01	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b) Venture Capital Funds	-	-	-	-	-	-	-	-	-
c) Alternate Investment Funds	-	-	-	-	-	-	-	-	-
d) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Foreign Portfolio Investor									
f) Banks / FI	-	-	-	-	-	-	-	-	-
g) Insurance Companies	-	-	-	-	-	-	-	-	-
h) Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
i) Any Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Central Government/ State Government(s)/ President of India									
Sub Total (B)(2)									
3. Non-Institutions									
a) Individuals									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakhs	31888282	493850	32382132	43.32	34568718	490700	35059418	46.90	3.58
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	20035758	-	20035758	26.80	17464991	-	17464991	23.36	(3.43)
b) NBFCs registered with RBI	-	-	-	-	-	-	-	-	-
c) Overseas Depositories(holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-
d) Any Others (Specify):									
HUF	1124061	-	1124061	1.50	1177688	-	1177688	1.57	0.07
Non Resident Indians (Non Repat)	431991	-	431991	0.57	355892	-	355892	0.47	(0.10)
Other Directors / Relatives	210000	-	210000	0.28	210000	-	210000	0.28	-
Non Resident Indians (Repat)	277043	-	277043	0.37	243635	-	243635	0.32	(0.04)
Body Corp-Ltd Liability Partnership	100000	-	100000	0.13	100000	-	100000	0.13	-
Clearing Members	566640	-	566640	0.75	518461	-	518461	0.69	(0.64)
Bodies Corporate	19609375	5000	19614375	26.24	19606915	5000	19611915	26.23	(0.003)
Sub Total (B)(3)	74243150	498850	74742000	99.98	74246300	495700	74742000	99.98	-
Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	74243150	498850	74742000	99.98	74246300	495700	74742000	99.98	-
Total (A)+(B)	74251150	498850	74750000	100	74254300	495700	74750000	100	-
C. Non Promoter - Non Public									
(C1) Shares Underlying DRs									
1.Custodian/DR Holder	-	-	-	-	-	-	-	-	-
(C2) Shares Held By Employee Trust									



2. Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-
Total (A)+(B)+(C)	74251150	498850	74750000	100	74254300	495700	74750000	100	-

B) Shareholding of Promoter:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (1 st April, 2023)			Shareholding at the end of the year (31 st March, 2024)			% change in share holding during the year
		No. of Shares	% of total Shares of the Co.	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the Co.	% of Shares Pledged/ encumbered to total Shares	
1.	Nimesh Ganatra	8000	0.01	-	8000	0.01	-	-
	Total	8000	0.01	-	8000	0.01	-	-

C) Change in Promoters' Shareholding (please specify, if there is no change):

Sr No.		Shareholding at the beginning of the year - 2023		Transactions during the year		Cumulative Shareholding at the end of the year - 2024	
	Name & Type of Transaction	NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	NIMESH P GANATRA	8000	0.01	-	-	8000	0.01
	AT THE END OF THE YEAR	-	-	-	-	8000	0.01

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Names of the Shareholders	Shareholding at the beginning of the year - 2023		Transactions during the year		Reason	Cumulative Shareholding during the year - 2024	
		No. of Shares	% of total shares of the Co.	DATE OF TRANSACTION	NO. OF SHARES		No. of shares	% of total shares of the Co.
1	Arcadia Share And Stock Brokers Pvt Ltd-Proprietary A/C	4155183	5.56	-	-	-	4155183	5.56
2	Lalita Exports Private Limited	3940647	5.27	-	-	-	3940647	5.27
3	Chevvu Swapna	2547531	3.40	-	-	-	2547531	3.40
				26 May 2023	211000	Transfer	2758531	3.69
				16 June 2023	69000	Transfer	2827531	3.78
				15 Sep 2023	(10000)	Transfer	2817531	3.76
				29 Sep 2023	(30750)	Transfer	2786781	3.72
				20 Oct 2023	16900	Transfer	2803681	3.75



				27 Oct 2023	10000	Transfer	2813681	3.76
				03 Nov 2023	10000	Transfer	2823681	3.78
				22 Mar 2024	55177	Transfer	2878858	3.85
4	Religare Broking Limited	2784362	3.72	-	-	-	2784362	3.72
				12 Jan 2024	(4212)	Transfer	2780150	3.71
5	Ashika Stock Broking Limited-Client Collateral Account	2062590	2.75	-	-	-	2062590	2.75
6	Mahesh Reddy Althuru	1475000	1.97	-	-	-	1475000	1.97
7	Bloomdale Finvest Private Limited	1059700	1.42	-	-	-	1059700	1.42
8	Ruchi Mehta	860000	1.15	-	-	-	860000	1.15
9	Girish Reddy Althuru	825000	1.10	-	-	-	825000	1.10
10	Manoj Javeri Stock Broking Pvt Ltd	815000	1.09	-	-	-	815000	1.09

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Particulars	Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Co.				No. of shares	% of total shares of the Co.
1.	Manali Bhuva	210000	0.28	-	-	-	210000	0.28

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-
Change in Indebtedness during the financial year				
*Addition	-	-	-	-
*Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Sudhakar Gandhi (Managing Director)	
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify.	-	-
5	Others, please specify	-	-
	Total (A)	-	-

B) Remuneration to other Directors:

Sr. No	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
	Fee for attending board committee meetings		
	Commission	-	-
	Others, please specify	-	-
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others – Directors Remuneration	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-

C) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

Sr. No	Particulars of Remuneration	Mr. Deepak Apraj (CFO)	Mr. Jayesh Ahire (CS)	Total
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	3,00,000	3,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-

2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify -	-	-	-
	Total	-	3,00,000	3,00,000

VII. Penalties / Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE	NONE	NONE	NONE	NONE
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE	NONE	NONE	NONE	NONE
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE	NONE	NONE	NONE	NONE
Punishment					
Compounding					



DECLARATION ON CODE OF CONDUCT

**To,
The Board of Directors,
Gemstone Investments Limited**

Dear Sir/Madam,

This is to confirm that the Board has laid down a code of conduct for all Board members and Senior Management Personnel of the Company. The code of conduct has also been posted on the website of the Company viz: www.gemstoneltd.com.

It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance within the Code of Conduct of the Company for the year ended 31st March 2024 as envisaged in regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement with the stock exchange.

**By Order of the Board of Directors
For Gemstone Investments Limited
Sd/-
Kirti Vekaria
Chairman & Executive Director
DIN: 10263433**

**Place: Mumbai
Date: 02nd September 2024**



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Gemstone Investments Limited
 Office No A/301, Shubham Centre A Building CHS,
 Cardinal Gracious Road, Andheri (East), Mumbai, Maharashtra, 400093.

I have examined the relevant disclosures provided by the Directors (as enlisted in Table A) of **Gemstone Investments Limited** bearing **CIN L65990MH1994PLC081749**, having registered office situated at Office No A/301, Shubham Centre A Building CHS, Cardinal Gracious Road, Andheri (East), Mumbai, Chakala MIDC, Mumbai, Maharashtra, 400093 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my knowledge and based on the following:

- i. Documents available on the website of the Ministry of Corporate Affairs;
- ii. Verifications of Directors Identification Number (DIN) status on the website of the Ministry of Corporate Affairs;
- iii. Disclosures provided by the Directors (as enlisted in Table A) of the Company; and
- iv. Debarment list of the Bombay Stock Exchange and National Stock Exchange,

I hereby certified that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority as on 31st March 2024.

Sr. No.	Name of the Directors	DIN	*Date of appointment in the Company
1	Falgun Chhaganlal Shah	09140924	April 12 th , 2021
2	Rajesh Babulal Maiyani	09165604	May 07 th , 2021
3	Tarun Ramesh Brahmhatt	07866769	July 12 th , 2017
4	Roshan Prakash Mayani	09421510	September 04 th , 2023
5	Kirti Vekaria	10263433	August 08 th , 2023
6	Sudhakar Bhagawatlal Gandhi	09210342	July 06 th , 2023

* the date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For AARJU AGRAWAL & ASSOCIATES

Company Secretaries

Sd/-

AARJU AGRAWAL

Proprietor

ACS NO: A42507

CP NO: 15770

UDIN: A042507F000783929

Place: Nagpur

P/R No: 2871/2023

Date: July 19th, 2024

**Certificate from Practicing Company Secretary on Corporate Governance****[Pursuant to schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,
**The Members of
Gemstone Investments Limited**

I have examined the compliance of related conditions of Corporate Governance by **Gemstone Investments Limited** (“the Company”) for the year ended 31st March 2024 as specified under Regulation 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para-C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended.

Management’s Responsibility:

The compliance of the conditions of Corporate Governance is the responsibility of the management including the preparation and maintenance of all the relevant records and documents. This responsibility includes formation, implementation and maintenance of all the internal control and procedures to ensure the compliance with condition of the Corporate Governance stipulated in the Listing Regulations.

Auditor’s Responsibility:

My examination is limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Pursuant to the requirements of the Listing Regulations, it is my responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended 31st March 2024.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March 2024.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For AARJU AGRAWAL & ASSOCIATES**Company Secretaries****Sd/-****AARJU AGRAWAL****Proprietor****ACS NO: A42507****CP NO: 15770****UDIN: A042507F000783896****P/R No: 2871/2023****Place: Nagpur****Date: July 19th, 2024**



AUDITORS REPORT

[Pursuant to the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016]

**To,
The Members,
Gemstone Investments Limited**

We have audited the accompanying financial statements of Gemstone Investments Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2024, the statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information and have issued an unqualified opinion vide our report dated 28th May 2024.

As required by the paragraph 3 and 4 of Non- banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016, issued by the Reserve Bank of India (“the RBI”) vide Master Direction DNBS. PPD.03/66.15.001/2016-17 dated 29th September, 2016 (amended from time to time) and based on our audit, we report on the matters specified in paragraph 3 and 4 of the said directions:

The Company is engaged in the business of Non- Banking Financial Institution (without accepting or holding public deposit) and pursuant to the provisions of Section 45(1A) of the Reserve Bank of India Act, 1934 (as amended) it has obtained a certificate of registration vide certificate no. 13.00493 dated 24th March 1998.

b) In our opinion and in terms of Company's Principal Business Criteria (Financial Asset / Income pattern) for the year ended and as at 31st March 2024, the Company is entitled to continue to hold the certificate of registration issued by the RBI.

c) The Company is meeting the required net owned fund requirement as laid down in Master direction- Non-Banking Financial Company- Non-Systematically Important non-deposit taking Company (Reserve Bank) Directions, 2016.

d)The Board of Director of the Company in their Meeting held on 28th May 2023 has passed a resolution for non-acceptance of any public deposits during the year ended 31st March, 2024.

e) The company has not accepted any public deposits during the year ended 31st March 2024.

f) In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the prudential norms issued by the RBI in relation to recognition of income, accounting standard, asset classification and provisioning for bad and doubtful debt as applicable to it in terms of the non-Banking Financial Company – Non-Systematically Important Non- Deposit taking Company (Reserve Bank) Directions, 2016 and Non-Banking Financial Company- Systematically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

**For Rishi Sekhri & Associates
Chartered Accountants
Firm registration no. 128416W
Sd/-**

**CA Rishi Sekhri (Proprietor)
Membership number: 126656
UDIN: 24126656KAIZZ3402
Place: Mumbai
Date: 28th May 2024**



INDEPENDENT AUDITOR'S REPORT

To,
The Members,
Gemstone Investments Limited

Report On the Standalone Ind AS Financial Statements

We have Audited the accompanying Standalone Ind AS Financial Statements of GEMSTONE INVESTMENTS LIMITED ("The Company"), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Cash Flow and Statement of Changes in Equity for the year ended as at 31st March, 2024 and a summary of Significant Accounting Policies and other explanatory information.

Auditor's Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the State of Affairs of the Company as at 31st March, 2024 and Statement of Profit and Loss Account and Statement of Cash Flow for the year ended as on that date.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including Other Comprehensive Income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these (standalone) financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also



includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the (standalone) financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (standalone) financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, and its profit/loss, total Comprehensive Income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143(11) of the Act, we enclose in the "**Annexure A**" a statement on matters specified in paragraph 3 & 4 of the said order.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - 1) The Company has disclosed pending litigations in its Company Auditors Report. However, there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure has been made as per AS-29.
 - 2) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - 3) There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.
 - 4) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- 5) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- 6) The Company has not declared any Dividend during the year by the company.

**For Rishi Sekhri & Associates
Chartered Accountants
Firm registration no. 128416W**

**Sd/-
CA Rishi Sekhri (Proprietor)
Membership number: 126656
UDIN: 24126656KAIZZ3402
Place: Mumbai
Date: 28th May 2024**



“ANNEXURE – A” Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2024

**TO,
THE MEMBERS OF GEMSTONE INVESTMENTS LIMITED**

i. Property, Plant and Equipment and Intangible Assets:

The company have Plant and Equipment and Intangible Assets and the same has been disclosed in Financial Statements.

ii. Inventory and other current assets:

- a) The Company does not have any inventory and hence reporting under clause ii (a) is not applicable.
- b) The company has not been sanctioned working capital limits at any point of time during the year, from bank or financial institutions on the basis of security of current assets and hence reporting under clause ii (b) is not applicable.

iii. Investment, Loans or Advances by Company:

- a) The company has not made investments in companies during the year and hence reporting under clause iii (a) is not applicable.
- b) The Company has not granted unsecured loans and advances to companies, firms and other parties during the year.
- c) In our opinion and according to the information and explanations given to us. The rate of interest and other terms and conditions for such loans are prima facie not prejudicial to the company's interest.
- d) In respect of loans granted, repayment of the principal amount is as stipulated and payment of interest have been regular.
- e) In respect of loans granted by the company, there is no overdue amount remaining outstanding as at the balance sheet date.
- f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party.
According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.

iv. Loan to Directors and Investment by the Company:

The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. Deposits Accepted by the Company:

The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

vi. Maintenance of Cost records:

The maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

**vii. Statutory Dues:**

- a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and any other statutory dues applicable to it.
- b) There is no dispute with the revenue authorities regarding any duty or tax payable.

viii. Disclosure of Undisclosed Transactions:

There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. Loans or Other Borrowings:

- a) The Company has not defaulted in repayment of dues to financial institution or bank.
- b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- c) The Company has not availed any loans during the year.
- d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause (ix)(d) of the Order is not applicable.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. Money raised by IPO, FPOs:

- a) The Company has not raised moneys by way of initial public offer or further public offer during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) During the year, the company had not made any preferential allotment of shares and converted preference shares into equity shares, hence reporting under clause x is not required.

xi. Reporting of Fraud During the Year:

- a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

xii. Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio:

The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. Related party transactions:

In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Ind As.

**xiv. Internal audit system:**

In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

xv. Non-cash transactions:

In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors.

xvi. Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934:

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.

xvii. Cash Losses:

The Company has not incurred cash losses in the current and in the immediately preceding financial year.

xviii. Consideration of outgoing auditors:

The issues, objections or concerns raised by the outgoing auditors has been taken into considerations.

xix. Material uncertainty in relation to realisation of financial assets and payment of financial liabilities:

According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. Compliance of CSR:

In our opinion and according to the information and explanations given to us, section 135 is not applicable to the company and there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For Rishi Sekhri & Associates
Chartered Accountants
Firm registration no. 128416W
Sd/-
CA Rishi Sekhri (Proprietor)
Membership number: 126656
UDIN: 24126656KAIZZ3402
Place: Mumbai
Date: 28th May 2024



In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: –

1. a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b. As explained to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

c. The company does not have any immovable property.
2. According to information and explanation given to us, the company is Non-Banking Finance Company which does not carry any inventory.
3. As explained to us, the company had not granted any loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.,
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security. As the company is Non-Banking Financial Company Section 186 of the Companies Act, 2013 is not applicable to the Company.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regards to the deposits accepted from the public are not applicable.
6. It has been explained to us that the maintenance of cost records has not been prescribed under section 148(1) of the Act.
7. a. According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2024 for a period of more than six months from the date on when they become payable.

b. According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
8. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company hasn't made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
9. The company has not raised moneys by way of initial public offer or further public offer (including debt instrument) and term loans.
10. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit, that causes the financial statements to be materially misstated.



11. Managerial remuneration has been paid or provided in accordance with the requisite approvals Mandated by the provisions of Section 197 read with Schedule V of the Companies Act.
12. The company is not a Nidhi Company hence this clause is not applicable.
13. Based upon the audit procedures performed and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. The company has not entered into any non-cash transactions with directors or persons connected with him.

For Rishi Sekhri & Associates
Chartered Accountants
Firm registration no. 128416W

Sd/-
CA Rishi Sekhri (Proprietor)
Membership number: 126656
UDIN: 24126656KAIZZ3402
Place: Mumbai
Date: 28th May 2024



“ANNEXURE – B” to the Auditors’ Report

Referred to in paragraph 10(f) of the Independent’s Auditor’s Report of even date to the members of Gemstone Investments Limited on the standalone financial statements for the year ended 31st March 2024.

Report on the Internal Financial Controls under Clause (i) of sub – section 143 of the Act

We have audited the internal financial controls over financial reporting of Gemstone Investments Limited (“the Company”) as of 31st March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the standards on auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all materials respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls over financial reporting includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.



- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rishi Sekhri & Associates
Chartered Accountants
Firm registration no. 128416W

Sd/-
CA Rishi Sekhri (Proprietor)
Membership number: 126656
UDIN: 24126656KAIZZ3402
Place: Mumbai
Date: 28th May 2024



BALANCE SHEET AS AT 31ST MARCH 2024

(All amounts in ₹ '000, unless otherwise stated)

	Particulars	Notes	As at	As at
			31 March 2024	31 March 2023
I.	ASSETS			
	Non-current assets			
	Property, plant and equipment	4	78.87	108.83
	Other intangible assets	5	29.50	29.50
	Deferred Tax assets	6	114.11	135.23
	Total Non-current assets		222.48	273.56
	Current assets			
	Financial assets			
	(i) Trade receivables	7	3.19	3.19
	(ii) Cash and cash equivalents	8	16,636.72	2,285.91
	(iii) Loans	9	199,265.59	210,920.59
	(iv) Other financial assets	10	27,200.00	25,100.00
	Other current assets	11	51.56	51.15
	Current tax assets (net)	12	1,807.43	3,059.80
	Total current assets		244,964.47	241,420.63
	TOTAL ASSETS		245,186.95	241,694.19
II.	EQUITY AND LIABILITIES			
	Equity			
	Equity share capital	13	74,750.00	74,750.00
	Other equity	14	169,298.66	165,781.85
	Total equity		244,048.66	240,531.85
	Non-Current liabilities			
	Deferred tax liabilities	15	-	-
	Total non-current liabilities		-	-
	Current liabilities			
	Financial liabilities			
	(i) Borrowings	16	-	-
	(ii) Trade payables	17		
	- Dues to micro and small enterprises		-	-
	- Dues to others		-	-
	(iii) Other financial liabilities	18	1,129.98	1,154.64
	Other current liabilities	19	8.30	7.70
	Total current liabilities		1,138.28	1,162.34
	TOTAL LIABILITIES		1,138.28	1,162.34
	TOTAL EQUITY & LIABILITIES		245,186.95	241,694.19
	Summary of significant accounting policies	1-3		
	The accompanying notes are integral part of the financial statements.			
	This is the balance sheet referred to in our report of even date.			

For Rishi Sekhri & Associates
Chartered Accountants
Firm Reg. No: 128416W

Sd/-
CA Rishi Sekhri
(Proprietor)
Membership No. 126656
UDIN: 24126656KAIZZ3402
Date: 28th May, 2024
Place: Mumbai

For and on behalf of the Board of Directors of
GEMSTONE INVESTMENTS LIMITED

Sd/-
Sudhakar
Gandhi
Managing
Director
DIN: 09210342

Sd/-
Kirti Vekaria
Chairman &
Director
DIN: 10263433

Sd/-
Deepak Apraj
Chief Financial
Officer

Sd/-
Jayesh Ahire
Company
Secretary &
Compliance
Officer



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in ₹ '000, unless otherwise stated)

	Particulars	Notes	For the year ended	
			31 March 2024	31 March 2023
I.	Income			
	Interest Income	20	21,052.27	11,884.13
	Other Income	21	-	-
	Total income		21,052.27	11,884.13
II.	Expenses			
	Employee Benefit expenses	22	454.65	331.25
	Finance costs	23	120.99	1.98
	Depreciation and amortization expense	24	29.96	124.90
	Impairment expense	25	13,083.08	6,114.44
	Other expenses	26	2,511.74	2,660.30
	Total expenses		16,200.42	9,232.86
III.	Profit / (Loss) before tax		4,851.85	2,651.27
IV.	Tax expense	27		
	Current tax expense		1,117.35	601.73
	Deferred tax (credit)/expense		21.12	(208.54)
	Short / Excess provision of Tax		196.57	(39.25)
	Total tax expense		1,335.03	353.94
V.	Net Profit / (loss) for the year		3,516.82	2,297.33
VI.	Other comprehensive income		-	-
VII.	Total comprehensive income for the year / period		3,516.82	2,297.33
VIII.	Earnings/(loss) per equity share	27		
	Basic (₹ per share)		0.047	0.031
	Diluted (₹ per share)		0.047	0.031
	Summary of significant accounting policies	1-3		
	The accompanying notes are integral part of the financial statements.			
	This is the statement of profit and loss referred to in our report of even date.			

For Rishi Sekhri & Associates
Chartered Accountants
Firm Reg. No: 128416W

For and on behalf of the Board of Directors of
GEMSTONE INVESTMENTS LIMITED

Sd/-
CA Rishi Sekhri
(Proprietor)
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Secretary &
Compliance
Officer



STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in ₹ '000, unless otherwise stated)

	Particulars	For the year ended	
		31 March 2024	31 March 2023
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit before tax	4,851.85	2,651.27
	Adjustments for:		
	Finance costs	120.99	1.98
	Depreciation and amortization	29.96	124.90
	Impairment expense	13,114.90	6,114.44
	Gain on sale of vehicle	-	-
	Operating Profit Before Working Capital Changes	18,117.71	8,892.58
	Changes in working capital:		
	<i>Adjustments for (increase) / decrease in operating assets and liabilities:</i>		
	Loans	(1,428.08)	(8,654.91)
	Other assets and receivables	(1,945.50)	(33.95)
	Trade Receivables	-	24.29
	Other liabilities	442.74	(266.78)
	Cash generated from operations	15,186.87	(38.76)
	Less: Tax paid (net) ⁴	(715.07)	(856.46)
	Net cash flow from operating activities (A)	14,471.80	(895.23)
B.	CASH FLOWS FROM INVESTING ACTIVITIES		
	Sale of fixed assets	-	-
	Purchase of fixed assets	-	(34.06)
	Net cash used in investing activities (B)	-	(34.06)
C.	CASH FLOWS FROM FINANCING ACTIVITIES		
	Proceeds/(repayments) borrowings		-
	Finance costs paid	(120.99)	(1.98)
	Net cash flow used in Financing Activities (C)	(120.99)	(1.98)
	Net increase in cash and cash equivalents (A+B+C)	14,350.81	(931.26)
	Cash and Cash Equivalents at the beginning of the period	2,285.91	3,217.17
	Cash and Cash Equivalents at the end of the period	16,636.72	2,285.91
	Net Movement in Cash and cash equivalents	14,350.81	(931.26)
	Note:		
	The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows. This is the statement of cash flows referred to in our report of even date.		

For Rishi Sekhri & Associates
Chartered Accountants
Firm Reg. No: 128416W

For and on behalf of the Board of Directors of
GEMSTONE INVESTMENTS LIMITED

Sd/-
CA Rishi Sekhri
(Proprietor)
Membership No. 126656
UDIN: 24126656KAIZZ3402
Date: 28th May, 2024
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Deepak Vilas
Apraj
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STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in ₹ '000, unless otherwise stated)

A	Equity share capital				
	Particulars			Amount	
	Balance as at 31 March 2022			74,750.00	
	Changes in equity share capital during the year			-	
	Balance as at 31 March 2023			74,750.00	
	Changes in equity share capital during the year			-	
	Balance as at 31 March 2024			74,750.00	
B	Other equity				
	Particulars	Securities Premium	Statutory Reserve	Retained Earnings	Total
	Balance as at 31 March 2022	116,550.00	15,629.55	31,304.97	163,484.52
	Profit for the year	-	-	2,297.33	2,297.33
	Other comprehensive income	-	-	-	-
	Transfer to Statutory Reserve	-	459.47	(459.47)	-
	Balance as at 31 March 2023	116,550.00	16,089.01	33,142.83	165,781.85
	Profit for the year	-	-	3,516.82	3,516.82
	Other comprehensive income	-	-	-	-
	Transfer to statutory reserve	-	703.36	(703.36)	-
	Balance as at 31 March 2024	116,550.00	16,792.38	35,956.29	169,298.66
	Summary of significant accounting policies				
	The accompanying notes are integral part of the financial statements.				
	This is the statement of changes in equity referred to in our report of even date.				

For Rishi Sekhri & Associates
Chartered Accountants
Firm Reg. No: 128416W

For and on behalf of the Board of Directors of
GEMSTONE INVESTMENTS LIMITED

Sd/-
CA Rishi Sekhri
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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2024

(All amounts in ₹ '000, unless otherwise stated)

4	Property, plant and equipment					
	Description	Furniture and Fixtures	Vehicles	Office equipment	Computer	Total
	As at 31 March 2023	278.15	-	163.56	118.00	559.70
	Additions	-	-	-	-	-
	Disposals	-	-	-	-	-
	As at 31 March 2024	278.15	-	163.56	118.00	559.70
	Accumulated depreciation					
	As at 31 March 2023	211.10	-	127.67	112.10	450.88
	Charge for the period	16.71	-	13.25	-	29.96
	Adjustment for disposals	-	-	-	-	-
	As at 31 March 2024	227.81	-	140.93	112.10	480.84
	Net block as at 31 March 2023	67.04	-	35.89	5.90	108.83
	Net block as at 31 March 2024	50.33	-	22.63	5.90	78.87
5	Other intangible assets					Total
	Description	Computer Software				
	As at 31 March 2023	590.00				590.00
	Additions	-				-
	Disposals	-				-
	As at 31 March 2024	590.00				590.00
	Accumulated depreciation					
	As at 31 March 2023	560.50				560.50
	Charge for the period	-				-
	Adjustment for disposals	-				-
	As at 31 March 2024	560.50				560.50
	Net block as at 31 March 2023	29.50				29.50
	Net block as at 31 March 2024	29.50				29.50

	Particulars	As at 31 March 2024	As at 31 March 2023
6	Deferred Tax Assets	114.11	135.23
	Deferred Tax Assets (Net)	114.11	135.23
7	Trade receivables		
	Unsecured, considered good	3.19	3.19
	TOTAL	3.19	3.19
8	Cash and cash equivalents		
	Balances with banks:		
	with scheduled banks in current accounts	16,636.63	185.83
	Cash in hand	0.08	2,100.08
	TOTAL	16,636.72	2,285.91
9	Loans		



	Loans & advances recoverable in cash or in kind	199,762.39	211,449.21		
	Less: Contingent provision for standard assets liability	(496.80)	(528.62)		
	TOTAL	199,265.59	210,920.59		
10	Other financial assets				
	Other financial assets	25,000.00	25,000.00		
	Advance for property	2,100.00	-		
	Deposit for rent	100.00	100.00		
	TOTAL	27,200.00	25,100.00		
11	Other current assets				
	Advances	48.15	48.15		
	Prepaid expenses	3.41	3.00		
	TOTAL	51.56	51.15		
12	Current tax assets				
	Advance tax and TDS receivable	3,746.97	11,557.25		
	Less: Provision for Tax	(1,939.54)	(8,497.45)		
	TOTAL	1,807.43	3,059.80		
13	Equity share capital				
	Authorized share capital				
	10,00,00,000 (31 March 2023: 10,00,00,000) Equity Shares of ₹ 1/- each	100,000.00	100,000.00		
	Issued, subscribed and paid up equity share capital				
	7,47,50,000 Equity shares of ₹ 1/- each (31 March 2023: 7,47,50,000)	74,750.00	74,750.00		
	TOTAL	74,750.00	74,750.00		
	i) Rights, preferences and restrictions attached to equity shares:				
	<p>The Company has only one class of equity shares having par value of ₹ 1/- each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.</p> <p>In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.</p>				
ii) Reconciliation of equity shares outstanding at the beginning and at the end of the year		31 March 2024		31 March 2023	
Particulars	No. of shares	Amount in millions	No. of shares	Amount in millions	
Balance at the beginning of the year	74,750.00	74,750.00	74,750.00	74,750.00	
Add: Issued during the year	-	-	-	-	
Balance at the end of the year	74,750.00	74,750.00	74,750.00	74,750.00	



iii) Shareholding of promoters are as follows:					
Particulars		As at 31 March 2024		As at 31 March 2023	
Equity shares of ₹ 1 each fully paid up held by:		No. of shares	% holding	No. of shares	% holding
Arcadia Share & Stock Brokers Private Limited		4,155.18	5.56%	4,155.18	5.56%
Lalita Exports Private Limited		3,940.65	5.27%	3,940.65	5.27%
Particulars		Change in No. of shares	% change during the year	Change in No. of shares	% change during the year
Arcadia Share & Stock Brokers Private Limited		-	-	-	-
iv) The Company has not issued any equity shares for consideration other than cash, during the current financial year. Further, there has been no buy back of shares either in the aforesaid period.					
14	Other equity	As at 31 March 2024		As at 31 March 2023	
	Retained earnings				
	Opening Retained earnings	33,142.83		31,304.97	
	Add: Profit for the year	3,516.82		2,297.33	
	Add: OCI for the year	-		-	
	Transfer to Statutory Reserve	(703.36)		(459.47)	
	Closing Retained earnings	35,956.29		33,142.83	
	Other reserves				
	Securities Premium	116,550.00		116,550.00	
	Statutory Reserve	16,792.38		16,089.01	
	TOTAL	133,342,377		132,639,013	
	Total other equity	169,298.66		165,781.85	
Description of nature and purpose of each reserve:					
Retained earnings					
Retained earnings are created from the profit of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.					
Securities premium					
Securities premium represents premium received on issue of shares. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.					
Statutory reserve under section 45IA of the RBI Act, 1934					
NBFCs transfer a sum of not less than twenty per cent of net profit of that year as disclosed in the Statement of Profit and Loss to its Statutory Reserve pursuant to Section 45-IA of the RBI Act, 1934. This reserve is carried forward in consolidated financial statements.					
		As 31 March 2024		As 31 March 2023	
15	Deferred tax liabilities				
	Deferred tax liabilities (net)	-		-	
	TOTAL				
16	Borrowings (Current)				
	Secured				



	Term Loans from financial institutions		
	Kotak Mahindra Prime Limited	-	-
	TOTAL	-	-
	Trade payables		
	Dues to micro and small enterprises [refer note (a) below]	-	-
	Dues to others	-	-
	TOTAL	-	-

Notes:**a. Dues to micro and small enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006.**

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the company, the following are the details:

i) the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting period;	Nil	Nil
ii) the amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period; Interest accrued and due thereon remaining unpaid.	Nil	Nil
iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under this Act;	Nil	Nil
iv) the amount of interest accrued and remaining unpaid at the end of each accounting period; and	Nil	Nil
v) the amount of further interest remaining due and payable even in the succeeding periods, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	Nil	Nil

b. Additional disclosure in respect of Trade payables Ageing as per Schedule III, Companies Act 2013

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-



As at 31 March 2023						
Particulars	Outstanding for following periods from due date of payment					
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
(i) MSME	-	-	-	-	-	
(ii) Others	-	-	-	-	-	
(iii) Disputed dues- MSME	-	-	-	-	-	
(iv) Disputed dues- others	-	-	-	-	-	
18	Other financial liabilities					
	Expenses payable	-	-	-	24.70	
	Brokerage payable	-	-	-	1,099.98	1,099.94
	Audit Fees Payable	-	-	-	30.00	30.00
	Creditors for expenses	-	-	-	-	-
	TOTAL	-	-	-	1,129.98	1,154.64
19	Other current liabilities					
	Statutory dues			8.30	7.70	
Particulars				As at 31 March 2024	As at 31 March 2023	
20	Interest Income					
	Interest Income			21,052.27	11,884.13	
	TOTAL			21,052.27	11,884.13	
21	Other Income					
	Gain on sale of vehicle			-	-	
	TOTAL			-	-	
22	Employee Benefit expenses					
	Salaries, wages and bonus			454.65	300.00	
	Staff welfare expenses			-	31.25	
	TOTAL			454.65	331.25	
23	Finance costs					
	Interest on loans			119.48	0.56	
	Bank Charges			1.51	1.42	
	TOTAL			120.99	1.98	
24	Depreciation and amortization expense					
	Depreciation on property, plant and equipment			29.96	54.53	
	Amortization of intangible assets			-	70.37	
	TOTAL			29.96	124.90	
25	Impairment expense					
	Contingent provision for standard assets			(31.82)	6.37	
	Balances written off			13,114.90	6,108.07	
	TOTAL			13,083.08	6,114.44	



26	Other expenses		
	Legal and professional charges	1,360.80	1,721.08
	Commission and brokerage	-	33.80
	Rent	228.00	241.00
	Auditor's remuneration (refer note 15.1)	30.00	30.00
	Membership fees	11.80	11.80
	Profession Tax (company)	2.50	2.50
	BSE Listing fee	383.50	354.00
	CDSL fees	234.65	106.53
	NSDL fees	45.64	26.55
	Miscellaneous expenses	214.85	133.04
	TOTAL	2,511.74	2,660.30
26.1	Payment to auditors		
	Statutory audit	30.00	30.00
	Tax audit	-	-
	TOTAL	30.00	30.00
27	Earnings/(loss) per equity share		
	(Loss) for the year / period	3,516.82	2,297.33
	Face value per share	0.01	0.01
	Weighted average number of equity shares for EPS	74,750.00	74,750.00
	Earnings/(loss) per share		
	Basic (in ₹)	0.00	0.00
	Diluted (in ₹)	0.00	0.00
	*The Company does not have any outstanding dilutive potential equity shares as at 31 March 2024 and 31 March 2023. Consequently, the basic and diluted earnings per share of the Company shall remain the same.		
28	Financial Ratios		
a.	Current ratio = Current assets divided by current liabilities		
	Particulars	As at	As at
		31 March 2024	31 March 2023
	Current Assets	244,964.47	241,420.63
	Current Liabilities	1,138.28	1,162.34
	Ratio	215	208
	% Change from previous period	3.61%	
b.	Debt Equity ratio = Total debt divided by total equity where total debt refers to sum of current and non-current borrowings		
	Particulars	As at	As at
		31 March 2024	31 March 2023
	Total debt	-	-
	Total equity	244,048.66	240,531.85
	Ratio	-	-



	% Change from previous period	-	-
	Decrease in debt equity ratio is because repayment of borrowing.		
c.	Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments		
	NA		
	Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Average Equity		
	Particulars	As at	As at
		31 March 2024	31 March 2023
d.	Net Profit after Tax	3,516.82	2,297.33
	Average equity employed	244,048.66	240,531.85
	Ratio (%)	1.4%	1.0%
	% Change from previous period	50.88%	-
	Increase in return on equity ratio is due to increase in net profit in current year.		
e.	Trade Receivables turnover ratio = Sales divided by Average trade receivables		
	Note: This ratio is not applicable		
f.	Trade payables turnover ratio = Purchases divided by Average trade payables		
	Note: The Company has not made any purchases of goods. Hence, this ratio is not applicable		
g.	Net capital Turnover Ratio = Sales divided by Net Working capital whereas net working capital= current assets - current liabilities		
	Note: This ratio is not applicable.		
	Net profit ratio = Net profit after tax divided by Sales		
	Particulars	As at	As at
		31 March 2024	31 March 2023
h.	Net profit after tax (A)	3,516.82	2,297.33
	Total income (B)	21,052.27	11,884.13
	Ratio (times)	16.7%	19.3%
	% Change from previous period	-13.58%	
	Increase in net profit ratio is due to increase in profits.		
	Return on Capital employed (pre cash) = Earnings before interest and taxes (EBIT) divided by Average Capital Employed		
	Particulars	As at	As at
		31 March 2024	31 March 2023
	Profit before tax* (A)	3,516.82	2,297.33
	Finance costs* (B)	-	-
i.	Other income excluding Trade finance income* (C)	-	-
	EBIT (D) = (A)+(B)-(C)	3,516.82	2,297.33
	Average Capital Employed (E)	244,048.66	240,531.85
	Ratio (%)	1.4%	1.0%
	% Change from previous period	50.88%	
	Increase in return on capital employed ratio is due to decrease in EBIT compared to previous year.		
29	Financial Instruments		



Financial assets and liabilities					
The carrying amounts of financial instruments by category are as follows:					
Particulars	Notes to schedule	As at		As at	
		31 March 2024	31 March 2023	31 March 2023	
Financial assets measured at amortised cost					
Trade receivables	7	3.19		3.19	
Cash and cash equivalents	8	16,636.72		2,285.91	
Loans	9	199,265.59		210,920.59	
Other financial assets	10	27,200.00		25,100.00	
Total Financial assets		243,105.49		238,309.68	
Financial liabilities measured at amortised cost					
Borrowings	16	-		-	
Trade payables	17	-		-	
total outstanding dues of Micro Small and Medium Enterprises		-		-	
total outstanding dues of others		-		-	
Other financial liabilities	18	1,129.98		1,154.64	
Total Financial liabilities		1,129.98		1,154.64	
Fair values hierarchy					
The fair value of financial instruments as referred to in note (A) above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements].					
The categories used are as follows:					
Level 1:	Quoted prices (unadjusted) for identical instruments in an active market;				
Level 2:	Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and				
Level 3:	Inputs which are not based on observable market data (unobservable inputs).				
Fair value of instruments measured at amortized cost					
Fair value of instruments measured at amortized cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:					
Particulars	As at 31 March 2024		As at 31 March 2023		
	Carrying value	Fair value	Carrying value	Fair value	
Financial assets					
Trade receivables	3.19	3.19	3.19	3.19	
Cash and cash equivalents	16,636.72	16,636.72	2,285.91	2,285.91	
Loans	199,265.59	199,265.59	210,920.59	210,920.59	
Other financial assets	27,200.00	27,200.00	25,100.00	25,100.00	
Total	243,105.49	243,105.49	238,309.68	238,309.68	
Financial liabilities					
Borrowings	-	-	-	-	
Trade payables	-	-	-	-	
Other financial liabilities	1,129.98	1,129.98	1,154.64	1,154.64	

	Total	1,129.98	1,129.98	1,154.64	1,154.64
	The management assessed that fair values the above items approximate their respective carrying amounts, largely due to the short-term maturities of these instruments. The following methods and assumptions were used to estimate the fair values for other assets and liabilities: Accordingly, these are classified as level 3 of fair value hierarchy. The own non-performance risk as at 31 March 2024 was assessed to be insignificant.				
28	Financial Instruments (continued)				
C	Financial risk management				
i)	Risk Management				
	The Company’s activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.				
	Risk	Exposure arising from		Management	
	Credit risk	Cash and cash equivalents (other than cash), loans, financial assets measured at amortised cost		Highly rated bank deposits and diversification of asset base and collaterals taken for assets	
	Liquidity risk	Borrowings and other financial liabilities		Availability of committed credit lines and borrowing facilities	
	The Company’s risk management is carried out by a central treasury department (of the Company) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.				
A)	Credit risk				
	Credit risk is the risk that counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, loan assets, and other financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.				
	Credit risk management				
	The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.				
	(i) Low credit risk on financial reporting date				
	(ii) Moderate credit risk				
	(iii) High credit risk				
	The Company provides for expected credit loss based on the following:				
	Nature	Assets covered		Basis of expected credit loss	
	Low credit risk	Cash and cash equivalents (other than cash), other bank balances, investments, loans and other financial assets		12 month expected credit loss	
	Moderate credit risk	Nil		Life time expected credit loss or 12 month expected credit loss	
	High credit risk	Nil		Life time expected credit loss fully provided for	
	Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.				
	Assets are written off when there is no reasonable expectation of recovery, such as a borrower declaring bankruptcy or litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognized in statement of profit and loss.				
	Financial assets that expose the entity to credit risk*				



Particulars	As at 31 March 2024	As at 31 March 2023
(i) Low credit risk - Stage 1		
Trade receivables	3.19	3.19
Cash and cash equivalents	16,636.72	2,285.91
Loans	199,265.59	210,920.59
Other financial assets	27,200.00	25,100.00
(ii) Moderate credit risk - Stage 2	-	-
(iii) High credit risk - Stage 3	-	-
* These represent gross carrying values of financial assets, without deduction for expected credit losses. The Company does not have any significant or material history of credit losses hence the credit risk for all the financial assets has been considered to be negligible by the management as at the closing date.		
29	Financial Instruments (continued)	
C	Financial risk management (continued)	
B)	Liquidity risk	
	Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.	
	Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.	
	Maturities of financial liabilities	
	All the financial liabilities of the Company are current in nature and are maturing within 12 months period. The amounts disclosed in the financial statements are the contractual undiscounted cash flows.	
C)	Market risk	
	Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. It comprises of currency risk, interest rate risk and price risk.	
	a) Foreign currency risk	
	The Company is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from recognized assets and liabilities denominated in a currency that is not the functional currency of the Company. The Company does not have any significant or material foreign currency transactions hence the currency risk for all the financial assets and liabilities has been considered to be negligible by the management as at the closing date.	
	b) Interest rate risk	
	As the Company does not have any long term borrowings outstanding or fixed rate deposits, hence it is not exposed to interest rate risk.	
	c) Price risk	
	As the Company does not have any investments outstanding or fixed rate deposits, hence it is not exposed to price risk.	
30	Capital management	
	For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value. The following table summarizes the capital of the Company.	
	Particulars	As at
		31 March 2024
		31 March 2023
	Equity share capital	74,750.00
	Other equity	169,298.66
	Total equity (A)	244,048.66
	Current borrowings	-
	Current maturity of non-current borrowings	-
	Total debt (B)	-
	Less : Cash and cash equivalents	(16,636.72)
		(2,285.91)



	Net debt (C)	(16,636.72)	(2,285.91)
	Capital and net debts (D = A + C)	227,411.95	238,245.94
	Debt equity ratio (B / A)	-	-
	Capital gearing ratio (B / D)	-	-
	Prior year comparatives		
31	The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.		
	This is the summary of accounting policies and other explanatory information referred to in our report of even date.		
	Impact of Covid - 19 pandemic		
32	The outbreak of Coronavirus Disease 2019 (COVID-19), declared as a pandemic by the World Health Organisation, severely impacted the business and economic activities around the world including India. During the year ended 31 March 2022, both Central and State Governments of India had imposed lock down and other emergency restrictions which had led to the disruption of all regular business operations. Further, the recent second wave of COVID-19 has again resulted in partial lockdown/restrictions in various states. The Company is closely monitoring the impact of the aforementioned pandemic and has made detailed assessments and has considered all the possible effects, if any, on its liquidity position, including recoverability of its assets as at the balance sheet date and currently believes that there will not be any adverse impact on the long-term operations, financial position and performance of the Company.		
	This is the summary of accounting policies and other explanatory information referred to in our report of even date.		



COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

A.1 Company Overview

Gemstone Investments Limited is a listed company, listed on BSE Limited (BSE), domiciled in India, incorporated under the provision of the Companies Act. The Company is engaged in the business of financing activities.

A.2 The financial statements are approved for issue by the Company's Board of Directors on 28th May 2024.

B. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') (to the extent notified) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hereto in use.

(1) Historical Cost Convention

The financial statements have been prepared on historical cost basis, except for the following:

- a) certain financial assets and liabilities that have been measured at fair value.
- b) assets held for sale - measured at lower of carrying amount or fair value less cost to sell.
- c) defined benefit plans - plan assets measured at fair value.

(2) Current and Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is classified as current when:

- a) It is expected to be realised or intended to sold or consumed in normal operating cycle.
- b) It is held primarily for the purpose of trading
- c) It is expected to be realised within twelve months after the reporting period, or
- d) It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading
- c) It is due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Operating cycle for the business activities of the company covers the duration of the specific project / contract / service and extends upto the realisation of receivables within the agreed credit period normally applicable to the respective project

C.1 REVENUE RECOGNITION

Revenue is recognised as and when the significant risks and rewards are transferred to respective buyer.



a) Revenue from Financing activities / Interest Income

Revenue is recognised as and when the significant risks and rewards are transferred to respective buyer.

b) Dividend Income

Dividend income is recognized when the right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

c) Others

Revenues / Income and Costs/ Expenditure are generally accounted on accrual, as they are earned or incurred

C.2 PROPERTY PLANT AND EQUIPMENT AND DEPRECIATION / AMMORTISATION

a) Tangible Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment losses, if any.

b) Depreciation is provided on the straight line method on the basis of estimated useful life of the asset in the manner specified in Schedule II to the Companies Act, 2013. Depreciation on additions to assets or on sale/disposal of assets is calculated pro-rata from the month of such addition, or upto the month of such sale/disposal, as the case may be.

Asset Category	Estimated useful life (in years)
Furniture and Fixture	10
Vehicles	8
Office Equipment	5
Computer server and network system	6
Computer desktops and laptops	3

C.3 INTANGIBLE ASSETS AND AMORTIZATION

Acquired computer software's are classified as intangible assets and are stated at cost less accumulated amortisation. These are being amortised over the estimated useful life of five years, as determined by the management.

C.4 INVESTMENTS

Investments are classified into Current and Non-Current / Long Term Investments. Current investments are stated at lower of cost and fair value. Long term investments are stated at cost. A provision for diminution is made to recognize decline, other than temporary, in the value of long-term investments.

C.5 FINANCIAL INSTRUMENTS

C.5.1 Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

C.5.2 Subsequent measurement

a. Non-derivative financial instruments

i. Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held with in a



business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

iv. Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments

V. Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value and such value may never actually be realized.

C.5.3 De- recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

C.5.4 Impairment

a. Financial Assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in the statement of profit or loss.

b. Non- Financial Assets

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

C.6 TAXATION

i. Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the financial statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using rates that have been enacted or substantively enacted by the end of the reporting period. In case the Company is liable



to pay income tax u/s 115JB of Income Tax Act, 1961 (i.e. MAT), the amount of tax paid in excess of normal income tax is recognized as an asset (MAT Credit entitlement) only if there is convincing evidence for realization of such asset during the specified period. MAT credit entitlement is reviewed at each Balance Sheet date.

ii. Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. The carrying amount of deferred tax asset is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

iii. Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

C.7 Inventories

The cost of inventories comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Inventories are valued at cost or net realizable value, whichever is lower on the basis of first in first out method or specific identification, as the case may be.

C.8 EMPLOYEE BENEFITS

Post-Employment Benefits

Defined benefit plans:

Short-term employee benefits:

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Other Long Term employee Benefits:

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of discounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method. Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

C.9 BORROWINGS AND BORROWING COSTS

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a



prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

C.10 CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

C.11 PROVISIONS, CONTINGENT ASSETS AND CONTINGENT LIABILITIES

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- a) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

C.12 USE OF ESTIMATES

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

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