

2nd December, 2020

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

Scrip Code : 531137
Scrip Id : GEMSI

Subject: Submission of Annual Report for FY 2019 – 20.

Dear Sir/Madam,

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith a copy of Annual Report for the financial year ended on 31st March, 2020 together with the Notice convening the Annual General Meeting of the Company on Thursday, 24th December, 2020 at 10.30 a.m. at the registered office of the Company situated at 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext, Vile Parle (East), Mumbai – 400 057.

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

For Gemstone Investments Limited

DHARA
CHANDRAVADA
N BRAHMBHATT

Digitally signed by
DHARA CHANDRAVADA
N BRAHMBHATT
Date: 2020.12.02 16:53:12
+05'30'

Dhara Brahmhatt
Managing Director
DIN: 06433270

GEMSTONE INVESTMENTS LIMITED
CIN: L65990MH1994PLC081749

Regd. office: 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext., Vile Parle (East), Mumbai – 400057.
Tel: 07208992060 **Email:** gemstoneltd@gmail.com **website:** www.gemstoneltd.com

The background of the page is a dark blue gradient with a faint, semi-transparent financial chart. The chart features a candlestick-style bar chart with vertical bars in shades of purple and blue, and a white line graph overlaid on it. The chart is set against a grid of horizontal and vertical lines, with some lines being dashed. The overall aesthetic is modern and professional, typical of a corporate financial report.

Gemstone Investments Limited

**Annual Report
FY 2019-20**

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CORPORATE INFORMATION

Board of Directors

Manali Bhuva	:	Chairman / Non-Executive Director
Dhara Brahmbhatt	:	Managing Director
Tarun Brahmbhatt	:	Non-Executive Director
Manish Joshi	:	Independent Director
Mamatha Shetty	:	Independent Director
Kushkumar Sharma	:	Independent Director

Key Managerial Personnel

Deepak Apraj	:	Chief Financial Officer
Jayesh Ahire	:	Company Secretary

Registrar and Share Transfer Agent

:	Link Intime India Pvt. Ltd. (formerly known as Sharex Dynamic (India) Pvt. Ltd.) Tel No. : 022-28515606 / 022 - 49186270 Email Id: support@sharexindia.com rnt.helpdesk@linkintime.co.in Website: www.sharexindia.com www.linkintime.co.in
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Bankers

:	Axis Bank Limited Dena Bank The Cosmos Co-operative Bank Limited
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Statutory Auditor

:	Tejas Nadkarni & Associates
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Website

:	www.gemstoneltd.com
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CIN

:	L65990MH1994PLC081749
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Committees of the Board:

Audit Committee:

Mamatha Shetty	Chairman
Manish Joshi	Member
Manali Bhuva	Member

Nomination & Remuneration Committee

Mamatha Shetty	Chairman
Manish Joshi	Member
Manali Bhuva	Member

Stakeholders Relationship Committee

Mamatha Shetty	Chairman
Manish Joshi	Member
Manali Bhuva	Member

Risk Management Committee

Dhara Brahmbhatt	Chairman
Mamatha Shetty	Member
Manish Joshi	Member

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the members of Gemstone Investments Limited, for the FY 2019-20, will be held on Thursday, 24th December, 2020 at 10.30 a.m. at the registered office of the Company situated at 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext., Vile Parle (East), Mumbai – 400 057 to transact the following businesses:

Ordinary Businesses:

1. To Consider and Approve Financial Statements consisting of Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date, together with the Board's Report and Auditor's Report.
2. To appoint a director in place of **Mr. Tarun Brahmhatt (DIN: 07866769)** Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. **Regularization of appointment of Mr. Kushkumar Sharma (DIN: 08712337) as Non-Executive Independent Director of the Company.**

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

“RESOLVED THAT pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Kushkumar Sharma (DIN: 08712337)**, who on recommendation of the Nomination and Remuneration committee was appointed as an Additional Independent Director of the Company by the Board on 28th February, 2020 who has submitted a declaration of independence under section 149 (6) of the Companies Act, 2013 and also given his consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company on recommendation of the Board, to hold office for a term of five years w.e.f. 28th February, 2020, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

4. **Re-appointment of Ms. Dhara Brahmhatt (DIN: 06433270) as the Managing Director of the Company.**

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications, amendments or re-enactments thereto for the time being in force, ('the Act'), the relevant provision of the Articles of Association of the Company, and subject to such approvals as may be required, consent and approval of

the Company be and is hereby accorded for the re-appointment of Ms. Dhara Brahmbhatt (DIN: 06433270) as Managing Director of the Company for a period of five years with effect from 29th September, 2020 on the remuneration and terms and conditions as mentioned hereunder:

Salary:

Up to Rs. 75,000/- (Rupees Seventy Five Thousand only) per month, at the discretion of the Board.

Commission:

Not Exceeding 1% of the net profit of the Company in any financial year as the Board may determine from time to time but shall not exceed the amount equivalent to the salary for the relevant period; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board.

(A) Perquisite / Allowances:

Other benefits, perquisites and allowances (viz. Housing, Utility Allowances, Insurance, Leave Travel Concession for self and family, Medical Reimbursement, club membership, Telephone, etc.)

The amount of such perquisites and allowances shall be as per Company's Policy and rules. However, the total amount of such salary and perquisites and allowances shall not exceed in aggregate of Rs. 50,000/- (Rupees Fifty Thousand only) per month.

(B) Contribution to Provident Fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the Company shall pay in respect of such financial year, the remuneration paid for immediately preceding financial year as minimum remuneration by way of salary, allowances, perquisites and other benefits, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the remuneration, terms and conditions, to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate, subject to the overall limits specified in the Companies Act, 2013 and as may be agreed to between the Board of Directors and Ms. Dhara Brahmbhatt.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution."

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

Sd/-	Sd/-
Manali Bhuvra	Dhara Brahmbhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai

Date: 30th November, 2020

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. Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and the Secretarial Standard- 2 on “General Meetings”, the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
4. 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.
5. As per the requirement of the Secretarial Standard- 2 on “General Meetings” the route map showing directions to reach the venue of the meeting is annexed to the Notice.
6. The Notice of the AGM is being sent by electronic mode whose email addresses are registered with the Company/Depository Participants, unless any member has requested for physical copy of the same. For members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the ‘Green Initiative’ Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice will also be available on the Company’s website.
7. In compliance with Regulation 44(1) & (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of voting at the AGM. The instructions for electronic voting are annexed to this notice. E-voting is optional.
8. The Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 20th November, 2020.
9. The Board of Directors of the Company has appointed M/s. NKM & Associates, Practicing Company Secretary as a Scrutinizer who shall be responsible to conduct e-voting in a fair and transparent manner.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 18th December, 2020 to Thursday, 24th December, 2020 (Both days inclusive) for the purpose of the Annual General Meeting.
11. Members may send their requests for change / updation of Address, email address, Nominations
 - i. For shares held in dematerialized form – to their respective Depository Participant
 - ii. For shares held in physical form – to the RTA, Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
12. The relevant documents are available for inspection by the members at the Registered Office of the Company at any time during the working hours till the date of the meeting.

INSTRUCTIONS:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 21st December, 2020 at 9.00 a.m. and ends on Wednesday, 23rd December, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other

company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant to Gemstone Investments Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or

contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai

Date: 30th November, 2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

On recommendation of the Nomination and Remuneration Committee, Mr. Kushkumar Sharma (DIN: 08712337), was appointed as an Additional Independent Director on the Board of the Company, on 28th February, 2020. Your directors have proposed the appointment of Mr. Kushkumar Sharma, as a Non-Executive Independent Director of the Company for a period of 5 years, w.e.f. 28th February, 2020, and a resolution to that effect has been set out as Item No. 3 of this Notice.

Mr. Kushkumar Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has also submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR for appointment as Independent Director and is independent of the Management.

Except Mr. Kushkumar Sharma to whom the resolution relates and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. A profile of Mr. Kushkumar Sharma is set out herein below the notice.

Item No. 4:

The term of office of five (5) years of Ms. Dhara Brahmhatt as a Managing Director will be ending on 29th September, 2020. The Company has made steady progress in terms of the overall business in challenging times under her leadership and his continued services will benefit the company in its growth path.

The Board of Directors at its meeting held on 5th October, 2020, on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Ms. Dhara Brahmhatt as a Managing Director of the company for a period of five years commencing from 30th September, 2020 on the following terms:

Salary:

Up to Rs. 75,000/- (Rupees Seventy Five Thousand only) per month, at the discretion of the Board.

Commission:

Not Exceeding 1% of the net profit of the Company in any financial year as the Board may determine from time to time but shall not exceed the amount equivalent to the salary for the relevant period; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board.

(A) Perquisite / Allowances:

Other benefits, perquisites and allowances (viz. Housing, Utility Allowances, Insurance, Leave Travel Concession for self and family, Medical Reimbursement, club membership, Telephone, etc.)

The amount of such perquisites and allowances shall be as per Company's Policy and rules. However, the total amount of such salary and perquisites and allowances shall not exceed in aggregate of Rs. 50,000/- (Rupees Fifty Thousand only) per month.

(B) Contribution to Provident Fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Disclosure as required under Schedule V of the Companies Act, 2013 is given as under:

I. General Information:

Nature of Industry	Non- Banking Finance Company
Date or expected date of Commercial Production	N.A. Since the Company has already commenced its business activities.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

Financial Performance:

(in Rs.)

Particulars	31 st March, 2020	31 st March, 2019	31 st March, 2018
Total Income	2,00,98,110	2,33,09,237	1,94,51,389
Depreciation	5,70,649	5,70,649	4,79,322
Total Expenses	1,01,69,075	1,21,00,634	1,29,29,287
Net Profit	74,03,815	80,67,261	49,82,454
Paid up Capital	7,47,50,000	4,74,50,000	4,74,50,000
Reserves & Surplus	15,74,91,295	16,31,33,665	15,87,59,739

Foreign Investments or collaborations, if any- There is no direct foreign investment in the Company. There is no foreign collaboration in the Company.

II. Information about the Director:

Background Details	Ms. Dhara Brahmhatt is a Commerce Graduate and has been at the helm since September 29, 2015. Under her leadership Gemstone investments Limited has maintained consistent growth and profitability. She has been instrumental in growing the business and building a strong team.
Past Remuneration	Ms. Dhara Brahmhatt is entitled to receive salary up to Rs. 75,000/- per month + up to 1% commission of net profit.
Recognition or awards	Not Applicable
Job Profile and her suitability	Ms. Dhara Brahmhatt been the Managing Director of the Company and under her leadership the company has seen steady growth even during challenging times.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and the involvement of Ms. Dhara Brahmhatt in the Company, the proposed remuneration is reasonable and in line with the remuneration levels in the Industry, across the Country and befits her position.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	None

III. Other information:

Reason of loss or inadequate profits	The Company has maintained steady growth. However, the Corona virus outbreak has adversely affected the world. This is expected to have an
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	adverse economic impact in the short term. However, the management has a positive outlook for the long term.
Steps taken or proposed to be taken for improvement	The Company has undertaken stringent cost actions and continues to curtail both employee and non-employee costs. Also, the management continues to explore avenues to increase revenues through judicious investments in capabilities.
Expected increase in productivity and profits in measureable terms	The company is committed to build the business operations within the budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve in the future.

The details of Ms. Dhara Brahmbhatt as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this Notice.

The Board of Directors recommends the resolution at Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Ms. Dhara Brahmbhatt and her relatives has any concern or interest, financial or otherwise, in the resolution at Item no. 4 of this Notice.

By Order of the Board of Directors

For Gemstone Investments Limited

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmbhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai

Date: 30th November, 2020

ANNEXURE TO THE NOTICE
(Pursuant to Regulation 36 of the Listing Obligation Disclosure Requirements)

DETAILS OF DIRECTOR PROPOSED TO BE APPOINTED:

Name of the Director	Mr. Tarun Brahmbhatt	Mr. Kushkumar Sharma	Ms. Dhara Brahmbhatt
DIN	07866769	08712337	06433270
Date of Birth	19/12/1984	15/01/1972	08/11/1983
Date of Appointment	12/07/2017	28/02/2020	29/09/2015 (as Managing Director)
Expertise in Special Functional	Finance	Financial services and capital market	Marketing and Capital Market
Directorship held in other Public Limited Companies	None	No	None
Number of shares held in the Company	Nil	Nil	Nil
Inter se Relationship with the Board	None	None	None

BOARDS' REPORT

To,
The Members,
Gemstone Investments Limited
502-B, Padmavati Heights, 5th Floor,
Shraddhanand Road Ext.,
Vile Parle (East),
Mumbai – 400 057.

The Directors have pleasure in submitting the Annual Report on the business and operations of the Company along with the Audited Financial Statements for the financial year ended 31st March, 2020.

FINANCIAL AND OPERATIONAL HIGHLIGHTS:

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

Particulars	(Amt.in Rs.)	
	F.Y 2019-20	F.Y 2018-19
Total Revenue	2,00,98,110	2,33,09,237
Total Expenses	1,01,69,075	1,21,00,634
Profit Before Tax	99,29,035	1,12,08,603
Current Year Tax	(25,77,500)	(30,44,418)
Deferred Tax	52,280	(96,924)
Profit After Tax	74,03,815	80,67,261
EPS	0.08	0.09

REVIEW OF OPERATIONS:

The Company reported gross annual revenue of Rs. 2,00,98,110/- viz-a-viz Rs. 2,33,09,237/- in the previous year. Whereas, the Profit after Tax stood at Rs. 99,29,035 viz-a-viz Rs. 1,12,08,603/- in the previous year. The Earnings per share for the year ended 31st March, 2020 stood at to Rs. 0.08 per share viz-a-viz Rs. 0.09 per share in the previous year.

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

Impact of CoVID-19:

During the last quarter of the year under review the incidence of CoVID-19 developed into a global pandemic. The directors have assessed the impact of CoVID-19 on the business of the Company and there are significant adverse impact on business revenue and changes as on balance sheet date. The company continues to handle its business operations, although operations of the Company have been disrupted due to the current lockdown conditions in most part of the country.

Due to the worldwide uncertainty caused by CoVID-19, and its potential to impact the company, the company has put in place mitigation plans to minimize the adverse impact on both revenue and profitability. There are no material changes or commitments affecting the financial position of the Company between the end of the financial year and the date of the report.

DIVIDEND:

Your directors do not recommend any dividend for the financial year in order to preserve funds for future business endeavors.

TRANSFER TO RESERVES:

The company has not transferred any amounts of profits to the Reserves.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the demat account of Investor Education and Protection Fund (IEPF) Authority.

There is no such pending amount of unpaid or unclaimed dividend with the Company thus there is no obligation on the Company to transfer any amount to IEPF.

SHARE CAPITAL:**• Authorised Share Capital:**

The Authorised Share Capital of the Company as at 31st March, 2020 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, 2020 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 .

There was no public issue, rights issue, bonus issue or preferential issue, etc. during the year. Your Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options during the year under review.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

The outbreak of Covid -19 resulted in lock down all over the country. This lock down has impacted the overall functioning of business. As the economy is opening up, it is expected that the business will be back to pre-covid period in future.

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, 2020.

SUBSIDIARIES, JOINT VENTURE OR ASSOCIATES:

Your Company does not have any subsidiary, associates or joint venture as on the financial year 31st March, 2020.

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.

Sr. No	Name of the Director and KMP	Designation	Date of Appointment	Date of Resignation
1.	Manali Bhuva	Chairman - Non Executive Director	30 th September, 2016	-
2.	Dhara Brahmbhatt	Managing Director	09 th January, 2013	-
3.	Tarun Brahmbhatt	Non-Executive Director	12 th July, 2017	-
4.	Dharmesh Belani	Independent Director	29 th September, 2015	28 th February, 2020
5.	Mamatha Shetty	Independent Director	29 th September, 2015	-
6.	Manish Joshi	Independent Director	14 th September, 2017	-
7.	Kushkumar Sharma	Independent Director	28 th February, 2020	-
8.	Deepak Apraj	Chief Financial Officer	03 rd September, 2016	-
9.	Arpita Mittal	Company Secretary	12 th February, 2019	30 th October, 2019
10.	Richa Shah	Company Secretary	3 rd December, 2019	31 st July, 2020
11.	Jayesh Ahire	Company Secretary	1 st August, 2020	-

CHANGES IN DIRECTORS AND KMPs:

Mr. Dharmesh Belani resigned from the post of the Independent Director w.e.f. 28th February, 2020.

Mr. Kushkumar Sharma was appointed as an independent Director (Additional Director) w.e.f 28th February, 2020.

Ms. Arpita Mittal resigned from the post of Company Secretary on 30th October, 2020.

Ms. Richa Shah was appointed as Company Secretary on 3rd December, 2019 and she resigned on 31st July, 2020.

Mr. Jayesh Ahire is appointed as a Company Secretary of the Company w.e.f. 1st August, 2020.

Retirement by Rotation:

In accordance with the provisions of the Companies Act, 2013, Mr. Tarun Brahmbhatt is liable to retire by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment. His re-appointment is being placed for your approval at the AGM. Your Directors recommend her re-appointment. The resolution for his 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 eight times on 28th May, 2019, 13th August, 2019, 30th August, 2019, 26th September, 2019, 14th November, 2019, 3rd December, 2019, 12th February, 2020 and 28th February, 2020. 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 summarized in Corporate Governance Report which forms a part of this Annual Report.

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. The Company's Remuneration Policy for Directors, Key Managerial Personnel and Senior Management is enclosed as "Annexure – 3" to this Report.

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 31stMarch, 2020 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

The details with respect to the composition, powers, roles, terms of reference, Meetings of all the relevant committees are provided in the report on corporate governance of the Company which forms part of this Annual Report.

CORPORATE GOVERNANCE:

As per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Corporate Governance provisions are not applicable to your Company. However, the Company thinks that it a good practice to follow the governance to increase the stakeholders trust and provide you with a separate Report on Corporate Governance. The said report forms part of this Annual Report and also contains certain disclosures required under the Companies Act, 2013.

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 hereunder, M/s. Tejas Nadkarni & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company for a period of 4 (four) years from the conclusion of the 23rd Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in the year 2021, subject to ratification of their appointment at every Annual General Meeting.

Pursuant to provisions of Companies Amendment Act, 2017, their appointment as Statutory Auditors of the Company was ratified in the Annual General Meeting held on 28th September, 2018 till the completion of their tenure.

The Auditors' Report 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:**

The Board had appointed M/s. JCA& Co., Practicing Company Secretaries, as the Secretarial Auditor, to conduct the secretarial audit for the financial year ended 31st March, 2020. The Report of the Secretarial Auditor is provided as “**Annexure – 4**” to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

- **Internal Auditor:**

Pursuant to provisions of Section 138 of the Companies Act, 2013 your Company appointed M/s. Mohandas & Co. 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.

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:

The conditions prescribed in the Section 135 of the Companies Act, 2013, requiring a Company to constitute a Corporate Social Responsibility Committee are not applicable to your Company. The Board of Directors periodically reviews the applicability of CSR rules to 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 is 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 detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

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 -5" 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 strictures 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:

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is appended as "Annexure - 6" 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.

APPRECIATIONS AND ACKNOWLEDGMENTS:

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

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.

For and on behalf of the Board

For Gemstone Investments Limited

Sd/-

Manali Bhuva

Chairman

DIN: 01818201

Sd/-

Dhara Brahmhatt

Managing Director

DIN: 06433270

Place: Mumbai

Date: 30th November, 2020

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**

Sr. No.	Particulars	Details
1.	Name of the subsidiary	The Company does not have any subsidiaries, thus Part A of the form is not applicable to the Company.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	
4.	Share capital	
5.	Reserves & surplus	
6.	Total assets	
7.	Total Liabilities	
8.	Investments	
9.	Turnover	
10.	Profit before taxation	
11.	Provision for taxation	
12.	Profit after taxation	
13.	Proposed Dividend	
14.	% 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

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

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai

Date: 30th November, 2020

PART "B": ASSOCIATE/JOINT VENTURE

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

Sr. No.	Particulars	Details
1.	Name of Associates/Joint Ventures	The Company presently does not have any associate or joint venture companies as on 31 st March, 2020.
2.	Latest audited Balance Sheet Date	
3.	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 %	
4.	Description of how there is significant influence	
5.	Reason why the associate/joint venture is not consolidated	
6.	Net worth attributable to Shareholding as per latest audited Balance Sheet	
7.	Profit / Loss for the year	
	Considered in Consolidation	
	Not Considered in Consolidation	

1. Names of associates or joint ventures which are yet to commence operations: None

2. Names of associates or joint ventures which have been liquidated or sold during the year: None

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

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmbhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai

Date: 30th November, 2020

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:

- 1. 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 2019-20.
- 2. 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 2019-20.

Name of Related Party and Nature of Relationship	Nature of contracts/ arrangement/ transactions	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.					

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

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai

Date: 30th November, 2020

NOMINATION AND REMUNERATION POLICY

Purpose:

The Board of Directors in order to align with the provisions of the Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 renamed the "Remuneration Committee" as "Nomination and Remuneration Committee". This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel (SMP) has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of the Company. This policy shall act as a guideline for determining, inter alia qualifications, independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

Applicability:

This Policy is applicable to:

1. Directors viz. Executive, Non-executive and Independent
2. Key Managerial Personnel
3. Senior Management Personnel
4. Other Employees of the Company, as applicable.

Objective:

The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and other employees. The Key Objectives of the policy is:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To assist the Board in fulfilling responsibilities.

Constitution of Committee:

The Nomination and Remuneration Committee constituted should consist of three or more non-executive directors out of which not less than one-half should be independent directors. However, the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries. Minimum two (2) members shall constitute a quorum for the Committee meeting. Membership of the Committee shall be disclosed in the Annual Report.

Role of Committee:

The Role and Powers of the Committee shall be as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Definitions:

- **“Act”** means Companies Act, 2013 and rules framed thereunder.
- **“Board”** means Board of Directors of the Company as constituted from time to time.
- **“Policy”** or **“This policy”** means Nomination and Remuneration Policy.
- **“Committee”** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
- **“Key Managerial Personnel”** means:
 - i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
 - ii. Chief Financial Officer;
 - iii. Company Secretary;
 - iv. And such other officer as may be prescribed.
- **“Senior Managerial Personnel”** mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.
- **“Independent Director”** means a Director referred to in Section 149 (6) of the Companies Act, 2013.
Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Appointment and Removal of Director, KMP and Senior Management:

1. Appointment Criteria and Qualifications:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management Level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- d) Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules framed thereunder.

2. Term / Tenure:

- a) **Managing Director/Whole-time Director:** The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) **Independent Director:** An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

3. Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals i.e. yearly or at such intervals as may be considered necessary. The same may however be delegated by the Committee.

4. Removal:

Due to reasons for any disqualification as mentioned in the Act pursuant to section 164 or under any other applicable provisions, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. Retirement:

Any Director other than the Independent Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Remuneration to Directors / KMP / SMP:

1. Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i. The Services are rendered by such Director in his capacity as the professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3. Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.
- d) Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.

4. Familiarization Program for Independent Directors:

The Company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, etc., through various programs.

Proceedings of the Meeting:

Proceedings of all meetings must be recorded in the Minutes Book and signed by the Chairperson of the Committee at the subsequent meeting. Minutes of the Committee meeting will be circulated at the subsequent Board and Committee meeting for noting.

Review and Amendment to the Policy:

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

- The Committee or the Board may review the Policy as and when it deems necessary.
- The Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- This Policy may be amended or substituted by the Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.
- In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions and this Policy shall stand amended

accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

Disclosure:

The details of this Policy and the evaluation criteria as applicable shall be disclosed in Annual Report as part of Board's Report.

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

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

For the Financial Year ended 31st March, 2020

To,

The Members,

Gemstone Investments Limited

502 - B, Padmavati Heights, 5th Floor,
Shraddhanand Road Ext, Vile Parle (E),
Mumbai - 400 057.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gemstone Investments Limited (CIN: L65990MH1994PLC081749)** (hereinafter called as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2020**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2020** according to the provisions of:

- (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) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('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 as the Company has not issued any shares during the financial year under review;**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not applicable as the Company has not issued any shares to its Employees during the financial year under review;**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable as the Company has not issued any debt securities;**

- f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 - **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable as the Company has not delisted /proposed to delist its equity shares from stock exchange during the financial year under review;**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable as the Company has not boughtback or proposed to buyback any of its securities during the financial year under review.**

(vi) Reserve Bank of India Act, 1934:

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

I have also examined the compliance with the applicable clauses of the following statutory provisions/standards/regulations:

- a) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) The Secretarial Standards issued by The Institute of Company Secretaries of India.
- c) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I 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 and a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI (LODR) Regulations, 2015.

Adequate Notice is given to all Directors to schedule the Board Meetings. Agenda and detailed Notes on agenda were sent at least seven days in advance, and 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.

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

Majority decision is carried through, while the dissenting members' views are captured and recorded as part of the minutes.

I 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 as also represented by management.

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

- i. Public/ Right/ Preferential Issue of shares/ Debentures/ Sweat equity, etc.
- ii. Redemption/ Buy-Back of Securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / Amalgamation / reconstruction, etc.
- v. Foreign Technical Collaborations.

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.

For M/s. JCA & Co.

Company Secretaries

Sd/-

Chirag Jain

Partner

Membership No. 30850

CP No. 13687

UDIN: A030850B000959635

Date: 15/10/2020

Place: Mumbai

To,
The Members,
Gemstone Investments Limited
502 – B, Padmavati Heights, 5th Floor,
Shraddhanand Road Ext, Vile Parle (E),
Mumbai – 400 057.

My 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. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the Company.
4. Wherever required, I 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 is the responsibility of management. Our examination was limited to the verification of procedures on test check 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.

For M/s. JCA & Co.
Company Secretaries
Sd/-
Chirag Jain
Partner
Membership No. 30850
CP No. 13687
UDIN: A030850B000959635

Date: 15/10/2020
Place: Mumbai

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

- ⊕ Ratio of Remuneration of each Director to the median remuneration of all the employees of your Company for the financial year 2019 - 20 is as follows:

Name of the Director	Total Remuneration (Rs)	Ratio of remuneration of director to the Median remuneration
Ms. Dhara Brahmhatt	5,40,000	2.4:1

- ⊕ Details of percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer in the financial year 2019 - 20 are as follows:

Name	Designation	Remuneration		Increase / (Decrease) (%)
		2019 - 20	2018 - 19	
Dhara Brahmhatt	Managing Director	5,40,000	5,40,000	-
Deepak Apraj	Chief Financial Officer	3,55,533	3,09,467	14.89%
Arpita Mittal	Company Secretary	1,26,000	36,000	-
Richa Shah	Company Secretary	98,387	-	NA

- ⊕ Percentage increase in the Median Remuneration of all employees in the financial year 2019 -20

Particulars	2019-20	2018 - 19	Increase (%)
Median remuneration of all employees per annum	2,20,512.50	2,75,000	-19.82

- ⊕ Number of permanent employees on the rolls of company as of 31stMarch, 2020: *eight*

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The Company has been able to maintain the financial performance. The increase in remuneration is directly linked to the performance of the company and the individual performance of the employee.

- ⊕ Affirmation that the remuneration is as per the remuneration policy of your Company: *The Company affirms that remuneration is as per the Remuneration Policy of Your Company.*

Information pursuant to Rules 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014:

- ⊕ Employed throughout the year ended 31stMarch, 2020, with remuneration aggregating to not less than Rs 1,02,00,000 per annum: *None*

- ⊕ Employed for part of the year ended 31stMarch, 2020, with remuneration aggregating to not less than Rs 8,50,000 per month: *None*

- ⊕ The employee if employed throughout the financial year or part thereof was in receipt of remuneration in that year which 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 your Company: *None*

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

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmbhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai

Date: 30th November, 2020

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31st March, 2020

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	502 – B, Padmavati Heights, 5 th Floor, Shraddhanand Road Ext, Vile Parle (East), Mumbai – 400 057. 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.	Sharex Dynamic (India) Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083. Tel No. : 022-28515606

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, 2019)				No. of Shares held at the end of the year (31 st March, 2020)				% 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 Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-total A(1)	8000	-	8000	0.01	8000	-	8000	0.01	-
2) Foreign									
1) NRIs-Individuals	-	-	-	-	-	-	-	-	-
2) Other-Individuals	-	-	-	-	-	-	-	-	-
3) Bodies Corp.	-	-	-	-	-	-	-	-	-
4) Banks / FI	-	-	-	-	-	-	-	-	-
5) Any Other	-	-	-	-	-	-	-	-	-
Sub-total A(2)	-	-	-	-	-	-	-	-	-

Total Shareholding of Promoter [A(1)+A(2)]	8000	-	8000	0.01	8000	-	8000	0.01	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s).	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	34890325	5000	34895325	46.68	45451043	5000	45456043	60.81	14.13
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs. 2 lakhs	21813097	-	21813097	29.19	8830250	494850	9325100	12.47	(16.72)
ii. Individual shareholders holding nominal share capital in excess of Rs 2 lakh	6406124	494850	6900974	9.23	18410022	-	18410022	24.63	15.40
c) Others (Specify):									
Non Resident Indians	61850	-	61850	0.08	59850	-	59850	0.08	-
HUF	906290	-	906290	1.21	922439	-	922439	1.23	0.02
Clearing Members	10164464	-	10164464	13.59	568546	-	568546	0.76	(12.83)
Sub-total(B)(2)	74242150	499850	74742000	99.99	74242150	499850	74742000	99.99	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	74242150	499850	74742000	99.99	74242150	499850	74742000	99.99	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	74250150	499850	74750000	100.00	74250150	499850	74750000	100.00	-

B) Shareholding of Promoter:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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.	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.	Nimesh Ganatra	8000	0.01	-	-	-	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		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	Kaushik Shah Shares And Sec Pvt. Ltd.	6000000	8.03	-	-	-	6000000	8.03
2	Ashirwad Investments Private Limited	5030039	6.73	-	-	-	5030039	6.73
3	Arcadia Share And Stock Brokers Pvt. Ltd.	5742641	7.68	19/04/2019 26/04/2019 10/05/2019 07/06/2019 29/06/2019 05/07/2019 26/07/2019	235000 128000 212000 (1952412) 205000 299395 (714395)	Purchase Purchase Purchase Sale Purchase Purchase Sale	4155229	5.56
4	Lalita Exports Private Limited	3940647	5.28	-	-	-	3940647	5.28
5	Leadage Trading Private Limited	3709725	4.96	-	-	-	3709725	4.96
6	IFCI Financial Services Limited	2947007	3.94	-	-	-	2947007	3.94
7	Ashika Stock Broking Ltd.	2937590	3.93	11/10/2019 18/10/2019	(50500) 50500	Sale Purchase	2937590	3.93
8	Religare Broking Limited	2786883	3.73	12/04/2019	(2000)	Sale	2784883	3.73
9	Labh Share and Stock Private Limited	2579585	3.45	-	-	-	2579585	3.45
10	Anubhav Consultancy Services Pvt. Ltd.	2018770	2.70	-	-	-	2018770	2.70

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	-	-	04/06/2019	210000	Purchase	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	1,568,163.00	9,935,096.00	-	11,503,259.00
ii) Interest due but not paid	-	-	-	-

iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	1,568,163.00	9,935,096.00	-	11,503,259.00
Change in Indebtedness during the financial year				
*Addition	-	-	-	-
*Reduction	(585,245.00)	(9,935,096.00)	-	(10,520,341.00)
Net Change	(585,245.00)	(9,935,096.00)	-	(10,520,341.00)
Indebtedness at the end of the financial year				
i) Principal Amount	982,918.00	-	-	982,918.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	982,918.00	-	-	982,918.00

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
		Ms. Dhara Brahmhatt (Managing Director)	
1	Gross salary	5,40,000	5,40,000
	(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)	5,40,000	5,40,000

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	Key Managerial Personnel			
		Mr. Deepak Apraj (CFO)	Ms. Arpita Mittal (CS)	Ms. Richa Shah (CS)	Total
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,55,533	1,26,000	98,387	5,70,987
	(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	3,55,533	1,26,000	98,387	5,70,987

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					

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

Sd/-	Sd/-
Manali Bhuva	Dhara Brahmhatt
Chairman	Managing Director
DIN: 01818201	DIN: 06433270

Place: Mumbai
Date: 30th November, 2020

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The world economy is currently is experiencing the turbulence caused by the outbreak of CoVID-19 since January 2020. India at present is one of the worst affected countries in the world. The CoVID-19 had brought the economy to the standstill and has significantly impacted the overall business and GDP Growth of the Country. The GDP of India fell by 23% in the First Quarter of FY 2020. The Government of India has taken steps not only to restart the economy and also providing some support in the form of loan moratorium, extension of due dates, etc. However, unless the outbreak is controlled and a vaccine is developed we can't expect things to normalize.

Indian Banking and Financial Industry:

The Banking and Finance Industry is in the midst of an economic storm caused by CoVID 19 outbreak. Several businesses are adversely impacted due to the lock down. There have been job losses, business shut down and fall in consumptions. As a result, NPA's are expected to rise. The government has taken steps to soften the economic impact. However, the uncertainty over the end of this pandemic, the extent of its economic damage and our ability to adapt to the situation shall determine the ability of the businesses and individuals to overcome the crisis. This in turn would affect the overall impact of this pandemic on the banking, finance and investment sector.

Financial Performance:

In FY 2019-20 your company reported total revenue of Rs. 200.47 lakhs and the net profit before tax stood at Rs. 99.29 lakhs. The company has been able to maintain the overall financial performance as compared to the previous year.

Significant Changes in the Key Financial Ratios:

Key Financial Ratios	FY 2019-20	FY 2018-19	% Change (YOY)	Remarks
Debtors Turnover Ratio	729.51	832.15	(12.33)	The Company has been able to improve the debtors turnover and ensure effective use of resources.
Inventory Turnover Ratio	NA	NA	NA	-
Interest Coverage Ratio	18.57	5.84	218.06	The Interest Coverage ratio has improved YoY.
Current Ratio	21.53	20.69	4.08	The current ratio has improved YoY.
Debt -Equity Ratio	0	0.05	(91.11)	The debt to equity ratio has improved.
Operating Profit Margin	0.52	0.58	(10.01)	The Operating Profit has reduced YoY.
Net Profit Margin	0.37	0.35	6.44	The Company has been able to improve the net profit margin.
Return on Net worth	0.03	0.03	-	The Company has been able to generate constant rate of return on networkth.

Opportunities and Threats:

Investments:

The volatility in stock indices in the financial year under review represents both an opportunity and challenge for the Company. Capital market activities in which most of the activities depend on is also influenced by global events happening in the US, Europe& China and hence there is an amount of uncertainty in the near term outlook of the market.

Lending:

The lending sector has been in rough waters due to the NPA crisis and also the down fall of heavy weights of the finance sector. The financial stress caused due to Co-VID 19 pandemic has further worsened the situation. With no end of the pandemic in sight the extent of overall economic damage cannot be ascertained. There can be increase in cases of corporate as well as individual bankruptcies. The Regulators may have to come up with some one time out of the box solution for this problem.

Risk Management:

The Company's risk management policy stems from a philosophy of pursuing sustainable growth and creating economic value, while calibrating and mitigating risks. It is integral to how we plan and execute business strategies.

Credit Risk Management:

- The Company possesses a robust risk management policy to manage risk associated with the business
- Customer selection is of paramount importance, and in this the company's business development and credit teams have the necessary expertise to ensure asset quality.
- Underwriting decisions are based on knowledge about the prospective customer's business as well as assessment of his cash flows and ensuring adequacy of collateral or guarantees

Operational Risk Management:

- The Company's Risk management Committee reviews and discusses all assets with significant risks, including deliberating on the sector-specific and systemic risks in the business environment.

Human Resource Risk Management:

- The Company offers a challenging and yet rewarding work environment to its workforce.
- Employees are trained to think like entrepreneurs and are rewarded monetarily as well as with career advancements for their achievements.

Interest Rate Risk Management:

- The Company's resources can be a blend of fixed, semi-fixed or floating rate loans, while its assets offerings may or may not be fixed rate products.
- Any risk arising from this situation is however mitigated by the Company choosing its lenders with care and with aggressive negotiation thereby ensuring the finest rates for itself; thereby keeping a positive Asset- Liability combination.

Human Resources:

People are the corner stone of our business. While we have all the processes in place, it is important that we have the right people at job to achieve the goals. Our employees are our most important assets. The competency development of our employees continues to be a key area of strategic focus for us. We encourage employees to upgrade their skill and knowledge to keep pace with the changing dynamics of the business.

We have an adaptive recruitment and induction process to suit the business requirements. In order to attract, retain and motivate talented and critical employees and to encourage employees to align individual performance with ownership, the Company may consider share-based benefits to high-performing executives and mid-level managers.

Internal Control Systems:

The Company possess adequate internal control to ensure that all assets are protected against loss from unauthorised use or disposition and that all transactions are authorised, recorded and reported correctly. An efficient internal audit team monitors adherence to these controls. Statutory auditors also present their suggestions to the appropriate committees of directors for improvements in control and compliance. The Audit committee regularly reviews the audit findings as well as the adequacy and effectiveness of the internal control measures.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied.

CORPORATE GOVERNANCE REPORT

Corporate Governance stands for upholding the ethics and ensuring transparency in the dealings of the Company. It is a continuous and a dynamic process where an organization upgrades its operations with changing times to meet the ultimate goal of protecting the interest of all stakeholders and upholding the spirit of the law, rules and regulations.

COMPANY'S PHILOSOPHY:

Gemstone Investments Limited has put in place the systems and processes to maintain high level of corporate governance standards. We have aligned our business goals with the overall well-being and welfare of all stakeholders. With the application of good corporate governance practices such as compliance with the applicable laws, adherence to ethical standards, distribution of wealth and discharge of social responsibility for all, the company has been consistently preparing itself for generating long term economic value for its shareholders and at the same time respecting the interests of various stakeholders and society as a whole.

Your Company has an active, experienced and a well-informed Board. Through the governance mechanism in the Company, the Board along with its Committees undertakes its fiduciary responsibilities towards all its stakeholders by encompassing best practices to support effective and ethical leadership, sustainability and good corporate citizenship.

The Company continues to focus on its resources, strengths and strategies to achieve the vision of the Company while upholding the core values of Quality, Trust, Leadership and Excellence.

Your Company is fully committed to practice sound Corporate Governance and uphold the highest business standards in conducting business. The Company has always worked towards building trust with all its stakeholders based on the principles of good corporate governance. Your Company is guided by a key set of values for all its internal and external interactions. The Company is open, accessible and consistent with its communication.

BOARD OF DIRECTORS:

1. Composition & Category of Directors:

The composition of the Board of your Company is in conformity with the provisions of the Companies Act, 2013 ("the Act") and the Listing Regulations, as amended from time to time.

The Board has an optimum combination of executive and non-executive directors. The Board periodically evaluates the need for change in its size and composition to ensure that it remains aligned with statutory and business requirements.

The Management of the Company is entrusted in the hands of the Key Managerial Personnel, headed by the Managing Director, who operate under the supervision and control of the Board. Ms. Dhara Brahmbhatt is the Managing Director of the Company.

During the year under review, the Board comprised of Six Directors.

Sr. No.	Name of Directors	DIN	Designation
1.	Manali Bhuva	01818201	Chairman - Non Executive Director
2.	Dhara Brahmbhatt	06433270	Managing Director
3.	Tarun Brahmbhatt	07866769	Non-Executive Director
4.	Dharmesh Belani*	07273640	Independent Director
5.	Mamatha Shetty	07273684	Independent Director
6.	Manish Joshi	07873456	Independent Director
7.	Kushkumar Sharma**	08712337	Independent Director

*Mr. Dharmesh Belani resigned from the Board on 28/02/2020.

** Mr. Kushkumar Sharma was appointed as an Additional – Independent Director on 28/02/2020.

2. Board Meetings and Procedure:

The annual calendar of meetings is broadly determined at the beginning of each year. The Board meets at least once in a quarter to review the quarterly financial results and operations of the Company. Apart from the above, additional Board Meetings are convened to address the specific needs of the Company. Time gap between two consecutive meetings does not exceed 120 days.

The Details of the Board Meetings by the Directors are given in the appended table:

Name of the Directors	Attendance at the Board Meetings (2019-20)							
	28/05/2019	13/08/2019	30/08/2019	26/09/2019	14/11/2019	03/12/2019	12/02/2020	28/02/2020
Manali Bhuvva	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Dhara Brahmbhatt	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Tarun Brahmbhatt	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Dharmesh Belani	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mamatha Shetty	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Manish Joshi	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No
Kushkumar Sharma	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

3. Other Directorships & Committee Position Held in Other Companies:

Pursuant to the provisions of Section 165 of the Act none of the Directors of the Company is a Director in more than 10 public limited companies. Further, as mandated by Regulation 17A of the Listing Regulations, none of the Independent Directors of the Company serves as Independent Director (including any Alternate directorships) in more than seven listed companies or three listed companies in case he/ she serves as a Whole-time Director in any listed company. Ms. Dhara Brahmbhatt – Managing Director of the Company is not an Independent Director of any other listed entity.

Further, as stipulated in Regulation 26 of the Listing Regulations, none of the Directors is a Member of more than 10 Board level Committees and no such Director is a Chairman/Chairperson of more than five Committees, across all public limited companies in which he/she is a Director.

As per the Listing Regulations, only those entities whose equity shares are listed on a stock exchange have been considered for the purpose of ascertaining the number of Directorships in listed Companies.

The numbers of Directorships and Committee Chairmanship / Membership held by the Directors, in other Companies is appended below:

Name of the Director	No. of Directorship in Public Companies	No. of committee position held in Public Companies	
		Chairman	Member
Manali Bhuvva	1	-	2
Dhara Brahmbhatt	1	-	-
Tarun Brahmbhatt	1	-	-
Dharmesh Belani*	1	-	2
Mamatha Shetty	1	2	-
Manish Joshi**	1	-	2
Kushkumar Sharma	1	-	-

* Mr. Dharmesh Belani resigned from the Board and committees w.e.f 28/02/2020.

** Mr. Manish Joshi was appointed in the Committees of the Board w.e.f. 28/02/2020.

Note:

- *Excluding Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.*
- *Committees considered to reckon the limit are Audit Committee and Stakeholders Relationship Committee in public (listed and unlisted) Companies.*
- *Position held in Gemstone Investments Limited as a Director and/or Member/ Chairman has been included in the above table.*

4. Induction and Familiarization program for Independent Directors:

The Company has adopted a structured programme for orientation of Independent Directors at the time of their joining so as to familiarise them with the Company – its operations, business, industry and environment in which it functions and the regulatory environment applicable to it. The details of these familiarization programs have been hosted on the Company's website www.gemstoneltd.com.

The Company updates the Board Members on a continuing basis on any significant changes therein and provides them an insight to their expected roles and responsibilities so as to be in a position to take well-informed and timely decisions and contribute significantly to the Company.

5. Re-appointment of Directors liable to retire by rotation:

Details of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting as required under Regulation 36 of the Listing Regulations is annexed to the Notice conveying the Annual General Meeting and forms the part of this Annual Report.

6. Details of Equity Shares held by Non-Executive Directors as on 31st March, 2019:

There were no outstanding Stock Options or Equity Shares held by Non – Executive Directors of the Company.

COMMITTEES OF THE BOARD:

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework of delegated authority, and make specific recommendations to the Board on matters within their areas or purview. The decisions and recommendations of the Committees are placed before the Board for information or for approval, as required.

Your Company has four Board level Committees –

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee
- Risk Management Committee

The composition and functioning of these Committees is in compliance with the applicable provisions of the Companies Act, 2013 and Listing Regulations.

Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

- **Audit Committee:**

The Audit Committee is duly constituted in accordance with the Listing Agreement read with SEBI (LODR) Regulations 2016 and of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

The Audit Committee has been granted powers as prescribed under Regulation 18 (2)(c) and reviews all the information as prescribed in Regulation 18(3) read with the Paragraph B of Part C of Schedule II of the Listing Regulations. Generally, all items listed in Regulation 18(3) read with Part C of Schedule II of the Listing Regulations are covered in the terms of reference.

Composition and category of Directors:

Name of Directors	Category	Designation
Mamatha Shetty	Independent Director	Chairman
Dharmesh Belani*	Independent Director	Member
Manali Bhuva	Non-Executive Director	Member
Manish Joshi**	Independent Director	Member

* Mr. Dharmesh Belani ceased to be the member w.e.f. 28/02/2020.

** Mr. Manish Joshi was appointed as a member of the committee w.e.f. 28/02/2020.

Two third of the members are Independent Directors and all the members are financially literate. All the members of the Audit Committee have vast experience and knowledge and possess financial/ accounting expertise /exposure.

Meetings and Attendance:

Name of the Committee Members	Attendance at the Meetings (2019-2020)				
	28/05/2019	13/08/2019	30/08/2019	14/11/2019	12/02/2020
Mamatha Shetty	Yes	Yes	Yes	Yes	Yes
Dharmesh Belani	Yes	Yes	Yes	Yes	Yes
Manali Bhuva	Yes	Yes	Yes	Yes	Yes
Manish Joshi	NA	NA	NA	NA	NA

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company to answer the queries of shareholders. The meetings of Audit Committee are also attended by the Chief Financial Officer and Internal Auditor as special invitees.

The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives. The minutes of each Audit Committee meeting are placed in the next meeting of the Board.

Terms of Reference:

The terms of reference of the Audit Committee have been in line with Regulation 18 of Listing Regulations and Section 177 of the Companies Act, 2013. The Audit Committee, inter alia, provides reassurance to the Board on the existence of an effective internal control environment.

- **Stakeholders Relationship Committee:**

The constitution of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

Committee performs various functions conferred under the listing regulations and Section 178 of the Act which mainly covers ensuring resolution of grievances of security holders of the Company.

Composition and category of Directors:

Name of Directors	Category	Designation
Mamatha Shetty	Independent Director	Chairman
Dharmesh Belani*	Independent Director	Member
Manali Bhuva	Non-Executive Director	Member
Manish Joshi **	Independent Director	Member

* Mr. Dharmesh Belani ceased to be the member w.e.f. 28/02/2020.

** Mr. Manish Joshi was appointed as a member of the committee w.e.f. 28/02/2020.

The Committee meets, as and when required, to inter alia, deal with matters relating to transfer/transmission of shares and debentures, approve requests for issue of duplicate share/ debenture certificates, issue of new Share Certificates for transfer to the Investor Education and Protection Fund as per the provisions of the Act and Rules framed there under, and monitor redressal of grievances of security holders including shareholders, debenture holders, investors/other security holders, relating to transfer/transmission of shares/debentures, non-receipt of Annual Report, non-receipt of dividends declared, non-receipt of interest on Non-Convertible Debentures/Fixed Deposits issued by the Company, non-receipt of Debenture Certificate(s), review steps taken for reducing the quantum of unclaimed dividends, etc., in a timely manner.

Meetings and Attendance:

Name of the Committee Members	Attendance at the Meetings (2019-2020)				
	28/05/2019	13/08/2019	30/08/2019	14/11/2019	12/02/2020
Mamatha Shetty	Yes	Yes	Yes	Yes	Yes
Dharmesh Belani	Yes	Yes	Yes	Yes	Yes
Manali Bhuva	Yes	Yes	Yes	Yes	Yes
Manish Joshi	NA	NA	NA	NA	NA

Terms of Reference:

During the year under review, the terms of reference of this Committee have been aligned in accordance with the changes made in the Listing Regulations.

The role and terms of reference of the Committee covers the areas as contemplated under Regulation 20 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act, as applicable, besides the other terms as referred by the Board of Directors. It oversees the performance of the Registrars and Transfer Agent, and recommends measures for overall improvement in the quality of investor services. The Company is in compliance with the SCORES, which has initiated by SEBI for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints.

Investor/ Shareholder Complaints Received:

Investors Complaint	Year ended 31 st March, 2020
Pending at the beginning of the year	Nil
Received during the year	Nil
Disposed-off during the year	Nil
Pending at the end of the year	Nil

- Nomination and Remuneration Committee:**

The constitution of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178(1) of the Act and Regulation 19 of the Listing Regulations.

The Nomination and Remuneration Committee has been entrusted with role of formulating criteria for determining the qualifications, positive attributes and independence of the Directors as well as identifying persons who may be appointed at senior management levels and also devising a policy on remuneration of Directors, Key Managerial Personnel and other senior employees.

Composition and category of Directors:

Name of Directors	Category	Designation
Mamatha Shetty	Independent Director	Chairman
Dharmesh Belani*	Independent Director	Member
Manali Bhuva	Non-Executive Director	Member
Manish Joshi **	Independent Director	Member

* Mr. Dharmesh Belani ceased to be the member w.e.f. 28/02/2020.

** Mr. Manish Joshi was appointed as a member of the committee w.e.f. 28/02/2020.

The Committee also carries out a separate exercise to evaluate the performance of individual Directors. Feedback is sought by way of well-structured questionnaires covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its Committees, Board culture, areas of responsibility, execution and performance of specific duties, obligations and governance, compliance and performance evaluation is carried out based on the responses received from the Directors.

Terms of Reference:

The terms of reference of this Committee are in line with the regulatory requirements mandated in the Act and Part D of Schedule II of the Listing Regulations.

During the year under review, the terms of reference of the Nomination and Remuneration Committee have been aligned with the amendments made to the Listing Regulations.

The Committee is empowered to opine, in respect of the services rendered by a Director in professional capacity, whether such Director possesses requisite qualification for the practice of the profession.

The Committee has also formulated the criteria for determining the qualifications, positive attributes and independence of a Director and recommended to the Board a Policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.

The Committee also carries out a separate exercise to evaluate the performance of individual Directors. Feedback is sought by way of well-structured questionnaires covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its Committees, Board culture, areas of responsibility, execution and performance of specific duties, obligations and governance, compliance, oversight of Company’s subsidiaries, and performance evaluation is carried out based on the responses received from the Directors.

Compliance Officer:

Mr. Jayesh Ahire is appointed as Company Secretary and Compliance Officer of the Company w.e.f. 1st August, 2020 to comply with the requirements of Companies Act, Securities Laws, Listing Regulations and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2016.

- **Risk Management Committee:**

Risk Management Committee was constituted voluntarily by the Company in conformity with the provisions of Companies Act, 2013 and Regulation 21 of the SEBI Listing Regulations. The Company's risk-management strategy is to identify, assess and mitigate any significant risks. The Committee reviews and monitors the risk management plan and ensures its effectiveness. It lays down various risk mitigating practices that your Company is required to implement in the Company.

Composition and category of Directors:

Name of Directors	Category	Designation
Dhara Brahmhatt	Managing Director	Chairman
Mamatha Shetty	Independent Director	Member
Dharmesh Belani*	Independent Director	Member
Manish Joshi**	Independent Director	Member

* Mr. Dharmesh Belani ceased to be the member w.e.f. 28/02/2020.

** Mr. Manish Joshi was appointed as a member of the committee w.e.f. 28/02/2020.

Terms of Reference:

- To review and monitor the Risk Management Policies and Procedures;
- To review the Risk Monitoring System;
- To report critical risks to the Board in detail on yearly basis;
- To review and verify adherence to various risk parameters set-up for various Operations/ Functions;
- To undertake such other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

PERFORMANCE EVALUATION:

The Board has laid down policy for evaluation of Board, Committees and Independent Directors which sets out performance evaluation criteria as under:

1. For Board as a Whole:

- Laying down strategic roadmap for the Company;
- Annual Plans;
- Growth attained by the Company;
- Effectiveness in ensuring statutory compliances and discharging its duties;
- Identification, monitoring & mitigation of significant corporate risks;
- Laying down terms of reference and reviewing committees working, etc.

2. For Chairman:

- Providing and guidance and counsel to Executive Management;
- Effectiveness;
- Providing overall direction to Board towards achieving company's objective;
- Maintaining balance between the views of different Board Members;
- Conducting Board Meetings and Shareholders Meeting in effective and orderly manner, etc.

3. For Executive Directors:

- Level of skill, knowledge and core competence;
- Performance and achievement in comparison to budget and operating plans;
- Discharging duties/ responsibilities towards all stakeholders;
- Adherence to ethical standards of integrity;
- Reviewing / Monitoring Executive Management, etc.

4. For Independent Directors:

- Providing independent judgment on strategy;
- Performance;
- Risk Management;
- Devotion of sufficient time for informed decision making;
- Safeguarding interests of all stakeholders;
- Exercising duties in bona fide manner;
- Objectivity & constructiveness while exercising duties, etc.

5. For Committees:

- Effectiveness in discharging duties and functions conferred,
- Setting up and implementation of various policies,
- Periodicity of meetings
- Attendance and participation of committee members
- Guidance to the Board on various matters coming under the committee's purview etc.

INDEPENDENT DIRECTORS:

As defined in the Companies Act, 2013 and the Listing Regulations the term 'Independent Directors' mean directors who apart from receiving director's remuneration, do not have any other material pecuniary relationship or transactions with the company, its promoters, its management or its subsidiaries, which in judgment of the board may affect independence of judgment of the directors. Section 149(6) of the act stipulates the criteria for a candidate that ensures highest standards of integrity, while also preventing any conflict of interest. The provisions seek to ensure the autonomy of the appointee to facilitate effective discharge of duties such as upholding shareholders' interest, upholding corporate governance standards, among others. We strongly follow by the definition of independent director.

Appointment & Tenure:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment for the second term on passing of a special resolution by the Company.

No Independent director shall hold office for more than two consecutive terms but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent director shall not during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Declarations Received:

The Independent Directors of your Company have given the certificate of independence to your Company stating that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013.

Meeting & Attendance:

Name of the Committee Members	Attendance at the Meetings (2019-2020)
	12/12/2019
Dharmesh Belani	Yes
Mamatha Shetty	Yes
Manish Joshi	Yes

The Independent Directors met once during the year under review, without the attendance of Non-Independent Directors and members of Management. All Independent Directors were present at the meeting and they have reviewed the performance of non-independent directors and the Board, performance of the Chairman and information flow structure of the Company.

REMUNERATION TO DIRECTORS/ KMP/ SMP:

Pecuniary Relationship of Non-Executive Directors:

The Company has no pecuniary relationship or transaction with its Non-Executive & Independent Directors other than payment of sitting fees to them for attending Board and Committee meetings and Commission as approved by members for their invaluable services to the Company.

Details of Remuneration paid to Directors:

The executive directors of the Company are entitled to an annual / half yearly variable pay, which is subject to the achievement of certain fiscal milestones by the Company as determined by the Board.

Details of remuneration paid to Directors for the Financial Year 2019 - 2020 is as under:

Name of the Director/ KMPs	Sitting Fees (Rs.)	Salary & Perquisites (Rs.)	Commission (Rs.)	Total (Rs.)
Ms. Dhara Brahmhatt	-	5,40,000	-	5,40,000
Ms. Mamatha Shetty	-	-	-	-
Ms. Manali Bhuva	-	-	-	-
Mr. Deepak Apraj	-	3,55,533	-	3,55,533

The Non-Executive Directors are only entitled to receive sitting fees for attending the meetings of Board and Committee thereof. Fees and compensation, if any, paid to any Non-Executive Director, including Independent Director, is fixed by the Board of Directors and is previously approved by the shareholders at the general body meeting.

Criteria of making payments to all the Directors are disclosed in the Policy i.e. Nomination and Remuneration Policy and the same is also made available on the company's website at <http://gemstoneltd.com/wp-content/uploads/2016/04/Nomination-and-Remuneration-Policy-1.pdf>

Stock option details:

No stock options have been granted to Directors during the year. Further, the Non-Executive Directors and Independent Directors are not entitled to any stock options.

Service contracts, notice period, severance fees:

All appointments are terminable by notice on either side. The agreement with Managing Director is normally done for 5 years. Further, either party to the agreement is entitled to terminate the Agreement by giving not less than three months' notice in writing to the other party or for salary in lieu of notice for such period.

GENERAL SHAREHOLDER INFORMATION:

General Body Meetings:

The details of Special Resolutions passed at the Annual General Meetings held in last 3 years are as under:

Financial Year	Venue	Date & Time	Special Resolution
2018-19	502-B, Padmavati Heights, 5 th Floor, X Central Mall, Shradhanand Road Ext, Vile Parle (E), Mumbai - 400 057.	25 th September, 2019 at 4.00 pm	-
2017-18	502-B, Padmavati Heights, 5 th Floor, X Central Mall, Shradhanand Road Ext, Vile	28 th September, 2018 at 9.30 a.m.	1. Increase remuneration to be paid to Ms. Dhara Brahmhatt. 2. Change of Designation of Mr. Manish

	Parle (E), Mumbai – 400 057.		Joshi from Non-Executive Director to an Independent Director.
2016-17	502-B, Padmavati Heights, 5 th Floor, X Central Mall, Shradhanand Road Ext, Vile Parle (E), Mumbai – 400 057.	14 th September, 2017 at 9.30 a.m.	<ol style="list-style-type: none"> Increase the Borrowing Limits under section 180 (1) (c) of the Companies Act, 2013. Approval for payment of commission to Non-Executive Directors for a period of five years commencing from April 01, 2017.

Postal Ballot:

During the year under review, no resolution has been passed through postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through postal ballot.

Financial Year : **1st April, 2020 to 31st March, 2021**

Financial Calendar :

Adoption of Quarterly Results for the Quarter ending	Tentative date of the Meeting of the Board of Directors
30 th June, 2019	On or Before 30.09.2020
30 th September, 2019	On or before 14.11.2020
31 st December, 2019	On or before 14.02.2021
31 st March, 2020	On or before 30.05.2021

Book closure : 18th December, 2020 to 24th December, 2020
Cut-off date for the purpose of e-voting : 17th December, 2020
E-voting period : 21st December, 2020 to 23rd December, 2020
Date of the AGM : 24th December, 2020
Time of the AGM : 10.30 a.m.
Venue of the AGM : 502-B, Padmavati Heights, 5th Floor, Shradhanand Road Ext, Vile Parle (East), Mumbai – 400 057.
Listing on Stock Exchange : BSE Limited
Scrip Code : 531137
Depositories : National Securities Depository Limited;
Central Depository Services (India) Limited

The Company's shares are admitted into both the depositories viz National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) and the ISIN allotted for the equity shares of the Company is **INE503D01027**.

Fees: The Listing Fee for the Financial Year 2020 – 2021 is already paid to BSE. The Company has also paid annual custodial fees for the financial year 2020-2021 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share Transfer Agent:

Particulars	Details
Name	Link Intime India Pvt. Ltd. (formerly known as Sharex Dynamic (India) Pvt. Ltd.)
Address	C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083
Contact no.	Tel No.: 022-28515606 / 022 - 49186270

	Fax No.: 022-49186060
Email	support@sharexindia.com rnt.helpdesk@linkintime.co.in

Compliance Officer : Jayesh Ahire
Correspondence Address : 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext, Vile Parle (E), Mumbai – 400 057.
Contact no. : 022-65102060 / 72089 92060
Email ID : gemstoneltd@gmail.com
Website : www.gemstoneltd.com

Share Transfer System:

The share transfer activities in respect of the shares in physical mode are carried out by **M/s. Link Intime India Pvt. Ltd. (formerly known as Sharex Dynamic (India) Pvt. Ltd.)**. The shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respect.

The Board of Directors of your Company have delegated the authority to approve the transfer of shares, transmission of shares, or requests for deletion of name of the shareholder, etc., to the designated officials of your Company. The transactions requiring issuance of new share certificates are approved by the Shareholder’s Relationship Committee of the Board of directors of your Company.

A summary of approved transfers, transmissions, deletion requests, etc., are placed before the Board of Directors from time to time as per Listing Regulations. Your Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Listing Regulations and files a copy of the said certificate with BSE.

Distribution of Shareholding as on 31st March, 2020:

No. of Equity Shares	No. of Shareholders	% of Shareholders	Total Amount	% of Amount
Up to 5000	1,310	79.25	17,17,806	2.29
5001 to 10000	93	5.63	7,53,656	1.01
10001 to 20000	80	4.84	11,47,667	1.54
20001 to 30000	21	1.27	5,50,475	0.74
30001 to 40000	28	1.69	10,23,029	1.37
40001 to 50000	24	1.45	11,51,041	1.54
50001 to 100000	24	1.45	19,50,525	2.61
100001 to above	73	4.42	6,64,55,801	88.90
Total	1,653	100.00	7,47,50,000	100.00

Share Price Data:

Month	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2019	0.85	0.73	4,38,775
May, 2019	0.76	0.76	2,12,280
June, 2019	0.79	0.73	6,27,500
July, 2019	0.76	0.76	86,895
August, 2019	0.76	0.75	132

September, 2019	0.72	0.70	4,389
October, 2019	0.76	0.67	2,83,198
November, 2019	0.70	0.64	12,522
December, 2019	0.64	0.64	150
January, 2020	0.64	0.60	2,714
February, 2020	0.58	0.56	25,247
March, 2020	0.54	0.48	15,403

Categories of Shareholders as on 31st March, 2020:

Sr. No	Particulars	No. of Shares	% of Holding
(A)	Promoter(s) Holding		
1.	Promoter (s)		
	a. Individuals	8,000	0.01
	b. Foreign Promoters	----	----
2.	Persons acting in concert	----	----
	Sub Total	8,000	0.01
(B)	Non-Promoters Holding		
3.	Institutional Investors		
	a. Mutual Funds & UTI	---	---
	b. Banks, Financial Inst, Insurance Company (Central/ State Govt. Inst/ Non-Govt. Inst)	---	---
	d. FII (s)	---	---
	Sub Total	---	---
4.	Non Institutions		
	a. Individual shareholders holding nominal share capital upto Rs. 2 lakhs	93,25,100	12.48
	b. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	1,84,10,022	24.63
	c. Clearing Members	5,68,546	0.76
	d. Any other (Body Corporate)	4,54,56,043	60.81
	e. Others	59,850	0.08
	Sub Total	74,742,000	99.99
	GRAND TOTAL (A) + (B)	74,750,000	100.00

Dematerialisation of Shares:

As on 31st March, 2020, 7,42,50,150 equity shares representing 99.33% of the total equity share capital of the Company were held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL). The break-up of equity shares held in physical and dematerialized form as on 31st March, 2020 is appended below:

Mode of Holding	No. of Shares	% of Share Capital
Held in Dematerialized form in NSDL	1,76,21,702	23.57
Held in Dematerialized form in CDSL	5,66,28,448	75.76
Physical	4,99,850	0.67

Reconciliation of Share Capital Audit Report:

As stipulated by SEBI, a qualified Practicing Company Secretary conducts Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are listed. The audit

confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

Means of Communication:

In accordance with Regulation 46 of the SEBI Listing Regulations, the Company has maintained a functional website at www.gemstoneltd.com containing information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, details of the policies approved by the Company, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances etc. The contents of the said website are updated from time to time.

Quarterly, half-yearly and annual financial results of the Company were published in leading English and vernacular language newspaper which are national and local dailies respectively.

Outstanding GDRS/ ADRS/ Warrants/ Convertible Instruments and Their Impact on Equity:

Your Company does not have outstanding GDRs/ ADRs/ Warrants/ Convertible Instruments as on 31st March, 2019.

DECLARATION ON CODE OF CONDUCT

**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.

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, 2019, 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/-

Manali Bhuva

Chairman

DIN: 01818201

Place: Mumbai

Date: 30th November, 2020

CERTIFICATE ON VERIFICATION OF DEBARMENT OR DISQUALIFICATION OF DIRECTORS

Pursuant to Regulation 34(3) read with Para C [10(i)] of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Members,

Gemstone Investments Limited

502 – B, Padmavati Heights, 5th Floor,
Shraddhanand Road Ext, Vile Parle (E),
Mumbai – 400 057.

On the basis of verification of undertakings provided by all the directors appointed on the Board of Directors of **Gemstone Investments Limited** (“the Company”), on non-applicability of Section 164(1) and Section 164(2) of the Companies Act, 2013, we hereby certify that none of the directors of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by Ministry of Corporate Affairs, Securities and Exchange Board of India or any such statutory authority during the financial year ended on 31st March, 2020.

For M/s. JCA & Co.

Company Secretaries

Sd/-

Chirag Jain

Partner

Membership No. 30850

CP No. 13687

UDIN: A030850B001288051

Date: 23/11/2020

Place: Mumbai

MD/CFO CERTIFICATION

[Pursuant to regulation 17(8) of SEBI (LODR) Regulations, 2015]

In terms of regulation 17(8) of SEBI (LODR) Regulations, 2015, Ms. Dhara Brahmhatt, Managing Director and Mr. Deepak Apraj, Chief Financial Officer of the Company has certified to the Board that:

- A. We have reviewed Financial Statements and Cash Flow Statement for the year ended 31/03/2020 and that to the best of our knowledge and belief:
 - 1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and steps have been taken to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee that:
 - 1. There has not been any significant change in internal control over financial reporting during the year;
 - 2. There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - 3. We are not aware of any instances during the year of significant fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Dhara Brahmhatt
Managing Director
DIN: 06433270

Sd/-
Deepak Apraj
Chief Financial Officer

Place: Mumbai
Date: 30th November, 2020

AUDITOR'S REPORT

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

To

The Board of Directors

Gemstone Investments Limited

502-B, Padmavati Heights, 5th Floor,

Shraddhanand Road Ext,

Vile Parle (East), Mumbai – 400 057.

1. We have audited the accompanying financial statements of Gemstone Investments Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2020, 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 14th July, 2020.
2. 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:
 - a) 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, 2020, 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, 2019 has passed a resolution for non-acceptance of any public deposits during the year ended 31st March, 2020.
 - e) The company has not accepted any public deposits during the year ended 31st March, 2020.
 - 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.

UDIN: 20122993AAAAAN6824

For Tejas Nadkarni & Associates

Chartered Accountants

Sd/-

Tejas Nadkarni

Proprietor

Mem. No.: 122993

Firm Reg. No.:135197W

Place: Mumbai

Date: 14th July, 2020

INDEPENDENT AUDITOR'S REPORT

To,
The Members of Gemstone Investments Limited

Report on Financial Statements

We have audited the accompanying financial statements of **Gemstone Investments Limited ("the Company")**, which comprise the Balance Sheet as at 31st March, 2020, and 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.

Management's Responsibility for the financial statements

Management is responsible for the matter stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control 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 financial statements based on our audit. Subject to the matters discussed in this report, we conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Companies (Auditor's Report) Order, 2016 (CARO)

As required by the Companies (Auditor's Report) Order, 2016 (CARO) issued by the Central Government in terms of Sub Section (11) of Section 143 the Companies Act, 2013 ("the Act") we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required, 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, 2020, its Profit and its Cash flows for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure - A** a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31st March, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For Tejas Nadkarni & Associates

Chartered Accountants

Sd/-

Tejas Nadkarni

Proprietor

Mem. No.: 122993

Firm Reg. No.:135197W

Place: Mumbai

Date: 14th July, 2020

ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of GEMSTONE INVESTMENTS LIMITED for the year ended 31st March, 2020.

On the basis of the information and explanation given to us during the course of our audit, we report that:

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

(b) These fixed assets have been physically verified by the management at reasonable intervals there was no material discrepancies were noticed on such verification.

(c) Total Assets of company includes immovable property also and the title deeds of immovable properties are held in the name of the company.
2. According to information and explanation given to us, the company is Non-Banking Finance Company which does not carry any inventory.
3. The Company has not granted loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 during the year.

(a) All terms and conditions are as per the benefits of company and are not prejudicial to the company's interest;

(b) Schedule of repayment of principal and interest has been stipulated and receipts are regular;

(c) There is no such amount which is overdue more than 90 Days of above mentioned loan;
4. In respect of loans, investments, guarantees, and security all mandatory provisions of Section 185 of the Companies Act, 2013 have been complied with. 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.
6. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.
7. (a) The Company is regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.

(b) Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have been deposited on time there is no dispute is pending on the part of company.
8. 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 doesn't raise any money by way of initial public offer or further public offer (including debt instruments).
10. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

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. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
13. The Company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
14. The Company hasn't entered into any non-cash transactions with directors or persons connected with him.
15. The Company is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Tejas Nadkarni & Associates

Chartered Accountants

Sd/-

Tejas Nadkarni

Proprietor

Mem. No.: 122993

Firm Reg. No.:135197W

Place: Mumbai

Date: 14th July, 2020

ANNEXURE B TO THE AUDITORS' REPORT

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF GEMSTONE INVESTMENTS LIMITED

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Gemstone Investments Limited ('the Company')**, as of 31st March, 2020 in conjunction with our audit of the 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 "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 Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operation 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We have conducted audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both issued by the Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the 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 material 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 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 controls over financial reporting of future periods are subject to the risk that 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 operation effectively as at 31st March, 2020. However, the Company is in the process of establishing the internal control over financial reporting criteria 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 Tejas Nadkarni & Associates

Chartered Accountants

Sd/-

Tejas Nadkarni

Proprietor

Mem. No.: 122993

Firm Reg. No.:135197W

Place: Mumbai

Date: 14th July, 2020

BALANCE SHEET AS AT 31ST MARCH, 2020

(Amt. in Rs.)

	Particulars	Note no.	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
I	ASSETS				
	NON CURRENT ASSETS				
a	Property, plant and equipment	4	25,46,998	30,05,547	34,64,096
b	Intangible assets	5	3,24,067	4,36,167	5,48,267
c	Financial Assets				
	(i) Investments	6	-	1,67,00,730	1,67,00,730
	(ii) Loans	7	-	-	1,09,00,000
d	Current Tax Assets (net)	8	1,07,95,186	98,05,989	74,46,264
e	Other Non-Current Assets		-	-	-
	Total Non-Current assets		1,36,66,251	2,99,48,433	3,90,59,357
	Current Assets				
a	Inventories		-	-	-
b	Financial assets				
	(i) Trade Receivables	9	27,480	27,480	28,542
	(ii) Cash and cash Equivalents	10	24,65,864	22,27,249	26,60,600
	(iii) Loans	7	20,28,41,984	20,58,78,404	20,36,71,436
	(iv) Other Financial Assets	11	40,343	2,45,261	2,43,796
C	Other Current Assets	12	2,50,37,195	2,50,34,181	2,50,45,274
	Total Current Assets		23,04,12,866	23,34,12,575	23,16,49,648
	TOTAL ASSETS		24,40,79,117	26,33,61,008	27,07,09,005
II	EQUITY AND LIABILITIES				
	EQUITY				
a	Equity Share Capital	13	7,47,50,000	7,47,50,000	7,47,50,000
b	Other Equity	14	15,74,91,295	16,68,27,001	15,87,59,739
	Total Equity		23,22,41,295	24,15,77,001	23,35,09,739
	LIABILITIES				
	Non- Current Liabilities				
a	Financial Liabilities				
	(i) Borrowings	15	9,82,918	15,68,163	37,97,614
	(ii) Other Financial Liabilities		-	-	-
	(iii) Deferred Tax Liabilities (net)	16	1,54,039	2,06,319	1,09,395
b	Provisions		-	-	-
	Total Non-Current Liabilities		11,36,957	17,74,482	39,07,009
	Current Liabilities				
a	Financial Liabilities				
	(i) Borrowings	15	-	99,35,096	2,58,93,835
	(ii) Trade Payables		-	-	-
	(iii) Other Financial Liabilities		-	-	-
b	Other Current Liabilities	17	19,08,832	22,77,029	26,50,840
c	Provisions	18	87,92,033	77,97,400	47,47,582
	Total Current Liabilities		1,07,00,865	2,00,09,525	3,32,92,257
	Total Liabilities		1,18,37,822	2,17,84,007	3,71,99,266
	TOTAL EQUITY AND LIABILITIES		24,40,79,117	26,33,61,008	27,07,09,005

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For Tejas Nadkarni & Associates
 Chartered Accountants
 FRN: 135197W
 Sd/-
 Tejas Nadkarni
 Proprietor
 Mem. no. 122993
 Place: Mumbai
 Date: 14/07/2020
 UDIN: 20122993AAAAAN6824

Sd/-
 Dhara Brahmabhata
 Managing Director
 DIN: 0643270

Sd/-
 Manali Bhuvra
 Director
 DIN: 01818201

Sd/-
 Deepak Apraj
 Chief Financial Officer

Sd/-
 Richa Shah
 Company Secretary

STATEMENT OF PROFIT LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

(Amt. in Rs.)

	PARTICULARS	Note no.	Year ended 31/03/2020	Year ended 31/03/2019
I	INCOME			
	Revenue from Operations	19	2,00,46,966	2,33,00,237
	Other Income	20	51,144	9,000
	Total income		2,00,98,110	2,33,09,237
II	EXPENSES			
	Costs of Construction/Development		-	-
	Changes in inventories of finished goods, stock in trade and work in progress		-	-
	Employee benefits Expense	21	22,71,984	40,22,522
	Finance Costs	22	5,64,961	23,15,854
	Depreciation and Amortisation Expenses	23	5,70,649	5,70,649
	Other Expenses	24	67,61,481	51,91,609
	TOTAL EXPENSES		1,01,69,075	1,21,00,634
	Profit / (Loss) before tax		99,29,035	1,12,08,603
	Tax Expense			
	(i) Current Tax		(25,77,500)	(30,44,418)
	(ii) Deferred Tax (Charge) / Credit		52,280	(96,924)
	(iii) Excess/(short) provision for taxation in respect of earlier years		-	-
	Profit / (Loss) for the year		74,03,815	80,67,261
	Transfer to Statutory Reserve		(14,80,763)	(16,13,452)
	Profit / (Loss) for the period after appropriations		59,23,052	64,53,809
	Other Comprehensive Income for the year		-	-
	Total Comprehensive Income for the year		59,23,052	64,53,809
	Earnings per share of nominal value of Re. 1/- each. (Basic and Diluted)	25	0.08	0.09

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For Tejas Nadkarni & Associates

Chartered Accountants

FRN: 135197W

Sd/-

Tejas Nadkarni

Proprietor

Mem. no. 122993

Place: Mumbai

Date: 14/07/2020

UDIN: 20122993AAAAAN6824

Sd/-

Dhara Brahmhatt

Managing Director

DIN: 0643270

Sd/-

Manali Bhuva

Director

DIN: 01818201

Sd/-

Deepak Apraj

Chief Financial Officer

Sd/-

Richa Shah

Company Secretary

CASHFLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(Amt. in Rs.)

	PARTICULARS	31/03/2020	31/03/2019
I	CASHFLOWS ARISING FROM OPERATING ACTIVITIES		
	Net Profit / (loss) before taxation as per Statement of Profit & Loss	99,29,035	1,12,08,603
	Adjustments for:		
	Finance Costs	5,64,961	23,15,854
	Depreciation and amortisation	5,70,649	5,70,649
	Bad Debts Written off	2875001	10,44,846
	Operating Profits before working capital changes	1,39,39,646	1,51,39,952
	Inflow/(Outflow) on account of:		
	(Increase) / decrease in inventories	-	-
	(Increase) / Decrease in Trade Receivables and Other Receivables	(26,73,097)	(10,34,156)
	Increase / (Decrease) in Trade Payables and Other Payables	(3,75,646)	(3,68,410)
	Direct Taxes Paid	(26,03,406)	(23,59,725)
	Net Cash flow from Operating Activities	82,87,497	1,13,77,661
II	CASHFLOW ARISING FROM INVESTING ACTIVITIES		
	Inflow/(Outflow) on account of:		
	(Increase) / Decrease in loans given	30,36,420	86,93,032
	Net Cashflow from Investing Activities	30,36,420	86,93,032
III	CASHFLOW ARISING FROM FINANCING ACTIVITIES		
	Inflow/(Outflow) on account of:		
	Proceeds from short / long term borrowings	(1,05,20,341)	(1,81,88,190)
	Finance Costs Paid	(5,64,961)	(23,15,854)
	Net Cash flow from Financing Activities	(1,10,85,302)	(2,05,04,044)
	Net increase / (decrease) in cash and cash equivalents (I+II+III)	2,38,615	(4,33,350)
	Add: Balance at the beginning of the year	22,27,249	26,60,600
	Cash and Cash Equivalents at the end of the year	24,65,864	22,27,249
	Components of cash and cash equivalents (refer note 10)		
	Cash on hand	4,970	8,413
	Balances with banks (in current and escrow accounts)	24,60,894	22,18,836
		24,65,864	22,27,249

Note: The Cash Flow Statement has been prepared under indirect method as set out in Indian Accounting Standard (Ind AS - 7) statement of cash flows.

The accompanying notes are an integral part of these standalone financial statements.
As per our report of even date

For and on behalf of the Board of Directors

For Tejas Nadkarni & Associates
Chartered Accountants

FRN: 135197W

Sd/-

Tejas Nadkarni

Proprietor

Mem. no. 122993

Place: Mumbai

Date: 14/07/2020

UDIN: 20122993AAAAAN6824

Sd/-

Dhara Brahmhatt

Managing Director

DIN: 0643270

For Gemstone Investments Limited

Sd/-

Manali Bhuva

Director

DIN: 01818201

Sd/-

Deepak Apraj

Chief Financial Officer

Sd/-

Richa Shah

Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

EQUITY SHARE CAPITAL AND OTHER EQUITY							
A. EQUITY SHARE CAPITAL							
PARTICULARS	AMOUNT (Rs.)						
Balance at 1 st April, 2018	7,47,50,000						
Total comprehensive income for the year	-						
Balance at 31 st March, 2019	7,47,50,000						
Total comprehensive income for the year	-						
Balance at 1 st April, 2019	7,47,50,000						
Total comprehensive income for the year	-						
Balance at 31 st March, 2020	7,47,50,000						
B. OTHER EQUITY							
RESERVE AND SURPLUS							
Particulars	Capital Reserves	Investment Fluctuation Reserve	Securities Premium Account	Statutory Reserve	Provision for Diminution in the value of Investments	Retained Earnings	Total
Balance at 1st April, 2018	36,93,336	42,33,202	11,65,50,000	1,13,36,688	-	2,29,46,515	15,87,59,739
Changes in accounting Policy or prior period errors	-	-	-	-	-	-	-
Profit and Loss for the year	-	-	-	-	-	80,67,261	80,67,261
Total comprehensive income for the year	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-
Re-measurement of net defined benefit recognised in other comprehensive income	-	-	-	-	-	-	-
Transfer to/from General Reserve	-	-	-	16,13,452	-	(16,13,452)	-
Balance at 31st March, 2019	36,93,336	42,33,202	11,65,50,000	1,29,50,140	-	2,94,00,324	16,68,27,001
Balance at 1st April, 2019	36,93,336	42,33,202	11,65,50,000	1,29,50,140	-	2,94,00,324	16,68,27,001
Changes in accounting Policy or prior period errors	-	-	-	-	-	-	-
Profit and Loss for the year	-	-	-	-	-	74,03,815	74,03,815
Short provision for taxation in respect of earlier years	-	-	-	-	-	(38,791)	(38,791)
Total comprehensive income for the year	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-
Re-measurement of net defined benefit recognised in other comprehensive income	-	-	-	-	-	-	-
Transfer to/from General Reserve	-	-	-	14,80,763	-	(14,80,763)	-
Other Adjustments	-	-	-	-	(1,67,00,730)	-	(1,67,00,730)
Balance at 31st March, 2020	36,93,336	42,33,202	11,65,50,000	1,44,30,903	(1,67,00,730)	3,52,84,585	15,74,91,295

The accompanying notes are an integral part of these standalone financial statements.
As per our report of even date

For and on behalf of the Board of Directors

For Tejas Nadkarni & Associates
Chartered Accountants
FRN: 135197W
Sd/-
Tejas Nadkarni
Proprietor
Mem. no. 122993
Place: Mumbai
Date: 14/07/2020
UDIN: 20122993AAAAAN6824

Sd/-
Dhara Brahmhatt
Managing Director
DIN: 0643270

Sd/-
Manali Bhuva
Director
DIN: 01818201

Sd/-
Deepak Apraj
Chief Financial Officer

Sd/-
Richa Shah
Company Secretary

For Gemstone Investments Limited

COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1.1	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.
1.2	The financial statements are approved for issue by the Company's Board of Directors on 14 th July, 2020.
2	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. The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarized in Note 37. 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 hitherto in use.
a	Historical Cost Convention The financial statements have been prepared on historical cost basis, except for the following: i. certain financial assets and liabilities that have been measured at fair value ii. assets held for sale - measured at lower of carrying amount or fair value less cost to sell. iii. defined benefit plans - plan assets measured at fair value.
b	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: i. It is expected to be realised or intended to sold or consumed in normal operating cycle ii. Its is held primarily for the purpose of trading iii. It is expected to be realised within twelve months after the reporting period, or iv. 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: i. It is expected to be settled in normal operating cycle ii. It is held primarily for the purpose of trading iii. It is due to be settled within twelve months after the reporting period, or iv. 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.
3.1	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.
3.2	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	<p>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.</p> <table border="1"> <thead> <tr> <th>Asset Category</th> <th>Estimated useful life (in years)</th> </tr> </thead> <tbody> <tr> <td>Furniture and Fixture</td> <td>10</td> </tr> <tr> <td>Vehicles</td> <td>8</td> </tr> <tr> <td>Office Equipment</td> <td>5</td> </tr> <tr> <td>Computer server and network system</td> <td>6</td> </tr> <tr> <td>Computer desktops and laptops</td> <td>3</td> </tr> </tbody> </table>	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
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												
3.3	<p>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.</p>												
3.4	<p>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.</p>												
3.5	<p>FINANCIAL INSTRUMENTS</p>												
3.5.1	<p>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.</p>												
3.5.2	<p>Subsequent measurement</p>												
a	<p>Non-derivative financial instruments</p>												
i.	<p>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.</p>												
ii.	<p>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.</p>												
iii.	<p>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.</p>												
iv	<p>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.</p>												
v	<p>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.</p>												
3.5.3	<p>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.</p>												

3.5.4 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.

3.6 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.

3.7 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.

3.8 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.

3.9 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.

3.10 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.

3.11 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:

- * Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- * 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.

3.12 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

NOTE NO. 4					
PROPERTY, PLANT AND EQUIPMENT					(Amt. in Rs.)
Particulars	Furniture & Fixtures	Vehicles	Office Equipments	Computers and Laptops	Total
Cost or deemed cost					
Balance at 1 st April, 2018	2,78,145	48,88,344	1,35,770	1,18,000	54,20,259
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Balance as at 31 st March, 2019	2,78,145	48,88,344	1,35,770	1,18,000	54,20,259
Accumulated Depreciation					
Balance at 1 st April, 2018	1,16,528	17,12,833	1,24,429	2,374	19,56,163
Eliminated on disposal of assets	-	-	-	-	-
Depreciation expense	16,413	4,18,728	988	22,420	4,58,549
Balance as at 31 st March, 2019	1,32,941	21,31,561	1,25,417	24,794	24,14,712
Carrying amount as on 1 st April, 2018	1,61,617	31,75,511	11,341	1,15,626	34,64,096
Carrying amount as on 31 st March 2019	1,45,204	27,56,783	10,353	93,206	30,05,547
PROPERTY, PLANT AND EQUIPMENT					
	Furniture & Fixtures	Vehicles	Office Equipments	Computers and Laptops	Total
Cost or deemed cost					
Balance at 1 st April, 2019	2,78,145	48,88,344	1,35,770	1,18,000	54,20,259
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Balance as at 31 st March, 2020	2,78,145	48,88,344	1,35,770	1,18,000	54,20,259
Accumulated Depreciation					
Balance at 1 st April, 2019	1,32,941	21,31,561	1,25,417	24,794	24,14,712
Eliminated on disposal of assets	-	-	-	-	-
Depreciation expense	16,413	4,18,728	988	22,420	4,58,549
Balance as at 31 st March, 2020	1,49,354	25,50,289	1,26,405	47,214	28,73,261
Carrying amount as on 31 st March 2020	1,28,791	23,38,055	9,365	70,786	25,46,998
NOTE NO. 5					
INTANGIBLE ASSETS				COMPUTER SOFTWARE	
Cost or deemed cost					
Balance at 1 st April, 2018					5,90,000
Additions					-
Disposals					-
Balance as at 31 st March, 2019					5,90,000
Accumulated Depreciation					
Balance at 1 st April, 2018					41,733
Eliminated on disposal of assets					-
Depreciation expense					1,12,100
Balance as at 31st March, 2019					1,53,833
Carrying amount as on 1 st April, 2018					5,48,267
Carrying amount as on 31 st March 2019					4,36,167
Cost or deemed cost					
Balance at 1 st April, 2019					5,90,000
Additions					-
Disposals					-
Balance as at 31 st March, 2020					5,90,000
Accumulated Depreciation					
Balance at 1 st April, 2019					1,53,833
Eliminated on disposal of assets					-
Depreciation expense					1,12,100
Balance as at 31 st March, 2020					2,65,933
Carrying amount as on 31 st March 2020					3,24,067

NOTE NO. 6			
INVESTMENTS			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Non-Current Investments (carried at deemed cost)			
A Investment in equity instruments (quoted)			
i RFL International Limited	1,07,513	1,07,513	1,07,513
ii Spectacle Industries Limited	1,50,93,217	1,50,93,217	1,50,93,217
Less: Provision for diminution in value of investments	(1,52,00,730)	-	-
Aggregate amount of quoted investments	-	1,52,00,730	1,52,00,730
B Investment in equity instruments (Unquoted)			
i Aishwarya Capital Services	15,00,000	15,00,000	15,00,000
Less: Provision for diminution in value of investments	(15,00,000)	-	-
Aggregate amount of un-quoted investments	-	15,00,000	15,00,000
Total Non-Current Investments (A+B)	-	1,67,00,730	1,67,00,730
Aggregate amount of quoted investments	1,52,00,730	1,52,00,730	1,52,00,730
Aggregate amount of unquoted investments	15,00,000	15,00,000	15,00,000
Aggregate provision for diminution in value of investments	(1,67,00,730)	-	-

NOTE NO. 7			
LOANS			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Non-Current			
Loan to others (unsecured)	-	-	1,09,00,000
Total Non - Current Loans	-	-	1,09,00,000
Current			
Loans to related parties (unsecured)	-	-	-
Loan to others (unsecured)	20,28,41,984	20,58,78,404	20,36,71,436
Total Current Loans	20,28,41,984	20,58,78,404	20,36,71,436

NOTE NO. 8			
Current Tax Assets			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Advance Tax paid	1,07,95,186	98,05,989	74,46,264
Total	1,07,95,186	98,05,989	74,46,264

NOTE NO. 9			
Trade Receivables			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Trade Receivables (unsecured)	27,480	27,480	28,542
Total	27,480	27,480	28,542

NOTE NO. 10			
Cash and Cash Equivalents			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Balances with banks:			
- in current and escrow accounts	24,60,894	22,18,836	26,55,513
- in deposit with maturity of less than three months	-	-	-
Cash on hand	4,970	8,413	5,087
Total	24,65,864	22,27,249	26,60,600

NOTE NO. 11			
Other Financial Assets			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Other receivables (Other than Trade Receivables)	40,343	2,45,261	2,43,796
Total	40,343	2,45,261	2,43,796

NOTE NO. 12			
Other Current Assets			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Other Advances	2,50,00,000	2,50,00,000	2,50,00,000
Prepaid Expenses	37,195	34,181	45,274
Total	2,50,37,195	2,50,34,181	2,50,45,274

NOTE NO. 13			
Equity Share Capital			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Authorised Share Capital			
10,00,00,000 (As at 31 st March, 2019- 10,00,00,000 ; As at 1 st April, 2018: 10,00,00,000) Equity Shares of Re. 1/- each	10,00,00,000	10,00,00,000	10,00,00,000
Issued and Subscribed Capital			
7,47,50,000 (As at 31 st March, 2019: 7,47,50,000 ; As at 1 st April, 2018: 7,47,50,000) Equity Shares of Re.1/- each fully paid up	7,47,50,000	7,47,50,000	7,47,50,000
	7,47,50,000	7,47,50,000	7,47,50,000

13.1 Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period		
Fully paid equity shares	Number of Shares	Share Capital (Amt. in Rs.)
Balance at 1 st April, 2018	7,47,50,000	7,47,50,000
Add: Issued during the year	-	-
Less : Bought back/reduction during the year	-	-
Balance at 31 st March, 2019	7,47,50,000	7,47,50,000
Balance at 1 st April, 2019	7,47,50,000	7,47,50,000
Add: Issued during the year	-	-
Less : Bought back/reduction during the year	-	-
Balance at 31 st March, 2020	7,47,50,000	7,47,50,000

13.2 Details of shares held by each shareholders holding more than 5% shares						
Particulars	As at 31/03/2020		As at 31/03/2019		As at 1/04/2018	
	No. of Shares held	% holding	No. of Shares held	% holding	No. of Shares held	% holding
Heena Varde	-	-	-	-	40,00,000	5.35
Arcadia Share & Stock Brokers P Ltd	41,55,229	5.56	34,92,229	4.67	45,63,728	6.11
Lalita Exports Private Limited	39,40,647	5.27	39,40,647	5.27	39,40,647	5.27
Ashirwad Investments Pvt. Ltd.	50,30,039	6.73	50,30,039	6.73	50,30,039	6.73
Kaushik Shah Shares and Sec Pvt. Ltd.	60,00,000	8.03	60,00,000	8.03	60,00,000	8.03

13.3 Terms / Right attached to ordinary Equity Shares
The company has a single class of equity shares having a face value of Re. 1/- per share. The shareholders are entitled to receive dividend on their shares, as and when the same is declared by the Company. Each holder of equity share is entitled to one vote per share.
In the event of liquidation of 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.

NOTE NO. 14			
Other Equity			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Capital Reserves			
Balance at the beginning of the year	36,93,336	36,93,336	36,93,336
Add/(Less): Appropriation	-	-	-
Balance at the end of the year	36,93,336	36,93,336	36,93,336
Investment Fluctuation Reserve			
Balance at the beginning of the year	42,33,202	42,33,202	42,33,202
Add/(Less): Appropriation	-	-	-
Balance at the end of the year	-	42,33,202	42,33,202
Securities Premium Account			
Balance at the beginning of the year	11,65,50,000	11,65,50,000	11,65,50,000
Add/(Less): Appropriation	-	-	-
Balance at the end of the year	11,65,50,000	11,65,50,000	11,65,50,000
Statutory Reserve			
Balance at the beginning of the year	1,29,50,140	1,13,36,688	1,13,36,688
Add/(less): Transfer from General Reserve	14,80,763	16,13,452	-
Balance at the end of the year	1,44,30,903	1,29,50,140	1,13,36,688

Provision for Diminution in the value of Investments			
Balance at the beginning of the year	-	-	-
Add/(less): Provision made during the year	(1,67,00,730)	-	-
Balance at the end of the year	(1,67,00,730)	-	-
Retained Earnings			
Balance at the beginning of the year	2,94,00,324	2,29,46,515	2,29,46,515
Add/(less): Profit during the year	74,03,815	80,67,261	-
Short provision for tax in respect of earlier years	(38,791)	-	-
Transfer to Statutory Reserve	(14,80,763)	(16,13,452)	-
Balance at the end of the year	3,52,84,585	2,94,00,324	2,29,46,515
Total	15,74,91,295	16,68,27,001	15,87,59,739

NOTE NO. 15			
Non-Current Borrowings			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Term Loans from Financial Institutions (secured)			
Kotak Mahindra Prime Limited	9,82,918	15,68,163	20,97,614
Kotak Mahindra Investments Limited	-	-	17,00,000
Total Non-Current Borrowings	9,82,918	15,68,163	37,97,614
Current Borrowings			
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Unsecured Loans	-	99,35,096	2,58,93,835
Total Current Borrowings	-	99,35,096	2,58,93,835

NOTE NO. 16			
Deferred Tax Liabilities			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Deferred Tax Liabilities (net)	1,54,039	2,06,319	1,09,395
Total	1,54,039	2,06,319	1,09,395

NOTE NO. 17			
Other Current Liabilities			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Expenses and other payables	19,07,932	22,75,154	26,32,540
Statutory Dues	900	1,875	18,300
Total	19,08,832	22,77,029	26,50,840

NOTE NO. 18			
Other Current Liabilities			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	As at 01/04/2018
Provision for Tax	82,81,217	72,79,135	42,34,717
Contingent provision for standard assets	5,10,816	5,18,265	5,12,865
Total	87,92,033	77,97,400	47,47,582

NOTE NO. 19			
Revenue from operations			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	
Interest Income	2,00,46,966	2,22,56,964	
Bad Debt Recovery	-	10,43,273	
Total	2,00,46,966	2,33,00,237	

NOTE NO. 20			
Other Income			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	
Documentation Charges	-	9,000	
Interest on Income Tax refund	51,144	-	
Total	51,144	9,000	

NOTE NO. 21			
Employee Benefits Expenses			(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019	
Salaries, bonus	21,75,945	39,39,818	
Staff welfare expenses	96,039	82,704	
Total	22,71,984	40,22,522	

NOTE NO. 22		
Finance Costs		(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019
Interest on loans	5,64,134	23,14,491
Bank Charges	827	1,363
Total	5,64,961	23,15,854

NOTE NO. 23		
Depreciation and amortization expenses		(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019
Depreciation of property, plant and equipment	4,58,549	4,58,549
Depreciation of intangible assets	1,12,100	1,12,100
Total	5,70,649	5,70,649

NOTE NO. 24		
Other Expenses		(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019
Advertisement expenses	48,476	1,02,085
Audit Fees	35,000	30,000
Balances written off	28,75,001	10,44,846
Brokerage	13,70,662	17,36,646
Contingent provision for standard assets	(7449)	5,401
Professional and legal fees	13,91,113	12,78,787
Rent	5,28,000	5,04,000
Penalty	1,34,900	1,08,560
Membership Fees	5,900	47,200
Miscellaneous expenses	3,79,878	3,34,084
Total	67,61,481	51,91,609

NOTE NO. 25		
Earnings Per share (EPS)		(Amt. in Rs.)
Particulars	As at 31/03/2020	As at 31/03/2019
Basic EPS	0.08	0.09
Diluted EPS	0.08	0.09
25.1 Basic EPS		
The earnings and weighted average number of equity shares used in the calculation of basic and Diluted earnings per share are as follows		
Profit for the year attributable to the owners of the Company	59,23,052	64,53,809
Earnings used in the calculation of basic and diluted earnings per share	59,23,052	64,53,809
Weighted average number of equity shares for the purposes of basic and diluted earnings per share	7,47,50,000	7,47,50,000

NOTE NO. 26	
Related Party Disclosure	
As certified by management the company has not entered in to transactions with the related parties.	

NOTE NO. 27	
Contingent Liability	
In the opinion of the management of the company, the company does not have any liabilities, which have not been provided for.	

NOTE NO. 28	
In the opinion of the board of Directors of the Company, all the items of current assets, current liabilities & loans and advances continue to have a realizable value of at least the amount at which they are stated in the balance sheet.	

NOTE NO. 29	
Previous year figures have been regrouped/ reclassified wherever necessary, to make them comparable with current year figures in the financial statements.	

NOTE NO. 30	
Financial Risk Management Objectives	
The company is exposed to market risk, credit risk and liquidity risk. The company's management oversees the management of these risks. The company's board of directors review and agrees policies for managing each of these risks summarized below:	
1	Market Risk
a	Interest Rate Risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest	

	rates. The company's exposure to the risk of changes in market interest rates relates primarily to company's long term debt obligations with floating interest rates.
b	Interest rates on loans are fixed at the time of the giving loans. It takes care of the change in interest rate hike risk.
2	Credit Risk
	Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract leading to a financial loss. The company is not exposed to credit risk from its operating activities or trade receivables since the underlying assets can be repossessed by the company on default by the customer.
	Credit risk from balances with banks and inter corporate loans is managed by the company's treasury department in accordance with the company's policy.
3	Liquidity risk
	Liquidity 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 the liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.
	The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents is sufficient to meet its current requirements. Accordingly no liquidity risk is perceived.

NOTE NO. 31

Capital Management

The entity manages its capital to ensure that the entity will be able to continue as a going concern while maximizing the return to stakeholders through optimization of debt equity ratio.

The capital structure of the entity consists of net debt (Borrowings offset by cash and bank balances) and total equity of the group.

The entity's risk management committee reviews the capital structure of the entity on a semi-annual basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital.

The Company's adjusted net debt to equity ratio is analysed as follows:

	(Amt. in Rs.)	
	As at 31/03/2020	As at 31/03/2019
Secured Loan	9,82,918	15,68,163
Total Debt (A)	9,82,918	15,68,163
Equity Share Capital	7,47,50,000	7,47,50,000
Retained Earnings	15,74,91,295	16,68,27,001
Total Equity (B)	23,22,41,295	24,15,77,001
TOTAL (C=A+B)	23,32,24,213	24,31,45,164
Total loans and borrowings as a percentage of total capital (B/C)	99.58%	99.36%
Total equity as a percentage of total capital (A/C)	0.42%	0.64%

NOTE NO. 32

Financial Instruments

Fair Value Measurements

Particulars	31 st March, 2020			31 st March, 2019			1 st April, 2018		
	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
Financial Assets									
Other Financial Assets	-	-	40,343	-	-	2,45,261	-	-	2,43,796
Cash and cash equivalent	-	-	24,65,864	-	-	22,27,249	-	-	26,60,600
Loans	-	-	20,28,41,984	-	-	20,58,78,404	-	-	20,36,71,436
Trade Receivables	-	-	27,480	-	-	27,480	-	-	28,542
Total Financial assets	-	-	20,53,75,671	-	-	20,83,78,394	-	-	20,66,04,374
Financial Liabilities									
Borrowings	-	-	9,82,918	-	-	15,68,163	-	-	37,97,614
Trade payables	-	-	-	-	-	-	-	-	-
Other Financial liabilities	-	-	-	-	-	-	-	-	-
Total of Financial Liabilities	-	-	9,82,918	-	-	15,68,163	-	-	37,97,614

NOTE NO. 33**First time IND AS Adoption Reconciliations****(i) Effect of Ind AS adoption on the Balance Sheet as at 31st March, 2019 and 1st April, 2018**

Particulars	Notes	As at 31 st March, 2019 (End of last period presented under previous GAAP)			As at 1 st April, 2018 (Date of Transaction)		
		Previous GAAP	Effect of Transition to Ind AS	As per Ind AS balance sheet	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS balance sheet
Non-Current Assets							
(a) Property, plant and equipment	-	3,005,547	-	3,005,547	3,464,096	-	3,464,096
(b) Intangible Assets	-	436,167	-	436,167	548,267	-	548,267
(c) Financial assets:	-						
Investments	-	16,700,730	-	16,700,730	16,700,730	-	16,700,730
Loans	-	-	-	-	10,900,000	-	10,900,000
(d) Current tax assets (Net)	-	9,805,989	-	9,805,989	7,446,264	-	7,446,264
Total Non-Current Assets		29,948,433	-	29,948,433	39,059,357	-	39,059,357
Current Assets							
(a) Inventories	-	-	-	-	-	-	-
(b) Financial assets:	-						
(i) Trade receivables	-	27,480	-	27,480	28,542	-	28,542
(ii) Cash and cash equivalents	-	2,227,249	-	2,227,249	2,660,600	-	2,660,600
(iii) Loans	-	205,878,404	-	205,878,404	203,671,436	-	203,671,436
(iv) Other financial assets	-	245,261	-	245,261	243,796	-	243,796
(c) Other current assets	-	25,034,181	-	25,034,181	25,045,274	-	25,045,274
Total Current Assets		233,412,575	-	233,412,575	231,649,648	-	231,649,648
Total Assets		263,361,008	-	263,361,008	270,709,005	-	270,709,005
Equity							
(a) Equity share capital	-	74,750,000	-	74,750,000	74,750,000	-	74,750,000
-(b) Other equity	-	166,827,001	-	166,827,001	158,759,739	-	158,759,739
Total Equity		241,577,001	-	241,577,001	233,509,739	-	233,509,739
Non-Current Liabilities							
(a) Financial Liabilities							
(i) Borrowings	-	1,568,163	-	1,568,163	3,797,614	-	3,797,614
(ii) Deferred Tax Liability	-	206,319	-	206,319	109,395	-	109,395
Total Non-Current Liabilities		1,774,482	-	1,774,482	3,907,009	-	3,907,009
Current Liabilities							
(a) Financial Liabilities	-						
(i) Borrowings	-	9,935,096	-	9,935,096	25,893,835	-	25,893,835
(ii) Other financial liabilities	-	-	-	-	-	-	-
(b) Other current liabilities	-	2,277,029	-	2,277,029	2,650,840	-	2,650,840
(c) Provisions	-	7,797,400	-	7,797,400	4,747,582	-	4,747,582
Total Current Liabilities		20,009,525	-	20,009,525	33,292,257	-	33,292,257
Total Liabilities		21,784,007	-	21,784,007	37,199,266	-	37,199,266
Total Equity and Liabilities		263,361,008	-	263,361,008	270,709,005	-	270,709,006

The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note

(ii) Effect of Ind AS adoption on the Statement of Profit and Loss for the year ended 31st March, 2019

Particulars	Notes	As at 31 st March, 2019 (End of last period presented under previous GAAP)		
		Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet
Revenue from Operations		23,300,237	-	23,300,237
Other Income		9,000	-	9,000
Share of Profit / (Loss) in Firm		-	-	-
Total Income		23,309,237	-	23,309,237
Expenses:				
Costs Of Construction / Development		-	-	-
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress		-	-	-
Employee Benefits Expense		4,022,522	-	4,022,522
Finance Costs		2,315,854	-	2,315,854
Depreciation and Amortisation Expenses		570,649	-	570,649
Other Expenses		5,191,609	-	5,191,609

Total Expenses		12,100,634	-	12,100,634
Profit Before Tax		11,208,603	-	11,208,603
Tax Expense				
(1) Excess / (Short) provision for taxation in respect of earlier years		-	-	-
Profit for the Period		11,208,603		11,208,603
Total Other comprehensive Income		-	-	-
Total Comprehensive Income for the year		11,208,603		11,208,603

(iii) Effect of Ind AS adoption on the statement of cash flows for the year ended 31st March, 2019

Particulars	As at 31 st March, 2019 (End of last period presented under previous GAAP)
Cash and cash equivalents for the purpose of statement of cash flows as per previous GAAP	2,227,249
Effect of transition in IND AS	-
Cash and cash equivalents as per Ind AS for the purpose of statement of cash flows	2,227,249

Note 33.1. First Time Ind AS Adoption Reconciliations

Notes to effects of first time adoption of Ind AS on the Financial Statements

a) Under previous GAAP and after adopting IND AS for first time, there are no P&L effects for the period ended on 31st March, 2020 and 31st March 2019.

As per our report of even date

For and on behalf of the Board of Directors

For Tejas Nadkarni & Associates

Chartered Accountants

FRN: 135197W

Sd/-

Tejas Nadkarni

Proprietor

Mem. no. 122993

Place: Mumbai

Date: 14/07/2020

UDIN: 20122993AAAAAN6824

Sd/-

Dhara Brahmhatt

Managing Director

DIN: 0643270

Sd/-

Manali Bhuva

Director

DIN: 01818201

Sd/-

Deepak Apraj

Chief Financial Officer

Sd/-

Richa Shah

Company Secretary

GEMSTONE INVESTMENTS LIMITED

CIN: L65990MH1994PLC081749

Registered Office: 502-B, Padmavati Heights, 5th Floor, Shradhdhanand Road Ext., Vile Parle (East), Mumbai – 400 057.

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:

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

Name :	E-mail Id:
Address:	
Signature	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Thursday, 24th December, 2020 at 10.30 a.m. at the Registered Office of the Company situated at 502-B, Padmavati Heights, 5th Floor, Shradhdhanand Road Ext., Vile Parle (East), Mumbai – 400 057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Particulars of the Resolution	Vote	
		For	Against
1.	Adoption of Statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the Financial Year 31 st March, 2020.		
2.	Re-appointment of retiring Director Mr. Tarun Brahmabhatt (DIN: 07866769)		
3.	Regularization of appointment of Mr. Kushkumar Sharma (DIN: 08712337) as Non-Executive Independent Director of the Company.		
4.	Re-appointment of Ms. Dhara Brahmabhatt (DIN: 06433270) as the Managing Director of the Company.		

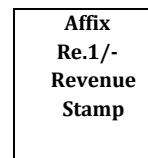
*It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the for or against column blank against any resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

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

Signed: ___ Day of _____, 2020

Signature of Shareholder:

Signature of Proxy holder(s):



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: 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext., Vile Parle (East), Mumbai – 400 057.

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

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

26th Annual General Meeting

I/ We hereby record my/ our presence at the 26th Annual General Meeting of the Company to be held on Thursday, 24th December, 2020 at 10.30 a.m. at the Registered Office of the Company situated at 502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext., Vile Parle (East), Mumbai – 400 057.

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:

(Member's /Proxy's Signature)

GEMSTONE INVESTMENTS LIMITED

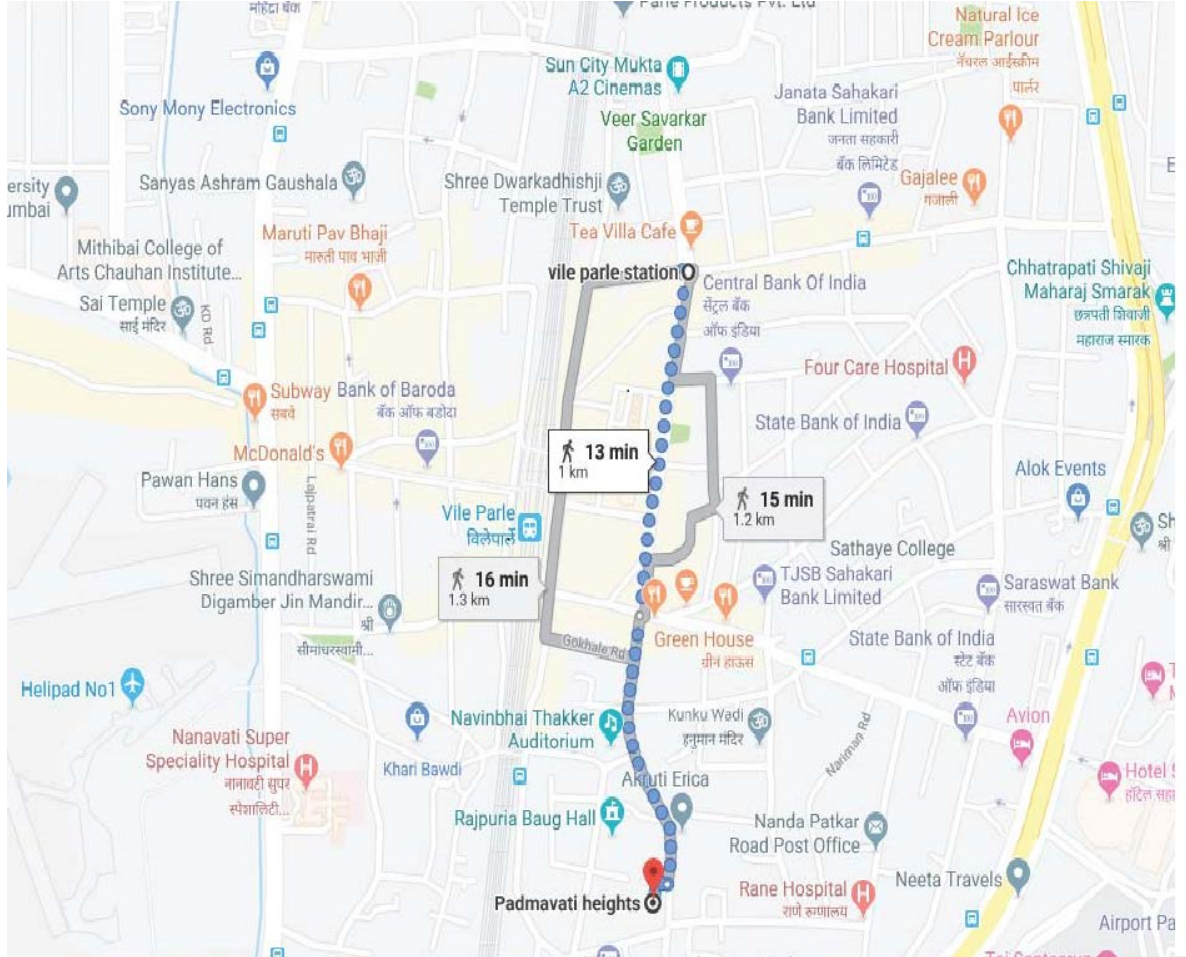
CIN: L65990MH1994PLC081749

Registered Office: 502-B, Padmavati Heights, 5th Floor, Shradhdhanand Road Ext., Vile Parle (East), Mumbai – 400 057.

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

Route Map for 26th Annual General Meeting

Date : 24th December, 2020
Day : Thursday
Time : 10.30 a.m.
Address : 502-B, Padmavati Heights, 5th Floor, Shradhdhanand Road Ext., Vile Parle (East), Mumbai – 400 057.



+11,00.00

Book Post:

**502-B, Padmavati Heights, 5th Floor, Shraddhanand Road Ext,
Vile Parle (E), Mumbai - 400057**