GEMSTONE

GEMSTONE INVESTMENTS LTD

16th July, 2026

To,
Listing Department,
BSE Limited
P.J. Towers,
Fort, Mumbai 400001.

Scrip Code	**:**	**531137**
Scrip Id	**:**	**GEMSI**

Ref: **Board Meeting Outcome dated 13th July, 2026**

Sub: **Submission of Postal Ballot Notice.**

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Postal Ballot Notice dated 13th July, 2026, along with the Explanatory Statement thereto, being circulated to the Members of the Company for seeking their approval by way of Postal Ballot for the resolution(s) contained therein.

Kindly take the same on record.

Thanking you,

For Gemstone Investments Limited

SUDHAKAR BHAGAWATLAL GANDHI
Digitally signed by SUDHAKAR BHAGAWATLAL GANDHI
Date: 2026.07.16 18:20:38 +05'30'

Sudhakar Gandhi
Managing Director
DIN: 09210342

Encl: As above

CC:

1. **National Securities Depository Limited**
   4th Floor, 'A' Wing, Trade World, Kamala Mills Compound,
   Senapati Bapat Marg, Lower Parel, Mumbai – 400013.

2. **Central Depository Services (India) Limited**
   Marathon Futurex, A-Wing, 25th floor, N.M. Joshi Marg,
   Lower Parel (East), Mumbai – 400013.

3. M**UFG Intime India Private Limited**
   C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
   Mumbai, Maharashtra,400083

GEMSTONE INVESTMENTS LIMITED

Regd. office: Unit No. 1212, Kosha Kommercial Komplex, Podar Road, Malad (East), Mumbai, Maharashtra, 400097.
CIN: L65990MH1994PLC081749
Email: gemstoneltd@gmail.com **website:** www.gemstoneltd.com
Tel: 07208992060

INFORMATION AT A GLANCE

E-voting start date and time	Saturday, 18th July 2026 at 09:00 A.M. (IST)
E-voting end date and time	Sunday, 16th August 2026 at 05:00 P.M. (IST)
Cut-off date	Friday, 10th July 2026
Type of Resolution	Ordinary Resolutions
Details of Resolution	Appointment of M/s. A. Raghavendra Rao & Associates, Chartered Accountants (PRN: 018363 / FRN.: 003324S) as a Statutory Auditors of the Company.
	Regularization of Appointment of Mr. Jiten Shah (DIN: 03147534) as Director (Non-Executive Director) of the Company.

NOTICE POSTAL BALLOT

[Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, each as amended from time to time and in accordance with applicable Circulars issued by the Ministry of Corporate Affairs]

To the Members,

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and the latest one being general circular no. 03/2025 dated 22nd September 2025, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and any other applicable law, circulars, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Ordinary Resolution set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot, through remote e-voting and Postal Ballot Form.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is by casting votes electronically and accordingly, the Postal Ballot Notice along with the instructions for e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The e-voting period commences from 09.00 A.M. (IST) on Saturday, 18th July 2026 and ends at 05.00 P.M. (IST) on Sunday, 16th August 2026.

The Board appointed M/s. Aarju Agrawal & Associates, Company Secretaries, (COP. No. 15770) Practicing Company Secretary, to act as the Scrutinizer ("Scrutinizer"), for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the Chairman), and the results of the voting by Postal Ballot will be announced not later than 2 (two) working days of the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at www.gemstoneltd.com and on the website of MUFG Intime India Pvt. Ltd at www.in.mpms.mufg.com

SPECIAL BUSINESS:

1. **Appointment of M/s. A. Raghavendra Rao & Associates, Chartered Accountants (PRN: 018363 / FRN.: 003324S) as a Statutory Auditors of the Company.**

To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 of the Companies Act ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and upon recommendations of the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the appointment of M/s. A. Raghavendra Rao & Associates., Chartered Accountants, (PRN: 018363 / FRN.: 003324S), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Rishi Sekhri & Associates, Chartered Accountants (FRN: 128216W), on such remuneration plus applicable taxes and out of pocket expenses for the financial year 2025-2026 as mutually agreed between Board of directors and the auditors.

RESOLVED FURTHER THAT any Director of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable, or expedient to give effect to the above resolution, including completing necessary filings with the relevant regulatory authorities."

2. **Regularization of Appointment of Mr. Jiten Shah (DIN: 03147534) as Director (Non-Executive Director) of the Company.**

To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), and upon recommendations of the Nomination and Remuneration committee and the Board of Directors, approval of the Members of the Company be and is hereby for the appointment of Mr. Jiten Shah (DIN: 03147534) who was appointed as an Additional Non-Executive Director on the Board of the Company with effect from 20th May 2026 and who is eligible for appointment and has given his consent to act as Director of the Company, be and is hereby appointed as the Non-Executive Director, liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign and file requisite e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board of Directors
Gemstone Investments Limited

SUDHAKAR BHAGAWATLAL GANDHI
Digitally signed by SUDHAKAR BHAGAWATLAL GANDHI
Date: 2026.07.16 18:21:06 +05'30'

Sudhakar Gandhi
Managing Director
DIN:09210342

Date: 13th July 2026
Place: Mumbai

NOTES:

1. The Explanatory Statement and reasons for the proposed Ordinary Resolution pursuant to Section 102 of the Act setting out material facts are appended herein below.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 10th July 2026 and whose e-mail IDs are registered with the Company Depository Participants.

3. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 10th July 2026, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.gemstoneltd.com) duly filled and signed along with requisite supporting documents to MUFG Intime India Pvt. Ltd.
5. A member cannot exercise his / her vote through proxy on postal ballot form. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorizing its representatives to vote pursuant to Section 113 of the Act, through e-mail at csaarjuagrawal@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 10th July 2026, being the cut-off date fixed for the purpose.
7. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members for voting on the resolution set forth in the Notice. For this purpose, the Company has availed the service of MUFG Intime India Pvt. Ltd, Registrar and Share Transfer Agent (RTA) of the Company.
8. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
9. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.gemstoneltd.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of MUFG Intime India Pvt. Ltd at www.in.mpms.mufg.com
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, 16th August 2026.
11. The e-voting period commences at 9:00 a.m. (IST) on Saturday, 18th July 2026 and ends at 5:00 p.m. (IST) on Sunday, 16th August 2026.
12. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by RTA upon expiry of the aforesaid period.

THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW:

CDSL e-Voting System – For Remote e-voting

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Saturday, 18th July, 2026 at 9:00 a.m. (IST) and ends on Sunday, 16th August, 2026 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 10th July, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant **Gemstone Investments Limited** on which you choose to vote.

(ix) 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.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the 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.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;gemstoneltd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **investor.helpdesk@in.mpms.mufg.com**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.1:

M/s. Rishi Sekhri & Associates, Chartered Accountants, vide their letter dated 23rd April, 2026, tendered their resignation as the Statutory Auditors of the Company with immediate effect. The reason stated for their resignation was their inability to continue discharging the duties of Statutory Auditors effectively owing to medical conditions.

The Outgoing Auditor have also confirmed that they have not raised any concern or issue with respect to the management of the Company and that there is no other material reason for their resignation except as stated in their resignation letter.

Consequent upon the resignation of the Outgoing Auditor, a casual vacancy arose in the office of the Statutory Auditors of the Company in terms of Section 139(8) of the Companies Act, 2013 ("the Act").

Pursuant to the provisions of Section 139(8)(i) of the Act, any casual vacancy caused by the resignation of a Statutory Auditor is required to be filled by the Board of Directors within thirty (30) days of such resignation, and the appointment is required to be approved by the Members of the Company within three (3) months of the recommendation of the Board. The auditor so appointed shall hold office until the conclusion of the next Annual General Meeting of the Company.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 20th May, 2026, approved the appointment of M/s. A. Raghavendra Rao & Associates, Chartered Accountants (Peer Review No.: 018363 / Firm Registration No.: 003324S), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the Outgoing Auditors, subject to the approval of the Members.

M/s. A. Raghavendra Rao & Associates have furnished their written consent to act as the Statutory Auditors of the Company and have confirmed that they satisfy the criteria provided under Sections 139 and 141 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014. They have further confirmed that their appointment, if approved by the Members, shall be in accordance with the applicable provisions of the Act and within the limits prescribed thereunder.

The Board is of the opinion that the appointment of M/s. A. Raghavendra Rao & Associates as the Statutory Auditors of the Company is in the best interests of the Company and recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval of the Members.

ITEM NO.2:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 20th May 2026, appointed Mr. Jiten Shah (DIN: 03147534) as an Additional Non-Executive Director of the Company with effect from 20th May 2026, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 161(1) of the Act, Mr. Jiten Shah holds office as an Additional Non-Executive Director up to the date of the ensuing General Meeting of the Company and is eligible for appointment as a Director liable to retire by rotation.

The Company has received the requisite disclosures, including (i) consent in writing to act as a Director in Form DIR-2, (ii) intimation that he is not disqualified from being appointed as a Director under Section 164 of the Act, and (iii) other declarations and disclosures as required under the Act, the Rules made thereunder and the SEBI Listing Regulations.

The Board, on the recommendation of the Nomination and Remuneration Committee, is of the opinion that Mr. Jiten Shah possesses the requisite skills, expertise, experience and knowledge in the areas of business management which will be of significant value to the Company. His appointment will strengthen the Board by bringing diverse experience and strategic guidance in the Company's operations and long-term growth.

Except Mr. Jiten Shah and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval of the Members.

By Order of the Board of Directors
Gemstone Investments Limited

SUDHAKAR BHAGAWATLAL GANDHI
Digitally signed by SUDHAKAR BHAGAWATLAL GANDHI
Date: 2026.07.16 18:21:40 +05'30'

Sudhakar Gandhi
Managing Director **Date: 13th July 2026**
DIN:09210342 **Place: Mumbai**

GEMSTONE

GEMSTONE INVESTMENTS LTD

POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013)

(Please read the instructions printed overleaf carefully before completing this form)

1.	Name and address of the Shareholder(s)	
2.	Name(s) and address of the Joint holder(s), if any	
3.	Registered folio No./ DP ID No. / Client ID No.	
4.	Number of Shares held	

I/we hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the special businesses stated in the notice of the postal ballot dated 13th July, 2026 of the Company, by giving my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Sr. No.	Description	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Appointment of M/s. A. Raghavendra Rao & Associates, Chartered Accountants (PRN: 018363 / FRN.: 003324S) as a Statutory Auditors of the Company.			
2.	Regularization of Appointment of Mr. Jiten Shah (DIN: 03147534) as Director (Non-Executive Director) of the Company.			

Place:

Date: (Signature of the Member)

Notes:

1. Please read the instructions printed overleaf carefully before exercising the vote.
2. Last date for receipt of the Postal Ballot form by the Scrutinizer is Sunday, 16th August, 2026. Postal Ballot forms should not be sent at the registered office of the company.

INSTRUCTIONS

1. Members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and send the same to the Scrutinizer.
2. The envelopes containing the Postal Ballot Form should reach the Scrutinizer M/s. Aarju Agrawal & Associates, Practicing Company Secretary (Mem. No.: A42507, COP No.: 15770 and PRC No: 2871/2023), on or before Sunday, 16th August, 2026 at 5:00 p.m. (IST) at the mentioned address: Address of Scrutinizer: Off. Add.: Flat No. 402, Sai Adhaar Apartment, Om Sai Nagar, Koradi Naka, Nagpur – 440030 (M.H.) India Email id: csaarjuagrawal@gmail.com Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.
3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / MUFG Intime India Pvt. Ltd/Depository) by the Member. Any unsigned or incomplete Postal Ballot Form will be liable to be rejected.
4. In case the number of shares is not mentioned against the resolutions, it will be deemed that the member has exercised his votes for the entire shares held by him.
5. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution/Authorization together with the specimen signature(s) of the duly Authorised Signatory(ies).
6. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in the absence of such Member, by the next named joint-holder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
7. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (√) in the appropriate column. Postal ballot form bearing no tick mark (√) in either column will render the form invalid. This Postal Ballot Form should be used for voting; no other form shall be accepted.
8. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be liable to be rejected. The Postal Ballot shall not be exercised by a Proxy.

9. Members are requested not to send any other paper along with the Postal Ballot Form to the Scrutinizer and any extraneous paper found along with the Postal Ballot Form would be destroyed by the Scrutinizer.

10. Voting Rights shall be reckoned on the Paid-up Value of shares registered in the name of the Member as on Friday, 10th July, 2026.

11. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.

12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.

13. The Resolutions, if assented by requisite majority, shall be considered as passed on Sunday, 16th August, 2026 at 5:00 p.m. (IST).