

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twenty Ninth Annual General Meeting of the shareholders of the Company will be held on Wednesday, the 18th September 2019 at No.14 Mangalam Village, Madhurantagam Taluk, Kancheepuram District, Tamilnadu – 603 107 at 10.00 a.m. to transact the following business.

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.
- To appoint a Director in the place of Mr.S.Gopal (DIN: 06448007) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- To re-appoint Mr.R.Veeramani (DIN: 00032895) as a Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the basis of recommendation of Nomination and Remuneration Committee and approval of the board read with Regulation 17 (1)(A) of Securities and Exchange Board of India (LODR) Regulations 2015 as amended from time to time, the consent of the Company be and is hereby accorded to the appointment Mr.R.Veeramani (DIN: 00032895) as Managing Director of the Company for a period of 3 years from 01-10-2019 to 30-09-2022 with no remuneration.”

Place : Chennai - 86
Date : 14.08.2019

By Order of the Board
A. Vani
Company Secretary

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED/ CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- The Explanatory Statement as per the provisions of section 102 of the Companies Act, 2013 in respect of the items of the Special Business as set out above is annexed.
- Pursuant to Section 105 of the Companies Act, 2013 a person can act as a 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 percent 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 shareholder.
- The Register of Members and the Share Transfer Books of the Company will remain closed from 11th September 2019 to 18th September 2019 (Both days inclusive).
- Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administration) Rules, 2014,

the Company is pleased to offer the option of E-Voting facility to all the members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Members who wish to attend Annual General Meeting can vote at the Meeting. The Company has appointed Mrs. Lakshmmi Subramanian of M/s Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai as Scrutinizer.

The procedure and instructions for e-voting are as under:

- Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- Now click on “Shareholders” to cast your votes.
- Now, select the “Company Name” from the drop down menu and click on “SUBMIT”.
- Now, fill up the following details in the appropriate boxes:

User ID	For Members holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name.

Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository and company please enter the Member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in Physical form will then reach directly to the voting screen.
- Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is also to be used by the Demat holders

- for voting for resolution 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.
- viii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
 - ix) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
 - x) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.
 - xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
 - xii) 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.
 - xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xiv) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at secretarial@gemspin.com with a copy marked to helpdesk.evoting@cdslindia.com.
 - xv) In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.
 - xvi) The e-voting period commences on 15-09-2019 from 9.00 AM onwards and ends on 17-09-2019 at 5.00 PM.
 - xvii) During this period members holding shares in physical or dematerialized form as on the Cut-off date (record date) i.e. 10-09-2019 may cast their vote electronically. The e-voting module shall be displayed by CDSL for voting thereafter.
 - xviii) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company.
6. Members holding shares in electronic mode may please note that the dividend payable to them would be paid through Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their Depository Participants (DPs). In absence of availability of ECS facility, the dividend will be paid through warrants and the bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations.
 7. In respect of shares held in physical form, members desirous of receiving dividends by way of direct credit to their bank account through ECS may authorize the Company with their ECS mandate. The Shareholders desirous of obtaining the ECS mandate may download the form from the website of the Company at www.gemspin.com or may write to the Company Secretary at the Registered Office of the Company.
 8. Members holding shares in physical form are requested to notify change of address immediately to the Share Transfer Agent of the Company, M/s.Cameo Corporate Services Ltd, Subramanian Building, No.1 Club House Road, Chennai 600 002 for the purpose of mailing Dividend Warrants etc. As per SEBI Circular, members holding shares in physical form and in case of transfer of shares means, the Transfer Deed should contain PAN of both Transferor and Transferee.
 9. The Shares of the Company have been activated for dematerialisation with Central Depository Services (India) Ltd. (CDSL) vide ISIN INE165F01020. Members wishing to dematerialise their shares may approach any Depository Participant. (DP).
 10. Kindly mention your Folio Number/PAN No./Client ID/DPID Number (in case of shares held in electronic form) in all your correspondence to Share Transfer Agents and in the case of electronic form to the Depository Participant in order to reply to your queries promptly.
 11. Members seeking any information or clarification with regard to the accounts are requested to write to the Company atleast ten days in advance of the meeting so as to enable the Company to keep the information ready.
 12. Members who hold shares in demat form are requested to notify any change in their particulars like change in address, bank particulars etc. to their respective Depository Participants.
 13. The Ministry of Corporate Affairs vide its circular dated 21st April 2011 allowed the companies to send notices, annual reports and other documents by means of e-mail to the members of the Company. Hence members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with the Company/ Registrar.
 14. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail of the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to the Company's Registrar and Share Transfer Agent: Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
 15. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

16. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
AS PER REGULATION 36(3) OF SEBI (LODR) 2015 AND AS PER CLAUSES OF SS 2 ADDITIONAL INFORMATION ABOUT THE DIRECTOR FOR THE ITEM NO.2. & 3

Name of the Director	SRI.S.GOPAL	SRI.R.VEERAMANI
DIN	06448007	00032895
Age	59	77
Qualification	M.Sc., MBA	B.Sc., B.L
Experience	33	47
Expertise in specific functional area	Indirect Taxation	Lawyer turned Technocrat entered into the stone industries in 1971. He is in business of Mining, Textiles, Sugar, Hotel and IT Industry
Date of first Appointment in the Board	18/09/2012	Appointed as Managing Director of the Company for a period of 3 years with effect from 1.10.2016
Shareholding in the Company	NIL	12692166
Relationship with other Directors and KMP	NIL	NIL
No. of Meetings attended during the year	3	3
Other directorship / Membership / Chairman of committee of other board.	1. Gem Graphites Pvt Ltd 2. Gem Holiday Resorts Ltd 3. Gem Global Trade Ltd 4. Shanmugha Granite Industries Pvt Ltd 5. Gem Software Solutions Ltd 6. Gem Energy Industry Ltd 7. Gem Agro Industries Ltd 8. Gem Quartz Pvt Ltd 9. Sri Raghuramachandra Minerals Pvt Ltd 10. Ferro Magnets & Allied Products Ltd	1. Gem Sugars Ltd 2. Ferro Magnets & Allied Products Ltd 3. Gem Granites Pvt Ltd 4. Imperial Granites Pvt Ltd 5. Gem Holiday Resorts Ltd 6. Gem Stone Beach Resorts Pvt Ltd 7. Veeramani Minerals Private Ltd 8. Veeramani Natural Stones Private Ltd 9. Stone Wonders (India) Ltd 10. Celia Leather Private Ltd 11. Get Minerals & Coal Private Ltd 12. Balaji Bonded Brake Linings Private Ltd 13. CAPEXIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO.3

As Mr.R.Veeramani, Managing Director since appointed during 2016, his period of service as recommended by Nomination and Remuneration Committee, to be extended for further period of 3 years from 2019 to 2022. Considering the position of the Company, no remuneration was made and hence the Board of Directors are proposing the appointment of Mr.R.Veeramani for a period of 3 years without any remuneration. Pursuant to Section 196 of Companies Act 2013 read with Regulation 17(1)(A) of Securities and Exchange Board of India (LODR) 2015 as amended from time to time, Mr.R.Veeramani aged above 70 years, a special resolution required to be passed.

Accordingly, Item No.3 is placed before the Members for approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution except to the extent of their shareholding in the Company