

Scrutinizer's Report- Combined

Consolidated Report of Scrutinizer's on remote e-voting and voting by poll at the 25th Annual General Meeting

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
25th Annual General Meeting of
Neogem India Limited
G/32, Gems and Jewellery Complex III,
Seepz (SEZ), Andheri (East),
Mumbai - 400096

Dear Sir,

Ref.: Combined Scrutinizer's Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with the Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 25th Annual General Meeting (AGM) of the Equity Shareholders of Neogem India Limited held on Friday, September 30, 2016 at 10.30 a.m. at Hotel Tunga Paradise, M.L.D.C. Central Road, Andheri (East), Mumbai - 400096

1. I, Pooja Jain, Partner of VPP & Associates, Practicing Company Secretaries (Membership No.: F8160; C.P. No.: 9136), Mumbai, have been appointed as a Scrutinizer by the Board of Directors of Neogem India Limited (the Company) for the purpose of scrutinising the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015;
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Tuesday, September 27, 2016 (09:00 a.m. IST) to Friday, September 29, 2016 (5:00 p.m. IST) and the CDSL remote e-voting platform was blocked thereafter.



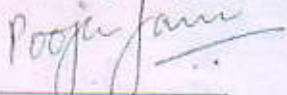
3. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated September 30, 2016 on the remote e-voting.
4. Under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, we, Pooja Jain, Practicing Company Secretary, (Membership No.: F8160; C. P. No.: 9136), Partner of M/s. VPP & Associates and Bhavin Kamani, Member of the Company holding shares under Folio No: 015949, have been appointed as the Scrutinizers by the Chairman of the 25th Annual General Meeting ['AGM'] of the Company to conduct the poll process in fair and transparent manner on all the resolutions of the 25th AGM of the Members of the Company held on Friday, September 30, 2016 at 10.30 a.m. at Hotel Tunga Paradise, M.I.D.C. Central Road, Andheri (East), Mumbai - 400096.
5. And on the basis of the votes cast by the Shareholders through poll, we have issued separate Scrutinizers' Report dated September 30, 2016 on the poll taken on all the resolutions contained in the notice to the 25th AGM of the Company.
6. As requested by management, we submit herewith our combined report on the result of e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 25th AGM of the Company for the complete details of resolutions:

Item of Notice	No. of votes cast- in favour	No. of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
A. Ordinary Business:					
1. To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31st March 2016, Profit and Loss Account (Statement of Profit and Loss) for the year ended on that date, Cash Flow Statement and the Notes together with the Reports of the Directors and Auditor thereon (Ordinary Resolution)	3468307	0	625	100	0
2. To appoint a Director in place of Mr. Ronak Doshi (DIN: 00102959) who retires by rotation and being eligible, offered himself for re-appointment (Ordinary Resolution)	3468307	0	625	100	0
3. To ratify the appointment of M/s. Ashok Bairagra & Associates, Chartered Accountants, (Firm Registration No. 118677W) as Statutory Auditors of the Company and fix their remuneration (Ordinary Resolution)	3468307	0	625	100	0



7. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on all the resolutions contained in the Notice of the 25th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 25th AGM is restricted to make a Scrutinizers' Report of the votes cast "in favour" or "against" the resolutions stated in the said notice, based on the report generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities and M/s. System Support Services (Registrar and Share Transfer Agent) at the time of poll taken at the 25th AGM.


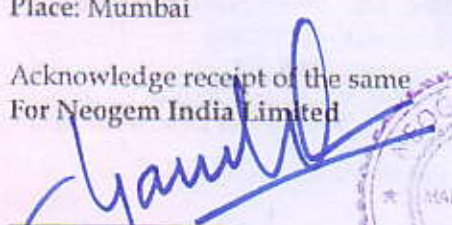
Thanking you,
For VPP & Associates
Practicing Company Secretary



Pooja Jain
Scrutinizer
Partner
C.P. No.: 9136; FCS 8160

Date: September 30, 2016
Place: Mumbai

Acknowledge receipt of the same
For Neogem India Limited



Gaurav M. Doshi
(DIN: 00166703)
Managing Director and Chairman of 25th AGM of
Neogem India Limited

Date: September 30, 2016
Place: Mumbai



Bhavin Kamani
Scrutinizer
Member
Folio no.- 015949

Date: September 30, 2016
Place: Mumbai



FORM MGT-13

SCRUTINIZERS' REPORT ON POLL AT AGM

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
25th Annual General Meeting of
Neogem India Limited
G/32, Gems and Jewellery Complex III,
Seepz (SEZ), Andheri (East),
Mumbai - 400096

Sub.: Result of Poll ordered at the 25th Annual General Meeting of the Equity Shareholders of Neogem Limited held on Friday, September 30, 2015 at 10.30 a.m. at Hotel Tunga Paradise, M.I.D.C. Central Road, Andheri (East), Mumbai - 400096

Dear Sir,

We, Pooja Jain, Practicing Company Secretary (Membership No.: F8160 and C.P. No.: 9136), Partner of M/s. VPP & Associates, Mumbai, and Mr. Bhavin Kamani, Member of the Neogem India Limited ('The Company') having Folio No: 015949 were appointed as the Scrutinizers for the purpose of the poll taken on the resolutions mentioned in the notice of the 25th Annual General Meeting (AGM) of the Company, at the said AGM of the Equity Shareholders of Neogem India Limited held on Friday, September 30, 2016 at 10.30 a.m. at Hotel Tunga Paradise, M.I.D.C. Central Road, Andheri (East), Mumbai - 400096.

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized, serially numbered and initialled by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company as on the "cut-off" date i.e. September 23, 2016 (date of which list of shareholders uploaded while generating EVSN). There were no authorizations/proxies lodged with the Company.
3. There were 12 poll papers covering 37,356 equity shares. We found 2 invalid poll papers due to signature mismatch.
4. The result of the Poll is as under with brief description of resolutions. Kindly refer to the notice of the 25th AGM for complete resolutions:



I. Ordinary Business:

- (a) Resolution No. 1: To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31st March 2016, Profit and Loss Account (Statement of Profit and Loss) for the year ended on that date, Cash Flow Statement and the Notes together with the Reports of the Directors and Auditor thereon (ORDINARY RESOLUTION):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
10	36731	100

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

- (iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
2	625

- (b) Resolution No. 2: To appoint a Director in place of Mr. Ronak Doshi (DIN: 00102959) who retires by rotation and being eligible, offered himself for re-appointment (ORDINARY RESOLUTION):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
10	36731	100

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

- (iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
2	625

- (c) Resolution No. 3: To ratify the appointment of M/s. Ashok Bairagra & Associates, Chartered Accountants, (Firm Registration No. 118677W) as Statutory Auditors of the Company and fix their remuneration (ORDINARY RESOLUTION):



(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
10	36731	100

(ii) Voted against the resolution:

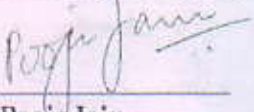
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0


(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
2	625

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,
For VPP & Associates
Practicing Company Secretary

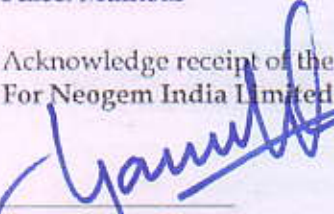

Pooja Jain
Scrutinizer
Partner
C.P. No.: 9136; FCS 8160


Bhavin Kamani
Scrutinizer
Member
Folio no.- 015949

Date: September 30, 2016
Place: Mumbai

Date: September 30, 2016
Place: Mumbai

Acknowledge receipt of the same
For Neogem India Limited


Gaurav M. Doshi
(DIN: 00166703)
Managing Director and Chairman of 25th AGM of
Neogem India Limited



- Date: September 30, 2016
Place: Mumbai





VPP & ASSOCIATES

Practicing Company Secretaries

Office No. 12, 14th Floor, Navjivan Commercial Co-op. Society, Building No. 3, Lamington Road, Mumbai - 400 008
Tel: +91 22 6631 0888 / 6631 4830 | Website: hkacs.com

SCRUTINISER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

To,
The Chairman
25th Annual General Meeting of Equity Shareholders of
Neogem India Limited
G/32, Gems and Jewellery Complex III,
Seepz (SEZ), Andheri (East),
Mumbai - 400096

Sub.: Result of E-voting held for 25th Annual General Meeting of the Equity Shareholders of Neogem India Limited.


Dear Sir,

1. I, Pooja Jain (Membership No.: F8160 and C.P. No.: 9136), Partner of VPP & Associates, Practicing Company Secretaries, Mumbai, have been appointed by the Board of Directors of Neogem India Limited (the Company) as the Scrutiniser for the purpose of scrutinising the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (SS - 2) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice to the 25th Annual General Meeting (AGM) of the Members of the Company, held on Friday, the 30th day of September, 2016 at 10.30 a.m. at Hotel Tunga Paradise, M.I.D.C. Central Road, Andheri (East), Mumbai - 400096.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and SS-2 on the resolutions contained in the Notice to the 25th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutiniser for the remote e-voting process is restricted to make a Scrutiniser's Report on the votes cast "in favour" or "against" the resolutions as stated in notice to the 25th AGM, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company for the said purpose.



3. Further to the above, I submit my report as under:

- i. The remote e-voting period remained open from Tuesday, September 27, 2016 (09.00 a.m. IST) to Thursday, September 29, 2016 (5.00 p.m. IST).
- ii. The Members of the Company as on the "cut-off" date i.e. September 23, 2016 (date of which list of shareholders uploaded while generating EVSN) were considered to be entitled to vote on the resolutions set out in the notice of the 25th AGM of the Company.
- iii. The e-voting platform was blocked on Thursday, September 29, 2016 after 5:00 p.m. (IST) and the votes cast were unblocked on September 30, 2016 in the presence of two witnesses, Ms. Chetali Jain and Ms. Jinal Jain, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Chetali Jain



Name: Jinal Jain

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for"/"against" each of the resolutions that were put to vote at the 25th AGM of the Company, were generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such reports generated, the result of the e-voting is as under:

I. Ordinary Business:

- (a) Resolution No. 1: To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31st March 2016, Profit and Loss Account (Statement of Profit and Loss) for the year ended on that date, Cash Flow Statement and the Notes together with the Reports of the Directors and Auditor thereon (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
7	3431576	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

- (b) Resolution No. 2: To appoint a Director in place of Mr. Ronak Doshi (DIN: 00102959) who retires by rotation and being eligible, offered himself for re-appointment (ORDINARY RESOLUTION):



(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
7	3431576	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

(c) Resolution No. 3: To ratify the appointment of M/s. Ashok Bairagra & Associates, Chartered Accountants, (Firm Registration No. 118677W) as Statutory Auditors of the Company and fix their remuneration (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
7	3431576	100

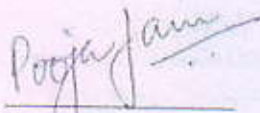
(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

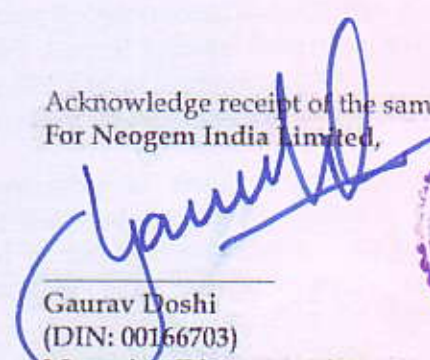
Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

Thanking you,
For VPP & Associates,
Practicing Company Secretary



Pooja Jain
Partner
Scrutinizer
C.P. No.: 9136; FCS: 8160

Acknowledge receipt of the same
For Neogem India Limited,


Gaurav Doshi
(DIN: 00166703)
Managing Director and Chairman of 25th
AGM of Neogem India Limited



Date: September 30, 2016
Place: Mumbai

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