



NEOGEM INDIA LIMITED

Always Innovative

ANNUAL REPORT 2014- 2015

BOARD OF DIRECTORS

Mr. Gaurav Doshi (DIN: 00166703)	- <i>Chairman & Managing Director</i>
Mr. Ronak Doshi (DIN: 00102959)	- <i>Whole Time Director & CFO</i>
Mr. Vikas Patel (DIN: 00131285)	- <i>Non-Executive Independent Director</i>
Mr. Jayant Nagarkar (DIN: 00131405)	- <i>Non-Executive Independent Director</i>
Ms. Renu Kathuria (DIN: 01669882)	- <i>Non-Executive Independent Additional Director</i>

STATUTORY AUDITORS

M/s. Ashok Bairagra & Associates
Chartered Accountants
Mumbai

SECRETARIAL AUDITOR

M/s. Hemanshu Kapadia & Associates
Practising Company Secretaries
Mumbai

BANKERS

Punjab National Bank
Bank of India

REGISTERED OFFICE

G/32, Gems and Jewellery Complex III,
Seepz (SEZ), Andheri (East),
Mumbai - 400 096.
Tel. : 3088 2640 / 41
Fax : 2829 1123

REGISTRAR & TRANSFER AGENT

M/s. System Support Services
209, Shivai Industrial Estate,
Next to Parke-Davis, Sakinaka,
89, Kurla-Andheri Road,
Andheri (East), Mumbai - 400 072.
Tel. : 2850 0835
Fax : 2850 1438

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NOTICE

NOTICE is hereby given that the Twenty-fourth Annual General Meeting of the Members of **Neogem India Limited** will be held on Wednesday, 30th September 2015 at 10:30 a.m. at Hotel Tunga Paradise, M.I.D.C. Central Road, Andheri (East), Mumbai - 400096 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31st March 2015, 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.
2. To appoint a Director in place of Mr. Gaurav M. Doshi (DIN: 00166703) who retires by rotation under the applicable provisions of the Companies Act, 2013 and being eligible, offered himself for re-appointment.
3. **Ratification of appointment of Statutory Auditors:**

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

"RESOLVED THAT pursuant to the provisions of first proviso of Section 139(1), 139(9) and 142(1) of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Ashok Bairagra & Associates, Chartered Accountants, (Firm Registration No. 118677W), the Statutory Auditors of Company as approved in the 23rd Annual General Meeting until conclusion of 26th Annual General Meeting, be and is hereby ratified with remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act') and in accordance with the Articles of Association of the Company, on recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Gaurav M. Doshi (DIN: 00166703) as the Managing Director & Chairman of the Company w.e.f. 1st April, 2015 for a further period of 5 years not liable to retirement by rotation subject to compliance of Section 152(6) of the Companies Act, 2013 on such terms and conditions as mentioned in the draft agreement to be entered into between the Company and Mr. Gaurav M. Doshi (DIN: 00166703), the draft of which be and is hereby submitted to this meeting duly initialed by the Chairman for the purpose of identification, which draft Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to "the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) on the recommendation of the Nomination & Remuneration Committee to alter and vary the terms and conditions of the said re-appointment and/or remuneration and/or agreement subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time or any amendments there to as may be agreed to between the Board of Directors and Mr. Gaurav M. Doshi (DIN: 00166703).

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the remuneration as provided in Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT that the Board of Directors be and is hereby authorised to take such steps as may be necessary, proper or expedient to give effect to such resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act') and in accordance with the Articles of Association of the Company, on recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Ronak M. Doshi (DIN: 00102959) as the Whole-time Director of the Company w.e.f. April 1, 2015 for a further period of 5 years subject to retirement by rotation on such terms and conditions as mentioned

in the draft agreement to be entered into between the Company and Mr. Ronak M. Doshi (DIN: 00102959), the draft of which be and is hereby submitted to this meeting duly initialed by the Chairman for the purpose of identification, which draft Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to "the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) on the recommendation of the Nomination & Remuneration Committee and to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time or any amendments thereto as may be agreed to between the Board of Directors and Mr. Ronak M. Doshi (DIN: 00102959).

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the remuneration as provided in Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT that the Board of Directors be and is hereby authorised to take such steps as may be necessary, proper or expedient to give effect to such resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 160, 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Listing Agreement, Ms. Renu Kathuria (DIN 01669882), who was appointed as an Additional Independent Director in the Board Meeting held on 2nd September 2015, having tenure upto the ensuing Annual General Meeting and who is not disqualified to become a Director under the Companies Act, 2013 and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act be as is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 consecutive years w.e.f. September 30, 2015."

By Order of the Board of Directors

Gaurav Doshi

Chairman & Managing Director

DIN-00166703

Place: Mumbai

Date: 2nd September 2015

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (E), Mumbai-400 096.

Registered Office:

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (E), Mumbai-400 096

CIN: L36911MH1991PLC063357

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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. 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.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 25th September 2015 to Wednesday, 30th September 2015 (both days inclusive).
4. Details as mandated under Secretarial Standards-2 issued by the Institute of Company Secretaries of India effective from



July 01 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.

5. Electronic copy of the 24th Annual Report 2014-15, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 24th Annual Report for the year 2014-15, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.
6. Members are requested to :-
 - i. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March 2015, so as to enable the Company to keep the information ready.
 - ii. Bring their copy of the Annual Report, Attendance slip and their photo identity proof at the Annual General Meeting.
 - iii. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/ R&TA.
 - iv. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
 - v. Approach the R&TA of the Company for consolidation of folios.
 - vi. Avail of Nomination facility by filing in and forwarding the nomination form to the R&TA, if not already done.
 - vii. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, M/s System Support Services located at 209, Shivai Industrial Estate, 89, Andheri-Kurla Road, Saki Naka, Andheri (East), Mumbai – 400 072 upto the date of book closure.
7. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. Map of the venue of the AGM is given at the end of the Annual Report.
9. The Company has listed its shares on the Bombay Stock Exchange Limited. The listing fees till date have been paid.
10. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
11. The Company is supporting “**Green Initiative in Corporate Governance**”, a step taken by the Ministry of Corporate Affairs wherein the service of various documents including Notice, Directors’ Report, Annual Accounts and various correspondences by a Company can be made through electronic mode which shall also be in compliance with the provisions of Section 20 of the Companies Act, 2013.

Supporting this initiative the Company sends its Annual Report to the members whose email ids are available in electronic form. To support this initiative in full measure, Members who have not registered their email address with the Depository through their concerned Depository Participants (DPs) are requested to register the same with their DPs. Members who hold shares in physical form are requested to register their email address with M/s. System Support Services, Registrar & Share Transfer Agent located at 209, Shivai Industrial Estate, 89, Andheri-Kurla Road, Saki Naka, Andheri (East), Mumbai – 400 072.

In case you desire to receive the documents mentioned above in physical form or register or change your email address, you are requested to send an e-mail to investors@neogemindia.com.
12. In terms of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the company has made arrangement to its members to exercise their right to vote at Annual General Meeting by electronic means.
13. The members shall note that the facility for voting shall also be provided at the meeting through poll paper and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and his vote, if any, cast at the meeting shall be treated as invalid.
14. Procedure for E-Voting through electronic means:
 - i. The voting period begins on Sunday, 27th September 2015 at IST 9.00 a.m. and ends on Tuesday, 29th September

2015 at IST 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 of 25th September 2015, 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.
- 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.
- 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 8 digits of the Sequence Number 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 in CAPITAL letters. eg. If your name is Ramesh Kumar with the Sequence Number 1 then enter RA00000001 in the PAN field.
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- 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 of Neogem India Limited 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 25th September 2015.
 - Mrs. Pooja Jain, Practising Company Secretary and on failing her, Mr. Hemanshu Kapadia, Practising Company Secretary have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



- At the Annual General Meeting the Chairman shall provide voting facilities for the attending members who have not cast their votes electronically through poll.
- The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding three (3) days from the conclusion of the meeting a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared alongwith the report of the scrutinizer shall be placed on the website of the Company i.e. www.neogemindia.com and on the website of CDSL.

By Order of the Board of Directors

Gaurav Doshi

Chairman & Managing Director

DIN-00166703

G-32, Gems & Jewellery Complex III,

Seepz (SEZ), Andheri (E), Mumbai-400 096.

Place: Mumbai

Date: 2nd September 2015

Registered Office:

G-32, Gems & Jewellery Complex III,

Seepz (SEZ), Andheri (E), Mumbai-400 096

CIN: L36911MH1991PLC063357

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5 & 6 of the accompanying Notice dated 2nd September 2015.

Item No. 4:

The present terms of office of Mr. Gaurav Doshi (DIN 00166703) as the Managing Director of the Company have expired on 31st March 2015. The Board of Directors at their meeting held on 13th February 2015, based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Gaurav Doshi as the Managing Director of the Company for a period of 5 years with effect from 1st April 2015 subject to the approval of the shareholders.

The re-appointment shall be pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment there of for the time being in force), the Articles of Association of the Company and subject to the approval of Members at the General Meeting by ordinary resolution.

On re-constitution of Nomination and Remuneration Committee on 2nd September 2015 in accordance with the provisions of Section 178 of the Companies Act, 2013, the Committee proposed to the Board that the total remuneration payable to Mr. Gaurav Doshi (DIN 00166703) shall not exceed 5% of the net profits during any financial year or such other limits as may be prescribed by Central Government.

Not with standing anything to the contrary here in contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, commission and perquisites shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, which ever is higher, unless otherwise determined by the Board of Directors.

Brief resume of the Managing Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of the companies in which he holds directorships and the memberships/ chairmanships of Committees of the Board and his shareholding in the Company, as stipulated under Secretarial Standards, are set out in the Notice forming part of this Report.

The agreement to be entered into by the Company with Mr. Gaurav Doshi, inter alia contains the following terms and conditions:

1. Salary : Rs.1,00,000 per month with such increment as may be determined by the Board of Directors from time to time.

2. Perquisites : In addition to salary he is entitled to House Rent Allowance, Medical Reimbursement (maximum Rs.15,000 per annum), Leave Travel Concession for self and family in accordance with Company rules, use of Company's car for official purpose.

The aggregate of the salary and perquisites payable to Mr. Gaurav Doshi (DIN 00166703) shall not exceed the specified limits in Schedule V of the Companies Act, 2013.

Mr. Gaurav Doshi, 38 years is a BCOM graduate from University of Mumbai. He has nearly 19 years of experience in Finance, Administration and Operations.

In the opinion of the Board of Directors, Mr. Gaurav M. Doshi (DIN- 00166703) fulfills the conditions specified in the Act, rules made there under as amended from time to time and he is not disqualified to become Managing Director under the Act. The draft Agreement to be entered into between the Company and Mr. Gaurav Doshi (DIN 00166703), is available for inspection at the Registered office of the Company on any working day excluding Saturday, Sunday and Public Holiday upto the date of ensuing Annual General meeting between 11.00 a.m. to 3.00 p.m.

The Board of Directors commends this ordinary resolution to the Members for their approval.

None of the Directors except Mr. Gaurav Doshi (DIN 00166703) and Mr. Ronak Doshi (DIN 00102959) are concerned or interested in this resolution to the extent of the shares held by them. None of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5:

The present terms of office of Mr. Ronak Doshi (DIN 00102959) as the Whole-time Director of the Company have expired on 31st March 2015. The Board of Directors in their meeting held on 13th February 2015 based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Ronak Doshi (DIN 00102959), as the Whole-time Director of the Company for a period of 5 years with effect from 1st April 2015 subject to the approval of the shareholders.

The re-appointment shall be pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to the approval of Members at the general meeting by ordinary resolution.

On re-constitution of Nomination and Remuneration Committee on 2nd September 2015 in accordance with the provisions of Section 178 of the Companies Act, 2013, the Committee proposed to the Board that the total remuneration payable to Mr. Ronak Doshi (DIN 00102959) shall not exceed 5% of the net profits during any financial year or such other limits as may be prescribed by Central Government.

Not with standing anything to the contrary here in contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, commission and perquisites shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, whichever is higher, unless otherwise determined by the Board of Directors.

Brief resume of the Whole-time Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of the companies in which he holds directorship and the membership/ chairmanship of Committees of the Board and his shareholding in the Company, as stipulated under Secretarial Standards, are set out in the Notice forming part of this Report.

The terms and conditions for reappointment of Mr. Ronak Doshi (DIN 00102959) are as follows:

1. Salary : Rs.1,00,000 per month with such increment as may be determined by the Board of Directors from time to time.
2. Perquisites : In addition to salary he is entitled to House Rent Allowance, Medical Reimbursement (maximum Rs.15,000 per annum), Leave Travel Concession for self and family in accordance with Company rules, use of Company's car for official purpose.

The aggregate of the salary and perquisites payable to Mr. Ronak Doshi (DIN 00102959) shall not exceed the specified limits in Schedule V of the Companies Act, 2013.

Mr. Ronak Doshi (DIN 00102959), 40 years is a BCOM graduate from University of Mumbai. He has nearly 23 years of experience in Manufacturing, Sales and Marketing of Studded Jewellery.

In the opinion of the Board of Directors, Mr. Ronak Doshi (DIN 00102959) fulfills the conditions specified in the Act, rules made there under as amended from time to time and he is not disqualified to become Whole-time Director's under the Act. The draft Agreement to be entered into between the Company and Mr. Ronak Doshi (DIN 00102959) is available for inspection at the Registered office of the Company on any working day excluding Saturday, Sunday and Public Holiday upto the date of ensuing Annual General Meeting between 11.00 a.m. to 3.00 p.m.



The Board of Directors commends this ordinary resolution to the Members for their approval.

None of the Directors except Mr. Gaurav Doshi (DIN 00166703) and Mr. Ronak Doshi (DIN 00102959) are concerned or interested in this resolution to the extent of the shares held by them. None of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6:

Ms. Renu Kathuria (DIN 01669882) was appointed as an Additional Independent Director in the Board Meeting held on 2nd September 2015, under Section 161 of the Companies Act 2015 having tenure upto the ensuing Annual General Meeting. Pursuant to the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from the member alongwith requisite deposit proposing the candidature of Ms. Renu Kathuria (DIN 01669882) for the office of Independent Director of the Company. In terms of Sections 146, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Ms. Renu Kathuria, being eligible is proposed to be appointed as an Independent Director not liable to retire by rotation for a period of 5 years w.e.f. 30th September 2015.

The Company has received the following documents from the proposed appointee:

- a. Letter of consent to act as a Director in Form DIR 2 under Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- b. Letters of Intimation in DIR 8 to the effect that she is not disqualified to become a Director under the Act.
- c. Declaration that she meets the criteria of independence as provided under Section 149 of the Act.

Ms. Renu Kathuria holds a Bachelor degree in science with honors in microbiology and has done advance diploma course in marketing and management. She has experience is varied industries like office automation, designer laminates, Jewellery, Stainless Steel Architectural products. She has handled various areas like presale, sales, marketing, accounting, finance, etc. and thus, Board is of the view that it shall be beneficial to the Company to avail her services. Accordingly, the Board commends the Ordinary Resolution at Item no. 6 for members approval.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors

Gaurav Doshi

Chairman & Managing Director

DIN-00166703

Place: Mumbai

Date: 2nd September 2015

Registered Office:

G-32, Gems & Jewellery Complex III,

Seepz (SEZ), Andheri (E), Mumbai-400 096

CIN: L36911MH1991PLC063357

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (E), Mumbai-400 096.

Annexure to Item nos. 4, 5 and 6 of the Notice

Details of Directors seeking re-appointment / appointment at the forthcoming Annual General Meeting (in pursuance of Secretarial Standards).

Name	Mr. Gaurav Doshi	Mr. Ronak Doshi	Ms. Renu Kathuria
Date of Birth	30/12/1976	12/11/1974	18/11/1959
Age	38 years	40 years	55 years
Qualification	B.Com from University of Mumbai	B.Com from University of Mumbai	B.Sc. and Advanced Diploma in Marketing and Management
Nature of Expertise	He has a vast experience in Finance, Administration and Operations.	He has a vast experience in the Manufacturing, Sales and Marketing of diamond studded Jewellery.	She has experience in varied industries like office automation, laminates, jewellery and stainless steel architectural products.
Date of 1st appointment on the Board of the Company	22/10/1999	28/03/1997	02/09/2015
Number of meetings of the Board attended during the year	6	6	0
Experience	19 Years	23 Years	30 Years
Name of other Public Companies in which holds Directorship	Nil	NIL	Nil
Name of other Companies in Committees of which holds Membership/ Chairmanship	Nil	NIL	Nil
Terms and conditions of the appointment	Appointment as Managing Director of the Company for a period of 5 years w.e.f. 1.4.2015 and other terms mentioned in the agreement to be placed before the members at the meeting	Appointment as Whole-time Director of the Company for a period of 5 years w.e.f. 1.4.2015 and other terms mentioned in the agreement to be placed before the members at the meeting	Appointment as the Independent Director of the Company for a period of 5 years w.e.f. 2nd September 2015
Shareholding in Neogem India Limited	8,70,800	8,70,800	Nil

**DIRECTORS' REPORT**

To,
The Members,
Neogem India Limited

Your Directors present the **Twenty-fourth Annual Report** of the Company and the Audited Financial Statement for the year ended **March 31, 2015**.

1. Financial Summary or highlights / performance of the Company:

The financial highlights of the Company, for the year ended March 31, 2015 is summarized below:

(Rs. in Lacs)

Particulars	For the year ended 31 st March 2015	For the year ended 31 st March 2014
Revenue from Operations	5666.43	8373.50
Other Income	0.21	2.53
Profit before Depreciation & Tax	19.73	30.82
Less: Depreciation	16.66	11.19
Profit for the year before tax	3.07	19.63
Less: Exceptional Items	0.00	(1.52)
Add/(Less): Provision for Taxation	(2.46)	(2.96)
Profit after Tax	0.62	15.15

During the year under review, the Sales have decreased from Rs.8373.50 lakhs in previous year to Rs.5666.43 lakhs in current year due to adverse market conditions. The Profit before Tax has also decreased to Rs.3.07 lacs. Increase in depreciation expense and dip in sales has led to reduction in profit. However, your Directors are hopeful of better results in future.

2. Dividend:

In view to conserve resources, your Directors do not recommend any dividend for the financial year ended 2014-15.

3. Reserves:

The Board does not propose to carry any amounts to reserves.

4. Brief description of the Company's working during the year/ state of Company's affair:

The overall demand for diamond and jewellery has remained subdued during the year under review. The global economic uncertainty has directly and indirectly impacted consumers preference for luxury and lifestyle products. This has resulted in negative growth in some of the key markets. Your Company is therefore exercising caution in marketing by limiting its exposure to specific customers and regions. The Company also uses the services of in-house designers in developing product designs as per emerging market trends.

5. Change in the nature of business, if any:

There was no change in nature of business.

6. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report:

No material changes have occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

7. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

8. Details of Subsidiary/ Joint Ventures/ Associate Companies:

The Company did not have any Subsidiary Company/Joint Venture/Associate Company during the year under review.

9. Auditors:

At the Annual General Meeting held on September 30, 2014, M/s. Ashok Bairagra & Associates (Firm's Registration No. 118677W), Chartered Accountants, were appointed as Auditors of the Company for 3 consecutive financial years i.e. till the financial year 2016-17. In terms of the first proviso to Section 139 of the Companies Act, 2013,

the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Ashok Bairagra & Associates, Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2015-16, is to be placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if their appointment is ratified in ensuing Annual General Meeting, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

10. Extract of the Annual Return:

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in Form MGT – 9 is appended as **Annexure 5** of the Board's Report.

11. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

A. Conservation of energy:

i. The steps taken or impact on conservation of energy:

Though our operations are not energy- intensive, efforts have been made to conserve energy by utilizing energy- efficient equipments.

ii. The steps taken by the Company for utilising alternate sources of energy:

The Company is using electricity as the main source of energy and is currently not exploring any alternate source of energy.

iii. The capital investment on energy conservation equipments:

Not applicable

Your Company firmly believes that our planet is in dire need of energy resources and conservation is the best policy.

B. Technology absorption:

i. The efforts made towards technology absorption:

Indigenous/Locally available raw materials are utilized to gain maximum advantage.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

Utilisation of indigenous raw material has led to cost reduction.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

No technology has been imported by the Company.

iv. The expenditure incurred on Research and Development: Nil

C. Foreign exchange Earnings and Outgo:

1. The Company is engaged in activities relating to exports and taking measures for increasing exports, developing new export markets for production and formulating export plans.

2. Total foreign exchange used and earned:

(Rs. in Lacs)

Particulars	2014-15	2013-14
Foreign exchange earned on F.O.B. basis	1559.39	5158.62
Foreign exchange used	1429.11	4904.17

12. Directors and Key Managerial Personnel:

A. Changes in Directors and Key Managerial Personnel:

In the 23rd Annual General Meeting of the Company held on 30th September 2014, Mr. Vikas Patel (DIN 00131285) and Mr. Jayant Nagarkar (DIN 00131405) were re-designated as Independent Directors and they have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Mr. Ronak Doshi (DIN 00102959), Whole-time Director of the Company was re-designated as the Whole-time Director cum CFO at the Board Meeting held on 30th May 2014.

Mr. Gaurav Doshi (DIN 00166703), who is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, seeks reappointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

Ms. Renu Kathuria (DIN 01669882), Additional Director, appointed in the Board Meeting held on 2nd September 2015, is proposed to be appointed as an Independent Director of the Company who shall not be liable to retire by rotation, in respect of whom the Company has received notice proposing her candidature under Section 160 of the Companies Act, 2013 along with requisite deposit for a tenure of 5 years. The Board commends her appointment as an Independent Director to the members.

The term of Mr. Gaurav Doshi as the Managing Director and Mr. Ronak Doshi as the Whole-time Director of the Company expired on 31st March 2015. The Board of Directors in their meeting based on the recommendation of Nomination and Remuneration Committee held on 13th February 2015, re-appointed them for a term of 5 years subject to approval of the members in the ensuing Annual General Meeting.

The Company has received declarations u/s 149(7) of the Act from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed both under the Act and Clause 49 of Listing Agreement with Stock Exchanges. The Company has also received Disclosure of Interest by Directors as per the provisions of Section 184 of Companies Act, 2013.

B. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, of individual Directors as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The Board approved the evaluation results as collated by the Nomination and Remuneration Committee.

Directors:

i. Independent Directors:

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (in the absence of the director getting evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance, interest of stakeholders, etc. The Board was of the unanimous view that every Independent Director was a reputed professional and brought his rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all Independent Directors in guiding the management to achieving higher growth and continuance of each independent director on the Board will be in the interest of the Company.

ii. Non-Independent Directors:

The performance of all the non-independent directors was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance, stakeholders etc. The Board was of the unanimous view that all the non-independent directors were providing good business and people leadership.

iii. Declaration by an Independent Director(s) and re-appointment, if any:

All the Independent Directors have provided the declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6).

iv. Familiarization Programme to Independent Directors:

Though it is not mandatory for the Company to provide any formal familiarization programme, however the Company provides suitable familiarization programme to Independent Directors so as to associate themselves with the nature of the industry in which the company operates and business model of the company in addition to regular presentation on technical operations, marketing and exports and financial statements. In addition to the above, Directors are periodically advised about the changes effected in the Corporate Law, Listing Agreement with regard to their roles, rights and responsibilities as Directors of the company.

13. Details of Committees of the Board:

Currently the Board has 4 Committees: the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Share Transfer Committee. The Composition of various committees and compliances, as per the applicable provisions of the Companies Act, 2013 and the Rules thereunder and Listing Agreement, are as follows:

A. i. Audit Committee:

The Board has constituted an Audit Committee comprising of Mr. Vikas Patel (DIN-00131285), Independent Director as the Chairman of the Committee, and Mr. Jayant Nagarkar (DIN-00131405), Independent Director and Mr. Gaurav Doshi (DIN-00166703), Managing Director as the members of the Committee. The recommendations of the Audit Committee is always welcomed and accepted by the Board and all the major steps impacting the financials of the Company are undertaken only after the consultation of the Audit Committee.

A. ii. Details of establishment of vigil mechanism for directors and employees:

The Company has established vigil mechanism pursuant to Section 177(9) of the Companies Act, 2013 for Directors and Employees to report their concerns and has also taken steps to safeguard any person using this

mechanism from victimization and in appropriate and exceptional cases, there is direct access to approach Mr. Vikas Patel (DIN 00131285), Chairperson of the Audit Committee.

B. Nomination and Remuneration Committee:

The Board has constituted Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013. Mr. Vikas Patel (DIN 00131285), Independent Director is the Chairman of the said Committee and Mr. Jayant Nagarkar (DIN 00131405) and Ms. Renu Kathuria (DIN 01669882), Independent Directors are the members of the Committee. The Committee has framed a policy to determine the qualification and attributes for appointment and basis of determination of remuneration of all the Directors, Key Managerial Personnel and other employees. A copy of the policy is annexed as **Annexure 6**.

Details of remuneration paid to the Directors during 2014-15 are given below:

Name of the Directors	Directors' Position	Relationship with other Directors	Salary & allowances (Rs.)	Contribution to P.F. (Rs.)	Perquisites (Rs.)	Sitting Fees (Rs.)
Mr. Gaurav Doshi (DIN 00166703)	Executive Chairman & Managing Director	Related to Mr. Ronak Doshi	6,58,500	24,000	41,500	Nil
Mr. Ronak Doshi (DIN 00102959)	Vice-Chairman, Whole-time Director & C.F.O	Related to Mr. Gaurav Doshi	6,56,300	24,000	43,700	Nil
Mr. Jayant Nagarkar (DIN 00131405)	Independent and Non-Executive Director	--	Nil	Nil	Nil	Nil
Mr. Vikas Patel (DIN 00131285)	Independent and Non-Executive Director	--	Nil	Nil	Nil	Nil

Non-executive/ Independent Directors do not hold any shares in the Company.

C. Stakeholder's Relationship Committee:

The Stakeholder's Relationship Committee comprises of Mr. Vikas Patel (DIN 00131285), Independent Director as the Chairman of the said Committee and Mr. Jayant Nagarkar (DIN 00131405), Independent Director as the member of the Committee. The role of the Committee is to consider and resolve securities holders' complaint. The meetings of the Committee are held once in a quarter and the complaints are responded within the time frame provided.

D. Share Transfer Committee:

The Share Transfer Committee comprises of Mr. Vikas Patel (DIN 00131285), Independent Director as the Chairman of the said Committee and Mr. Jayant Nagarkar (DIN 00131405), Independent Director as the member of the Committee. The role of the Committee is to consider, approve/ratify transfer of securities. The meetings of the Committee are held once in a quarter and to see to it that the transfers are executed within the time frame provided.

14. Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed M/s Hemanshu Kapadia & Associates, Company Secretaries in Practice to carry out the Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith as **Annexure 7**. The management's replies to the observations of the Secretarial Auditors are as under:

Sr. no.	Auditor's Observations	Reply of Management
1.	The Company has not appointed a Whole-time Company Secretary as required pursuant to Section 203 of the Companies Act, 2013	The Company is searching for a suitable candidate and shall appoint the Whole-time Company Secretary on finding right candidate.
2.	The Nomination and Remuneration Committee is not in conformity with the Companies Act, 2013 as according to Section 178 of the Companies Act, 2013, the Committee shall comprise of three or more Non-Executive Directors, while Company has only 2 Non-Executive Directors	During the financial year, the Company was short of one Independent Director, however in this ensuing Annual General Meeting the Company has appointed Ms. Renu Kathuria as an Independent Director who is also a member of Company's Nomination and Remuneration Committee, thus complying with the said requirement.

Sr. no.	Auditor's Observations	Reply of Management
3.	The Company has not appointed Woman Director as required under Section 149 of the Companies Act, 2013	During the financial year, the Company had not appointed a Woman Director, however the same has been appointed in the Board meeting held on 2 nd September 2015.
4.	The Company has not appointed Internal Auditor as required under Section 138 of the Companies Act, 2013	Though the Company has not formally appointed Internal Auditor, in accordance with the size of the Company, the Company has proper internal control system and procedure in place.
5.	The Company has not published notice convening Board Meeting for approval of quarterly financial results for the financial year 2014-15 in English and Marathi newspapers as required under Clause 41(III)(a) of the Listing Agreement	The Management has noted the Auditor's observations and has started complying with the same from September 2015.

15. Number of meetings of the Board of Directors:

The Board of Directors met Six (6) times during the Financial Year. The intervening gap between any two meetings was not more than 120 days as prescribed by the Companies Act, 2013. Details of dates of Board meeting are as under:

Sr. No.	Type of Meeting	Date
1	Board Meeting	May 30, 2014
2	Board Meeting	August 13, 2014
3	Board Meeting	September 02, 2014
4	Board Meeting	November 14, 2014
5	Board Meeting	February 13, 2015
6	Board Meeting	March 31, 2015

16. Particulars of loans, guarantees or investments under section 186:

During the year under review, the Company has not provided any loans, made investments, gave guarantees or subscribed/purchased securities under Section 186 of the Companies Act, 2013.

17. Particulars of contracts or arrangements with related parties:

The Company, during the year, has not entered into any transaction, as specified under section 188(1) of the Companies Act, 2014, with related parties which are not on arms' length basis or are on arms' length basis and material in nature. Accordingly, the disclosure of Related Party Transactions to be provided under section 134(3)(h) of the Companies Act, 2013, in Form AOC – 2 is not applicable.

18. Directors' Responsibility Statement:

As stipulated under clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors subscribe to the Directors Responsibility Statement and state that:

- In preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures from them;
- the Directors 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 at the end of the financial year and of the profit and loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors had laid down internal financial controls to be followed by the Company & that such internal financial controls are adequate and were operating effectively; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. Managerial Remuneration:

- A. Details of the remuneration of each director to the median remuneration of the employees of the Company and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as **Annexure 8**.
- B. The Company doesn't have any employee falling within the preview of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 hence, no such details to be provided.

20. Management Discussion And Analysis:

The Management Discussion and Analysis Report for the financial year under review as stipulated under the Listing Agreement entered with the Stock Exchange is annexed as a part of this Annual Report as **Annexure 4**.

21. Report on Corporate Governance:

At Neogem, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

As per the Clause 49 of the Listing Agreement with the Stock Exchange a separate section on Report on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance is annexed as a part of the Annual Report as **Annexure 1**.

22. Corporate Social Responsibility (CSR):

In line with the new provisions of the Companies Act, 2013 and the rules framed there under with respect to the Corporate Social Responsibility (CSR), your company is not governed by the provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014. So, the Company is not required to formulate a policy on CSR and also has not constituted a CSR Committee.

23. Risk Assessment and Management:

Your Company has a well defined Risk Management System in place, as a part of its good Corporate Governance practices. Your Company has assigned the ownership of key risks to various Risk Owners and has made the concerned departments and officials responsible for mitigation plans and review of these risks from time to time. All the risks are identified at various departmental levels and suitable mitigation measures are thereafter adopted. These are subjected to a quarterly review by the Board.

24. Internal Financial Control System and their Adequacy:

Adequate internal controls, systems, and checks are in place, commensurate with the size of the Company and the nature of its business. The management exercises financial control on the operations through a well-defined budget monitoring process and other standard operating procedures. In addition to the above, the Audit Committee and the Board specifically review the Internal Control and Financial Reporting process prevalent in the Company. On a periodical basis, the Board also engages the services of professional experts in the said field in order to ensure that the financial controls and systems are in place. At the end of a period, the CFO gives a declaration in the appropriate format to certify that the financial statements prepared are accurate and complete in all aspects and that there are no significant issues that can impair the financial performance of the Company.

25. Share Capital:

Allotment of Equity Shares pursuant to Conversion of Fully Convertible Equity Warrants issued on Preferential basis:

Based on the approval of the members taken in the 22nd Annual General Meeting, the Company has made preferential allotment of Fully Convertible Equity Share Warrants to the promoter group of the Company, as per the provision of section 81(1A) of the Companies Act, 1956 and as per the Listing Agreement entered in to by the Company with the Stock Exchanges where the shares of the Company are listed and in accordance with Regulations prescribed by the Securities and Exchange Board of India ("SEBI"). Based on the share application money received, the Company had made a preferential allotment of 10,60,000 Fully Convertible Equity Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares of Rs.10/- each at an exercise price of Rs. 18/- (Rs.10 each at premium of Rs. 8/- each) to the promoter group of the Company.

The Board of Directors' of the Company at their meeting held on 31st March 2015, had passed a resolution for conversion of the said shares warrants and accordingly the Board had allotted 2,92,000 Equity Shares of Rs.10/- each pursuant to conversion of 2,92,000 Fully Convertible Equity Warrants out of total outstanding 10,60,000 Fully Convertible Equity Warrants issued to promoter group vide special resolution passed at the Annual General Meeting held on 30th September 2013, which shall rank *pari-passu* with the existing equity shares of the Company to the promoter group whose names are mentioned below along with the number of shares allotted to each of them:



Name of the Allottees	Equity shares allotted
Gaurav Doshi	31000
Rekha Doshi	30000
Reshma Doshi	100000
Ronak Doshi	31000
Vaitasi Doshi	100000
Total-Promoter Holding	292000

Further we have to inform that the Company is in the process of requesting BSE Limited to issue Listing approval and Trading Approval and to approach NSDL & CDSL for the dematerialisation of the shares.

26. Disclosure under the Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013:

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. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The Policy is gender neutral.

No complaints pertaining to sexual harassment were received during the F. Y. 2014-15.

27. Other Disclosures / Reporting:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- The Company does not have any Subsidiaries and/or Joint Venture and/or Associate Company.
- Details of payment of remuneration or commission to Managing Director or Joint Managing Director of the Company from any of its subsidiaries as the Company does not have any Subsidiaries/Joint Venture/Associate Company.
- Voting rights which are not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).

28. Acknowledgements:

The Board of Directors expresses their deep gratitude for the co-operation and support extended to the Company by its customers, suppliers, Bankers and various Government agencies. Your Directors also place on record the commitment and involvement of the employees at all levels and look forward to their continuous co-operation.

By Order of the Board of Directors

Gaurav Doshi

Chairman & Managing Director

DIN-00166703

Place : Mumbai

Date: 2nd September 2015

Registered Office:

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (E), Mumbai-400 096
CIN: L36911MH1991PLC063357

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (E), Mumbai-400 096

ANNEXURE 1

CORPORATE GOVERNANCE REPORT

The detailed Report on Corporate Governance as per the format prescribed by SEBI and incorporated in Clause 49 of the Listing Agreement is set out below. The members may note that in view of the SEBI Circular CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 which was applicable from 1st October 2014, since the Company's paid up equity share capital does not exceed Rs.10 crore and Net Worth does not exceed Rs.25 crore, as on the last day of the previous financial year, the provisions of Clause 49 are not mandatory to the Company from 1st October 2014. Nevertheless, as a good governance practice, the Company is attaching herewith the Corporate Governance Report for the financial year 2014-15.

A) MANDATORY REQUIREMENTS:**1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company recognizes that good governance practices originate from the philosophy and mindset of the organization. The Company reiterates its commitment to adhere to the highest standards of Corporate Governance which is founded upon a rich legacy of integrity, fairness, transparency, timely disclosures, equity and accountability for the long term enhancement of the shareholders'/stakeholders' value and interest. The Company believes that its actions must result in enhancing corporate performance by maximizing shareholders'/stakeholders' value and also result in motivated work force. We, as a Company, have always focused on good Corporate Governance practices, which is a key driver of sustainable corporate growth and long-term value creation for our shareholders. The Company recognizes that the shareholders are ultimately the people who are catalysts to the economic activities and also the ultimate beneficiaries thereof.

2) BOARD OF DIRECTORS***Composition of the Board:***

The strength of the Board of Directors is four out of which two are Independent Directors as per Clause 49 of Listing Agreement. The Board comprises of Executive Chairman, one Executive Whole-time Director and two Non-Executive Independent Directors.

Number of meetings held:

During the year 2014-15, Six (6) meetings of the Board of Directors were held on 30th May 2014, 13th August 2014, 2nd September 2014, 14th November 2014, 13th February 2015 and 31st March 2015.

The meetings of the Board of Directors were held at the Registered Office of the Company in Mumbai. The Meetings are scheduled well in advance and the Agenda and notes on Agenda are circulated to the Directors in advance, in the defined format. The Board has access to all information pertaining to the Company and is free to recommend inclusion of any matter in the agenda for discussion.

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies and 3 Listed Companies in case he serves as an Whole time Director in any Listed Company. None of the Directors is a Member of more than 10 Board Committees or a Chairman of more than five such Committees as required under clause 49 of the Listing Agreement. The same is also evidenced from the table given below.

The composition of the Board, attendance at Board Meetings held during the year and the last Annual General Meeting, number of Directorships in other Companies and Memberships in committees across various Companies of which the Director is a Member/ Chairman are given below:

Name of the Director	Category	No. of Shares held as on 31 st March 2015	F.Y. 2014-15 Attendance at		As on the date of this report		
			BM	Last AGM	No. of other Directorships#	Other Committee Positions # Member	Chairman
Mr. Gaurav Doshi (DIN-00166703)	Executive Chairman and Managing Director	8,70,800	6	Yes	Nil	Nil	Nil
Mr. Ronak Doshi (DIN: 00102959)	Executive Vice-Chairman, Whole-time Director and Chief Financial Officer	8,70,800	6	Yes	Nil	Nil	Nil
Mr. Jayant Nagarkar (DIN 00131405)	Independent and Non-Executive Director	Nil	6	No	Nil	Nil	Nil
Mr. Vikas Patel (DIN-00131285)	Independent and Non-Executive Director	Nil	6	Yes	Nil	Nil	Nil

For the purpose of considering the number of directorships and committee positions, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013, have been excluded and the committees

other than Audit Committee and Stakeholders' Relationship Committee have been excluded.

None of the above-referred Independent Directors have any material pecuniary relationship or transaction with the Company, its Promoters or with its Management, which would affect the independence or judgment of the Directors.

The Company has also not entered into any materially significant transactions with its Promoters, Directors or their relatives or with the Management, etc. that may have potential conflict with the interest of the Company at large

Re-appointment of Director:

Mr. Gaurav M. Doshi's (DIN-00166703) term as Managing Director of the Company has expired on 31st March 2015 and the Board of Directors' of the Company at their meeting held on 13th February 2015 have re-appointed Mr. Gaurav M. Doshi (DIN-00166703) as the Managing Director of the Company subject to members' approval at the ensuing general meeting. Mr. Ronak M. Doshi's (DIN-00102959) term as Whole-time Director of the Company has expired on 31st March 2015 and the Board of Directors' of the Company at their meeting held on 13th February 2015 have re-appointed Mr. Ronak M. Doshi (DIN-00102959) as the Whole-time Director of the Company subject to members' approval at the ensuing general meeting.

Further at the ensuing Annual General Meeting, Mr. Gaurav Doshi retires by rotation, and being eligible offers himself for appointment.

Detailed profile of both the Directors forms part of the Notice of this Annual Report.

Responsibilities:

At the Board Meetings of the Company, the Directors are being provided information stipulated in Clause 49 of the Listing Agreement. The Board has a formal schedule of matters reserved for its consideration, which includes reviewing performance. The Company has designated the required information system for the purpose.

Role of Independent Directors:

The Independent Directors play an important role in deliberations in the Board Meetings and bring to the Company, their wider experience in the fields of Marketing, Accountancy, Finance, Management, etc.

Code of Conduct

Whilst the 'Neogem Code of Conduct' is applicable to all Whole-time Directors and by definition to the Managing Director and employees of the Company, the Board has also adopted a Code of Conduct for Non-Executive Directors, both of which are available on the Company's website. All the Board members and Senior Management of the Company have affirmed compliance with their respective Codes of Conduct for the Financial Year ended 31st March 2015. A declaration to this effect, duly signed by the Managing Director is annexed hereto.

3) AUDIT COMMITTEE

The Audit Committee of the Company, interalia, provides assurance to the Board on the adequacy of the internal control systems, financial disclosures and ensures that generally accepted accounting principles are observed by the Company.

It is constituted in line with the provisions of the Clause 49 of the Listing Agreement with the Stock Exchange read with Section 177 of the Companies Act, 2013. The Audit Committee comprises of three Directors, out of which two are Non-Executive Independent Directors. Mr. Vikas Patel (DIN-00131285), Non-Executive Independent Director acts as the Chairman of the Committee, whereas Mr. Jayant Nagarkar (DIN 00131405), Non-Executive Independent Director and Mr. Gaurav Doshi (DIN-00166703), Managing Director are the members of the Committee. Mr. Gopal Dhruv, Accounts Manager acts as the Secretary of the committee. The members of the Audit Committee possess the necessary financial/ accounting expertise.

The primary objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and the integrity and quality of the financial reporting.

Composition, Number of Meetings and Attendance:

During the financial year 2014-15 under review, Five (5) Audit Committee Meetings were held on 30th May 2014, 13th August 2014, 2nd September 2014, 14th November 2014 and 13th February 2015.

The composition of the Audit Committee and attendance at its meetings is given hereunder:

Name of Committee Members	Category	Meetings held during the year	Meetings attended
Mr. Vikas Patel(DIN-00131285)	Independent & Chairman	5	5
Mr. Jayant Nagarkar (DIN 00131405)	Independent Director	5	5
Mr. Gaurav Doshi(DIN-00166703)	Executive Director	5	5

The terms of reference/powers of the Audit Committee has been specified by the Board of Directors as under:

Audit Committee shall have the following powers:

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary

Role of the Audit Committee shall include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible
- Recommending to the Board, the appointment, reappointment and if required, the replacement or removal of Statutory Auditors and fixation of audit fees
- Approval of payment to Statutory Auditors for any services rendered by them
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Qualifications in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the reports submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of Statutory and Internal Auditors & adequacy of internal control systems
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading of the department, reporting structure coverage and frequency of internal audit
- Discussion with Internal Auditors of any significant findings and follow up there on
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
- To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders and creditors
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance

function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

- Carrying out any other function as is mentioned in terms of reference to the Audit Committee

Information for Review:

- Management discussion and analysis of financial condition and results of operations
- Statement of significant related party transactions (as may be defined by the audit committee), submitted by management
- Management letters/ letters of internal control weakness issued by the statutory auditors
- Reviewing periodically the financial results, adequacy of internal audit functions etc.
- Internal audit reports relating to internal control weakness
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

4) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee of the Board looks into the redressal of investors' complaints like non-receipt of Annual Report, transfer of shares, dividend payments, etc. and is vested with the requisite powers and authorities to specifically look into redressal of security-holders grievances.

Composition, Number of Meetings and Attendance:

During the financial year 2014-15 under review, four (4) Stakeholders' Relationship Committee Meetings were held on 30th May 2014, 13th August 2014, 14th November 2014 and 13th February 2015.

The composition of the Stakeholders' Relationship Committee and attendance at its meetings is given hereunder:

Name of Committee Members	Category	Meetings held during the year	Meetings attended
Mr. Vikas Patel(DIN-00131285)	Independent & Chairman	4	4
Mr. Jayant Nagarkar (DIN 00131405)	Independent Director	4	4

The Company had received one (1) complaint during the year 2014-15 and the same been resolved thus, no complaints were pending as on 31/03/2015.

5) SHARE TRANSFER COMMITTEE

The Board has delegated the powers of approving the transfer/ transmission of shares to the Share Transfer Committee. The Committee is vested with the requisite powers & authority to specifically look into share transfer, transmission, rematerialization and dematerialization of shares.

Composition, Number of Meetings and Attendance:

During the financial year 2014-15 under review, four (4) Share Transfer Committee Meetings were held on 30th May 2014, 13th August 2014, 14th November 2014 and 13th February 2015.

The composition of the Share Transfer Committee and attendance at its meetings is given hereunder:

Name of Committee Members	Category	Meetings held during the year	Meetings attended
Mr. Vikas Patel (DIN-00131285)	Independent & Chairman	4	4
Mr. Jayant Nagarkar (DIN 00131405)	Independent Director	4	4

6) NOMINATION & REMUNERATION COMMITTEE

Composition, Number of Meetings and Attendance:

During the financial year 2014-15 under review, one Remuneration Committee Meeting was held on 13th February 2015 and both the Directors were present at the meeting. The composition of the Remuneration Committee is given hereunder:

Name of Committee Members	Category
Mr. Vikas Patel (DIN-00131285)	Independent Director & Chairman
Mr. Jayant Nagarkar (DIN 00131405)	Independent Director

The Company has appointed Ms. Renu Kathuria (DIN 01669882), Independent Additional Director as a Member of the Committee w.e.f. 2nd September 2015.

Details of remuneration paid to the Directors during 2014-15 are given below:

Name of the Directors	Directors' Position	Relationship with other Directors	Salary & allowances (Rs.)	Contribution to P.F. (Rs.)	Perquisites (Rs.)	Sitting Fees (Rs.)
Mr. Gaurav Doshi (DIN-00166703)	Executive Chairman & Managing Director	Related to Mr. Ronak Doshi	6,58,500	24,000	41,500	Nil
Mr. Ronak Doshi (DIN: 00102959)	Vice-Chairman, Whole-time Director & Chief Financial Officer	Related to Mr. Gaurav Doshi	6,56,300	24,000	43,700	Nil
Mr. Jayant Nagarkar (DIN 00131405)	Independent and Non-Executive Director	--	Nil	Nil	Nil	Nil
Mr. Vikas Patel (DIN-00131285)	Independent and Non-Executive Director	--	Nil	Nil	Nil	Nil

Non-executive/ Independent Directors do not hold any shares in the Company.

7) GENERAL BODY MEETINGS

Details of the Annual General Meetings of the Company held in the last 3 years:

Financial Year	Date	Time	Venue	No. of Special Resolutions approved at the AGM
2011-2012	29 th September 2012	1:30 p.m.	Hotel Tunga Paradise M.I.D.C. Andheri (E), Mumbai - 400 093	Nil
2012-2013	30 th September 2013	1:30 p.m.	Hotel Tunga Paradise M.I.D.C. Andheri (E), Mumbai - 400 093	2
2013-2014	30 th September 2014	1:30 p.m.	Hotel Tunga Paradise M.I.D.C. Andheri (E), Mumbai - 400 093	Nil

Special Resolutions passed during the last 3 annual general meetings:

Annual General Meeting held on 30th September 2013:

- 1) To alter the Articles of Association of the Company
- 2) To create, offer and allot, on preferential basis 15,60,000 Equity Share Warrants to promoters.

During the year ended 31st March 2015, no resolution was passed by the Company's members through postal ballot. At the ensuing Annual General Meeting also, there is no resolution proposed to be passed through postal ballot.

During the financial year 2014-15, the Company was not required to hold any Extra-Ordinary General Meeting.

8) DISCLOSURES

Disclosure by the Management to the Board on materially significant related party transactions that may have potential conflict with the interest of the Company at large:

No transaction of material nature has been entered into by the Company with its promoters, Directors or the Management or relatives, etc. that may have potential conflict with the interest of the Company at large. A suitable disclosure as required by Accounting Standard (AS-18)–Related Party Transactions, has been made in the Notes forming part of the Accounts. The same are also entered in the Register maintained under Section 189 of the Companies Act, 2013.

The Company has complied with the statutory requirements comprised in the Listing Agreements/Regulations/Guidelines/Rules of the Stock Exchanges/SEBI/other Statutory Authorities.

Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

There were no instances of penalties, strictures imposed on the Company by stock exchanges, SEBI, or any statutory authority, on any matter related to the capital markets during the last 3 years.

Whistle blower policy and affirmation that no personnel have been denied access to the Audit Committee:

The Company has established vigil mechanism pursuant to Section 177(9) of the Companies Act, 2013 for the Directors and Employees to report their concerns and has also taken steps to safeguard any person using this mechanism from victimization and in appropriate and exceptional cases, there is direct access to approach the Chairman of the Audit Committee.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of Clause 49:

The Company has duly complied with the mandatory requirements of Clause 49 upto 30th September 2014 and as required by Clause 49 of the Listing Agreement, the Auditors Certificate on Corporate Governance is given for the period 1st April 2014 to 30th September 2014. Thereafter the Company was not required to mandatorily comply with Clause 49 requirements and the Company has complied with the said provisions to the extent possible w.e.f. 1st October 2014 as a good governance practice.

Accounting treatment in preparation of financial statements:

The Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

The Company has laid down procedures to inform the Board Members about the risk assessment and minimization procedures. The Company also follows Accounting specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

Disclosure by Senior Management:

Senior Management has made affirmations to the Board relating to all material financial and commercial transactions stating that they did not have personal interest that could result in a conflict with the interest of the Company at large.

CEO / CFO Certification:

The Managing Director (MD) and Chief Financial Officer (CFO) have certified to the Board in accordance with Clause 49 (IX) of the Listing Agreement pertaining to CEO/CFO certification for the financial year ended March 31, 2015.

Risk Management:

The Risk Management of the Company is overseen by the Senior Management and the Board at various levels.

Business / Strategic Risk: The Board oversees the risks which are inherent in the businesses pursued by the Company. The oversight is through review/ approval of business plans, projects and approvals for business strategy/policy.

Operational Risks: These are being mitigated by internal policies and procedures which are updated from time to time to address reviewed risks.

Financial Risks: These risks are addressed on an on-going basis by Treasury, Insurance and Forex Policies and Bullion Risk Management team. Due oversight on financial risks is exercised by the Audit Committee in its meetings.

The Company is actively engaged in assessing and monitoring the risks of each of the businesses and overall for the Company as a whole. The top tier of risks for the Company is captured by the operating management after serious deliberations on the nature of the risk being a gross or a net risk and thereafter in a prioritized manner presented to the Board for their inputs on risk mitigation/ management efforts.

The Board engages in the Risk Management process and has set out a review process so as to report to the Board the progress on the initiatives for the major risks of each of the businesses that the Company is into.

The Risk of the Businesses gets updated on an annual basis and is placed for due discussions at Board meetings and appropriateness of the mitigation measures to ensure that the risks remain relevant at any point in time and corresponding mitigation measures are optimized.

9) INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 14th November 2014, inter alia to discuss:

- Corporate and Board Meeting Structure
- Board Effectiveness and Performance Evaluation
- Other operational issues

All the Independent Directors were present at the meeting.

10) MEANS OF COMMUNICATION

The quarterly/ half-yearly and annual financial results of the Company are sent to the Stock Exchanges where the shares of the Company are listed, immediately after the Board has taken them on record. The same are generally published in the Free Press Journal (English) and Navshakti (Marathi) newspapers. The Company is also providing information relating to the material events from time to time to the investors and to the public at large by faxing the information to the Stock Exchanges as and when happened.

11) GENERAL SHAREHOLDERS' INFORMATION

Annual General Meeting:

- Day : Wednesday
- Date : 30th September 2015
- Time : 10:30 a.m.
- Venue : Hotel Tunga Paradise M.I.D.C. Andheri (E), Mumbai - 400 093

Financial Year: 1st April 2014 to 31st March 2015

Date of Book Closure: Friday, 25th September 2015 to Wednesday, 30th September 2015 (both days inclusive)

Listing of Securities and Stock Code:

Bombay Stock Exchange Limited Code No: 526195

The Company has paid listing fees for the financial year 2014-15 to the above exchange.

Demat ISIN Number for NSDL & CDSL:

ISIN number issued to equity shares by NSDL & CDSL is INE552E01014.

The Company has not issued any GDRs or ADRs.

Dividend Payment Date: Not Applicable

Share Transfer System:

The Board of Directors have constituted a Share Transfer Committee to ratify transfer of shares, etc. in physical form and confirmation made to demat requests received by the Company for the said period. The entire process including dispatch of share certificates to the shareholders is completed within the time stipulated as per the Listing Agreement and Companies Act, 2013.

Dematerialization of Shares:

The Company's equity shares are mandated by SEBI for settlement only in dematerialized form by all investors. The Company has signed agreements with National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) to offer depository services to its shareholders.

Registrar & Share Transfer Agents:

For any assistance regarding share transfers, transmissions, change of address, duplicate/ missing share certificates and other relevant matters, please write to the Registrar and Share Transfer Agents of the Company, at the address given below:

M/s. System Support Services

209, Shivai Industrial Estate, Next to Parke-Davis,
Sakinaka, 89, Andheri-Kurla Road,
Andheri (East), Mumbai-400 072.
Tel No.: 2850 0835 Fax No.: 2850 1438
Email id: sysss72@yahoo.com

Address for correspondence:

Neogem India Limited

G-32, Gem & Jewellery Complex III,
Seepz (SEZ), Andheri (East), Mumbai-400 096.
Tel. Nos.: 3088 2640/ 41 Fax No.: 2829 1123

Investors can register their complaints/grievances on the Company's designated Email id: investors@neogemindia.com

Stock Market Data:

Month/Year	Bombay Stock Exchange Limited (BSE)	
	High (Rs.)	Low (Rs.)
April 2014	3.94	3.34
May 2014	5.09	3.30
June 2014	6.79	5.08
July 2014	6.50	5.50
August 2014	9.33	5.73
September 2014	9.35	7.51
October 2014	8.10	7.41
November 2014	8.44	7.24
December 2014	6.88	5.56
January 2015	5.29	4.32
February 2015	6.95	4.75
March 2015	7.00	5.39



Distribution of Shareholding as on 31st March 2015:

Shareholding	No. of shares	% of shares to Total	No. of shareholders	% of Shareholders to Total
1 - 500	548608	6.713	2586	79.325
501 - 1000	325973	3.989	356	10.920
1001 – 5000	564579	6.909	224	6.871
5001 - 10000	359439	4.398	47	1.442
10001 & Above	6373401	77.991	47	1.442
Shares In Transit	Nil	Nil		
Totals	8172000	100.000	3260	100.000

Physical/ Electronic Shareholding Pattern as on 31st March 2015:

Category	No. of Shares	% of Shares to Total	No. of Shareholders	% of Shareholders to Total
C. D. S. L.	11,23,768	13.751	198	6.074
N. S. D. L.	60,07,782	73.517	794	24.356
Physical	10,40,450	12.732	2,268	69.571
In Transit (Demat)	Nil	Nil	Nil	Nil
TOTAL	81,72,000	100.00	3,260	100.00

Shareholding Pattern as on 31st March 2015:

Category	No. of shares	% of shares to Total	No. of Shareholders	% of Shareholders to Total
Promoter Group:				
Indian	*3431550	41.99	5	0.15
Public Shareholding:				
Mutual Funds	-	-	-	-
Non Institutions:	-	-	-	-
Bodies Corporate	655484	8.02	79	2.42
Individual: Share Capital <=1,00,000	1615115	19.76	3060	93.87
Share Capital > 1,00,000	2416451	29.57	33	1.01
NRI Individuals (Non Rep)	1600	0.02	3	0.09
NRI (Repatriation)	51800	0.63	80	2.45
TOTAL	81,72,000	100.00	3260	100.00

*** 2,92,000 Equity Shares were allotted to promoter group by converting 2,92,000 Equity Share Warrants out of 10,60,000 Warrants on 31st March 2015.**

B) NON-MANDATORY REQUIREMENTS:

The Board is taking guidance from the Non-Mandatory requirements as mentioned in Corporate Governance. It is always an endeavour of the Board to implement the suggestions of the non-mandatory requirements.

For Neogem India Limited

Gaurav Doshi

Chairman & Managing Director

DIN-00166703

G-32, Gem & Jewellery Complex III,

Seepz (SEZ), Andheri (East), Mumbai-400 096.

Place: Mumbai

Date: 2nd September 2015

Registered Office:

G-32, Gems & Jewellery Complex III,

Seepz (SEZ), Andheri (E), Mumbai-400 096

CIN: L36911MH1991PLC063357

ANNEXURE 2

DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT

In accordance with Clause 49 I(D) of the Listing Agreement with the Stock Exchange, I, Gaurav Doshi, Chairman and Managing Director of Neogem India Limited hereby confirm that the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended 31st March, 2015.

For **Neogem India Limited**

Gaurav Doshi

Chairman & Managing Director

DIN-00166703

Place: Mumbai
Date: 30th May, 2015

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (E), Mumbai-400 096.

Registered Office:

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (E), Mumbai-400 096
CIN: L36911MH1991PLC063357

ANNEXURE 3

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the members of Neogem India limited

We have examined the compliance of conditions of Corporate Governance by the Company, for the period 1st April, 2014 to 30th September, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange in India.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our Examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of neither the conditions of the Corporate Governance it is neither an audit nor an expression of the opinion on the financial statement of the Company

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mention Listing Agreement.

We state that is such compliance is neither an assurance as to the future viability of the Company nor the Efficiency or effectiveness with the management has conducted the affairs of the Company

M/s ASHOK BAIRAGRA & ASSOCIATES

Chartered Accountants

(Registration No.118677W)

ASHISH JALAN

Partner

(M No. 125707)

Place: Mumbai
Date: 30th May, 2015

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1) Industry Structure & Developments and Outlook

The Gems and Jewellery sector in India plays a significant role in the Indian economy, contributing around 6 - 7 per cent of the country's GDP. One of the fastest growing sectors, it is extremely export oriented and labour intensive. The government of India has declared the sector as a focus area for export promotion based on its potential for growth and value addition. The government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote brand India in the international market.

The overall gross exports of gems & jewellery at US\$ 39898.81 million (Rs. 2,43,885.81 crores) is showing a decline of 0.62% in dollar terms and growth of 0.43% in Rs. term as compared to US\$ 40,147.50 million (Rs. 2,42,837.07 crores) for the period April 2013 - March 2014 .

The overall gross export of Cut & Polished diamonds at US\$ 23,160.18 million (Rs. 1,41,514.28 crores) is showing a decline of 5.46% (-4.50% Rs. term) as compared to US\$ 24,498.48 million (Rs. 1,48,185.20 crores) for the same period of previous year. This can be attributed to the decline in volume terms of the gross import of rough diamonds at 1473.41 lakh carats during April 2014 - March 2015 that has shown a decline of 9.06% compared with the imports at 1620.17 lakhs carats during April 2013 - March 2014.

The Gem & Jewellery Export Promotion Council (GJEPC) announced the annual performance for the Indian Gem & Jewellery sector for the FY 2014 - 15, declaring a contribution of US\$ 39,898.81 million to India's coffers in terms of foreign exchange earnings. In the year 2014 - 15, the G & J industry successfully battled several economic issues including the downturn in China, the political and terrorist unrest in Middle East, declining European market and the suffering Russian Ruble, which had a direct and adverse impact on the G & J exports that saw a downward trend. However, the foresight and agility of GJEPC and the industry helped survive in these trying times, owing to the significant actions taken towards divesting in the USA and UAE to boost export trade from India.

The lower costs of importing roughs through the SNZ (special notified zone) establishment in India is anticipated to benefit the Indian G & J industry hugely in the coming years and will result in an upward growth curve, very soon. The Council and members of the industry applaud the Govt. for having scrapped the 80:20 rule that has immediately boosted the exports of gold jewellery.

Neogem India Limited is engaged in manufacturing and export of diamond studded jewellery. It has a well - equipped manufacturing facility with technically advanced machines to carry out production efficiently. Our skilled workforce is trained to deliver high quality products of international standards. We commit ourselves to offer the best and look forward to developing long-term business relationships.

2) Opportunities & Threats, Risks & Concerns

SWOT Analysis of the Indian Gems & Jewellery Industry

Strengths:

- About one million craftsmen are associated with this industry, their skills can be utilized for designing and making modern jewellery
- Presence of excellent marketing network spread across the world
- Supportive government industrial/ EXIM policy

Weaknesses:

- Low productivity compared to labour in China, Thailand and Sri Lanka
- As the major raw material requirements need to be imported, companies normally stock huge quantities of inventory resulting in high inventory carrying costs

Opportunities:

- Growing demand in South Asian & Far East countries
- Dramatic transformation of the Indian retail sector
- Growing domestic demand

Threats, Risks & Concerns:

- Jewellery being a luxury item, recession is one of the major threats
- Entry of China, Sri Lanka and Thailand in the small diamond segment
- Fluctuation in the price of gold
- Depreciating value of Rupee having a direct impact on the prices of diamond.

3) Performance

The management was focused on optimizing cost efficiencies to enable the business to cope with the economic crisis. This has enabled the Company to export its products in competitive global markets like U.S.A., Hong Kong, Middle East, etc. which contribute a major part of the total exports turnover. The Company's products are well recognized in the International market and the Company has been a land mark in producing a high quality premium range of jewellery.

4) Operations

The Company achieved a sales turnover of Rs. 56,66,43,032 /- in current year as compared to Rs. 837,349,575/- in previous year. The Company made a profit of Rs. 3,07,377/- before tax. With favorable market conditions, your Directors expect better performance in future.

5) Internal Controls & their adequacy

The Company has adequate internal control systems commensurate with its size and operations. The scope of internal audit is to ensure the control systems established by the management are correctly implemented and to suggest any additional changes required to strengthen the existing systems. These systems and procedures are reviewed at regular intervals through internal audits, statutory audits and audit committee.

6) Human Resources & Industrial Relations

The Management believes that its employees are valuable resources, who are also important stakeholders in the growth, prosperity and development of the organization. The Company is committed to create an appropriate climate, opportunities and systems to facilitate identification, development and utilization of employees' full potential on a continuous basis. The Company's policy believes that human resource is the basis of all business processes and has taken steps to inculcate and foster innovative and improvement oriented thinking amongst all its employees. Our continued focus on training and development has helped in upgradation of skills and talent of our employees to cope-up the needs of managing the challenge arising out of modernization and introduction of technological changes in our various operations.

During the year 2014-15, Industrial relations were cordinal and harmonious.

By Order of the Board of Directors

Gaurav Doshi

Chairman & Managing Director

DIN-00166703

Place: Mumbai

Date: 2nd September 2015

Registered Office:

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (E), Mumbai-400 096

CIN: L36911MH1991PLC063357

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (E), Mumbai-400 096.



ANNEXURE 5

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2015

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

I REGISTRATION & OTHER DETAILS:

i	CIN	L36911MH1991PLC063357
ii	Registration Date	25TH SEPTEMBER 1991
iii	Name of the Company	NEOGEM INDIA LIMITED
iv	Category/Sub-category of the Company	COMPANY LIMITED BY SHARE CAPITAL
v	Address of the Registered office & contact details	G-32 GEMS & JEWELLERY COMPLEX III 2ND FLOOR, SEEPZ ANDHERI EAST, MUMBAI-400096
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/s. SYSTEM SUPORT SERVICES 209, SHIVAI INDUSTRIAL ESTATE, NEXT TO PARKE-DAVIS, SAKINAKA, 89, KURLA-ANDHERI ROAD, ANDHERI (EAST), MUMBAI - 400 072. Tel. : 2850 0835; Fax : 2850 1438

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 & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Manufacture of jewellery of gold, silver and other precious or base metal, metal clad with precious metals or precious or semi-precious stones, or of combinations of precious metal and precious or semi-precious stones or of other materials	32111	100

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sr No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
N.A.					

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year (1.4.2014)				No. of Shares held at the end of the year (31.3.2015)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	3139550	0	3139550	39.84	3431550	0	3431550	41.99	2.15
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	3139550	0	3139550	39.84	3431550	0	3431550	41.99	2.15
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year (1.4.2014)				No. of Shares held at the end of the year (31.3.2015)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	3139550	0	3139550	39.84	3431550	0	3431550	41.99	2.15
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/ FI	0	0	0	0	0	0	0	0	0
c) Central govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporates	569123	71600	640723	8.13	583884	71600	655484	8.02	-0.11
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	696356	877350	1573706	19.97	743865	871250	1615115	19.76	-0.21
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	2420521	50800	2471321	31.36	2365651	50800	2416451	29.57	-1.79
c) Others (specify)									
NRI Individuals (Non Rep)	1600	0	1600	0.02	1600	0	1600	0.02	0
NRI (Repatriation)	6300	46800	53100	0.67	5000	46800	51800	0.63	-0.04
SUB TOTAL (B)(2):	3693900	1046550	4740450	60.16	3700000	1040450	4740450	58.01	-2.15
Total Public Shareholding (B)= (B)(1)+(B)(2)	3693900	1046550	4740450	60.16	3700000	1040450	4740450	58.01	-2.15
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	6833450	1046550	7880000	100	7131550	1040450	8172000	100	0

(ii) **SHARE HOLDING OF PROMOTERS**

Sr. No.	Shareholders 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 company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	GAURAV M. DOSHI	839800	10.66	0	870800	10.66	0	0.00
2	REKHA M. DOSHI	1059950	13.45	0	1089950	13.34	0	-0.11
3	RESHMA R. DOSHI	200000	2.54	0	300000	3.67	0	1.13
4	RONAK M. DOSHI	839800	10.66	0	870800	10.66	0	0.00
5	VAITASI G. DOSHI	200000	2.54	0	300000	3.67	0	1.13
	Total	3139550	39.84	N.A	3431550	41.99	N.A	2.15

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sr. No.		Share holding at the beginning of the Year		Increase/ Decrease in no. of shares	Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company		No of shares	% of total shares of the company
1	Gaurav M. Doshi					
	At the beginning of the year	839800	10.66			
	Increase - Conversion of Warrants in Equity on March 31, 2015			31000	870800	10.66
	At the end of the year				870800	10.66
2	Rekha M. Doshi					
	At the beginning of the year	1059950	13.45			
	Increase - Conversion of Warrants in Equity on March 31, 2015			30000	1089950	13.34
	At the end of the year				1089950	13.34
3	Reshma R. Doshi					
	At the beginning of the year	200000	2.54			
	Increase - Conversion of Warrants in Equity on March 31, 2015			100000	300000	3.67
	At the end of the year				300000	3.67
4	Ronak M. Doshi					
	At the beginning of the year	839800	10.66			
	Increase - Conversion of Warrants in Equity on March 31, 2015			31000	870800	10.66
	At the end of the year				870800	10.66
5	Vaitasi G. Doshi					
	At the beginning of the year	200000	2.54			
	Increase - Conversion of Warrants in Equity on March 31, 2015			100000	300000	3.67
	At the end of the year				300000	3.67

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sr. No		Share holding at the beginning of the Year		Increase/ Decrease in no. of shares	Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company		No of shares	% of total shares of the company
1	URVINDERPAL ATTARSINGH					
	At the beginning of the year -1.4.2014	800000	10.15			
	# At the end of the year - 31.3.2015				800000	9.79
2	DHYAN STOCK BROKING PVT. LTD.					
	At the beginning of the year -1.4.2014	225200	2.86			
	# At the end of the year - 31.3.2015				225200	2.76
3	JIGNESH R. MEHTA					
	At the beginning of the year	167300	2.12			
	# At the end of the year - 31.3.2015				167300	2.05
4	AADHAR A. SIGTIA					
	At the beginning of the year -1.4.2014	158915	2.02			
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc) - Decrease due to sale on 20.03.2015			158915		
	# At the end of the year - 31.3.2015				0	0
5	MAHESH KHUBCHANDANI					
	At the beginning of the year -1.4.2014	128300	1.63			
	# At the end of the year - 31.3.2015				128300	1.57
6	DARSHANA S. BAGADIA					
	At the beginning of the year -1.4.2014	120000	1.52			
	# At the end of the year - 31.3.2015				120000	1.47

Sr. No	For Each of the Top 10 Shareholders	Share holding at the beginning of the Year		Increase/ Decrease in no. of shares	Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company		No of shares	% of total shares of the company
7	PUJA S. BAGADIA					
	At the beginning of the year -1.4.2014	120000	1.52			
	# At the end of the year - 31.3.2015				120000	1.47
8	PANIBEN M. JAIN					
	At the beginning of the year -1.4.2014	119000	1.51			
	# At the end of the year - 31.3.2015				119000	1.46
9	JYOTI R. BAGADIA					
	At the beginning of the year -1.4.2014	107500	1.36			
	# At the end of the year - 31.3.2015				107500	1.32
10	MARWADI SHARES AND FINANCE LTD.					
	At the beginning of the year -1.4.2014	85950	1.09			
	Decrease due to sale on 25.07.2014			51100	34850	0.44
	Decrease due to sale on 05.09.2014			2500	32350	0.41
	# At the end of the year - 31.3.2015				32350	0.40
11	SAMKIT RAKYAN *					
	At the beginning of the year -1.4.2014	84300	1.07			
	# At the end of the year - 31.3.2015				84300	1.03
12	NNM SECURITIES PVT. LTD. *					
	At the beginning of the year -1.4.2014	6570	0.08			
	Decrease due to sale on 30.01.2015			-10	6560	0.08
	Increase due to purchase on 13.02.2015			15	6575	0.08
	Increase due to purchase on 27.02.2015			50	6625	0.08
	Increase due to purchase on 20.03.2015			158915	165540	2.10
	Increase due to purchase on 27.03.2015			10	165550	2.10
	# At the end of the year - 31.3.2015				165550	2.03

* Not in the list of Top 10 shareholders as on 01.4.2014. The same is reflected above since the shareholder was one of the Top Ten shareholders as on 31.3.2015

Change in the end of the year percentage due to increase in total no. of shares pursuant to allotment of equity shares due to conversion of warrants to promoters on preferential basis on 31.3.2015

(v) **Shareholding of Directors & KMP**

Sr. No	For Each of the Directors & KMP	Share holding at the beginning of the Year		Increase/ Decrease in no. of shares	Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company		No of shares	% of total shares of the company
1	GAURAV M. DOSHI (MD)					
	At the beginning of the year	839800	10.66			
	Increase - Conversion of Warrants in Equity on March 31, 2015			31000	870800	10.66
	At the end of the year				870800	10.66
2	RONAK M. DOSHI (CFO)					
	At the beginning of the year	839800	10.66			
	Increase - Conversion of Warrants in Equity on March 31, 2015			31000	870800	10.66
	At the end of the year				870800	10.66

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	156,880,385.94	260,000	240,070	157,380,456
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	156,880,385.94	260,000	240,070	157,380,456
Change in Indebtedness during the F.Y.				
Additions	341,810,293.72	500,000	0	342,310,294
Reduction	336,360,155.24	760,000	34,330	337,154,485
Net Change	5,450,138.48	-260,000	-34,330	5,155,808
Indebtedness at the end of the F.Y.				
i) Principal Amount	162,330,524.42	0	205,740	162,536,264.42
ii) Interest due but not paid		0	0	
iii) Interest accrued but not due		0	0	
Total (i+ii+iii)	162,330,524.42	-	205,740.00	162,536,264.42

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole time director and/or Manager:

Sr. No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Mr. Gaurav M. Doshi - MD	Mr. Ronak M. Doshi (WTD-cum-CFO)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	658500	656300	1314800
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	41500	43700	85200
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	as % of profit	0	0	0
	others (specify)	0	0	0
5	Others, please specify	0	0	0
	Total (A)	700,000	700,000	14,00,000
	Ceiling as per the Act	Rs.42,00,000 per managerial personnel. (As per Section II, Part II of Scheule V of the Companies Act, 2013)		

B. Remuneration to other directors:

Sr. No	Particulars of Remuneration	Name of the Directors		Total Amount
		Mr. Vikas Patel	Mr. Jayant Nagarkar	
1	Independent Directors			
	(a) Fee for attending board committee meetings	0	0	
	(b) Commission	0	0	
	(c) Others, please specify	0	0	
	Total (1)	0	0	

Sr. No	Particulars of Remuneration	Name of the Directors		Total Amount
2	Other Non Executive Directors			
	(a) Fee for attending board committee meetings	0	0	
	(b) Commission	0	0	
	(c) Others, please specify.	0	0	
	Total (2)	0	0	
	Total (B)=(1+2)	0	0	
	Total Managerial Remuneration	0	0	0
	Overall Ceiling as per the Act.			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
1	Gross Salary	CEO	Company Secretary	CFO	Total
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.			The WTD acts as the CFO as well, his remuneration mentioned in Table A	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	as % of profit				
	others, specify				
5	Others, please specify				
	Total				

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)	Appeall made if any (give details)
A. COMPANY					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					

ANNEXURE 6
NOMINATION & REMUNERATION POLICY
Introduction:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and Senior Management Level of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Section 178 of the Companies Act, 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

Terms of Reference:

The Board of Directors in its meeting held on the 30th May 2014 reconstituted the Existing Remuneration Committee of Directors as "Nomination & Remuneration Committee" of Directors with the following terms of reference:-

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel
- To provide them 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.

In the context of the aforesaid criteria, the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on the 30th May 2014.

Effective Date: This policy shall be effective from the 1st April, 2014. Constitution of the Nomination and Remuneration Committee:

- | | |
|---------------------------------------|----------|
| 1. Mr. Vikas Patel (DIN-00131285) | Chairman |
| 2. Mr. Jayant Nagarkar (DIN-00131405) | Member |

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirements.

Definitions:

1. Board means Board of Directors of the Company.
2. Directors mean Directors of the Company.
3. Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
4. Company means Neogem India Limited.
5. Independent Director means a director referred to in Section 149 (6) of the Companies Act, 2013.
6. Key Managerial Personnel (KMP) means
 - i. Executive Chairman and / or Managing Director
 - ii. Whole-time Director
 - iii. Chief Financial Officer
 - iv. Company Secretary
 - v. Such other officer as may be prescribed under the applicable statutory provisions / regulations
 - vi. Senior Management means personnel of the Company occupying the position of Chief Executive Officer (CEO) of any unit / division or Vice President including Vice President of any unit / division of the Company. 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.

Applicability: The Policy is applicable to:

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

General: This Policy is divided in three parts: Part – A covers the matters to be dealt with and recommended by the Committee to the Board, Part – B covers the appointment and nomination and Part – C covers remuneration, perquisites, etc.

PART A: MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director
- Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy
- Recommend to the Board, appointment and removal of a Director, KMP and Senior Management Personnel

PART B: POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

1. 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.
2. 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 is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as a 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.
4. Term / Tenure:
 - a. **Managing Director/Whole-time Director:** - The Company shall appoint or reappoint 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 reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. 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. 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
 - c. **Evaluation:** The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals (yearly).
 - d. **Removal:** Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, 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 of and compliance with the said Act, rules and regulations.
 - e. **Retirement:** The Director, KMP and Senior Management Personnel 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 Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART C: POLICY RELATING TO THE REMUNERATION FOR THE MANAGING DIRECTOR, WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL**General:**

1. The remuneration / compensation / commission, etc. to the Managing Director, Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company & Central Government, as required.
2. The remuneration and commission to be paid to the Managing Director and the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

1. **Fixed pay:** The Managing Director, Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees, etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and the Central Government, wherever required.
2. **Minimum Remuneration:** If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director and the Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.
3. **Provisions for excess remuneration:** If the Managing Director or the Whole-time Director 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. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non- Executive / Independent Director:

1. **Remuneration / Commission:** The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.
2. **Sitting Fees:** The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof, provided that the amount of such fees shall not exceed Rs.20,000/- per meeting of the Board or Committee or such amount as may be prescribed/decided by the Board from time to time.
3. **Commission:** Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.
4. **Stock Options:** An Independent Director shall not be entitled to any stock option of the Company.

Policy Review:

This Policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulation which makes any provision of the policy inconsistent with the Act or Regulations, the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make them consistent with the law.

The Policy shall be reviewed by the Nomination and Remuneration Committee as and when changes need to be incorporated in the policy due to changes in regulations or as may be felt appropriate by the Committee. Any change or modification in the policy as recommended by the Committee shall be placed for approval to the Board.

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial year ended 31st March 2015

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

To,

The Members,

Neogem India Limited

G-32, Gems & Jewellery Complex III,

Seepz (SEZ), Andheri (East), Mumbai-400 096

CIN: L36911MH1991PLC063357

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Neogem India Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2015 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Neogem India Limited ("the Company") for the financial year ended on 31st March 2015, 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 **(Not Applicable to the Company during the Audit period as there were no Foreign Direct Investments, Overseas Direct Investments in the Company and no External Commercial Borrowings were made by the Company);**
- (v) The following Regulations 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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not Applicable to the Company during the Audit period as the Company has not issued any ESOP/ESPS);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit period as the Company has not issued any Debt instruments/ Securities);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit period as delisting of securities did not take place);** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit period as the Company has not Bought back its securities);**



(vi) Other laws applicable specifically to the Company namely:

i. Special Economic Zone Act, 2005 and the rules made thereunder

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

(i) Secretarial Standards issued by the Institute of Company Secretaries of India (**They were recommendatory in nature, as the same was not notified for the year under review and thus, no comments are offered for the same**).

(ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

Note: With effect from 1st October 2014, Clause 49 of the Listing Agreement which came into effect from 1st October 2014 is not mandatory to the Company as the paid up equity share capital of the Company does not exceed Rs. 10 crores and Net worth does not exceed Rs. 25 crores, as on the last day of the previous financial year.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. The Company has not appointed a Whole-time Company Secretary as required pursuant to Section 203 of the Companies Act, 2013.
2. The Nomination and Remuneration Committee is not in conformity with the Companies Act, 2013 as according to Section 178 of the Companies Act, 2013, the Committee shall comprise of three or more Non-Executive Directors, while Company has only 2 Non-Executive Directors.
3. The Company has not appointed Woman Director as required under Section 149 of the Companies Act, 2013.
4. The Company has not appointed Internal Auditor as required under Section 138 of the Companies Act, 2013.
5. The Company has not published notice convening Board Meeting for approval of quarterly financial results for the financial year 2014-15 in English and Marathi newspapers as required under Clause 41(III)(a) of the Listing Agreement.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors *except our observation above relating to composition of Nomination and Remuneration Committee*. 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.

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.

All the decisions were carried out unanimously during the year under review, however, as confirmed by the management, mechanism to capture and record the dissenting members' views as a part of the minutes, exist.

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

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

- (i) Public/Rights/debentures/sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Merger /amalgamation /reconstruction, etc.
- (iv) Foreign technical collaborations.

The Company had come out with Preferential issue of warrants in the year 2013 and on 31.3.2015, 2,92,000 warrants allotted to the promoters were converted into equity shares.

For Hemanshu Kapadia & Associates

Hemanshu Kapadia

Proprietor

C.P. No.: 2285

Membership No.: 3477

Date: 1st September 2015

Place: Mumbai

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



Annexure A

To,
The Members,
Neogem India Limited
G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (East), Mumbai-400 096
CIN: L36911MH1991PLC063357

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required we have obtained the Management representation about the compliance of laws, rules and regulations and happenings 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 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 Hemanshu Kapadia & Associates
Hemanshu Kapadia

Proprietor

C. P. No. 2285

Membership No. 3477

Place: Mumbai
Date: 1st September 2015

ANNEXURE 8
DETAILS OF REMUNERATION

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The percentage increase in remuneration of each Director during the Financial Year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for the financial year 2014-15 (Rs. in Lacs)	% Increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Gaurav Doshi Chairman and Managing Director	7,00,000	-33.71%	8.94:1	Profit before tax decreased by 84.36% whereas Remuneration decreased by 33.71%
2.	Mr. Ronak Doshi Whole-time Director	7,00,000	-33.71%	8.94:1	Profit before tax decreased by 84.36% whereas Remuneration decreased by 33.71%

@ Both the Independent Directors did not draw any remuneration.

i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year:

The median remuneration of employees of the Company during the Financial Year was Rs.78,288/- and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the above table.

ii. The percentage increase in the median remuneration of employees in the Financial Year:

In the Financial Year, there was a decrease of 39% in the median remuneration of employees.

iii. The number of permanent employees on the rolls of Company:

There were 51 (Including KMP) permanent employees on the rolls of the Company as on March 31, 2015.

iv. The explanation on the relationship between average increase in remuneration and company performance:

During the year, the Company's performance was not satisfactory and the profit before tax decreased by 84.36%. Accordingly, the Company has tried to decrease the cost incurred on human resource including the salaries of the Managerial Personnel. The average decrease in remuneration was 11.32%.

v. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

The remuneration paid to the Key Managerial Personnel during the year was Rs.14.00 lakhs and the Profit before Tax during the year was Rs.3.07 lakhs.

vi. Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current Financial Year and previous Financial Year and percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies:

The market capitalization as on March 31, 2015 was Rs. 4.40 crores (Rs. 3.17 crores as on March 31, 2014), thus the variation was 1.24 crores. The price earnings ratio of the Company was 539 as at March 31, 2015 and was 21.16 as at March 31, 2014. The Initial Public offer was made by the Company in the year 1993 and the issue was for 33,00,000 Ordinary Shares of Rs.10 each, at par. The shares of the Company were listed on the BSE Limited in the year 1993. The closing share price of the Company at BSE Limited on March 31, 2015 was Rs. 5.39 per equity share of face value of Rs. 10/- each indicating a Compounded Annual Growth Rate of -2.77%.

vii. 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:

Average percentile decrease made in the salaries of employees other than the managerial personnel in the last Financial Year i.e. 2014-15 was 13.64% whereas the percentile decrease in the managerial remuneration for the Financial Year 2014-15 was 100%. Justification: The Company's poor performance was the reason of the decrease in the cost of human resource, however, the management understands that its human resource is an indispensable part of the Company and thus, the managerial personnel has undertaken the maximum burden to reduce the cost by reducing their remuneration.

viii. The key parameters for any variable component of remuneration availed by the Directors:

The key parameters for the variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees. During the year under Report, there was no variable component of remuneration.

ix. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Not applicable.

x. Affirmation that the remuneration is as per the remuneration policy of the company:

It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

INDEPENDENT AUDITOR'S REPORT

To The members of, **Neogem India Limited**

1. **Report on the Financial Statements**

We have audited the accompanying financial statements of **Neogem India Limited ("The Company")**, which comprise the Balance Sheet as at March 31, 2015, 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.

2. **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

4. **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 and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) In the case of the Statement of Profit and Loss, of the *profit* for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

5. **Emphasis of Matters : Nil**

6. Report on Other Legal and Regulatory Requirements

- (i) As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
- (ii) As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as 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 aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For ASHOK BAIRAGRA & ASSOCIATES

Chartered Accountants

Firm Reg. No. 118677W

Ashish Jalan

Partner (M.No. A 125707)

Place : Mumbai

Date : 30th May, 2015

ANNEXURE REFERRED TO IN PARAGRAPH 6 (i) OF OUR REPORT OF EVEN DATE TO THE SHAREHOLDERS OF NEOGEM INDIA LIMITED

Annexure to the Auditors' Report referred to in our report to the members of **Neogem India Limited ("The Company")** for the year Ended on 31-03-2015. We report that:

Sr. No.	Particulars	Auditors Remark
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	Yes, The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
	(b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	Yes, As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
(ii)	(a) whether physical verification of inventory has been conducted at reasonable intervals by the management;	Yes, As explained to us, the inventory has been physically verified by the management at reasonable intervals.
	(b) are the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business. If not, the inadequacies in such procedures should be reported;	In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
	(c) whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account;	The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
(iii)	(iii) whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. If so,	The company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act
	(a) whether receipt of the principal amount and interest are also regular; and	Not Applicable
	(b) if overdue amount is more than rupees one lakh, whether reasonable steps have been taken by the company for recovery of the principal and interest;	Not Applicable
(iv)	is there an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Whether there is a continuing failure to correct major weaknesses in internal control system.	Yes, In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
(v)	in case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with? If not, the nature of contraventions should be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	Not Applicable, the company has not accepted any deposit from the public covered u/s 73 to 76 of the Companies Act, 2013
(vi)	where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained;	Not Specified

(vii)	(a) is the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.	Yes, As per information and explanations given to us, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to the company have generally been regularly deposited with the appropriate authorities though there has been delays in deposit in a few cases which are not major.
	(b) in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).	According to the information and explanations given to us, no disputed amounts payable in respect of income tax, wealth tax, sales tax, service tax, customs duty, excise duty and cess were in arrears, as at 31 st March, 2015 for a period of more than six months from the date they became payable
	(c) whether the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.	There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise
(viii)	whether in case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year;	In our opinion, there are no accumulated losses of the company at the end of financial year. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
(ix)	whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported;	No, According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holder.
(x)	whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;	No, In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year
(xi)	whether term loans were applied for the purpose for which the loans were obtained;	In our opinion, and according to the information and explanations given to us, The company has not raised any term loans during the year. Hence the question of application for the purpose for which they were raised doesn't arise.
(xii)	whether any fraud on or by the company has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated.	No, During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management

For ASHOK BAIRAGRA & ASSOCIATES

Chartered Accountants

Firm Reg. No. 118677W

Ashish Jalan

Partner (M.No. A 125707)

Place : Mumbai

Date : 30th May.2015

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No	As at 31st March, 2015	As at 31st March, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	8,17,20,000	7,88,00,000
(b) Reserves and Surplus	2.2	6,05,07,992	5,81,10,178
(2) Share Application Money pending allotment	2.3	3,456,000	6,770,000
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	2.4	-	260,000
(b) Deferred Tax Liabilities (Net)	2.5	381,839	447,123
(4) Current Liabilities			
(a) Short-Term Borrowings	2.6	162,330,524	156,880,386
(b) Trade Payables	2.7	366,472,689	356,635,815
(c) Other Current Liabilities	2.8	9,809,372	9,216,593
(d) Short-Term Provisions	2.9	10,849,354	10,794,493
TOTAL		695,527,770	677,914,589
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	2.10	4,356,680	6,022,348
(b) Non-Current Investments	2.11	14,040	14,040
(c) Long-Term Loans and Advances	2.12	205,740	240,070
(2) Current Assets			
(a) Inventories	2.13	105,108,518	96,396,573
(b) Trade Receivables	2.14	554,941,441	554,990,664
(c) Cash and Cash Equivalents	2.15	6,810,081	5,770,596
(d) Short-Term Loans and Advances	2.16	2,40,91,269	1,44,80,298
TOTAL		695,527,770	677,914,589

Significant accounting policies and Notes to Accounts: 01 - 02

The Schedules referred above form an integral part of the Balance Sheet

Auditors' Report

As per our Report of even date attached

For Ashok Bairagra & Associates

Chartered Accountants

Firm Reg. No. 118677W

For and on behalf of the Board of Directors

Ashish Jalan

Partner

Membership No. : F-125707

Gaurav Doshi

Chairman &
Managing Director

Ronak Doshi

Vice Chairman &
Whole Time Director

Place: Mumbai

Dated: 30th May, 2015

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Note No	Year Ended 31st March, 2015	Year Ended 31st March, 2014
I. Revenue from Operations	2.17	566,643,032	837,349,575
II. Other Incomes	2.18	21,165	253,345
III. Total Revenue (I + II)		566,664,196	837,602,921
IV. Expenses:			
<u>Manufacturing Expenses</u>			
Cost of Materials Consumed	2.19	277,674,339	594,380,049
Purchases of Stock-in-Trade	2.20	253,054,957	201,447,833
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	2.21	(1,956,862)	1,150,640
Employee Benefits Expenses	2.22	7,713,707	10,711,961
Finance Costs	2.23	12,005,502	11,948,143
Depreciation and Adjustment Expense	2.24	1,665,668	1,118,550
Other Expenses	2.25	16,199,509	14,882,875
Total Expenses		566,356,819	835,640,051
V. Profit before Exceptional and Extraordinary Items and Tax (III - IV)		307,377	1,962,869
VI. Exceptional Items		-	151,760
VII. Profit before Extraordinary Items and Tax (V - VI)		307,377	1,811,109
VIII. Extra Ordinary Items		-	-
IX. Profit before Tax (VII - VIII)		307,377	1,811,110
X. Tax Expense:			
(1) Current tax		(310,847)	(650,000)
(2) Income Tax of Earlier Year		-	-
(2) Deferred Tax		65,284	353,774
XI. Profit/ (Loss) for the period from Continuing Operations (IX - X)		61,814	1,514,884
XII. Profit/Loss from Discontinuing Operations		-	-
XIII. Tax Expense of Discontinuing Operations		-	-
XIV. Profit/ (Loss) from Discontinuing Operations (after Tax) (XII - XIII)		-	-
XV. Profit/ (Loss) for the Period (XI + XIV)		61,814	1,514,884
XVI. Earnings Per Equity Share			
(1) Basic		0.01	0.19
(2) Diluted		0.01	0.18

Significant accounting policies and Notes to Accounts: 01 -02

The Schedules referred above form an integral part of the Balance Sheet

Auditors' Report**As per our Report of even date attached****For Ashok Bairagra & Associates**

Chartered Accountants

Firm Reg. No. 118677W

For and on behalf of the Board of Directors**Ashish Jalan**

Partner

Membership No. : F-125707

Gaurav DoshiChairman &
Managing Director**Ronak Doshi**Vice Chairman &
Whole Time Director

Place: Mumbai

Dated: 30th May, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	2014 - 2015	2013 - 2014
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before taxation and extra - ordinary items	307,377	1,811,110
Adjustment for		
Depreciation	1,665,668	1,118,550
Interest Expenses	12,005,502	11,948,143
Interest Income	(13,833)	(12,393)
Operating Profit before working capital changes	13,964,714	14,865,409
Adjustment for Working Capital :		
(Increase) / Decrease in current asset :		
(Increase)/ Decrease in Debtors	49,223	32,206,011
(Increase)/ Decrease in Inventories	(8,711,945)	(37,755,019)
(Increase)/ Decrease in Deposits	34,330	(3,190)
(Increase)/ Decrease in Loans & advances	(9,090,222)	169,302
Increase/ (Decrease) in current liability :		
Increase/ (Decrease) in Creditors for goods	9,836,874	(19,927,785)
Increase/ (Decrease) in Creditors for expenses	336,792	(673,309)
Cash generated from operations	6,419,767	(11,118,579)
Less : Income Tax & FBT paid	(520,751)	(5,135,496)
NET CASH FLOW FROM OPERATING ACTIVITIES	5,899,016	(16,254,075)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	(43,700)
NET CASH FLOW FROM INVESTING ACTIVITIES	-	(43,700)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed from Share Application	1,942,000	2,480,000
Interest on borrowings	(12,005,502)	(11,948,143)
Interest Received	13,833	12,393
Proceeds from Borrowings	5,190,138	29,661,032
NET CASH FLOW FROM FINANCING ACTIVITIES	(4,859,530)	20,205,282
NET CHANGES IN CASH & CASH EQUIVALENTS	1,039,485	3,907,507
CASH & CASH EQUIVALENTS OPENING BALANCE	5,770,596	1,863,089
CASH & CASH EQUIVALENTS CLOSING BALANCE	6,810,081	5,770,596

Auditors' Report
As per our Report of even date attached
For Ashok Bairagra & Associates

Chartered Accountants

Firm Reg. No. 118677W

For and on behalf of the Board of Directors
Ashish Jalan

Partner

Membership No. : F-125707

Gaurav Doshi

Chairman &
Managing Director

Ronak Doshi

Vice Chairman &
Whole Time Director

Place: Mumbai

Dated: 30th May, 2015

Note – B

Notes to Accounts for the year ended March 31, 2015

1. Accounting Policies:

(a) Basis for Preparation of Financial Statements:

The financial statements have been prepared to comply with all material respects with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company.

(b) Use of Estimates :

The presentation of Financial Statements is in conformity with the generally accepted accounting principles requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between actual results and estimates are recognized in the period in which the results are known or materialize.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to the accounting estimates is recognized prospectively in the current and future periods.

(c) Investments:

(i) Recognition and Measurement

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as long-term investments and are carried at cost. However, provision for diminution in value of investments is made to recognize a decline, other than temporary, in the value of the investments. Investments other than long-term investments being current investments are valued at cost or fair value whichever is lower, determined on an individual basis.

(ii) Presentation and Disclosure

Investments, which are readily realizable and intended to be held for not more than one year from balance sheet date, are classified as current investments. All other investments are classified as non-current investments.

(d) Fixed Assets:

Fixed assets acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any. The cost of fixed assets includes taxes, duties, freight, borrowing cost, if capitalization criteria are met and other incidental expenses incurred in relation to their acquisition/ bringing the assets for their intended use.

(e) Depreciation:

(i) In respect of fixed assets, depreciation is computed on the Straight Line Method based on remaining useful lives of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.

(f) Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(g) Financial Derivatives and Commodity Hedging Transactions

Financial derivatives and commodity hedging contracts are accounted on the date of their settlement. In respect of derivative contracts, premium paid, gains / losses on settlement and losses on restatement are recognized in the Profit and Loss account except in case where they relate to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

(h) **Foreign Currency Transactions**

- a. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- b. Monetary items denominated in foreign currencies at the year-end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year-end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
- c. Non-monetary foreign currency items are carried at cost.

Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

(i) **Provisions, Contingent Liabilities and Contingent Assets:**

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provision are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

(j) **Cash Flow Statement**

The Cash Flow statement is being prepared in accordance with the format prescribed in Accounting Standard 3 prescribed by the ICAI.

(k) **Prior Period Items**

All identifiable items of Income and Expenditure pertaining to prior period are accounted through "Income / Expense of earlier year accounts"

(l) **Related Party Transaction**

Disclosure of transaction with Related Parties, as required by Accounting Standard 18 "Related Party Disclosure" has been set out in a separate note forming part of this schedule. Related parties as defined under clause 3 of the accounting standard 18 have been identified on the basis of representations made by key management personnel and information available with the company..

(m) **Revenue Recognition:**

- (a) Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.
- (b) The Company recognizes revenue on dispatch of goods. In case of Job Work, the revenue is recognized upon completion of the job and dispatch of goods.
- (c) Revenue from operations includes sale of goods, services, sales tax, service tax, excise duty and sales during trial run period, adjusted for discounts (net), Value Added Tax (VAT) and gain / loss on corresponding hedge contracts.
- (d) Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

(n) **Employee Benefits**

Gratuity

In respect of Gratuity, the provision is made on Accrual Basis as per actuarial valuation at the year end.

Leave Encashment

Provision is made for Leave Encashment liability on the basis of Actual Calculation.

Provident Fund & Family Pension

Contribution to provident fund & family pension fund are provided for & payments in respect thereof are made to the relevant authorities on actual basis.

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

Post-employment and other long term employee benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post-employment and other long term benefits are charged to the Profit and Loss account.

(p) **Taxation:**

Tax expense comprises of current and deferred tax. Current Tax is determined at the amount of tax payable in respect of taxable income for the period as per Income-Tax Act, 1961, based on the enacted Tax Regulations.

Deferred Tax Assets and Liabilities are recognized for the future tax consequences of timing differences between the book profit and tax profit. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty, except for carried forward losses and unabsorbed depreciation which is recognized based on virtual certainty, that the assets will be realized in future. Deferred Tax Assets and Liabilities are measured using substantively enacted tax rates. The effect on Deferred Tax Assets and Liabilities of a change in tax rates is recognized in the Statement of Profit & Loss in the period of substantive enactment of the change. Deferred tax assets are reviewed as at each balance sheet date and are appropriately adjusted to reflect the amount that is reasonably or virtually certain to be realized.

(q) **Earnings Per Share:**

Earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to the equity shareholders of the Company by weighted average number of equity shares determined by assuming conversion on exercise of conversion rights for all potential dilutive equity shares.

(r) **Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

For Ashok Bairagra & Associates

Chartered Accountants
Firm Reg. No. 118677W

Ashish Jalan

Partner

Membership No. : F-125707

Place: Mumbai

Date : 30th May, 2015

For and behalf of the Board of Directors

Gaurav Doshi
**Chairman &
Managing Director**

Ronak Doshi
**Vice Chairman &
Whole Time Director**

NOTES FORMING PART OF THE ACCOUNTS

NOTE '2.1' SHARE CAPITAL	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
AUTHORISED :		
1,00,00,000 Equity Shares of Rs.10/-each	100,000,000	100,000,000
ISSUED, SUBSCRIBED, CALLED UP AND FULLY PAID UP :		
81,72,000 Equity Shares of Rs.10/- each (P.Y. 78,80,000 Equity Shares of Rs.10/- each)	81,720,000	78,800,000
TOTAL	81,720,000	78,800,000

*During the year the company has further issued 2,92,000 equity shares having face value of Rs. 10/- each at a premium of Rs. 8/-.

(i) Details of shareholders holding more than 5% of shares.

Name of Shareholders	As at 31.03.2015 Rs. No. of Shares % Held	As at 31.03.2014 Rs. No. of Shares % Held
Urvinderpal Attarsingh	8,00,000 9.79	8,00,000 10.15
Gaurav Doshi	8,70,800 10.66	8,39,800 10.66
Rekha Doshi	10,89,950 13.34	10,59,950 13.45
Ronak Doshi	8,70,800 10.66	8,39,800 10.66

(ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Number of Equity Share at the beginning of year	7,880,000	7,880,000
Add : Number of Share issued during the year	292,000	-
Number of Equity Share at the end of the year	8,172,000	7,880,000

NOTE 2.2 RESERVES & SURPLUS	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
1. Share Premium Account		
As per last Balance Sheet	3,780,000	3,780,000
Add:- On further Issue of Capital	2,336,000	-
Closing Balance	6,116,000	3,780,000
2. Profit & Loss Account	54,330,178	52,815,295
Add : During The Year	61,814	1,514,883
Closing Balance	54,391,992	54,330,178
TOTAL	60,507,992	58,110,178

NOTE 2.3 SHARE APPLICATION MONEY	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Share Application Money*	3,456,000	6,770,000
TOTAL	3,456,000	6,770,000

Share application money represents the 25% share application money received against allotment of 7,68,000 warrants allotted to the promoters as per the SEBI (ICDR) Regulations 2009 for which approval of shareholders was obtained in the AGM held on 30.09.2013 which is due for conversion on 20.8.2015.

NOTES FORMING PART OF THE ACCOUNTS

NOTE 2.4 LONG TERM BORROWING	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.
<u>UNSECURED</u>		
Corporate	-	260,000
TOTAL	-	260,000

NOTE 2.5 DEFERRED TAX LIABILITY & DEFERRED TAX ASSET	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.
Deferred Tax Liability due to difference between Book & Tax Depreciation (Net)	381,839	447,123
NET DEFERRED TAX LIABILITY/ (ASSETS)	381,839	447,123

NOTE 2.6 SHORT TERM BORROWINGS	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.
<u>SECURED</u>		
Working Capital Loan from Banks*	162,330,524	156,880,386
TOTAL	162,330,524	156,880,386

* Working Capital (Secured Loan) from Punjab National Bank and Bank of India.

1. Working Capital Loan is secured by hypothecation of stock of Raw Material & Finished Goods, Export Documentary Bills, Fixed Assets.
2. The Working Capital loan are further secured by way of hypothecation of 3 residential flat in the name of the directors and 2 shareholders.
3. The Working Capital loan is further secured by personal guarantee of 2 directors and 3 shareholders.

NOTE 2.7 TRADE PAYABLES	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.
Micro, Small & Medium Enterprises*	370,006	173,448
Others	366,102,683	356,462,367
TOTAL	366,472,689	356,635,815

* Details of Dues to Micro, Small & Medium Enterprises as defined under MSMED Act, 2006.

The information as required to be disclosed under the Micro, Small & Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

NOTE 2.8 OTHER CURRENT LIABILITIES	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.
Other Current Liabilities	9,809,372	9,216,593
TOTAL	9,809,372	9,216,593

NOTE 2.9 SHORT - TERM PROVISIONS	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.
<u>PROVISION FOR TAXES</u>		
A Y 2012 - 2013	4,572,000	4,572,000
A Y 2013 - 2014	4,875,000	4,875,000
A Y 2014 - 2015	650,000	650,000
A Y 2015 - 2016	310,847	
Gratuity	236,664	236,664
Bonus	-	252,452
Leave Encashment	204,843	208,377
TOTAL	10,849,354	10,794,493

NOTE 2.10 Tangible Assets as on 31st March 2015

Amount in Rs.

PARTICULARS	GROSS BLOCK			DEPRECIATION					NET BLOCK		
	AS AT 01.04.2014	ADDITION DURING YEAR	DEDUCTION DURING YEAR	AS AT 31.03.2015	PROVISION UP TO 31.03.2014	DEDUCTION ON SALES OF ASSETS	PROVISION FOR THE YEAR	ADJUSTMENT DURING THE YEAR	TOTAL DEPN. 31.03.2015	AS AT 31.03.2015	AS AT 31.3.2014
LAND	440,029	-	-	440,029	-	-	-	-	-	440,029	440,029
PLANT & MACHINERY	13,338,947	-	-	13,338,947	8,611,750	-	863,314	328,014	9,803,078	3,535,869	4,727,197
ELECTRICAL FITTINGS	941,409	-	-	941,409	827,302	-	46,717	-113,566	760,453	180,956	114,107
INTERIOR WORKS	5,860,075	-	-	5,860,075	5,804,519	-	27,252	-25,173	5,806,598	53,477	55,556
UTILITIES	273,030	-	-	273,030	261,279	-	-	11,751	273,030	-	11,751
FURNITURE & FIXTURES	3,080,226	-	-	3,080,226	2,763,475	-	113,552	164,597	3,041,624	38,602	316,751
FACTORY EQUIPMENTS	87,871	-	-	87,871	24,703	-	6,575	-	31,278	56,593	63,168
OFFICE EQUIPMENTS	694,657	-	-	694,657	657,590	-	-	37,067	694,657	-	37,067
AIR CONDITIONERS	1,313,976	-	-	1,313,976	1,227,316	-	-	86,660	1,313,976	-	86,660
COMPUTERS	2,090,083	-	-	2,090,083	1,926,749	-	108,094	8,393	2,043,236	46,847	163,334
MOTOR BIKE	41,894	-	-	41,894	35,166	-	6,509	-4,088	37,587	4,307	6,728
TOTAL	28,162,197	-	-	28,162,197	22,139,849	-	1,172,013	493,655	23,805,517	4,356,680	6,022,348
PREVIOUS YEAR	28,118,497	43,700	-	28,162,197	21,021,299	-	1,118,550	-	22,139,849	6,022,348	7,097,198

NOTES FORMING PART OF THE ACCOUNTS

NOTE 2.11 NON - CURRENT INVESTMENTS	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
<u>Punjab National Bank</u>		
180 shares of Face Value Rs. 2 (P. Y . 180 shares)	14,040	14,040
TOTAL	14,040	14,040
* Book Value of Quated Investment	14,040	14,040
* Market Value of Quated Investment	25,992	26,788

NOTE 2.12 LONG TERM LOANS AND ADVANCES	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Security Deposit	205,740	240,070
TOTAL	205,740	240,070

NOTE 2.13 INVENTORIES	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
1. Raw Materials	100,284,486	94,173,842
2. Finished Goods	1,652,230	1,075,533
3. Work In Progress	1,702,354	322,189
4. Masters & Moulds	322,941	390,236
5. Stores, Spares & Tools	359,623	317,422
6. Trading Goods	786,884	117,351
TOTAL	105,108,518	96,396,573

NOTE 2.14 TRADE RECEIVABLES	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Unsecured, Considered Good		
- Outstanding for a period exceeding six months	353,976,694	100,890,822
- Others	200,964,746	454,099,842
Less: Allowance for Bad & Doubtful Debts	-	-
	554,941,441	554,990,664
Doubtful	-	-
TOTAL	554,941,441	554,990,664

*Debts considered good for which the company holds no security other then the Debtors Personal Security.

NOTE 2.15 CASH AND CASH EQUIVALENTS	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Balance with Banks		
Wiith Schedule Bank		
In Current A/c	6,651,601	5,350,576
In Fixed Deposit	39,468	31,157
Cash on Hand	119,013	388,863
TOTAL	6,810,081	5,770,596

* Fixed Deposit with Banks include deposit of Rs. 39,468/- (P Y Rs. 31,157/-) with maturity of more than 12 Months.

NOTES FORMING PART OF THE ACCOUNTS

NOTE 2.16 SHORT TERM LOANS AND ADVANCES	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
<u>Others</u>		
Advance Tax & T.D.S	11,275,153	10,754,404
VAT Receivable	1,462,084	1,504,369
Accrued Interest	-	4,950
Margin Money	61,007	118,859
Other Advances	11,293,026	2,097,717
TOTAL	24,091,269	14,480,298

NOTE 2.17 REVENUE FROM OPERATIONS	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Sale of Products	563,369,246	826,555,665
Gain on Foreign Exchange	3,273,785	10,793,910
	566,643,032	837,349,575
TOTAL	566,643,032	837,349,575

NOTE 2.18 OTHER INCOME	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
<u>Interest</u>		
Interest on F.D with Bank (including TDS Rs. Nil ,P Y Rs Nil/-)	3,361	3,075
Interest on Security Deposit (including TDS Rs. 932 ,P Y Rs 923/-)	10,472	9,319
Other Income	7,332	240,952
TOTAL	21,165	253,345

* Other Income Includes Income from Dividend, Discount & Bal W/Back

NOTE 2.19 COST OF MATERIAL CONSUMED	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Opening Stock	94,173,842	54,461,751
Add : Purchase During the Year	283,784,983	634,092,140
Less : Closing Stock	100,284,486	94,173,842
Consumption Of Raw Material During The Year	277,674,339	594,380,049
TOTAL	277,674,339	594,380,049

NOTE 2.20 PURCHASES OF STOCK-IN-TRADE	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Opening Stock	117,351	117,351
Add : Purchases	253,724,490	201,447,833
Less: Closing Stock	786,884	117,351
	253,054,957	201,447,833
TOTAL	253,054,957	201,447,833

NOTES FORMING PART OF THE ACCOUNTS

NOTE 2.21 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN PROCESS	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
<u>Opening Stock</u>		
Finished Goods	1,075,533	1,083,246
Work in Progress	322,189	1,465,116
	1,397,722	2,548,362
<u>Closing Stock</u>		
Finished Stock	1,652,230	1,075,533
Work in Progress	1,702,354	322,189
	3,354,584	1,397,722
(Increase)/Decrease in Stock of Finished & Semi Finished Stock	(1,956,862)	1,150,640
TOTAL	(1,956,862)	1,150,640

NOTE 2.22 EMPLOYEE BENEFIT EXPENSES	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Salaries, Wages & Allowances	5,929,366	7,826,010
Bonus Allowance	1,181	262,606
Contribution to Provident and Other Fund	156,289	298,763
Staff Welfare Expenses	226,871	284,582
Remuneration to Directors	1,400,000	2,040,000
TOTAL	7,713,707	10,711,961

As per Accounting Standard 15 "Employee Benefits", the disclosure as defined in the Accounting Standard are given below:

Defined Contribution Plan

Contribution to Defined Contribution Plans, recognized as expense for the year is as under;

	2014 - 2015	2013 - 2014
Employer's Contribution to Provident Fund	127,792	224,054
The Company's Provident Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provisions Act, 1952. Conditions for grant of exemption stipulate that the employer shall make good deficiency, if any, in the interest rate declared by the trust vis-a-vis statutory rate.		
<u>Defined Benefit Plan</u>		
The employees' gratuity fund scheme managed by a Trust (Life Insurance Corporation of India) is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.		

NOTES FORMING PART OF THE ACCOUNTS

<u>Assumptions</u>	As on 31.3.2015	As on 31.3.2014
Discount Rate	8%	8%
Salary Escalation	5%	5%
<u>Table Showing changes in present value of obligations</u>		
Present value of obligations as at the beginning of the year	236,664	315,599
Interest Cost	18,933	25,248
Current Service cost	47,743	53,445
Benefits paid	0	(94,573)
Acturial (Gain)/Loss on obligation	(131,018)	(63,055)
Present value of obligations as at the end of the year	172,322	236,664
<u>Table Showing Changes in the fair value of plan assets</u>		
Fair value of plan assets as at the beginning of the year	194,075	115,587
Expected return on plan assets	17,753	15,201
Contributions	4,795	157,860
Benefits paid	0	(94,573)
Acturial Gain/(Loss) on obligation	NIL	NIL
Fair value of plan assets as at the end of the year	216,623	194,075
<u>Table Showing fair value of plan assets</u>		
Fair value of plan assets as at the beginning of the year	194,075	115,587
Actual return on plan assets	17,753	15,201
Contributions	4,795	157,860
Benefits paid	0	(94,573)
Fair value of plan assets as at the end of the year	216,623	194,075
Funded Status	44,301	(42,589)
Excess of Actual over estimated return on plan assets	NIL	NIL
(Actual Rate of return=Estimated rate of return as ARD falls on 31st March)		
<u>Acturial Gain/Loss recognised</u>		
Acturial (Gain)/Loss for the year- obligations	131,018	63,055
Acturial (Gain)/Loss for the year- plan assets	NIL	NIL
Total Acturial (Gain)/Loss for the year	(131,018)	(63,055)
Acturial (Gain)/Loss recognised for the year	(131,018)	(63,055)
<u>Amounts to be recognised in Balance Sheet and Profit & Loss Account</u>		
Present Value of obligations as at the end of the year	172,322	236,664
Fair Value of plan assets as at the end of the year	216,623	194,075
Funded Status	44,301	(42,589)
Net Asset/(liability) recognised in Balance Sheet	44,301	(42,589)
<u>Expenses recognised in statement of profit & loss Account</u>		
Current Service cost	47,743	53,445
Interest Cost	18,933	25,248
Expected return on plan assets	(17,753)	(15,201)
Net Acturial (Gain)/Loss recognised for the year	(131,018)	(63,055)
Expenses recognised in statement of profit & loss Account	(82,095)	437

NOTES FORMING PART OF THE ACCOUNTS

NOTE 2.23 FINANCE COST	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.
Interest on Working Capital	10,247,694	9,708,378
Bank Charges	1,757,808	2,239,765
TOTAL	12,005,502	11,948,143

NOTE 2.24 DEPRECIATION	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.
Depreciation	1,665,668	1,118,550
TOTAL	1,665,668	1,118,550

NOTE 2.25 OTHER EXPENSES	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.
<u>Manufacturing Expenses</u>		
Electricity Charges	1,229,824	1,321,160
Export Freight & Clearing	151,172	373,330
Factory Expenses	224,496	281,511
Job Work & Labour Charges	6,853,262	3,152,428
Master & Mould Consumed	80,735	260,158
Packing Material	9,767	25,016
Stores, Spares & Consumable Consumed	1,063,271	1,798,725
Water Charges	162,192	133,570
Total (A)	9,774,720	7,345,897
<u>Selling and Distribution Expenses</u>		
Advertisement & Publicity	65,915	60,262
Sales Promotion Expenses	1,595,217	652,975
Discount Allowed	6	448,145
Total (B)	1,661,138	1,161,382
<u>Administrative & Other Expenses</u>		
Repairs & Maintenance (Plant & Machinery)	79,475	22,872
Repairs & Maintenance (Others)	129,863	233,548
Auditors Remuneration	100,000	100,000
Annual General Meeting Expenses	13,582	16,000
Bad Debt W/off	-	1,125,976
Conveyance Expenses	64,547	113,311
Custodian Charges	59,657	58,588
Computer Expenses	59,380	98,646
Insurance Premium	1,197,599	1,579,914
Legal & Professional Charges	566,400	541,250
Listing Fees	125,012	140,450
Loss on Forward Contract	14,512	59,772
Membership & Subscription	-	24,672
Office General Expenses	29,452	780
Printing & Stationery	65,258	94,096
Postage & Telephone Expenses	277,605	273,042
Rent, Rates & Taxes	1,214,039	1,230,804
Security Charges	530,708	427,438
Travelling Expenses	236,561	234,437
Total (C)	4,763,651	6,375,596
TOTAL (A+B+C)	16,199,509	14,882,875

* Sales Promotion Expenses include Foreign Travelling Expenses & Sales Commission

NOTES FORMING PART OF THE ACCOUNTS

	2014 - 2015	2013 - 2014
<u>Increase/ (Decrease) in value of Master & Mould</u>		
Opening Stock	390,236	545,730
Add: Purchase	13,440	104,664
Less : Closing Stock	322,941	390,236
Consumption	80,735	260,158
<u>Increase/ (Decrease) in value of Stores, Spares & Consumables</u>		
Opening Stock	317,422	968,359
Purchases	1,105,472	1,147,788
Less: Closing Stock	359,623	317,422
Consumption	1,063,271	1,798,725
<u>Payment to Auditors as</u>		
Auditor		
Statutory Audit Fees	100,000	100,000
Tax Audit Fees	50,000	50,000
<u>Expenditure in Foreign Currency</u>		
Travelling	-	272,437
	-	272,437
<u>Value of Import On CIF Basis</u>		
Raw Materials	141,438,461	387,707,465
Finished Goods	231,875	101,176,287
Stores & Spares	1,240,232	1,261,452
	142,910,568	490,145,203
<u>Working of Earning per Share</u>		
Before Extra Ordinary Items		
Profit After Tax	61,814	1,514,884
Basic No. of Equity Shares of Face Value RS.10/- each	8,172,000	7,880,000
EPS Basic Rs.	0.01	0.19
Diluted No. of Equity Shares of Face Value RS.10/- each	7,904,333	8,256,111
EPS Diluted Rs.	0.01	0.18
After Extra Ordinary Items		
Profit After Tax	61,814	1,514,884
Basic No. of Equity Shares of Face Value RS.10/- each	8,172,000	7,880,000
EPS Basic Rs.	0.01	0.19
Diluted No. of Equity Shares of Face Value RS.10/- each	7,904,333	8,256,111
EPS Diluted Rs.	0.01	0.18
<u>EARNING IN FOREIGN EXCHANGE</u>		
Export of Goods Calculated on FOB Basis	155,939,435	515,862,412

NOTE 2.26 RELATED PARTY DESCLOSURES :

The Disclosure required under Accounting Standard 18 in respect of Related Parties are given below :-

NAME OF RELATED PARTIES
Associates

Kamya Impex Pvt. Ltd.

Key Management Personnel

Gaurav Doshi

Ronak Doshi

Relative

Mahindra B. Doshi

NOTES FORMING PART OF THE ACCOUNTS
RELATED PARTY TRANSACTIONS

Nature of Transaction	2014-15 (2013-14)	
	Associates	Key Management Personnel / Relative
Transactions during the year		
Loan Received	Nil	500,000
(Previous Year)	Nil	Nil
Re-payment of Loan	Nil	500,000
(Previous Year)	Nil	(2,447,000)
Salary	Nil	485,000
(Previous Year)	Nil	(582,000)
Remuneration	Nil	1,400,000
(Previous Year)	Nil	(2,112,000)
Purchase from Trading	Nil	Nil
(Previous Year)	(104,211,199)	Nil
Sales for Trading	Nil	Nil
(Previous Year)	(13,012,480)	Nil
Balances at the year end:		
Payable	Nil	Nil
(Previous Year)	Nil	(172,000)
Unsecured Loans	Nil	Nil
(Previous Year)	Nil	Nil

As per our Report of even date attached
For Ashok Bairagra & Associates

Chartered Accountants
Firm Reg. No. 118677W

Ashish Jalan

Partner
Membership No. : F-125707

Place: Mumbai

Dated: 30th May, 2015

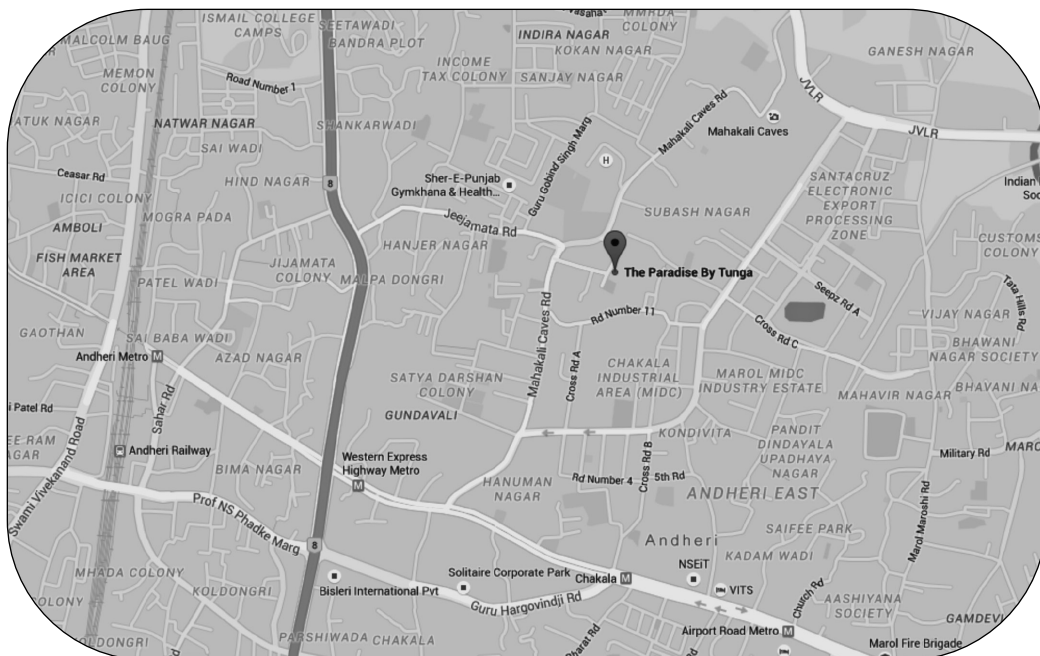
For and on behalf of the Board of Directors
Gaurav Doshi

Chairman &
Managing Director

Ronak Doshi

Vice Chairman &
Whole Time Director

Route Map to the AGM Venue





NEOGEM INDIA LIMITED

CIN: L36911MH1991PLC063357

Registered office: G/32, Gems and Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai - 400 096.

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Attendance Slip on request.

Master Folio No.: **No. of Shares held:**

DP ID: **Client ID:**

Mr./Ms./Mrs.:

Address:

I hereby record my presence at the **TWENTY-FOURTH ANNUAL GENERAL MEETING** of the Company held on Wednesday, the 30th September 2015 at 10.30 a.m. at **Hotel Tunga Paradise, M.I.D.C. Central Road, Andheri (East), Mumbai - 400 093.**

(Proxy's Name in Block letters)

(Member's /Proxy's Signature#)

Strike out whichever is not applicable



NEOGEM INDIA LIMITED

CIN: L36911MH1991PLC063357

Registered office: G/32, Gems and Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai - 400 096.

Form No. MGT-11

Proxy form

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

24th Annual General Meeting- September 30, 2015

Name of the Member(s):

Registered Address:

Email:

Folio no. / Client ID:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:..... Email Id: Address:

Signature:....., or failing him/her

2. Name:..... Email Id: Address:

Signature:....., or failing him/her

3. Name:..... Email Id: Address:

Signature:....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on the 30th day of September 2015 at 10.30 a.m. at Hotel Tunga Paradise, M.I.D.C. Central Road, Andheri (East), Mumbai - 400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolution
Ordinary Business	
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of Directors' and the Auditor for the financial year ended March 31, 2015.
2.	Appoint a Director in place of Mr. Gaurav Doshi (DIN 00166703), who retires by rotation and being eligible, offer himself for re-appointment.
3.	Appoint M/s. Ashok Bairagra & Associates, as Statutory Auditors of the Company to hold office upto conclusion of Annual General Meeting.
Special Business	
4.	Appoint Mr. Gaurav Doshi (DIN 00166703), as an Chairman & Managing Director up to 31st March 2020.
5.	Appoint Mr. Ronak Doshi (DIN 00102959), as an Whole Time Director & CFO up to 31st March, 2020.
6.	Appoint Ms. Renu Kathuria (DIN 01669882) as an Additional Independent Director up to the ensuing AGM.

Signed this _____ day of _____ 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix
revenue
stamp
₹ 1.00/-

Note:

1. 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.

Important Communication to Members

To support the 'Green Initiative in Corporate Governance' taken by the Ministry of Corporate Affairs, members are requested to register their e-mail address with their Depository Participants or send an e-mail to the Company on **investors@neogemindia.com**

We look forward to your co-operation in the protection of our environment.

if undelivered please return to :

Neogem India Limited

G/32, G & J Complex III,
Seepz (SEZ), Andheri (E),
Mumbai - 400 096.

Contact Person :

Mr. Xavier Rodrigues
Tel. : 91-22-3088 2640.