

NEOGEM [I] LTD.

Always Innovative



G-32, Gem & Jewellery Complex III, SEEPZ,
Andheri (E), Mumbai - 400 096 -INDIA
Tel.: (91-22) 3088 2640 / 2641 Fax: (91-22) 2829 1123
Cin No-L36911MH1991PLC063357E-mail:
mail@neogemindia.com
Web: www.neogemindia.com

Date: September 06, 2017
Ref: Stock Exchange 2017-18 / 16

To,
The Deputy Manager
Corporate Relations Dept.
The BSE Limited
P.J. Tower, Fort
Mumbai - 400 001

Fax No: 2272 2061/41/39

Dear Sir,

Ref No: - Company Code: 526195
Sub: Notice of the Twenty-sixth Annual General Meeting of the Company

Pursuant to the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, we hereby inform you that the Twenty-sixth Annual General Meeting of the Members of our Company is scheduled to be held on Friday, 29th September, 2017 at 9.30 a.m. at the registered office of the Company situated at G/32, Gems and Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai - 400 096.

The Notice of AGM along with the Board's Report, Auditors Report and Audited Financial Statement of the Company for the year ended March 31, 2017 has been sent to Members by permitted mode at the postal address or emailed to email address, registered with the Company / Depository Participant (DP) as the case may be.

Pursuant to Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other relevant Rules made under the Act and Regulation 44 of the Listing Regulations, the Company is providing the facility to the Members to exercise their right to vote on the resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through such voting. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 22nd September, 2017 are entitled to vote on the Resolutions set forth in the Notice. The cut-off date for the purpose of remote e-voting and voting at the AGM is Friday, 22nd September, 2017. The Company has appointed Central Depository Services (India) Limited [CDSL] for facilitating remote e-voting. The remote e-voting period will commence at Tuesday, 26th September 2017 at IST 9:00 a.m. and ends on Thursday, 28th September 2017 at IST 5:00 p.m.

The Notice of AGM and Annual Report for Financial Year 2016-17 is also available on Company's website <http://www.neogemindia.com>.

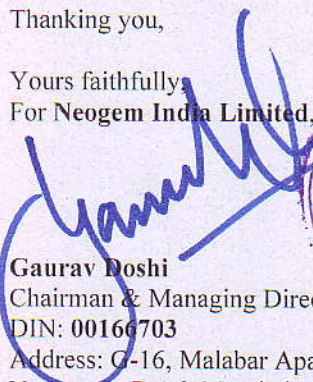
Further also find attached herewith the Notice of Twenty-sixth Annual General Meeting.

You are requested to take the above on your record.

Please take the same on your record and display on your website.

Thanking you,

Yours faithfully,
For Neogem India Limited,


Gaurav Doshi
Chairman & Managing Director
DIN: 00166703
Address: G-16, Malabar Apartment,
Nepeansea Road, Mumbai- 400 036



NEOGEM INDIA LIMITED

NOTICE

NOTICE is hereby given that the Twenty-sixth Annual General Meeting of the Members of **Neogem India Limited** will be held on Friday, 29th September 2017 at 9:30 a.m. at the Registered office of the Company at G/32, Gems and Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai - 400 096 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements comprising of Balance Sheet as at 31st March 2017, Statement of Profit and Loss for the year ended on that date, Cash Flow Statement and the Notes together with the Board's Report and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Gaurav Doshi (DIN: 00166703) who retires by rotation and being eligible, offered himself for re-appointment.
3. Appointment of Statutory Auditors:

To appoint Statutory Auditors of the Company for a period of five years to hold office from the conclusion of this meeting till the conclusion of the Thirty First Annual General Meeting and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. D.S. Solanki & Co., Chartered Accountants (Firm Registration No. 124118W) be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s. Ashok Bairagra & Associates, Chartered Accountants (Firm Registration No. 118677W), to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting subject to the ratification of their appointment by the Members at every Annual General Meeting and subject to such remuneration as may be decided by the Board of Directors, at a later date."

By Order of the Board of Directors
For Neogem India Limited

Gaurav Doshi
Chairman & Managing Director
DIN: 00166703
Address: G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (East), Mumbai-400096

Date: 1st September, 2017
Place: Mumbai

Registered Office:

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (East), Mumbai-400096
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 such proxy need not be a Member of the Company. The proxy, in order to be effective, must be duly completed, stamped and signed and should be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

2. The Company's Registrar & Share Transfer Agents are M/s. Link Intime India Private Limited located at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel No: 022 49186270 Fax: 022 49186060.
3. Map of the venue of the 26th AGM is given after the notice.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 22nd September 2017 to Friday, 29th September 2017 (both days inclusive).
5. 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 Financial Statement for the financial year ended 31st March 2017, 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. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, M/s. Link Intime India Private Limited located at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 upto the date of book closure.
6. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/Proxy Holders/ Authorized Representatives are requested to fill in and sign at the space provided therein and submit the same at the venue of the Meeting. Proxy/Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.
7. Corporate Members intending to send their representatives to attend the Meeting are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. In case of joint holders, the vote of only such joint holder who is higher in the order of names, whether in person or proxy, shall be accepted to the exclusion of the votes of other joint holders.
9. As per the provisions of Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 facility for making nominations is available for shareholders in respect of the physical shares held by them. Form SH 13 for making nomination can be obtained from R&TA. The duly filled in nomination form shall be sent to R&TA at their above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
10. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their Depositories Participant(s). Members holding shares in physical form shall submit their PAN details to R&TA.
11. As required under the Secretarial Standard - 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], the details in respect of the Director seeking re-appointment at the AGM, i.e. Mr. Gaurav Doshi (DIN: 00166703), inter alia, age, qualifications, experience, details of remuneration last drawn by such person, his relationship with other Directors and Key Managerial Personnel of the Company, the number of Meetings of the Board attended during the year and other Directorships, membership/chairmanship of the Committees of other Boards, etc. are annexed to the Notice. He has furnished the relevant consents, etc. for his re-appointment. None of the Directors are related with other Directors or Key Managerial Personnel (inter-se).
12. 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.

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13. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are, therefore, requested to kindly bring their copies at the time of attending the Meeting.
14. Annual Report containing inter alia the Notice convening the 26th Annual General Meeting, the audited financial statement of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors, Management Discussion & Analysis, etc. are available on the Company's website at: www.neogemindia.com.
15. In compliance with the provisions of Section 20 of the Companies Act, 2013, 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. Link Intime India Private Limited located at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel No: 022 49186270 Fax: 022 49186060.
16. In case you desire to receive the same or any other documents in physical form or register or change your email address, you are requested to send an e-mail to investors@neogemindia.com.
17. Electronic copy of the 26th Annual Report 2016-17, 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.
18. In terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the Listing Regulations], the Company has made arrangement for its Members to exercise their right to vote at Annual General Meeting by electronic means.
19. 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/her vote, if any, cast at the meeting shall be treated as invalid.
20. In case a person has become a Member of the Company after the dispatch of the AGM Notice but on or before the cut-off date, he may write to R & TA on the email ID: manohar.shirwadkar@linkintime.co.in or contact Mr. Manohar Shirwadkar, at M/s. Link Intime India Private Limited located at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel No: 022 49186270 Fax: 022 49186060 requesting for the User ID and Password.
21. Procedure for E-Voting through electronic means:
 - i. The voting period begins on Tuesday, 26th September 2017 at IST 9:00 a.m. and ends on Thursday, 28th September 2017 at IST 5:00 p.m. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The Members 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 Members as well as physical Members)</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. <p>E.g. If your name is Ramesh Kumar with the Sequence Number 1 then enter RAO0000001 in the PAN field.</p>
DOB/DOI	<p>Enter the Date of Birth (in case of individual) and Date of Incorporation (in case of Company) as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the 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.

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

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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- xix. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
22. The voting rights of Members 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 22nd September 2017.
23. Mr. Vipin Mehta (FCS: 8303 and CP: 9134), Partner of VPP & Associates, Practicing Company Secretaries, Mumbai or failing him, Mr. Hemanshu Kapadia (FCS: 3477 and CP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
24. Voting shall be allowed at the end of discussion on all the resolutions mentioned in the notice of this meeting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
25. The Scrutinizer(s) 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 two (2) days from the conclusion of the meeting a Consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
26. The Results declared along with the report of the Scrutinizer’s shall be placed on the website of the Company www.neogemindia.com and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorized. The results shall also be immediately forwarded to BSE Limited, where the equity shares of the Company are listed.
27. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 26th AGM i.e. 29th September, 2017.
28. 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.
29. Kindly note that any Member who wishes to attend the Annual General Meeting, is required to contact Mr. Xavier Rodrigues, contact no.022 30882640 or email him your full name, folio number and contact number at xavier@neogemindia.com atleast 2 days prior to the date of Annual General Meeting i.e. before 27th September, 2017 between 10 am to 5 pm for arranging the gate pass in their name.

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-400096

Date: 1st September, 2017
Place: Mumbai

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

Annexure to Item no. 2 of the Notice

Details of Mr. Gaurav Doshi, Director seeking re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards II issued by ICSI]:

Name	Mr. Gaurav Doshi
Date of Birth	30/12/1976
Age	40 years
Nationality	Indian
Qualification	B.Com. from University of Mumbai
Nature of Expertise	Vast experience in Finance, Administration and Operations.
Date of 1st appointment on the Board of the Company	22/10/1999
Number of meetings of the Board attended during the year	5
Experience	20 Years
Name of other Public Companies in which holds Directorship	Nil
Name of other Companies in Committees of which holds Membership/ Chairmanship	Nil
Terms and conditions of the appointment	Liable to retire by rotation and offers himself for re-appointment.
Shareholding in Neogem India Limited	8,70,800
Relationship with Directors, Managers or other KMP	Related to Mr. Ronak Doshi (DIN-00166703), Whole-time Director-cum-CFO of the Company.
Last Remuneration drawn (2015-16)	Rs. 6,59,500/- in the financial year 2015-16
Remuneration to be drawn after appointment/re-appointment	Proposed to be re-appointment as a Director liable to retire by rotation on existing terms and condition.

ROUTE MAP OF THE VENUE TO THE AGM



LAND MARK : GATE NO. 1 SPEEZ, ANDHERI