

VPP & ASSOCIATES

Practicing Company Secretaries

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

SCRUTINIZER'S REPORT ON E-VOTING

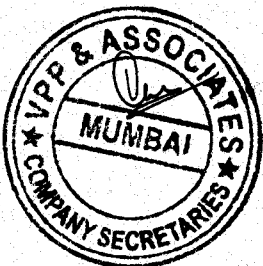
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

To,


The Chairman of the 26th Annual General Meeting of the Members of **Neogem India Limited** [CIN: L36911MH1991PLC063357] ('the Company') held on Friday, the 29th day of 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.

Dear Sir,


1. I, Vipin Mehta, Practicing Company Secretary (C.P. No.: 9869, Membership No.: F8587), Partner of M/s. VPP & Associates, Mumbai, have been appointed by the Board of Directors of **Neogem India Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions provided in the notice to the 26th Annual General Meeting (AGM) of the Members of the Company, to be held on Friday, the 29th day of 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, Maharashtra, India.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolutions provided in the Notice to the 26th AGM of the Members of the Company. My responsibility as the Scrutinizer for the remote e-voting process is restricted to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ('CDSL'), the authorized agency to provide remote e-voting facilities and engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The remote e-voting period remained open from Tuesday, the 26th day of September, 2017, 9.00 a.m. (IST) to Thursday, the 28th day of September, 2017, 5.00 p.m. (IST).
 - ii. The Members of the Company as on the 'cut-off' date (record date) for the purpose of e-voting i.e. Friday, the 22nd day of September, 2017 were entitled to vote on the resolutions (Item nos. 1 to 3 as set out in the notice of the 26th AGM of the Company).



- iii. The E-voting platform was blocked on Thursday, the 28th day of September, 2017 after 5.00 p.m. (IST) and the votes cast were unblocked on Friday, the 29th day of September, 2017 in the presence of two witnesses, Ms. Jinal Jain and Ms. Chetali Jain, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



 Name: Jinal Jain



 Name: Chetali Jain

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

I. Ordinary Business:

- (a) Resolution No. 1: To receive, consider, approve and adopt the Audited Financial 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 (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted on e-voting	Number of votes cast by them on e-voting	% of total number of valid votes cast on e-voting
9	3431681	100.00

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

- (b) Resolution No. 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. (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted on e-voting	Number of votes cast by them on e-voting	% of total number of valid votes cast on e-voting
9	3431681	100.00

(ii) Voted against the resolution:

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



(iii) Invalid votes:

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

(c) Resolution No. 3: To appoint the Statutory Auditors of the Company and fix their remuneration (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted on e-voting	Number of votes cast by them on e-voting	% of total number of valid votes cast on e-voting
9	3431681	100.00

(ii) Voted against the resolution:

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

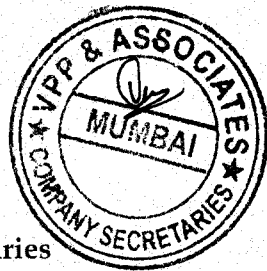
(iii) Invalid votes:

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

Thanking you,



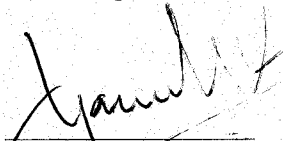
Vipin Mehta
Partner
VPP & Associates
Practicing Company Secretaries
Scrutinizer for E-voting
C.P. No.: 9869; Mem. No.: F8587



Date: September 29, 2017 Place: Mumbai

Acknowledge receipt of the same

For Neogem India Limited,


Gaurav M. Doshi
(DIN: 00166703)
Chairman and Managing Director of 26th AGM of
Neogem India Limited



Date: September 29, 2017 Place: Mumbai

Scrutinizers' Report - Combined

(Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 26th Annual General Meeting)

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Company (Management and Administration) Rules, 2014 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

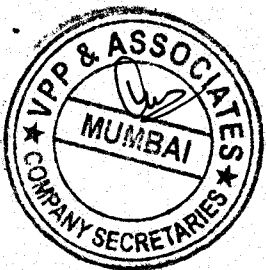
To,

The Chairman of the 26th Annual General Meeting of the Members of Neogem India Limited [CIN: L36911MH1991PLC063357] ('the Company') held on Friday, the 29th day of 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.

Dear Sir,

Re: Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard - 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 26th Annual General Meeting of the Company held on Friday, the 29th day of September, 2017 at 9.30 a.m.

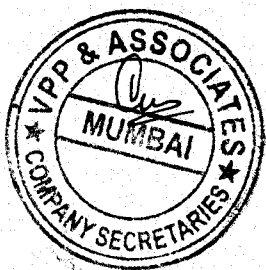
1. I, Vipin Mehta, Practicing Company Secretary (C.P. No.: 9869, Membership No.: F8587), Partner of M/s. VPP & Associates, Mumbai, have been appointed by the Board of Directors of Neogem India Limited ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), the Secretarial Standard- 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited ('CDSL') for conducting the remote e-voting by the Members of the Company. The remote e-voting remained open from Tuesday, the 26th day of September, 2017, 9.00 a.m. (IST) to Thursday, the 28th day of September, 2017, 5.00 p.m. (IST) and the remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Members of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated the 29th day of September, 2017 on the remote e-voting.



A handwritten signature in black ink, appearing to read "Vipin Mehta".

4. Under the provisions of Section 109 of the Act read with Rule 21 of the Rules, and in terms of the SS - 2, we, Vipin Mehta, (C.P. No.: 9869, Membership No.: F8587), Partner of M/s. VPP & Associates, Practicing Company Secretaries, Mumbai and Bhavin Kamani, Member of the Company, having Folio No: 015949, have been appointed as the Scrutinizers by the Chairman of the 26th AGM to conduct the Poll process in a fair and transparent manner on all the resolutions of the 26th AGM of the Members of the Company, held on the Friday, the 29th day of 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.
5. We have issued separate Scrutinizers' Report dated the 29th day of September, 2017 on the poll taken on all the resolutions contained in the notice to the 26th AGM of the Company.
6. As requested by the Management of the Company, we submit herewith our combined report on the result of e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 26th AGM of the Company for the complete details of resolutions:

Item of Notice	No. of votes cast- in favour	No. of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
I. Ordinary Business:					
1. To receive, consider, approve and adopt the Audited Financial Statements comprising of Balance Sheet as at 31 st 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 (ORDINARY RESOLUTION)	3431771	0	0	100.00	N.A.
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 (ORDINARY RESOLUTION)	3431771	0	0	100.00	N.A.
3. To appoint the Statutory Auditors of the Company and fix their remuneration (ORDINARY RESOLUTION):	3431771	0	0	100.00	N.A.



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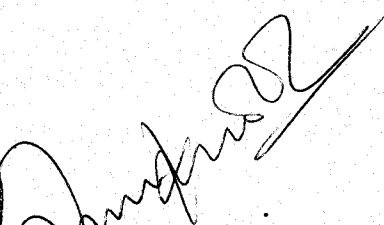
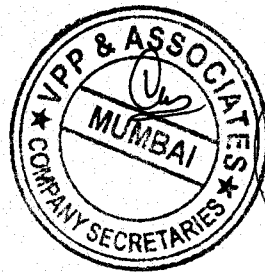
7. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to e-voting and poll on all the resolutions contained in the Notice of the 26th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 24th AGM is restricted to make Scrutinizers' Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities, and M/s. Link Intime India Private Limited (Registrar and Share Transfer Agent) and at the time of poll taken at the 26th AGM.

Thanking you,

Yours faithfully,



Vipin Mehta
Partner
VPP & Associates
Practicing Company Secretaries
Scrutinizer for e-voting and Poll
C.P. No.: 9869; Mem. No.: F8587



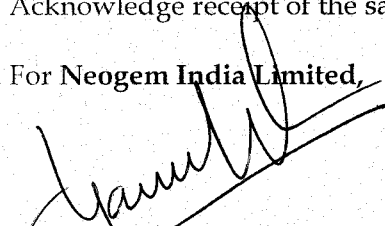
Bhavin Kamani
Member
Scrutinizer for Poll
Folio No: 015949

Date: September 29, 2017
Place: Mumbai

Date: September 29, 2017
Place: Mumbai

Acknowledge receipt of the same

For Neogem India Limited,



Gaurav M. Doshi
(DIN: 00166703)
Chairman and Managing Director of 26th AGM of
Neogem India Limited



Date: September 29, 2017
Place: Mumbai

FORM MGT-13

SCRUTINIZERS' REPORT (ON POLL AT AGM)

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

To,
The Chairman of the 26th Annual General Meeting of the Members of Neogem India Limited [CIN: L36911MH1991PLC063357] ('the Company') held on Friday, the 29th day of 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.

Dear Sir,

We, Vipin Mehta, (C.P. No.: 9869, Membership No.: F8587), Partner of M/s. VPP & Associates, Practicing Company Secretaries, Mumbai and Bhavin Kamani, Member of Neogem India Limited ('the Company') having Folio No: 015949, were appointed as the Scrutinizers by the Chairman of the 26th Annual General Meeting (AGM) of the Company for the purpose of the poll taken on the resolutions mentioned in the notice of the 26th AGM of the Company, at the said AGM of the Equity Shareholders of the Company held on Friday, the 29th day of 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.

We submit our report as under:

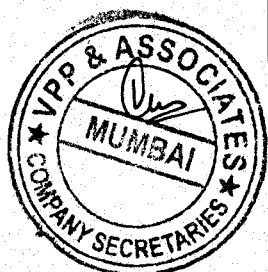
1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized, serially numbered and initialled by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. Total Six (6) poll papers representing 90 (Ninety) equity shares were received. We did not find any invalid poll paper.
4. The result of the Poll is given hereunder with brief description of resolutions. Kindly refer to the notice of the 26th AGM for the complete resolutions.

I. Ordinary Business:

(a) Resolution No. 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 (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted on Poll	Number of votes cast by them on Poll	% of total number of valid votes cast on poll
6	90	100.00



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(ii) Voted against the resolution:

Number of Members voted on Poll	Number of votes cast by them on Poll	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

(b) Resolution No. 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. (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted on Poll	Number of votes cast by them on Poll	% of total number of valid votes cast on poll
6	90	100.00

(ii) Voted against the resolution:

Number of Members voted on Poll	Number of votes cast by them on Poll	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

(c) Resolution No. 3: To appoint the Statutory Auditors of the Company and fix their remuneration (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members voted on Poll	Number of votes cast by them on Poll	% of total number of valid votes cast on poll
6	90	100.00

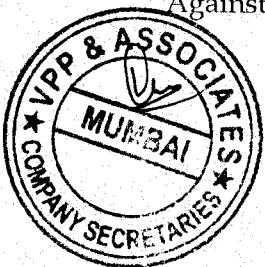
(ii) Voted against the resolution:

Number of Members voted on Poll	Number of votes cast by them on Poll	% of total number of valid votes cast on poll
0	N.A.	N.A.

(iii) Invalid votes:

Total number of Members whose votes were declared invalid.	Total number of votes cast by them on poll
0	N.A.

5. A Compact Disc (CD) containing a list of equity shareholders who voted 'In Favour' and 'Against' is enclosed.



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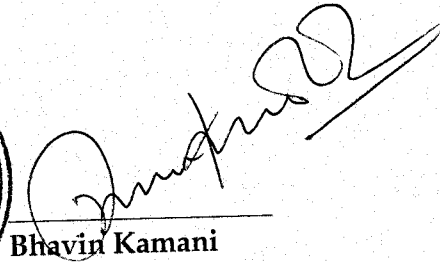
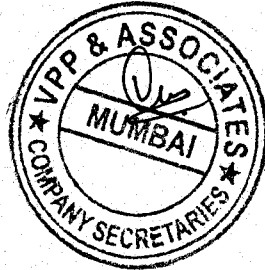
6. The poll papers and all other relevant records were sealed and handed over to the Chairman authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,



Vipin Mehta
Partner
VPP & Associates
Practicing Company Secretaries
Scrutinizer for Poll
C.P. No.: 9869; Mem. No.: F8587



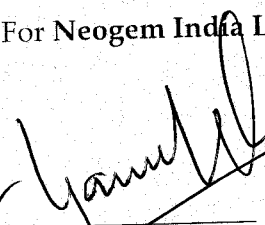
Bhavin Kamani
Member
Scrutinizer for Poll
Folio No: 015949

Date: September 29, 2017
Place: Mumbai

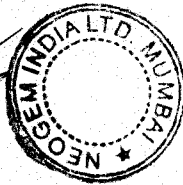
Date: September 29, 2017
Place: Mumbai

Acknowledge receipt of the same

For Neogem India Limited,



Gaurav M. Doshi
(DIN: 00166703)
Chairman and Managing Director of 26th AGM of
Neogem India Limited



Date: September 29, 2017
Place: Mumbai