

**MINUTES OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF NEOGEM INDIA LIMITED HELD ON TUESDAY 30<sup>TH</sup> SEPTEMBER 2014 AT 1.30 P.M. AT HOTEL TUNGA PARADISE, M.I.D.C. CENTRAL ROAD, ANDHERI (EAST), MUMBAI - 400 093**

---

The following Directors were present:

Mr. Gaurav Doshi	(DIN 00166703)	Chairman & Managing Director
Mr. Ronak Doshi	(DIN 00102959)	Whole-time Director
Mr. Vikas Patel	(DIN 00131285)	Non-Executive Independent Director

Sixteen members were present in person and there were no proxies.

Mr. Gaurav Doshi (DIN 00166703), Chairman & Managing Director presided over the meeting.

The Chairman welcomed the members present and requested them to occupy their seats.

Thereafter, the Chairman announced that it was 1.30 p.m. and as the necessary quorum was present, he put the meeting to order. He also informed the members that all the statutory registers including the register of members, proxy and register of Directors' Shareholding were kept open for inspection.

**NOTICE OF MEETING:**

Thereafter, the notice for convening the 23<sup>rd</sup> Annual General Meeting was taken as read with permission of the members present at the meeting.

Thereafter the Chairman informed the Members that, the Companies Act, 2013 and rules thereto are applicable from April 1, 2014. Therefore, there was change in the procedure of AGM. He then briefed about the new procedure of AGM.

The Chairman shall read all the 5 resolutions as stated in the AGM Notice for voting by the Members and after that will order a Poll for all the resolutions. Poll papers will be distributed to all the Members present at this AGM.

As per the Companies Act, 2013, Members who have already voted through E-voting, can't vote on Poll at this AGM. Voting shall be in proportion to the shares held by the Members. The Chairman appointed Ms. Pooja Udeshi, Practicing Company Secretary as the Scrutinizer to conduct the Poll process in a fair and transparent manner.

As stated earlier, the Chairman requested the Members to allow him to read all the resolutions and also propose and second the resolutions. Thereafter the proceedings of the poll will begin.

## ORDINARY BUSINESS

### **1. ADOPTION OF ACCOUNTS:**

Before taking up the agenda regarding adoption of accounts, the Chairman requested Ms. Priyam Agarwal, to read out the Auditor's Report and she read the same. With the consent of members, the Annexure to the Auditor's Report was taken as read.

He thereafter requested the shareholders to express their queries, if any, on the accounts.

As there was no query relating to accounts of the Company, the Chairman moved the following resolution:

**"RESOLVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March, 2014, Profit & Loss Account (Statement of Profit & Loss) and Cash Flow Statement for the year ended as on that date together with the reports of the Directors' and Auditor's thereon be and are hereby approved and adopted."

Proposed by: Mr. Dinesh Agarwal  
Seconded by: Mr. Naresh Kachalia

### **2. RE-APPOINTMENT OF DIRECTOR:**

Mr. Gaurav Doshi (DIN 00166703), interested in the next agenda vacated the chair and requested Mr. Sanjay Boradia to take the chair for next agenda. Mr. Sanjay Boradia took the chair and proceeded with the meeting.

The Chairman (Mr. Sanjay Boradia) informed the members that Mr. Ronak Doshi (DIN 00102959), Director of the Company, retires by rotation in this Annual General Meeting, being eligible, offered himself for re-appointment and moved the following resolution:

**"RESOLVED THAT** Mr. Ronak Doshi (DIN 00102959), Director of the Company who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

Proposed by: Mr. Bhavin Kamani  
Seconded by: Mr. Dinesh Agarwal

Mr. Sanjay Boradia who took the Chair in place of the Chairman of the meeting for the second agenda requested Mr. Gaurav Doshi (DIN 00166703), to re-occupy the chair.

### **3. APPOINTMENT OF AUDITORS:**

The Chairman informed the Members that the term of the Auditors of the Company would end at the conclusion of this Annual General Meeting; however the existing Statutory Auditors

M/s Ashok Bairagra & Associates, Chartered Accountant, being eligible, have offered themselves for reappointment. The Chairman further informed that the Company had received a letter from M/s. Ashok Bairagra & Associates, Chartered Accountants, Mumbai, to the effect that their re-appointment, if made, would be within the limits prescribed under Section 139(1) of the Companies Act, 2013. Thereafter, the Chairman than requested Ms. Priyam Agarwal to move the following resolution to be passed:

**"RESOLVED THAT** M/s. Ashok Bairagra & Associates, Chartered Accountants having Registration no. 118677W be and are hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the third Annual General Meeting on a remuneration which may be decided by the Board at a later date subject to ratification at each subsequent three Annual General Meetings."

Proposed by: Mr. Naresh Kachalia  
Seconded by: Mr. Kisor Kachalia

#### SPECIAL BUSINESS

#### **4. APPOINTMENT OF MR. VIKAS PATEL (DIN 00131285) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

The Chairman then moved on to the special business and took up next item on the Agenda item no. 4 to appoint Mr. Vikas Patel (DIN 00131285) as an Independent Director of the Company to be passed.

**"RESOLVED THAT** pursuant to the provision of section 149, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Vikas Patel (DIN 00131285), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vikas Patel (DIN 00131285) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years."

Proposed by: Mr. Suresh Kachalia  
Seconded by: Mr. Naresh

#### **5. APPOINTMENT OF MR. JAYANT B. NAGARKAR (DIN 00131405) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

The Chairman then moved to the next item on the agenda item no.5 to appoint Mr Jayant B. Nagarkar (DIN 00131405) as an Independent Director of the Company to be passed.

**"RESOLVED THAT** pursuant to the provision of section 149, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the

Companies Act, 2013, Mr. Jayant B. Nagarkar (DIN 00131405), Director of the Company whose period of office is liable to determination by retirement by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Jayant B. Nagarkar (DIN 00131405) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years."

Proposed by: Mr. Dharmesh Gosalia

Seconded by: Mr. Suresh

Thereafter, the Chairman ordered the poll to be taken since the Company had provided E-voting facility to all the Members of the Company globally, it was obligatory for the Company to provide similar and equal voting rights to the Members present at this AGM- who had not voted through E-voting by ordering poll on all the resolutions

The Chairman then requested Scrutinizer to distribute the Poll papers. Poll was taken at this AGM immediately. The Chairman also requested the Scrutinizer to show the empty Ballot Box to the Members and lock & seal the empty Ballot Box in the presence of the Members at this AGM. The poll was conducted under the supervision of the Scrutinizer.

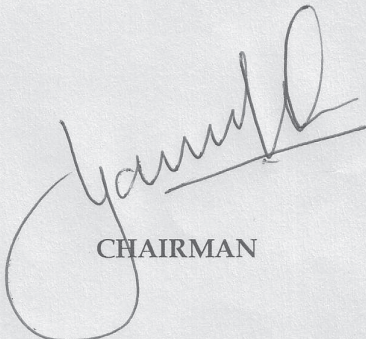
#### 7. VOTE OF THANKS:

After transacting all the business, Mr. Ronak M. Doshi sincerely thanked all members present for their co-operation in transacting the meeting and sparing their valuable time for attending the meeting. On behalf of Neogem India Limited, I propose hearty vote of thanks to Mr. Gaurav Doshi, Chairman of the Meeting.

Based on the Combined Scrutinizers report on e-voting and Poll, all the resolution was passed unanimously.

Date: 10<sup>th</sup> October 2014

Place: Mumbai



CHAIRMAN