Scrubinizers' Report- Combined
(Consolidated Report of Scrutinizers on remote e-voting and voting by poll at the 28th Annual General Meeting)

To,
The Chairman
28th Annual General Meeting of the Members
Neogem India Limited
G/32, Gems and Jewellery Complex III,
Seepz (SEZ), Andheri (East), Mumbai - 400 096

Dear Sir,

Re: Combined Scrutinizers’ Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rules made thereunder, Secretarial Standards-2 on General Meetings and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 28th Annual General Meeting (AGM) of the Members of Neogem India Limited held on Monday, September 30, 2019 at 10.00 a.m at G/32, Gems and Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai - 400 096

1. I, Pooja Mayank Jain, Partner of M/s. VPP & Associates, Practicing Company Secretary, Mumbai, have been appointed as the Scrutinizer by the Board of Directors of Neogem India Limited ("the Company") at their meeting held on 14th August, 2019 for 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 Standards- 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the 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 commenced from Friday, 27th September 2019 at IST 9.00 a.m. and ends on Sunday, 29th September 2019 at IST 5.00 p.m. and the CDSL 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 October 1, 2019 on the remote e-voting.

4. Under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and in terms of SS - 2, the Chairman in the 28th Annual General Meeting (AGM) appointed us, namely, Pooja Mayank Jain, Partner of M/s. VPP & Associates, Practising Company Secretaries and Mr. Bhavin Kamani, Member of Neogem India Limited having Folio No: 015949, as the Scrutinizers to conduct the Poll process in a fair and transparent manner on all the resolutions provided in the notice of the 28th AGM of the Members of the Company.
5. On the basis of the votes cast by the Members through poll, we have issued separate Scrutinizer’s Report dated October 1, 2019 on the poll taken on the resolutions provided in the notice of the 28th AGM.

6. As requested by the Management we submit herewith our combined report on the result of remote e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 28th AGM of the Company for the complete details of resolutions:-

<table>
<thead>
<tr>
<th>Items of Notice</th>
<th>No. of votes cast in favour</th>
<th>No of votes cast against</th>
<th>No. of invalid votes cast</th>
<th>% of votes cast in favour</th>
<th>% of votes cast against</th>
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<tr>
<td>A. Ordinary Business:</td>
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<td>1. To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31st March 2019, 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)</td>
<td>2398416</td>
<td>0</td>
<td>0</td>
<td>100</td>
<td>0</td>
</tr>
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<td>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)</td>
<td>2398416</td>
<td>0</td>
<td>0</td>
<td>100</td>
<td>0</td>
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<tr>
<td>3. Re-appointment of Mrs. Renu Kathuria (DIN: 01669882), as an Independent Director for a second term of five consecutive years.(Special Resolution)</td>
<td>2398416</td>
<td>0</td>
<td>0</td>
<td>100</td>
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7. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on all the resolutions contained in the Notice of the 28th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 28th AGM is restricted to make a Scrutinizers’ Report of the votes casted “in favour” or “against” the resolutions stated in the said notice, based on the report generated from the e-voting system provided by CDSL, the authorized agency engaged by the
Company to provide e-voting facilities and Link Intime India Private Limited (Registrar and Share Transfer Agent) at the time of poll taken at the 28th AGM.

Thanking you,

Yours faithfully,
For VFP & Associates
Practicing Company Secretaries

Pooja, Mayank Jain
Partner
Scrutinizer for E-voting & Poll
C.P. No.: 9136
Mem. No.: F8160
UDIN: F006160A000019996

Date: October 1, 2019
Place: Mumbai

Bhavin Kamani
Member
Scrutinizer for Poll
Folio No: 005949

Date: October 1, 2019
Place: Mumbai

Acknowledge receipt of the same
For Neogem India Limited.

Gaurav M. Doshi
Chairman and Managing Director
DIN: 00166703

Date: October 1, 2019
Place: Mumbai