



Date: September 29, 2018  
Ref: Stock Exchange 2018-19 / 22

To,  
The Deputy Manager  
Corporate Relations Department,  
**BSE Limited**  
P. J. Towers, Dalal Street,  
Mumbai - 400001

Fax No: 2272 1919

Dear Sir,

**Ref.: Scrip Code: 526195**  
**Sub: Proceedings of the 27<sup>th</sup> Annual General Meeting of the Company**

In terms of Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 we have to inform you that the 27<sup>th</sup> Annual General Meeting of the Members of the Company was held today i.e. Saturday, September 29, 2018, at the Registered office of the Company at G/32, Gems and Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai - 400 096 at scheduled time at 9.30 a.m. and concluded at 9.50 a.m.

All the Directors and Chairman of Board Committees were present at the 27<sup>th</sup> Annual General Meeting [AGM] except for Mr. Jayant Nagarkar who due to his pre-occupation could not attend the meeting and communicated the same to the Chairman of the Company in advance. Mr. Dharmendra Solanki, Proprietor of M/s. D S Solanki & Co., Statutory Auditors were granted exemption from attending the 27<sup>th</sup> AGM due to preoccupation. Mr. Hemanshu Kapadia, Practicing Company Secretary, Proprietor of M/s. Hemanshu Kapadia & Associates, Secretarial Auditors were present at the 27<sup>th</sup> AGM.

Total 15 Members were present in person. No proxies were received.

Mr. Gaurav Doshi, Chairman took the Chair.

The requisite quorum being present, the Chairman declared the meeting in order. The Chairman briefed the Members about the relevant provisions of the Companies Act, 2013 and the rules thereto and the procedure of the AGM. He also informed that the e-voting facility for voting on the resolutions mentioned in the notice to the 27<sup>th</sup> AGM was provided and e-voting period was open from Wednesday, 26<sup>th</sup> September 2018 at IST 9.00 a.m. and ended on Friday, 28<sup>th</sup> September 2018 at IST 5.00 p.m. Mrs. Pooja Mayank Jain (FCS: 8160 and CP: 9136), Partner of M/s. VPP & Associates, Practicing Company Secretaries, acted as the Scrutinizer for e-voting process.

With the consent of all the Members, Notice of the 27<sup>th</sup> AGM and Auditors' Report were taken as read.

The qualifications mentioned in the Secretarial Audit Report along with Directors' reply to the qualifications were read at the AGM. The objective and implications of all the Resolutions proposed to be passed in the 27<sup>th</sup> AGM were briefly explained before they were put to vote at the Meeting.

The Chairman also provided a fair opportunity to the Members of the Company who were entitled to vote, to seek clarifications and/or offer comments related to the items of business. However, no queries were raised by the shareholders.

Since voting by show of hands was not permissible as per the provisions of the Companies Act, 2013 and Listing Regulations, the Chairman ordered for a poll for the voting on all the resolutions as mentioned in the notice of the 27<sup>th</sup> AGM and voting was conducted by means of poll for the said resolutions in order to enable the Members to cast their vote who have not voted through e-voting.

# 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

Thereafter, the Chairman appointed Mrs. Pooja Mayank Jain (FCS: 8160 and CP: 9136), Partner of M/s. VPP & Associates, Practicing Company Secretaries, and Mr. Bhavin Kamani (Folio No: 015949), Member of the Company, as the Scrutinizers for poll. The poll was conducted as per the provisions of the Companies Act, 2013 and Rules made there under in a fair and transparent manner.

The Scrutinizer issued separate Scrutinizer's Report on the Remote E-voting. The Scrutinizers issued separate Scrutinizers' Report on the poll taken on all the resolutions contained in the notice of the 27<sup>th</sup> AGM of the Company. The Scrutinizers also submitted the combined report on the result of Remote e-voting together with that of Poll. Reports of Scrutinizers were furnished on September 29, 2018.

**Mode of voting** for all the resolutions at the 27<sup>th</sup> AGM: Remote E-voting was conducted between Tuesday, 26<sup>th</sup> September 2018 and Thursday, 28<sup>th</sup> September 2018 and poll was taken at the AGM.

**As per the consolidated Report of the Scrutinizer(s), the Members of the Company have approved all the resolutions as set out in the Notice of 27th AGM with the requisite majority. The details of the resolutions passed at the 27<sup>th</sup> AGM are given in table below:**

Resolution No.	Brief description of resolutions (Kindly refer to the AGM notice for complete resolutions)	Outcome of voting
1	<b>Ordinary Resolution:</b> To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31 <sup>st</sup> March 2018, 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.	Unanimously approved
2	<b>Ordinary Resolution:</b> To appoint a Director in place of Mr. Ronak Doshi (DIN: 00102959) who retires by rotation and being eligible, offered himself for re-appointment.	Approved with requisite majority
3	<b>Ordinary Resolution:</b> Ratification of appointment of M/s. D S Solanki & Co., Chartered Accountants, as the Statutory Auditors upto FY 2021-22 and fixing their remuneration.	Unanimously approved

Aforesaid Voting Results were declared on September 29, 2018 and posted on the website of the Company at [www.neogemindia.com](http://www.neogemindia.com) and at the Registered Office of the Company and also at the website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com).

Kindly take the above proceedings on your record and oblige.

Thanking you.

Yours faithfully,

**For Neogem India Limited**

  
  
**Gauray Doshi**  
**Chairman & Managing Director**  
**DIN-00166703**

**Address:**

N S Road, Mumbai- 400036

**Place:** Mumbai

**Date:** 29.09.2018



**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 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India]**

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

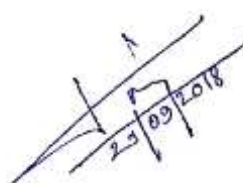
Dear Sir,

**Sub.: Result of E-voting held for the 27<sup>th</sup> Annual General Meeting of the Members of Neogem India Limited (CIN:L36911MH1991PLC063357) held at G/32, Gems and Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai - 400 096 on Saturday, September 29, 2018 at 09:30 a.m.**

1. I, Pooja Jain, Partner of M/s. VPP & Associates, Mumbai, Practicing Company Secretary, 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 Standards 2 ("SS-2") issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The Regulation"), on the resolutions provided in the notice to the 27<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Saturday, September 29, 2018 at 09:30 a.m. at G/32, Gems and Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai - 400 096
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 27<sup>th</sup> AGM of the Members of the Company. My responsibility as the Scrutinizer for the remote e-voting process is restricted to prepare 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 e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
  - i. The remote e-voting period remained open from Wednesday, 26<sup>th</sup> September 2018 at IST 9.00 a.m. and ended on Friday, 28<sup>th</sup> September 2018 at IST 5.00 p.m.
  - ii. The Members of the Company as on the "cut-off" date i.e. Saturday, 22<sup>nd</sup> September, 2018 were entitled to vote on the resolutions (Items no. 1 to 3 as set out in the notice of the 27<sup>th</sup> AGM of the Company).



- iii. The E-voting platform was blocked on 28<sup>th</sup> September, 2018 after 5.00 p.m. IST and the votes cast were unblocked on 29<sup>th</sup> September, 2018 in the presence of two witnesses, Mr. NamdevApangeand Mr. Jitendra Jainwho are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Namdev Apange

Name: Jitendra Jain

- iv. Thereafter, the details containing inter alia, list of Members, who voted “in favour” or “against” each of the resolutions that were put to vote at the 27<sup>th</sup> AGM of the Company, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such reports generated, the result of the e-voting is as under:

**I. Ordinary Business:**

- (a) **Resolution No. 1: ORDINARY RESOLUTION:** To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31<sup>st</sup> March 2018, 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.

- (i) Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
5	630009	100.00

- (ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) **Invalid** votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

- (b) **Resolution No. 2: ORDINARY RESOLUTION:** To appoint a Director in place of Mr. Ronak Doshi (DIN: 00102959) who retires by rotation and being eligible, offered himself for re-appointment.

- (i) Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
5	630009	100.00

- (ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) **Invalid** votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them



0	0
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(c) **Resolution No.3:ORDINARY RESOLUTION:**Ratification of appointment of M/s. D S Solanki & Co., Chartered Accountants, as the Statutory Auditors upto FY 2021-22 and fixing their remuneration.

(i) Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
5	630009	100.00

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking you,

Yours faithfully,  
For **VPP & Associates,**  
**Practising Company Secretaries**

*Pooja Jain*



**Pooja Mayank Jain**  
**Scrutinizer**  
Practising Company Secretary  
C.P. No.: 9136; Membership No.: 8160

**Date:** September 29, 2018  
**Place:** Mumbai

Acknowledge receipt of the same  
For **Neogem India Limited,**

*Gaurav M. Doshi*  
**Gaurav M. Doshi**  
**Chairman and Managing Director**  
DIN: 00166703  
**Date:** September 29, 2018  
**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  
**Neogem India Limited**  
G/32, Gems and Jewellery Complex III,  
Seepz (SEZ), Andheri (East), Mumbai - 400 096

Sub.: **Result of Poll ordered at the 27<sup>th</sup> Annual General Meeting of the Members of Neogem India Limited held on Saturday, September 29, 2018 at 9.30 a.m.**

Dear Sir,

I, Pooja Mayank Jain, (C.P. No.: 9136, Membership No.: 8160), 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 for the purpose of the poll taken on the below mentioned resolutions at the 27<sup>th</sup> Annual General Meeting (AGM) of the Members of Company, held on Saturday, September 29, 2018 at 9.30 a.m. 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. There were 12 (Twelve) poll papers representing 1767564 (Seventeen Lakh Sixty Seven Thousand Five Hundred Sixty Four) equity shares out of which no Poll Paper was rendered invalid.
4. The result of the Poll is as under:

**I. Ordinary Business**

(a) **Resolution No. 1: ORDINARY RESOLUTION:** To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31<sup>st</sup> March 2018, 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.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	1767564	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



0	0	0
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(iii) **Invalid** votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(b) **Resolution No. 2: ORDINARY RESOLUTION:** To appoint a Director in place of Mr. Ronak Doshi (DIN: 00102959) who retires by rotation and being eligible, offered himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1767485	99.995

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	79	0.004

(iii) **Invalid** votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(c) **Resolution No. 3: ORDINARY RESOLUTION:** Ratification of appointment of M/s. D S Solanki & Co., Chartered Accountants, as the Statutory Auditors upto FY 2021-22 and fixing their remuneration.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	1767564	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



*Note: Percentage calculated has been rounded off upto three decimals.*

5. A Compact Disc (CD) containing a list of Members who voted "IN FAVOUR" and "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. As per Secretarial Standards 2, the poll papers, register of voting and all other relevant records were sealed and handed over to the Chairman authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,  
For **VPP & Associates**  
**Practicing Company Secretaries**


**Pooja Mayank Jain**  
**Partner**  
**Scrutinizer for Poll**  
**C.P. No.: 9136**  
**Mem. No.: 8160**

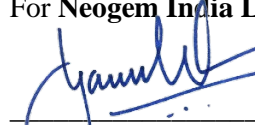



**Bhavin Kamani**  
**Member**  
**Scrutinizer for Poll**  
**Folio No: 015949**

**Date:** September 29, 2018  
**Place:** Mumbai

**Date:** September 29, 2018  
**Place:** Mumbai

Acknowledge receipt of the same  
For **Neogem India Limited**

  
  
**Gaurav M. Doshi**  
(DIN: 00166703)  
**Chairman and Managing Director**

**Date:** September 29, 2018  
**Place:** Mumbai



**Scrutinizers' Report- Combined**  
**(Consolidated Report of Scrutinizers on remote e-voting and voting by poll at the 27<sup>th</sup> Annual General Meeting)**

To,  
The Chairman  
27<sup>th</sup> 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 there under, Secretarial Standards-2 on General Meetings and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 27<sup>th</sup> Annual General Meeting (AGM) of the Members of Neogem India Limited held on Saturday, September 29, 2018 at 09:30 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 1<sup>st</sup> September, 2018 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 Wednesday, 26<sup>th</sup> September 2018 at IST 9.00 a.m. and ended on Friday, 28<sup>th</sup> September 2018 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 September 29, 2018 **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 27<sup>th</sup> 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 27th 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 September 29, 2018 on **the poll** taken on the resolutions provided in the notice of the 27th 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 27th AGM of the Company for the complete details of resolutions:-

Items 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 *
<b>A. Ordinary Business:</b>					
1. To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31 <sup>st</sup> March 2018, 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. <b>(Ordinary Resolution)</b>	2397573	0	0	100	0
2. To appoint a Director in place of Mr. RonakDoshi (DIN: 00102959) who retires by rotation and being eligible, offered himself for re-appointment. <b>(Ordinary Resolution)</b>	2397494	79	0	99.997	0.003
3.Ratification of appointment of M/s. D S Solanki & Co., Chartered Accountants, as the Statutory Auditors upto FY 2021-22 and fixing their remuneration. <b>(Ordinary Resolution)</b>	2397573	0	0	100	0

*Note: Percentage calculated has been rounded off upto three decimals.*

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 27th AGM of the



Members of the Company. Our responsibility as scrutinizers for the e-voting process and for 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 27<sup>th</sup> AGM.

Thanking you,

Yours faithfully,  
For VPP & Associates  
Practicing Company Secretaries



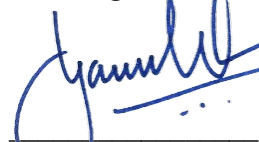
**Pooja Mayank Jain**  
Partner  
Scrutinizer for E-voting & Poll  
C.P. No.: 9136  
Mem. No.: 8160

**Bhavin Kamani**  
Member  
Scrutinizer for Poll  
Folio No: 015949

**Date:** September 29, 2018  
**Place:** Mumbai

**Date:** September 29, 2018  
**Place:** Mumbai

Acknowledge receipt of the same  
For **Neogem India Limited,**



**Gaurav M. Doshi**  
(DIN: 00166703)  
Chairman and Managing Director

**Date:** 29.09.2018  
**Place:** Mumbai