

To
The Members,
NEOGEM INDIA LIMITED

Notice is hereby given that the **29th (Twenty Ninth) Annual General Meeting (“AGM”)** of the Members of **NEOGEM INDIA LIMITED** will be held on Thursday, **24th December, 2020 at 09:30 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business. The Venue of the meeting shall be deemed to be the registered office of the Company at G-32, Gems & Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai-400096.

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31st March 2020, 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. Ronak Doshi (DIN: 00102959) who retires by rotation and being eligible, offered himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’) and in accordance with the Articles of Association of the Company, on recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Gaurav M. Doshi (DIN: 00166703) as the Managing Director & Chairman of the Company w.e.f. 1st April, 2020 for a further period of 5 years not liable to retirement by rotation subject to compliance of Section 152(6) of the Companies Act, 2013 on such terms and conditions as mentioned in the draft agreement to be entered into between the Company and Mr. Gaurav M. Doshi (DIN: 00166703), the draft of which be and is hereby submitted to this meeting duly initialled by the Chairman for the purpose of identification, which draft Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to “the Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) on the recommendation of the Nomination & Remuneration Committee to alter and vary the terms and conditions of the said re-appointment and/or remuneration and/or agreement subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time or any amendments thereto as may be agreed to between the Board of Directors and Mr. Gaurav M. Doshi (DIN: 00166703).

RESOLVED FURTHER THAT that the Board of Directors be and is hereby authorised to take such steps as may be necessary, proper or expedient to give effect to such resolution.”

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’) and in accordance with the Articles of Association of the Company, on recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Ronak M. Doshi (DIN: 00102959) as the Whole-time Director of the Company w.e.f. April 1, 2020 for a further period of 5 years subject to retirement by rotation on such terms and conditions as mentioned in the draft agreement to be entered into between the Company and Mr. Ronak M. Doshi (DIN: 00102959), the draft of which be and is hereby submitted to this meeting duly initialed by the Chairman for the purpose of identification, which draft Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to “the Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) on the recommendation of the Nomination & Remuneration Committee and to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time or any amendments thereto as may be agreed to between the Board of Directors and Mr. Ronak M. Doshi (DIN: 00102959).

RESOLVED FURTHER THAT that the Board of Directors be and is hereby authorised to take such steps as may be necessary, proper or expedient to give effect to such resolution.”

**By Order of the Board of Directors
For Neogem India Limited,**

Gaurav Doshi
Chairman & Managing Director
DIN: 00166703
G-32, Gems & Jewellery Complex III
Seepz Sez, Andheri (East) Mumbai-400 096.

Date: 28th November 2020

Place: Mumbai

Registered Office:

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (East), Mumbai-400096

CIN: L36911MH1991PLC063357

NOTES:

- a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated May 5, 2020, read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the said provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
- b) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 17th December, 2020 to Thursday, 24th December 2020 (both days inclusive), for taking record of the Members of the Company for the purpose of AGM
- c) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business is annexed hereto.
- d) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the above-mentioned MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
- e) Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company’s AGM.
- f) Members, who do not have the User ID and Password for e-voting or have forgotten the User ID and Password, may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login, for logging into the e-voting system of NSDL.
- g) Facility of joining the AGM through VC/OAVM shall **open 20 minutes before** the time scheduled for the AGM and will be available to at least 1,000 Members on first come first served basis.
- h) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA) dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with M/s. National Securities Depository Limited (NSDL), for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- j) The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 29th AGM being held through VC.

- k) Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
- l) Corporate Members intending to appoint their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s), authorised under the said resolution to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting.
- m) In line with the MCA Circulars, the notice of the 29th AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/Depositories. Members who have not registered their email address are requested to get it registered as mentioned in point p (viii).
- n) We hereby request the Members to note that the documents viz. Annual Report, AGM Notice, etc. will also be uploaded on the website of the Company viz. www.neogemindia.com and on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com/>.
- o) AGM is being / will be convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- p) Members are requested to:
- Intimate the RTA, immediately about any change in their addresses, if the shares are held in Physical form. If the shares are held in electronic form, then such change is to be informed to the Depository Participant (DP) and not to the Company / RTA.
 - Quote Registered Folio Number or Client ID-DP ID in all the correspondence with the Company / RTA.
 - Approach RTA of the Company for consolidation of Folios, if any / required.
 - Avail Nomination facility by filling and forwarding the nomination form to RTA, if not already done, if the shares are held in Physical form.
 - Please note that pursuant to SEBI Circular dated 3rd December, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository, with effect from 1st April, 2019.
 - Send all the physical share transfer lodgments (only in case of transmission or transposition) and correspondence to RTA of the Company located at the following address ideally up to / on or before the date of the book closure:-

M/s. Link Intime India Private Limited
C-101,247 Park, L B S Marg,
Vikroli (West) Mumbai-400 083
Tel: 022 49186270 Fax: 022 49186060
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in
- vii. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all securities holders. Members holding shares in physical mode are, therefore, requested to submit their PAN and Bank Account Details to the RTA, by sending a duly signed letter along with a self-attested copy of PAN Card and original cancelled cheque or copy of bank passbook / statement, attested by the bank. Members holding shares in Demat form are requested to submit the aforesaid information to their respective Depository Participant.

- viii. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA / Company in case the shares are held by them in physical form.
- q) Trading and settlement of the Company's shares through Stock Exchange(s) has been made compulsorily in Demat (Electronic) form, with effect from 08th May, 2000. The Members are, once again, requested, in their own interest, to dematerialize their shareholding in the Company, if not already done.
- r) Members are informed that in case joint holders attend the Meeting, only such joint holder, who is first in the order of Joint names, will be entitled to vote.
- s) Non-Resident Indian (NRI) Members are requested to inform the Company / RTA, the following immediately:
- i) Change in the residential status on return to India for settling permanently, if any / applicable.
 - ii) Particulars of NRE Bank Account maintained in India, with complete name & address of the Bank, if not furnished earlier.
- t) Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance and Secretarial standards, the particulars of the Directors being appointed/re-appointed are included in the Notice as Annexure to Item No. 2, 3 and 4 of the Notice.
- u) As the 29th AGM is being held through VC, the route map is not annexed to this Notice.
- v) Voting through electronic means:
- i) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended by the Companies (Management & Administration) Amendment Rules, 2015 & Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions, proposed to be considered at the 29th Annual General Meeting (AGM), by electronic means through e-Voting Services. The facility of casting votes by the Members using an electronic voting system from a place other than the venue of the AGM ('remote e-voting') will be provided by M/s. National Securities Depository Limited (NSDL).
 - ii) The Members, who have cast their votes by remote e-voting prior to AGM, may also attend the AGM through VC/OVAM, but shall not be entitled to cast their votes again.
 - iii) The remote e-voting period commences on Monday, 21st December, 2020 (09:00 am IST) and ends on Wednesday, 23rd December, 2020 (05:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of Thursday, 17th December, 2020, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - iv) The process and manner of remote e-voting is as under: The way to vote electronically on NSDL e-Voting system consists of "Two Steps", which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details of Step 1 are given below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer / Laptop or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login”, which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code, as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at <https://eservices.nsd.com/> with your existing IDEAS login. Once you login to NSDL e-services, after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members, who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members, who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number, registered with the Company. For example: if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password will be as under:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’, which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will mandate you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in / with your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to / received by you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details / Password?”(If you are holding shares in demat account with NSDL or CDSL) option available on <https://www.evoting.nsd.com/>
 - b) Click on “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, PAN, Name and Registered address.

- d) Members can also use the OTP (One Time Password) based login for casting their votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” (after reading) by selecting on the check box.
8. Then click on “Login” button.
9. After clicking on the “Login” button, Home page of e-Voting will open.

Details of Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the Companies “EVEN”, in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company, to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm”, when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you, by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@hkacs.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with anyone and take utmost care in keeping your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com/> to reset the password.
3. In case of any queries, you may refer to either the Frequently Asked Questions (FAQs) for Shareholders or e-voting user manual for Shareholders available at the download section of on <https://www.evoting.nsdl.com/> or call on toll free no.: 1800- 222-990 or send a request at evoting@nsdl.co.in

4. The shareholders, whose email ids are not registered with the depositories, can procure user id & password and register their email ids for e-voting on the resolutions set out in this notice, is as under:
 - In case shares are held in physical mode / form, please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back side), PAN card (self-attested scanned copy), Aadhar Card(self-attested scanned copy) by email to evoting@nsdl.co.in.
 - In case the shares are held in demat mode, please provide DPID-Client ID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN Card (self-attested scanned copy), Aadhar Card (self-attested scanned copy) to evoting@nsdl.co.in.
5. You can also update your contact number and e-mail ID in user profile details w.r.t. your Folio, which may be used for sending future communication(s).
6. The instructions for Members for E-Voting on the Day of the 29thAGM are as under:
 - The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 - Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
7. Instructions for Members for attending the AGM through VC / OAVM are as under:
 - Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members, who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - Members are encouraged to join the Meeting through Laptops for better experience.
 - Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
 - Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - Shareholders, who would like to express their views / have questions, may send their questions in advance mentioning their name Demat account number/folio number, email id, mobile number at investors@neogemindia.com during the period Tuesday, 15th December 2020 to Tuesday, 22nd December 2020. The same will be appropriately / adequately replied by the Company.

8. 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 i.e. Thursday, 17th December, 2020. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holds shares as of the cutoff date i.e. Thursday, 17th December, 2020 can obtain the login ID and password, by sending a request at evoting@nsdl.co.in. However, if Member(s) are already registered with NSDL for remote e-voting, then Member(s) can use their existing user ID and password for casting the vote.
9. A person, whose name is recorded in the Register of Members or in the register of beneficial owners, maintained by the RTA or depositories respectively, as on the cut-off date i.e. Thursday, 17th December, 2020, shall only be entitled to avail the facility of remote e-voting or e-voting at the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e. Thursday, 17th December, 2020, may obtain the User ID and password by sending a request at evoting@nsdl.co.in
- w) Mrs. Pooja Jain, (FCS: 8160 and CP: 9136), Partner of VPP & Associates, Practicing Company Secretaries, Mumbai or failing her 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.
- x) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@neogemindia.com from 15th December, 2020 (9:00 a.m. IST) to 22nd December, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- y) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting **20 minutes** after the conclusion of the Meeting
- z) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting, who will not be in the employment of the Company and shall submit, not later than 48 (forty eight) hours of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favor and against, if any, to the Chairman or a person authorized by him / her in writing, who shall countersign the same and declare the result of the voting forthwith.
- aa) All other documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members electronically, up to and including the date of the Annual General Meeting of the Company. Members seeking to inspect such documents can send an email to investors@neogemindia.com stating their DP ID / Client ID / or Folio No.
- bb) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection.

- cc) Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in /1800-222-990 or contact – NSDL at /022-24994360 / +91 9920264780 or - NSDL at / 022-24994553/
- dd) The Voting Results along with the report of the Scrutinizer shall be placed on the website of the Company, www.neogemindia.com and on the website of NSDL, <https://www.evoting.nsdl.com/>, immediately after the declaration of the result, by the Chairman or a person authorized by him / her in writing. The voting results shall also be immediately forwarded to BSE Limited, where the equity shares of the company are listed.

**By Order of the Board of Directors
For Neogem India Limited,**

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

Date: 28th November 2020

Place: Mumbai

Registered Office:

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (East), Mumbai- 400 096

CIN: L36911MH1991PLC063357

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 of the accompanying Notice dated 28th November 2020.

Item No. 3:

The present terms of office of Mr. Gaurav Doshi (DIN 00166703) as the Managing Director of the Company have expired on 31st March 2020. The Board of Directors at their meeting held on 14th February 2020, based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Gaurav Doshi as the Managing Director of the Company for a period of 5 years with effect from 1st April 2020 subject to the approval of the shareholders.

The re-appointment shall be pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to the approval of Members at the General Meeting by ordinary resolution.

Currently, neither the Nomination and Remuneration Committee (NRC) nor the Board has recommended any remuneration considering the NRC is not duly constituted. On due constitution of NRC, based on its recommendation and approval of Board, the Company may pay remuneration to Managing Director, however, the same shall be within the limits of Section 197 of the Companies Act, 2013 and in case of loss or inadequate profits as per Schedule V of the Companies Act, 2013.

Brief resume of the Managing Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of the companies in which he holds directorships and the memberships/ chairmanships of Committees of the Board and his shareholding in the Company, as stipulated under Secretarial Standards, are set out in the Notice forming part of this Report.

Mr. Gaurav Doshi, 43 years is a BCOM graduate from University of Mumbai. He has nearly 24 years of experience in Finance, Administration and Operations.

In the opinion of the Board of Directors, Mr. Gaurav M. Doshi (DIN- 00166703) fulfills the conditions specified in the Act, rules made there under as amended from time to time and he is not disqualified to become Managing Director under the Act. The draft Agreement to be entered into between the Company and Mr. Gaurav Doshi (DIN 00166703), is available for electronic inspection by sending email to investors@neogemindia.com.

The Board of Directors commends this ordinary resolution to the Members for their approval.

None of the Directors except Mr. Gaurav Doshi (DIN 00166703) and Mr. Ronak Doshi (DIN 00102959) are concerned or interested in this resolution to the extent of the shares held by them. None of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 4:

The present terms of office of Mr. Ronak Doshi (DIN 00102959) as the Whole-time Director of the Company expired on 31st March 2020. The Board of Directors in their meeting held on 14th February 2020 based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Ronak Doshi (DIN 00102959), as the Whole-time Director of the Company for a period of 5 years with effect from 1st April 2020 subject to the approval of the shareholders.

The re-appointment shall be pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to the

approval of Members at the general meeting by ordinary resolution.

Currently, neither the Nomination and Remuneration Committee (NRC) nor the Board has recommended any remuneration considering the NRC is not duly constituted. On due constitution of NRC, based on its recommendation and approval of Board, the Company may pay remuneration to Managing Director, however, the same shall be within the limits of Section 197 of the Companies Act, 2013 and in case of loss or inadequate profits as per Schedule V of the Companies Act, 2013.

Brief resume of the Whole-time Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of the companies in which he holds directorship and the membership/ chairmanship of Committees of the Board and his shareholding in the Company, as stipulated under Secretarial Standards, are set out in the Notice forming part of this Report.

Mr. Ronak Doshi (DIN 00102959), 45 years is a BCOM graduate from University of Mumbai. He has nearly 28 years of experience in Manufacturing, Sales and Marketing of Studded Jewellery.

In the opinion of the Board of Directors, Mr. Ronak Doshi (DIN 00102959) fulfills the conditions specified in the Act, rules made there under as amended from time to time and he is not disqualified to become Whole-time Director under the Act. The draft Agreement to be entered into between the Company and Mr. Ronak Doshi (DIN 00102959) is available for electronic inspection by sending email to investors@neogemindia.com.

The Board of Directors commends this ordinary resolution to the Members for their approval.

None of the Directors except Mr. Gaurav Doshi (DIN 00166703) and Mr. Ronak Doshi (DIN 00102959) are concerned or interested in this resolution to the extent of the shares held by them. None of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

**By Order of the Board of Directors
For Neogem India Limited,**

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

Date: 28th November 2020

Place: Mumbai

Registered Office:

G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (East),
Mumbai - 400096

CIN: L36911MH1991PLC063357

Annexure to Item no. 2, 3 and 4 of the Notice

Details of Directors 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	Mr. Ronak Doshi
Date of Birth	30/12/1976	12/11/1974
Age	43 years	45 years
Nationality	Indian	Indian
Qualification	B.Com. from University of Mumbai	B.Com. from University of Mumbai
Nature of Expertise	He has a vast experience in Finance, Administration and Operations.	He has a vast experience in the Manufacturing, Sales and Marketing of diamond studded Jewellery.
Date of 1st appointment on the Board of the Company	22/10/1999	28/03/1997
Number of meetings of the Board attended during the year	5	5
Experience	24 Years	28 Years
Name of other Public Companies in which holds Directorship	Nil	Nil
Name of other Companies in Committees of which holds Membership/ Chairmanship	Nil	Nil
Terms and conditions of the appointment	Re-appointment as Managing Director for 5 years without any remuneration and same terms and conditions as before	Re-appointment as Whole time Director for 5 years without any remuneration and same terms and conditions as before
Shareholding in Neogem India Limited	8,70,800	8,70,800
Relationship with Directors, Managers or other KMP	Related to Mr. Ronak Doshi (DIN-00102959), Whole-time Director-cum-CFO of the Company.	Related to Mr. Gaurav Doshi (DIN-00166703), Managing Director of the Company.
Last Remuneration drawn	Nil	Nil