

NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of **Neogem India Limited** will be held on Friday, 30th September 2022 at 9:30 a.m. at the Registered office of the Company at G/32, Gems and Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai - 400 096 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31st March 2022, 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.
3. **Appointment of Auditor:**
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under, as amended from time to time and based on the recommendation of the Audit Committee and Board of Directors, M/s. Ashok Bairagra & Associates Chartered Accountants, (Mem No. 118677W) be and is hereby appointed as the Statutory Auditors of the Company to hold office for a term of 5 consecutive years i.e. from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 36th AGM of the Company to be held in the year 2027, at such remuneration as mentioned in the Explanatory Statement to this notice in place of retiring Auditors, M/s. D S Solanki & Co, Chartered Accountants (Firm Registration No.124118W), whose term as Statutory Auditors expires at this Annual General Meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

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

Date: **1st September, 2022**
Place: **Mumbai**

Registered Office:
G-32, Gems & Jewellery Complex III,
Seepz (SEZ), Andheri (East), Mumbai-400096
CIN: L36911MH1991PLC063357

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the Company. The proxy, in order to be effective, must be duly completed, stamped and signed and should be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

2. The Company's Registrar & Share Transfer Agents are M/s. Link Intime India Private Limited located at C-101,247 Park L B S Marg, Vikroli (West) Mumbai-400083; Tel: 022 49186270 Fax: 022 49186060
3. Map of the venue of the 31st AGM is given after the notice.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 23rd September 2022 to Friday, 30th September 2022 (both days inclusive).
5. Members are requested to :-
 - i. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Financial Statement for the financial year ended 31st March 2022, so as to enable the Company to keep the information ready.
 - ii. Bring their copy of the Annual Report, Attendance slip and their photo identity proof at the Annual General Meeting.
 - iii. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/R&TA.
 - iv. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
6. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and sign at the space provided therein and submit the same at the venue of the Meeting. Proxy/Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.
7. In order to curb fraud and manipulation risk in physical transfer of securities and improve ease, convenience and safety of transactions for investors, the Securities and Exchange Board of India in its meeting held on March 28, 2018 decided to amend Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for affecting the transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository. Therefore, for affecting any transfer, the securities shall mandatorily be required to be in demat form. This amendment shall be effective from 5th December 2018. Thus, the members are requested to convert their physical shares into demat form at the earliest so that the liquidity of shares is not affected.
8. Corporate Members intending to send their representatives to attend the Meeting are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
9. In case of joint holders, the vote of only such joint holder who is higher in the order of names, whether in person or proxy, shall be accepted to the exclusion of the votes of other joint holders.

10. As per the provisions of Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 facility for making nominations is available for shareholders in respect of the physical shares held by them. Form SH 13 for making nomination can be obtained from R&TA. The duly filled in nomination form shall be sent to R&TA at their above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
11. The Securities and Exchange Board of India vide its circular dated April 20, 2018 has mandated the submission of the Permanent Account Number (PAN) and bank details by shareholders holding shares in physical form. The members holding shares in physical are requested to submit a copy of self attested PAN card of all the joint holders and original cancelled cheque leaf /attested bank passbook showing name of account holder i.e. the first holder of the shares held within 21 days of this notice i.e. latest by 30th September 2022 to **M/s. Link Intime India Private Limited**, Registrar and Share Transfer Agent of the Company.
12. Members holding shares in electronic form are requested to submit their PAN to their Depositories Participant(s).
13. As required under the Secretarial Standard - 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], the details in respect of the Director seeking re-appointment at the AGM, i.e. Mr. Ronak Doshi (DIN: 00102959), inter alia, age, qualifications, experience, details of remuneration last drawn by such person, his relationship with other Directors and Key Managerial Personnel of the Company, the number of Meetings of the Board attended during the year and other Directorships, membership/chairmanship of the Committees of other Boards, etc. are annexed to the Notice. He has furnished the relevant consents, etc. for his re-appointment. None of the Directors are related with other Directors or Key Managerial Personnel (inter-se).
14. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
15. The Annual Report containing inter alia the Notice convening the 31st Annual General Meeting, the audited financial statement of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors, Management Discussion & Analysis, etc. are available on the Company's website at: www.neogemindia.com.
16. In compliance with the provisions of Section 20 of the Companies Act, 2013 read with various MCA circulars, the Company has sent its Annual Report to the Members whose email ids are available in electronic form. To support this initiative in full measure, Members who have not registered their email address with the Depository through their concerned Depository Participants (DPs) are requested to register the same with their DPs. Members who hold shares in physical form are requested to register their email address with M/s. Link Intime India Private Limited located at C-101,247 Park L B S Marg, Vikroli (West), Mumbai-400 083.
17. In case you desire to receive the same or any other documents in physical form or register or change your email address, you are requested to send an e-mail to investors@neogemindia.com.
18. Electronic copy of the 31st Annual Report 2021-22, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.
19. In terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['the Listing Regulations'], the Company has made arrangement for its Members to exercise their right to vote at Annual General Meeting by way of poll.
20. The Members shall note that the facility for voting shall also be provided at the meeting through poll paper and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the Members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and his/her vote, if any, cast at the meeting shall be treated as invalid.
21. In case a person has become the Member of the Company after the dispatch of the AGM Notice but on or before the cut-off date i.e., he may write to R & TA on the email ID: abhishhek.kotian@linkintime.co.in or contact Mr.

Abhishek Kotian, C-101,247 Park L B S Marg, Vikroli (West), Mumbai-400 083 Tel: 022 49186270 Fax: 022 49186060 requesting for the User ID and Password.

22. 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.

23. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday, 27th September 2022 at IST 9.00 a.m. and ends on Thursday, 29th September 2022 at IST 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 23rd September 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by

	<p>scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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. Password details for shareholders other than Individual shareholders are given below:
 - 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 force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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 your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.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, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 pooja@hkacs.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep 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 www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@neogemindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@neogemindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors

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

Date: **1st September, 2022**

Place: **Mumbai**

Registered Office:

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

CIN: L36911MH1991PLC063357

EXPLANATORY STATEMENT FOR ITEM NO.3 PURSUANT TO REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 102 OF THE COMPANIES ACT, 2013:

The term of 5 years of the existing Statutory Auditors, M/s. D. S. Solanki & Co, Chartered Accountants (Firm Registration No.124118W), expires at the ensuing Annual General Meeting. It is proposed by the Audit Committee and the Board of Directors in their meeting held on 1st September 2022 to appoint M/s. Ashok Bairagra & Associates, Chartered Accountants (Firm Registration no. 118677W) as the Statutory Auditors of the Company for a consecutive term of 5 years i.e from conclusion of this ensuing AGM till the conclusion of 36th AGM.

M/s Ashok Bairagra & Associates, Statutory Auditors has provided its consent for appointment as the Statutory Auditors of the Company along with a certificate under section 139 of the Act, inter alia stating that they satisfy the criteria provided in Section 141 of the Act. They have submitted a certificate in terms of the Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and confirmed their eligibility in terms of the applicable provisions of the Act, read with the applicable rules made under the Act. They have also confirmed that they are not disqualified for appointment as the Auditors of the Company under the applicable provisions of the Act.

In terms of the Rule 4(1)(d) of the Companies (Audit and Auditors) Rules, 2014, M/s. - Ashok Bairagra & Associates have confirmed, to the best of their knowledge and belief, that as on date there are no pending proceedings against them or any of their partner(s) with respect to professional matters of conduct.

Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditors: M/s. Ashok Bairagra & Associates, Mr. Ashok Bairagra, erstwhile President of Chartered Accountants Association, established Ashok Bairagra & Associates on February 1999. He is the Senior Partner of the firm and is the overall incharge of the professional activities of the firm. He has post qualification experience of more than 42 years and was Senior Partner in another firm for 22 years. The Audit Committee and the Board of Directors of the Company, based on the credentials of the firm and partners and eligibility criteria prescribed under the Act, recommend the appointment of M/s. Ashok Bairagra & Associates as the Statutory Auditors of the Company

Specific areas where AB&A offers integrated advice and services include:

- Statutory Audit , Internal Audit and Attest Functions
- Bank Internal Audits, Stock and Concurrent Audits
- Domestic Taxation - Direct Tax and Service tax / VAT
- Business and Commercial Laws
- Investigations and Due Diligence Audits.

Further, M/s. Ashok Bairagra & Associates, Chartered Accountants are proposed to be paid remuneration for a term of 5 consecutive years and subject to such remuneration as may be decided by the Board of directors at a later date.

Electronic copies of all the documents referred above and in the resolution proposed shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. till September 30, 2022. Members seeking to inspect such documents can send an email to mail@neogemindia.com.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of this Notice.

The Board of Directors commends the resolution at Item no.3 to be passed by the members as an Ordinary Resolution.

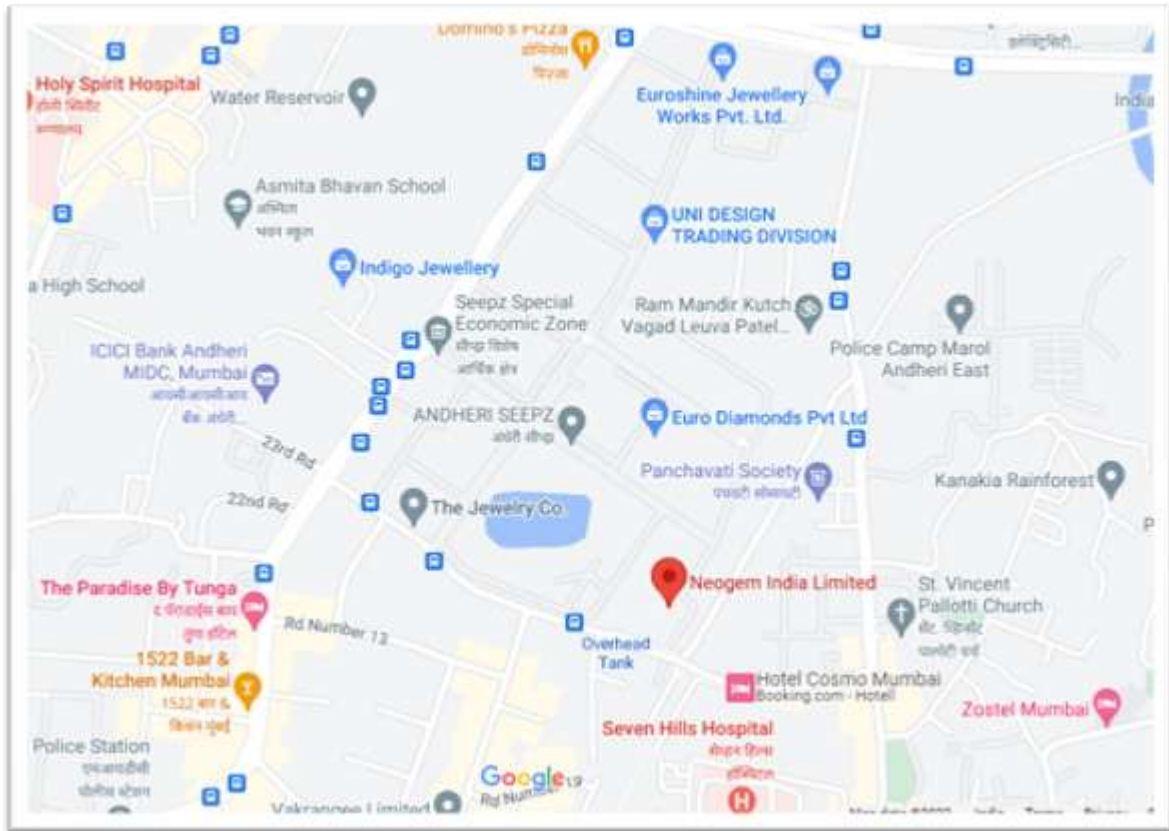
Annexure to Item no. 2 of the Notice

Details of Mr. Ronak Doshi, Director 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. Ronak Doshi
Date of Birth	12/11/1974
Age	47 years
Nationality	Indian
Qualification	B.Com. from University of Mumbai
Nature of Expertise	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	28/03/1997
Number of meetings of the Board attended during the year	5
Experience	29 Years
Names of listed and unlisted entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil
Terms and conditions of the appointment	Liable to retire by rotation and offers himself for re-appointment.
Shareholding in Neogem India Limited	8,70,800
Relationship with Directors, Managers or other KMP	Related to Mr. Gaurav Doshi (DIN-00166703), Chairman & Managing Director of the Company.
Last Remuneration drawn	Nil
Remuneration to be drawn after appointment/re-appointment	Nil

Route Map of the venue of the AGM:

Landmark: SEEPZ-SEZ



NEOGEM INDIALIMITED

CIN: L36911MH1991PLC063357

Registered office: G/32, Gems and Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai - 400 096

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Attendance Slip on request.

Master Folio No.:

No. of Shares held:

DP ID:.....

Client ID:

Mr./Ms./Mrs.:.....

Address:.....

.....

.....

I hereby record my presence at the **THIRTY FIRST ANNUAL GENERAL MEETING** of the Company held on Friday, 30th September 2022 at 9:30 a.m. at the Registered office of the Company at G/32, Gems and Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai - 400 096 to transact the following business:

(Proxy's Name in Block letters)

(Member's /Proxy's Signature#)

Strike out whichever is not applicable

NEOGEM INDIALIMITED
CIN: L36911MH1991PLC063357

Registered office: G/32, Gems and Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai - 400 096

Form No. MGT-11
Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

31st Annual General Meeting - September 30, 2022

Name of the Member(s):
Registered Address:
Email:
Folio no. / Client ID:
DP ID:

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name:.....Email Id:.....
Address:.....
.....
Signature:....., or failing him/her

2. Name:.....Email Id:.....
Address:.....
.....
Signature:....., or failing him/her

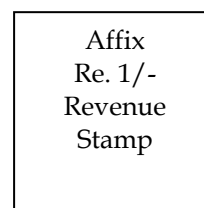
3. Name:.....Email Id:.....
Address:.....
.....
Signature:....., or failing him/her

As my/our proxy to attend and vote (on a poll)for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on the 30th day of September 2022 at 9.30a.m. at G-32, Gems & Jewellery Complex III, Seepz (SEZ), Andheri (East), Mumbai 400096 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolution	Assent	Dissent
Ordinary Business			
1.	Adoption of Audited Financial Statement along with Report of Directors' and the Auditor for the financial year ended March 31, 2022.		
2.	Appoint a Director in place of Mr. Ronak Doshi (DIN: 00102959), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s. Ashok Bairagra & Associates, Chartered Accountants (Firm Registration No 118677W), as Statutory Auditors of the Company.		

Signed this _____ day of _____ 2022

Signature of Shareholder



Signature of Proxy holder(s)

Signature of Proxy holder(s)

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.