



# VPP & ASSOCIATES

Practicing Company Secretaries

Office No. 12, 14<sup>th</sup> Floor, Navjivan Commercial Co-op. Society, Building No. 3, Lamington Road, Mumbai - 400 008 | Tel: +91 22 6631 0888 / 6631 4830

**Scrutinizer's Report- Combined**  
(Consolidated Report of Scrutinizer's on Postal Ballot, remote e-voting and voting by poll at the Annual General Meeting)

To,  
The Chairman  
24<sup>th</sup> Annual General Meeting of  
Neogem India Limited  
G/32, Gems and Jewellery Complex III,  
Seepz (SEZ), Andheri (East),  
Mumbai - 400096

Dear Sir,

**Ref.: Combined Scrutinizer's Report in terms of provisions of the Companies Act, 2013 read with the Rules issued there under, Secretarial Standards and applicable provisions of Listing Agreement remote e-voting and voting by poll at the 24<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Neogem India Limited held on Wednesday, September 30, 2015 at 10.30 a.m. at Hotel Tunga Paradise, M.I.D.C. Central Road, Andheri (East), Mumbai - 400096**

1. I, Pooja Jain, Partner of VPP & Associates, Practicing Company Secretaries, Mumbai, have been appointed as a Scrutinizer by the Board of Directors of Neogem India Limited (the Company) at their meeting held on September 2, 2015 for conducting the Remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India; and
2. I have also been appointed as a Scrutinizer by the Chairman of the 24<sup>th</sup> AGM of the Company for conducting voting by poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, at the AGM held on Wednesday, September 30, 2015.
3. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Sunday, September, 27, 2015 (09:00 a.m.





IST) to Tuesday, September 29, 2015 (5:00 p.m. IST) and the CDSL remote e-voting platform was blocked thereafter.

4. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated October 1, 2015 on the remote e-voting.
5. And on the basis of the votes cast by the Shareholders through poll, I have also issued separate Scrutinizers' Report dated October 1, 2015 on the poll taken on the resolutions contained in the notice to the AGM.
6. As requested by management I submit herewith my combined report on the result of voting through Postal Ballot along with that through e-voting and Poll is as under:

Item 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 consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution)	3140161	0	0	100	0
2. To appoint a Director in place of Mr. Gaurav M. Doshi (DIN: 00166703) who retires by rotation and being eligible has offered himself for re-appointment (Ordinary Resolution)	3140161	0	0	100	0
3. To ratify the appointment of M/s. Ashok Baira & Associates, Chartered Accountants, Mumbai, (Firm Registration No. 118677W) as Statutory Auditors and fixing their remuneration (Ordinary Resolution)	3140161	0	0	100	0
<b>B. Special Business:</b>					
4. Appointment of Mr. Gaurav M. Doshi (DIN: 00166703) as the Managing Director & Chairman of the Company (Ordinary Resolution)	3140161	0		100	0
5. Appointment of Mr. Ronak M. Doshi (DIN: 00102959) as the Whole-time Director of the Company (Ordinary Resolution)	3140161	0		100	0





6. Appointment of Ms. Renu Kathuria (DIN: 01669882) as an Independent Director of the Company (Ordinary Resolution)	3140161	0		100	0
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\* The invalid votes are not considered for the purpose of calculating the percentage

Thanking you,

*Pooja Jain*

**Pooja Jain**  
**Scrutinizer**  
 Practicing Company Secretary  
 C.P. No.: 9136; ACS 23674

Date: October 1, 2015

Place: Mumbai

Acknowledge receipt of the same

*Gaurav M. Doshi*

**Gaurav M. Doshi**  
 (DIN: 00166703)  
 Managing Director and Chairman of 24<sup>th</sup> AGM of  
 Neogem India Limited

Date: October 1, 2015

Place: Mumbai

