



VPP & ASSOCIATES

Practicing Company Secretaries

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Scrutinizer's Report- Combined

Consolidated Report of Scrutinizer on remote e-voting and e-voting at the 29th Annual General Meeting)

[Pursuant to Sections 108 of the Companies Act, 2013 and Rule 20 of the Company (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of the 29th Annual General Meeting of the Equity Shareholders of **Neogem India Limited** [CIN: L36911MH1991PLC063357] (**'the Company'**) held on **Thursday, 24th December, 2020** through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sir,

Re: Scrutinizer's Report on remote e-voting and e-voting at the 29th AGM in terms of provisions of Section 108 of the Companies Act, 2013 read with applicable rules and Secretarial Standard - 2 (SS - 2) on General Meetings and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, for the 29th Annual General Meeting ('AGM') of Neogem India Limited, held on Thursday, 24th December, 2020 at 09:30 a.m. conducted through VC/ OAVM.

1. 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 as amended by the Companies (Management and Administration) Amendment Rules, 2015 ('the Rules') and the Secretarial Standard - 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, I, Pooja Mayank Jain, Practicing Company Secretary (C.P. No.: 9136, Membership No.: F8160), Partner of M/s. VPP & Associates, Mumbai, have been appointed as the Scrutinizer by the Board of Directors of **Neogem India Limited** ('the Company') for the purpose of scrutinizing the remote e-voting and e-voting at the 29th AGM (E-poll) on all the resolutions moved at the said AGM held on **Thursday, 24th December, 2020 at 09:30 a.m.** conducted through VC/ OAVM;
2. National Securities Depository Limited ("NSDL") had provided facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and for e-voting

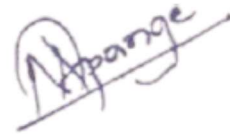


during the AGM. The remote e-voting remained open from Monday, 21st December, 2020 (09:00 am IST) and ended on Wednesday, 23rd December, 2020 (05:00 pm IST) for the 29thAGM and the remote e-voting platform was blocked thereafter.

3. For the purpose of ensuring that the members who have cast their votes through remote e-voting do not vote again at the AGM, we had access, after the closure of period for remote e-voting and before the start of the AGM, to details relating to members, such as their names, folios, number of shares held and such other information that we may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes.
4. On the instruction of the Chairman, the e-voting at the 29th AGM was kept open for a period of 15 minutes after the conclusion of the AGM, after which the e-voting was locked by NSDL.
5. After the conclusion of the e-voting at the AGM, I counted the votes cast at the AGM and thereafter unblocked the votes cast through remote e-voting and made the Consolidated Scrutinizers' report of the total votes cast in favour or against and invalid votes, if any. Votes cast through remote e-voting were unblocked in the presence of two witnesses, Mr. Awdhesh Pandey and Mr. Namdev Apange, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Awdhesh Pandey



Name: Namdev Apange

6. The members whose names appeared in the Register of Members/List of Beneficial Owners as on the cut-off date, i.e. Thursday, the 17th December, 2020 were entitled to vote on the resolutions as set out in the notice of the meeting and their voting rights were in proportion to their share in the paid-up capital equity share capital of the Company as on the cut-off dates.
7. As requested by the Management of the Company, I hereby submit my combined report on the result of remote e-voting together with that of e-voting at 29th AGM, based on the reports generated from NSDL website, with brief description of resolutions, as under. Kindly refer to the notice of the 29th AGM of the Company for the complete details of resolutions. Based on the voting results, we report that all the resolutions as set out in the Notice of the AGM dated 28th November 2020 have been passed with requisite majority:



ORDINARY BUSINESS

Agenda No. 1: Ordinary Resolution: Adoption of the Audited Financial Statement of the Company comprising of the Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date and notes related thereto together with the Reports of Directors and the Auditors thereon.

Particulars	Remote E-voting			E-voting at the AGM			Total Valid E-voting		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	19	2372214	99.89	2	50	100.00	21	2372264	99.89
Dissent	1	2700	0.11	0	0	0	1	2700	0.11
Total	20	2374914	100.00	2	50	100.00	22	2374964	100.00

Invalid/Abstain Votes

Ballots	Votes
0	0

Agenda No. 2: Ordinary Resolution: Re-appointment of Mr. Ronak Doshi (DIN: 00102959), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote E-voting			E-voting at the AGM			Total Valid E-voting		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	19	2372214	99.89	2	50	100.00	21	2372264	99.89
Dissent	1	2700	0.11	0	0	0	1	2700	0.11
Total	20	2374914	100.00	2	50	100.00	22	2374964	100.00

Invalid/Abstain Votes

Ballots	Votes
0	0

Agenda No. 3: Ordinary Resolution: To re-appoint Mr. Gaurav Doshi (DIN 00166703) as a Managing Director of the Company for the further period of 5 years with effect from 1st April 2020.



Particulars	Remote E-voting			E-voting at the AGM			Total Valid E-voting		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	15	300614	99.11	2	50	100.00	17	300664	99.11
Dissent	1	2700	0.89	0	0	0	1	2700	0.89
Total	16	303314	100	2	50	100.00	18	303364	100.00

Invalid/Abstain Votes

Ballots	Votes
4	2071600

Invalid/abstain votes comprises of Promoters voting, who are interested in the said agenda.

Agenda no. 4: Ordinary Resolution: To re-appoint Mr. Ronak Doshi (DIN 00102959), as a Whole-time Director of the Company for the further period of 5 years with effect from 1st April 2020.

Particulars	Remote E-voting			E-voting at the AGM			Total Valid E-voting		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	15	300614	99.11	2	50	100.00	17	300664	99.11
Dissent	1	2700	0.89	0	0	0	1	2700	0.89
Total	16	303314	100	2	50	100.00	18	303364	100.00

Invalid/Abstain Votes

Ballots	Votes
4	2071600

Invalid/abstain votes comprises of Promoters voting, who are interested in the said agenda.



8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to remote e-voting and e-voting at the 29th AGM on all the resolutions contained in the Notice. Notice of the 29thAGM of the Members of the Company. My responsibility as the Scrutinizer for the remote e-voting process and e-voting at the 29thAGM is restricted to make Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by NSDL, the authorized agency engaged by the Company to provide e-voting facilities at the 29thAGM.

Thanking you,



Pooja M. Jain
Scrutinizer

Practising Company Secretary
C.P. No.: 9136, FCS: 8160
UDIN: F008160B001646445



Date: December 25, 2020

Place: Mumbai

Acknowledge receipt of the same

For Neogem India Limited,



Gaurav Doshi
Chairman & Managing Director

Date: December 25, 2020

Place: Mumbai