

NOTICE OF THE 34TH Annual General Meeting

NOTICE is hereby given that the 34th (Thirty-Fourth) Annual General Meeting of the Members of **Neogem India Limited** will be held on Saturday, 27th December, 2025 at 9:30 a.m. at the Hotel Suncity Premiere, A-1, MIDC Central Road, SEEPZ, 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 2025, 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. Gaurav Doshi (DIN: 00166703) who retires by rotation and being eligible, offered himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Gaurav Doshi (DIN: 00166703), as the Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 179, 196, 197, 203 read with 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 the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as "the Listing Regulations") and in accordance with the Articles of Association of the Company, on recommendation of the Nomination & Remuneration Committee and Board of Directors, approval of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Gaurav Doshi (DIN: 00166703) as the Managing Director of the Company w.e.f. April 1, 2025 for a further period of 5 years, liable to retire by rotation, on such terms and conditions as mentioned in the agreement entered into between the Company and Mr. Gaurav Doshi (DIN: 00166703), which specifically sanctions/gives liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment and/or agreement, subject to the same complying with the provisions of 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 Doshi (DIN: 00166703).

RESOLVED FURTHER 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 re-appoint Mr. Ronak Doshi (DIN: 00102959), as the Whole-time Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 179, 196, 197, 203 read with 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 the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as "the Listing Regulations") and in accordance with the Articles of Association of the Company, on recommendation of the Nomination & Remuneration Committee and Board of Directors, approval of the Shareholders of the Company be and is hereby accorded to re-appoint Mr. Ronak Doshi (DIN: 00102959), as the Whole-time Director of the Company w.e.f. April 1, 2025 for a further period of 5 years, liable to retire by rotation, on such terms and conditions as mentioned in the agreement entered into between the Company and Mr. Ronak Doshi (DIN: 00102959), which specifically sanctions/gives liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the

terms and conditions of the said re-appointment and/or agreement subject to the same complying with the provisions of 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 Doshi (DIN: 00102959).

RESOLVED FURTHER 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.”

5. To appoint Mrs. Manisha Sanjay Jangli (DIN: 11380488) as a Non-Executive, Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as “the Act”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as “the Listing Regulations”), Mrs. Manisha Sanjay Jangli (DIN: 11380488), who was appointed by the Board of Directors, as an Additional Non-Executive Independent Director of the Company with effect from 17th November, 2025, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules made under the Act read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Listing Regulations, Mrs. Manisha Sanjay Jangli (DIN: 11380488), who meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as the Independent Non-Executive Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 17th November, 2025 up to 16th November, 2030, on such terms and conditions as set out in the Explanatory Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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 (SEZ), Andheri (East) Mumbai-400 096.

Date: **November 28, 2025**

Place: **Mumbai**

Registered Office:

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

NOTES:

1. Members are hereby informed that in accordance with the provision of Section 96 of the Companies Act, 2013 and in terms of extension letter issued by Ministry of Corporate Affairs dated November 22, 2025 against SRN: AB8699903, Company was granted permission to convene 34th Annual General Meeting on or before 31st December, 2025.
2. 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.
3. The Company's Registrar & Share Transfer Agent is M/s. MUFG Intime India Private Limited (Formerly known as M/s. Link Intime India Private Limited) located at C-101,247 Park L B S Marg, Vikroli (West) Mumbai-400083; Tel: 022 49186000 Fax: 022 49186060
4. Map of the venue of the 34th (Thirty-Fourth) AGM is given after the notice.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 20th December, 2025 to Saturday, 27th December, 2025 (both days inclusive).
6. 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 2025, 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.
7. 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 there in 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.
8. Please note that pursuant to SEBI Circular dated 03rd 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 01st April, 2019. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form. 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.
9. 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.

10. 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.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms are available on the website of the Company at <http://www.neogemindia.com/otherannouncements.html> Members are requested to submit the said forms to their DPs in case the shares are held in electronic form and to the RTA at <https://web.linkintime.co.in/KYC-downloads.html> in case the shares are held in physical form, quoting their folio no(s).

12. Norms for furnishing of PAN, KYC, Bank details and Nomination:

Pursuant to relevant SEBI Circulars, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 etc. are available on our website <http://www.neogemindia.com/otherannouncements.html>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company had earlier dispatched letter to those Members who holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their respective DPs.

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 appointment / re-appointment at the AGM, 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 as **Annexure – A**.
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 34th (Thirty- Fourth) Annual General Meeting, the audited financial statement of the Company for the financial year ended 31st March, 2025 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. Pursuant to Ministry of Corporate Affairs General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, read with other subsequent circulars, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ('MCA Circulars') and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has sent copy of the Notice of the 34th (Thirty-fourth) AGM along with the Annual Report for the financial year 2024-25 only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and have sent a physical letter to those shareholders whose email addresses are not registered with the Company/Depositories. therein stating the exact path of the website, wherein the Annual Report is available. The Notice of AGM and Annual Report for the financial year 2024-25 are available on the Company's website viz. <https://neogemindia.com/pdf/Financial-Year-2024-25.pdf> and may also be accessed from the relevant section of the website of the Stock Exchange i.e. BSE Limited www.bseindia.com. The AGM Notice is also on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com

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 info.neogemindia@gmail.com.
18. 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 by the electronic means (remote e-voting).
19. 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.
20. 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. Saturday, 20th December, 2025, he/she may write to R & TA on the email ID: investor.helpdesk@in.mpms.mufg.com or contact Helpdesk – Tel : 8108116767-101,247 Park L B S Marg, Vikroli (West), Mumbai-400 083 Tel: 22 4918 6000 Fax: 22 49186060 requesting for the User ID and Password.
21. Mr. Hemanshu Kapadia (FCS: 3477 and CP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai, or failing him, Mrs. Pooja Jain, (FCS: 8160 and CP: 9136), Partner of M/s. VPP & Associates, Practicing Company Secretaries, Mumbai have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
22. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Wednesday, 24th December, 2025, at 09:00 a.m. IST and ends on Friday, 26th December, 2025 at 05:00 p.m. IST. 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. Saturday, 20th December, 2025, 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 Saturday, 20th December, 2025.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or

	<p>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</p> <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress

	<p>as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

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.com 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 hemanshu@hkacs.com with a copy marked to evoting@nsdl.com. 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 : 022 - 4886 7000 or send a request to Mr Sanjeev Yadav D.M at evoting@nsdl.com

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 info.neogemindia@gmail.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 info.neogemindia@gmail.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.com 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.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

The present term of office of Mr. Gaurav Doshi (DIN 00166703) as the Managing Director of the Company expired on 31st March 2025. The Board of Directors at their meeting held on 14th February 2025, based on the recommendation of Nomination and Remuneration Committee (NRC) have re-appointed Mr. Gaurav Doshi as the Managing Director of the Company for a further period of 5 years with effect from 1st April, 2025 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 reenactment 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 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, subject to approval of members.

The details as required to be furnished under the Secretarial Standard–2 para 1.2.5 and Regulation 36(3) of the SEBI are annexed to this notice as **Annexure-A**.

In the opinion of the Board of Directors, Mr. Gaurav 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 Agreement entered into between the Company and Mr. Gaurav Doshi (DIN- 00166703) is available for electronic inspection by sending email to info.neogemindia@gmail.com.

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

Mr. Gaurav Doshi (DIN 00166703) and Mr. Ronak Doshi (DIN 00102959) and their relatives are concerned /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 term of office of Mr. Ronak Doshi (DIN 00102959) as the Whole-time Director of the Company expired on 31st March 2025. The Board of Directors in their meeting held on 14th February 2025 based on the recommendation of Nomination and Remuneration Committee (NRC) has re-appointed Mr. Ronak Doshi (DIN 00102959), as the Whole-time Director of the Company for a further period of 5 years with effect from 1st April 2025 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 reenactment 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 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 Whole-time 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 subject to approval of members.

The details as required to be furnished under the Secretarial Standard–2 para 1.2.5 and Regulation 36(3) of the SEBI are annexed to this notice as **Annexure-A**.

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 Agreement entered into between the Company and Mr. Ronak Doshi (DIN 00102959) is available for electronic inspection by sending email to info.neogemindia@gmail.com.

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

Mr. Gaurav Doshi (DIN 00166703) and Mr. Ronak Doshi (DIN 00102959) and their relatives are concerned /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. 5:

The Board of Directors, on the basis of recommendation of the Nomination and Remuneration Committee (NRC), in its meeting held on 17th November, 2025 has appointed Mrs. Manisha Sanjay Jangli (DIN: 11380488), as an Additional Non-Executive (Woman) Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 17th November, 2025 up to 16th November, 2030, subject to the approval of members.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, as an Additional Director, she holds office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing, notice from a Member, proposing candidature of Mrs. Manisha Sanjay Jangli (DIN: 11380488), for the office of Independent (Woman) Director of the Company.

The Company has received declaration from Mrs. Manisha Sanjay Jangli (DIN: 11380488), to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16 of the Listing Regulations. In terms of clause (b) of sub-regulation (1) of regulation 16 of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, she fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as an Independent Directors and is independent of the Management of the Company.

As per the requirement of the Circular from the Stock Exchanges dated 20th June, 2018, NRC and the Board, while considering her appointment she verified that she is not debarred from holding the office of Director pursuant to any SEBI order / any other such authority. Accordingly, the Company affirms that the Director proposed to be appointed is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Company has received following documents and declaration from Mrs. Manisha Sanjay Jangli (DIN: 11380488):

- a. Letter of consent to act as Director in the prescribed form DIR-2 pursuant to Section 152 of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014,
- b. Letter of intimation in the prescribed form DIR-8 pursuant to Section 164 of the Companies Act, 2013 and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified to become Director under the Act,

- c. Notice of disclosure of interest in prescribed form MBP-1 pursuant to Section 184(1) of the Companies Act, 2013 and Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014,
- d. Declaration that she meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations and she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence and that she is independent of the management and that she is not disqualified to become a director under the Act; and
- e. Declaration that she is not debarred or restrained from acting as Director by any order from the Securities and Exchange Board of India ('SEBI') or any other such authority.
- f. Confirmation that she has registered herself in the Independent Director Databank maintained by Indian Institute of Corporate Affairs.

The NRC has recommended appointment of Mrs. Manisha Sanjay Jangli (DIN: 11380488), as Independent Director for a term of 5 (five) consecutive years commencing from 17th November, 2025 up to 16th November, 2030.

In the opinion of the Board of Directors, Mrs. Manisha Sanjay Jangli (DIN: 11380488), fulfill the conditions specified in the Act, Rules made thereunder and Schedule IV of the Act and the Listing Regulations, as amended, for her appointment as Independent Directors of the Company and that she is independent of the Management and is not disqualified to become Director under the Act and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. The Board believes that her association would be of immense benefit to the Company and it is desirable to avail her services as Independent Director. Accordingly, the Board of Directors has appointed Mrs. Manisha Sanjay Jangli (DIN: 11380488), as an Additional Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 17th November, 2025 up to 16th November, 2030, subject to approval of the Members.

The terms & conditions of her appointment and all the documents referred to in resolution mentioned at item no. 5 accompanying Notice of the 34th AGM and the Explanatory Statement shall be available for inspection by the Members up to the date of AGM, i.e. till 27th December, 2025. Members who wish to inspect such documents can send an email to info.neogemindia@gmail.com. The details as required to be furnished under the Secretarial Standard-2 para 1.2.5 and Regulation 36(3) of the SEBI are annexed to this notice as **Annexure-A**.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mrs. Manisha Sanjay Jangli (DIN: 11380488), as Independent Director requires approval of Members of the Company by passing an Ordinary Resolution.

Accordingly, the Board recommends the Ordinary Resolutions at Item No. 5 for approval by the Members.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in 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 (SEZ), Andheri (East) Mumbai-400 096.

Date: **November 28, 2025**

Place: **Mumbai**

Registered Office:

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

Annexure - A to Item No. 2,3, 4 and 5:

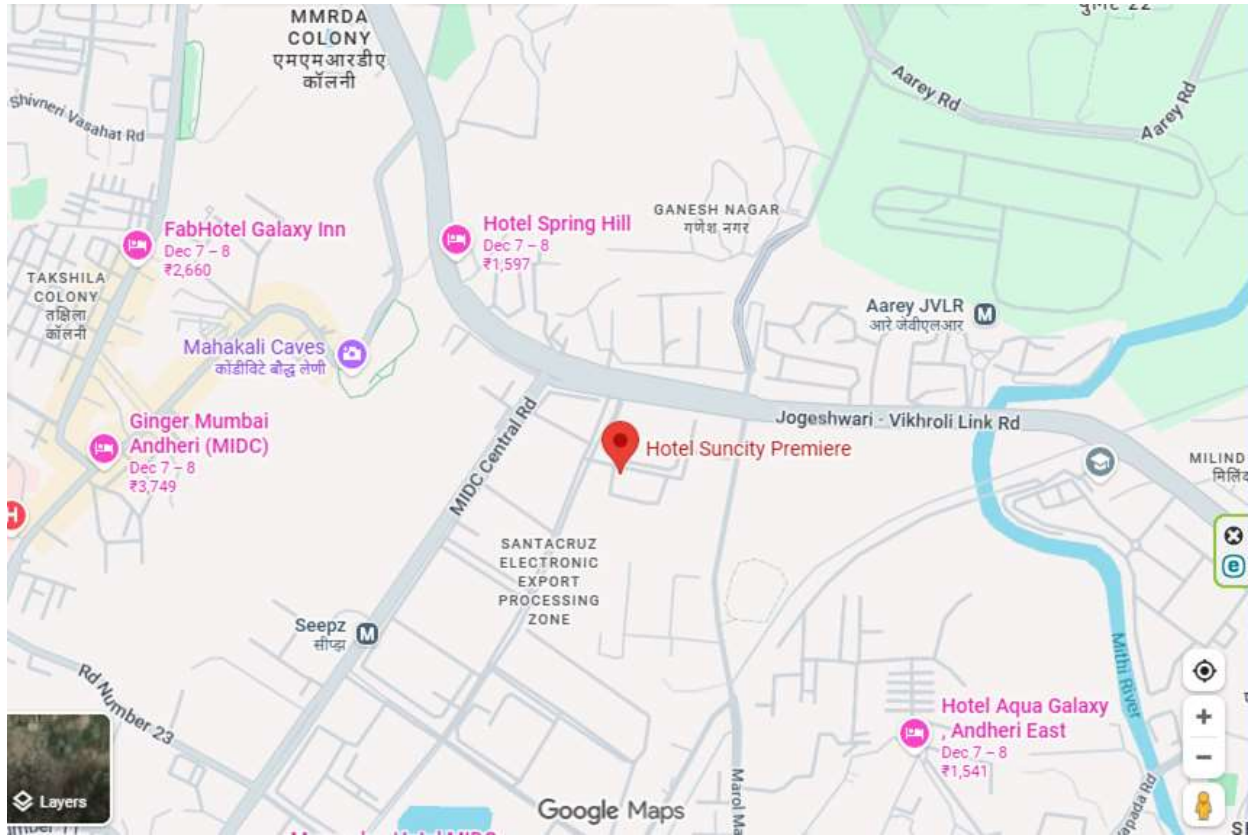
Details as required to be furnished under the Secretarial Standard–2 para 1.2.5 issued by ICSI:

Name and DIN	Mr. Gaurav Doshi (DIN: 00166703)	Mr. Ronak Doshi (DIN: 00102959)	Mrs. Manisha Sanjay Jangli (DIN: 11380488)
Date of Birth	30/12/1976	12/11/1974	08/06/1978
Age	48 years	51 years	47 years
Nationality	Indian	Indian	Indian
Qualification	B.Com. from University of Mumba	B.Com. from University of Mumbai	B.Com. from University of Mumba
Nature of Expertise	He has a vast experience in the Finance, Administration and Operation	He has a vast experience in the Manufacturing, Sales and Marketing of Diamond studded Jewellery.	She has a vast experience in Accounting and Finance
Date of 1st appointment on the Board of the Company	22/10/1999	28/03/1997	17/11/2025
Number of meetings of the Board attended during the year	4	4	-
Experience	29 years	30 Years	20 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	1- Kamya Impex Private Limited	Nil	Nil
Terms and conditions of the appointment	He is being proposed to be re-appointed as a Managing Director of the Company for a period of five consecutive years commencing from 01 st April, 2025 to 31 st March, 2030, liable to retire by rotation	He is being proposed to be re-appointed as a Whole-time Director of the Company for a period of five consecutive years commencing from 01 st April, 2025 to 31 st March, 2030 liable to retire by rotation	She is being proposed to be appointed as a Non- Executive Independent Director of the Company for a period of five consecutive years commencing from 17 th November, 2025 to 16 th November, 2030, not liable to retire by rotation

Shareholding in Neogem India Limited	8,70,800	8,70,800	Nil
Relationship with Directors, Managers or other KMP	Related to Mr. Ronak Doshi (DIN-00102959), Whole-Time Director and CFO of the Company.	Related to Mr. Gaurav Doshi (DIN-00166703), Chairman & Managing Director of the Company.	Not related to any Directors or KMP of the Company
Last Remuneration drawn	Nil	Nil	Nil
Remuneration to be drawn after appointment/re-appointment	Nil	Nil	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 FOURTH ANNUAL GENERAL MEETING** of the Company held on Saturday, 27th December, 2025 at 9:30 a.m. at Hotel Suncity Premiere, A-1, MIDC Central Road, SEEPZ, Andheri (East), Mumbai-400 093 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]

34th Annual General Meeting – Saturday, December 27, 2025

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 33rd Annual General Meeting of the Company, to be held on the Saturday, 27th day of December 2025 at 9.30 a.m. at Hotel Suncity Premiere, A-1, MIDC Central Road, SEEPZ, Andheri (East), Mumbai-400 096 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolution	Assent	Dissent
Ordinary Business			
1.	To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31st March 2025, 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. Gaurav Doshi (DIN: 00166703), who retires by rotation and being eligible, offered himself for re-appointment.		
3.	To re-appoint Mr. Gaurav Doshi (DIN: 00166703), as the Managing Director of the Company.		
4.	To re-appoint Mr. Ronak Doshi (DIN: 00102959), as the Whole-Time Director of the Company.		
5.	To appoint Mrs. Manisha Sanjay Jangli (DIN: 11380488) as a Non-Executive, Independent Director.		

Signed this _____ day of _____ 2025

Signature of Shareholder

Affix
Re. 1/-
Revenue
Stamp

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.