



GUJARAT POLY ELECTRONICS LIMITED

(Formerly Known as GUJARAT POLY-AVX ELECTRONICS LIMITED)

REGD. OFFICE : B-17/18, GANDHINAGAR ELECTRONIC ESTATE, GANDHINAGAR - 382 024

CIN.L21308GJ1989PLC012743

TELEPHONES: +91-79-23287163, 23287162

Fax No.: 079-23287161

E-mail : capacitors@kilachand.com

Date of the Annual General Meeting: August 21, 2017

Total Number of Shareholders on record date: 22,669 (as on 14th August, 2017)

No. of Shareholders present in the meeting either in person or through Proxy : 51

Promoters and Promoter group : 02

Polychem Limited - 4616152 (53.99%)

Gujarat Industrial Investment Corporation Limited - 497103 (5.81%)

Public : 49

Agenda :

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2017, including the audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

Resolution required : Ordinary

Mode of Voting : E-Voting & Poll

Promoter/Public	No of Shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	5113255	5113255	100.00	5113255	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00

Public – others	3436745	130863	3.81	130863	0	100.00	0.00
Total	8550000	5244118	61.33	5244118	0	100.00	0.00

2. Re-appointment of Mr. P. T. Kilachand who retires by rotation.

Resolution required : Ordinary
Mode of Voting : E-Voting & Poll

Promoter/Public	No of Shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	5113255	5113255	100.00	5113255	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public – others	3436745	130863	3.81	130863	0	100.00	0.00
Total	8550000	5244118	61.33	5244118	0	100.00	0.00

3. Ratification of Appointment of M/s. Mahendra N. Shah & Co., Chartered Accountants, Ahmedabad (Firm Regn. No. 105775W) as the Statutory Auditors of the Company.

Resolution required : Ordinary
Mode of Voting : E-Voting & Poll

“RESOLVED THAT pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the resolution passed by the Members at the Twenty Sixth Annual General Meeting (AGM) held on 12th August, 2015 in respect of appointment of the auditors, M/s. Mahendra N. Shah & Co., Chartered Accountants, Ahmedabad (Firm Regn. No. 105775W),(MNS) till the conclusion of the AGM to be held in the year 2020, the Company hereby ratifies and confirms the appointment of MNS, as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of AGM of the Company to be held in the year 2018 to examine and audit the accounts of the Company for the Financial Year ending March 31, 2018 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

Promoter/Public	No of Shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	5113255	5113255	100.00	5113255	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public – others	3436745	130863	3.81	130863	0	100.00	0.00
Total	8550000	5244118	61.33	5244118	0	100.00	0.00

4. Re-appointment of Mr. A.H. Mehta (DIN: 00005523) as Managing Director of the Company for a period of three (3) years with effect from June 1, 2017.

Resolution required : Special

Mode of Voting : E-Voting & Poll

“RESOLVED THAT in supersession of the Resolution passed by the members of the Company at the Annual General Meeting held on 13th August, 2014 and pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment & Remuneration of Managerial Personnel) Rule, 2014 approval of the members of the Company be and is hereby accorded to the appointment of Mr. A. H. Mehta (DIN 00005523), as Managing Director of the Company, for a period of three years with effect from 1st June, 2017 upon the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. A.H. Mehta subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

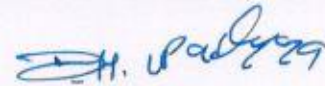
“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year, during the terms of office of Mr. A. H. Mehta the remuneration payable to him by way of salary, allowances, and perquisites shall not, exceed the limits prescribed under the Companies

Act, 2013, read with Schedule V or any amendment, modification, variation or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Promoter/Public	No of Shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	5113255	5113255	100.00	5113255	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public - others	3436745	130863	3.81	130863	0	100.00	0.00
Total	8550000	5244118	61.33	5244118	0	100.00	0.00

For GUJARAT POLY ELECTRONICS LIMITED
(FORMERLY KNOWN AS GUJARAT POLY-AVX ELECTRONICS LIMITED)



D. H. UPADHYAYA
COMPANY SECRETARY & COMPLIANCE OFFICER

Date : 21st August, 2017
Place : Gandhingar



Ragini Chokshi & Co.

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com
web: csraginichokshi.com

Tel. : 022-2283 1120
022-2283 1134

Date : 21-08-2017

Consolidated Scrutinizer's Report

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

To,
The Chairman of 28th Annual General Meeting (AGM) of the Equity Shareholders of **GUJARAT POLY ELECTRONICS LIMITED** (formerly known as Gujarat Poly-AVX Electronics Limited) held on Monday, August 21, 2017 at 12:00 noon at B-17/18 , Gandhinagar Electronic Estate , Gandhinagar 382 024, Gujarat.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34, Kamer Bldg, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai-400001, has been appointed as the Scrutinizer by the Board of Directors of **GUJARAT POLY ELECTRONICS LIMITED** (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 conducted for passing the Resolutions contained in the Notice convening the 28th AGM of the Equity Shareholders of the Company held on Monday, 21st August, 2017 at 12:00 noon at Gandhinagar Electronic Estate, Gandhinagar 382024, Gujarat (GJ).

The Notice dated 29th May, 2017 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned Resolutions to be passed at the AGM of the Equity Shareholders of the Company.



The Company had availed the remote e-voting facility offered by National Securities Depository Limited (NSDL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of Monday, 14th August, 2017, were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

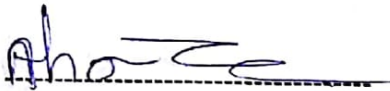
The period for remote e-voting commenced on Thursday, 17th August, 2017 at 09:00 a.m. (I.S.T.) and ended on Sunday, 20th August, 2017 at 5:00 p.m. (I.S.T.) The NSDL e- voting platform was blocked thereafter.

On 20th August, 2017, after the end of the remote e-voting period I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no., and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

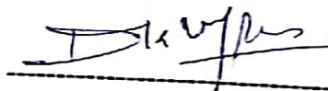
Further, the Chairman announced voting by physical ballot (Poll) at the AGM Venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



Name: Arjun Bhai Thakur

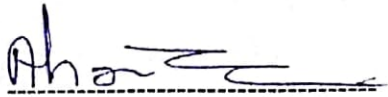


Name: Dashrath Singh Waghela

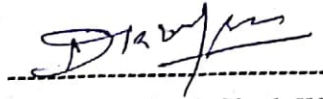
The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. **LINK INTIME INDIA PVT LTD**, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The votes cast through e-voting were unblocked after the Annual General Meeting in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the remote e-voting being unblocked in their presence.





Name: Arjun Bhai Thakur



Name: Dashrath Singh Waghela

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of NSDL and also the ballot forms received during the poll process at the Annual General Meeting.

The Consolidated Report on the result of the remote e-voting and voting at the meeting through physical ballot (poll) in respect of the said Resolutions is as under:

Resolution No.1: Ordinary Resolution:

To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2017, including the audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss for the year on that date and the reports of Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	4,741,997	4,741,997	100
Physical Ballot	502,121	502,121	100
Total	5,244,118	5,244,118	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0



(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	1	25

Resolution No.2: Ordinary Resolution:

Re-appointment of Mr. P.T. Kilachand (DIN: 00005516) as a Director who retires by rotation.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	4,741,997	4,741,997	100
Physical Ballot	502,121	502,121	100
Total	5,244,118	5,244,118	100

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	1	25



Resolution No.3: Ordinary Resolution:

Ratification of Appointment of M/s. Mahendra N. Shah & Co., Chartered Accountants, Ahmedabad (Firm Regn. No. 105775W) as the Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	4,741,997	4,741,997	100
Physical Ballot	502,121	502,121	100
Total	5,244,118	5,244,118	100

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	1	25



Resolution No.4: Special Resolution:

Re-appointment of Mr. A.H. Mehta (DIN: 00005523) as Managing Director of the Company for a period of three (3) years with effect from June 1, 2017.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	4,741,997	4,741,997	100
Physical Ballot	502,121	502,121	100
Total	5,244,118	5,244,118	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	1	25



All the resolutions sated above from 01 to 04 have been passed with majority.

The Register, all other papers and relevant records relating to electronic voting and physical ballot (poll) papers, shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting , after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For Ragini Chokshi & Co.

Place: Gandhinagar
Date: 21st August, 2017



R. K. Chokshi
Ragini Chokshi
(Partner)
ICSI M. No. 2390
ICSI C.P. No. 1436

Counter signed by

For GUJARAT POLY ELECTRONICS LIMITED

T. P. Kishore
Chairman

(28th Annual General Meeting)