



# GUJARAT POLY-AVX ELECTRONICS LIMITED

CIN : L21308GJ1989PLC012743

7, JAMSHEDJI TATA ROAD, CHURCHGATE RECLAMATION, MUMBAI-400 020.

HO:GPEL:174/2016

08.08.2016

TELEPHONE : 022 - 2282 0048  
FAX : 022 - 2285 0606  
E-mail : gpel@kilachand.com  
Website : www.gpelindia.com

To,  
The Secretary  
BSE Limited, P. J. Towers, Dalal Street,  
Mumbai 400 001

**Company Code : 517288.**

Dear Sirs,

Sub: Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – Proceedings & Details of the Voting Results of the 27<sup>th</sup> Annual General Meeting.

With reference to the above we may inform you that the 27<sup>th</sup> Annual General Meeting of the Company held on Friday, 5<sup>th</sup> August, 2016 at 12.00 Noon, at B-17/18, Gandhinagar Electronic Estate, Gandhinagar, Gujarat. All the items of business as mentioned in the Notice dated 16<sup>th</sup> May, 2016 convening the said Annual General Meeting have been transacted and all the Resolutions (Regulation Nos 1 to 5) have been passed by the Shareholders by requisite majority by E-voting and through voting by poll conducted at the Annual General Meeting. In this regard please find the following attachments:

1. Voting Results as required under Regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.
2. Consolidated Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management & Administration) Amendment Rules, 2015.
3. Annual Report for the Financial Year 2015-2016 as required under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

Voting Results along with the Scrutinizer's Report are being uploaded on the website of the Company and on the website of the NSDL.

Kindly take the above on your record.

Thanking you,

Yours faithfully,  
For **GUJARAT POLY-AVX ELECTRONICS LIMITED**

**(A. H. MEHTA)**  
**DIN 00005523**  
**MANAGING DIRECTOR**  
Encl:a/a



# GUJARAT POLY-AVX ELECTRONICS LIMITED

CIN : L21308GJ1989PLC012743

7, JAMSHEDJI TATA ROAD, CHURCHGATE RECLAMATION, MUMBAI-400 020.

TELEPHONE : 022 - 2282 0048  
FAX : 022 - 2285 0606  
E-mail : gpel@kilachand.com  
Website : www.gpelindia.com

## Date of the Annual General Meeting: August 05, 2016

Total Number of Shareholders on record date: 22837 ( as on 5<sup>th</sup> August, 2016)

No. of Shareholders present in the meeting either in person or through proxy : 53

### Promoters and Promoter group : 02

Polychem Limited	- 2866154 (33.52%)
Gujarat Industrial Investment Corporation Limited	- 497103 (5.81%)

Public : 51

### Agenda :

1. To receive, consider and adopt the financial statements of the Company for the year ended 31<sup>st</sup> March, 2016, including the audited Balance Sheet as at 31<sup>st</sup> March, 2016, 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	3363257	65.78	3363257	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public - others	3436745	127856	3.72	127856	0	100.00	0.00
Total	8550000	3491113	40.83	3491113	0	100.00	0.00

2. Re-appointment of Mr.T.R.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	3363257	65.78	3363257	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public - others	3436745	127856	3.72	127856	0	100.00	0.00
Total	8550000	3491113	40.83	3491113	0	100.00	0.00



### 3. Re-appointment of Mr.A.H.Mehta 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	3363257	65.78	3363257	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public - others	3436745	127856	3.72	127856	0	100.00	0.00
<b>Total</b>	<b>8550000</b>	<b>3491113</b>	<b>40.83</b>	<b>3491113</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

### 4. Appointment of M/s.Mahendra N.Shah & Co, Chartered Accountants,

“RESOLVED THAT pursuant to the provisions of Section 139, 141 & 142 of the Companies Act, 2013 and the Rules made thereunder, and Resolution of the members of 26<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> August 2015, M/s. Mahendra.N.Shah & Co., Chartered Accountants, Ahmedabad (Firm Regn. No.105775W), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the 31st AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors.”

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	3363257	65.78	3363257	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public - others	3436745	127856	3.72	127856	0	100.00	0.00
<b>Total</b>	<b>8550000</b>	<b>3491113</b>	<b>40.83</b>	<b>3491113</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**5. Shifting of Registers u/s 94 of Companies Act, 2013.**

**Resolution required : Special**

**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	3363257	65.78	3363257	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public - others	3109426	127856	3.72	127856	0	100.00	0.00
<b>Total</b>	<b>8550000</b>	<b>3491113</b>	<b>40.83</b>	<b>3491113</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



For GUJARAT POLY-AVX ELECTRONICS LIMITED



ATUL H MEHTA  
(DIN 00005523)

MANAGING DIRECTOR

Date : 08<sup>th</sup> August, 2016

Place : Mumbai





*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

Date : \_\_\_\_\_

**Consolidated Scrutinizer's Report**

[Pursuant to section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman of 27th Annual General Meeting (AGM) of the Equity Shareholders of **GUJARAT POLY-AVX ELECTRONICS LIMITED** held on Friday, 5<sup>th</sup> day of August, 2016 At 12.00 p.m. at B-17/18, Gandhinagar Electronic Estate, Gandhinagar, Gujarat, Gandhinagar-382024.

Dear Sir,

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

- (i) Scrutinizing the e-voting process (remote e-voting) 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 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 , conducted for passing the resolutions contained in the Notice to the 27<sup>th</sup> AGM of the Equity Shareholders of the Company held on 5<sup>th</sup> day of August, 2016 at 12.00 p.m. at B-17/18, Gandhinagar Electronic Estate, Gandhinagar, Gujarat, on Friday, Gandhinagar-382024.

The Notice dated 16<sup>th</sup> May, 2016 convening the AGM along with the statement setting out material facts under Section 102 of the 2013 Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at 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 by the Shareholders of the Company. The Company also provided voting by physical ballot at the venue of the AGM to those members who attended the AGM and who had not voted electronically.



Am  
6/08/16

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 29<sup>th</sup> July, 2016 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 Tuesday, 2<sup>nd</sup> August, 2016 at 9.00 a.m. (IST) and ended on Thursday, 4<sup>th</sup> August, 2016 at 5.00 p.m. (IST).

On 4<sup>th</sup> August, 2016, 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 the poll at the AGM 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, Ms. Harshili. Chogle (Residing at D-305, Gods Gift, Tower 1, N M Joshi Marg, Lower Parel, Mumbai-30) and Mr. Pradip Dhuri (Residing at Subash Nagar Building No.2, Room No.49 Chembur, Mumbai-71) 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: Harshili. Chogle



-----  
Name: Pradip Dhuri

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with Company.

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the AGM in the presence of two witnesses, Ms. Harshili. Chogle (Residing at D-305, Gods Gift, Tower 1, N M Joshi Marg, Lower Parel, Mumbai-30) and Mr. Pradip Dhuri (Residing at Subash Nagar Building No.2, Room No.49 Chembur, Mumbai-71). They have signed below in confirmation of the votes being unblocked in their presence.



-----  
Name: Harshili Chogle



-----  
Name: Pradip Dhuri





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 AGM.

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

**Resolution No.1: Ordinary Resolution:** Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2016 of the Company including Report of Board of Directors and Auditors.

(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	15	2991889	100.00
Physical Ballot	20	499224	100.00
Total	35	3491113	100.00

(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	NIL	NIL	0.0000
Physical Ballot	NIL	NIL	0.0000
Total	NIL	NIL	0.0000

(iii) **Invalid** votes:

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



**Resolution No.2: Ordinary Resolution:** Re-appointment of Mr. T.R. Kilachand, 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	15	2991889	100.00
Physical Ballot	20	499224	100.00
Total	35	3491113	100.00

(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	NIL	NIL	0.0000
Physical Ballot	NIL	NIL	0.0000
Total	NIL	NIL	0.0000

(iii) **Invalid** votes:

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

**Resolution No.3: Ordinary Resolution:** Re-appointment of Mr. A.H. Mehta, 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	15	2991889	100.00
Physical Ballot	20	499224	100.00
Total	35	3491113	100.00



(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	NIL	NIL	0.0000
Physical Ballot	NIL	NIL	0.0000
Total	NIL	NIL	0.0000

(iii) **Invalid** votes:

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

**Resolution No.4: Ordinary Resolution:** To appoint M/s. Mahendra N. Shah & Co., Chartered Accountants, as Statutory Auditors of the Company and Fixing their remuneration.

(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	15	2991889	100.00
Physical Ballot	20	499224	100.00
Total	35	3491113	100.00

(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	NIL	NIL	0.0000
Physical Ballot	NIL	NIL	0.0000
Total	NIL	NIL	0.0000



(iii) **Invalid** votes:

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

**Resolution No.5: Special Resolution:** Keeping the Register of Members, Index of Members, Annual Returns or any other documents as may be required under the Companies Act, 2013 and the Rules related thereto, at the office of the Registrar and Share Transfer Agent, Link Intime India Private Limited in Mumbai.

(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	15	2991889	100.00
Physical Ballot	20	499224	100.00
Total	35	3491113	100.00

(i) 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	NIL	NIL	0.0000
Physical Ballot	NIL	NIL	0.0000
Total	NIL	NIL	0.0000

(ii) **Invalid** votes:

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



All the Resolutions at item nos. 1 to 5 have been passed with requisite majority.

The register, all other papers and relevant records relating to remote e-voting/physical ballot forms and voting at the meeting 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,

Place: Mumbai

**FOR RAGINI CHOKSHI & CO.**

Date: 06/08/2016



*R. K. Chokshi*

**MRS. RAGINI CHOKSHI**  
(Partner)  
C.P. Number : 1436  
Membership number:2390

**CHAIRMAN**  
**GUJARAT POLY-AVX ELECTRONICS LIMITED**  
**27TH ANNUAL GENERAL MEETING**