



GUJARAT POLY ELECTRONICS LIMITED

CIN: L21308GJ1989PLC012743

Regd Office: B-18, Gandhinagar Electronic Estate, Gandhinagar 382024

Ph: 79353 33658, E-mail: gpel@kilachand.com, Website: www.gpelindia.in

Notice of Extra Ordinary General Meeting

To all the Members,
Gujarat Poly Electronics Limited

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Gujarat Poly Electronics Limited will be held on Monday, September 1st, 2025 at 11.30 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business:

SPECIAL BUSINESS:

1. TO APPROVE THE DISPOSAL (THROUGH ASSIGNMENT / SALE) OF THE COMPANY'S LAND ALONG WITH THE BUILDING CONSTRUCTED THEREON SITUATED AT PLOT NO. B-18, GANDHINAGAR ELECTRONIC ESTATE, UNDER SECTION 180 (1) OF THE COMPANIES ACT, 2013 ("ACT") AND REGULATION 37A OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LODR").

To consider and, if thought fit, to pass with or without modification/s the following resolution as a **Special Resolution**: -

"**RESOLVED THAT** pursuant to Section 180 (1) of the Act, read with the Companies (Management and Administration) Rules, 2014 and subject to other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), Regulation 37A of the LODR (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law for the time being in force, the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be deemed necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include any committee constituted by the Board or any person(s) authorized by the Board of the Company to exercise the powers conferred on the Board of the Company by this resolution) to sell, transfer and assign the leasehold rights of the Company's property situated at B-/18, Gandhinagar Electronic Estate, Gandhinagar, India - 382 024, admeasuring 12022.40 square meters ("**Land**"), and the ownership rights over the factory building constructed thereon ("**Building**"), (together with all obligations, liabilities, and covenants of the Company under the original lease deed executed with the Gujarat Industrial Development Corporation), to Tirex Transmission Private Limited ("**Tirex**"), an unrelated buyer, for a consideration of INR 29,00,00,000 (Rupees Twenty-Nine Crore only), in a manner as the Board may deem fit in the interest of the Company, and on such terms and conditions as the Board may in their absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, each Director of the Board and Mr. Harshadrai H. Jani, CFO be and are hereby severally authorized to sign and execute the memorandum of understanding, the deed of assignment, and any and all related agreements or documents in connection with the sale, transfer and assignment of lease hold rights of the Land and ownership rights of the Building and do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling, negotiating, executing and amending of, such documents/ writings/ deeds/ papers/ agreements as may be necessary or incidental thereto, including assignment/ conveyance/ transfer documents, contracts, agreements and to seek the registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/ consents with the concerned regulatory/ statutory authorities, etc.), and also to take all other actions and decisions as it/ they may, in its/ their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this resolution.



RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT each director of the Company be and is hereby authorized to certify a copy of this resolution and issue the same to all concerned parties."

2. TO APPROVE AN INCREASE IN THE LIMITS FOR GRANTING LOANS, MAKING INVESTMENTS, GIVING GUARANTEES, OR PROVIDING SECURITIES FROM INR 35 CRORES TO INR 60 CRORES.

To consider and, if thought fit, to pass with or without modification/s the following resolution as a **Special Resolution**:-

"RESOLVED THAT in supersession of the resolution passed by the members of the Company at the 35th Annual General Meeting of the Company held on [August 23, 2024] and pursuant to the provisions of Section 186 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act, and the rules and regulations made thereto (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the members be and is hereby accorded to the Board of Directors for utilization of the profits and cash flows, including sale proceeds from the assignment of the leasehold rights of the plot of land situated at Plot No. B-18, Gandhinagar Electronic Estate, admeasuring 12,022.40 square metres ("**Land**") and ownership rights to the factory building situated on part of the Land, for investing, reinvesting, retaining in cash, or otherwise dealing with the proceeds, whether in whole or in part and whether on one or more occasions, in such securities, financial instruments, collective investment vehicles, deposits or other assets as the Board may from time to time determine to be in the best interests of the Company, including, without limitation in full or in part, into any one or more of the following asset classes or investment avenues, in compliance with applicable laws:

- (a) Listed and unlisted equity shares, preference shares, and equity-linked instruments;
- (b) Government securities, treasury bills, sovereign bonds, and other fixed-income instruments;
- (c) Debentures and bonds, whether listed or unlisted, secured or unsecured, convertible or non-convertible;
- (d) Mutual funds, including equity, debt, hybrid, liquid, index, thematic, or sector-specific schemes;
- (e) Exchange Traded Funds (ETFs);
- (f) Fixed deposits, term deposits, or callable deposits with scheduled commercial banks or financial institutions;
- (g) Alternative Investment Funds (AIFs), including Category I, II, and III AIFs as defined under applicable SEBI regulations;
- (h) Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs);
- (i) Units or interests in pooled investment vehicles, venture capital funds, or private equity funds;
- (j) Real estate assets, including commercial or residential properties, land parcels, or fractional ownership platforms;
- (k) Structured products, derivatives, or hybrid financial instruments;
- (l) Commodities and commodity-related instruments, including gold ETFs and other regulated asset classes; and
- (m) Any other investment avenue permitted under applicable law, as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT each Director of the Company is hereby severally authorized to identify suitable investment opportunities, negotiate and finalize the terms, execute all necessary documents, and do all such acts, deeds, and things as may be required to give effect to this resolution."

Registered Office:

Plot No. B-18, Gandhinagar Electronic Estate,

Gandhinagar 382 024, Gujarat.

CIN: L21308GJ1989PLC012743

Tel: 7935333658

Email Id: gpel@kilachand.com

Website: www.gpelindia.in

Date: 29th July, 2025

Place: Mumbai

By Order of the Board of Directors
For **Gujarat Poly Electronics Limited**

Nivedita Nambiar
Company Secretary & Compliance Officer
FCS No: 8479

**NOTES:**

- a) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting, is annexed hereto.
- b) The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 and other circulars issued in this respect ("MCA Circulars") allowed, inter alia, conduct of EGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2025 in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No.20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the EGM of the Company is being held through VC/OAVM. The detailed procedure for participating in the EGM through VC/OAVM is annexed herewith and also available at the Company's website www.gpelindia.in.
- c) Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- d) Members attending the EGM through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.
- e) The Members can join the EGM in the VC/ OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- f) In accordance with the aforesaid Circulars, the notice of the EGM is being sent only by electronic mode to those members whose email addresses are registered with the Company/Depositories as on the 1st Cut-off date i.e. 1st August, 2025. Members may note that the Notice of EGM will also be available on the Company's website www.gpelindia.in; website of the Stock Exchange BSE Limited at www.bseindia.com respectively.
- g) Members who have not registered or updated their email id so far are requested to register or update the same to receive the Notice of meeting electronically, as per the following procedure:
- For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address gpel@kilachand.com
 - For Members holding shares in demat form, please update your email address through your respective Depository Participant/s (DP).
- h) Corporate members intending to send their authorized representative to attend the EGM through VC/ OAVM or to vote through remote e-voting, pursuant to Sections 112 and 113 of the Act, are requested to send a certified copy of the board resolution to the Scrutinizer by e-mail at mail@csraginichokshi.com with a copy marked to evoting@nsdl.com and www.gpelindia.in, authorizing their representative to attend and vote on their behalf at the EGM.
- i) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- j) Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company or its Registrar & Share Transfer Agents.
- k) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA / Company.



I) Process and manner for Members opting for voting through electronic means:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard on General Meetings ("SS2") issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-voting system during the EGM. The Company has engaged the services National Securities Depository Limited ("NSDL") to provide remote e-voting facility to enable the Members to cast their votes electronically.
2. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the 2nd Cut-off date i.e. Monday, 25th August, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the day of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
3. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the 2nd Cut-off date i.e. Monday, 25th August, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the day of the EGM by following the procedure mentioned in this part.
4. The remote e-voting period will commence on Friday, 29th August, 2025 at 09:00 a.m. (IST) and end on Sunday, 31st August, 2025 at 05:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the 2nd Cut-off date i.e. Monday, 25th August, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
5. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
6. The voting right of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the 2nd Cut-off date i.e. Monday, 25th August, 2025.
7. Ms. Ragini Chokshi of Ragini Chokshi & Co., Practising Company Secretary (CP 1436) has been appointed as the Scrutinizer to scrutinise the voting and remote e-voting process in a fair and transparent manner.
8. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
9. The Results will be declared within two working days from the conclusion of EGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. www.gpelindia.in and on the website of NSDL at www.evoting.nsdl.com and the same shall also be communicated to the stock exchange i.e. BSE Limited where the shares of the Company are listed.

E-VOTING INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA ORDINARY GENERAL MEETING (EGM) FOR EQUITY AND PREFERENCE SHAREHOLDERS ARE AS UNDER:

The remote e-voting period begins on Friday, 29th August, 2025 at 9:00 A.M. and ends on Sunday, 31st August, 2025 at 5:00 P.M. 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., 25th August, 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 25th August, 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 and joining virtual meeting 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.	<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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System My easi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the ESP i.e., NSDL where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 and joining virtual meeting 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?

- 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, 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:

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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- 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 and join Extra Ordinary General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Extra Ordinary General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 mail@csraginichokshi.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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to 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 email 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 gpel@kilachand.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 gpel@kilachand.com. If you are an Individual shareholder 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 and joining virtual meeting 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.

**THE INSTRUCTIONS FOR EQUITY AND PREFERENCE SHAREHOLDERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR EQUITY AND PREFERENCE SHAREHOLDERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at gpel@kilachand.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at gpel@kilachand.com at least four days in advance. Only those Members who have pre-registered themselves as a speaker will be allowed to ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7. Members who need assistance before and during the meeting, can contact NSDL on evoting@nsdl.com +91 2248867000 or contact Mr. Sanjeev Yadav, Assistant Manager- NSDL at sanjeevy@nsdl.com.

Registered Office:

Plot No. B-18, Gandhinagar Electronic Estate,
Gandhinagar 382 024, Gujarat.
CIN: L21308GJ1989PLC012743
Tel: 7935333658
Email Id: gpel@kilachand.com
Website: www.gpelindia.in

Date: 29th July, 2025

Place: Mumbai

By Order of the Board of Directors
For **Gujarat Poly Electronics Limited**

Nivedita Nambiar
Company Secretary & Compliance Officer
FCS No: 8479



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

The following Explanatory Statement, as required under Section 102 of the Act, sets out the material facts relating to business mentioned in the accompanying Notice dated July 29, 2025.

Item 1:

TO APPROVE THE DISPOSAL (THROUGH ASSIGNMENT / SALE) OF THE COMPANY'S LAND ALONG WITH THE BUILDING CONSTRUCTED THEREON SITUATED AT PLOT NO. B-18, GANDHINAGAR ELECTRONIC ESTATE, UNDER SECTION 180 (1) OF THE COMPANIES ACT, 2013 ("ACT") AND REGULATION 37A OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LODR").

The Company owns leasehold rights to the plot of land situated at Plot No. B-18, Gandhinagar Electronic Estate, admeasuring 12,022.40 square metres ("**Land**"). A factory building ("**Building**") is situated on part of the Land. (The Land and the Building are collectively referred to as "**Property**".)

Substantial portion of the Property is currently underutilised. The current operations being conducted from the Property can easily be conducted from a smaller premises. Maintaining the Property incurs significant ongoing costs, including maintenance, security, insurance, without generating corresponding revenue for the Company.

The Property is proposed to be sold / assigned to a third party ("**Proposed Transaction**"). This proposal is intended to unlock value from the Company's surplus assets and is expected to lead to a substantial profit and also reduce ongoing maintenance and administrative expenses.

The Proposed Transaction is not expected to have any impact on business continuity (in the Company's existing business of dealing in electronic components), revenue or on the customers or suppliers of the Company. Necessary arrangements have been made to ensure a smooth transition. The Company will relocate its operations (currently conducted from the building) to a smaller premises, which is adequate and efficient. The Company's management is satisfied that the Proposed Transaction, including the relocation to a smaller premises, will result in reduction of costs and shall not, in any way, adversely affect the business or operations of the Company.

The proceeds from the Proposed Transaction are intended to be utilized for general corporate purposes including repayment of outstanding liabilities (including preference shares), and to meet the Company's strategic objectives, through investment in securities, potential development of new product lines, improvement of existing offerings or expansion into new markets or adjacent business segments, as may be suitably determined by the management.

In the management's view, the current market conditions offer a favourable opportunity for disposing of the Property.

Pursuant to the Proposed Transaction, the Company intends to (a) assign/ sell the leasehold rights of the Land and ownership rights over the Building, together with all rights, title, and interests appurtenant thereto, to Tirex Transmission Private Limited ("**Tirex**"), an unrelated buyer for a consideration of Rs. 29,00,00,000 (Rupees Twenty-Nine Crore only), and (b) authorize the execution of, and entry into, the Memorandum of Understanding ("**MoU**"), the Deed of Assignment ("**DoA**"), and any other agreements or documents as may be required, for the Proposed Transaction, and (c) take such incidental and ancillary actions to complete the Proposed Transaction in a manner as the Board may deem fit in the interest of the Company, on such terms and conditions as the Board may in their absolute discretion deem fit. While the drafts of the MoU and DoA placed before the members represent near-final versions, the final number and form of the documents to be executed between the Company and Tirex will be determined based on further discussions and mutual agreement between the parties.

The Board in its meeting on July 29, 2025 has, subject to approval from members of the Company, approved the transaction described above.



Given that the Property constitutes a material asset, representing more than 20% of the Company's total assets, approval of the Shareholders is being sought for the Proposed Transaction, under Section 180(1)(a) of the Act which provides that the Board of Directors of a Company, shall not, except with the consent of the Members by way of a special resolution sell, lease, transfer, assign or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company.

The Company is a material subsidiary of Polychem Limited ("Polychem"), and accordingly, in terms of applicable legal and regulatory requirements, including Regulation 24(6) of the LODR, the prior approval of Polychem is required for the proposed assignment of GPEL's leasehold rights in the Property to Tirex (given that the Property constitutes a material asset, representing more than 20% of the Company's total assets). The Polychem board of directors, in their meeting dated July 29, 2025 have also approved the Proposed Transaction. The assignment of leasehold rights of the Property to Tirex is also subject to Polychem's shareholders' approval pursuant to Regulation 24(6) of the LODR.

The above shall be considered as disclosure regarding the object of and commercial rationale for carrying out the sale or otherwise disposal of the Property and the use of proceeds arising therefrom, in terms of Regulation 37A of the LODR.

Members may note that the special resolution set out in Item No.1 shall be acted upon only if the votes received are in compliance with Regulation 37A of the LODR. No shareholder shall vote on the resolution if such shareholder is a party, directly or indirectly, to such sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the listed entity.

The Special Resolution proposed to be passed by the Members shall be deemed to be a confirmation, authorization and approval by the Members in terms of applicable provisions of the Act read with rules made thereunder.

Additional information required to be disclosed pursuant to Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	Details
Object of and commercial rationale for carrying out such assignment	Unlocking value from the Company's surplus assets to generate profit in line with the Company's growth objectives and to capitalise on favourable market conditions. The Proposed Transaction will also reduce ongoing administrative and maintenance expenses.
Use of proceeds	The proceeds from the Proposed Transaction are intended to be utilized for general corporate purposes including repayment of outstanding liabilities (including preference shares), and to meet the Company's strategic objectives, through investment in securities, potential development of new product lines, improvement of existing offerings or expansion into new markets or adjacent business segments, as may be suitably determined by the management.

The Board is of the opinion that the aforesaid special resolution is in the best interest of the Company and hence, recommends the special resolution for approval of the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolution.

Item 2:

TO APPROVE AN INCREASE IN THE LIMITS FOR GRANTING LOANS, MAKING INVESTMENTS, GIVING GUARANTEES, OR PROVIDING SECURITIES FROM INR 35 CRORES TO INR 60 CRORES.

In order to make optimum use of funds available with the Company and also to achieve the long term strategic and business objectives, the Company proposes to make use of the profits and cash flow of the Company, including sale proceeds from the assignment of the leasehold rights of the Property, for investments in alignment with the Company's strategic objectives.

An approval of the shareholders of the Company for making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate, has been taken in the 35th Annual General Meeting of the Company on August 23, 2024, by way of a special resolution up to a limit on INR 35 Crores.



The Company now proposes to obtain approval of the Board and shareholders of the Company to (i) in suppression of the resolution passed at the 35th Annual General Meeting, increase the aforementioned limit of INR 35 Crores to INR 60 Crores, and (ii) utilize the profits and cash flows, including sale proceeds from the assignment of the leasehold rights of the Property, for investing, reinvesting, retaining in cash, or otherwise dealing with the proceeds, whether in whole or in part and whether on one or more occasions, in such securities, financial instruments, collective investment vehicles, deposits or other assets as the Board may from time to time determine to be in the best interests of the Company, including, without limitation in full or in part, into any one or more of the following asset classes or investment avenues, in compliance with applicable laws:

- (a) Listed and unlisted equity shares, preference shares, and equity-linked instruments;
- (b) Government securities, treasury bills, sovereign bonds, and other fixed-income instruments;
- (c) Debentures and bonds, whether listed or unlisted, secured or unsecured, convertible or non-convertible;
- (d) Mutual funds, including equity, debt, hybrid, liquid, index, thematic, or sector-specific schemes;
- (e) Exchange Traded Funds (ETFs);
- (f) Fixed deposits, term deposits, or callable deposits with scheduled commercial banks or financial institutions;
- (g) Alternative Investment Funds (AIFs), including Category I, II, and III AIFs as defined under applicable SEBI regulations;
- (h) Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs);
- (i) Units or interests in pooled investment vehicles, venture capital funds, or private equity funds;
- (j) Real estate assets, including commercial or residential properties, land parcels, or fractional ownership platforms;
- (k) Structured products, derivatives, or hybrid financial instruments;
- (l) Commodities and commodity-related instruments, including gold ETFs and other regulated asset classes; and
- (m) Any other investment avenue permitted under applicable law, as may be determined by the Board of Directors from time to time.

The Board in its meeting on July 29 2025 has, subject to approval from members of the Company, approved the utilization of the sale proceeds for further investments.

In accordance with the provisions of Section 186(2) and (3) of the Act, no Company shall directly or indirectly, without prior approval by means of a special resolution passed at a general meeting, grant loans, make investments and give guarantees / providing security exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

The Board is of the opinion that the aforesaid special resolution is in the best interest of the Company and hence, recommends the special resolution for approval of the members of the Company.

None of the directors or key managerial personnel of the Company or their respective relatives are concerned or interested in this resolution.

Registered Office:

Plot No. B-18, Gandhinagar Electronic Estate,
Gandhinagar 382 024, Gujarat.

CIN: L21308GJ1989PLC012743

Tel: 7935333658

Email Id: gpel@kilachand.com

Website: www.gpelindia.in

Date: 29th July, 2025

Place: Mumbai

By Order of the Board of Directors
For Gujarat Poly Electronics Limited

Nivedita Nambiar
Company Secretary & Compliance Officer
FCS No: 8479



EXTRA ORDINARY GENERAL MEETING INFORMATION AT A GLANCE

Sr. No	Particulars	Details
1.	Day, Date and Time of EGM	Monday, 1 st September, 2025 at 11.30 a.m.
2.	Mode	VC/ OAVM
3.	Participation through Video Conferencing	Members can login from 11.00 a.m. (IST) on the date of EGM.
4.	Helpline Number for VC participation	[Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000. 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 or Gujarat Poly Electronics Limited Contact No. to 022- 22820048.]
5.	Submission of Questions / Queries Before EGM	[Questions/queries shall be submitted 4 days before the time fixed for EGM i.e., by 11:30 A.M. (IST) i.e., on or before 27 th August 2025, by email to Ms. Nivedita Nambiar Company Secretary at gpel@kilachand.com mentioning name, demat account no./folio number, email ID, mobile number, etc.]
6.	Speaker Registration Before EGM	Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at gpel@kilachand.com at least 4 days in advance. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7.	Cut-off date for e-voting	Monday, 25 th August, 2025
8.	Remote E-voting start time and date	Friday, 29 th August, 2025 at 9.00 A.M. (IST)
9.	Remote E-voting end time and date	Sunday, 31 st August, 2025 at 5.00 P.M. (IST)
10.	Name, address and contact details of e-voting service Provider	[Mr. Sanjeev Yadav, Assistant Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013. Contact no: 022-48867000 E-mail Id: evoting@nsdl.com
11.	Name, address and contact details of Registrar and Transfer Agent	[Mr. Ganapati Haligouda (Senior Associate) MUFG Intime India Pvt. Ltd. C-101, 247 Park, LBS Marg, Vikhroli (West) Mumbai - 400083 (MH) Email: rnt.helpdesk@in.mpms.mufig.com Contact No.: 022-49186000
12.	E-mail Registration & Contact Updation Process	Demat shareholders: Contact respective Depository Participant. Physical Shareholders: [Contact Company's Registrar and Transfer Agents, MUFG Intime India Private Limited by sending an email request at rnt.helpdesk@in.mpms.mufig.com along with signed scanned copy of the request letter providing the e-mail address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate (both side).