



GUJARAT POLY ELECTRONICS LIMITED

CIN: L21308GJ1989PLC012743

Registered Office: B-18, Gandhinagar Electronic Estate, Gandhinagar 382024, Gujarat.

Ph.: 7935333658; **E-mail:** gpel@kilachand.com **Web:** www.gpelindia.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

To
The Members,

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Gujarat Poly Electronics Limited will be held on Wednesday, 13th July, 2022 at 11:00 A.M. through Video Conferencing (VC)/Other Audiovisual Means (OAVM), to transact the following business:

SPECIAL BUSINESS:

TO APPROVE FILING OF PETITION WITH THE NCLT FOR ISSUE OF ½% NON – CUMULATIVE REDEEMABLE PREFERENCE SHARES OF RS. 100 EACH IN LIEU OF THE EXISTING PREFERENCE SHARES ISSUED BY THE COMPANY

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

“RESOLVED THAT pursuant to the provision of Section 55 of the Companies Act, 2013 (“Act”), Rule 69 of the National Company Law Tribunal Rules, 2016, and any other applicable provisions of the Act read with rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company as amended, and the provisions of any other applicable law, consent of the shareholders be and is hereby accorded to file a petition with the National Company Law Tribunal, Ahmedabad bench (“NCLT”) for issue of 9,81,500 ½% non-cumulative redeemable preference shares of INR 100 each (“New Preference Shares”) to Polychem Limited (“Polychem”), a public limited company incorporated under the Companies Act, 1913, having its registered office at 7 Jamshedji Tata Road, Churchgate Reclamation, Mumbai, Maharashtra – 400020, in lieu of the existing 9,81,500 ½% non-cumulative redeemable preference shares of INR 100 each initially issued on December 19, 2002 and redeemable on December 19, 2022 (“Existing Preference Shares”), on the terms as mentioned below:

- (i) These Preference Shares are not listed on any recognized Stock Exchange and hence are not tradeable in the open market.
- (ii) **Rate and Payment of Dividend:** The shares shall carry right to a non-cumulative redeemable preferential dividend of ½% p.a. in relation to the capital paid-up on them and which shall remain fixed during the tenure.
- (iii) **Redemption:** The Preference Shares shall be redeemed as prescribed under the provisions of the Companies Act, 2013.
- (iv) **Priority with respect to payment of dividend or repayment of capital:** The non-cumulative redeemable preference shares will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- (v) **Participation in surplus funds / surplus assets and profits:** The non-cumulative redeemable preference shares shall be non-participating in the surplus funds / surplus assets and profits, on winding up which may remain after the entire capital has been repaid.



(vi) Voting rights: The non-cumulative redeemable preference shares shall carry voting rights as prescribed under the provisions of the Companies Act, 2013.

(vii) Conversion: The non-cumulative redeemable preference shares shall not be converted in equity shares.

RESOLVED FURTHER THAT subject to the approval of NCLT on a petition made in this behalf, pursuant to the issue of New Preference Shares, the Existing Preference Shares shall be deemed to have been redeemed in accordance with Section 55(3) of the Act and directions of the NCLT.

RESOLVED FURTHER THAT the consent letter dated 18th May, 2022 issued by Polychem Limited, the holding company of the Company (being the only holder of the Existing Preference Shares), with respect to (a) the issuance of New Preference Shares in lieu of the Existing Preference Shares; and (b) the filing of a petition with the NCLT in this regard, as tabled before the shareholders, is hereby taken on record.

RESOLVED FURTHER THAT Mr. Parthiv Kilachand, Director, Mr. Atul Mehta, Managing Director, Mr. Harshad Jani, Chief Financial Officer and Ms. Nivedita Nayak, Company Secretary of the Company, or such officer or employee of the Company designated by the directors, be and are hereby jointly and severally authorized to all such acts, deeds, matters and things and take all such steps as may be necessary, proper or desirable with regard to the issuance and redemption of the New Preference Shares and to finalize and execute all such deeds and documents as may be necessary or expedient including signing and filing of the petition made to the NCLT, in accordance with the provisions of the Act and rules made thereunder, and filing of necessary forms with the Registrar of Companies, filing of corporate actions with the depository and stock exchanges, etc.

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."

Date: 15th June, 2022

Place: Mumbai

CIN: L21308GJ1989PLC012743

Registered Office:

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

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

Nivedita Nayak
FCS No: 8479
Company Secretary & Compliance Officer



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) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 20/2021 dated December 08, 2021 and Circular No. 03/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the EGM will be place from where the Chairman of the Company will conduct the Meeting.
- c) Pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there and cast their votes through e-voting.
- d) 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 on page no 5 to 9. 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. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') E-Voting website at www.evoting.nsdl.com.
- e) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- f) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
- g) In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.gpelindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com. Members who would like to obtain PDF copy on their email ID may write an email to gpel@kilachand.com. Pursuant to Circulars mentioned above, the Company has not printed the EGM Notice and hence no hard copies will be provided. The Notice calling the EGM is sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories.
- h) The documents, if any, referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection at the Registered and Corporate Office of the Company during normal business hours on any working days, except Saturdays, between 11:00 a.m. and 1.00 p.m. upto the date of Meeting and will also be available at the time of EGM.
- i) 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.



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- j) Corporate members intending to send their authorized representative to attend the EGM through VC or 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.co.in and gpel@kilachand.com, authorizing their representative to attend and vote on their behalf at the EGM.
- k) 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.co.in. 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.
- l) In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- m) 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 – M/s. Link Intime India Pvt. Ltd. Members who are not yet registered their e-mail addresses are requested to register the same with their depository Participants ("DP") in case the shares are held by them in electronic form and with the RTA in case the shares held by them in physical form.
- n) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company or its Registrar & Share Transfer Agents – M/s. Link Intime India Pvt. Ltd.
- o) In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, members are advised to dematerialize shares held by them in physical form.
- p) Pursuant to SEBI Circular dated 3rd November, 2021 for updation of KYC Details, the company has sent letters to all the members on 24th March, 2022 to update their KYC details with the RTA or Company before 31st March, 2023 failing which the folios will be freezed. KYC Letter along with Form ISR-1, ISR-2, ISR-3 and SH-13 is available on company's website at <http://www.gpelindia.in/KYC.aspx>. In view of this, the members are requested to complete their KYC before 31st March, 2023.



E-VOTING INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING FOR EQUITY AND PREFERENCE SHAREHOLDERS ARE AS UNDER: -

The remote e-voting period begins on Saturday, 9th July, 2022 at 9:00 A.M. and ends on Tuesday, 12th July, 2022 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., 6th July, 2022 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 6th July, 2022.

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 for seamless voting experience.



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 Myeasi. 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 respective 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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:
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.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join 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 General 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.co.in. 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.co.in

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 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.co.in 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.

OTHER GENERAL INFORMATIONS:

1. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
2. The Scrutinizer shall within a stipulated period from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the Company.
3. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company www.gpelindia.in. The result will simultaneously be communicated to the Stock Exchange i.e., BSE

Date: 15th June, 2022

Place: Mumbai

CIN: L21308GJ1989PLC012743

Registered Office:

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

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

Nivedita Nayak
FCS No: 8479
Company Secretary &
Compliance Officer



ANNEXTURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013 sets out the material facts relating to business mentioned in the accompanying Notice dated 15th June, 2022.

TO APPROVE FILING OF PETITION WITH THE NCLT FOR ISSUE ½% NON - CUMULATIVE REDEEMABLE PREFERENCE SHARES OF RS. 100/- EACH IN LIEU OF THE EXISTING PREFERENCE SHARES

The Company issued 9,81,500 ½% non-cumulative redeemable preference shares of INR 100 each ("Existing Preference Shares") which are redeemable on December 19, 2022. The Company is unable to redeem the Existing Preference Shares on their maturity date on account of insufficiency of profits of the Company. The board of directors ("Board") of the Company proposed that a petition be filed with the National Company Law Tribunal, Ahmedabad bench ("NCLT") under Section 55(3) of the Companies Act, 2013 ("Act") for a further issue of 9,81,500 ½% non-cumulative redeemable preference shares of INR 100 each ("New Preference Shares") in respect of the Existing Preference Shares. Subject to approval of the NCLT and pursuant to the issue of New Preference Shares, the Existing Preference Shares shall be deemed to have been redeemed in accordance with the Act and as per the directions of the NCLT.

The existing preference shareholder (Polychem Ltd) has waived the right to receive dividends on the existing preference shares on account of insufficiency of profits of the Company.

As per Section 55(3) of the Act, three-fourths of the holders of the Existing Preference Shares have given their consent for the issue of New Preference Shares in lieu of the Existing Preference Shares, and to file a petition with the NCLT in this regard.

As per Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, the approval of members of the Company is required for any issue of shares, by way of a special resolution.

The Board recommends the passing of this resolution as a special resolution.

Following terms (with respect to the New Preference Shares) are placed before the shareholders for their consideration and acknowledgement:

- 1. The size of the issue, and number of New Preference Shares to be issued, and nominal value of each share:** 9,81,500 ½% non-cumulative redeemable preference shares of Rs. 100 each, aggregating to Rs. 9,81,50,000.
- 2. The nature of New Preference Shares i.e., cumulative or non - cumulative, participating or non - participating, convertible or non – convertible:** non-cumulative, non-participating, non-converting.
- 3. The objectives of the issue:** Issuance of new preference shares in lieu of the Existing Preference Shares, whereby the Existing Preference Shares shall be considered to be redeemed.
- 4. The manner of issue of New Preference Shares:** Pursuant to approval of the NCLT.
- 5. The price at which New Preference Shares are proposed to be issued:** Not applicable. The New Preference Shares are being issued in lieu of the Existing Preference Shares.
- 6. The basis on which the price has been arrived at:** Not applicable. The New Preference Shares are being issued in lieu of the Existing Preference Shares.
- 7. The terms of issue, including terms and rate of dividend on each share, etc:**
 - (i)** These Preference Shares are not listed on any recognized Stock Exchange and hence are not tradeable in the open market.
 - (ii) Rate and Payment of Dividend:** The shares shall carry right to a non- cumulative redeemable preferential dividend of ½% p.a. in relation to the capital paid-up on them and which shall remain fixed during the tenure.
 - (iii) Redemption:** The Preference Shares shall be redeemed as prescribed under the provisions of the Companies Act, 2013.



- (iv) **Priority with respect to payment of dividend or repayment of capital:** The non-cumulative redeemable preference shares will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- (v) **Participation in surplus funds / surplus assets and profits:** The non-cumulative redeemable preference shares shall be non-participating in the surplus funds / surplus assets and profits, on winding up which may remain after the entire capital has been repaid.
- (vi) **Voting rights:** The non-cumulative redeemable preference shares shall carry voting rights as prescribed under the provisions of the Companies Act, 2013.
- (vii) **Conversion:** The non-cumulative redeemable preference shares shall not be converted in equity shares.
8. **The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the New Preference Shares are convertible, the terms of conversion:** The terms of redemption are set out above. The tenure of redemption is 20 years. There will be no redemption at a premium and the New Preference Shares are not convertible.
9. **The manner and modes of redemption:** In accordance with the Companies Act, 2013.
10. **The current shareholding pattern of the Company:**

a) **Equity Shares (Listed)**

Sr. No.	Names	No. of equity shares of Rs.10/- each	Shareholding (%)
	I. Promoters		
1.	a. Polychem Limited	46,16,152	53.99
	b. Gujarat Industrial Investment Corp. Ltd	4,27,441	4.99
	Total (a & b)	50,43,593	58.98
2.	II. Public Total	35,06,407	41.01
	Total I & II	85,50,000	100.00

b) **Preference Shares (Unlisted)**

Sr. No.	Names	No. of Preference shares of Rs.100/- each	Shareholding (%)
1.	Polychem Limited	9,81,500	100.00

11. **The expected dilution in equity share capital upon conversion of New Preference Shares:**

Not applicable. The New Preference Shares are not convertible.

None of the directors or key managerial personnel of the Company or their respective relatives are concerned or interested in this resolution, except to the extent of their directorship and shareholding in Polychem Limited.

Date: 15th June, 2022

Place: Mumbai

CIN: L21308GJ1989PLC012743

Registered Office:

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

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

Nivedita Nayak
FCS No: 8479
Company Secretary & Compliance Officer



EXTRA ORDINARY GENERAL MEETING INFORMATION AT A GLANCE

Sr. No.	Particulars	Details
1.	Day, Date and Time of EGM	Wednesday, 13 th July, 2022 at 11:00 A.M. (IST)
2.	Mode	Video conference and other audio-visual means
3.	Participation through Video Conferencing	Members can login from 10.30 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 4430. Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.
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 9 th July, 2022, by email to Ms. Nivedita Nayak, Company Secretary at nsn@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	Wednesday, 6 th July, 2022
8.	Remote E-voting start time and date	Saturday, 9 th July, 2022 at 9.00 A.M. (IST)
9.	Remote E-voting end time and date	Tuesday 12 th July, 2022 at 5.00 P.M. (IST)
10.	Name, address and contact details of e-voting service Provider	Mr. Anubhav Sinha, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013. Toll free No.: 1800 1020 990 and 1800 22 4430 E-mail Id: evoting@nsdl.co.in
11.	Name, address and contact details of Registrar and Transfer Agent	Mr. Ganpati Haligouda (Senior Associate) Link Intime India Pvt. Ltd. C-101, 247 Park, LBS Marg, Vikhroli (West) Mumbai - 400083 (MH) Email: rnt.helpdesk@linkintime.co.in Contact No.: 022-49186000 Toll Free No.: 1800 1020 878
12.	E-mail Registration & Contact Updation Process	Demat shareholders: Contact respective Depository Participant. Physical Shareholders: Contact Company's Registrar and Transfer Agents, Link Intime India Private Limited by sending an email request at rnt.helpdesk@linkintime.co.in 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).