



GUJARAT POLY-AVX ELECTRONICS LIMITED

C.I.N. : L21308GJ1989PLC012743

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

TELEPHONES : 022 - 2282 0048

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E-mail : gpael@polyavx.com

Website : www.polyavx.com

Date of the Annual General Meeting : August 12, 2015

Total Number of Shareholders on record date : 23025 (as on August 5, 2015)

No. of Shareholders present in the meeting either in person or through proxy : 43

Promoters and Promoter group : 02

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

Public : 43

No. of Shareholders present in the meeting through Video Conferencing

Promoters and Promoter group : N.A

Public : N.A

Agenda :

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, 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	327319	0	0.00	0	0	0.00	0.00
Public - others	3109426	127827	4.11	127827	0	100.00	0.00
Total	8550000	3491084	40.83	3491084	0	100.00	0.00

2. Re-appointment of Mr.D.D.Patel 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	327319	0	0.00	0	0	0.00	0.00
Public - others	3109426	127827	4.11	127827	0	100.00	0.00
Total	8550000	3491084	40.83	3491084	0	100.00	0.00





3. Re-appointment of Mr. Y.K.Vyas 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	327319	0	0.00	0	0	0.00	0.00
Public - others	3109426	127707	4.11	127707	0	100.00	0.00
Total	8550000	3490964	40.83	3490964	0	100.00	0.00

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 pursuant to the recommendations of the audit committee to the Board of Directors, 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 sixth consecutive 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	327319	0	0.00	0	0	0.00	0.00
Public - others	3109426	127827	4.11	127827	0	100.00	0.00
Total	8550000	3491084	40.83	3491084	0	100.00	0.00

5. Adoption of New set of Articles of Association under 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	327319	0	0.00	0	0	0.00	0.00
Public - others	3109426	127827	4.11	127827	0	100.00	0.00
Total	8550000	3491084	40.83	3491084	0	100.00	0.00





6. Confirmation of Ms. Saloni Jhaveri as Director and Appointment as an Independent Director.

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	327319	0	0.00	0	0	0.00	0.00
Public - others	3109426	127827	4.11	127827	0	100.00	0.00
Total	8550000	3491084	40.83	3491084	0	100.00	0.00

7. Confirmation of Mr. Jigen Mehta as Director and Appointment as an Independent Director.

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	327319	0	0.00	0	0	0.00	0.00
Public - others	3109426	127827	4.11	127827	0	100.00	0.00
Total	8550000	3491084	40.83	3491084	0	100.00	0.00

For GUJARAT POLY-AVX ELECTRONICS LIMITED

ATUL H MEHTA
(DIN 00005523)

MANAGING DIRECTOR

Date : 14th August, 2015

Place : Mumbai



Partners
Mrs. Ragini Chokshi
Mr. Makarand Patwardhan
Mr. Umashankar Hegde
Mr. Girish Desai

CS Ragini Chokshi & Co.

Company Secretaries

Tel. 022-22831120
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date : 12/08/2015

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 26th Annual General Meeting (AGM) of the Equity Shareholders of **GUJARAT POLY-AVX ELECTRONICS LIMITED** held on Wednesday, 12th day of August, 2015 at 12.00 noon at B-17/18, Gandhinagar Electronic Estate, Gandhinagar 382024, Gujarat,

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34, Kamer Bldg, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, 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 of the 26th AGM of the Equity Shareholders of the Company held on Wednesday, 12th day of August, 2015 at 12.00 noon at B-17/18, Gandhinagar Electronic Estate, Gandhinagar 382024, Gujarat.

The Notice dated 27th May, 2015 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.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 05th August, 2015 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 Sunday, 09th August, 2015 at 9.00 a.m. (IST) and ended on Tuesday, 11th August, 2015 at 5.00 p.m. (IST).

On 11th August, 2015, 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. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3rd floor, Rn.25 Mumbai-400 002.) and Ms. Rupa Kothari (Residing at 23 , Shanti 1 building, Carmichael Road, pedder Road, Mumbai 400026.) 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: Bhaviika Bharat Jain

Name: Rupa Kothari

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Sharepro Services 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. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3rd floor, Rn.25 Mumbai-400 002.) and Ms.Rupa Kothari (Residing at 23 , Shanti 1 building, Carmichael Road, pedder Road, Mumbai 400026.). They have signed below in confirmation of the votes being unblocked in their presence.



Bhavika

Name: Bhaviika Bharat Jain

Rupa

Name: Rupa Kothari

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: To adopt Financial Statements for the year ended 31st March, 2015 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	17	2992009	100
Physical Ballot	14	499075	100
Total	31	3491084	100

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

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

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	1	1749998
Physical Ballot	NIL	NIL



Resolution No.2: Ordinary Resolution: To Re-appoint Mr. D. D. Patel 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	17	2992009	100
Physical Ballot	14	499075	100
Total	31	3491084	100

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

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

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	1	1749998
Physical Ballot	NIL	NIL

Resolution No.3: Ordinary Resolution: To Re-appoint Mr. Y.K. Vyas 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	17	2992009	100
Physical Ballot	13	498955	100
Total	30	3490964	100



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

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

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	1	1749998
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	17	2992009	100
Physical Ballot	14	499075	100
Total	31	3491084	100

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

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



(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	1	1749998
Physical Ballot	NIL	NIL

Resolution No.5: Special Resolution: To adopt a new set of Articles of Association under Companies Act, 2013

(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	17	2992009	100
Physical Ballot	14	499075	100
Total	31	3491084	100

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

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

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	1	1749998
Physical Ballot	NIL	NIL



Resolution No.6: Ordinary Resolution: To Confirm Ms. Saloni Jhaveri as Director and appoint as an Independent Director.

(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	17	2992009	100
Physical Ballot	14	499075	100
Total	31	3491084	100

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

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

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	1	1749998
Physical Ballot	NIL	NIL



Resolution No.7: Ordinary Resolution: To Confirm Mr. Jigen A Mehta as Director and appoint as an Independent Director.

(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	17	2992009	100
Physical Ballot	14	499075	100
Total	31	3491084	100

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

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

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	1	1749998
Physical Ballot	NIL	NIL



All the Resolutions at item nos. 1 to 7 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,

Place: Mumbai

Date: 12th August, 2015



Yours faithfully,

FOR RAGINI CHOKSHI & CO.

R. K. Chokshi

MRS. RAGINI CHOKSHI

(Partner)

C.P. Number : 1436

Membership number:2390

J. D. Kulkarni

JP

CHAIRMAN

GUJARAT POLY-AVX ELECTRONICS LIMITED

26TH ANNUAL GENERAL MEETING