



GUJARAT POLY-AVX ELECTRONICS LIMITED

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

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CIN : L21308GJ1989PLC012743 C

Date of the Annual General Meeting : August 13, 2014

Total Number of Shareholders on record date : 23243 (as on June 30, 2014)

No. of Shareholders present in the meeting either in person or through proxy : 39

Promoters and Promoter group : 02

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

Public : 37

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, 2014, including the audited Balance Sheet as at 31st March, 2014, 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 & Postal Ballot

Promoter/Public	No of Shares held	Voted in favour	Percentage Voted in favour	Voted against	Percentage voted against
Promoter and Promoter Group	5113255	2866154	100.00	-	-
Public Institutional Holders	327319	0	-	-	-
Public - others	3109426	128405	100.00	-	-
Total	8550000	2994559	100.00	-	-





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

Resolution required : Ordinary

Mode of Voting : E-Voting & Postal Ballot

Promoter/Public	No of Shares held	Voted in favour	Percentage Voted in favour	Voted against	Percentage voted against
Promoter and Promoter Group	5113255	2866154	100.00	-	-
Public Institutional Holders	327319	0	-	-	-
Public - others	3109426	128405	100.00	-	-
Total	8550000	2994559	100.00	-	-

3. Re-appointment of Mr. A.H. Mehta who retires by rotation.

Resolution required : Ordinary

Mode of Voting : E-Voting & Postal Ballot

Promoter/Public	No of Shares held	Voted in favour	Percentage Voted in favour	Voted against	Percentage voted against
Promoter and Promoter Group	5113255	2866154	100.00	-	-
Public Institutional Holders	327319	0	-	-	-
Public - others	3109426	128405	100.00	-	-
Total	8550000	2994559	100.00	-	-

4. Appointment of M/s. C.C. Chokshi & Company, Chartered Accountants,

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. C. C. Chokshi & Company, Chartered Accountants, Ahmedabad (Firm Regn.





No.101876W), be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the third 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 & Postal Ballot

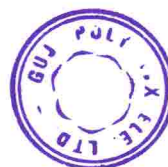
Promoter/Public	No of Shares held	Voted in favour	Percentage Voted in favour	Voted against	Percentage voted against
Promoter and Promoter Group	5113255	2866154	100.00	-	-
Public Institutional Holders	327319	0	-	-	-
Public - others	3109426	128405	100.00	-	-
Total	8550000	2994559	100.00	-	-

5. Appointment of Brig. K. Balasubramaniam as an Independent Director.

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Brig. K. Balasubramaniam (DIN 00082629), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing, proposing his candidature for the office of director, be and is hereby appointed as an independent Director of the Company, for the period of five (5) years commencing from 13th August,2014, not liable to retire by rotation.”

Resolution required : Ordinary

Mode of Voting : E-Voting & Postal Ballot



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Promoter/Public	No of Shares held	Voted in favour	Percentage Voted in favour	Voted against	Percentage voted against
Promoter and Promoter Group	5113255	2866154	100.00	-	-
Public Institutional Holders	327319	0	-	-	-
Public - others	3109426	128162	100.00	-	-
Total	8550000	2994316	100.00	-	-

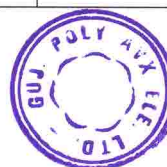
6. Appointment of Mr. Chandrakant Khushaldas as an Independent Director.

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Chandrakant Khushaldas (DIN 00260818), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing, proposing his candidature for the office of director, be and is hereby appointed as an independent Director of the Company, for the period of five (5) years commencing from 13th August,2014, not liable to retire by rotation.”

Resolution required : Ordinary

Mode of Voting : E-Voting & Postal Ballot

Promoter/Public	No of Shares held	Voted in favour	Percentage Voted in favour	Voted against	Percentage voted against
Promoter and Promoter Group	5113255	2866154	100.00	-	-
Public Institutional Holders	327319	0	-	-	-
Public - others	3109426	128285	100.00	-	-
Total	8550000	2994439	100.00	-	-





7. Appointment of Mr A. H. Mehta as an Managing Director.

“RESOLVED THAT in supersession of the Resolution passed by the members of the Company at the Annual General Meeting held on 29th July, 2011 and pursuant to the provisions of Sections 196,197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment & Remuneration of Managerial Personnel) Rule, 2014 approval of the members of the Company be and is hereby accorded to the appointment of Mr. A. H. Mehta (DIN 00005523), as Managing Director of the Company, for a period of three years with effect from 1st June, 2014 upon the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. A.H. Mehta subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

Resolution required : Special

Mode of Voting : E-Voting & Postal Ballot

Promoter/Public	No of Shares held	Voted in favour	Percentage Voted in favour	Voted against	Percentage voted against
Promoter and Promoter Group	5113255	2866154	100.00	-	-
Public Institutional Holders	327319	0	-	-	-
Public - others	3109426	128405	100.00	-	-
Total	8550000	2994559	100.00	-	-

For GUJARAT POLY-AVX ELECTRONICS LIMITED

Date : 14th August, 2014
Place : Mumbai



ATUL H MEHTA
(DIN 00005523)
MANAGING DIRECTOR