



GUJARAT POLY-AVX ELECTRONICS LIMITED

Registered Office : B-17/18, Gandhinagar Electronic Estate, Gandhinagar 382 024, Gujarat.

Tel No : 079-23287162/63, Fax No : 079-23287161, Email ID : gpel@kilachand.com

Website : www.gpelindia.com, CIN : L21308GJ1989PLC012743

NOTICE OF EXTRAORDINARY GENERAL MEETING

To
The Members,

NOTICE is hereby given that an Extraordinary General Meeting of the Members of the Gujarat Poly-AVX Electronics Limited will be held at the Registered Office of the Company at B-17/18, Gandhinagar, Electronic Estate, Gandhinagar 382 024, Gujarat on Thursday, 11th August, 2016, at 11.00 a.m. to transact the following business:

SPECIAL BUSINESS:

Item No. 1

To consider and, if thought fit, to pass with or without modification the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 4, 13 and 14 read with (Incorporation) Rules, 2014 (the “Rules”) and other applicable provisions, if any, of the Companies Act, 2013 read with (Management and Administration) Rules, 2014 (the “Rules”), including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from **“Gujarat Poly-AVX Electronics Limited”** to **“Gujarat Poly Electronics Limited”** and that the Clause I of the Memorandum of Association of the Company be substituted by the following clause:

I. The name of the Company is **“Gujarat Poly Electronics Limited”**

“RESOLVED FURTHER THAT subject to the above, the name **“Gujarat Poly-AVX Electronics Limited”** wherever it appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company be substituted by the new name **“Gujarat Poly Electronics Limited”**.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign, execute and file all such forms, papers and documents to ROC, stock exchange and other regulatory authorities, as may be required from time to time and to do all such acts, deeds and things as may be required in this connection.”

By Order of the Board of Directors

D. H. Upadhyaya
Company Secretary & Compliance Officer

Corporate Identification Number (CIN) : L21308GJ1989PLC012743

Registered Office :

B-17/18, Gandhinagar Electronic Estate,

Gandhinagar - 382 024, Gujarat

Place : Gandhinagar

Date : 11th July, 2016

NOTES :

1. Explanatory Statement pursuant to Section 102(1) of Companies Act, 2013, in respect of the Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The duly filled proxy form should be lodged with the Company at its Registered Office at least 48 hours before the time of the Meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. 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.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m. up to the date of the Meeting.
6. Members holding shares in electronic form are requested to intimate immediately any change in their address to their respective 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 - Link Intime India Pvt. Ltd.
7. To support Green Initiative by the Government, Members are requested to get their Email ID registered with their DPs in case of shares held in demat form or with Link Intime India Pvt Ltd, RTA in case shares held in physical form to receive all communications in electronic mode.
8. The Notice of Extra-Ordinary General Meeting (EGM) of the Company circulated to the Members of the Company, will be made available on the Company's website at www.gpelindia.com and also on website of the respective Stock Exchange.
9. The Company is pleased to provide members facility to exercise their right to vote through e-voting which will be provided by National Securities Depository Limited (NSDL). The details of E-voting are given under "E voting Instructions" in the Notice.
10. Members holding shares as on cut-off date (eligible to receive notice) which is Monday, 4th July, 2016 i.e. date considered for dispatch of notice, will be eligible to receive notice, Any person who acquires shares of the Company and become member of the Company after 4th July, 2016 and continue to hold shares as of the cut off date (eligible to e-vote) i.e. Thursday, 4th August, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting.investors@linkintime.co.in for e-voting on resolution.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) 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 under Item No. 1, mentioned in the accompanying Notice dated 11th July, 2016.

Gujarat Poly-AVX Electronics Ltd. (GPAEL) is a joint venture entered into between AVX Corporation, U.S.A. and Polychem Limited, pursuant to the Promoters Agreement dated 20th December, 1990. The Promoters Agreement was amended by an Amendment Agreement dated 1st November, 1991.

As per the Agreement both the parties agreed to promote and incorporate under the laws of India, a Company limited by shares with the principal object inter-alia to manufacture, market, distribute and deal in Multilayer Ceramic Capacitors (MLCCs).

The said Agreement provided for 25% of the share capital of GPAEL to be subscribed for and on behalf of AVX Corporation. It also provided for minimum 25% of the issued share capital of the Company to be subscribed by Polychem Limited. The balance shares were to be offered to the Public, Financial Institutions etc.

The Agreement provided that AVX Corporation shall enter into a 'Technical Collaboration Agreement' and a 'Supply Agreement'

AVX Corporation has not been involved in management of GPAEL for the past 15 years and desires to sell its shares to Polychem Limited, subject to certain conditions, who has the first right of refusal in case of sale of shares by AVX Corporation. Once AVX Corporation sells the shares they will not have any veto rights as per promoters Agreement, also the Supply Agreement and the Technical Agreement are no more in force. As a result of the sale of AVX shares and as per the tripartite Share Purchase cum Termination Agreement between Polychem Limited, AVX Corporation and GPAEL, GPAEL shall not, except as may be required by Applicable Law, use:

- a) the word 'AVX' (or any derivative thereof) in Gujarat Poly's name, description of products traded, or marketing materials to or communications with existing or potential customers; and
- b) the logo of AVX (or any derivative thereof) in Gujarat Poly's logo, description of products traded, or marketing materials to or communications with existing or potential customers.

The Board recommends passing of this Special Resolution in the interest of the Company as set out in the Notice seeking the approval of the Members.

The relevant documents referred to in the Notice is open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m., upto the date of the meeting.

None of the Directors and/ or Key Managerial Personnel of the Company are interested in the above Resolution, except to the extent of their shareholdings, if any, in the Company.

By Order of the Board of Directors

D. H. Upadhyaya
Company Secretary & Compliance Officer

Corporate Identification Number (CIN) : L21308GJ1989PLC012743

Registered Office :

B-17/18, Gandhinagar Electronic Estate,
Gandhinagar – 382 024, Gujarat

Place : Gandhinagar

Date : 11th July, 2016

E-voting Instructions:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015. The Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Monday, 8th August, 2016 (9:00 am) and ends on Wednesday, 10th August, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 4th August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "GPAEL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote. If you have forgot your password, you can reset your password by using "Forget User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Gujarat Poly-AVX Electronics Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mail@csraginichokshi.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below at the bottom of the Attendance Slip for the EGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4th August, 2016.

X. Any person, who acquires shares of the Company and become member of the Company after 4th July, 2016 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 4th August, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting.investors@linkintime.co.in

XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e voting as well as voting at the EGM through ballot paper.

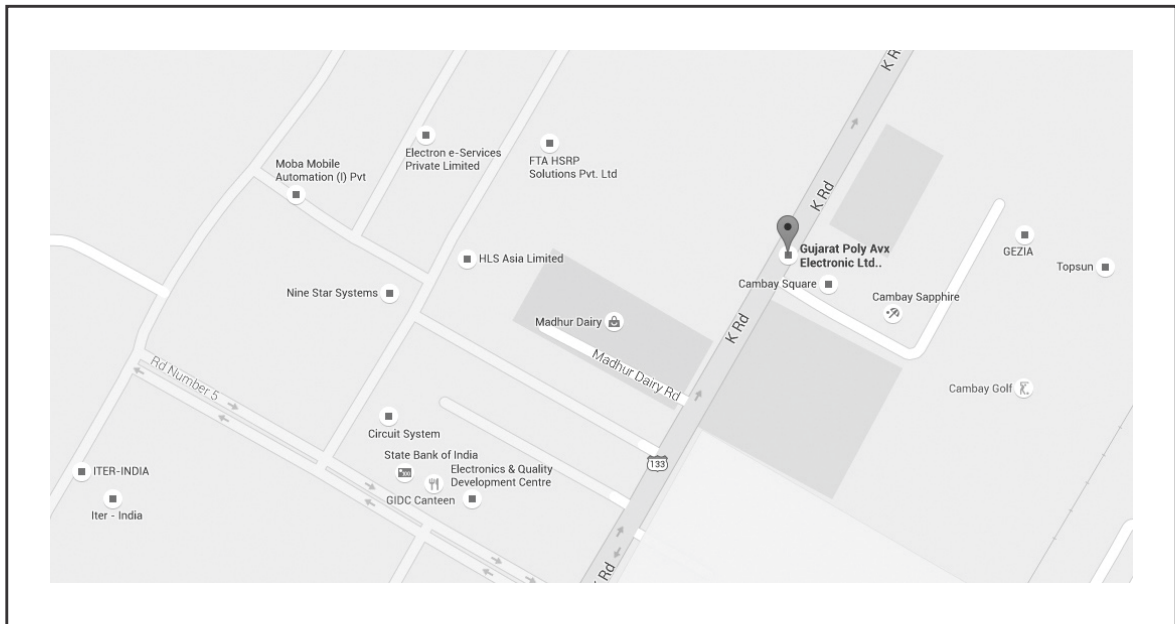
XIII. Ms. Ragini Chokshi of Ragini Chokshi & Co., Practicing Company Secretary (CP 1436) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the 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 and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gpelindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchange where the shares of the Company are listed.

**Route Map to the Venue of the Extra Ordinary General Meeting
to be held on Thursday, August 11, 2016**



B-17/18, Gandhinagar Electronics Estate, Sector – 25, Gandhinagar – 382 024, Gujarat



FORM OF PROXY

GUJARAT POLY-AVX ELECTRONICS LIMITED

Registered Office: B-17/18, Gandhinagar

Electronic Estate, Gandhinagar 382 024, Gujarat.

Tel No: 079-23287162/63, Fax No: 079-23287161

Website: www.gpelindia.com, CIN: L21308GJ1989PLC012743

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Table with fields: Name of the Member, Registered Address, Email ID, DP ID, Folio No / Client ID

I/We, being the member(s) holding _____ shares of Gujarat Poly-AVX Electronics Limited, hereby appoint:

- 1. _____ of _____ having email – id _____ or failing him
2. _____ of _____ having email – id _____ or failing him
3. _____ of _____ having email – id _____ my/our proxy to

vote for me/us on my/our behalf at the EXTRA ORDINARY GENERAL MEETING of the Company to be held on Thursday, 11th August, 2016 at 11.00 a.m. at B-17/18, Gandhinagar Electronic Estate, Gandhinagar 382 024, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below

Table with columns: Resolution No., Resolutions, Optional (For, Against)

Signed this _____ day of _____ 2016. Signature of the Member _____
Signature of Proxy _____

Note: The proxy form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

