



GUJARAT POLY ELECTRONICS LIMITED

**31st
Annual Report**

**2019
2020**



GUJARAT POLY ELECTRONICS LIMITED

CIN: L21308GJ1989PLC012743

THIRTY FIRST ANNUAL REPORT 2019-2020

ANNUAL GENERAL MEETING

Date: 31st August, 2020

Time: 11:00 A.M.

Day: Monday

To be convened through VC / OAVM

BOARD OF DIRECTORS

Mr. T. R. Kilachand	(Chairman)	(DIN: 00006659)
Mr. P. T. Kilachand	(Non-Executive Director)	(DIN: 00005516)
Mr. A. H. Mehta	(Managing Director)	(DIN: 00005523)
Mr. C. K. Khushaldas	(Independent Director)	(DIN: 00260818)
Ms. S. A. Jhaveri	(Independent Director)	(DIN: 00029474)
Mr. J. A. Mehta	(Independent Director)	(DIN: 02693293)
Mr. Y. K. Vyas	(GLIC Nominee till 10/5/2019)	(DIN: 03420201)
Mr. R. P. Vahi	(Independent Director)	(DIN: 00033940)
Mr. P.J.Parikh	(GLIC Nominee w.e.f. 10/5/2019)	(DIN: 08352876)

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Pranabh Kapoor

CHIEF FINANCIAL OFFICER

Mr. H. H. Jani

AUDITORS

M/s. Mahendra N. Shah & Co.
(Chartered Accountants)

REGISTRAR & TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.,
C – 101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (W), Mumbai 400 083

REGISTERED OFFICE AND WORKS

B-18, Gandhinagar Electronic Estate,
Gandhinagar 382 024, Gujarat

CONTENTS

	Page No.
Notice	02
E-voting Instructions	08
Directors' Report	13
Annexure to the Directors' Report	18
Management Discussion and Analysis Report	30
Corporate Governance Report	31
Independent Auditor's Report	42
Annexure to the Auditor's Report	45
Balance Sheet	48
Profit and Loss Account	49
Statement of Changes in Equity	50
Cash flow Statement	51
Notes to Financial Statements	52



NOTICE

Notice is hereby given that the **Thirty-First (31st)** Annual General Meeting of the Members of **Gujarat Poly Electronics Limited** will be held on Monday, 31st August, 2020 at 11:00 A.M. through **Video Conferencing (VC) / Other Audio Visual Means (OAVM)**, to transact the following business:

ORDINARY BUSINESS (ES):

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2020, including the audited Balance Sheet as at 31st March, 2020, 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.
2. To appoint a Director in place of Mr. P. T. Kilachand (DIN: 00005516), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification/s the following resolution as an **Ordinary Resolution**: -

"RESOLVED THAT pursuant to the provisions of Section 139, 141 & 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of the audit committee to the Board of Directors, M/s. Mahendra N. Shah & Co., Chartered Accountants, Ahmedabad (Firm Reg. No.105775W), be and are hereby re- appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of the Thirty Sixth AGM of the Company held in the year 2025 at a remuneration to be fixed by the Board of Directors on the recommendation of Audit Committee plus applicable taxes thereon and reimbursement expenses, if any, incurred by them in connection with the Audit."

SPECIAL BUSINESS (ES):

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

"RESOLVED THAT in supersession of the Resolution passed by the members of the Company at the Annual General Meeting held on 21st August, 2017 and pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof, approval of shareholders of the Company be and is hereby accorded to appoint Mr. A. H. Mehta (DIN: 00005523), as Managing Director of the Company entrusted with substantial powers of the Management, for a period of 3 years from 5th June, 2020 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."

"RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of Mr. A. H. Mehta, the remuneration payable to him by way of salary, allowances, and perquisites shall not exceed the limits prescribed under the Companies Act, 2013, read with Schedule V or any amendment, modification, variation or reenactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 & other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment & Qualifications of Director) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. Saloni Jhaveri (DIN: 00029474), Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing, proposing her candidature for the office of director, be and is hereby re-appointed as an Non-Executive Independent Director of the Company, to hold office for a second term of five (5) consecutive years commencing from 12th August, 2020, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, Schedule IV & other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment & Qualifications of Director) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Jigen A. Mehta (DIN: 02693293), Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-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 re-appointed as an Non Executive Independent Director of the Company, to hold office for a second term of five (5) consecutive years commencing from 12th August, 2020, not liable to retire by rotation.”

Date: 26.06.2020

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

Pranabh Kapoor
ACS No.: 48671
Company Secretary & Compliance Officer

**NOTES:**

- (a) An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business under Item No. 4, 5 & 6 to be transacted at the meeting, is annexed hereto.
- (b) In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or Other Audio Visual Means (OAVM), without physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI') vide its Circular dated May 12, 2020 ('SEBI Circular') has also granted certain relaxations. In Compliance with the provisions of the Companies Act 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 31st AGM of the Company is being held through VC/OAVM on Monday, 31st August, 2020 at 11:00 a.m. The deemed venue for the 31st AGM will be place from where the chairman of the Company conduct the meeting.
- (c) Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for Financial Year 2019-20 is sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the 31st AGM has been uploaded on the website of the Company at www.gpelindia.com. The Notice can also be accessed from the website of the Bombay Stock Exchange at www.bseindia.com and NSDL (agency for providing the Remote e-Voting facility) at 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 the Circulars mentioned above, the Company has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.
- (d) Pursuant to the General Circular No. 14/2020 dated 08th April, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM, hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (e) Members attending the meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
- (f) The Members can join the AGM 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 as mentioned at page no. 10. 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.
- (g) Corporate members intending to send their authorised representative to attend the AGM 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, authorising their representative to attend and vote on their behalf at the AGM.
- (h) 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.
- (i) All documents referred to in the accompanying Notice of the AGM and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM.
- (j) Brief resume of Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under regulation 36(3)(a) of SEBI (LODR) Regulations, 2015 are provided on page No. 5.
- (k) 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 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM the details of which are available on page No. 8.
- (l) The Register of Members and Share Transfer Book will remain closed from Saturday 25th July, 2020 to Monday 3rd August, 2020 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
- (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.
- (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.
- (o) In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.
- (p) The Company's securities are listed on the following Stock Exchange:

Sr. No.	Name & Address of the Stock Exchange	Nature of Security as on 31-03-2020
1.	Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	85,50,000 Equity Shares of Rs. 10/- each

The Company has paid Annual Listing fees for the year 2020-21 to the above Stock Exchange.

Date: 26.06.2020
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
Pranabh Kapoor
ACS No.: 48671
Company Secretary & Compliance Officer

RE-APPOINTMENT / APPOINTMENT OF DIRECTORS (ANNEXURE TO NOTICE)

A brief resume in respect of the proposed re-appointment/appointment of Directors is given below in terms of Regulation 36(3) of SEBI (LODR), 2015):

Name of Director	Mr. A. H. Mehta	Mr. P. T. Kilachand	Mr. Jigen A. Mehta	Ms. Saloni Jhaveri
Director Identification Number	00005523	00005516	02693293	00029474
Age	75 years	52 Years	53	54
Qualification	B.Com, F.C.A., F.C.S.	Sc.B. 'Electrical Engg. & A.B' Engg. & Economics from Brown University.	B.Com	B.A. Economics Honours
Date of Appointment	24.09.1989	11.03.1992	30.03.2015	30.03.2015
Expertise	Experience in Audit, Accountancy, Secretarial, Legal & Administration, Taxation etc. with Polychem Limited, Sandeep Holdings Limited and Tendon Singapore Pte. Ltd. He has been involved with the company since its incorporation and is familiar with all aspects of the company. He has been serving as Managing Director of the Company since 1 st June, 2014 and is responsible for Company's finance and legal functions and carries out duties as may be assigned from time to time by the Board of Directors.	He has served as an Executive Director of the Company for more than 7 years and has been actively involved and looking after all aspects of the various activities of the Company since inception. Experience in Management, Marketing and negotiation with varied authorities.	He brings almost 30 years of experience in Financial and Accounting Field.	She runs a business of software outsourcing for almost 22 years and has the responsibility of running the finance, Legal, HR and admin departments.
Other Directorship as on 31 st March, 2020 (Excluding Private Companies)	1. Polychem Limited 2. Sun Tan Trading Company Limited 3. Environmental Purifiers Limited	1. Polychem Limited 2. Ginners & Pressers Limited 3. Sun Tan Trading Company Limited 4. J.K. Investors (Bombay) Limited. 5. Environmental Purifiers Limited 6. JM Financial Capital Limited 7. JM Financial Services Limited 8. Ring Plus Aqua Limited	1. Sun Tan Trading Co. Ltd. 2. Environmental Purifier Ltd.	-
No. of Equity Shares held	206	17,682	-	-
Relationship with other Directors	None of the Directors are related to Mr. A. H. Mehta	Mr. P. T. Kilachand is son of Mr. T.R.Kilachand.	None of the Directors are related to Mr. Jigen Mehta	None of the Directors are related to Ms. Saloni Jhaveri

Date: 26.06.2020

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

Pranabh Kapoor
ACS No.: 48671
Company Secretary & Compliance Officer



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 under Item Nos. 4, 5, and 6 mentioned in the accompanying Notice dated 26th June, 2020.

ITEM 4:

Shri A. H. Mehta was appointed as Managing Director with effect from 1st June, 2017 for the period of three years. In accordance with the conditions specified in Schedule V of the Act, Board of Directors at its meeting held on 5th June, 2020 had appointed Shri A. H. Mehta as Managing Director for a further period of 3 years from 5th June, 2020, superseding the earlier resolution passed by the Company in this connection. This appointment is subject to the approval of the members at the Annual General Meeting.

The terms of appointment of Shri A. H. Mehta as Managing Director is placed before the meeting, are as follows:

i. SALARY:

(A) In any financial year, if the Company has sufficient Net Profit (calculated as per Section 198 of the Act) in any financial year:

Salary of any amount upto 5% of the Net Profit of the Company as may be decided by the Board based on the performance of the Company, inclusive of incentives for each financial year or part thereof computed in the manner as laid down under Section 198 of the Companies Act, 2013;

OR

(B) In case, the Company has no profits or its profits are inadequate:

Salary upto Rs. 4,00,000/- per month or Rs. 48,00,000/- per annum (or any higher limit as may be revised from time to time under the Act) as may be decided by the Board inclusive of the following Perquisites as Minimum Remuneration as per Para (B) of Schedule V.

ii. PERQUISITES:

Shri A.H. Mehta shall be entitled to House Rent Allowance not exceeding 60% of the salary, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, Company maintained car, including driver's salary, telephone, mobile, internet and other communication facilities at Managing Director's residence and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules within the ceiling limits payable to Shri A.H. Mehta, subject however to the limit of overall Minimum Remuneration as prescribed under Schedule V.

Shri A.H. Mehta shall further be eligible to the following

perquisites also which shall not be included in the computation of the ceiling limit on remuneration by way of salary, perquisites, allowances etc., in the event of the Company having no profits or its profits are inadequate:

- a) The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent is not taxable under the Income Tax Act;
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c) Encashment of leave at the end of the tenure.

Shri A.H. Mehta shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.

The aforesaid remuneration would nevertheless be paid and allowed to Shri A.H. Mehta as the minimum remuneration, within the overall ceiling limits specified in Schedule V to the Companies Act, 2013 or any amendments thereto from time to time, notwithstanding that in any financial year of the Company during the tenure of office of Shri A.H. Mehta, the Company might have made no profits and its profits might be inadequate.

The remuneration is approved by the Remuneration Committee of the Directors at its meeting held on 5th June, 2020.

This may be treated as an abstract of the terms and conditions, governing the appointment and remuneration of the Managing Director, pursuant to Section 109 of the Companies Act, 2013. A Statement as required under section II, Part II of the Schedule V to the Companies Act, 2013 with reference to Resolution No. 4 is annexed hereto and marked as **Annexure- A**.

The Board of Directors recommends the resolution as set out in the Item No. 4 for approval of Members by way of Special Resolutions.

Except, Shri A.H. Mehta being the appointee, none of the other Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise in the resolutions.

ITEM 5:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements, entered with the Bombay Stock Exchange, appointed Ms. Saloni Jhaveri (DIN: 00029474), as Independent Director, in compliance with the requirements of the clause.

Ms. Saloni Jhaveri (DIN: 00029474) is also a member of Nomination and Remuneration Committee and Audit Committee.

Pursuant to the provisions of section 149 of the Act, which came into effect from April 1, 2014, Ms. Saloni Jhaveri was appointed as a Non- Executive Independent Director of the Company by the members of the company at the 26th AGM held on 12th

August, 2015 for a period of 5 years w. e. f. 12th August, 2015 whose term of office will expire on 11th August, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment by passing special resolution by the Company for another term of five consecutive years on the Board of a Company.

As per the recommendation of the Nomination and Remuneration Committee in its meeting held on 5th June, 2020 and approval of the Board of Directors in their meeting held on 5th June, 2020, based on her skills, rich experience, knowledge and contributions to the management made by her during her tenure, the Board recommend the re-appointment of Ms. Saloni Jhaveri as a Non- Executive Independent Director of the Company for the second term of 5 (Five) years commencing from 12th August, 2020 and she shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received a declaration from Ms. Saloni Jhaveri confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulations.

Ms. Saloni Jhaveri is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, she fulfills the conditions for her re-appointment specified in the Companies Act, 2013.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail: gpel@kilachand.com.

A brief profile of Ms. Saloni Jhaveri is attached to the Notice.

The Board of Directors recommends the resolution as set out in the Item No. 5 for approval of Members by way of Special Resolutions.

Except, Ms. Saloni Jhaveri being the appointee, none of the other Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise in the resolutions.

ITEM 6:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements, entered with the Bombay Stock Exchange, appointed Mr. Jigen A. Mehta (DIN: 02693293), as Independent Director, in compliance with the requirements of the clause.

Mr. Jigen A. Mehta (DIN: 02693293) is also a member of Nomination and Remuneration Committee and Audit Committee.

Pursuant to the provisions of section 149 of the Act, which came into effect from April 1, 2014, Mr. Jigen A. Mehta (DIN:

02693293) was appointed as a Non- Executive Independent Director of the Company by the members of the company at the 26th AGM held on 12th August, 2015 for a period of 5 years w. e. f. 12th August, 2015 whose term of office will expire on 11th August, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment by passing special resolution by the Company for another term of five consecutive years on the Board of a Company.

As per the recommendation of the Nomination and Remuneration Committee in its meeting held on 5th June, 2020 and approval of the Board of Directors in their meeting held on 5th June, 2020, based on his skills, rich experience, knowledge and contributions to the management made by him during his tenure, the Board recommend the re-appointment of Mr. Jigen A. Mehta as a Non- Executive Independent Director of the Company for the second term of 5 (Five) years commencing from 12th August, 2020 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received a declaration from Mr. Jigen A. Mehta confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulations.

Mr. Jigen A. Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions for his re-appointment specified in the Companies Act, 2013.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail: gpel@kilachand.com.

A brief profile of Mr. Jigen A. Mehta is attached to the Notice.

The Board of Directors recommends the resolution as set out in the Item No. 6 for approval of Members by way of Special Resolutions.

Except, Mr. Jigen A. Mehta being the appointee, none of the other Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise in the resolutions.

Date: 26.06.2020

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

Pranabh Kapoor

ACS No.: 48671

**Company Secretary &
Compliance Officer**



E-VOTING INSTRUCTIONS FOR EQUITY AND PREFERENCE SHAREHOLDERS

1. 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, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM 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 as mentioned at page no. 10 The facility of participation at the AGM 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 AGM. 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 AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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 AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The voting rights of members shall be in proportion to their shares of the paid up share capital of the Company as on the cut-off date of 24th August, 2020.

THE INSTRUCTION FOR EQUITY AND PREFERENCE SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Thursday, 27th August, 2020., 2020 at 9:00 A.M. and ends on Sunday, 30th August, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system. Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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.

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.

Details on Step 2 is given below:**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. 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 and gpeel@kilachand.com.