

Partners

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

**RS Ragini Chokshi & Co.**

Company Secretaries

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Date : 11/08/2014

### Scrutinizer Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman,


**25<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of GUJARAT POLY-AVX ELECTRONIC LIMITED held on 13<sup>th</sup> day of August, 2014 at 1.00 P.M at B-17/18, Gandhinagar Electronic Estate, Gandhinagar, 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 5<sup>th</sup> Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as a Scrutinizer of GUJARAT POLY-AVX ELECTRONIC LIMITED ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned Resolutions, for the 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of GUJARAT POLY-AVX ELECTRONIC LIMITED held on 13<sup>th</sup> day of August, 2014 at 1.00 P.M at B-17/18, Gandhinagar Electronic Estate, Gandhinagar, Gujarat.

We submit our report as under:

1. The e-voting period remained open from Thursday, 07<sup>th</sup> August, 2014 at 9.00 a.m. to Saturday, 09<sup>th</sup> August, 2014 at 6.00 p.m.
2. The Shareholders holding shares as on "Cut off" date i.e. on 30<sup>th</sup> June, 2014 were entitled to vote on the proposed resolutions (Item nos. 1 to 7 as set out in the Notice of the 25<sup>th</sup> AGM of GUJARAT POLY-AVX ELECTRONIC LIMITED.)
3. The votes were unblocked on August 9, 2014 around 6.30p.m. in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340, J. S. S. Road, Thakurdwar Road, Atmaram Building, 3<sup>rd</sup> Floor, Room No.25 Mumbai-400 002) and Mr.Shivram ArjunRao Mattaparthi (Residing at R.no-6, Clera Chawl, S.M.Road, Bhimwadi Wadala(E),Mumbai-400037) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



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Name: Bhaviika Bharat Jain



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Name: Mr.Shivram Mattaparthi

4. Thereafter, details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited".
5. Details of e-voting as under:

**Resolution No.1: Ordinary Resolution:**To receive consider and adopt the financial statement of the company for the year ended 31<sup>st</sup> March, 2014 .

(i) Voted **in favour** of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
15	2991926	100

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1749998

**Resolution No.2: Ordinary Resolution:** 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.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
15	2991926	100

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1749998

**Resolution No.3: Ordinary Resolution: To appoint a Director in place of Mr. A.H. Mehta, (DIN. 00005523) who retires by rotation and being eligible, offers himself for re-appointment.**

(i) **Voted in favour** of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
15	2991926	100

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1749998

**Resolution No.4: Ordinary Resolution: To appoint M/S M/s. C. C. Chokshi & Company, Chartered Accountants, Ahmedabad (Firm Regn.No.101876W),as the Auditors of the Company to hold office from the conclusion of this Annual general meeting to the conclusion of the third consecutive AGM (Subject to ratification of the appointment by members at every AGM held after this AGM).**

(i) Voted **in favour** of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
<b>15</b>	<b>2991926</b>	<b>100</b>

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>1</b>	<b>1749998</b>

**Resolution No.5: Ordinary Resolution: To appoint Brig. K. Balasubramaniam (DIN 00082629), as a non-executive Independent Director of the Company for a period of 5 years.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
14	2991683	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1749998

**Resolution No.6: Ordinary Resolution: To appoint Mr. Chandrakant Kushaldas (DIN 00260818), as a non-executive Independent Director of the Company for a period of 5 years.**

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
<b>14</b>	<b>2991806</b>	<b>100</b>

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>1</b>	<b>1749998</b>

**Resolution No.7: Special Resolution: To appoint Mr. A.H. Mehta, (DIN. 00005523) as a Managing Director of the Company for a period of 3 years.**

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
<b>15</b>	<b>2991926</b>	<b>100</b>

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1749998

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution, is enclosed.
7. The Register, all other papers and relevant records relating to electronic voting 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,

Yours faithfully,  
For Ragini Chokshi & Co.

*R. K. Chokshi*

Mrs. Ragini Chokshi  
Partner  
Membership No. 2390  
C.P. No. 1436

GUJARAT POLY-AVX ELECTRONICS LIMITED

*J. R. Dilok*

CHAIRPERSON  
(25<sup>th</sup> AGM)