



## NOTICE

Notice is hereby given that the **Thirty Fourth (34<sup>th</sup>) Annual General Meeting of the Members of Gujarat Poly Electronics Limited will be held on Wednesday, 23<sup>rd</sup> August, 2023 at 11:00 A.M. through Video Conferencing (VC)/Other Audiovisual Means (OAVM), to transact the following business:**

### ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit & Loss and Cash Flow Statement, for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Parthiv T. Kilachand, (DIN 00005516), who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS(ES):

3. **Re-appointment of Mr. Atul H. Mehta as a Managing Director of Company for a period of 3 (three) years.**

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

**“RESOLVED THAT** in supersession of the resolutions passed by the members of the Company at the Annual General Meeting held on 31<sup>st</sup> August, 2020 and pursuant to the provisions of Sections 196, 197, 203 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 re-appoint Mr. Atul 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, 2023 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. Atul 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. Atul 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.”

4. **Re-appointment of Mr. Rajan P. Vahi as a Non-Executive Independent Director of Company for his second term of 5 (five) years.**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, and Regulation 16(b) and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on recommendation of the Nomination and Remuneration Committee and that of Board of the Company, Mr. Rajan P. Vahi (DIN: 00033940) has given his consent for re-appointment as an Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Non-Executive Independent Director of the Company for his second term of five years w.e.f. 24th January, 2024 upto 23rd January, 2029 not liable to retire by rotation.”

**“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. **Approve payment of remuneration to Directors other than Executive Directors of Company by way of Commission.**

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 197, 198 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to availability of profits at the end of each financial year, the consent, authority and approval of the members be and is hereby accorded for payment of commission to the Directors of the Company (other than Executive Directors) for a period of 3 (three) years for each financial years 2022-23, 2023-24 and 2024-25, an amount not exceeding 1% (one percent) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, to be divided amongst the Directors aforesaid in such amounts or proportions and in such manner as the Board of Directors (hereinafter referred as the “Board”) of the Company may from time to time determine and in default of such determination equally and further that the above remuneration shall be in addition to the sitting fees payable to such Directors for attending meetings of the Board and/ or Committee(s) thereof or for any other purpose, whatsoever, as may be decided by the Board and reimbursement of expenses for participation in the Board and/or Committee meetings.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office:**

Plot No. B-18, Gandhinagar Electronic Estate,  
Gandhinagar 382 024, Gujarat.

**CIN: L21308GJ1989PLC012743**

Tel: 7935333658

Email Id: gpel@kilachand.com

Website: www.gpelindia.in

By Order of the Board of Directors  
For **Gujarat Poly Electronics Limited**

**Nivedita Nambiar**  
**Company Secretary & Compliance Officer**  
**FCS No: 8479**

**Date:** 10<sup>th</sup> May, 2023

**Place:** Mumbai

**NOTES:**

- a) An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business under Item Nos. 3, 4 and 5 to be transacted at the meeting, is annexed hereto.
- b) Pursuant to the General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 5, 2022 and latest being Circular No. 10/2022 dated 28th December, 2022 (collectively referred as MCA Circulars) the Company is convening the 34th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India (SEBI) vide its Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The deemed venue for the 34th AGM will be the place from where the chairman of the Company conducts the meeting.

- c) As the AGM shall be conducted through VC/OAVM, 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.
- d) 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 mentioned in the Notice on page no 10 to 14. 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. 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](http://www.evoting.nsdl.com).

- e) 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.
- f) 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 and SEBI Circulars, 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 will be provided by NSDL.
- g) In line with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice calling the AGM along with the Annual Report for Financial Year 2022-23 is sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories as of 1st cut off date i.e. Friday, 21<sup>st</sup> July, 2023. The Notice calling the 34<sup>th</sup> AGM has been uploaded on the website of the Company at [www.gpelindia.in](http://www.gpelindia.in). The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://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](http://www.evoting.nsdl.com). Members who would like to obtain PDF copy on their email ID may write an email to [gpel@kilachand.com](mailto:gpel@kilachand.com). The Company shall send the physical copy of the Annual Report for FY 2022-23 only to those Members who specifically request for the same at [gpel@kilachand.com](mailto:gpel@kilachand.com).
- h) Ms. Ragini Chokshi of Ragini Chokshi & Co., Practicing Company Secretary (CP 1436) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- i) Institutional/Corporate 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](mailto:mail@csraginichokshi.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power

of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- j) 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.
- k) Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as of the 2nd cut-off date i.e. Wednesday, 16<sup>th</sup> August, 2023 may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [gpel@kilachand.com](mailto:gpel@kilachand.com) by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- l) 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.
- m) Additional information, pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI'), in respect of the directors seeking appointment / reappointment at the AGM are provided on page 8.
- n) The Register of Members and Share Transfer Book will remain closed from Thursday 17th August, 2023 to Wednesday 23rd August, 2023 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
- o) 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.
- p) 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 or its Registrar & Share Transfer Agents – M/s. Link Intime India Pvt. Ltd.

- q) Members who have not yet registered their e-mail addresses / bank details / details relating to nomination are requested to register the same with their depository Participants ("DP") in case the shares are held by them in electronic form and with the RTA in case the shares held by them physically. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, members are advised to dematerialize shares held by them in physical form.

The Company's securities are listed on the following Stock Exchange:

No.	Name & Address of the Stock Exchange	Nature of Security as on 31 <sup>st</sup> March, 2023
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 2023-24 to the above Stock Exchange.

- r) Pursuant to SEBI Circular dated 16th March, 2023 for updation of KYC Details, the company has sent letters to all the physical members on 26th May, 2023 to update their KYC details with the RTA or Company before 1st October, 2023 failing which the folios will be frozen. KYC Letter along with Form ISR-1, ISR-2, ISR-3 and SH-13 is available on company's website at <http://www.gpelindia.in/KYC.aspx>. In view of this, the members are requested to complete their KYC before 1st October, 2023.

**Registered Office:** By Order of the Board of Directors  
Plot No. B-18,  
Gandhinagar  
Electronic Estate,  
Gandhinagar 382 024, Gujarat.  
**CIN: L21308GJ1989PLC012743**  
Tel: 7935333658  
Email Id: [gpel@kilachand.com](mailto:gpel@kilachand.com)  
Website: [www.gpelindia.in](http://www.gpelindia.in)

**Nivedita Nambiar**  
**Company Secretary &**  
**Compliance Officer**  
**FCS No: 8479**

**Date:** 10<sup>th</sup> May, 2023  
**Place:** Mumbai



## EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 3

#### Re-appointment of Mr. Atul H. Mehta as a Managing Director of Company for a period of 3 (three) years:

Mr. Atul H. Mehta was appointed as Managing Director with effect from 5<sup>th</sup> June, 2020 for the period of three years. In accordance with the conditions specified in Schedule V of the Act, the Board of Directors at its meeting held on 10<sup>th</sup> May, 2023 had re-appointed Mr. Atul H. Mehta as Managing Director for a further period of 3 years from 5<sup>th</sup> June, 2023, superseding the earlier resolutions passed by the Company in this connection. This appointment is subject to the approval of the members at the Annual General Meeting. Mr. Atul H. Mehta would be regarded as a Director liable to retire by rotation.

The terms of appointment of Mr. Atul 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):

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. 6,00,000/- per month or Rs. 72,00,000/- 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 Schedule V.

#### ii. PERQUISITES:

Mr. Atul H. Mehta shall be entitled to House Rent Allowance not exceeding 60% of the salary, cost of repairs and maintenance of residential accommodation, society charges, gas, electricity, hospitalization, medical expenses, 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 Mr. Atul H. Mehta, subject

however to the limit of overall Minimum Remuneration as prescribed under Schedule V.

Mr. Atul 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:

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

Mr. Atul 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 Mr. Atul 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 Mr. Atul H. Mehta, the Company might have made no profits or its profits might be inadequate.

The remuneration is approved by the Nomination and Remuneration Committee of the Directors at its meeting held on 10<sup>th</sup> May, 2023.

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. 3 is annexed hereto and marked as **Annexure- A**.

The Board of Directors recommends the resolution as set out in the Item No. 3 for approval of Members by way of Special Resolution.

Except, Mr. Atul 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 resolution.

### ITEM NO. 4

#### Re-appointment of Mr. Rajan P. Vahi as a Non- Executive Independent Director of Company for his second term of 5 (five) years:

The Shareholders had, at the 30th Annual General Meeting

held on 30<sup>th</sup> July, 2019, approved the appointment of Mr. Rajan P. Vahi as an Independent Director of the Company for a period of five years with effect from 24<sup>th</sup> January, 2019. Mr. Vahi will complete his present term on 23<sup>rd</sup> January, 2024. For his re-appointment for second term as Independent Director, the approval of Members is being sought for by way of Special Resolution.

Mr. Rajan P. Vahi is MBA from Case Western Reserve University, Cleveland, Ohio, B.A (Accounting) Case Western Reserve University, Cleveland, Ohio, currently occupying as Senior Vice President–SupplyChainandBusinessIntelligenceatPowericaLtd.

Mr. Rajan P. Vahi has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Vahi fulfils the conditions specified in the Act and the Rules framed there under for re-appointment as an Independent Director and is independent of the Management.

The Board of Directors of the Company ('the Board') in their meeting held, on 10<sup>th</sup> May, 2023, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Vahi as an Independent Director of the Company for his second term of 5 (five) years effective from 24<sup>th</sup> January 2024 to 23<sup>rd</sup> January, 2029 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018 ('Listing Amendment Regulations 2018'), or any amendment thereto or modification thereof.

In addition to sitting fees for attending the Meetings of the Board and its Committees, Mr. Vahi would be entitled to remuneration by way of commission, as may be determined by the Board.

Except Mr. Vahi none of the Directors/Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in passing of the Resolution.

The Board commends passing of the Resolution set out at Item No. 4 of the accompanying Notice as Special Resolution.

#### ITEM NO. 5

##### **Approve payment of remuneration to Directors other than Executive Directors of Company by way of Commission:**

The Non-Executive Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as corporate strategy, financial governance, laws and policies etc. They also bring an external and wider perspective in Board deliberations and decisions. The role and responsibilities of the Non-Executive

Directors have undergone significant changes under Corporate Governance norms and made it more onerous for them, demanding their greater involvement in the supervision of the Company. The Board of Directors of the Company is of the view that the Non-Executive Directors should be compensated for their expert advice, guidance and time devoted for the growth and prosperity of the Company.

Approval of the Members for payment of commission not exceeding 1% of the Net Profit of Company to the Non-Executive Directors is being sought by way of an Ordinary Resolution under the applicable provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as mentioned in the Resolution for financial years 2022-23, 2023-24 and 2024-25.

The quantum and manner of commission payable to each Non-Executive Directors shall be fixed and decided by the Board of Directors after considering the net profit for each year and recommendation of Nomination and Remuneration Committee. This Commission shall be in addition to the sitting fees payable to the Non- Executive Directors for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the Board and other meetings.

Except Mr. Atul H. Mehta and Key Managerial Personnels of the Company and their relatives, all other Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration or fees that may be received by them.

The Board commends passing of the Resolution set out at Item No. 5 of the accompanying Notice as Ordinary Resolution.

**Registered Office:** By Order of the Board of Directors  
Plot No. B-18, For **Gujarat Poly Electronics Limited**  
Gandhinagar  
Electronic Estate,  
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**CIN: L21308GJ1989PLC012743**  
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**Nivedita Nambiar**  
**Company Secretary &**  
**Compliance Officer**  
**FCS No: 8479**

**Date:** 10<sup>th</sup> May, 2023

**Place:** Mumbai



**Additional Information on Directors recommended for re-appointment is given below in terms of Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of ('ICSI'):**

Name of Director	Mr. Parthiv T. Kilachand	Mr. Atul H. Mehta	Mr. Rajan P. Vahi
Director Identification Number	00005516	00005523	00033940
Age	56	78	64
Qualification	Sc.B. 'Electrical Engg. & A.B' Engg. & Economics from Brown University.	B. Com, F.C.A., F.C.S.	MBA and B. A. (Accounting) from Case Western Reserve University, Cleveland, Ohio.
Date of first appointment on Board	11.03.1992	14.09.1989	24.01.2019
Expertise	He has served as an Executive Director of the Company for more than 7 years and from August 2000 he has been designated as Non-Executive Director of Company. He has been actively involved and looking after all aspects of the various activities of the Company since inception. He has wide experience in management, marketing and negotiation with varied authorities.	Experience in Audit, Accountancy, Secretarial, Legal & Administration, Taxation etc. with Polychem Limited, Sandeep Holdings Limited and Tandon 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 1st 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.	Senior Vice President – Supply chain & Business Intelligence at Powerica Limited. His responsibilities extend from Managing Marketing team, competitor analysis, providing support for customer relationship, forecasting for raw material from Principal Cummins India Limited and scheduling manufacturing activities.
Fulfillment of Skill and Capabilities for Role (for Independent Directors)	N.A	N.A.	Complied with the requirements
Terms and conditions of appointment / reappointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	As detailed in Explanatory Statement for Item No. 3 of the Notice.	As detailed in Explanatory Statement for Item No. 4 of the Notice.
Details of remuneration last drawn	Please refer to the Report on Corporate Governance.	Please refer to the Report on Corporate Governance.	Please refer to the Report on Corporate Governance.
Details of remuneration sought to be paid	Sitting fees will be paid to Mr. Parthiv Kilachand and commission as approved by the Board.	As detailed in Explanatory Statement for Item No. 3 of the Notice.	As detailed in Explanatory Statement for Item No. 4 of the Notice.
Other Directorship in Listed Entity as on 31 <sup>st</sup> March, 2023	1. Polychem Limited	1. Polychem Limited	-
Other Committee Membership in Listed Entity as on 31 <sup>st</sup> March, 2023	1. Polychem Limited - Audit Committee (member) - Stakeholders Relationship Committee (member)	-	-
Listed Entities from which person has resigned in the past 3 (three) years	NIL	NIL	NIL
No. of Equity Shares held	17,682	206	100
No. of meetings attended during FY 2022-23	Attended 4 meetings.	Attended all 5 meetings held.	Attended all 5 meetings held.
Relationship with other Directors	Mr. Parthiv T. Kilachand is son of Mr. Tanil R. Kilachand.	None of the Directors are related to Mr. Atul H. Mehta.	None of the Directors are related to Mr. Rajan P. Vahi.

**Registered Office:**

Plot No. B-18, Gandhinagar Electronic Estate,  
Gandhinagar 382 024, Gujarat.

**CIN: L21308GJ1989PLC012743**

Tel: 7935333658

Email Id: gpel@kilachand.com

Website: www.gpelindia.in

By Order of the Board of Directors  
For Gujarat Poly Electronics Limited

**Nivedita Nambiar**  
Company Secretary & Compliance Officer  
FCS No: 8479

Date: 10<sup>th</sup> May, 2023

Place: Mumbai

## ANNEXURE A

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with the reference to the Resolution No. 3 is as follows:

## I. General Information:

- (1) **Nature of Industry:** Manufacturer, Importer, Seller, Marketing etc. of Ceramics Capacitors
- (2) **Date or expected date of commencement of Commercial production:**  
Existing Company already commenced commercial production since 1993.
- (3) **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Existing Company, Not applicable
- (4) **Financial Performance based on given Indicators:** (Rs in lakhs)

Sr. No	Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022	For the year ended 31.03.2021
1.	Sales Turnover	1596.34	1527.87	1360.82
2.	Profit/(Loss) before Tax	529.87	163.24	98.65
3.	Current Tax	-	-	-
3.	Deferred Tax	-	-	-
4.	Profit after Tax	529.87	163.24	98.65

- (5) **Foreign Investments or Collaborations, if any:** NIL.

## II. Information about the Appointees:

## (1) Background details:

**Mr. Atul H. Mehta (DIN 00005523):**

Mr. Atul H. Mehta holds a Bachelor Degree in Commerce. In addition, he is a Chartered Accountant and a Company Secretary.

He has experience in Audit, Accountancy, Secretarial, Legal & Admn, Taxation, etc. with Polychem Ltd., Sandeep Holdings Ltd and Tandon Singapore Pte. Ltd.

## (2) Past Remuneration:

Remuneration of Rs. 32,78,302/- excluding superannuation fund and provident fund has been paid for the year ended 31<sup>st</sup> March, 2023.

## (3) Recognition or awards: None

## (4) Job profile and suitability:

He has been involved with the Company since its incorporation and is familiar with all aspects of the Company. He had been serving as an Executive Director of the Company from 1<sup>st</sup> July, 2001 till 31<sup>st</sup> May, 2014, subsequently he was appointed as Managing Director 1<sup>st</sup> June, 2014 and is responsible for Company's finance and legal functions and carries out duties as instructed to him from time to time by the Board of Directors.

## (5) Remuneration Proposed :

As stated in the resolution proposed in the notice at Item No. 3

## (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The Remuneration proposed for Mr. Atul H. Mehta is similar to that drawn by the peers in the similar capacity in the similar industry.

## (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any :

Mr. Atul H. Mehta holds 206 Equity shares of Rs 10/- each of the Company. Other than these and remuneration paid to him, there is no pecuniary relationship of Mr. Atul H. Mehta, directly or indirectly with company or with its managerial personnel.

## III. Other Information:

- (1) **Reasons of loss or inadequacy profits:** N.A.
- (2) **Steps taken or proposed to be taken for improvement:** N.A.
- (3) **Expected Increase in productivity and profits in measurable terms:** N.A.





## E-VOTING INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING FOR EQUITY AND PREFERENCE SHAREHOLDERS ARE AS UNDER: -

The remote e-voting period begins on Saturday, 19th August, 2023 at 9:00 A.M. and ends on Tuesday, 22nd August, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e., 16th August, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th August, 2023.

### 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: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System My easi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to gpel@kilachand.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to gpel@kilachand.com . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR EQUITY AND PREFERENCE SHAREHOLDERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR EQUITY AND PREFERENCE SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [gpel@kilachand.com](mailto:gpel@kilachand.com). The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [gpel@kilachand.com](mailto:gpel@kilachand.com) at least four days in advance. Only those Members who have pre-registered themselves as a speaker will be allowed to ask questions during the AGM.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**OTHER GENERAL INFORMATIONS:**

1. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
2. The Scrutinizer shall within a stipulated period from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the Company.
3. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company [www.gpelindia.in](http://www.gpelindia.in). The result will simultaneously be communicated to the Stock Exchange i.e., BSE.