



GUJARAT POLY-AVX ELECTRONICS LIMITED

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

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Date : 13th August, 2014

To
All Independent Directors
Gujarat Poly-AVX Electronics Limited

Sub : Your Appointment as an Independent Director of Gujarat Poly-AVX Electronics Limited

Ref : Companies Act, 2013, Rules made thereunder and Clause 49 of the Listing agreements relating to Corporate Governance.

Dear Sirs,

We are pleased to inform you that the Members of the Company at their 25th Annual General Meeting (AGM) held on Wednesday, August 13, 2014, have approved your appointment as an Independent Director of the Company for a period of 5 consecutive years, with effect from said date, in terms of the provisions of the Section 149 of the Companies Act, 2013 and Rules made thereunder.

This Letter of appointment setting the terms and conditions thereof is being issued to you, in terms of Clause IV (4) of Schedule IV to the said Act.

The aforesaid Schedule IV inter alia covers guidelines of professional conduct, roles, functions, duties etc., of the Independent Directors. Further, Section 166 of the Companies Act, 2013 provides for the Duties of the Directors of the Company. The extract of the relevant provisions of the Companies Act, 2013 along with the Schedule is enclosed as Annexure 1 for information.

As an Independent Director, you are expected to bring objectivity and independence of view to the Board's discussions and to provide the Board with effective leadership in relation to the Company's strategy, performance, and risk Management as well as ensuring high standards of financial probity and Corporate Governance.

Further, you will be paid sitting fees for meetings of the board and also paid remuneration, if any as may be approved by the Board and the Shareholders from time to time.

Further, the Company shall reimburse you for all the reasonable out-of-pocket expenses necessarily incurred for attending the various meetings of the Board/Committee/ Members for discharging the fiduciary obligations towards the Company.

In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgment that you are independent, this should be disclosed to the Chairman.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

Looking forward to your continued support and guidance.

Yours Faithfully
For Gujarat Poly-AVX Electronics Limited



Tanil R Kilachand
(Chairman)

Encl : as stated above

