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CS	<input checked="" type="checkbox"/>		DPY	<input checked="" type="checkbox"/>
RC	<input checked="" type="checkbox"/>		DIV	<input checked="" type="checkbox"/>
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AGM	<input checked="" type="checkbox"/>		SHI	<input checked="" type="checkbox"/>
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# **G GALAXY**

## **AGRICO EXPORTS LTD.**

Report  junction.com

**1996-97**

**ANNUAL REPORT**



## GALAXY AGRICO EXPORTS LIMITED

REGD. OFFICE : 301, DIWALI CHAMBERS, OPP. MEHTA PETROL PUMP,  
DHEBAR ROAD, RAJKOT - 360 002

### PROXY FORM Third Annual General Meeting - 25th SEPTEMBER, 1997

Reg. Folio No.....

I/We.....of.....  
in the district of.....being a member/members of the above named  
company hereby appoint.....of in the district of.....  
or failing him.....of.....in the district  
of.....as my/our proxy for me/us on my/our behalf at the **THIRD ANNUAL  
GENERAL MEETING** of the Company to be held on 25th SEPTEMBER, 1997 and at any adjournment thereof.

Signed this.....day of.....1997

Signature.....



Note : This form in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the company, not less than 48 hours before the meeting.



### ATTENDANCE SLIP Third Annual General Meeting - 25th SEPTEMBER, 1997

Red. Folio No.....

I certify that I am a registered shareholder/proxy for the registered shareholder of the company.

I hereby record my presence at the **THIRD ANNUAL GENERAL MEETING** of the company at 301, Diwali Chambers, Opp. Mehta Petrol Pump, Dhebar Road, Rajkot - 360 002 at 1100 hours on 25th SEPTEMBER, 1997.

.....  
Member's/Proxy's name in BLOCK Letters

.....  
Member's/Proxy's Sign

Note : Please fill in this attendance slip and hand it over at the MEETING PLACE.





### ANNEXURE TO NOTICE

**EXPLANATORY STATEMENT** pursuant to Section 173 of the Companies Act, 1956.

**In respect of Item No. 4 :**

At present the Companies Act, 1956 restricts the purchase of its own shares by a company unless the same is done with a view to reduce its capital. Reduction of capital is subject to the provisions of Section 100 to 104 and 402 of the Companies Act, 1956. Various representations have been made by Trade and Industry Association and Companies to the Government requesting for an amendment to the Companies Act permitting the companies to buy back its own shares. From the trend of discussions and reports on the subject, it is expected that an amendment/reenactment of this effect, may be made in the forthcoming codification of the Companies Act, 1956 or amendments thereto. In that event, it will be advisable for your company which often has surplus funds, to buy back its own shares, when your director believe your company's shares to be undervalued. Furthermore, investment of surplus funds by the company in its own shares will be preferable compared to investment in other securities. In case the Act is amended so as to allow the company to buy back its own shares the company may wish to take immediate steps in this regard. The resolution proposed under Item No. 4 of the Notice is recommended for approval of the members.

None of the directors of the company is, in any way, concerned or interested in the resolution.

**In respect of Item No. 5 :**

The following alterations are being made in the Articles of Association

The present Article 26 of the Company's Articles of Association in on the lines of Section 77 of the Companies Act, 1956, which prohibits the company to purchase or to finance the purchase of its own shares. In the event of the expected amendment to the Companies Act, 1956 permitting companies to buy its own shares, this Article will restrict the powers of the company in the matter. It is therefore proposed to delete the present Article 26 and to substitute a new Article 26 in its place as proposed in the Special Resolution at Item No. 5.

The present Article of the Company's Articles of Association provide for equal voting rights for all equity shares of the company. In respect of voting rights it is expected that the forthcoming amendments will also permit issue of shares in the company's share capital without voting rights. It is therefore necessary to amend the existing Articles by adding Article 14(c) so that the company may avail of the permissive provisions regarding issue of non-voting shares.

**30th JUNE, 1997**

**Registered Office :**  
**301, DIWALI CHAMBERS,**  
**DHEBAR ROAD,**  
**OPP. MEHTA PETROL PUMP,**  
**RAJKOT - 360 002.**

**BY ORDER OF THE BOARD**

**JAYANTILAL D. PATEL**  
**CHAIRMAN & MNG. DIRECTOR**

**DIRECTORS REPORT**

To,

The Members,  
GALAXY AGRICO EXPORTS LTD.,

The Directors have pleasure in presenting their **THIRD ANNUAL REPORT** and the Audited Statement of Accounts of your company for the year ended 31st MARCH, 1997.

		(Rs. In Lacs)
01) FINANCIAL RESULTS :	31/03/97	31/03/96
Income from Operations	309.86	282.06
Profit before Interest, Depreciation and Taxation	19.16	18.73
Less : Interest	10.76	7.66
Depreciation	7.72	2.20
Profit before Tax	0.68	8.87
Less : Provision for tax	0.08	-
Profit after Tax	0.60	8.87
Amount of Appropriation :		
Proposed Dividend	-	4.45
Transferred to General Reserve	-	2.50
Balance Carried Forward	0.60	1.92

**02) DIVIDEND**

The Directors do not recommend any dividend.

**03) FINANCE :**

During the year under review, the company offered the public 26 Lac Equity Shares of Rs. 10/- each for cash at par aggregating to Rs. 260 Lac. The company also offered 4 Lac equity shares of Rs. 10/- each for cash at par to NRIs/FIIs/OCBs on firm allotment basis. The public issue was fully subscribed. The directors are thankful to the investors for the confidence reposed in the company. The allotment in respect of the public issue was made on a **11th JUNE, 1996** in consultation with the Saurashtra Kutch Stock Exchange Ltd., Rajkot. The shares of the company are listed at Rajkot, Bombay, Ahmedabad and Calcutta Stock Exchanges.

**04) EXPORTS :**

This year the company has exported agriculture equipments aggregating Rs. 148.31 Lac which has increased by more than threefold from the previous year. This trend will continue in the future also, which will help increase the profitability of the company.

The company's products have been received well by overseas clients resulting in repeat orders and long term contracts.

**05) REVIEW OF PERFORMANCE :**

The overall performance of the company has been satisfactory. Delay in implementation of the expanded capacity by 9 months and recession and political instability in the country as well as abroad has resulted in lower turnover and reduced profitability. The expanded capacity is likely to boost up the sale in the next year. The comparison of profitability projections against actuals is given below :



	Rs. IN LACS	
	<u>PROJECTED</u>	<u>ACTUAL</u>
Total Income from Operations	1,745.08	309.86
Profit after tax	140.79	0.60
Earning per share	2.82	--

**06) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO :**

Pursuant to section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, the company has to give information regarding conservation of energy, technology absorption and foreign exchange earnings and outgo.

Your company has given utmost priority for conservation of energy

Your company has earned foreign exchange by exporting to Africa, Dubai, U.K. and the European markets, the particulars of which are as follows :

**EXPORTS IN US \$**  
442,570

**RUPEES IN LAC**  
148.31

**06) PROSPECTS :**

The agriculture sector has been identified as the thrust area by the Government of India. Due to beneficial cost advantage that India enjoys, exports are expected to grow at a very fast rate.

Exports to the European, Asian and African markets will remain the major thrust areas and the company expects to build on the strengths already achieved.

**07) DIRECTORS**

Mr. Jitendra H. Shah and Mr. Sanjay J. Patel retire by rotation and are eligible for re-appointment.

**08) PARTICULARS OF EMPLOYEES :**

There are no employees whose details are required to be mentioned as per Section 217(A) of the Companies Act, 1956.

**09) AUDITORS :**

M/s. KALARIA & SAMPAT, Chartered Accountant, previously known as M/s. A. M. KALARIA & CO., Chartered Accountants, retire as auditors of the company at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have furnished the necessary certificates. Your directors request their re-appointment. Their remuneration may also be appropriately decided.

**10) PERSONNEL :**

Your directors would like to place on record their sincere appreciation for the excellent services rendered by