



## **ANNUAL REPORT 2014 – 2015**

### **COMPANY INFORMATION**

#### **BOARD OF DIRECTORS**

NATHABHAI J. SADARIA  
MANOJ H. SHAH  
SANJAY J. PATEL  
AJAY PATEL  
MANSUKH GOVANI  
KIRAN GOVANI  
JAGDISH SHAH  
MAUSAMI P. SADARIA

MANAGING DIRECTOR  
WHOLE TIME DIRECTOR  
WHOLE TIME DIRECTOR  
INDEPENDENT DIRECTOR  
INDEPENDENT DIRECTOR  
INDEPENDENT DIRECTOR  
INDEPENDENT DIRECTOR  
WOMEN DIRECTOR

#### **STATUTORY AUDITORS**

ARUN M. KOTHARI  
4-JAY GUJARAT SOCIETY,  
OPP: POLICE COMM. OFFICE  
SAHIBAG, AHMEDABAD (GUJARAT) INDIA

#### **SECRETARIAL AUDITOR**

CS PIYUSH JETHVA  
PRACTISING COMPANY SECRETARY  
603, STAR PLAZA, PHULCHHAB CHOWK,  
RAJKOT 360001 (GUJARAT) INDIA

#### **REGISTRAR & TRANSFER AGENT**

LINK INTIME INDIA PVT. LTD.  
C-13 PANALAL SILK MILL COMPOUND,  
LBS MARG, BHANDUP (W),  
MUMBAI – 400 078 (MAHARASHTRA) INDIA  
[ahmedabad@linktime.co.in](mailto:ahmedabad@linktime.co.in)

#### **REGISTERED OFFICE**

236 JAIKISHAN INDUSTRIAL ESTATES,  
B/H MURLIDHAR WIEGH BRIDGE,  
VERAVAL (SHAPAR) – 360 024  
DIST. RAJKOT (GUJARAT) INDIA



236 Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Veraval- Shapar 360024,  
Dist: Rajkot 360024 (Gujarat) India Phone: 02827-252676,  
Email: [info@galaxyagrico.com](mailto:info@galaxyagrico.com), Web: [www.galaxyagrico.com](http://www.galaxyagrico.com)  
CIN: L01110GJ1994PLC021368

#### **NOTICE**

Notice is hereby given that Annual General Meeting of the Members of **GALAXY AGRICO EXPORTS LIMITED** will be held on **WEDNESDAY, 30<sup>TH</sup> SEPTEMBER 2015** at 11.00 a.m. at registered office of the Company situated at 236 Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Veraval- Shapar 360024, Dist: Rajkot 360024 (Gujarat) India to transact the following business:

#### **ORDINARY BUSINESS:**

1. To Receive, Consider and Adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2015 and Statement of Profit and Loss and Cash Flow for the year ended on that date together with reports of Board of Directors and independent Auditors thereon.
2. To appoint Director in place of Mr. Sanjay Jayantilal Patel (Din: 01632620) who retires by rotation and being eligible to offer himself for re-appointment.

RESOLVED THAT that Mr. Sanjay Jayantilal Patel (DIN 01632620), who retires as Director pursuant to the provisions of Section 152 of the Companies Act, 2013, is and is hereby re-appointed as a Director of the Company."

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 of the Companies Act, 2013 (Act) and other applicable provisions if any of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s ARUN M KOTHARI., Chartered Accountants (M. No. 108669), the retiring Auditors of the Company, be and are hereby re-appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of ensuing Annual General Meeting, including terms of payment to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, plus service tax and such other tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company.

#### **SPECIAL BUSINESS:**

4. **Appointment of Mrs. Mausamiben Sadaria (Din: 07046365) as a Director:**

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 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mrs. Mausamiben Sadaria (DIN: **07046365**) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on January 05, 2015 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

5. **Appointment of Mr. Jagdish Shah (Din: 07158142) as a Director:**

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 Sections 149, 152 read with Schedule IV and other applicable provisions if any of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement **Mr. Jagdish Shah (Din: 07158142)** who was appointed as an Additional Director of the company with effect from April 20, 2015 and holds office as such up to the date of this Annual General Meeting and in respect of whom the company has received notice in writing from a member under Section 160 of the Companies Act 2013 proposing her candidature for the office of Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for a period up to 30<sup>th</sup> September 2019

For and on Behalf of the Board,  
**GALAXY AGRICO EXPORTS LIMITED**

Sd/  
Director

Sd/  
Director

#### **Registered Office:**

236 Jai Kishan Industrial Estates,  
Behind Murlidhar Weigh Bridge,  
Veraval-Shapar, Dist: Rajkot 360024  
(Gujarat) India  
Date: **31/08/2015**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL, INSTEAD OF HERSELF/ HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. CORPORATE MEMBER ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVES TO ATTEND AND VOTE AT THE MEETING.
3. MEMBERS OR PROXY SHOULD FILL IN THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.
4. IN THE CASE OF THE JOINT HOLDERS ATTENDING THE MEETING. ONLY SUCH JOINT HOLDERS WHO ARE HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.
5. THE STATUTORY REGISTER UNDER THE COMPANIES ACT, 2013 (REGISTER UNDER SECTION 170 AND SECTION 189 OF THE COMPANIES ACT, 2013) IS AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING BUSINESS HOURS BETWEEN 9.00 AM TO 5.00 PM EXCEPT ON HOLIDAYS AND WILL BE MADE AVAILABLE AT THE VENUE OF THE MEETING.
6. THE REGISTER OF MEMBER AND SHARE TRANSFER BOOKS WILL REMAIN CLOSE FROM FRIDAY SEPTEMBER 25, 2015 TO WEDNESDAY, SEPTEMBER 30, 2015 (BOTH DAYS INCLUSIVE)
7. MEMBERS ARE REQUESTED TO FORWARD THEIR QUERIES ON ANNUAL ACCOUNTS OR OTHER SECTIONS OF THE ANNUAL REPORT TO THE COMPANY SECRETARY AT ADDRESS OF THE REGISTERED OFFICE OF THE COMPANY AT LEAST 7 DAYS IN ADVANCE FOR ENABLING THE COMPANY TO FURNISH APPROPRIATE DETAILS.
8. MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT AT THE MEETING.
9. PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT, THE PARTICULARS OF DIRECTORS SEEKING REAPPOINTMENT AT THE GENERAL MEETING ARE ANNEXED WITH THIS NOTICE.
10. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, WHICH SETS OUT DETAILS RELATING TO SPECIAL BUSINESS AT THE MEETING, IS ANNEXED HERETO.
11. TO PREVENT FRAUDULENT TRANSACTIONS, MEMBERS ARE ADVISED TO EXERCISE DUE DILIGENCE AND NOTIFY THE COMPANY OF ANY CHANGE IN ADDRESS OR DEMISE OF ANY MEMBER AS SOON AS POSSIBLE. MEMBERS ARE ALSO ADVISED NOT TO LEAVE THEIR DEMAT ACCOUNT(S) DORMANT FOR LONG. PERIODIC STATEMENT OF HOLDINGS SHOULD BE OBTAINED FROM THE CONCERNED DEPOSITORY PARTICIPANT AND HOLDINGS SHOULD BE VERIFIED.
12. THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) HAS MANDATED THE SUBMISSION OF PERMANENT ACCOUNT NUMBER (PAN) BY EVERY PARTICIPANT IN SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THE PAN TO THEIR DEPOSITORY PARTICIPANTS WITH WHOM THEY ARE MAINTAINING THEIR DEMAT ACCOUNTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM CAN SUBMIT THEIR PAN DETAILS TO THE COMPANY.
13. M/S MANEK PAREKH KHIRAIYA & ASSOCIATES, CHARTERED ACCOUNTANT 201-202 DIWALI CHAMBERS, OPP: THE GRAND REGENCY HOTEL, DHEBAR ROAD, RAJKOT 360001 (GUJARAT) INDIA IS APPOINTED AS A SCRUTINIZERS FOR THE ANNUAL GENERAL MEETING SCHEDULED TO BE HELD ON 30<sup>TH</sup> SEPTEMBER 2015.
14. ELECTRONIC COPY OF THE NOTICE OF THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE COMPANY *INTER ALIA* INDICATING THE PROCESS AND MANNER OF E-VOTING ALONG WITH ATTENDANCE SLIP AND PROXY FORM IS BEING SENT TO ALL THE MEMBERS WHOSE EMAIL IDs ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANTS(S) FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESS, PHYSICAL COPIES OF THE NOTICE OF THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE COMPANY *INTER ALIA* INDICATING THE PROCESS AND MANNER OF E-VOTING ALONG WITH ATTENDANCE SLIP AND PROXY FORM IS BEING SENT IN THE PERMITTED MODE.
15. PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT 2013 READ WITH THE RULES MADE THEREUNDER AND CLAUSE 35B OF THE LISTING AGREEMENT THE COMPANY IS PROVIDING FACILITY OF REMOTE E-VOTING TO THE MEMBERS TO EXERCISE THEIR RIGHT TO VOTE ELECTRONICALLY IN RESPECT OF THE BUSINESS TO BE TRANSACTED AT THE 21<sup>ST</sup> ANNUAL GENERAL MEETING (AGM) OF THE COMPANY SCHEDULED TO BE HELD ON WEDNESDAY THE 30<sup>TH</sup> SEPTEMBER 2015 AT 11.00 A.M. THE COMPANY HAS ENGAGED CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL) TO PROVIDE E-VOTING FACILITY

THE REMOTE E-VOTING WILL BE AVAILABLE FROM 27.09.2015 (9:00 AM) TO 29.9.2015 (5:00 PM) DURING THIS PERIOD SHAREHOLDERS OF THE COMPANY HOLDING SHARES EITHER IN PHYSICAL FORM OR IN DEMATERIALIZED FORM AS ON THE **CUT-OFF DATE VIZ 20.09.2015** MAY CAST THEIR VOTE ELECTRONICALLY THE E-VOTING MODULE SHALL BE DISABLED BY CDSL THEREAFTER

**The instructions for members for voting electronically are as under:-**

:→ In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"><li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none"><li>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</li><li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li></ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members desiring to exercise vote by Ballot**

- i) In terms of Clause 35B of the Listing Agreement in order to enable the members who do not have access to remote e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this notice a ballot form is annexed A member desiring to exercise vote by ballot shall complete the enclosed ballot form with assent (for) or dissent (against) and send it to Scrutinizers M/s Manek Parekh Khiraiya & Associates, Chartered Accountant 201-202 Diwali Chambers, Opp: The Grand Regency Hotel, Dhebar Road, Rajkot 360001 (Gujarat) India so as to reach them on or before 29<sup>th</sup> September 2015 (5.00 p m ) Any Ballot Form received after the said date shall be treated as no reply received from the members.
- ii) The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already casted their vote may exercise their vote through ballot paper at the meeting.
- iii) The members who have casted their vote by remote e-voting/ballot paper may also attend the meeting but shall not be entitled to cast their vote again.
- iv) M Manek Parekh Khiraiya & Associates, Chartered Accountant have been appointed as Scrutinizers to scrutinize the e-voting and poll process in a fair and transparent manner
- v) The Results declared along with the Scrutinizer's Report shall be placed in the Company's website [www.galaxyagrico.in](http://www.galaxyagrico.in) and in the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within two (2) days of passing of the resolutions at the Annual General Meeting of the Company to be held on 30<sup>th</sup> September 2015 and communicated to the Stock Exchanges where the company's shares are listed.

Place: Veraval - Shapar (Rajkot)

Date: 31/08/2015

**The Information as required to be disclosed under Clause 49 (IV) (E) and 49 (IV) (G) (i) of the Listing Agreement regarding the Directors proposed to be appointed / re-appointed:**

Sr. No.	Reappointment	Appointment	Appointment
Full Name	Mr. Sanjay Jayantilal Patel	Mrs. Mausamiben Sadaria	Mr. Jagdish Shah
Din Number	01632620	07046365	07158142
Date of Birth	28/07/1964	19/08/1974	11/05/1948
Date of Previous Appointment if Any	01/07/2008 (Reappointed on 30/09/2013)	05/01/2015	20/04/2015
Expertise Area	Marketing & Finance	General	Account and Finance
Directorship in Other Company	1) Accumax Rings Limited 2) Anuradha Realty Private Limited	N.A.	N.A.
No. of Share held as on 01 <sup>st</sup> September 2015	65250	44500	Nil

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

**ITEM NO. 4**

Mrs. Mausamiben Sadaria (DIN: **07046365**) was appointed as an Additional Director of the Company with effect from January 5, 2015 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Mausamiben Sadaria holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mrs. Mausami Sadaria is Bachelor of Commerce. She is not engaged with day to day business however the management strongly believes she will very proper person as a women director.

- Consent in writing to act as Director in Form DIR-2 under Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014
- Intimation in Form DIR-8 under Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014 to the effect that she is not disqualified under Section 164 of the Companies Act 2013

The above proposals are in the interest of the Company and the Directors commend the Resolutions in Item No. 4 of the Notice for approval by the Members.

Except Mr. Nathalal Jerambhai Sadaria being a father in law of Mrs. Mausami Sadaria no other Directors/ Key Managerial Person/ Relative of Director/ Relative of Key Managerial Person is interested in the Resolution of the accompanying Notice

**ITEM NO. 5**

Mr. Jagdish Shah (DIN: **07158142**) was appointed as an Additional Director of the Company with effect from April 20, 2015 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Jagdish Shah holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Jagdish shah is very experience person and has vast experience in finance and account. He is bachelor of commerce. He is having more than 35 years of experience in filed on account.

Pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 it is proposed to appoint Mr. Jagdish Shah as an Independent Director of the Company for a term upto 30<sup>th</sup> September 2019.

The company has received the following Forms/Details from the above Independent Director

- Consent in writing to act as Director in Form DIR-2 under Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014
- Intimation in Form DIR-8 under Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014 to the effect that she is not disqualified under Section 164 of the Companies Act 2013
- A declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Companies Act 2013

The above proposals are in the interest of the Company and the Directors recommend the Resolutions in Item No. 5 of the Notice for approval by the Members.

Except Mr. Jagdish Shah being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5

For and on Behalf of the Board,  
**GALAXY AGRICO EXPORTS LIMITED**

Place : Veraval – Shapar  
Date : 31/08/2015

Sd/  
Director

Sd/  
Director



236 Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Veraval- Shapar 360024,  
Dist: Rajkot 360024 (Gujarat) India Phone: 02827-252676,  
Email: [info@galaxyagrico.com](mailto:info@galaxyagrico.com), Web: [www.galaxyagrico.com](http://www.galaxyagrico.com)  
CIN: L01110GJ1994PLC021368

**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING**

Date: 30<sup>TH</sup> September 2015. 1.00 a.m.  
Place: 236 Jai Kishan Industrial Estate,  
Behind Murlidhar Weigh Bridge, Veraval- Shapar 360024,  
Dist: Rajkot (Gujarat) India

Member's Folio/DPID-Client ID No. :

Member's/Proxy's name in Block Letters:

Member's/Proxy's Signature:

**Note:**

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of meeting hall.
2. Bodies Corporate, whether a company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.
3. In case of shares held in demat/electronic form, the signature of the Beneficial Owner is liable for verification with the record furnished to the Company by NSDL/CDSL.
4. Physical copy of the Notice of the EGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all members.

The electronic voting particulars are set out below:

EVSN (Electronic Voting Sequence Number)	SEQUENCE NUMBER
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Please refer Notice for instructions on e voting.

E-voting facility is available during the following voting period

Date of Commencement of e-voting	27 <sup>th</sup> SEPTEMBER 2015 (9.00 A.M.)
Date of End of E-voting	29 <sup>th</sup> SEPTEMBER 2015 (5.00 P.M.)



236 Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Veraval- Shapar 360024,  
Dist: Rajkot 360024 (Gujarat) India Phone: 02827-252676,  
Email: [info@galaxyagrico.com](mailto:info@galaxyagrico.com), Web: [www.galaxyagrico.com](http://www.galaxyagrico.com)  
CIN: L01110GJ1994PLC021368

**PROXY FORM**  
**Form No. MGT - 11**

Particulars	Information
Name of the member(s)	
Registered address	
E-mail ID	
Folio No/DP ID-Client ID	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

- (1) Name ..... Address.....  
email id ..... Signature .....or falling him
- (2) Name ..... Address.....  
email id ..... Signature .....or falling him
- (3) Name ..... Address.....  
email id ..... Signature .....or falling him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the 30<sup>th</sup> September, 2015 at 11.00 a.m 236 Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Veraval- Shapar 360024, Dist: Rajkot 360024 (Gujarat) India and at any adjournment thereof in respect of such resolutions as are indicated below:

Number	Particulars of Resolution	Optional*	
SPECIAL BUSINESS		For	Against
01	Adoption of the audited Financial Statements of the company for the financial year ended March 31 2015 the reports of the Board of Directors and Auditors thereon		
02	Appointment of a Director in the place of Mr. Sanjay Jayantilal Patel (DIN 01632620) who retires by rotation and being eligible offers himself for re-appointment		
03	Appointment of Auditor M/s ARUN M KOTHARI., Chartered Accountants (M. No. 108669) till ensuing general Meeting		
04	Appointment of Ms. Mausami Sadaria (Din <b>07046365</b> ) as a Non Executive Director		
05	Appointment of Mr. Jagdish Shah (DIN: <b>07158142</b> ) as an Independent Director of the company		

Signed this ..... day of ..... 2015

Signature of shareholder .....

Signature of Proxy holder(s) .....

Affix Revenue Stamp



**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the Extra Ordinary General Meeting.
3. \* It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission





236 Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Veraval- Shapur 360024,  
 Dist: Rajkot 360024 (Gujarat) India Phone: 02827-252676,  
 Email: [info@galaxyagrico.com](mailto:info@galaxyagrico.com), Web: [www.galaxyagrico.com](http://www.galaxyagrico.com)  
 CIN: L01110GJ1994PLC021368

**Form No. MGT-12**

**Polling Paper**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies  
 (Management and Administration) Rules, 2014]*

**BALLOT PAPER**

<b>Particulars</b>	<b>Information</b>
Name of the member(s)	
Postal Address	
E-mail ID	
Folio No/DP ID-Client ID	
Class of Shares	

**SPECIAL BUSINESS**

Number	Particulars of Resolution	Optional*		
SPECIAL BUSINESS		No. of shares held by me	I assent to the Resolution	I dissent from the resolution
01	Adoption of the audited Financial Statements of the company for the financial year ended March 31 2015 the reports of the Board of Directors and Auditors thereon			
02	Appointment of a Director in the place of Mr. Sanjay Jayantilal Patel (DIN 01632620) who retires by rotation and being eligible offers himself for re-appointment			
03	Appointment of Auditor M/s ARUN M KOTHARI., Chartered Accountants (M. No. 108669) till ensuing general Meeting			
04	Appointment of Ms. Mausami Sadaria (DIN: <b>07046365</b> ) as a Non Executive Director			
05	Appointment of Mr. Jagdish Shah (DIN: <b>07158142</b> ) as an Independent Director of the company			

Place:

Date:

(Signature of the shareholder)

## **DIRECTORS' REPORT**

To,  
The Members,  
**GALAXY AGRICO EXPORTS LIMITED**

Your Directors are pleased to present the **TWENTY FIRST ANNUAL REPORT** of the company together with the Annual Audited Financial Statements for the year ended 31<sup>st</sup> MARCH, 2015.

01] **FINANCIAL RESULTS: [In Lacs]**

Particulars	2014-15	2013-14
Revenue From Operations (Net)	486.67	576.30
Earnings before Interest, Depreciation and Tax	65.36	61.19
Less: Finance Costs	(30.99)	(40.92)
Depreciation	(175.93)	(41.52)
Add: Other Income	5.49	5.23
Profit / (Loss) Before Tax	(136.07)	(15.99)
Less: Tax Expense	-	-
Net Current Tax	-	-
Deferred Tax	(37.40)	(4.03)
Short provision for tax of previous year	-	-
Profit / (Loss) After Tax	(98.67)	(11.97)
Balance Brought Forward from Previous Year	110.43	122.39
Balance Carried Forward to BALANCE SHEET	11.76	110.43

02] **FINANCIAL PERFORMANCE:**

During the year 2014-15, the total income of the Company amounted to 486.67 Lacs as compared to 576.30 Lacs in the previous year. The economy is showing down trend and simultaneously result of company is also affected. Further from the year 2014-15 there is a change in Depreciation of the assets. Because of new applicable rate of the depreciation, the company showing figures of huge loss before tax. It is very distressing to note that the reserve was wiped out because of loss of the company in present year.

03] **DIVIDEND:**

The company has generated loss for the current year. The Board of Director did not recommended any dividend..

04] **TRANSFER TO RESERVES:**

Your directors do not propose to transfer any amount to the general reserve.

05] **EXTRACT OF ANNUAL RETURN:**

Pursuant to the requirement under Section 134(3)(a), extract of annual return in form MGT-9 is appended as Annexure 1 to this report.

06] **BOARD MEETINGS:**

The Board of Directors met Seven (7) times during the financial year. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

The dates of meeting are as under

27/05/2014	29/05/2014	31/07/2014	05/09/2014
11/11/2014	05/01/2015	10/02/2015	

07] **DIRECTORS:**

There is a material change in the Board of Directors. Mr. Bharat Trambaklal Shah (Din 00167314) and Mr. Shashikant Bhalodi (Din : 00167298) (Independent Director) have resigned from the post of Director w.e.f 05<sup>th</sup> September 2014.

Mr.Mansukhlal Nathabhai Goani (Din 02167809) AND Mr. Kirankumar Bavanjibhai Govani (Din: 01294557) are appointed as a Independent Director w.e.f 30<sup>th</sup> September 2014.

One Women Director Mrs. Mausami Sadaria ( Din: 07046365) was appointed as an additional Director

Shri Sanjay J. Patel (Din – 01632620) retires by rotation and being eligible, offers himself for re-appointment.

08] **DEPOSIT**

The company has not accepted any deposit during the financial year.