



GALAXY
BEARINGS LIMITED



**27th ANNUAL
REPORT**
2016-2017

BOARD OF DIRECTORS

Mr. Vinodrai H. Kansagara	<i>Director</i>
Mr. Bharatkumar K. Ghodasara	<i>Managing Director</i>
Mrs. Jyotsnaben S. Vachhani	<i>Chairperson & Independent Director</i>
Mr. Navinchandra M. Patel	<i>Director</i>
Mr. Rashmikant V. Bhalodia	<i>Director</i>
Mr. Jitendra V. Shah	<i>Independent Director</i>
Mr. Pradip C. Khetani	<i>Independent Director</i>
Mrs. Shetal Devang Gor	<i>Director</i>
Mrs. Tuhina Rimal Bera	<i>Director</i>

CHIEF FINANCIAL OFFICER

Mr. Dixit S. Patel

BANKER

State Bank of India
Bank of Baroda
HDFC Bank Ltd.

STATUTORY AUDITORS

M/s. J. T. Shah & Company, Chartered Accountants

REGISTERED OFFICE

T - 18, Vikram Chambers,
Ashram Road, Ahmedabad - 380 009.
Email: investor.gbl@gmail.com
Website: www.galaxybearings.com
Tel. No. : 079 - 2754 6020

PLANT/FACTORY

Survey No. 253, N. H. No. 8B,
Village: Shaper, Ta: Kotda Sangani,
Dist.: Rajkot - 360 024.

CIN

L29120GJ1990PLC014385

REGISTRAR& SHARE TRANSFER AGENTS

M/s. Link Intime India Private Limited
5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,
Off C. G. Road, Navrangpura, Ahmedabad - 380 009.

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NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the members of **GALAXY BEARINGS LIMITED** (CIN: L29120GJ1990PLC014385) will be held on Friday, 29th September, 2017 at 12:00 Noon at Shree Sardar Patel Seva Samaj, Beside Central Bank of India, Near Mithakhali Six Road, Ellis Bridge, Ahmedabad - 380 006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 and the Reports of Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mrs. Tuhina R. Bera (having DIN: 07063420), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Samir M. Shah & Associates (Firm Reg. No. 122377W), Chartered Accountants, Ahmedabad, be and are hereby appointed as Statutory Auditor of the Company, in place of the existing Statutory Auditor M/s J. T. Shah and Company (Firm Reg. No. 109616W), Chartered Accountants, Ahmedabad to hold office for a period of 5 years viz. from the conclusion of ensuing 27th AGM of Company till the conclusion of its 32nd AGM; subject to ratification of their appointment by the members in subsequent AGMs of the Company till the expiry of their term, as may be applicable and the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the respective period(s) on mutually agreed terms and reimbursement of actual out of pocket expenses etc, as may be incurred in the performance of their duties."

SPECIAL BUSINESS:

4. TO APPOINT MR. BHARATKUMAR KESHAVJI GHODASARA AS A WHOLE TIME 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 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded to the appointment of Mr. Bharatkumar Keshavji Ghodasara (having DIN: 00032054) as Whole Time Director of the Company for a period of three years from 01st September, 2017 to 31st August, 2020, upon the terms and conditions as set out below (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Bharatkumar Keshavji Ghodasara.

RESOLVED FURTHER THAT the terms and conditions of his appointment are as mentioned below:

- (1) Salary** : Rs. 60,000/- per month (Increment in salary per annum will be as per rules of the Company).
- (2) Perquisites** : (The aggregate value of perquisites and other benefits shall not exceed Rs. 5,00,000/- per annum)
 - a. **Provident Fund:** As per the rules of the Company.
 - b. **Car** : Provision of Company's cars for official purpose.

Benefits and Amenities:

- a. **Gratuity:** As per the rules of the Company.
- a. **Leave:** As per the rules of the Company.
- b. The appointee shall be entitled to the benefits of Bonus as per Rules of the Company.

The above remuneration including salary, perquisites, benefits and other amenities as aforesaid shall not exceed the ceilings laid down in Section I and Section II of Part II of Schedule V to the Companies Act, 2013.

Other Terms and Conditions:

1. The Whole Time Director shall devote his valuable time and attention to the overall affairs of the Company and shall use his best endeavor to promote its interest and welfare.
2. The Whole Time Director shall maintain confidentiality as any information or knowledge in connection with the business affairs of the Company, obtained by him during the course of his current tenure or at any time thereafter.
3. The Whole Time Director shall act in accordance with superintendence, control and direction of the Board of Directors of the Company.
4. The appointment may be terminated by giving one month advance notice from either side.
5. The Whole Time Director shall not be paid sitting fees for attending meetings of the Board of Directors or Committees thereof.
6. **Reimbursement of costs, charges, and expenses:** The Company shall pay to or reimburse the Whole Time Director and he shall be entitled to be paid and/or to be reimbursed by the Company, all cost, charges and expenses that may have been or may be incurred by them for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. SERVICE OF DOCUMENTS THROUGH A PARTICULAR MODE AS MAY BE SOUGHT BY THE MEMBERS:

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 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the member for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the members.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order the Board of Directors
For, **GALAXY BEARINGS LIMITED**

Mr. Bharatkumar K. Ghodasara
(Managing Director)
DIN: 00032054

Date: 11th August, 2017
Registered Office:
T-18, Vikram Chambers,
Ashram Road, Ahmedabad - 380 009

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES 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 FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
2. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the Special Business(es) in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.
3. Members are requested to intimate immediately change of address, if any, to the Company's Registrar and Share Transfer Agents or Depository Participant, as the case may be.
4. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. The duly filled Attendance Slip must be surrendered at the entrance of the Meeting.
5. 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 Participant(s) with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/Registrar and Share Transfer Agents.
6. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
7. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
8. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar and Share Transfer Agents.
9. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company on all working days between 12:00 A.M. and 2:00 P.M. except Sundays and public holidays, up to the Annual General Meeting of the Company.
10. Electronic copy of the Annual Report and Notice of the 27th 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 27th 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.
11. Route Map showing directions to reach to the venue of the 27th AGM is attached to the Annual Report as per the requirement of the Secretarial Standards - 2 on "General Meeting."
12. **Voting through Electronic means: -**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and all the items of the business may be transacted through Electronic Voting (e-Voting) Services.

The instructions for shareholders voting electronically are as under:-

- (i) The voting period begins on **at 09:00 A.M. on Tuesday, the 26th September, 2017 and ends on at 05:00 P.M. on Thursday, the 28th September, 2017**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, the 22nd September, 2017**, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha - numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> 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/ Address Sticker indicated in the PAN field.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> 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 the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "**SUBMIT**" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **GALAXY BEARINGS LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.

- (xiv) 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.
- (xv) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
13. Mr. Krunal Hirapara, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process as well as voting through ballot paper at the Meeting, in a fair and transparent manner.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO THE REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015):-

Name of the Director	Mrs. Tuhina R. Bera	Mr. Bharatkumar K. Ghodasara
DIN	07063420	00032054
Date of Birth	26 th October, 1964	01 st February, 1959
Date of Appointment	08 th January, 2015	28 th March, 1994
Qualifications	M.S. in Electrical Engineering (USA)	Graduate in Commerce
Experience & Expertise in specific functional areas	Mrs. Tuhina R. Bera is having an outstanding exposure in administration and accounts.	Mrs. Bharatkumar K. Ghodasara is having very rich experience in manufacturing, production, marketing and finance for more than 30 years.
No. of Shares held in the Company	65,000	15,600
List of Listed Entity in which Directorship held as on 31.03.2017	N.A.	N.A.
List of Listed Entity in which membership of Committees of the board held as on 31.03.2017.	N.A.	He is chairman of the Risk Management Committee and member of the Stakeholders Relationship Committee of our company.
Relationships between directors inter se	Mrs. Tuhina R. Bera is a daughter of Mr. Vinodrai H. Kansagara, Director of the company.	N.A.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4:

Mr. Bharatkumar Keshavji Ghodasara (having DIN: 00032054), aged 58, is a Commerce Graduate. He is having very rich experience in manufacturing, production, marketing and finance for more than 30 years. He was appointed as Joint Managing Director of the Company with effect from 1st April, 2014 for a period of 3 years by the members of the Company in their Annual General Meeting held on 27th September, 2014. His tenure was expired on 31st March, 2017 and the Board of Directors on the recommendation of the Nomination and Remuneration Committee, in their meeting held on 26th May, 2017 considered his contribution, expertise and valuable guidance provided to the Company and appointed him as Managing Director of the Company for a period of three years from 01st June, 2017 to 31st May, 2020.

The Board of Directors on further recommendation of the Nomination and Remuneration Committee, in their meeting held on 11th August, 2017 re-designated him as a Whole Time Director of the Company for a period of three years from 01st September, 2017 to 31st August, 2020 subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

In terms of the provisions of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), your approval is required by way of ordinary resolution for the aforesaid appointment of Mr. Bharatkumar Ghodasara as Whole Time Director of the company. The Board of Directors accordingly recommend the resolution for your approval by way of an Ordinary Resolution as set out in Item no. 4 of the this notice.

None of the Directors, except Mr. Bharatkumar Ghodasara, being Key Managerial Personnel are interested or concerned, financially or otherwise, in the said resolution.

ITEM NO. 5:

As per the provisions of section 20 of the Companies Act, 2013, the documents may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his address or by such electronic or other modes as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its annual general meeting.

The Board of Directors accordingly recommend the resolution for your approval by way of an Ordinary Resolution as set out in Item no. 5 of the this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the said resolution.

DIRECTOR S' REPORT

To,
Dear Shareholder

The Directors have pleasure in presenting the **27th Annual Report** of your Company together with the Audited Financial Statement for the financial year ended 31st March, 2017.

FINANCIAL SUMMARY

Particulars	(Rs. in lacs except per equity share data)	
	For the Year ended	
	31.03.2017	31.03.2016
Total Revenue	4339.52	3740.98
Profit/ (Loss) before Interest and Depreciation	707.59	548.48
Less: Finance Cost	126.68	175.34
Profit/(Loss) Before Depreciation	580.91	373.14
Less: Depreciation and Amortisation Expense	137.19	116.41
Profit / (Loss) Before Tax	443.72	256.73
Provision for taxation		
Less: Current Tax	158.00	80.00
Less: Short / (Excess) Provision of Income Tax of earlier years	(0.59)	(0.93)
Less: Deferred Tax Liability / (Assets)	(07.64)	18.07
Net Profit / (Loss) After Tax	293.95	159.59
Balance of Surplus brought forward from previous year	1544.95	1385.36
SURPLUS CARRIED TO BALANCE SHEET	1838.91	1544.95
GENERAL RESERVE	16.89	16.89
TOTAL RESERVEES& SURPLUS	1855.80	1561.85
Paid up Share Capital	318.00	318.00
Net worth	2173.80	1879.85

Footnote: Previous year figures have been regrouped/re-classified wherever required.

REVIEW OF OPERATIONS

During the year under review, total revenue of your Company has increased to Rs. 4339.52 lacs as against Rs. 3740.98 lacs in the previous year and net profit of the company for the year has increased to Rs. 293.95 lacs as compared to 159.59 lacs for the previous year.

DIVIDEND

As a matter of sound accounting practice and management philosophy; your Directors are of the opinion to make sound economic base for the Company and in order to conserve the resources; do not recommend any dividend for the year under review.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2017 was **`318.00 Lacs**. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

AMOUNTS TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to General Reserve of the company. The Company earned net profit of Rs. 293.95 Lacs which has been transferred to surplus in the statement of profit and loss account. Thus total reserve and surplus stood Rs. 1855.80 Lacs at the end of the year.

INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.