

GALAXY CONSOLIDATED FINANCE LIMITED

ANNUAL REPORT : 2011-2012

BOOK-POST

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Galaxy Consolidated Finance Limited
"Shree Commercial" Dr.Yagnik Road,
Rajkot-360001

GALAXY CONSOLIDATED FINANCE LIMITED

TWENTY SIXTH ANNUAL REPORT: 2011-2012

BOARD OF DIRECTORS

| | |
|--------------------------|------------------------------|
| Shri.Ashok Patel | Chairman & Managing Director |
| Dr.Dinesh Patel | Director |
| Dr.Shirishkumar Vachhani | Director |
| Shri.Bhikhulal Hansaliya | Director |
| Smt.Sarojben Vachhani | Director |

AUDITORS

M/s. V. V. Pandya & Company
Chartered Accountants

BANKERS

Dena Bank

REGISTERED OFFICE

"Shree Commercial"
Dr.Yagnik Road,
Rajkot-360001

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the 26th Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2012.

FINANCIAL RESULTS:

The working results of the Company for the year under review are as under: Rs.(in lakhs)

| | As on 31/3/2011 | As on 31/3/2012 |
|---|-----------------|-----------------|
| Income | 1.22 | 1.15 |
| Gross Profit before interest & depreciation | 0.06 | 0.05 |
| Less: Interest | — | — |
| Profit before depreciation | 0.06 | 0.05 |
| Less: Depreciation | 0.04 | 0.03 |
| Tax provision | — | — |
| Profit for the year | 0.02 | 0.02 |
| Proposed dividend on Equity Shares | Nil | Nil |
| Balance carried to balance sheet | 0.02 | 0.02 |

OPERATIONS: The Company is strategically pursuing its activity in agriculture related field with a view to enter contract farming,, greenhouse, biofuels etc. The management expects growth in this sector in the states of Gujarat, Rajasthan & Orissa as a result of government's special focus and promotion. In view of the said facts we do not propose any dividend.

DEPOSITS: The Company has not accepted any deposits from the public during the accounting year.

PERSONNEL: The Company has no employees in the category specified under Sec 217(2A) of the Company's Act 1956.

COMPLIANCE CERTIFICATE: In terms of the proviso to Sec.383A of the Companies Act 1956, Compliance certificate obtained from a Company Secretary in practice for the year under review is annexed.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, and FOREIGN EXCHANGE EARNING AND OUTGO: The company has no activities relating to conservation of energy or technology absorption. There has been no foreign exchange earning or outgo during the year under review.

DIRECTORS: In accordance with the provisions of the Companies Act 1956 and the Articles of Association of the Company Shri.Dr. Dinesh Patel and Smt. Sarojben Vachhani retire by rotation and are eligible for reappointment. None of the Directors is disqualified from being appointed as or holding office as directors, as stipulated under Section 274 of the Companies Act,1956.

STOCK EXCHANGE: The company's shares are listed on Bombay Stock Exchange Limited, Mumbai (Scrip Code: 511128).The company has paid the necessary listing fees for the year. In accordance with the approval granted by the share holders, the company has applied for delisting from Ahmedabad Stock Exchange Limited.

DIRECTOR'S RESPONSIBILITY STATEMENT:

1. In the preparation of the Annual accounts, the applicable accounting standards have been followed.
2. The accounting policies have been applied consistently and adjustments and estimates that have been made for the preparation of the accounts are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year and of the profit of the Company for the year.
3. Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,1956 and taken steps to safe guard the assets of the company and to prevent fraud and irregularities.
4. Directors have prepared the accounts on a going concern basis.

AUDITORS: M/s V.V.Pandya & Company, Chartered Accountants who are Auditors of the Company retire at ensuing Annual General Meeting of the Company and are eligible for reappointment.

ACKNOWLEDGEMENT:The Directors record their sincere appreciation for the cooperation and support extended by the Bankers and employees of the Company during the year under review.

Place: Rajkot,
Dated: 23rd May 2012

On behalf of the Board of Directors

Ashok Patel
Chairman

COMPLIANCE CERTIFICATE

To, The Members

M/s Galaxy Consolidated Finance Limited,

I have examined the registers, books and papers of M/s. Galaxy Consolidated Finance Limited, as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum & Articles of Association of the Company for the financial year ended 31st March 2012. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate with the Registrar of Companies, Gujarat, within the time prescribed under the act and the rules made there under.
3. The company being a public limited company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met 9(Nine) times respectively on 21/3/11, 11/4/11, 21/5/11, 5/7/11, 2/8/11, 6/9/11, 3/10/11, 18/10/11 and 3/1/12 in respect of which meeting notices were sent and minutes were properly recorded and signed including the circular resolutions passed in the minutes book maintained for the purpose.
5. The Company closed its Register of Members from 30/8/11 to 5/9/11 and necessary compliance of Sec.154 of the Act has been made.
6. The annual general meeting for the financial year ended 31/3/11 was held on 5/9/11 after giving due notice to members of the company and resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Sec.297 of the Act.
10. The company was not required to make any entries in the register maintained u/s 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board Of Directors, members or Central Government, as the case may be.
12. The company has not issued any duplicate certificates during the financial year.
13. The company has:
 - i. delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - ii. has not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - iii. has not posted warrants to any member of the company as no dividend was declared during the financial year.
 - iv. duly complied with the requirements of Sec.217 of the Act.
14. The Board of Directors of the company is duly constituted and there was no appointment of additional directors and /or alternate director during the financial year.
15. The company has not appointed Managing Director during the financial year.
16. The company has not appointed any sole selling agents during the financial year.
17. The company was not required to obtain any approvals of the Central government, Company Law Board, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to provisions of the Act and the rule made there under.
19. The company has not issued any shares, debentures or other securities during the financial year.
20. The company has not bought back any shares during the financial year.