



**GALAXY**  
AGRICO EXPORTS LTD.

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

ANNUAL REPORT 2016-2017

COMPANY INFORMATION

**BOARD OF DIRECTORS:**

NATHABHAI J. SADARIA -	MANAGING DIRECTOR
MANOJ H. SHAH -	WHOLE TIME DIRECTOR
SANJAY J. PATEL	-WHOLE TIME DIRECTOR
KIRANKUMAR GOVANI	-INDEPENDENT DIRECTOR
MANSUKHLAL GOVANI	-INDEPENDENT DIRECTOR
AJAY PATEL	-INDEPENDENT DIRECTOR
JAGDISH SHAH -	INDEPENDENT DIRECTOR
MAUSAMI SADARIA	-WOMEN DIRECTOR

**CHIEF FINANCIAL OFFICER**

MAHESH APARNATH

**AUDITORS**

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

**REGISTERED AND SHARE TRANSFER AGENET**

**MAIN OFFICE**

LINK INTIME INDIA PVT. LTD  
C-13 PANALAL SILK MILL COMPOUND,  
LBS MARG, BHANDUP (W),  
MUMBAI-400078 (MAHARASHTRA) INDIA

**AHMEDABAD BRANCH**

LINK INTIME INDIA PVT. LTD  
303 SHOPPERS PLAZA-V,  
OPP: MUNICIPAL MARKET,  
OFF: C.G. ROAD, NAVRANGAPURA,  
AHMEDABAD-380009 (GUJARAT) INDIA  
[ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

**REGISTRERED OFFICE**

236 JAIKISHAN IND. ESTATES,  
BEHIND MURLIDHAHR WEIGH BRIDGE,  
VERAVAL (SHAPAR)-360024  
DIST. RAJKOT (GUJARAT) INDIA

## **NOTICE**

Notice is hereby given that Twenty Third Annual General Meeting of the Members of GALAXY AGRICO EXPORTS LIMITED will be held on Saturday 30<sup>th</sup> September 2017 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 (Gujarat) India to transect the following business:

### **ORDINARY BUSINESS:**

1. To Receive, Consider and Adopt the audited financial statement (including the consolidated financial statements) of the company for the financial year ended March 31, 2017 and the reports of the Board of Directors ('the Board') and auditors thereon.

2. To appoint Director in place of Mr. MANOJ HARSUKHLAL SHAH (Din: 02173383) who retires by rotation and being eligible to offer himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the member of the company be, and is hereby accorded to the reappointment of MANOJ HARSUKHLAL SHAH (DIN 02173383) as a whole- time director, to extent that he is required to retire by rotation."

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 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 thereof, for the time being in force), & Schedule VIII Item IX Part A para 2 of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations ("SEBI (ICDR) Regulations") the Company hereby appoint M/s H. B. KALARIA & Associates – Chartered Accountant having Registration No.104571W and holding Peer Review Certificate issued by Peer Review Board of the Institute of Chartered Accountants of India as a Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as the Board of Directors may fix in this behalf."

**SPECIAL BUSINESS:**

4. Approval of Remuneration of Mr. Manoj Shah (Din: 02173383) pursuant to section 197-198 read with Schedule V

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 196,197 & 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act and subject to the approval of the Central Government and such other authorities as may be necessary, consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Manoj Shah (Din 02173383)- Whole Time Director, up to maximum of Rs. 12,00,000/- (Rupees Twelve Lacs Only) (Inclusive of Bonus and all other perquisite) Per annum w.e.f 01<sup>st</sup> April 2017 up to the expiration of his tenure as Whole time director payable for financial year in which profit is inadequate as per schedule V of the Companies Act, 2013 subject to change as Board may deemed fit as per profitability of the Company, provided that the amount of remuneration includes all perquisites”

5. Approval of Remuneration of Mr. Sanjay Patel (Din: 01632620) pursuant to section 197-198 read with Schedule V

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 196,197 & 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act and subject to the approval of the Central Government and such other authorities as may be necessary, consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Sanjay Patel (Din: 01632620) – Whole Time Director, up to maximum of Rs. 12,00,000/- (Rupees Twelve Lacs Only) (Inclusive of Bonus and all other perquisite) Per annum w.e.f 01<sup>st</sup> April 2017 up to the expiration of his tenure as Whole time director payable for financial year in which profit is inadequate as per schedule V of the Companies Act, 2013 subject to change as Board may deemed fit as per profitability of the Company, provided that the amount of remuneration includes all perquisites

6 Strike Off Wholly owned Subsidiary Company Through Fast Track Exit Scheme:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 248(2) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to clause 24 of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 or any other applicable clause of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 , the consent of the members be and are hereby accorded to the Board of Directors to struck off ACCUMAX RINGS LIMITED (A Wholly Owned Subsidiary Company) from the records of Registrar of Companies as the company is not in operation and unable to continue.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, things necessary and incidental thereto to give effect to the above resolution.”

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

Sd/  
NATHABHAI JERAMBHAI SADARIA  
Chairman & Managing Director  
(DIN: 00167254)

**Registered Office:**

236 Jai Kishan Industrial Estates,  
Behind Murlidhar Weigh Bridge,  
Veraval-Shapar, Dist: Rajkot 360024  
(Gujarat) India

Date: 31/08/2017

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. 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. \

Proxy form is annexed to the Notice.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder.

The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll.

3. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
4. Members or Proxy should fill in the attendance slip for attending the Meeting.
5. 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.
6. The Statutory Register under the Companies Act, 2013 (Register under Section 170, 189 and other section as required by the Companies Act, 2013) is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 5.00 pm except on holidays and will be made available at the venue of the meeting.
7. The Register of Member and Share Transfer books will remain close from Saturday September 23, 2017 to Saturday, September 30, 2017 (Both days inclusive)
8. Members are requested to forward their queries on Annual Accounts or other Sections of the Annual Report to the Compliance Officer at address of the registered office of the Company at least 7days in advance for enabling the Company to furnish appropriate details.
9. Members are requested to bring their copy of the Annual report at the Meeting.
10. 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.

11. 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.
12. Electronic copy of the Notice of the 23<sup>rd</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 23<sup>rd</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.
13. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility which will enable the Members to cast their votes electronically on all the resolutions set out in the Notice.
14. E-voting Facility:
  - (i) The e-voting period commences on Wednesday, 27th September 2017 (9 a.m.) and ends on Friday, 29th September 2016 (5 p.m.). The cut –off date for determining the eligibility of Members for the remove e-voting and poll is Friday, 22<sup>nd</sup> September 2017. The e-voting module shall be disabled for voting after the end of the e-voting period.
  - (ii) During the e-voting period, the Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of 22<sup>nd</sup> September 2017, may cast their vote electronically. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - (iii) The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer E-voting facility to all its Members to enable them to cast their vote electronically.
  - (iv) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ Beneficial Owner (in case of shares held in dematerialised form) as on the cut-off date i.e. Friday – 22<sup>nd</sup> September 2017. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories on the aforesaid cut-off date only shall be entitled to avail the facility of remote e-voting/ poll.

- (v) Any person who becomes a member of the Company after dispatch of the Notice of the Annual General Meeting and holding shares as on the cut-off date i.e. Friday, 22<sup>nd</sup> September 2017 and wishing to participate in the e-voting may obtain User Id and password by sending a letter or email to the Company's Registrars and Transfer Agents, Link Intime India Private Limited (Unit No. 303 3<sup>rd</sup> Floor, Shoppes Plaza V, Opp Municipal Market, Behind Shoppers' Plaza- II, off C G Road, Ahmedabad 380009) ) - (email id: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)) providing details such as name of the Member, DPID / Client ID no. and name of the Company. User ID and password will be provided through email or SMS or letter as per details of the Member provided by the Depositories or available with the Registrars. Members can also contact Mr. Nilesh Dalwadi of Link Intime India Private Limited on no. (079) - 2646 5179. Further note that office hour of Link Intime India Private Limited is Monday to Friday between 9.00 a.m. to 4.00 p.m.
- (vi) The Notice of the Annual General Meeting is sent electronically to all the shareholders who have registered their email addresses with the Company / Depositories and to the other shareholders by Speed Post / Registered Post / Courier.
- (vii) E- voting is optional for Members. Members who have voted electronically through remote e-voting shall not be allowed to vote at the Annual General Meeting.
- (viii) The Board of Directors has appointed M/s Manek Parekh Khiraiya & Associates, Practising Chartered Accountant Firm Number 127201, As Scrutinizer for conducting the remote electronic voting process in a fair and transparent manner. The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favour or against, if any, within a period of three working days from the date of conclusion of the e-voting period. The results declared along with the Consolidated Scrutinizer's report shall be placed on the website of the Company on [www.galaxygirco.com](http://www.galaxygirco.com) the results shall simultaneously be communicated to the Stock Exchanges.

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

:→ In case of members receiving e-mail:

- (i) The voting period begins on Wednesday, 27th September 2017 (9 a.m.) and ends on Friday, 29th September 2016 (5 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 22nd September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (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](http://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)  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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both 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 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.
- (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 <Company Name> 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 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.



(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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](http://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](mailto: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 linked in the login 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.
- 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.

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).

15. Route map giving directions to the venue of the meeting is annexed to the Notice.

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

Sd/  
NATHABHAI JERAMBHAI SADARIA  
Chairman & Managing Director  
(DIN: 00167254)

Place: Veraval - Shapar (Rajkot)  
Date: 31/08/2017

Details of the seeking appointment/re-appointments at the 23<sup>rd</sup> Annual General Meeting of the Company as per Regulation 36(3) SEBI (Listing obligation and Disclosure Requirement) Regulation, 2015.

Re-appointment of Mr. Manoj Shah (Item No. 2)

In terms of Section 152(6) of the Companies Act, 2013, Mr. MANOJ HARSUKHLAL SHAH (DIN 02173383) shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment. Mr. MANOJ SHAH appointed as a whole-time Director of the Company. As per the terms of his appointment/re-appointment at the General Meeting as a whole time director, retiring by rotation would not constitute break in his appointment as a Director.

Mr. MANOJ SHAH is Bachelor of Commerce from M.S. University, Baroda. He is having experience of this filed since last 19 years. As per opinion of the Board of Directors if Mr. Manoj Shah re-appointed as a whole time Director, the company will get immense benefit of his long experience.

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

In the opinion of the Board, Mr. Manoj Shah fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further Details of Director is given as under:

Sr. No.	Appointment
Full Name	Manoj Harsukhlal Shah
Din Number	02173383
Date of Birth	15/06/1964
Date of Previous Appointment if Any	01/07/2008
Expertise Area	Marketing
Directorship in Other Company	Accumax Rings Limited
Member in Committee	4
No. of Share held as on 31 <sup>st</sup> March 2017	149600

**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

The Board of Director of the Company at its meeting held on 31<sup>st</sup> August 2017 (pursuant to approval of remuneration from Nomination and Remuneration Committee) has, subject to approval of the members, approve the remuneration to Mr. Manoj Shah up to Rs. 12,00,000/- (Rupees Twelve Lacs Only) per annum subject to change as per profitability of the company. The remuneration including benefits, amenities and perquisites nevertheless be paid and allowed to Mr. Manoj Shah as remuneration for any financial year in case of absence or inadequacy of profits for such year. The approved remuneration is valid till expiration of his tenure as Whole Time Director.

Particulars required under schedule V for approval of remuneration of Mr. MANOJ H. SHAH are as under:

:→ GENERAL INFORMATION:

Nature Of Industry	:	Bearing Manufacturing
Date Of Commercial Production	:	Since Incorporation
In Case of New Companies, Expected Date of Commercial Activities	:	Not Applicable
Financial Performance	:	As per Annexure –A
Foreign Investment	:	Not applicable

:→ INFORMATION ABOUT APPOINTEE:

1. BACK GROUND DETAILS: Mr. Manoj Shah is engaged with the company since 01<sup>st</sup> July 2008. Mr. Manoj Shah is Bachelor of Commerce from M.S. University, Baroda. He is having experience of this filed since last 19 years. He is having depth knowledge about bearing manufacturing industries. He continues to work as a Director. However, now it requires increasing the remuneration to him as Director.
2. PAST REMUNERATION: Approved Remuneration 1.00 Lacs per Month.
3. RECONGNISITION OR AWARD: Not Applicable

4. **JOB PROFILE AND SUITABILITY:** Mr. Manoj Shah is working with company since last decade. He is looking after marketing department of the company. Bachelor of Commerce from M.S. University, Baroda have in-depth knowledge of forging industries. Therefore, He is a proper person to justify the remuneration payable to him and for remuneration payable to him.
5. **PROPOSED REMUNERATION:** Rs. 12,00,000/- (Rupees Twelve Lacs Only) per annum with effect from 01<sup>st</sup> April 2017 subject to profitability of the company i.e. the Board of Directors can mutually reduce the remuneration on the base of financial performance of the company subject to upper limit of Rs. 12,00,000/- (Rupees Twelve Lacs Only) Per Annum.
6. **REMUNERATION COMPARISON:** The remuneration is proposed after comparison of remuneration package of other industry working on the same level. Further remuneration is decided after the responsibilities shouldered on him as Managing Director & Chairman.;
7. **PECUNIARY RELATIONSHIP:** Does not have any pecuniary relationship with the Company except remuneration drawn as Whole Time Director

:→ OTHER INFORMATION:

1. **REASON FOR INADEQUACY OF PROFIT AND IMPROVING STEPS:** The company made profit for last three financial years. But that profit is considered inadequate as per section 197 of the Companies act, 2013.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment

Mr. Manoj Shah

Age	53 Years
Qualifications	Bachelors of Commerce
Experience	19 Years
Terms and conditions of appointment or re-appointment	Substantial Terms and Conditions of Appointment are as under; 1) Proposed remuneration is payable to the Director subject to profitability of the company i.e the Board of Directors can mutually reduce the remuneration on the base of financial performance of the company subject to upper limit of Rs. 12,00,000/- (Rupees Twelve Lacs) Per annum.

	<p>2) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder</p> <p>3) The Director can resign from the company by giving simple notice of resignation.</p>
Last drawn remuneration	35,000/- per Month (Approved Remuneration was Rs. 1,00,000/- per Month)
Date of first appointment on the Board	01/07/2008
No. of share held	149600 Equity Shares
Relationship with Directors, Managers & KMP	Not Related
Number of Board Meeting attended during Previous Financial Year	8
Chairman/ Member of the Committees of Boards of other companies	Not Applicable

No Other Directors, Key Managerial person or Relatives of both are interested in the resolution.

#### ITEM NO. 5

The Board of Director of the Company at its meeting held on 31<sup>st</sup> August 2017 (pursuant to approval of remuneration from Nomination and Remuneration Committee) has, subject to approval of the members, approve the remuneration of Mr. Sanjay Patel up to Rs. 12,00,000/- (Rupees Twelve Lacs Only) per annum subject to change as per profitability of the company. The remuneration including benefits, amenities and perquisites nevertheless be paid and allowed to Mr. Manoj Shah as remuneration for any financial year in case of absence or inadequacy of profits for such year. The approved remuneration is valid till expiration of his tenure as Whole Time Director.

Particulars required under schedule V for approval of remuneration of Mr. Sanjay Patel are as under:

:→ GENERAL INFORMATION:

Nature Of Industry	:	Bearing Manufacturing
Date Of Commercial Production	:	Since Incorporation
In Case of New Companies, Expected Date of Commercial Activities	:	Not Applicable
Financial Performance	:	As per Annexure –A
Foreign Investment	:	Not applicable

:→ INFORMATION ABOUT APPOINTEE:

1. BACK GROUND DETAILS: Mr. Sanjay patel aged 53 Years, Bachelor of Business Administration from Sardar Patel University, Anand. He is having experience of more than 20 Years in industries. He is having depth knowledge about bearing manufacturing industries. He continues to work as a Director. However, now it requires increasing the remuneration to him as Director.
2. PAST REMUNERATION: Approved Remuneration 1.00 Lacs per Month.
3. RECONGNISITION OR AWARD: Not Applicable
4. JOB PROFILE AND SUITABILITY: Mr. Sanjay Jayantibhai patel, aged 53 Years is a Bachelor of Business Administration from Sardar Patel University, Anand. Mr. Sanjay Patel is having experience of more than 19 years. He is engaged with the company since last decades. Looking to dedication of work and experience the offered salary is justifiable on all aspects.
5. PROPOSED REMUNERATION: Rs. 12,00,000/- (Rupees Twelve Lacs Only) per annum with effect from 01<sup>st</sup> April 2017 subject to profitability of the company i.e. the Board of Directors can mutually reduce the remuneration on the base of financial performance of the company subject to upper limit of Rs. 12,00,000/- (Rupees Twelve Lacs Only)Per Annum.
6. REMUNERATION COMPARISION: The remuneration is proposed after comparison of remuneration package of other industry working on the same level. Further remuneration is decided after the responsibilities shouldered on him as Managing Director & Chairman.;
7. PECUNIARY RELATIONSHIP: Does not have any pecuniary relationship with the Company except remuneration drawn as Whole Time Director

:→ OTHER INFORMATION:

5. REASON FOR INADEQUACY OF PROFIT AND IMPROVING STEPS: The company made profit for last three financial years. But that profit is considered inadequate as per section 197 of the Companies act, 2013.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment

Mr. Manoj Shah

Age	53 Years
Qualifications	Bachelors of Business Administration
Experience	19 Years
Terms and conditions of appointment or re-appointment	Substantial Terms and Conditions of Appointment are as under; 4) Proposed remuneration is payable to the Director subject to profitability of the company i.e the Board of Directors can mutually reduce the remuneration on the base of financial performance of the company subject to upper limit of Rs. 12,00,000/- (Rupees Twelve Lacs only) Per annum. 5) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder 6) The Director can resign from the company by giving simple notice of resignation.
Last drawn remuneration	35,000/- per Month (Approved Remuneration was Rs. 1,00,000/- per Month)
Date of first appointment on the Board	01/07/2008
No. of share held	111250 Equity Shares
Relationship with Directors, Managers & KMP	Not Related
Number of Board Meeting attended during Previous Financial Year	8

Chairman/ Member of the Committees of Boards of other companies	Not Applicable
---	----------------

No Other Directors, Key Managerial person or Relatives of both are interested in the resolution.

ITEM NO. 7

"ACCUMAX RINGS LIMITED (Wholly owned Subsidiary Company)", incorporated on 03/04/2013 under the Companies Act, 1956 having its registered office 236, Jai Kishan Industrial Estate Behind Murlidhar Weigh Bridge, Shapar Rajkot as a wholly owned subsidiary to undertake the business of bearing manufacture of the Galaxy Agrico Exports Limited. However, because of some adverse reason the company not started its production and inoperative since date of incorporation. Further there is no possibility to commence any work under wholly owned subsidiary i.e. "ACCUMAX RINGS LIMITED".

The management is of opinion to struck off the name of the company from the register of registrar of Companies. (Gujarat). Therefore, Board of Directors has not any future plan for the company and they recommend making an application under section 248 to 252 of the Companies Act, 2013 for striking off the name of the company with the Registrar of Companies for removing its name of the company from the Register kept in his office.

Further company has no liability or assets or does not have any dues or amount to any including the central/state/local Government.

No Directors, Key Managerial person or Relatives of both are interested in the resolution.

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

Sd/  
NATHABHAI JERAMBHAI SADARIA  
Chairman & Managing Director  
(DIN: 00167254)

Place: Veraval-Shapar  
Date: 31/08/2017



FINANCIAL HIGHLIGHTS FOR PRECEEDING TWO FINANCIAL YEAR

ANNEXURE -A

Particulars	31.03.2017	31.03.2016
Revenue from Operation	5,62,29,145	5,71,48,312
Other Income	14,12,491	18,80,314
Total Revenue	5,76,41,636	5,90,28,626
Expenditure	5,86,21,575	5,56,68,703
Profit(loss) before Tax (PBT)	(9,79,939)	33,59,923
Exceptional Item	-----	(500000)
Tax Expenses:		
Current Tax	-----	-----
Deferred Tax	(11,05,564)	(11,96,934)
Net Profit/loss after tax (PAT)	125,625	40,56,857
Earning per Equity Share:		
Basic	0.05	1.67
Diluted	0.05	1.49

## DIRECTORS' REPORT

To,  
The Members,  
GALAXY AGRICO EXPORTS LIMITED

Your Directors are pleased to present the 23<sup>rd</sup> Annual Report of the company together with the Annual Audited Financial Statements for the year ended 31<sup>st</sup> March, 2017.

### STATEMENT OF COMPANY'S AFFAIRS: (section 134 (3) (I))

01] **FINANCIAL HIGHLIGHTS:**

Particulars	31.03.2017	31.03.2016
Revenue from Operation	5,62,29,145	5,71,48,312
Other Income	14,12,491	18,80,314
Total Revenue	5,76,41,636	5,90,28,626
Expenditure	5,86,21,575	5,56,68,703
Profit(loss) before Tax (PBT)	(9,79,939)	33,59,923
Exceptional Item	-----	(500000)
Tax Expenses:		
Current Tax	-----	-----
Deferred Tax	(11,05,564)	(11,96,934)
Net Profit/loss after tax (PAT)	125,625	40,56,857
Earning per Equity Share:		
Basic	0.05	1.67
Diluted	0.05	1.49

During the year under review, the Company delivered revenue of INR 57,641,636 (Including other income) which is lower as compared to the F/Y-2015-16 i.e. INR 59,028,626 due to decrease in turnover, Company registered profit of INR 125,625 Which is lower as compared to previous financial year. However, the management is very positive for the upcoming year.

02] **DIVIDEND:**

Your directors do not recommend any dividend for the F.Y.: 2016-17

03] **RESERVES & SURPLUS:**

There is balance of INR 2,50,000 lying in the General Reserve Account. The Company made profit of INR 1,25,625 during the year. As no Dividend is recommended by the board total amount of profit credited to the surplus account, making the surplus amount of INR 53,59,404 at the end of the year.

04] **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 "A" to this report.

05] **BOARD MEETINGS:**

The Board of Directors met Eight (8) times during the financial year. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

The Board meetings are held at least once in every quarter. The Board meetings are generally held at Registered Office of the Company. The dates of the Board Meetings are fixed well in advance and intimated to the Board members so as to enable the Directors to plan their schedule accordingly.

During the year ended March 2016- '17 meeting was held on the following dates:

Sr. No.	Date	Total No. of directors as on the date of the Meeting	No. of directors attended
1	11/04/2016	8	8
2	30/05/2016	8	8
3	13/08/2016	8	8
4	31/08/2016	8	8
5	14/11/2016	8	8
6	08/12/2016	8	8
7	23/01/2017	8	8
8	13/02/2017	8	8

It is clarified by the entire director that they are not a member in more than 10 committees or act as Chairman of more than five committees across all companies in which he is a director.

06] **DIRECTORS:**

In ensuing General Meeting Mr. MANOJ HARSUKHLAL SHAH (Din: 02173383) is liable to retire by rotation and being eligible, offers herself for re-appointment.

07] **DECLARATION OF INDEPENDENT DIRECTOR'S:**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013.

Independent Directors of the company met one time during the Year on 10<sup>th</sup> March 2017, as per Regulations 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

08] **SUBSIDIARIES:**

A wholly-owned subsidiary in the name of "Accumax Rings Limited" has been incorporated in the month of April, 2013. The subsidiary has been established to focus on the Forged Rings business. Your Company would have focused on the Agriculture Equipments & Trading business. However somehow the object of the incorporation of the subsidiary company is not fulfilled. The subsidiary is inoperative since incorporation. The statement containing salient features of the financial statement of the company's subsidiary in the prescribed form AOC-1 is appended as Annexure- "B" to this report.

09] **CONSOLIDATED FINANCIAL STATEMENT:**

In accordance with the Companies Act, 2013 ("the Act") and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with AS - 23 on Accounting for Investments in Associates and AS - 27 on Financial Reporting of Interests in Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

10] **RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed;

- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31<sup>st</sup> March, 2017 and of the Profit of the Company for that year;
- (iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors have prepared the annual accounts on a going concern basis;
- (v) that the Directors have laid down internal financial controls to be followed by the Company and that such internal controls are adequate and are operating effectively; and
- (vi) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11] **COMMITTEE OF THE BOARD:**

The Company has constituted various committees. Following committees has been established as a part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of Companies Act,2013 and SEBI (LODR) Regulation,2015:

- 1) Audit Committee
- 2) Shareholder and Investor Grievance Committee
- 3) Nomination and Remuneration Committee
- 4) Sexual Harassment resolve committee

A detailed note on the board and its committees is provided in the Corporate Governance Report forming part of this Annual Report.

12] **VIGIL MECHANISM:**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, comprises of group of senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail. The policy for the same has been disclosed on the company website at the following link: [http://www.galaxyagrigo.com/vigil\\_mechanism.html](http://www.galaxyagrigo.com/vigil_mechanism.html)

13] **DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186 (4) OF THE COMPANIES ACT, 2013:**

Investments made and Loans given as under. Your Company has not given any Corporate Guarantees in respect of loans as at 31.03.2017.

Sr. NO.	Particular of Investment and Loan	Name of Entity and Person	Amount of Investment or Loan	Purpose
01	Investment	The Rajkot Nagrik Sahakari Bank Ltd.	24,056/-	As a part of Loan agreement
02	Investment	The Rajkot Nagrik Sahakari Bank Ltd.	5,60,000/-	As a part of Loan agreement
03	Investment	Accumax Rings Limited	5,00,000/-	Incorporation of Wholly owned subsidiary
03	Loan	Mr. Manoj H. Shah	3,00,000/-	Advance for Company Expenses.

14] **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:**

The Company has not entered in any transaction which is falling under Section 188 of the Companies Act, 2013

15] **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT:**

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company. However, the Wholly owned subsidiary Company M/s Accumax Rings Limited is in close situation, so the investment made in the wholly owned subsidiary is carried to profit and loss account.

16] FOREIGN EXCHANGE EARNINGS AND OUTGO:

[ in lakhs]

Particulars	2016-17	2015-16
Total foreign Exchange earned (FOB Values)	16,390,800	72,87,085
Total foreign Exchange expended	-----	4,43,732

17] CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, ETC.:

Your Company has given utmost priority for conservation of energy while making technical selection of machinery and shall continue to do the same in all the areas in future.

A. Power & Fuel Consumption

Sr. No	Particulars	2016-17
01	Electricity:	
02	Units (Numbers)	18,21,585
03	Total Amount (INR)	1,49,98,519.67
04	Rate/Unit (Rs.)	8.23

B. Technology Absorption

The Company has not taken any new technology in particular nor entered into any technology agreement during the period hence the information required is not applicable.

The technology used by the Company is indigenously developed and no technology has been imported.

C. Environment

Your company has taken due care so as not to disturb the ecological balance of the region. The company has also planted a number of trees in the surrounding area so as to keep the environment pollution-free.

18] RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks in achieving the objectives of the Company. The internal control systems are commensurate with the nature and size of the business of the Company.

[http://www.galaxyagrico.com/risk\\_mgmt\\_policy.html](http://www.galaxyagrico.com/risk_mgmt_policy.html)

19] **CORPORATE SOCIAL RESPONSIBILITY:**

Since the company does not fall in the criteria mentioned in Section 135(1) of the Companies Act, 2013, the said provisions do not apply to your company.

20] **EQUITY SHARES WITH DIFFERENTIAL RIGHTS SWEAT EQUITY & ESOS:**

No Equity shares with Differential rights, sweat equities or share under employee stock option scheme were issued during the year.

21] **REASON FOR RESIGNATION OF DIRECTOR (SECTION 168(1)):**

Not Applicable as no directors have resigned

22] **AUDITORS:**

Mr. Arun M. Kothari, auditor of the company will retire at the ensuing Annual General Meeting. The Board of Director has recommended appointment of M/s H. B. KALARIA & Associates – Chartered Accountant (Registration No.: FRN 104571W) as a Statutory Auditor of the Company. Further M/s H. B. Kalaria have indicated his willingness to act as such and has confirmed that his appointment, if made, shall be within the limits of Section 141(3)(g) of the Companies Act, 2013 and that he is not disqualified for appointment.

The notes on Financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments.

23] **SECRETARIAL AUDITOR:**

The Board has appointed CS Vidhi Vyas, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith marked as Annexure "C" to this Report.

The clarification on noting in the secretarial audit report

1. It is a procedural lapse on the part of the Company and no malafied intention involved.
2. Ms. R. K. Agency is engaged with the business of finance with a valid License Number GML/3-C/708/2014. However, the management unable to provide copy of license to the Secretarial Auditor in given time span.
3. The Company is located in very remote area. After resignation of the Company secretary on 03<sup>rd</sup> April 2015, the company has tried to appoint company secretary however did not find the proper candidate. No one was willing to come because of remote location. The company has



published newspaper advertisement for requirement of Company Secretary but still the management is unable to fill the post of company secretary due to non-availability of proper candidate.

4. The number of Chartered account who is holding certificate from peer review board of the Institute of Chartered Accountant of India (ICAI) is very less in the region where the company is located. However, in ensuing general meeting the company is going to appointed appointed a Statutory auditor who is holding a Certificate of Peer Review board of the Institute of Chartered Accountant of India (ICAI).
5. The Company is not holding and Credit or Debit Card in its name. For convenience, whenever the Director went on trip for work of the company they force to pay some bill from his credit card or debit card. The Company has provided advance to Mr. Manoj H. Shah for his Trip on behalf of the company. However, the trip was cancelled and Mr. Manoj H. Shah has returned the money as soon as the decision of cancellation of trip. However, there is no proper head for showing of advance to director for trip of company, it is shown as a Loan. The Company has not provided any loan to the Director. Further the volume of amount is very small.
6. It is a procedural lapse on the part of the Company and no malafied intention involved.

24] **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:**

There is no employee who received the salary in excess of the limit specified as per the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexure as "Annexure -D"

25] **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Company has always believed in providing a safe and harassment free workplace for every individual working in premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is an Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy. ICC has its presence at corporate office as well as at site locations. The company has formulated the Internal Complaints Committee as under

NAME OF DIRECTOR	STATUS
Mrs. Mausamiben Sadaria	Chairman
Mr. Kirankumar Govani	Member
Mr. Mansukhlal Govani	Member

During the year ended 31 March, 2017, the ICC has received no complaints pertaining to sexual harassment.

26] **CORPORATE GOVERNANCE:**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report.

27] **BOARD EVALUATION:**

Pursuant to the section 134 (p) of Companies Act, 2013 read with Rule 8 (4) of Companies Accounts Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually, as well as the Board Committees.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning,

28] **APPRECIATION:**

Your Directors place on record their sincere appreciation of the services rendered by the employees of the Company. Your Directors also place on record their gratitude to Shareholders & Bankers for their valued support.

For & on behalf of the Board of Directors,  
GALAXY AGRICO EXPORTS LIMITED

Sd/  
Nathabhai Jerambhai Sadaria  
(Chairman & Managing Director)  
(DIN: 00167254)

Sd/  
Manoj Harsukhlal Shah  
(Whole-time Director)  
(Din: 02173383)

Place: Veraval – Shapar  
Date: 31/08/2017

## Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

SR. NO.	PARTICULARS	INFORMATION
I	Corporate Identification Number	L01110GJ1994PLC021368
II	Registration Date	23.02.1994
III	Name of the Company	GALAXY AGRICO EXPORTS LIMITED
IV	Category / Sub-Category of the Company	Public Company Limited by Share
V	Address of the Registered office and contact details	236, Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Veraval-Shapar Rajkot GJ 360024 email: info@galaxyagrigo.com <a href="tel:02827-252676">PhoneNumber002827-252676</a>
VI	Whether listed company	Listed
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link intime India Privae Limited C-13 Panalal Silk Mills Compound, Lbs Road, Bhandup (West), Mumbai – 400078

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the totalturnover of the company shall be stated:-

Sr. No.	Name and Description of main products /services	NIC / HSN Code of the Product/service	% to total turnover of the company
1	AGRICULTURE EQUIPMENTS	46539	10.57%
2	FORGED RINGS (INCLUDING JOB WORK)	25910	89.43%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr.No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	Holding/ Subsidiary/ Associates	% of the Shares Held	Applicable Section.
1	ACCUMAX RINGS LIMITED	U29193GJ2013PLC0074318	Subsidiary	100	2 (87)
2	NIL	NIL	NIL	NIL	NIL
3	NIL	NIL	NIL	NIL	NIL
4	NIL	NIL	NIL	NIL	NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Share - Holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
g) Individual/HUF	2000020	0	2,000,020	73.22%	2000020	0	2000020	73.22%	0.00%
h) Central Govt.	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) State Govt(s)		0	0	0.00%	0	0	0	0.00%	0.00%
j) Bodies Corp.	0	0	0	0.00%	0		0	0.00%	0.00%
k) Banks / F.I.	0	0	0	0.00%	0	0	0	0.00%	0.00%
l) Any Other	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (A) (1):-</b>	<b>2000020</b>	<b>0</b>	<b>2,000,020</b>	<b>73.22%</b>	<b>2000020</b>	<b>0</b>	<b>2000020</b>	<b>73.22%</b>	<b>0.00%</b>
<b>(2) Foreign</b>									
a) NRIs -Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other-Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Banks / F.I.	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any Other	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total(A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>Total shareholding of Promoter</b>									
<b>(A) = (A)(1)+(A) (2)</b>	<b>2000020</b>	<b>0</b>	<b>2,000,020</b>	<b>73.22%</b>	<b>2000020</b>	<b>0</b>	<b>2000020</b>	<b>73.22%</b>	<b>0.00%</b>

<b>B. Public Shareholding</b>										
<b>1 Institutions</b>										
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%	
b) Banks / F.I.	0	0	0	0.00%	0	0	0	0.00%	0.00%	
c) Central Govt.	0	0	0	0.00%	0	0	0	0.00%	0.00%	
d) State Govt. (s)	0	0	0	0.00%	0	0	0	0.00%	0.00%	
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%	
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%	
g) F.I.I.s	0	0	0	0.00%	0	0	0	0.00%	0.00%	
h) Foreign Venture	0	0	0	0.00%	0	0	0	0.00%	0.00%	
Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%	
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%	
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>	
<b>2. Non- Institutions</b>										
<b>a) Bodies Corp.</b>										
i) Indian	1694	0	1,694	0.06%	0	0	0	0.00%	-0.06%	
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%	
<b>b) Individuals</b>										
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh/ 2 lakhs	165578	180400	345978	12.67%	191161	180400	371561	13.60%	0.94%	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh/ 2 Lakhs	207200	0	207200	7.59%	207200	0	207200	7.59%	0.00%	
<b>c) Others (specify)</b>										
<b>i) Clearing Member</b>	74	0	74	0.003%	5023	0	5023	0.18%	-0.18%	
<b>ii) NRI (REPAT)</b>	68228	78500	146728	5.37%	39390	78500	117890	4.32%	1.06%	
<b>iii) NRI (NON REPAT)</b>	25	0	25	0.00%	25	0	25	0.00%	0.00%	
<b>iv) HUF</b>	29901	0	29901	1.09%	29901	0	29901	1.09%	0.00%	
<b>Sub-total (B)(2):-</b>	<b>472700</b>	<b>258900</b>	<b>731,600</b>	<b>26.78%</b>	<b>472700</b>	<b>258900</b>	<b>731600</b>	<b>26.78%</b>	<b>0.00%</b>	
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>472700</b>	<b>258900</b>	<b>731600</b>	<b>26.78%</b>	<b>472700</b>	<b>258900</b>	<b>731600</b>	<b>26.78%</b>	<b>0.00%</b>	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>			<b>0</b>	<b>0.00%</b>	<b>0.00%</b>	
<b>Grand Total (A+B+C)</b>	<b>2472720</b>	<b>258900</b>	<b>2,731,620</b>	<b>100.00%</b>	<b>2472720</b>	<b>258900</b>	<b>2,731,620</b>	<b>100.00%</b>	<b>0.00%</b>	

ii) Shareholding of Promoters

Sr. No.	Name of Share holder	Shareholding at the beginning of the year			Share holding at the end of the year			Total Number Of Shares Change During the Year	% of shareholding Change During the Year year
		No. Of Shares	% of total Shares of the company	%of Shares Pledged/ Encumberred to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged/ Encumberred to total shares		
1	KANTABEN JAYANTILAL PATEL	204000	7.47%	0.00%	204000	7.47%	0.00%	0	0.00%
2	MANOJ HARSUKHLAL SHAH	149600	5.48%	0.00%	149600	5.48%	0.00%	0	0.00%
3	JAYESH KISHORBHAI PATEL	143000	5.23%	0.00%	143000	5.23%	0.00%	0	0.00%
4	HEMALI SUDHIR PATEL	139500	5.11%	0.00%	139500	5.11%	0.00%	0	0.00%
5	JITENDRA HARSUKHLAL SHAH	139410	5.10%	0.00%	139410	5.10%	0.00%	0	0.00%
6	ASHVIN HARSUKHLAL SHAH	122750	4.49%	0.00%	122750	4.49%	0.00%	0	0.00%
7	MALABEN RAJNIKANT SADARIA	108000	3.95%	0.00%	108000	3.95%	0.00%	0	0.00%
8	GANGAJIBHAI JERAMBHAI PATEL	103000	3.77%	0.00%	103000	3.77%	0.00%	0	0.00%
9	RITABEN CHANDRAKANT SADARIA	89000	3.26%	0.00%	89000	3.26%	0.00%	0	0.00%
10	SUKETA SANJAY PATEL	84750	3.10%	0.00%	84750	3.10%	0.00%	0	0.00%
11	NAYANABEN ASHWINKUMAR SHAH	74750	2.74%	0.00%	74750	2.74%	0.00%	0	0.00%
12	HARSHABEN MANHARBHAI SADARIA	70500	2.58%	0.00%	70500	2.58%	0.00%	0	0.00%
13	SANJAY JAYANTILAL PATEL	111250	4.07%	0.00%	111,250	4.07%	0.00%	0	0.00%
14	NATHABHAI JERAMBHAI SADARIA	65010	2.38%	0.00%	65010	2.38%	0.00%	0	0.00%
15	SUDHIR JAYANTILAL PATEL	60500	2.21%	0.00%	60500	2.21%	0.00%	0	0.00%
16	TANUJ NANALAL KALAVADIA	57000	2.09%	0.00%	57000	2.09%	0.00%	0	0.00%
17	PARESH NATHABHAI SADARIA	55500	2.03%	0.00%	55500	2.03%	0.00%	0	0.00%
18	KALPANABEN JITENDRA SHAH	50500	1.85%	0.00%	50500	1.85%	0.00%	0	0.00%
19	MAUSAMI PARESH SADARIA	44500	1.63%	0.00%	44500	1.63%	0.00%	0	0.00%
20	NALINI MANOJKUMAR SHAH	40300	1.48%	0.00%	40300	1.48%	0.00%	0	0.00%
21	DEVKUARBEN NATHABHAI SADARIA	35000	1.28%	0.00%	35000	1.28%	0.00%	0	0.00%
22	SADARIA MANHARKUMAR NATHALAL	29500	1.08%	0.00%	29500	1.08%	0.00%	0	0.00%
23	JITENDRA HARSUKHLAL SHAH-HUF	10100	0.37%	0.00%	10100	0.37%	0.00%	0	0.00%
24	MANOJKUMAR HARSUKHLAL SHAH-HUF	10100	0.37%	0.00%	10100	0.37%	0.00%	0	0.00%
25	JAY ASHWINBHAI SHAH	2500	0.09%	0.00%	2500	0.09%	0.00%	0	0.00%
27	Not Applicable	0	0.00%	0.00%	0	0.00%	0.00%	0	0.00%
28	Not Applicable	0	0.00%	0.00%	0	0.00%	0.00%	0	0.00%
29	Not Applicable	0	0.00%	0.00%	0	0.00%	0.00%	0	0.00%
30	Not Applicable	0	0.00%	0.00%	0	0.00%	0.00%	0	0.00%
	<b>Total</b>	<b>2000020</b>	<b>73.22%</b>	<b>0.00%</b>	<b>2000020</b>	<b>73.22%</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>

iii) Change in Promoters' Shareholding ( please specify, if there is no change)

**NO CHANGE DURING THE REPORTING PERIOD**

**1) NO CHANGE DURING THE YEAR**

Sr. No.	Particulars	Reason for Increase or Decrease	Date	No. of Shares	% of total Shares of the Company	Cumulative Share holding during the year	
						No of Shares	% of Total Share Holding
(1)	At the beginning of the year		4/1/2016	0	0.00%	NA	NA
(2)	Date wise Increase /Decrease in Promoters Shareholding during the year	Transfer		0	0.00%	0	0.00%
		NA	NA	0	0.00%	0	0.00%
		NA	NA	0	0.00%	0	0.00%
		NA	NA	0	0.00%	0	0.00%
(3)	At the End of the year		3/31/2017	0	0.00%		

**IV) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**  
**NO CHANGE DURING THE REPORTING PERIOD**

Sr. No.	For Each of the Top 10 Shareholders	Date	No. of Shares	% of total Shares of the Company	Cumulative Share holding during the year	
					No of Shares	% of Total Share Holding
(1)	At the beginning of the year		0	0.00%		
(2)	Date wise Increase /Decrease in Shareholding during the Year specifying the reasons for increase/decrease (e.g. allotment /transfer /bonus / sweat equity etc.):  <b>NOT APPLICABLE</b>		0	0.00%	0.00%	0.00%
			0	0.00%		
			0	0.00%		
(3)	At the End of the year ( or on the date of separation, if separated during Year)		0	0.00%		

**v) Shareholding of Directors and Key Managerial Personnel: (As end on 31st March 2017)**

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Change in the Shareholding		Cumulative shareholding during the year		Shareholding at the at the end of the Year	
		No. of Shares	% of total shares of the company	Date And Reason	Increase/ Decrease in No. of shares	No. of Shares	% of total shares of the company.	No. of Shares	% of total shares of the company
1	NATHABHAI JERAMBHAI SADARIA	65010	2.38%	NA	0	65010	2.38%	65010	2.38%
2	MANOJ HARSUKHLAL SHAH	149600	5.48%	NA	0	149600	5.48%	149600	5.48%
3	SANJAY JAYANTILAL PATEL	111250	4.07%	NA	0	111250	4.07%	111250	4.07%
4	MAUSAMI PARESH SADARIA	44500	1.63%	NA	0	44500	1.63%	44500	1.63%
5	AJAYKUMAR RAMJIBHAI PATEL	0	0.00%	NA	0	0	0.00%	0	0.00%
6	MANSUKHLAL NATHABHAI GOVANI	5600	0.21%	NA	0	5600	0.21%	5600	0.21%
7	KIRANKUMAR BAVANJI GOVANI	0	0.00%	NA	0	0	0.00%	0	0.00%
8	JAGDHS SHAH	0	0.00%	NA	0	0	0.00%	0	0.00%
9	NOT APPLICABLE		0.00%		0	0	0.00%	0	0.00%
10	NOT APPLICABLE		0.00%		0	0	0.00%	0	0.00%
11	NOT APPLICABLE		0.00%		0	0	0.00%	0	0.00%
12	NOT APPLICABLE		0.00%		0	0	0.00%	0	0.00%
13	NOT APPLICABLE		0.00%		0	0	0.00%	0	0.00%
14	NOT APPLICABLE		0.00%		0	0	0.00%	0	0.00%
15	NOT APPLICABLE		0.00%		0	0	0.00%	0	0.00%



**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	8548345	2070497		10618842
ii) Interest due but not paid	0	0	NIL	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>8548345</b>	<b>2070497</b>	<b>0</b>	<b>10618842</b>
<b>Change in the Indebtedness during the financial year</b>				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change	-2012716	-2070497	0	-4083213
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	6535629	0	0	6535629
ii) Interest due but not paid	0	0	NIL	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>6535629</b>	<b>0</b>	<b>0</b>	<b>6535629</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager					Total Amount
		NATHABHAI SADARIA	MANOJ SHAH	SNAJAY PATEL	NA	NA	
1	Gross Salary						
	(a) Salary as per Provisions contained in section 17(1) of the Income-Tax Act, 1961.	0	270000	270000	0	0	<b>540000</b>
	(b) Value of perquisites u/s 17(2)	NIL	0 0	NIL	0	NIL	<b>0</b>
	(c) Profits in lieu of salary u/s 17(3) of the Income-tax Act,1961	NIL	NIL	NIL	NIL	NIL	<b>0</b>
2	Stock Option	NIL	NIL	NIL	NIL	NIL	<b>0</b>
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL	
4	Commission - As % of Profit - Others, Specify.	NIL	NIL	NIL	NIL	NIL	<b>0</b> <b>0</b>
5	Others, please specify: (Bonus)	NIL	22491	22491	NIL	NIL	<b>0</b>
<b>Total of A.</b>		<b>0</b>	<b>292491</b>	<b>292491</b>	<b>0</b>	<b>0</b>	<b>584982</b>
<b>Ceiling as per the Act</b>		<b>0</b>	<b>1200000</b>	<b>1200000</b>	<b>0</b>	<b>0</b>	<b>2400000</b>



**C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD:**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	CFO	Company Secretary
1	Gross salary	0	211000	0
	(a) Salary as per Provisions contained in section 17(1) of the Income-Tax Act, 1961.	0	0	0
	(b) Value of perquisites u/s 17(2) of the Income-tax Act,1961	0	0	0
	(c) Profits in lieu of salary u/s 17(3) of the Income-tax Act,1961	0		0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	- As % of Profit	0	0	0
	- Others, Specify.	0	0	0
5	Others, please specify;(Bonus)	0	13994	0
<b>Total of C.</b>		0	224994	0

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Authority RD / NCLT / COURT	Appeal made, if any (give Details)
<b>A. COMPANY</b>				
Penalty	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>				
Penalty	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>				
Penalty	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL

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

DATE: 31/08/2017

PLACE: Vearval-Shapar

sd/  
**MANAGING DIRECTOR**  
NATHABHAI SADARIA  
(DIN: 00167254)

sd/  
**WHOLE-TIME DIRECTOR**  
MANOJ SHAH  
(DIN: 02173383)

Form AOC-1  
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries/associate  
companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Accumax Rings Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	5.00 Lacs
5.	Reserves & surplus	(5.00)Lacs
6.	Total assets	1.04 Lacs
7.	Total Liabilities	1.04 Lacs
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit before taxation	NIL
11.	Provision for taxation	NA
12.	Profit after taxation	NIL
13.	Proposed Dividend	Nil
14.	% of shareholding	Wholly Owned Subsidiary

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations

Accumax Rings Limited

2. Names of subsidiaries which have been liquidated or sold during the year.

Not Applicable

For & on behalf of the Board of Directors,  
GALAXY AGRICO EXPORTS LIMITED

Sd/  
Nathabhai Jerambhai Sadaria  
(Chairman & Managing Director)  
(DIN:00167254)

Sd/  
Manoj Harsukhlal Shah  
(Whole-time Director)  
(Din: 02173383)

Place: Veraval – Shapar  
Date: 31/08/2017

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Name 1	Name 2	Name 2
Latest audited Balance Sheet Date	NA	NA	NA
Shares of Associate/Joint Ventures held by the company on the year end	NA	NA	NA
No.	NA	NA	NA
Amount of Investment in Associates/Joint Venture	NA	NA	NA
Extend of Holding%	NA	NA	NA
Description of how there is significant influence	NA	NA	NA
Reason why the associate/joint venture is not consolidated	NA	NA	NA
Net worth attributable to shareholding as per latest audited Balance Sheet	NA	NA	NA
Profit/Loss for the year	NA	NA	NA
Considered in Consolidation	NA	NA	NA
Not Considered in Consolidation	NA	NA	NA

1. Names of associates or joint ventures which are yet to commence operations.

Not applicable

2. Names of associates or joint ventures which have been liquidated or sold during the year.

Not Applicable

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

GALAXY AGRICO EXPORTS LIMITED

Sd/  
Nathabhai Jerambhai Sadaria  
(Chairman & Managing Director)  
(DIN:00167254)

Sd/  
Manoj Harsukhlal Shah  
(Whole-time Director)  
(Din: 02173383)

Place: Veraval – Shapar

Date: 31/08/2017

Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
GALAXY AGRICO EXPORTS LIMITED  
236, Jai Kishan Industrial Estate,  
Behind Murlidhar Weigh Bridge,  
Veraval-Shapar, Gujarat,  
India – 360024

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GALAXY AGRICO EXPORTS LIMITED (CIN: L01110GJ1994PLC021368) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, during the audit period covering the financial year ended on 31st March, 2017('Audit Period'), the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- I. The Companies Act, 1956 (the 1956 Act) and the Rules made there under;
- II. The Companies Act, 2013 (the Act) and the Rules made there under;
- III. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- IV. The Depositories Act, 1996 and the Regulations & Bye-laws framed there under;
- V. Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- VI. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Take overs) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.



- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- e. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (w.e.f. December 1, 2015)
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable to the Company during the Audit Period;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable to the Company during the Audit period;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable to the Company during Audit period.

VII There is no other specific act applicable to company

In respect of other laws specifically applicable to the Company, I have relied on Information/ records produced by the Company during the course of my audit and the reporting is limited to that extent.

VIII Based on the representation made by the Company and its officers, the Company has proper system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations and Guidelines. Major heads/groups of Acts, Laws, Rules, Regulations, Guidelines and Standards as applicable to the Company are given below:

- a. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, provident fund, ESIC, compensation etc.
- b. I have also examined compliance with the applicable clauses of the following:
  - i) Secretarial Standards issued by the Institute of Company Secretaries of India, w.e.f. July 1, 2015.
  - ii) The Listing Agreements entered into by the Company with the BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as under:

- 1) That the company has not filed some form or filed some form late in time with additional fees to Registrar of Companies/Regional Director or Central Government under various section of The Companies Act, 2013.
- 2) The Company has accepted unsecured loan from others.
- 3) There is no Company secretary appointed in the Company after resignation of previous company secretary who have resigned from the post of Company Secretary w.e.f 03<sup>rd</sup> April 2015.
- 4) As require by clause 33 (1) (d) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, The limited review or audit report submitted to the stock exchange are given by the auditor who is not holding valid certificate issued by the peer review board of the Institute of Chartered Accountant of India (ICAI)

- 5) The Company has granted loan to a whole time Director.
- 6) The Company has not given disclosures per regulation 30 under SEBI (SAST) Regulation, 2011.

I Further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I further report that:

- : - The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year, if any, under review were carried out in compliance with the provisions of the Act.
- : - Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance pursuant to clause no. 1.3.7 of Secretarial Standard 1 ("SS 1"), circulated separately or placed at the Meetings of the Board and the Committees, after due compliance with the SS 1 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting
- : - Decisions at the Board Meetings, as represented by the management and recorded in minutes.

I further report that there are adequate systems and processes in the Company comm. ensure rate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit Period the company has done transaction as under which can be considered material in nature:

- : - Not Applicable

This report is to be read with our letter dated 30<sup>th</sup> July 2016 which is annexed as Annexure-A and forms an integral part of this report.

Date : 01/08/2017  
Place: Rajkot

Sd/  
VIDHI VYAS  
Practicing Company secretary  
ACS:39935 CP 15332

ANNEXURE –A

To,  
The Members,  
GALAXY AGRICO EXPORTS LIMITED  
236, Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge,  
Veraval-Shapar, Gujarat, India – 360024

Our report 01<sup>st</sup> AUGUST, 2017 is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as we reappropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis and in random manner to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance to the future viability of the company nor of the efficacy effectiveness with which the management has conducted the affairs of the company.
7. The Company's Management is responsible for preparation and maintenance of Secretarial Records and for devising proper systems to ensure compliance with the provision of applicable laws and regulations. Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances by inspecting the records, documents return etc. on random basis.

Sd/-  
CS Vidhi Vyas  
ACS:39935, CP: 15332

Date: 01/08/2017  
Place: Rajkot

**"ANNEXURE - D"**

PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULES OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of the Directors/ KMP	Remuneration of Director/ KMP for Financial Year 2016-17	Remuneration of Director/ KMP for Financial Year 2015-16	Ratio of Remuneration of each Director to median remuneration of employees 2016-17	Percentage of Remuneration to Revenue	
					Present Year	Previous Year
01	Mr. Nathalal J. Sadaria	NIL	NIL	NIL	NIL	NIL
02	Mr. Sanjay J. Patel	292491/-	259992/-	2	0.501 %	0.44 %
03	Mr. Manoj H. Shah	292491/-	259992/-	2	0.501 %	0.44 %
04	Mr. Mahesh U. Aparnath	224994/-	181994/-	1.53	0.39 %	0.31 %

(Note: For Calculation of Remuneration of Median Employee 31<sup>st</sup> March 2017 is taken as base)

Reason for Difference in figures of Previous year and present year: There is very minor difference in figures of previous year and present year.

- (ii) the median remuneration of employees during financial year 2016-17 was 12,246/-
- (iii) in financial year 2016-17, there was an increase of 296.87 % in median remuneration of employees.
- (iv) the company has 49 permanent employees on the rolls of the company as on 31<sup>st</sup> march, 2017
- (v) relationship between average increase in remuneration and company performance: in fy 2016-17, operating revenue decreased by 2.35%, there is no profit before tax for the current year. There is decrease in profit after tax by 96.90%. The remuneration of median employee is increased by 296 %.
- (vi) Comparison of remuneration of KMPs against performance of the Company: The remunerations of KMPs are revised every year as per the recommendations of the Nomination and Remuneration Committee and with approval of the Board of Directors. The remuneration of KMPs increased by average 15.38 % whereas there is loss before tax and profit after tax was reduced by 96.90 %.
- (vii) The Company has not paid any remuneration by way of salary or commission to any non-executive Director.
- (viii) The Market Capitalization of the Company increased by 41.14 % from 5.01 Crore as on 31<sup>st</sup> March 2016 to 7.07 Crores as on 31<sup>st</sup> March 2017.
- (ix) The Price Earnings ratio decreased by 96.64 %.
- (x) The Company came out with an IPO in the year of 1994 with an issue price of 10.00 per equity share each. As on 31<sup>st</sup> March, 2016, the market price of the equity shares of having face value of 10.00/- was 25.90/-. An amount of Rs. 100/- ( 10 Shares at issue price of Rs. 10.00) invested in the said IPO be worth Rs. 259.00/- (10 Shares at Rs. 25.90/-). The company has forfeited 22,68,400 Shares in year 2006.
- (xi) Average percentage increase made in the salaries of employees other than the managerial personnel in present year is 208.89 %, whereas the increase in the managerial remuneration for the same financial year was 59.37%.
- (xi) The key parameters for any variable component of remuneration: NIL
- (xii) The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: NIL

For & on behalf of the Board of Directors,  
GALAXY AGRICO EXPORTS LIMITED

Sd/ sd/  
Nathabhai Jerambhai Sadaria Manoj Harsukhlal Shah  
(Chairman & Managing Director) (Whole-time Director)  
(DIN:00167254)(Din: 02173383)



## CORPORATE GOVERNANCE REPORT

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Corporate Governance reforms implemented to reinforce the company foundation and continually enhance corporate value.

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

At Galaxy Agrico Exports Limited, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses. We believe that any business conduct can be ethical only when it rests on the six core values of Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

Corporate governance broadly refers to the mechanisms, processes and relations by which corporations are controlled and directed. Governance structures identify the distribution of rights and responsibilities among different participants in the corporation (such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders) and includes the rules and procedures for making decisions in corporate affairs. Corporate governance includes the processes through which corporations' objectives are set and pursued in the context of the social, regulatory and market environment. Governance mechanisms include monitoring the actions, policies and decisions of corporations and their agents. Corporate governance practices are affected by attempts to align the interests of stakeholders.

### ROLES OF VARIOUS ENTITIES

#### I. BOARD OF DIRECTORS

The primary role of the Board is that of trusteeship to protect and enhance shareholder value. As trustees, the Board ensures that the Company has clear goals aligned to shareholder value and its growth. The Board, as part and parcel of its functioning, also periodically reviews its role.

#### II. AUDIT COMMITTEE

The Audit Committee of the Board, inter alia, provides reassurance to the Board on the existence of an effective internal control environment that ensures efficiency and effectiveness of operations, both domestic and overseas and safeguarding of assets and adequacy of provisions for all liabilities and compliance with all relevant statutes.

#### III. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Board works as "Stakeholders' Relationship Committee, Redressal of shareholder and investor grievances, and, inter alia, approves transfer, sub-division/consolidation/ transmission of shares, issue of duplicate share certificates and issue & allotment of shares.

#### IV. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee, identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal and to pay remuneration.

## VI. SEXUAL HARRASSEMENT COMPLAINS REDRESSAL COMMITTEE

The Committee looking after the problems related to sexual harassment on the place of the company. However, no complain received by the committee during the year under review.

## DISCLOSURE ABOUT MANDATORY REQUIREMENTS

### 1. BOARD OF DIRECTORS

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of Shareholders.

### 2. COMPOSITION

As on March 31, 2017, the Company has eight Directors. Of the eight Directors, Five are Non-Executive Directors (Including Four Independent Director) and three are Executive and whole time Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director.

Necessary disclosures regarding Committee positions in other public companies as on March 31, 2017 have been made by the Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other listed companies as on March 31, 2017 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. Chairmanships / Memberships of Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee

### 3. MEETINGS:

The Board meetings are held at least once in every quarter. The Board meetings are generally held at Registered Office of the Company. The dates of the Board Meetings are fixed well in advance and intimated to the Board members so as to enable the Directors to plan their schedule accordingly.

Eight (8) Board Meetings were held during the year ended 31st March 2017 and the gap between two meetings did not exceed 120 days. The Board meetings were held on:

During the year ended March 2016-17 meeting was held on the following dates:

Sr. No.	Quarter	Date
1	1 <sup>st</sup> Quarter	11/04/2016
2		30/05/2016
3	2 <sup>nd</sup> Quarter	13/08/2016
4		31/08/2016
5	3 <sup>rd</sup> Quarter	14/11/2016
6		08/12/2016
7	4 <sup>th</sup> Quarter	23/01/2017
8		13/02/2017

List of attendance by all the Directors

Sr. No.	Name of Directors	Category	Board Meetings during the FY 2016-17		Directorships held in other Listed Companies		Committee, Memberships held in other Companies		Shareholding as on 31.03.2017	Last Annual General Meeting Attended
			Held	Attended	Director	Chairman	Member	Chairman		
1	NathabhaiJerambhaiSadaria (DIN:00167254)	Chairman cum Managing Director	8	8	-	-	-	-	65010	Yes
2	ManojHarsukhlal Shah (DIN:02173383)	Whole-time Director	8	8	-	-	-	-	149600	Yes
3	Sanjay Jayantilal Patel (DIN:01632620)	Whole-time Director	8	8	-	-	-	-	111250	Yes
4	Mausamiben Pareshbhai Sadaria(DIN:07046365)	Non-Executive Women Director	8	8	-	-	-	-	44500	Yes
5	AjaykumarRamjibhai Patel (DIN:00167284)	Independent Director	8	8	-	-	-	-	NIL	Yes
6	KirankumarBavanjibhaiGovani(DIN:01294557)	Independent Director	8	8	-	-	-	-	NIL	No
7	MansukhlalNathabhaiGovani(DIN:02167809)	Independent Director	8	8	-	-	-	-	5600	Yes
8	Jagdish M. Shah (DIN:07158142)	Independent Director	8	8	-	-	-	-	NIL	No

#### 4. COMMITTEE OF BOARD OF DIRECTORS:

The Board of Directors has constituted Five Committee:

- i. Audit Committee
- ii. Shareholders/Investors Grievance Committee
- iii. Nomination and Remuneration Committee
- iv. Sexual Harassment Complain Redressal Committee

The terms of reference of the Board Committees are determined by the Board from time to time. Meetings of each Board Committee are convened by the respective Committee Chairman. Signed minutes of Board Committee meetings are placed for the information of the Board. Matters requiring the Board's attention / approval are generally placed in the form of notes to the Board from the respective Committee Chairman. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

#### I. AUDIT COMMITTEE

##### COMPOSITION

The Committee comprises of three Members. The Members have relevant experience in financial matters.

SR. NO.	NAME OF DIRECTOR	STATUS
01	Mr. MasukhlalNathabhaiGovani	Chairman- Independent –Non Executive
02	Mr. ManojHarsukhlalShah	Member – Executive Director
03	Mr. AjaykumarRamjibhai Patel	Member – Independent- Non Executive

The Committee is engaging with reviewing with management, Quarterly, Half Yearly and annual financial statements before submission to the Board and overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

##### MEETING:

The meeting of the Audit committee was held fourtimes during the financial year and not more than four months has been elapsed between two meetings. Independent Director was present in all the meeting of committee.The details of meeting held areas under;

MEETINGS OFAUDITCOMMITTEE:			
01/05/2016	04/08/2016	09/11/2016	01/02/2017

##### MAIN SCOPE OF AUDIT COMMITTEE

Pursuant to provisions of Section 177 of the Companies Act, 2013, applicable clauses of the SEBI (LODR) Regulations, 2015 and any other applicable guidelines, the Company have constituted Audit Committee. The Role of Audit Committee together with its powers is as under:

- ❖ Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- ❖ Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- ❖ Approval of payment to statutory auditors for any other services rendered by the statutory auditors;



- ❖ Approving initial or any subsequent modification of transactions of the Company with related parties;
- ❖ Valuation of undertakings or assets of the Company, wherever it is necessary;
- ❖ Monitoring the end use of funds raised through public offers and related matters
- ❖ Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - (a) Changes, if any, in accounting policies and practices along with reasons for the same;
  - (b) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (c) the company Significant adjustments made in the financial statements arising out of audit findings;
  - (d) Compliance with listing and other legal requirements relating to financial statements;
  - (e) Disclosure of any related party transactions; and
  - (f) Qualifications in the draft audit report.
- ❖ Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- ❖ Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- ❖ Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- ❖ Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- ❖ Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

## II. STAKEHOLDERS' RELATIONSHIP COMMITTEE.

### FUNCTION OF COMMITTEE

The SR Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders'/investors'/security holders' complaints. The committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading.

## III. NOMINATION AND REMUNERATION COMMITTEE

### COMPOSITION AND FUNCTION

The Company has constituted a Remuneration Committee. The remuneration committee comprises of three non-executive independent directors and Chairman of the Committee is an Independent Director.

### COMPOSITION

Name	Designation
Mr. Ajaykumar Ramjibhai Patel	Chairman – Independent Director
Mr. Jagdish Manshukhlal Shah	Independent Director- Non Executive
Mr. Masukhlal Nathabhai Govani	Member- Independent- Non Executive

The references of the remuneration committee are to recommend the Company's Policy on remuneration packages for the Managing Director/Whole time Directors.

#### IV SEXUAL HARRASSEMENT COMMITTEE

The Committee looking after the problems related to sexual harassment on the place of the company. However, no complain received by the committee during the year under review

#### 5. GENERAL BODY MEETING

Location, time and date where last three Annual General Meeting were held given below:

Financial Year	Date and Time	Location of the Meeting
2013-2014	30/09/2014	Registered office of the Company
2014-2015	30/09/2015	Registered office of the Company
2015-2016	30/09/2016	Registered office of the Company

#### 6. DISCLOSURE

- (a) In the opinion of the Board, none of the transactions of the Company entered into with related parties were in conflict with the interests of the Company. The details of related party transactions are disclosed in the notes to the accounts, forming part of Balance Sheet. The members may kindly refer the same. The register of contracts and arrangements containing transactions in which directors are interested is placed before the Board regularly.
- (b) The Company has complied with statutory compliance and no penalty or stricture is imposed on the Company by the Stock Exchanges or Securities & Exchange Board of India (SEBI), any other statutory authority on any matter related to the capital markets during the last three years.
- (c) As per the Section 149 (8) of Companies Act, 2013 read with the Schedule IV the separate meeting of the Independent Director was held as on 10/03/2017
- (d) The company has established whistle blower mechanism; vigil policy in this regard was uploaded at the website of the company and no personnel have been denied access to Audit Committee.
- (e) While preparing the financial statements of the Company for the year ended March 31, 2017, the management has ensured that all Accounting Standards have been properly followed and there has been no deviation from this practice.
- (f) Directors' Remuneration details for the financial year ended March 31, 2017 to Executive Director:

Name of the Director	Remuneration Total (Rs.)
Mr. SANJAY JAYANTILAL PATEL	270000
Mr. MANOJ HARSUKHLALSHAH	270000

#### 7. MEANS OF COMMUNICATION

- a. Annual, Half Yearly, Quarterly results are communicated to all the stock exchanges, whereby the company's share are listed, immediately after the board of director meeting. Results are published in Newspaper of Vernacular language as well as newspaper of English Language. However quarterly and half year results are not sent to individual shareholders.
- b. The Company has its own web site [www.galaxyagrigo.com](http://www.galaxyagrigo.com) and the information provided in the website is duly complied with the listing agreement.
- c. The management Discussion and Analysis is forming the part of director's report at present.
- d. At present the Company does not make presentation to Institutional Investors and Analysts.

## 8. GENERAL SHAREHOLDERS INFORMATION

1.	Date time and venue of AGM	:	30 <sup>th</sup> September 2017, At: 11.00 A.M Add:S. NO. 236, Jai kishanIndustrial Estate, Behind MurlidharWeighbridge, Veraval (Shapar), Dist: Rajkot 360024Gujarat (India)
2.	Financial Calendar	:	01 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017
3.	Date of book closure	:	23/09/2017 TO 30/09/2017 (Both Day Inclusive)
4.	Dividend Payment date	:	Not Applicable
5.	Listing on Stock Exchange	:	The Bombay Stock Exchange, Mumbai
6.	Stock code	:	531911
7.	Market price data, High, Low	:	The High and Low Price information during each month in last during the last year is as under Financial year

Sr No.	Month	High	Low
01	April 16	18.35	18.35
02	May 16	18.35	18.35
03	June 16	18.00	17.10
04	July 16	21.00	17.10
05	August 16	21.00	18.90
06	September 16	20.50	18.55
07	October 16	19.40	17.65
08	November 16	21.35	20.35
09	December 16	21.35	20.35
10	January 17	22.40	21.50
11	February 17	21.35	20.35
12	March 17	25.90	22.55

### 1. REGISTER AND TRANSFER AGENT:

Main Office: LinkIntime India Pvt. Ltd.  
C-13, Pannalal Silk Mill Compound,  
LBS Road, Bhandup (West)  
Mumbai 400078

Ahmedabad Branch:LinkIntime India Pvt Ltd  
303, Shopper's Plaza, - V,  
Opp Municipal Market,  
Off, C G Road, Navrangpura ,  
Ahmedabad - 380009  
Phone: 079 – 26465179,  
[ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

### 2. DEMAT OF SHARE AND LIQUIDITY:

As on 31<sup>st</sup> March 2017

Particulars	No. of Shares	% of Shares
Held in dematerialized form in CDSL	1510790	55.31 %
Held in dematerialized form in NSDL	961930	35.21 %
Held in Physical form	258900	9.48%
Total	2731620	100 %

Source: Company records

### 3. DISTRIBUTION OF SHARE HOLDING:

Share holding Pattern as on 31<sup>st</sup> March 2017 is as per under:

Sr. No.	Category	No. of Shares	% of Total Shares
01	Promoters	2000020	73.22
02	Person acting in Concert	0	0
03	Institution Investors	0	0
04	Mutual funds and UTI	0	0
05	Banks, Financial Institution etc.	0	0
06	FII's	0	0
07	Private Bodies Corporate	0	0
08	Clearing Member	5023	0.18
09	Indian Public	608662	22.28
10	Non Resident Indians	117915	4.32
TOTAL		2731620	100 %

### 4. GALAXY AGRICO EXPORTS LIMITED

Plant Location	Correspondence Address
S. NO. 236, Jai Kishan Industrial Estate, Behind Murlidhar Weighbridge (Shapar) Veraval Dist: Rajkot 360024	S. NO. 236, Jai Kishan Industrial Estate, Behind Murlidhar Weighbridge (Shapar) Veraval Dist: Rajkot 360024

All the Directors and senior management personnel have respectively affirmed compliance with the code of conduct as approved and adopted by the board of directors.

Whistle Blower Mechanism: The Company has established the Vigil mechanism to report the Genuine of the employees under the supervision of Audit Commit Committee. No person has denied access to the chairman of Audit committee.

Compliance Certificate: The Managing Director has certified that directors and senior management personnel have affirmed compliance with the code of conduct as laid by the company.

Prevention of Sexual Harassment Policy: The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. However, there is no woman employee in Company as on end of the year 2016-17.

Reconciliation of Share Capital Audit: In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by the auditor to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) tally with the total number of issued, paid-up, listed and admitted capital of the Company.

For & on behalf of the Board of Directors,  
GALAXY AGRICO EXPORTS LIMITED

Date :31/08/2017  
Place : Veraval - Shapar

Sd/-  
Nathabhai Sadaria  
(Chairman & Managing Director)  
(Din:00167254)

Sd/-  
Manoj Shah  
(Whole-Time Director)  
(Din: 02173383)

## MANAGEMENT DISCUSSION & ANALYSIS:

### a. Industry Overview

The political and economic landscape witnessed sweeping changes in emerging economies of the world, signaling a journey to a new world order where status quo is not welcome and "localization" acquired a new meaning and focus across the borders. The expectations of the global community from India's economy to deliver on its potential continued to remain high. A favorable monsoon, after a gap of three years coupled with continued focus from government on building infrastructure became the key drivers for the economy. . In a path breaking reform, the government announced demonetization plan in November 2016, which applied brakes to the accelerating economy albeit temporarily. The unfolding impact of demonetization posed a unique challenge, previously unknown to the business and public at large. India's biggest taxation reform since independence in the form of GST Act, has become a reality in Q2, FY 2017-18. The GST will create a common Indian market, improve tax compliance and governance, improve productivity, and drive growth

The Indian bearings market did not witness any major structural changes and is estimated at about INR 90 billion. The market is driven by two key user segments - the automotive and industrial sectors. The business is further divided into OEMs and end user markets. In terms of consumption, organized sector dominates the Original Equipment Manufacturer (OEM) market and aftermarket demand while the unorganized sector primarily caters to the cost-sensitive aftermarket

### b. Opportunities & Threats

The Indian economy is growing positively and is expected to play increasingly significant role in the global economy. The government has made significant progress on important economic reforms, aimed at strong and sustainable growth. The growing significance and the realization of the potential possibilities of Aadhaar program will help in accelerating inclusive growth. The government's ambitious call for "Make in India" is a clear signal to the global community for investing in India and to leverage, the immense potential of the local market and capabilities for greater good. The manufacturing sector remained subdued for the large part of 2016, and has started to show green shoots in certain pockets. The sector has to become innovative and competitive to stay ahead. Moreover, the Government has launched several flagship schemes such as - "Skill India", "Start-Up India", "Stand-Up India", "Smart City Mission", "Digital India" which are likely to co-create ample opportunities. All these factors will offer higher incentives to manufacturing industries, encourage domestic savings and spur investments. Your Company enjoys competitive advantages which will be further enhanced once the GST is rolled out and industrial growth picks up steam

### c. Segment / Product wise performance

Your company has a single manufacturing segment viz. Forged Rings while it only trades in Agricultural tools and equipments. The detailed segment-wise performance has been given separately in the note on "Segment Reporting" forming part of financial statements.

d. Risk & Concerns

The Company's business is exposed to many internal and external risks and it has consequently put in place robust systems and processes along with appropriate review mechanism to monitor, manage and mitigate these risks.

The major risk factors affecting the company are overcapacity in industry, cash constraints at customers end leading to inventory pile up, increasing receivable position and volatility in currency and raw material prices.

e. Internal control systems & their adequacy

The Company has in place an effective and independent internal control system covering all areas of operations. A regular review is done in respect of the financial and operating controls at various locations of the company. The audit committee at its periodic meetings reviews observations and recommendations contained in internal audit reports, where both statutory as well as internal auditors participate. Independent opinions are expressed on issues of concern and the consequential corrective actions are reviewed by the audit committee.

f. Discussion on financial performance vis-a-vis operational performance

The financial performance of the Company has been given separately in the Directors' Report.

g. Material development in human resources and industrial relation front

The Company is a firm believer that its employees are its strength and respects individual rights and dignity of all its employees. The Company focuses on providing employee friendly environment along with career growth opportunities.

Industrial relations remained cordial throughout the year.

CEO/CFO CERTIFICATE UNDER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATION AND  
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,  
The Board of Directors,  
GALAXY AGRICO EXPORTS LIMITED  
Veraval-Shapar (Rajkot) Gujarat

We, Mr. Nathabhai Sadaria, Chairman and Managing Director and Mr. Manoj H. Shah, Whole-time Director and Mr. Mahesh Aparnath CFO of the Company hereby certify that –

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the step we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that:
1. there are no significant changes in internal control over financial reporting during the year;
  2. there are no significant changes in accounting policies during the year and
  3. there are no instances of significant fraud of which we have become aware.

For & on behalf of the Board of Directors,  
GALAXY AGRICO EXPORTS LIMITED

Sd/  
MAHESH APARNATH  
(CFO)

Sd/  
NATHABHAI SADARIA  
(Chairman & MD)  
(DIN: 00167254)

Sd/  
MANOJ SHAH  
(WTD)  
(Din: 02173383)

Place: Veraval – Shapar  
Date: 31/08/2017

4, Jay Gujarat Society, Opp. Police commissioner's Office , shahibaug, Ahmedabad – 380 004. (Gujarat)  
Tel. No. : **079- 26402110** . Mobile : 9824021386. E-mail : [arunmkothari@gmail.com](mailto:arunmkothari@gmail.com)

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
**Galaxy Agrico Exports Limited**

I have examined the compliance of conditions of Corporate Governance by GALAXY AGRICO EXPORTS LIMITED ('the Company'), for the year ended on 31st March, 2017, as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. My examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.



Arun M. Kothari  
Chartered Accountant

Arun M. Kothari  
Proprietor  
Membership No.: 108669

Date : 30th May, 2017  
Place : Ahmedabad



**GALAXY AGRICO EXPORTS LIMITED**

**RAJKOT**

**ANNUAL REPORT**

**2016 - 17**

4, Jay Gujarat Society, Opp. Police Commissioner's Office, Shahibaug, Ahmedabad - 380 004, (Gujarat)  
Tel. No. : 079-26402110 . Mobile : 9824021386. E-mail : arunmkothari@gmail.com

## INDEPENDENT AUDITOR'S REPORT

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

### Report on the Standalone Financial Statements

I have audited the accompanying standalone financial statements of **GALAXY AGRICO EXPORTS LIMITED**, (the Company), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year the ended on that date, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

My responsibility is to express an opinion on these standalone financial statements based on my audit. I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or



4. Jay Gujarat Society, Opp. Police Commissioner's Office, Shahibaug, Ahmedabad - 380 004. (Gujarat)  
Tel. No.: 079- 26402110 : Mobile : 9824021386. E-mail : arunmkothari@gmail.com

error. In making those risk assessments, the auditor considers internal financial controls system over financial reporting relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

### **Opinion**

In my opinion and to the best of my information and according to the explanations given to me, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017;
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date.
- (c) in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

### **Emphasis of Matter**

I draw attention to Note – J of Statement on Significant Accounting Policies relating to 'Retirement Benefits'. The liability for Gratuity is determined on payment basis and not in accordance with Accounting Standard 15 "Employee Benefits". The amount of Gratuity liability has not been ascertained and therefore not quantified. My opinion is not modified in this respect.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, I give in the "Annexure A" the statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, I report that:
  - a. I have sought and obtained all the information and explanations which to the best of my knowledge and belief are necessary for the purpose of my audit;
  - b. in my opinion, proper books of account as required by law have been kept by the Company so far as appears from my examination of those books;
  - c. the Balance Sheet and the Statement of Profit and Loss and the Cash flow statement dealt with by this Report are in agreement with the books of account;



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- d. in my opinion, the aforesaid financial statements comply with the Accounting Standards referred to in Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 except in the case of accounting for Gratuity as per AS - 15 on Employee Benefits;
- e. on the basis of written representations received from the directors as on 31<sup>st</sup> March, 2017, taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164(2) of the Act; and
- f. with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to my separate report in "Annexure B".
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2017, in my opinion and to the best of my information and according to the explanations given to me:
- (i) The Company does not have any pending litigations which would impact its financial position;
  - (ii) The Company has not entered into any long term contracts including derivative contracts which require provisioning under any law or accounting standards, for material foreseeable losses, if any;
  - (iii) There are no amounts required to be transferred to Investor Education and Protection Fund by the company during the year ended 31<sup>st</sup> March, 2017.
  - (iv) The Company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the company

For Arun M. Kothari,  
Chartered Accountant



*Arun M. Kothari*

Arun M. Kothari  
Proprietor

Membership No.: 108669

Ahmedabad, Dated 30<sup>th</sup> May, 2017

**"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of my report of even date)

On the basis of the records produced to me for my verification/perusal, such checks as I considered appropriate, and in terms of information and explanations given to me on my enquiries, I state that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of two years which, in my opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the company.
- (ii) (a) According to the information and explanation given to me, the inventory has been physically verified during the year by the management. In my opinion, the frequency of verification is reasonable.
- (b) In my opinion and according to the information & explanations given to me, the discrepancies noticed on physical verification of the inventory as compared to book records which has been properly dealt with in the books of account were not material.
- (iii) According to the information and explanations given to me, during the period covered under report, the Company has not granted unsecured loan to parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In my opinion and according to the information and explanations given to me, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- (v) In my opinion and according to the information and explanations given to me, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.



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- (vi) In my opinion and according to the information and explanations given to me, the Central Government has prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 in respect of goods manufactured by the Company. However, the overall turnover of the company in the immediately preceding financial year was not Rs. 35 crores or more. Accordingly, the provisions of clause 3 (vi) of the Order are not applicable to the Company.
- (vii) In respect of statutory dues;
- (a) According to the information and explanations given to me, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Employee Provident Fund, Income Tax, Value Added Tax, Service Tax, Excise Duty, cess and other material statutory dues except few cases of delay in payment of Service Tax, Value Added Tax during the period ending 31<sup>st</sup> March, 2017.
- (b) According to the information and explanations given to me, there are no dues in respect of Provident Fund, Income Tax, Sales Tax, Value Added Tax, Service Tax, Customs Duty, and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In my opinion and according to the information and explanations given to me, the Company has not defaulted in repayment of dues to bank or financial institutions during the period covered under this report. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) In my opinion and according to the information and explanations given to me, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.
- (x) In my opinion and according to the information and explanations given to me, I report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) In my opinion and according to the information and explanations given to me, managerial remuneration have been paid in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In my opinion and according to the information and explanations given to me, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3 (xii) of the Order are not applicable to the Company.



CA. ARUN M. KOTHARI

B. Com., FCA

ARUN M. KOTHARI  
CHARTERED ACCOUNTANTS

4. Jay Gujarat Society, Opp. Police Commissioner's Office, Shahibaug, Ahmedabad - 380 004. (Gujarat)

Tel. No. : 079- 26402110 - Mobile : 9824021386. E-mail : arunmkothari@gmail.com

- (xiii) In my opinion and according to the information and explanations given to me, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) In my opinion and according to the information and explanations given to me, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- (xv) In my opinion and according to the information and explanations given to me, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provision of clause 3 (xv) of the Order is not applicable to the Company.
- (xvi) In my opinion and according to the information and explanations given to me, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provision of clause 3 (xvi) of the Order is not applicable to the Company.



For Arun M. Kothari,  
Chartered Accountant

Arun M. Kothari  
Proprietor  
Membership No.: 108669

Ahmedabad, Dated 30<sup>th</sup> May, 2017

**"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

I have audited the internal financial controls over financial reporting of **GALAXY AGRICO EXPORTS LIMITED** ("the Company") as of March 31, 2017 in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I have conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.





**GALAXY AGRICO EXPORTS LIMITED**

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017**

[Amount in ₹]

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	3,91,36,200	3,91,36,200
Reserves and Surplus	4	56,09,404	54,83,779
		<b>4,47,45,604</b>	<b>4,46,19,979</b>
<b>Non-current Liabilities</b>			
Long-term Borrowings	5	-	20,70,497
Deferred Tax Liability (Net)	6	19,26,626	30,32,190
Other Long Term Liabilities	7	50,000	50,000
		<b>19,76,626</b>	<b>51,52,687</b>
<b>Current Liabilities</b>			
Short-term Borrowings	8	65,35,629	85,48,345
Trade Payables*	9		
- Micro & Small enterprises		-	-
- Other than Micro & Small enterprises		56,48,369	32,42,829
Other Current Liabilities	10	82,852	24,01,973
Short-term Provisions	11	-	2,400
		<b>1,22,66,850</b>	<b>1,41,95,547</b>
		<b>5,89,89,079</b>	<b>6,39,68,212</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Fixed Assets	12		
- Tangible Assets		3,00,76,696	3,66,60,557
Non-current Investments	13	5,84,056	5,84,056
Long-term Loans and Advances	14	12,65,129	12,75,266
		<b>3,19,25,881</b>	<b>3,85,19,879</b>
<b>Current Assets</b>			
Inventories	15	80,54,509	67,37,774
Trade Receivables	16	1,19,65,320	1,06,37,153
Cash and Cash Equivalents	17	12,11,590	20,75,981
Short-term Loans and Advances	18	29,46,750	27,24,433
Other Current Assets	19	28,85,029	32,72,992
		<b>2,70,63,198</b>	<b>2,54,48,333</b>
		<b>5,89,89,079</b>	<b>6,39,68,212</b>

\*Refer Note No. 9 of Notes Forming Part of the financial statements

See accompanying Statement on Significant accounting policies & Notes to accounts

As per my Report of even date

For Arun M. Kothari,  
Chartered Accountant

*Arun M. Kothari*

Arun M. Kothari  
Proprietor  
Membership No. 108669



For and on behalf of the Board of Directors,

*Nathabhai J. Sadariya*  
Nathabhai J. Sadariya  
Managing Director

*Manoj H. Shah*  
Manoj H. Shah  
Director

*Manish Anand*  
Manish Anand  
Chief Financial Officer

Ahmedabad, 30<sup>th</sup> May, 2017

Raikot, 30<sup>th</sup> May, 2017

**GALAXY AGRICULTURE EXPORTS LIMITED**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

[Amount in ₹]

Particulars	Note No.	Year ended 31.03.2017	Year ended 31.03.2016
<b>INCOME</b>			
Revenue from operations (Gross)	20	5,83,76,603	5,83,28,379
Less: Excise Duty collected on sales		(21,47,459)	(11,80,066)
Revenue from operations (Net)		<b>5,62,29,145</b>	<b>5,71,48,312</b>
Other Income	21	14,12,491	18,80,314
		<b>5,76,41,636</b>	<b>5,90,28,626</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	22	1,36,68,761	1,14,06,836
Purchase of Stock-in-trade	23	56,40,120	60,37,620
Changes in inventories of Finished goods, Work-in-progress and Stock-in-trade	24	(3,91,981)	(7,62,614)
Employee Benefit Expenses	25	59,85,960	34,44,229
Finance Costs	26	12,00,252	25,16,726
Depreciation	12	75,44,575	97,81,234
Other Expenses	27	2,49,73,888	2,32,44,672
		<b>5,86,21,575</b>	<b>5,56,68,703</b>
<b>PROFIT / (LOSS) BEFORE TAX &amp; EXCEPTIONAL ITEM</b>		<b>(9,79,939)</b>	<b>33,59,923</b>
<b>EXCEPTIONAL ITEM:</b>			
Provision for Diminution in Non-Current Investment	13	-	5,00,000
<b>TAX EXPENSE:</b>			
Current tax		-	6,60,000
Add: MAT credit entitlement / (availed)		-	(6,60,000)
Net current tax		-	-
Deferred tax		(11,05,564)	(11,96,934)
		<b>(11,05,564)</b>	<b>(11,96,934)</b>
<b>PROFIT / (LOSS) AFTER TAX</b>		<b>1,25,625</b>	<b>40,56,857</b>
<b>EARNINGS PER SHARE: Basic and Diluted [Before Exceptional Item]</b>		<b>0.05</b>	<b>1.67</b>
<b>EARNINGS PER SHARE: Basic and Diluted</b> (Face Value per share is Rs.10.00)	28	<b>0.05</b>	<b>1.49</b>

**See accompanying Statement on Significant accounting policies & Notes to accounts**

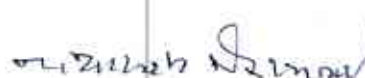
As per my Report of even date


For Arun M. Kothari,  
Chartered Accountant

  
Arun M. Kothari  
Proprietor  
Membership No. 108669



For and on behalf of the Board of Directors,

  
Nathabhai J. Sadariya  
Managing Director

  
Manoj H. Shah  
Director

  
Mahesh Aparnath  
Chief Financial Officer

Ahmedabad, 30<sup>th</sup> May, 2017

Rajkot, 30<sup>th</sup> May, 2017

CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

[Amount in ₹]

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) Before Tax	(9,79,939)	33,59,923
<i>Adjustment for:</i>		
Depreciation	75,44,575	97,81,234
Finance Costs	12,00,252	25,16,726
Interest Income	(1,49,104)	(1,33,091)
Dividend Income	(1,12,270)	(1,12,140)
Rent Income	(6,00,000)	(5,00,000)
Loss / (Profit) on sale of fixed assets	(2,23,290)	(10,14,779)
<b>Operating Cash flow before Working Capital Changes</b>	<b>66,80,224</b>	<b>1,38,97,873</b>
<i>Adjustment for:</i>		
Movement in Loans and Advances	(2,12,180)	8,37,796
Movement in Inventories	(13,16,735)	(3,21,657)
Movement in Trade and other receivables	1,97,414	(36,90,498)
Movement in Trade and other payables	(10,19,145)	15,75,902
Movement in Provisions	(2,400)	(2,400)
<b>Cash generated from Operations</b>	<b>43,27,178</b>	<b>1,22,97,015</b>
Less : Direct Taxes (Paid) / Refunds	-	(3,80,183)
<b>Net Cash flow from Operating Activities [A]</b>	<b>43,27,178</b>	<b>1,19,16,832</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(10,12,425)	(5,33,129)
Sale of Fixed Assets	4,25,000	10,49,470
Movement In Payable for Fixed Assets	-	(1,29,746)
Interest Received	29,321	27,808
Rent Received	6,00,000	5,00,000
Rent Deposit Received	50,000	50,000
Less : Direct Taxes (Paid) / Refunds	-	(63,308)
<b>Net Cash flow from / (used in) Investing Activities [B]</b>	<b>91,896</b>	<b>9,01,095</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Long Term Borrowings	(20,70,497)	(2,21,62,014)
Proceedings of Long Term Borrowings	-	96,88,000
Movement in Short-term Borrowings	(20,12,716)	17,70,984
Finance Costs	(12,00,252)	(18,00,370)
<b>Net Cash flow from / (used In) Financing Activities [C]</b>	<b>(52,83,465)</b>	<b>(1,25,03,400)</b>
<b>Net Increase in Cash and Cash Equivalents [A+B+C]</b>	<b>(8,64,391)</b>	<b>3,14,527</b>
<b>Opening Cash and Cash Equivalents</b>	<b>20,75,981</b>	<b>17,61,454</b>
<b>Closing Cash and Cash Equivalents</b>	<b>12,11,590</b>	<b>20,75,981</b>

Note: The above Cash Flow Statement has been prepared under the 'Indirect Method' as mentioned in Accounting Standard 3: "Cash Flow Statement" issued by the Institute of Chartered Accountants of India.

As per my Report of even date

For Arun M. Kothari,  
Chartered Accountant

*Arun Kothari*

Arun M. Kothari  
Proprietor  
Membership No. 108669



For and on behalf of the Board of Directors,

*Nathabhai J. Sadariya*

Nathabhai J. Sadariya  
Managing Director

*Manoj H. Shah*

Manoj H. Shah  
Director

*Mahesh Anarnath*  
Mahesh Anarnath  
Chief Financial Officer

Ahmedabad, 30<sup>th</sup> May, 2017

Rajkot, 30<sup>th</sup> May, 2017

# GALAXY AGRICO EXPORTS LIMITED

## 1) Company Profile:

The company is engaged in manufacturing and trading activity and has two business segments, viz. Agricultural Equipments and Bearings (Forged Rings). It trades in Agricultural Equipments while manufactures as well as does job work of Bearings.

### Director's Information

Sr. No.	Name	Director Identification Number
1	Nathabhai Jerambhai Sadaria	00167254
2	Manoj Harsukhlal Shah	02173383
3	Mansukhlal Nathabhai Govani	02167809
4	Kirankumar Bavanjibhai Govani	01294557
5	Ajaykumar Ramjibhai Patel	00167284
6	Sanjay Jayantilal Patel	01632620
7	Mausamiben Pareshbhai Sadaria	07046365
8	Jagdish Mansukhlal Shah	07158142

## 2) Significant Accounting Policies

### A. Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standard specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2016 and the relevant provisions of the Companies Act, 2013 as applicable.

### B. Use of estimates

The preparation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities (including Contingent Liabilities) on the date of the Financial Statements and the reported amount of revenues and expenses during the reporting period.

Estimates and Assumptions used in the preparation of the Financial Statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the Financial Statements, which may differ from the actual results at a subsequent date.

Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

### C. Fixed assets

Fixed Assets are stated at cost net of CENVAT/ Value Added Tax, Rebates, discounts, less accumulated depreciation and impairment loss, if any.

The cost of fixed assets comprises its purchase price, including import duties and other non-refundable taxes or levies, where ever applicable, and any directly attributable cost of bringing the assets to its working condition for its intended use. Borrowing cost incurred for qualifying assets is capitalized up to the date the asset is ready for intended use, based on borrowings incurred specifically for financing the asset or the weighted average rate of all other borrowings, if no specific borrowings have been incurred for the asset.



# GALAXY AGRICO EXPORTS LIMITED

## STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

### D. Depreciation

Depreciation on fixed assets is provided on Written Down Value method at the rate and in the manner prescribed in Schedule II of the Companies Act, 2013.

Depreciation on addition to fixed assets is provided on pro-rata basis from the date of acquisition / installation / when the asset is put to use. In respect of asset sold or disposed off during the year, depreciation is provided till the date of sale/disposal/adjustment of the assets.

### E. Impairment of Asset

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired.

### F. Investments

Long-term Investments are stated at cost less amount written off, where there is a diminution in its value of long-term nature.

Current Investments are stated at lower of cost or Net realizable Value.

### G. Inventories

Inventories are valued at cost and net realizable value whichever is lower.

Cost of Inventories comprise of all cost of purchase, conversion and other cost incurred in bringing the inventories to their present location and condition.

### H. Revenue Recognition

Income from job work activity is recognized at the time of completion of rendering of service. Completion of service is considered at the time when goods are ready for delivery as there is no significant uncertainty in ultimate collection. At the end of the year, Income receivable is recognized by proportionate completion method of revenue recognition by using stage of completion of process for each material.

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

Rent income is recognized when it is received.

Dividend income is also recognized when it is received.

Sales of Goods are recognized on dispatch to customers, when materially all significant risk and reward of ownership are transferred to the customers and no effective ownership is retained. Sales are recorded net of Central sales tax/Value added tax.

Other operating income comprises of income from ancillary activities incidental to the operations of the Company and is recognised when the right to receive the income is established as per the terms of the contract.



# GALAXY AGRICO EXPORTS LIMITED

## STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

### I. Foreign Currency Transactions

Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing at the time of the transaction.

Transactions in foreign currencies are recognized at the prevailing exchange rates on the transaction dates. Realized gains and losses on settlement of foreign currency transactions are recognized in Statement of Profit & Loss. Foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates, and the resultant exchange difference is recognized in the Statement of Profit & Loss.

### J. Employee Benefits

#### Short-term employee benefits

Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

#### Defined Contribution Plans

Contribution to provident fund is charged to the Statement of Profit and Loss for the year in which it becomes due.

Gratuity at present is being charged to the Statement of Profit and Loss in the year in which the payment is made to the employee.

### K. Income Tax

#### Current Tax:

Provision is made for income tax on yearly basis, under the tax-payable method, based on tax liability, as computed after taking credit for allowances and exemptions as per Income Tax Act, 1961.

#### Deferred Tax:

Deferred tax liability or assets is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that sufficient taxable income will be available to realize these assets. All other deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.



# GALAXY AGRICO EXPORTS LIMITED

## STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

### Minimum Alternate Tax:

Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit & Loss and shown as MAT Credit Receivable under head of "Long Term Loans & Advances". The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Receivable to the extent of there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

### **L. Prior Period Items**

Material items of prior period expenses, non-recurring and extra-ordinary items are disclosed separately.

### **M. Provisions**

Provisions involve substantial degree of estimation in measurement and are recognized where there is a present obligation as a result of past events and it is probable that there will be an outflow of resources embodying economic benefits. These are reviewed at each balance sheet date to reflect the current best estimate.

### **N. Contingent Liabilities and Contingent Assets**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future event beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources embodying future economic benefits will be required to settle the obligation. The company does not recognize a contingent liability but discloses its existence in the financial statement.

Contingent assets are neither recognized nor disclosed in the financial statements following the principal of conservatism.

### **O. Cash Flow Statements**

Cash flow statement is reported using indirect method, whereby Profit / (Loss) before tax is adjusted for the effects of transaction of non-cash in nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, Investing and financing activities of the company are segregated based on available information. Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investment with original maturity of three months or less.

### **P. Borrowing Cost**

Interest & Other Borrowing Cost attributable to qualifying assets, which are incurred on borrowings specifically raised for qualifying assets, are capitalized to the cost of the assets until it is ready for intended use except where installation is extended beyond reasonable/normal time lines.

Other Interest & Borrowings Costs are charged to the revenue in the Statement of Profit & Loss.



# GALAXY AGRICO EXPORTS LIMITED

## STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

### Q. Earnings Per Share

Basic Earnings Per Share are calculated by dividing the net profit or loss for the period attributable to Equity Shareholders by the Weighted Average Number of Equity Shares outstanding during the period. Earnings considered in ascertaining the Company's Earnings per Share are the Net Profit after Tax for the Year. The Weighted Average Numbers of Equity Shares outstanding during the period are adjusted for events of Bonus Issue and Sub-division of Shares.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the Weighted Average Number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares.





**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

**3. Share Capital**

**3.1. Details relating to Authorised, Issued, Subscribed and Paid up Share Capital**

Particulars	As at	
	31.03.2017	31.03.2016
<b>Authorised Share Capital</b> 55,00,000 Equity Shares of Rs.10 each	5,50,00,000	5,50,00,000
<b>Issued Share Capital</b> 50,00,020 Equity Shares of Rs.10 each	5,00,00,200	5,00,00,200
<b>Subscribed and Paid-up Share Capital</b> 27,31,620 Equity Shares of Rs.10 each, fully paid up	2,73,16,200	2,73,16,200
Add: Shares Forfeited	1,18,20,000	1,18,20,000
	<b>3,91,36,200</b>	<b>3,91,36,200</b>

**3.2. Right, Preferences & Restrictions Attached to the Shares:**

The Company has only one class of shares referred to as ordinary equity shares having a face value of Rs.10. Each shareholder is entitled to one vote per share.

In the event of the Liquidation of the company, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in the proportion to the number of the equity shares held by the shareholders.

**3.3. Reconciliation of the No. of Shares Outstanding as at**

Particulars	31.03.2017 & 31.03.2016	
	No. of shares	₹
Shares outstanding as at the beginning of the year	27,31,620	2,73,16,200
Add: Shares issued/(bought-back) during the year	-	-
Shares outstanding as at the end of the year	27,31,620	2,73,16,200

**3.4. Details of shareholders holding more than 5% ordinary equity shares as at**

Name of the shareholders	31.03.2017 & 31.03.2016	
	No. of shares	% of Holding
Manoj H. Shah	1,49,600	5.48%
Jayesh K. Patel	1,43,000	5.23%
Kantaben J. Patel	2,04,000	7.47%
Hemali S. Patel	1,39,500	5.11%
Jitendra H. Shah	1,39,410	5.10%

**3.5. Details of forfeited shares as on Balance Sheet date**

Class of shares	As at	
	31.03.2017 & 31.03.2016	
	No. of shares	₹
Ordinary Equity Shares	22,68,400	2,26,84,000



**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

**4. Reserves and Surplus**

Particulars	As at 31.03.2017	As at 31.03.2016
<b>General Reserve</b>	<b>2,50,000</b>	<b>2,50,000</b>
<b>Surplus in Statement of Profit and Loss</b>		
Opening Balance	52,33,779	11,76,922
Add: Profit / (Loss) for the year	1,25,625	40,56,857
Closing Balance	<b>53,59,404</b>	<b>52,33,779</b>
	<b>56,09,404</b>	<b>54,83,779</b>

**5. Long-term Borrowings**

Particulars	As at 31.03.2017	As at 31.03.2016
<b>Loans and Advances from related parties</b>		
<u>Unsecured</u>		
From Directors and their relatives	-	20,70,497
	-	<b>20,70,497</b>

**6. Deferred Tax Liability (Net)**

Particulars	As at 31.03.2017	As at 31.03.2016
Opening balance	30,32,190	42,29,124
Deferred Tax Liability for the year	(11,05,564)	(11,96,934)
	<b>19,26,626</b>	<b>30,32,190</b>

**7. Other Long Term Liabilities**

Particulars	As at 31.03.2017	As at 31.03.2016
Security Deposit from tenant	50,000	50,000
	<b>50,000</b>	<b>50,000</b>



**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

**8. Short-term Borrowings**

Particulars	As at 31.03.2017	As at 31.03.2016
<b>Loans repayable on demand</b>		
<b><u>Secured</u></b>		
<b>From Banks</b>		
Rajkot Nagrik Sahakari Bank - Cash Credit	65,35,629	85,48,345
[ The above loan is secured by way of equitable mortgage of Factory Land & Building and hypothecation of Moveable & Current Assets of the company. The above loan is also secured by personal guarantee of whole time director. ]		
	<b>65,35,629</b>	<b>85,48,345</b>

**9. Trade Payables**

Particulars	As at 31.03.2017	As at 31.03.2016
Other than Acceptances		
Trade Payables - Micro & Small enterprises *	-	-
Trade Payables - Other than Micro & Small enterprises	56,48,369	32,42,829
	<b>56,48,369</b>	<b>32,42,829</b>

\*The company has requested the suppliers to give information about their status as Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006. In the absence of this information, Company is unable to provide the details in "Trade Payables" regarding the overdues to such Enterprises.

**10. Other Current Liabilities**

Particulars	As at 31.03.2017	As at 31.03.2016
<b>Current maturity of long-term borrowings</b>		
Term Loan		
<b><u>Secured</u></b>		
From Banks	-	21,56,797
<b>Interest accrued and due on borrowings</b>	-	6,795
<b>Other Payables</b>		
Statutory Liabilities	72,852	2,08,381
Audit Fees Payable	10,000	30,000
	<b>82,852</b>	<b>24,01,973</b>



**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENT**

[Amount in ₹]

**12. Fixed Assets**

Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK		
	As at 01.04.2016	Addition	Disposal / Adjustment	As at 31.03.2017	As at 01.04.2016	Charge for the year	Eliminated on disposal of assets	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016	As at 31.03.2016
<b>Tangible Assets</b>											
Land	12,41,216	-	-	12,41,216	-	-	-	-	12,41,216	-	12,41,216
Building	1,85,11,791	-	-	1,85,11,791	90,91,142	12,32,672	-	1,03,23,814	81,87,977	94,20,649	1,08,59,36
Plant and Equipments	5,54,83,871	9,91,647	4,25,000	5,60,50,518	3,09,20,616	57,71,746	3,73,290	3,63,19,072	1,97,31,446	2,45,63,85	3,15,63,85
Electric Installations	83,18,530	14,628	-	83,33,158	71,79,903	4,07,396	-	75,87,299	7,45,859	11,38,62	18,30,89
Furniture and Fixtures	16,39,547	6,150	-	16,45,697	14,68,628	64,082	-	15,32,710	1,12,987	1,70,91	2,25,96
Vehicles	7,57,382	-	-	7,57,382	7,40,824	16,558	-	7,57,382	-	13,37	74,63
Computer	10,74,552	-	-	10,74,552	10,61,178	9,983	-	10,71,161	3,391	12,47	12,47
Office Equipments	5,09,867	-	-	5,09,867	4,13,908	42,139	-	4,56,047	53,820	95,95	1,35,95
<b>Total</b>	<b>8,75,36,756</b>	<b>10,12,425</b>	<b>4,25,000</b>	<b>8,81,24,181</b>	<b>5,08,76,199</b>	<b>75,44,575</b>	<b>3,73,290</b>	<b>5,80,47,485</b>	<b>3,00,76,656</b>	<b>3,66,60,557</b>	<b>4,59,43,35</b>
<b>Particulars</b>	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK		
	As at 01.04.2015	Addition	Disposal / Adjustment	As at 31.03.2016	As at 01.04.2015	Charge for the year	Eliminated on disposal of assets	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015	As at 31.03.2015
<b>Tangible Assets</b>											
Land	12,41,216	-	-	12,41,216	-	-	-	-	12,41,216	-	12,41,216
Building	1,85,11,791	-	-	1,85,11,791	76,53,431	14,37,711	-	90,91,142	94,20,649	1,08,59,36	1,08,59,36
Plant and Equipments	5,99,34,894	4,31,651	48,82,674	5,54,83,871	2,83,71,035	73,97,562	48,47,981	3,09,20,616	2,45,63,255	3,15,63,85	3,15,63,85
Electric Installations	83,18,530	-	-	83,18,530	64,87,633	6,92,270	-	71,79,903	11,38,627	18,30,89	18,30,89
Furniture and Fixtures	15,87,159	52,388	-	16,39,547	13,61,198	1,07,430	-	14,68,628	1,70,919	2,25,96	2,25,96
Vehicles	7,57,382	-	-	7,57,382	6,82,744	58,080	-	7,40,824	16,558	74,63	74,63
Computer	10,59,952	14,600	-	10,74,552	10,47,481	13,697	-	10,61,178	13,374	12,47	12,47
Office Equipments	4,75,377	34,490	-	5,09,867	3,39,424	74,484	-	4,13,908	95,959	1,35,95	1,35,95
<b>Total</b>	<b>9,18,66,301</b>	<b>5,33,129</b>	<b>48,82,674</b>	<b>8,75,36,756</b>	<b>4,59,42,946</b>	<b>97,81,234</b>	<b>48,47,981</b>	<b>5,08,76,199</b>	<b>3,66,60,557</b>	<b>4,59,43,35</b>	<b>4,59,43,35</b>



**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

**11. Short-term Provisions**

Particulars	As at 31.03.2017	As at 31.03.2016
<b>Provisions - Others</b>	-	2,400
Professional Tax	-	2,400
	-	2,400

**13. Non-Current Investments**

Particulars	As at 31.03.2017	As at 31.03.2016
<b>( At Cost )</b>		
<b>Investment in Equity Shares</b>		
4 shares of Rs. 6,014 each in Rajkot Nagrik Sahakari Bank (having face value of Rs. 50 each)	24,056	24,056
11,200 shares of Rs. 50 each in Rajkot Nagrik Sahakari Bank (having face value of Rs. 50 each)	5,60,000	5,60,000
	<b>5,84,056</b>	<b>5,84,056</b>



**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

**17. Cash and Cash Equivalents**

Particulars	As at 31.03.2017	As at 31.03.2016
Cash on hand	2,74,464	80,363
Balances with Banks In Current Accounts	9,37,126	19,95,618
	<b>12,11,590</b>	<b>20,75,981</b>

**18. Short-term Loans and Advances**

Particulars	As at 31.03.2017	As at 31.03.2016
( Unsecured, considered good ) Loans and Advances to employees	3,82,890	2,74,890
Balances with Statutory Authorities	17,46,320	13,17,768
<b>Others</b>		
Advance to Suppliers	5,09,747	4,86,641
Advances to Subsidiary	1,00,450	1,00,450
Prepaid Expenses	2,07,343	5,44,684
	<b>29,46,750</b>	<b>27,24,433</b>

**18.1 Short-term loans & advances include amounts due from:**

Particulars	As at 31.03.2017	As at 31.03.2016
Subsidiary Company Accumax Rings Limited	1,00,450	1,00,450



## GALAXY AGRICO EXPORTS LIMITED

### NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

#### 20.3 Other operating income comprises

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Import Entitlements	10,05,953	5,19,494
Scrap Sales	36,74,443	32,65,886
	<b>46,80,396</b>	<b>37,85,380</b>

#### 21. Other Income

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Interest on:		
Bank Deposits	1,49,104	1,33,091
Dividend Income	1,12,270	1,12,140
Rent Income	6,00,000	5,00,000
Net Gain on foreign currency transactions	2,97,400	1,19,077
Other non-operating income:		
Discount Received	10,427	1,227
Net profit on sale of fixed assets	2,23,290	10,14,779
Excess provisions not required written back	20,000	
	<b>14,12,491</b>	<b>18,80,314</b>

#### 22. Cost of Materials Consumed

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>{ Indigenous }</b>		
<b>Raw Material Consumed (Alloy Steel)</b>		
Opening Stock	38,63,885	38,21,000
Add: Purchases	1,01,66,991	70,21,196
Less: Closing Stock	48,41,395	38,63,885
	<b>91,89,481</b>	<b>69,78,311</b>
<b>Dies, Tools and Other Materials Consumed</b>		
Opening Stock	12,43,316	17,27,158
Add: Purchases	44,26,524	39,44,683
Less: Closing Stock	11,90,560	12,43,316
	<b>44,79,280</b>	<b>44,28,525</b>
	<b>1,36,68,761</b>	<b>1,14,06,836</b>



**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

**22.1 Cost of Materials Consumed Comprises**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Round Bar	91,89,481	69,78,311
Other Material	44,79,280	44,28,525
	<b>1,36,68,761</b>	<b>1,14,06,836</b>

**23. Purchase of Stock-in-Trade**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Agricultural Equipments	56,40,120	60,37,620
	<b>56,40,120</b>	<b>60,37,620</b>

**24. Changes in Inventories of Finished goods, Work-in-Progress and Stock-in-Trade**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b><u>Inventories at the beginning of the year</u></b>		
Work-in-Progress	12,89,261	3,95,710
Scrap	1,25,685	96,514
Stock-in-trade	2,15,627	3,75,735
	<b>16,30,573</b>	<b>8,67,959</b>
<b><u>Inventories at the end of the year</u></b>		
Work-in-Progress	16,07,921	12,89,261
Scrap	1,99,006	1,25,685
Stock-in-trade	2,15,627	2,15,627
	<b>20,22,554</b>	<b>16,30,573</b>
	<b>(3,91,981)</b>	<b>(7,62,614)</b>





**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

**25. Employee Benefit Expenses**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Salaries and Wages	56,89,600	32,12,416
Contribution to provident fund	2,73,185	2,26,789
Staff welfare expenses	23,175	5,024
	<b>59,85,960</b>	<b>34,44,229</b>

**26. Finance Costs**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>Interest expenses on:</b>		
Cash Credit	7,36,290	9,61,134
Term loan	56,625	5,89,596
Unsecured Loans	3,611	7,09,561
Interest on TDS	-	456
Interest on late payment of Indirect Taxes	1,217	3,114
<b>Other Borrowing Costs</b>	4,02,509	2,52,865
	<b>12,00,252</b>	<b>25,16,726</b>



**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

**27. Other Expenses**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>Manufacturing and Other Direct Expenses</b>		
Job Work Charges	22,04,509	17,35,856
Power & Fuel Expenses	1,49,98,520	1,57,14,355
Repairs and Maintenance - Machinery	38,26,666	23,90,890
Transportation and Freight Expenses	12,24,314	5,23,453
Packing Material Consumed	3,64,108	43,011
Factory and other expenses	4,00,183	2,71,265
	<b>2,30,18,300</b>	<b>2,06,78,829</b>
<b>Administrative and Selling Expenses</b>		
Auditor's Remuneration		
Statutory and Tax Audit Fees	10,000	10,000
Donation	500	-
Forward Contract Exchange Rate Difference	-	2,193
Insurance	46,609	44,832
Legal and Professional Charges	7,20,294	7,73,334
Repairs and Maintenance - Others	2,44,262	98,134
Penalty	-	770
Rates and Taxes	103	19,673
Other administrative and selling expenses	9,33,821	16,16,907
	<b>19,55,588</b>	<b>25,65,843</b>
	<b>2,49,73,888</b>	<b>2,32,44,672</b>

**28. Earnings Per Share (EPS)**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Net Profit / (Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders	1,25,625	40,56,857
Weighted Average number of equity shares used as denominator for calculating EPS	27,31,620	27,31,620
<b>Basic and Diluted Earnings per share</b>	<b>0.05</b>	<b>1.49</b>
Face Value per share	10.00	10.00



**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

**29. Contingent liabilities and commitments (to the extent not provided for)**

Particulars	As at 31.03.2017	As at 31.03.2016
Contingent liabilities:		
Bank Guarantee	42,00,000	42,00,000
	<b>42,00,000</b>	<b>42,00,000</b>

**30. Earnings And Outgo of Foreign Exchange, CIF Value of Imports**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Foreign Exchange Earnings		
Exports (F.O.B. Value)	1,63,90,800	72,87,085
Foreign Exchange Outgo - Foreign Travelling Expense	-	4,43,732



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

[Amount in ₹]

## 31. Segment Information

The company has identified Business Segments as its primary segment and Geographic Segments as its secondary segment.

Business Segments include: Agricultural Equipments and Forged Rings (Bearings).

Revenues and Expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to a particular segment have been allocated on the basis of associated revenues of the segments. All other expenses which relate to enterprise as a whole and are not attributable / allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Assets and Liabilities that are directly attributable / allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably among segments are not allocated to primary and secondary segments.

Geographical revenues are allocated based on the location of the customer. Geographical Segments of the company are "Within India" and "Outside India".

## Segment Reporting for the year ended 31st March, 2017

## (i) Primary Segment Information:

Particulars	BUSINESS SEGMENTS			
	Agricultural Equipments	Forged Rings	Unallocable	Total
<b>1. Segment Revenue</b>				
External Turnover	70,97,777	5,12,78,826	-	5,83,76,603
Inter-Segment Turnover	-	-	-	-
<b>Gross Turnover</b>	<b>70,97,777</b>	<b>5,12,78,826</b>	<b>-</b>	<b>5,83,76,603</b>
Less: Excise Duty Recovered	-	(21,47,458)	-	(21,47,458)
<b>Net Turnover</b>	<b>70,97,777</b>	<b>4,91,31,368</b>	<b>-</b>	<b>5,62,29,145</b>
<b>2. Segment Result before Interest and Taxes</b>	<b>(69,01,697)</b>	<b>(4,70,62,817)</b>	<b>(34,56,809)</b>	<b>(2,46,192)</b>
Less: Interest Expense	-	-	(12,00,252)	(12,00,252)
Add: Interest Income	-	-	-	-
<b>Profit Before Tax [PBT]</b>	<b>(69,01,697)</b>	<b>(4,70,62,817)</b>	<b>(46,57,061)</b>	<b>(14,46,444)</b>
<b>Exceptional Item</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Less: Net Current tax	-	-	-	-
Deferred tax	-	-	1,25,625	1,25,625
Prior Year Tax	-	-	-	-
<b>Profit After Tax [PAT]</b>	<b>(69,01,697)</b>	<b>(4,70,62,817)</b>	<b>(47,82,686)</b>	<b>(15,72,069)</b>
<b>3. Other Information</b>				
Segment Assets	15,41,718	4,36,85,455	1,37,61,906	5,89,89,079
Segment Liabilities	-	-	66,68,481	66,68,480
Capital Expenditure	-	-	-	-
Depreciation	9,96,968	47,74,777	17,72,829	75,44,575

## (ii) Secondary Segment Information:

The following Geographic Segments Individually contributed 10% or more of the Company's revenues in the previous year.

Particulars	Segment Revenue
Within India	1,88,49,372
Outside India	60,91,824



**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

**25. Employee Benefit Expenses**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Salaries and Wages	56,89,600	32,12,416
Contribution to provident fund	2,73,185	2,26,789
Staff welfare expenses	23,175	5,024
	<b>59,85,960</b>	<b>34,44,229</b>

**26. Finance Costs**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>Interest expenses on:</b>		
Cash Credit	7,36,290	9,61,134
Term loan	56,625	5,89,596
Unsecured Loans	3,611	7,09,561
Interest on TDS	-	456
Interest on late payment of Indirect Taxes	1,217	3,114
<b>Other Borrowing Costs</b>	4,02,509	2,52,865
	<b>12,00,252</b>	<b>25,16,726</b>



**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

**27. Other Expenses**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>Manufacturing and Other Direct Expenses</b>		
Job Work Charges	22,04,509	17,35,856
Power & Fuel Expenses	1,49,98,520	1,57,14,355
Repairs and Maintenance - Machinery	38,26,666	23,90,890
Transportation and Freight Expenses	12,24,314	5,23,453
Packing Material Consumed	3,64,108	43,011
Factory and other expenses	4,00,183	2,71,265
	<b>2,30,18,300</b>	<b>2,06,78,829</b>
<b>Administrative and Selling Expenses</b>		
Auditor's Remuneration		
Statutory and Tax Audit Fees	10,000	10,000
Donation	500	-
Forward Contract Exchange Rate Difference	-	2,193
Insurance	46,609	44,832
Legal and Professional Charges	7,20,294	7,73,334
Repairs and Maintenance - Others	2,44,262	98,134
Penalty	-	770
Rates and Taxes	103	19,673
Other administrative and selling expenses	9,33,821	16,16,907
	<b>19,55,588</b>	<b>25,65,843</b>
	<b>2,49,73,888</b>	<b>2,32,44,672</b>

**28. Earnings Per Share (EPS)**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Net Profit / (Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders	1,25,625	40,56,857
Weighted Average number of equity shares used as denominator for calculating EPS	27,31,620	27,31,620
<b>Basic and Diluted Earnings per share</b>	<b>0.05</b>	<b>1.49</b>
Face Value per share	10.00	10.00



**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

The previous year figures have been regrouped / reclassified, wherever necessary, to conform to the current year presentation.

[Amount in ₹]

**29. Contingent liabilities and commitments (to the extent not provided for)**

Particulars	As at 31.03.2017	As at 31.03.2016
Contingent liabilities:		
Bank Guarantee	42,00,000	42,00,000
	<b>42,00,000</b>	<b>42,00,000</b>

**30. Earnings And Outgo of Foreign Exchange, CIF Value of Imports**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Foreign Exchange Earnings		
Exports (F.O.B. Value)	1,63,90,800	72,87,085
Foreign Exchange Outgo - Foreign Travelling Expense	-	4,43,732



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

[Amount in ₹]

**31. Segment Information**

The company has identified Business Segments as its primary segment and Geographic Segments as its secondary segment.

Business Segments include: Agricultural Equipments and Forged Rings (Bearings).

Revenues and Expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to a particular segment have been allocated on the basis of associated revenues of the segments. All other expenses which relate to enterprise as a whole and are not attributable / allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Assets and Liabilities that are directly attributable / allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably among segments are not allocated to primary and secondary segments.

Geographical revenues are allocated based on the location of the customer. Geographical Segments of the company are "Within India" and "Outside India".

**Segment Reporting for the year ended 31st March, 2017****(i) Primary Segment Information:**

Particulars	BUSINESS SEGMENTS			
	Agricultural Equipments	Forged Rings	Unallocable	Total
<b>1. Segment Revenue</b>				
External Turnover	70,97,777	5,12,78,826	-	5,83,76,603
Inter-Segment Turnover	-	-	-	-
<b>Gross Turnover</b>	<b>70,97,777</b>	<b>5,12,78,826</b>	<b>-</b>	<b>5,83,76,603</b>
Less: Excise Duty Recovered	-	(21,47,458)	-	(21,47,458)
<b>Net Turnover</b>	<b>70,97,777</b>	<b>4,91,31,368</b>	<b>-</b>	<b>5,62,29,145</b>
<b>2. Segment Result before Interest and Taxes</b>	<b>(69,01,697)</b>	<b>(4,70,62,817)</b>	<b>(34,56,809)</b>	<b>(2,46,192)</b>
Less: Interest Expense	-	-	(12,00,252)	(12,00,252)
Add: Interest Income	-	-	-	-
<b>Profit Before Tax [PBT]</b>	<b>(69,01,697)</b>	<b>(4,70,62,817)</b>	<b>(46,57,061)</b>	<b>(14,46,444)</b>
<b>Exceptional Item</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Less: Net Current tax	-	-	-	-
Deferred tax	-	-	1,25,625	1,25,625
Prior Year Tax	-	-	-	-
<b>Profit After Tax [PAT]</b>	<b>(69,01,697)</b>	<b>(4,70,62,817)</b>	<b>(47,82,686)</b>	<b>(15,72,069)</b>
<b>3. Other Information</b>				
Segment Assets	15,41,718	4,36,85,455	1,37,61,906	5,89,89,079
Segment Liabilities	-	-	66,68,481	66,68,480
Capital Expenditure	-	-	-	-
Depreciation	9,96,968	47,74,777	17,72,829	75,44,575

**(ii) Secondary Segment Information:**

The following Geographic Segments Individually contributed 10% or more of the Company's revenues in the previous year.

Particulars	Segment Revenue
Within India	1,88,49,372
Outside India	60,91,826





**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENT**

[Amount in ₹]

**33. Deferred Tax Liability (Net)**

Particulars	As at 31st March, 2016	Current Year Charge / (Credit)	As at 31st March, 2017
Difference between book and tax depreciation	1,93,72,193	(40,29,435)	1,53,42,758
Profit on Sales of Fixed Assets 2015-16	10,14,779	(1,52,217)	8,62,562
Profit on Sales of Fixed Assets 2015-16	(3,13,567)	47,035	(2,66,532)
Loss on sale of fixed assets 2008-09	(5,75,011)	86,252	(4,88,759)
Loss on sale of fixed assets 2009-10	(12,85,747)	1,92,862	(10,92,885)
Profit on sale of fixed assets 2010-11	6,37,395	(95,609)	5,41,786
Profit on sale of fixed assets 2011-12	4,76,891	(71,534)	4,05,357
Loss on sale of fixed assets 2012-13	(5,85,390)	87,809	(4,97,582)
Loss as per Income Tax Act, 1961 & Loss on Sale of Fixed Assets	(23,79,729)	3,56,959	(20,22,770)
<b>Net Timing Difference</b>	<b>1,63,61,814</b>	<b>(35,77,878)</b>	<b>1,27,83,936</b>
<b>Net Deferred Tax Liability</b>	<b>30,32,190</b>	<b>(11,05,564)</b>	<b>19,26,626</b>

**34 Disclosure on SBN**

During the year, the company had specified bank notes or other denomination notes as defined in MCA notification GSR 308(E) dated 31st March, 2017 on the details of Specified Bank Notes (SBNs) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBNs and other notes as per the said notification is given below:

Particulars	Specified Bank Notes*	Other denomination	Total
Closing cash in hand on November 8, 2016	1,20,000	5,942	1,25,942
(+) permitted receipts	-	2,53,000	2,53,000
(-) permitted payments	-	1,69,551	1,69,551
(-) Amount deposited in banks	1,20,000	-	1,20,000
Closing cash in hand as on December 30, 2016	-	89,391	89,391

\* For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number SO 340E, dated 8th November, 2016

**35. Other Disclosures**

- 35.1 The outstanding balances as at 31<sup>st</sup> March, 2017 in respect of Trade receivables, Trade payables, Loans & Advances and other payables & receivables are subjected to confirmation from respective parties and consequential reconciliation and/or adjustments arising there from, if any. The Management, however, does not expect any material variation.



**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENT**

[Amount in ₹]

- 35.2 According to the opinion of the management of the Company, the value of realization of Trade & Other Receivables and Loans & Advances given in the ordinary course of business would not be less than the amount at which they are stated in the Balance sheet.

---

**Signature to the Statement on Significant Accounting Policies and Notes forming part of the financial Statements**

As per my Report of even date

For Arun M. Kothari,  
Chartered Accountant



Arun M. Kothari  
Proprietor  
Membership No. 108669



  
Nathabhai J. Sadariya  
Managing Director

For and on behalf of the Board,



Manoj H. Shah  
Director

  
Mahesh Aparnath  
Chief Financial Officer

Ahmedabad, 30<sup>th</sup> May, 2017

Rajkot, 30<sup>th</sup> May, 2017

**GALAXY AGRICO EXPORTS LIMITED**

**RAJKOT**

**CONSOLIDATED FINANCIAL STATEMENTS**

**2016 - 17**

## INDEPENDENT AUDITOR'S REPORT

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

### Report on the Consolidated Financial Statements

I have audited the accompanying consolidated financial statements of **GALAXY AGRICO EXPORTS LIMITED**, (the Holding Company), and its subsidiary (collectively referred to as 'the Company' or 'the Group'), comprising the consolidated Balance Sheet as at 31 March 2017, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

### Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Company and its subsidiary company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

My responsibility is to express an opinion on these consolidated financial statements based on my audit. I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



4. Jay Gujarat Society, Opp. Police Commissioner's Office, Shahibaug, Ahmedabad – 380 004. (Gujarat)  
Tel. No. : 079- 26402110 . Mobile : 9824021386. E-mail : arunmkolhar@gmail.com

I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal financial controls system over financial reporting relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the consolidated financial statements.

#### **Opinion**

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31 March 2017, and their consolidated loss and their consolidated cash flows for the year ended on that date.

#### ***Emphasis of Matter***

I draw attention to Note – J of Statement on Significant Accounting Policies relating to 'Retirement Benefits'. The liability for Gratuity is determined on payment basis and not in accordance with Accounting Standard 15 "Employee Benefits". The amount of Gratuity liability has not been ascertained and therefore not quantified. My opinion is not modified in this respect.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:
  - a. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit of the aforesaid consolidated financial statements.
  - b. In my opinion, proper books of account as required by law have been kept by the Company so far as appears from my examination of those books;



4, Jay Gujarat Society, Opp. Police Commissioner's Office, Shahibaug, Ahmedabad - 380 004, (Gujarat)  
Tel. No. : 079- 26402110 , Mobile : 9824021386. E-mail : arunmkothari@gmail.com

- c. the consolidated Balance Sheet and the consolidated Statement of Profit and Loss and the consolidated Cash flow statement dealt with by this Report are in agreement with the books of account;
- d. in my opinion, the aforesaid consolidated financial statements comply with the Accounting Standards referred to in Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2016;
- e. on the basis of written representations received from the directors of the Holding Company as on 31st March, 2017, taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company incorporated in India, none of the directors are disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164(2) of the Act; and
- f. with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to my separate report in "Annexure A".
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2017, in my opinion and to the best of my information and according to the explanations given to me:
- (i) The Holding Company and its subsidiary company does not have any pending litigations which would impact its financial position;
  - (ii) The Holding Company and its subsidiary company has not entered into any long term contracts including derivative contracts which require provisioning under any law or accounting standards, for material foreseeable losses, if any;
  - (iii) There are no amounts required to be transferred to Investor Education and Protection Fund by the Holding Company and its subsidiary company during the year ended 31<sup>st</sup> March, 2017.
  - (iv) The Holding Company and its subsidiary company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Holding Company and its subsidiary company.

For Arun M. Kothari,  
Chartered Accountant

*Arun Kothari*

Arun M. Kothari  
Proprietor

Membership No.: 108669



Ahmedabad, dated 30<sup>th</sup> May, 2017

**"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

I have audited the internal financial controls over financial reporting of **GALAXY AGRICO EXPORTS LIMITED** ("the Holding Company") and its subsidiary as of March 31, 2017 in conjunction with my audit of the consolidated financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company and its subsidiary's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company and its subsidiary considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I have conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.





CA. ARUN M. KOTHARI  
B. Com., FCA

ARUN M. KOTHARI  
CHARTERED ACCOUNTANTS

4, Jay Gujarat Society, Opp. Police Commissioner's Office, Shahibaug, Ahmedabad - 380 004. (Gujarat)  
Tel. No. : 079- 26402110 . Mobile : 9824021386. E-mail : arunmkothari@gmail.com

### Opinion

In my opinion, the Company and its subsidiary have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, criteria established by the Company and its subsidiary considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

Ahmedabad, dated 30<sup>th</sup> May, 2017

For Arun M. Kothari,  
Chartered Accountant



*Arun M. Kothari*

Arun M. Kothari  
Proprietor  
Membership No.: 108669

**GALAXY AGRICO EXPORTS LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017**

(Amount in ₹)

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	3,91,36,200	3,91,36,200
Reserves and Surplus	4	56,09,402	54,83,779
		<b>4,47,45,602</b>	<b>4,46,19,979</b>
<b>Non-current Liabilities</b>			
Long-term Borrowings	5	-	20,70,497
Deferred Tax Liability (Net)	6	19,26,626	30,32,190
Other Long Term Liabilities	7	50,000	50,000
		<b>19,76,626</b>	<b>51,52,687</b>
<b>Current Liabilities</b>			
Short-term Borrowings	8	65,35,629	85,48,345
Trade Payables*	9		
- Micro & Small enterprises		-	-
- Other than Micro & Small enterprises		56,48,369	34,00,412
Other Current Liabilities	10	82,852	24,01,973
Short-term Provisions	11	-	2,400
		<b>1,22,66,850</b>	<b>1,43,53,130</b>
		<b>5,89,89,077</b>	<b>6,41,25,795</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Fixed Assets	12		
- Tangible Assets		3,00,76,696	3,66,60,557
Non-current Investments	13	5,84,056	5,84,056
Long-term Loans and Advances	14	12,65,129	12,75,266
		<b>3,19,25,881</b>	<b>3,85,19,879</b>
<b>Current Assets</b>			
Inventories	15	80,54,509	67,37,774
Trade Receivables	16	1,19,65,320	1,06,37,153
Cash and Cash Equivalents	17	13,12,038	23,34,014
Short-term Loans and Advances	18	28,46,300	26,23,983
Other Current Assets	19	28,85,029	32,72,992
		<b>2,70,63,196</b>	<b>2,56,05,915</b>
		<b>5,89,89,077</b>	<b>6,41,25,795</b>

\*Refer Note No. 9 of Notes Forming Part of the financial statements

**See accompanying Statement on Significant accounting policies & Notes to accounts**

As per my Report of even date

For Arun M. Kothari,  
Chartered Accountant

*Arun M. Kothari*

Arun M. Kothari  
Proprietor  
Membership No. 108669



For and on behalf of the Board of Directors,

*Nathabhai J. Sadariya*

Nathabhai J. Sadariya  
Managing Director

*Manoj H. Shah*

Manoj H. Shah  
Director

*Mahesh Aparnath*  
Mahesh Aparnath  
Chief Financial Officer

Ahmedabad, 30<sup>th</sup> May, 2017

Rajkot, 30<sup>th</sup> May, 2017

**GALAXY AGRICO EXPORTS LIMITED**

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2017**

(Amount in ₹)

Particulars	Note No.	Year ended 31.03.2017	Year ended 31.03.2016
<b>INCOME</b>			
Revenue from operations (Gross)	20	5,83,76,603	5,83,28,378
Less: Excise Duty collected on sales		(21,47,458)	(11,80,066)
Revenue from operations (Net)		<b>5,62,29,145</b>	<b>5,71,48,312</b>
Other Income	21	14,12,491	19,09,314
		<b>5,76,41,636</b>	<b>5,90,57,626</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	22	1,36,68,762	1,14,06,836
Purchase of Stock-in-trade	23	56,40,120	60,37,620
Changes in inventories of Finished goods, Work-in-progress and Stock-in-trade	24	(3,91,981)	(7,62,614)
Employee Benefit Expenses	25	59,85,960	35,58,229
Finance Costs	26	12,00,252	25,17,402
Depreciation	12	75,44,575	97,81,234
Other Expenses	27	2,49,73,887	2,34,62,961
		<b>5,86,21,575</b>	<b>5,60,01,668</b>
<b>PROFIT / (LOSS) BEFORE TAX</b>		<b>(9,79,939)</b>	<b>30,55,958</b>
<b>TAX EXPENSE:</b>			
Current tax		-	6,60,000
Add: MAT credit entitlement / (availed)		-	(6,60,000)
Net current tax		-	-
Deferred tax		(11,05,564)	(11,96,934)
		<b>(11,05,564)</b>	<b>(11,96,934)</b>
<b>PROFIT / (LOSS) AFTER TAX</b>		<b>1,25,625</b>	<b>42,52,892</b>
<b>EARNINGS PER SHARE: Basic and Diluted</b>	28	<b>0.05</b>	<b>1.56</b>
(Face Value per share is Rs.10.00)			

**See accompanying Statement on Significant accounting policies & Notes to accounts**

As per my Report of even date

For Arun M. Kothari,  
Chartered Accountant

*Arun M. Kothari*

Arun M. Kothari  
Proprietor  
Membership No. 108669



For and on behalf of the Board of Directors,

*Nathabhai J. Sadariya*  
Nathabhai J. Sadariya  
Managing Director

*Manoj H. Shah*  
Manoj H. Shah  
Director

*Mahesh Aparnath*  
Mahesh Aparnath  
Chief Financial Officer

Ahmedabad, 30<sup>th</sup> May, 2017

Rajkot, 30<sup>th</sup> May, 2017

**GALAXY AGRICO EXPORTS LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

(Amount in ₹)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) Before Tax	(9,79,939)	30,55,958
<b>Adjustment for:</b>		
Depreciation	75,44,575	97,81,234
Finance Costs	12,00,252	25,16,726
Interest Income	(1,49,104)	(1,33,091)
Dividend Income	(1,12,270)	(1,12,140)
Rent Income	(6,00,000)	(5,00,000)
Loss / (Profit) on sale of fixed assets	(2,23,290)	(10,14,779)
<b>Operating Cash flow before Working Capital Changes</b>	<b>66,80,224</b>	<b>1,35,93,908</b>
<b>Adjustment for:</b>		
Movement in Loans and Advances	(2,12,180)	9,87,554
Movement in Inventories	(13,16,735)	(3,21,657)
Movement in Trade and other receivables	77,628	(36,90,498)
Movement in Trade and other payables	(11,76,728)	15,64,986
Movement in Provisions	(2,400)	(2,400)
<b>Cash generated from Operations</b>	<b>40,49,809</b>	<b>1,21,31,893</b>
Less : Direct Taxes (Paid) / Refunds	-	(3,80,183)
<b>Net Cash flow from Operating Activities [A]</b>	<b>40,49,809</b>	<b>1,17,51,710</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(10,12,425)	(5,33,129)
Sale of Fixed Assets	4,25,000	10,49,472
Movement In Payable for Fixed Assets		(1,29,746)
Movement In Bank Deposits		-
Interest Received	1,49,104	27,808
Rent Received	6,00,000	5,00,000
Rent Deposit Received	50,000	50,000
Less : Direct Taxes (Paid) / Refunds	-	(63,608)
<b>Net Cash flow from / (used in) Investing Activities [B]</b>	<b>2,11,679</b>	<b>9,00,797</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Long Term Borrowings	(20,70,497)	(2,17,77,014)
Proceedings of Long Term Borrowings		96,88,000
Movement in Short-term Borrowings	(20,12,716)	17,70,984
Finance Costs	(12,00,252)	(18,00,370)
<b>Net Cash flow from / (used in) Financing Activities [C]</b>	<b>(52,83,464)</b>	<b>(1,21,18,400)</b>
<b>Net Increase in Cash and Cash Equivalents [A+B+C]</b>	<b>(10,21,977)</b>	<b>5,34,107</b>
<b>Opening Cash and Cash Equivalents</b>	<b>23,34,014</b>	<b>17,99,907</b>
<b>Closing Cash and Cash Equivalents</b>	<b>13,12,037</b>	<b>23,34,014</b>

**Note:** The above Cash Flow Statement has been prepared under the 'Indirect Method' as mentioned in Accounting Standard 3: "Cash Flow Statement" issued by the Institute of Chartered Accountants of India.

As per my Report of even date

For Arun M. Kothari,  
Chartered Accountant



Arun M. Kothari  
Proprietor  
Membership No. 108569



For and on behalf of the Board of Directors,



Nathabhai J. Sadariya  
Managing Director



Manoj H. Shah  
Director

  
Mahesh Aparnath  
Chief Financial Officer

## GALAXY AGRICO EXPORTS LIMITED

### 1) Company Profile:

The company is engaged in manufacturing and trading activity and has two business segments, viz. Agricultural Equipments and Bearings (Forged Rings). It trades in Agricultural Equipments while manufactures as well as does job work of Bearings.

#### Director's Information

Sr. No.	Name	Director Identification Number
1	Nathabhai Jerambhai Sadaria	00167254
2	Manoj Harsukhlal Shah	02173383
3	Mansukhlal Nathabhai Govani	02167809
4	Kirankumar Bavanjibhai Govani	01294557
5	Ajaykumar Ramjibhai Patel	00167284
6	Sanjay Jayantilal Patel	01632620
7	Mausamiben Pareshbhai Sadaria	07046365
8	Jagdish Mansukhlal Shah	07158142

### 2) Significant Accounting Policies

#### A. Basis of consolidation

The consolidated financial statements of Galaxy Agrico Exports Limited and its subsidiary are prepared under the historical cost convention and in accordance with the accounting standards issued by the Institute of Chartered Accountants of India.

The financial statements of the subsidiary company used in the consolidation are drawn up to the same reporting date as of the parent company.

#### B. Principles of consolidation

The consolidated financial statements include the financial statements of Galaxy Agrico Exports Limited and its subsidiary. These have been prepared in accordance with the Accounting Standard 21 – "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

The subsidiary in these consolidated financial statements is Accumax Rings Limited.

The financial statements of the Company and its subsidiary has been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenditure, after eliminating inter-company transactions and balances.

#### C. Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standard specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2016 and the relevant provisions of the Companies Act, 2013 as applicable.



# **GALAXY AGRICO EXPORTS LIMITED**

## **STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES**

### **D. Use of estimates**

The preparation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities (including Contingent Liabilities) on the date of the Financial Statements and the reported amount of revenues and expenses during the reporting period.

Estimates and Assumptions used in the preparation of the Financial Statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the Financial Statements, which may differ from the actual results at a subsequent date.

Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

### **E. Fixed assets**

Fixed Assets are stated at cost net of CENVAT/ Value Added Tax, Rebates, discounts, less accumulated depreciation and impairment loss, if any.

The cost of fixed assets comprises its purchase price, including import duties and other non-refundable taxes or levies, where ever applicable, and any directly attributable cost of bringing the assets to its working condition for its intended use. Borrowing cost incurred for qualifying assets is capitalized up to the date the asset is ready for intended use, based on borrowings incurred specifically for financing the asset or the weighted average rate of all other borrowings, if no specific borrowings have been incurred for the asset.

### **F. Depreciation**

Depreciation on fixed assets is provided on Written down Value method at the rate and in the manner prescribed in Schedule II of the Companies Act, 2013.

Depreciation on addition to fixed assets is provided on pro-rata basis from the date of acquisition / installation / when the asset is put to use. In respect of asset sold or disposed off during the year, depreciation is provided till the date of sale/disposal/adjustment of the assets.

### **G. Impairment of Asset**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired.

### **H. Investments**

Long-term Investments are stated at cost less amount written off, where there is a diminution in its value of long-term nature.

Current Investments are stated at lower of cost or Net realizable Value.

### **I. Inventories**

Inventories are valued at cost and net realizable value whichever is lower.

Cost of Inventories comprise of all cost of purchase, conversion and other cost incurred in bringing the inventories to their present location and condition.



# **GALAXY AGRICO EXPORTS LIMITED**

## **STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES**

### **J. Revenue Recognition**

Sales of Goods are recognized on dispatch to customers, when materially all significant risk and reward of ownership are transferred to the customers and no effective ownership is retained. Sales are recorded net of Central sales tax/Value added tax.

Income from job work activity is recognized at the time of completion of rendering of service. Completion of service is considered at the time when goods are ready for delivery as there is no significant uncertainty in ultimate collection. At the end of the year, Income receivable is recognized by proportionate completion method of revenue recognition by using stage of completion of process for each material.

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

Rent income is recognized when it is received.

Dividend income is also recognized when it is received.

Other operating income comprises of income from ancillary activities incidental to the operations of the Company and is recognised when the right to receive the income is established as per the terms of the contract.

### **K. Foreign Currency Transactions**

Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing at the time of the transaction.

Realized gains and losses on settlement of foreign currency transactions are recognized in Statement of Profit & Loss. Foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates, and the resultant exchange difference is recognized in the Statement of Profit & Loss.

### **L. Employee Benefits**

#### **Short-term employee benefits**

Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

#### **Defined Contribution Plans**

Contribution to provident fund is charged to the Statement of Profit and Loss for the year in which it becomes due.

Gratuity at present is being charged to the Statement of Profit and Loss in the year in which the payment is made to the employee.



# GALAXY AGRICO EXPORTS LIMITED

## STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

### M. Income Tax

#### Current Tax:

Provision is made for income tax on yearly basis, under the tax-payable method, based on tax liability, as computed after taking credit for allowances and exemptions as per Income Tax Act, 1961.

#### Deferred Tax:

Deferred tax liability or assets is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that sufficient taxable income will be available to realize these assets. All other deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

#### Minimum Alternate Tax:

Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an assets in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said assets is created by way of a credit to the Statement of Profit & Loss and shown as MAT Credit Receivable under head of "Long Term Loans & Advances". The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Receivable to the extent of there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

### N. Prior Period Items

Material items of prior period expenses, non-recurring and extra-ordinary items are disclosed separately.

### O. Provisions

Provisions involve substantial degree of estimation in measurement and are recognized where there is a present obligation as a result of past events and it is probable that there will be an outflow of resources embodying economic benefits. These are reviewed at each balance sheet date to reflect the current best estimate.

### P. Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future event beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources embodying future economic benefits will be required to settle the obligation. The company does not recognize a contingent liability but discloses its existence in the financial statement.

Contingent assets are neither recognized nor disclosed in the financial statements following the principal of conservatism.





# **GALAXY AGRICO EXPORTS LIMITED**

## **STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES**

### **Q. Cash Flow Statements**

Cash flow statement is reported using indirect method, whereby Profit / (Loss) before tax is adjusted for the effects of transaction of non-cash in nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, Investing and financing activities of the company are segregated based on available information. Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investment with original maturity of three months or less.

### **R. Borrowing Cost**

Interest & Other Borrowing Cost attributable to qualifying assets, which are incurred on borrowings specifically raised for qualifying assets, are capitalized to the cost of the assets until it is ready for intended use except where installation is extended beyond reasonable/normal time lines.

Other Interest & Borrowings Costs are charged to the revenue in the Statement of Profit & Loss.

### **S. Earnings Per Share**

Basic Earnings Per Share are calculated by dividing the net profit or loss for the period attributable to Equity Shareholders by the Weighted Average Number of Equity Shares outstanding during the period. Earnings considered in ascertaining the Company's Earnings per Share are the Net Profit after Tax for the Year. The Weighted Average Numbers of Equity Shares outstanding during the period are adjusted for events of Bonus Issue and Sub-division of Shares.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the Weighted Average Number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares.



**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

**3. Share Capital**

**3.1. Details relating to Authorised, Issued, Subscribed and Paid up Share Capital**

Particulars	As at	
	31.03.2017	31.03.2016
<b>Authorised Share Capital</b>		
55,00,000 Equity Shares of Rs.10 each	5,50,00,000	5,50,00,000
<b>Issued Share Capital</b>		
50,00,020 Equity Shares of Rs.10 each	5,00,00,200	5,00,00,200
<b>Subscribed and Paid-up Share Capital</b>		
27,31,620 Equity Shares of Rs.10 each, fully paid up	2,73,16,200	2,73,16,200
Add: Shares Forfeited	1,18,20,000	1,18,20,000
	<b>3,91,36,200</b>	<b>3,91,36,200</b>

**3.2.** The Company has only one class of shares referred to as ordinary equity shares having a face value of Rs.10. Each shareholder is entitled to one vote per share.

**3.3. Reconciliation of the No. of Shares Outstanding as on Balance Sheet Date**

Particulars	As at	
	31.03.2017 & 31.03.2016	
	No. of shares	₹
Shares outstanding as at the beginning of the year	27,31,620	2,73,16,200
Add: Shares issued/(bought-back) during the year	-	-
Shares outstanding as at the end of the year	27,31,620	2,73,16,200

**3.4. Details of shareholders holding more than 5% ordinary equity shares as on Balance Sheet date**

Name of the shareholders	As at	
	31.03.2017 & 31.03.2016	
	No. of shares	% of Holding
Manoj H. Shah	1,49,600	5.48%
Jayesh K. Patel	1,43,000	5.23%
Kantaben J. Patel	2,04,000	7.47%
Hemali S. Patel	1,39,500	5.11%
Jitendra H. Shah	1,39,410	5.10%

**3.5. Details of forfeited shares as on Balance Sheet date**

Class of shares	As at	
	31.03.2017 & 31.03.2016	
	No. of shares	₹
Ordinary Equity Shares	22,68,400	2,26,84,000



**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

**4. Reserves and Surplus**

Particulars	As at 31.03.2017	As at 31.03.2016
General Reserve	2,50,000	2,50,000
<b>Surplus In Statement of Profit and Loss</b>		
Opening Balance	52,33,777	9,80,887
Add: Profit / (Loss) for the year	1,25,625	42,52,892
Closing Balance	<b>53,59,402</b>	<b>52,33,779</b>
	<b>56,09,402</b>	<b>54,83,779</b>

**5. Long-term Borrowings**

Particulars	As at 31.03.2017	As at 31.03.2016
Term Loans		
Loans and Advances from related parties		
<u>Unsecured</u>		
From Directors and their relatives	-	20,70,497
	-	<b>20,70,497</b>

**6. Deferred Tax Liability (Net)**

Particulars	As at 31.03.2017	As at 31.03.2016
Opening balance	30,32,190	42,29,124
Deferred Tax Liability for the year	(11,05,564)	(11,96,934)
	<b>19,26,626</b>	<b>30,32,190</b>



**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

**7. Other Long Term Liabilities**

Particulars	As at 31.03.2017	As at 31.03.2016
Security Deposit from tenant	50,000	50,000
	<b>50,000</b>	<b>50,000</b>

**8. Short-term Borrowings**

Particulars	As at 31.03.2017	As at 31.03.2016
<b>Loans repayable on demand</b>		
<b>Secured</b>		
<b>From Banks</b>		
Rajkot Nagrik Sahakar Bank - Cash Credit	65,35,629	85,48,345
[ The above loan is secured by way of equitable mortgage of Factory Land & Building and hypothecation of Moveable & Current Assets of the company. The above loan is also secured by personal guarantee of whole time director. ]		
	<b>65,35,629</b>	<b>85,48,345</b>

**9. Trade Payables**

Particulars	As at 31.03.2017	As at 31.03.2016
Other than Acceptances		
Trade Payables - Micro & Small enterprises *	-	-
Trade Payables - Other than Micro & Small enterprises	56,48,369	34,00,412
	<b>56,48,369</b>	<b>34,00,412</b>

The company has requested the suppliers to give information about their status as Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006. In the absence of this information, Company is unable to provide the details in "Trade Payables" regarding the overdues to such Enterprises.



**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

**10. Other Current Liabilities**

Particulars	As at 31.03.2017	As at 31.03.2016
<b>Current maturity of long-term borrowings</b>		
Term Loan		
Secured		
From Banks	-	21,56,797
<b>Interest accrued and due on borrowings</b>	-	6,795
<b>Other Payables</b>		
Statutory Liabilities	72,852	2,08,381
Audit Fees Payable	10,000	30,000
	<b>82,852</b>	<b>24,01,973</b>

**11. Short-term Provisions**

Particulars	As at 31.03.2017	As at 31.03.2016
<b>Provisions - Others</b>		
Professional Tax	-	2,400
	-	<b>2,400</b>

**13. Non-Current Investments**

Particulars	As at 31.03.2017	As at 31.03.2016
<b>( At Cost )</b>		
<b>Investment In Equity Shares</b>		
4 shares of Rs. 6,014 each In Rajkot Nagrik Sahakari Bank (having face value of Rs. 50 each)	24,056	24,056
11,200 shares of Rs. 50 each In Rajkot Nagrik Sahakari Bank (having face value of Rs. 50 each)	5,60,000	5,60,000
	<b>5,84,056</b>	<b>5,84,056</b>



**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENT**

**12. Fixed Assets**

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK	
	As at 01.04.2016	Addition	Disposal / Adjustment	As at 31.03.2017	Charge for the year	Eliminated on disposal	As at 31.03.2017	As at 31.03.2016
<b>Tangible Assets</b>								
Land	12,41,216	-	-	12,41,216	-	-	-	12,41,216
Building	1,85,11,791	-	-	1,85,11,791	12,32,672	-	1,03,23,814	81,87,977
Plant and Equipments	5,54,83,871	9,91,647	4,25,000	5,60,50,518	57,71,746	3,73,290	3,63,19,072	1,97,31,446
Electric Installations	83,18,530	14,628	-	83,33,158	4,07,396	-	75,87,299	7,45,859
Furniture and Fixtures	16,39,547	6,150	-	16,45,697	64,082	-	15,32,710	1,70,919
Vehicles	7,57,382	-	-	7,57,382	16,558	-	7,57,382	-
Computer	10,74,552	-	-	10,74,552	9,983	-	10,71,161	3,391
Office Equipments	5,09,867	-	-	5,09,867	42,139	-	4,56,047	53,820
<b>Total</b>	<b>8,75,36,756</b>	<b>10,12,425</b>	<b>4,25,000</b>	<b>8,81,24,181</b>	<b>75,44,575</b>	<b>3,73,290</b>	<b>5,80,47,485</b>	<b>3,00,76,696</b>

[ Figures in ₹ ]

**12. Fixed Assets**

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK	
	As at 01.04.2015	Addition	Disposal / Adjustment	As at 31.03.2016	Charge for the year	Eliminated on disposal of assets	As at 31.03.2016	As at 31.03.2015
<b>Tangible Assets</b>								
Land	12,41,216	-	-	12,41,216	-	-	-	12,41,216
Building	1,85,11,791	-	-	1,85,11,791	14,37,711	-	90,91,142	94,20,649
Plant and Equipments	5,99,34,894	4,31,651	48,82,674	5,54,83,871	73,97,562	48,47,981	3,09,20,616	2,45,63,255
Electric Installations	83,18,530	-	-	83,18,530	6,92,270	-	71,79,903	18,30,897
Furniture and Fixtures	15,87,159	52,388	-	16,39,547	1,07,430	-	14,68,628	1,70,919
Vehicles	7,57,382	-	-	7,57,382	58,080	-	7,40,824	16,558
Computer	10,59,952	14,600	-	10,74,552	13,697	-	10,61,178	13,374
Office Equipments	4,75,377	34,490	-	5,09,867	74,484	-	4,13,906	95,959
<b>Total</b>	<b>9,18,86,301</b>	<b>5,33,129</b>	<b>48,82,674</b>	<b>8,75,36,756</b>	<b>97,81,234</b>	<b>48,47,981</b>	<b>5,08,76,199</b>	<b>3,66,60,557</b>



**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

**14. Long-term Loans and Advances**

Particulars	As at 31.03.2017	As at 31.03.2016
( Unsecured, considered good )		
<b>Security Deposits</b>		
Electricity Deposits	1,41,350	1,51,487
Gas Deposit	3,020	3,020
Telephone Deposits	29,547	29,547
<b>Other loans and advances</b>		
MAT Credit Entitlement	10,91,212	10,91,212
	<b>12,65,129</b>	<b>12,75,266</b>

**15. Inventories**

Particulars	As at 31.03.2017	As at 31.03.2016
Raw Materials	48,41,395	38,63,885
Work-in-progress	16,07,921	12,89,261
Stock-in-trade	2,15,627	2,15,627
Scrap	1,99,006	1,25,685
Dies, Tools and Other Materials	11,90,560	12,43,316
	<b>80,54,509</b>	<b>67,37,774</b>

**16. Trade Receivables**

Particulars	As at 31.03.2017	As at 31.03.2016
( Unsecured, considered good )		
Trade Receivables outstanding for a period exceeding six months from the date they were due for payment		
Other Trade Receivables	1,19,65,320	1,06,37,153
	<b>1,19,65,320</b>	<b>1,06,37,153</b>



**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

**17. Cash and Cash Equivalents**

<b>Particulars</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
Cash on hand	2,74,462	80,362
Balances with Banks In Current Accounts	10,37,576	22,53,652
	<b>13,12,038</b>	<b>23,34,014</b>

**18. Short-term Loans and Advances**

<b>Particulars</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
( Unsecured, considered good ) <b>Loans and Advances to employees</b>	3,82,890	2,74,890
<b>Balances with Statutory Authorities</b>	17,46,320	13,17,768
<b>Others</b>		
Advance to Suppliers and others	5,09,747	4,86,641
Prepaid Expenses	2,07,343	5,44,684
	<b>28,46,300</b>	<b>26,23,983</b>

**19. Other Current Assets**

<b>Particulars</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
<b>Bank Deposits</b>		
Corporation Bank F.D.	-	4,00,778
Rajkot Nagrik Sahakari Bank F.D.	12,66,336	11,74,134
<b>Accruals</b>		
License Fees Receivables	15,06,423	16,98,080
Dividend Income Receivable	1,12,270	-
	<b>28,85,029</b>	<b>32,72,992</b>





**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

**20. Revenue from Operations**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Revenue from sale of products	2,49,41,196	1,73,69,762
Revenue from sale of services	2,87,55,011	3,71,73,236
Other Operating Income	46,80,396	37,85,380
	<b>5,83,76,603</b>	<b>5,83,28,378</b>
Less: Excise Duty collected on sales	(21,47,458)	(11,80,066)
	<b>5,62,29,145</b>	<b>5,71,48,312</b>

**20.1 Sale of Products comprises**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<u>Manufactured Goods</u>		
Forged Rings	1,88,49,372	1,02,55,980
<u>Traded Goods</u>		
Agricultural Equipments	60,91,824	71,13,782
	<b>2,49,41,196</b>	<b>1,73,69,762</b>

**20.2 Sale of Services comprises**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Job work Income - Forged Rings	2,87,55,011	3,71,73,236
	<b>2,87,55,011</b>	<b>3,71,73,236</b>

**20.3 Other operating income comprises**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Import Entitlements	10,05,953	5,19,494
Scrap Sales	36,74,443	32,65,886
	<b>46,80,396</b>	<b>37,85,380</b>

**21. Other Income**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Interest on:		
Bank Deposits	1,49,104	1,33,091
Dividend Income	1,12,270	1,12,140
Rent Income	6,00,000	5,00,000
Net Gain on foreign currency transactions	2,97,400	1,19,077
Other non-operating income:		
Discount Received	10,427	1,227
Net profit on sale of fixed assets	2,23,290	10,14,779
Forward Contract Exchange Rate Difference	-	-
Sundry balances written off	20,000	29,000
	<b>14,12,491</b>	<b>19,09,314</b>



**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

**22. Cost of Materials Consumed**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>( Indigenous )</b>		
<b>Raw Material Consumed (Alloy Steel)</b>		
Opening Stock	38,63,885	38,21,000
Add: Purchases	1,01,66,991	70,21,196
Less: Closing Stock	48,41,395	38,63,885
	<b>91,89,481</b>	<b>69,78,311</b>
<b>Dies, Tools and Other Materials Consumed</b>		
Opening Stock	12,43,316	17,27,158
Add: Purchases	44,26,524	39,44,683
Less: Closing Stock	11,90,560	12,43,316
	<b>44,79,280</b>	<b>44,28,525</b>
	<b>1,36,68,762</b>	<b>1,14,06,836</b>

**23. Purchase of Stock-In-Trade**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Agricultural Equipments	56,40,120	60,37,620
	<b>56,40,120</b>	<b>60,37,620</b>

**24. Changes In Inventories of Finished goods, Work-In-Progress and Stock-In-Trade**

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b><u>Inventories at the beginning of the year</u></b>		
Work-In-Progress	12,89,261	3,95,710
Scrap	1,25,685	96,514
Stock-In-trade	2,15,627	3,75,735
	<b>16,30,573</b>	<b>8,67,959</b>
<b><u>Inventories at the end of the year</u></b>		
Work-In-Progress	16,07,921	12,89,261
Scrap	1,99,006	1,25,685
Stock-in-trade	2,15,627	2,15,627
	<b>20,22,554</b>	<b>16,30,573</b>
	<b>(3,91,981)</b>	<b>(7,62,614)</b>



# GALAXY AGRICO EXPORTS LIMITED

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

[ Figures in ₹ ]

### 31. Segment Information

The company has identified Business Segments as its primary segment and Geographic Segments as its secondary segment.

Business Segments include: Agricultural Equipments and Forged Rings (Bearings).

Revenues and Expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to a particular segment have been allocated on the basis of associated revenues of the segments. All other expenses which relate to enterprise as a whole and are not attributable / allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Assets and Liabilities that are directly attributable / allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably among segments are not allocated to primary and secondary segments.

Geographical revenues are allocated based on the location of the customer. Geographical Segments of the company are "Within India" and "Outside India".

### Segment Reporting for the year ended 31st March, 2017

#### (i) Primary Segment Information:

Particulars	BUSINESS SEGMENTS			
	Agricultural Equipments	Forged Rings	Unallocable	Total
<b>1. Segment Revenue</b>				
External Turnover	70,97,777	5,12,78,826	-	5,83,76,603
Inter-Segment Turnover	-	-	-	-
<b>Gross Turnover</b>	70,97,777	5,12,78,826	-	5,83,76,603
Less: Excise Duty Recovered	-	(21,47,458)	-	(21,47,458)
<b>Net Turnover</b>	70,97,777	4,91,31,368	-	5,62,29,145
<b>2. Segment Result before Interest and Taxes</b>	(69,01,697)	(4,70,62,817)	(34,56,809)	(2,46,192)
Less: Interest Expense	-	-	(12,00,252)	(12,00,252)
Add: Interest Income	-	-	-	-
<b>Profit Before Tax [PBT]</b>	(69,01,697)	(4,70,62,817)	(46,57,061)	(14,46,444)
<b>Exceptional Item</b>	-	-	-	-
Less: Net Current tax	-	-	-	-
Deferred tax	-	-	1,25,625	1,25,625
Prior Year Tax	-	-	-	-
<b>Profit After Tax [PAT]</b>	(69,01,697)	(4,70,62,817)	(47,82,686)	(15,72,069)
<b>3. Other Information</b>				
Segment Assets	15,41,718	4,36,85,455	1,37,61,906	5,89,89,079
Segment Liabilities	-	-	66,68,481	66,68,480
Capital Expenditure	-	-	-	-
Depreciation	9,96,968	47,74,777	17,72,829	75,44,575

#### (ii) Secondary Segment Information:

The following Geographic Segments individually contributed 10% or more of the Company's revenues in the previous year.

Particulars	Segment Revenue
Within India	1,88,49,372
Outside India	60,91,824



**GALAXY AGRICO EXPORTS LIMITED**

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT**

[ Figures in ₹ ]

**32. Related Party Disclosures**

As per Accounting Standard 18, the disclosures of transactions with the related

**32.1 List of related parties with whom transactions have taken place and**

Sr. No.	Name of the Related Party	Relationship
1.	Nathabhai J. Sadariya	Key Managerial Personnel
2.	Sanjay J. Patel	
3.	Manoj H. Shah	
4.	Jitendra H. Shah	Relatives of KMP
5.	Nayna A. Shah	
6.	Kantaben J. Patel	
7.	Devkuvarben N. Sadaria	
8.	Ashwin H. Shah	

**32.2 Transactions during the year with related parties and year-end balances**

Particulars	KMPs	Relatives of KMP
<b><u>Nature of Transactions</u></b>		
Salary	5,40,000 <i>4,80,000</i>	-
Loans Accepted	- <i>11,68,500</i>	- <i>1,39,562</i>
Loans Repaid	9,62,497 <i>63,33,537</i>	11,13,836 <i>13,17,546</i>
Advances Granted	- <i>3,00,000</i>	-
Advances Recovered	- <i>3,00,000</i>	-
Interest paid on loans accepted	- <i>4,80,500</i>	5,836 <i>1,39,562</i>
<b><u>Year-end balances</u></b>		
Unsecured Loans	- <i>9,62,496</i>	- <i>8,31,000</i>

**Note:** Figures in *italic* relate to the previous year



## GALAXY AGRICO EXPORTS LIMITED

### NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT

[ Figures in ₹ ]

#### 33. Deferred Tax Liability (Net)

Particulars	As at 31st March, 2016	Current Year Charge / (Credit)	As at 31st March, 2017
Difference between book and tax depreciation	1,93,72,193	(40,29,435)	1,53,42,758
Profit on Sales of Fixed Assets 2015-16	10,14,779	(1,52,217)	8,62,562
Profit on Sales of Fixed Assets 2015-16	(3,13,567)	47,035	(2,66,532)
Loss on sale of fixed assets 2008-09	(5,75,011)	86,252	(4,88,759)
Loss on sale of fixed assets 2009-10	(12,85,747)	1,92,862	(10,92,885)
Profit on sale of fixed assets 2010-11	6,37,395	(95,609)	5,41,786
Profit on sale of fixed assets 2011-12	4,76,891	(71,534)	4,05,357
Loss on sale of fixed assets 2012-13	(5,85,390)	87,809	(4,97,582)
Loss as per Income Tax Act, 1961 & Loss on Sale of Fixed Assets	(23,79,729)	3,56,959	(20,22,770)
<b>Net Timing Difference</b>	<b>1,63,61,814</b>	<b>(35,77,878)</b>	<b>1,27,83,936</b>
<b>Net Deferred Tax Liability</b>	<b>30,32,190</b>	<b>(11,05,564)</b>	<b>19,26,626</b>

#### 34. Disclosure on SBN

During the year, the company had specified bank notes or other denomination notes as defined in MCA notification GSR 308(E) dated 31st March, 2017 on the details of Specified Bank Notes (SBNs) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBNs and other notes as per the said notification is given below:

Particulars	Specified Bank Notes*	Other denomination	Total
Closing cash in hand on November 8, 2016	1,20,000	5,942	1,25,942
(+) permitted receipts	-	2,53,000	2,53,000
(-) permitted payments	-	1,69,551	1,69,551
(-) Amount deposited in banks	1,20,000	-	1,20,000
Closing cash in hand as on December 30, 2016	-	89,391	89,391

\* For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number SO 340E, dated 8th November, 2016

#### 35. Other Disclosures

- 35.1 The outstanding balances as at 31<sup>st</sup> March, 2017 in respect of Trade receivables, Trade payables, Loans & Advances and other payables & receivables are subjected to confirmation from respective parties and consequential reconciliation and/or adjustments arising there from, if any. The Management, however, does not expect any material variation.



**GALAXY AGRICO EXPORTS LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT**


[ Figures in ₹ ]

35.2 According to the opinion of the management of the Company, the value of realization of Trade & Other Receivables and Loans & Advances given in the ordinary course of business would not be less than the amount at which they are stated in the Balance sheet.

**Signature to the Statement on Significant Accounting Policies and Notes forming part of the financial Statements**

As per my Report of even date

For Arun M. Kothari,  
Chartered Accountant

  
Arun M. Kothari  
Proprietor  
Membership No. 108669



  
Nathabhai J. Sadariya  
Managing Director

For and on behalf of the Board,

  
Manoj H. Shah  
Director

  
Mahesh Apatnath  
Chief Financial Officer

Ahmedabad, 30<sup>th</sup> May, 2017

Rajkot, 30<sup>th</sup> May, 2017



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

**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING**

Date: 30<sup>TH</sup> September 2017. 11.00 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:

**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 authorized 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 Annual General Meeting 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

Please refer Notice for instructions online e-voting.

E-voting facility is available during the following voting period

Date of Commencement of e-voting	27 <sup>th</sup> SEPTEMBER 2017 (9.00 A.M.)
Date of End of E-voting	29 <sup>th</sup> SEPTEMBER 2017 (5.00 P.M.)

I hereby record my presence at the Annual General Meeting of GALAXY AGRICO EXPORTS LIMITED on Saturday, 30th September, 2017 At Registered Office at 236 Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Veraval-Shapar 360024, Dist: Rajkot (Gujarat) India.

\_\_\_\_\_  
Signature of the Member / Proxy



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

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

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of  
 The Companies (Management and Administration) Rules, 2014]

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, 2017 at 11.00a.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*	
		For	Against
<b>Ordinary Business:</b>			
01	Adoption of the audited Financial Statements of the company for the financial yearended March 31 2017 the reports of the Board of Directors and Auditors thereon		
02	Appointment of a Director in the place of MANOJ HARSUKHLAL SHAH (Din: 02173383) who retires by rotation and being eligible offers himself for re-appointment		
03	Appointment of Auditor M/s H. B. KALARIA & Associates., Chartered Accountants (FRN:104571W) till next Annual General Meeting		
<b>Special Business:</b>			
04	Approval of Remuneration of Mr. Manoj Shah (Din: 02173383) pursuant to section 197-198 read with Schedule V		
05	Approval of Remuneration of Mr. Sanjay Patel (Din: 01632620) pursuant to section 197-198 read with Schedule V		
06	Strike Off Subsidiary Company Through Fast Track Exit Scheme		

Signed this ..... day of ..... 2017

Signature of shareholder .....

Signature of Proxy holder(s) .....Affix Revenue Stamp







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

**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- Shapar 360024,  
 Dist: Rajkot 360024 (Gujarat) India Phone: 02827-252676,  
 Email: [info@galaxyagrigo.com](mailto:info@galaxyagrigo.com), Web: [www.galaxyagrigo.com](http://www.galaxyagrigo.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><u>Particulars</u></b>	<b><u>Information</u></b>
Name of the member(s)	
Postal Address	
E-mail ID	
Folio No/DP ID-Client ID	
Class of Shares	

Number	Particulars of Resolution	Optional*		
		No. of shares held by me	I assent to the Resolution	I dissent from the resolution
<b>ORDINARY BUSINESS:</b>				
01	Adoption of the audited Financial Statements of the company for the financial year ended March 31 2017 the reports of the Board of Directors and Auditors thereon			
02	Appointment of a Director in the place of MANOJ HARSUKHLAL SHAH (Din: 02173383) who retires by rotation and being eligible offers himself for re-appointment			
03	Appointment of Auditor M/s H. B. KALARIA & Associates., Chartered Accountants (FRN:104571W) till next Annual General Meeting			
<b>SPECIAL BUSINESS:</b>				
04	Approval of Remuneration of Mr. Manoj Shah (Din: 02173383) pursuant to section 197-198 read with Schedule V			
05	Approval of Remuneration of Mr. Sanjay Patel (Din: 01632620) pursuant to section 197-198 read with Schedule V			
06	Strike Off Subsidiary Company Through Fast Track Exit Scheme:			

Place:

Date:

(Signature of the shareholder)

