



# 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 2018-2019

## 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**

JAYANTILAL PANCHANBHAI KANSAGARA

### **AUDITORS**

H. B. Kalaria and Associates  
A-601/602 The Imperial Heights,  
Opp. Big Bazaar, 150 Ft. Ring Road,  
Rajkot-360005

### **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 MURLIDHR WEIGH BRIDGE,  
VERAVAL (SHAPAR)-360024  
DIST. RAJKOT  
(GUJARAT) INDIA

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of Galaxy Agrico Exports Limited will be held at the registered office of the company situated at 236 Jai Kishan Industrial Estate, Behind Murlidhar Weighbridge, Veraval- Shapar 360024, Dist: Rajkot (Gujarat) India on Saturday 30<sup>th</sup> September, 2019 at 11:00 A.M. to transact the following Business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019.
2. To Appoint Director in place of Mrs. Mausamiben Pareshbhai Sadaria (DIN 07046365) who retires by rotation and being eligible to offer herself for reappointment.

**"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 their appointment of Mrs. Mausamiben Pareshbhai Sadaria (DIN 07046365) as a Woman director, to extent that she is required to retire by rotation."

3. To consider and if thought fit to pass 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 Rules framed thereunder, as amended from time to time, M/s H. B. Kalaria and Associates Chartered Accountant, (FRN 104571W), retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to fix the remuneration payable to the said Statutory Auditors."

Date: 06.09.2019

Place: Shapar

By Order of the Board of Directors of  
Galaxy Agrico Exports Limited

Sd/-  
Sanjay J. Patel  
Whole Time Director  
(DIN: 01632620)

### Registered Office:

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

**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 25, 2019 to Saturday, September 30, 2019 (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 7 days 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 25<sup>th</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 25<sup>th</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 27<sup>th</sup> September 2019 (9 a.m.) and ends on 29<sup>th</sup> September 2019 (5 p.m.). The cut –off date for determining the eligibility of Members for the remove e-voting and poll is 23<sup>rd</sup> September 2018. 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 23<sup>rd</sup> September 2019, 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. Monday – 23<sup>rd</sup> September 2019. 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. Monday, 23<sup>rd</sup> September 2019 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 H. B. Kalaria & Associates, Practicing Chartered Accountant Firm Number 104571W, 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.galaxyagirco.com](http://www.galaxyagirco.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, 27<sup>th</sup> September 2019 (9 a.m.) and ends on Friday, 29<sup>th</sup> September 2019 (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, 23<sup>rd</sup> September 2019 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <p>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).</p>

- (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/  
Sanjay Jayantilal Patel  
Chairman & Managing Director  
(DIN: 01632620)**

**Place: Veraval - Shapar (Rajkot)**

**Date: 06.09.2019**

**Details of the seeking appointment/re-appointments at the 25<sup>th</sup> Annual General Meeting of the Company as per Regulation 36 (3) SEBI (Listing obligation and Disclosure Requirement) Regulation, 2015.**

In terms of Section 152(6) of the Companies Act, 2013, Mrs. Mausami Sadaria shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers herself for re-appointment.

Mrs. Mausami Sadaria appointed as a Non-Executive Director of the Company. As per the terms of his appointment, re-appointment at the AGM as a director retiring by rotation would not constitute break in his appointment as a Director.

Mrs. Mausami Sadaria is Bachelor of Commerce. She is not engaged with day to day business however the management strongly believes she will very proper person as a women director. Further she is not working as a Director in any other Company in India.

In the opinion of the Board, Mrs. Mausami Sadaria 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

<b>Sr. No.</b>	<b>Appointment</b>
Full Name	Mrs. Mausamiben Sadaria
Din Number	07046365
Date of Birth	19/08/1974
Date of Previous Appointment if Any	05/01/2015
Expertise Area	Production/ Overall supervision/ Women empowerment
Directorship in Other Company	
Member in Committee	1
No. of Share held as on 31 <sup>st</sup> March 2017	44500

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

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

**Sd/  
SANJAY JAYANTILAL PATEL  
Chairman & Managing Director  
(DIN: 01632620)**

**Place: Veraval-Shapar  
Date: 06.09.2019**



**FINANCIAL HIGHLIGHTS FOR PRECEEDING TWO FINANCIAL YEARS**

**ANNEXURE –A**

*Rs. In Lacs*

<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
Revenue from Operation	518.96	585.14
Other Income	13.22	13.64
<b>Total Revenue</b>	<b>532.18</b>	<b>598.78</b>
Expenditure	542.17	585.18
Profit(loss) before Tax (PBT)	(9.99)	13.60
Exceptional Item	--	--
Tax Expenses:		
Current Tax		2.59
MAT Credit Entitlement / Availed		(2.59)
Deferred Tax	(4.19)	(6.56)
Other Comprehensive Income (i) Items that will not be reclassified to profit or loss	2.03	
<b>Net Profit/loss after tax (PAT)</b>	<b>(3.76)</b>	<b>20.16</b>
Earning per Equity Share:		
Basic	(0.14)	0.74
Diluted	(0.14)	0.74

## BOARD REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their 25<sup>th</sup> Annual Report on the business and operations of the Company and the Audited Financial Statements for the financial year ended March 31, 2019.

### 1. Performance Highlights (Standalone)

Your Company has performed during the reporting period as follows:

	(Rs. In Lacs)	
Particulars	FY 2018-19	FY 2017-18
Revenue from operations	518.96	585.14
Other income	13.22	13.64
<b>Total revenue</b>	<b>532.18</b>	<b>598.78</b>
EBITDA	34.39	100.08
EBITDA margin %	6.46%	16.71%
Less:		
Finance Costs	1.47	3.42
Depreciation	42.91	46.48
<b>Profit before tax, exceptional and extraordinary items</b>	<b>(9.99)</b>	<b>13.60</b>
Add/(Less): Exceptional/Extraordinary income/(expense)	--	--
<b>Profit before tax</b>	<b>(9.99)</b>	<b>13.60</b>
Less: Taxes on income	(4.19)	(6.56)
<b>Profit after tax</b>	<b>(5.80)</b>	<b>20.16</b>
PAT margin %		3.45%
Other Comprehensive Income (i) Items that will not be reclassified to profit or loss	2.03	0.00
Total Comprehensive Income for the period Comprising Profit (Loss) and Other comprehensive Income for the period	(3.76)	20.16
EPS – Basic	(0.14)	0.74
EPS – Diluted	(0.14)	0.74

Note: Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

### 2. Transfer to Reserves

The Company has not transferred any amounts to Reserves during the period under review.

### 3. Share Capital

The paid-up equity share capital of the Company as at 31<sup>st</sup> March, 2019 consists of 27,31,620 equity shares of Rs. 10 each.

There is no change in the share capital of the Company during the period under review.

#### 4. Dividend

The Company has not proposed any dividend during the period under review.

#### 5. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The Company has introduced various measures to reduce energy consumption and install the latest technologies.

##### Total energy consumption during the year

Sr. No.	Purchased	2018-19
01	Units (nos.)	24,28,984.00
02	Total amount (Rs.)	1,95,56,416.00
03	Rate per unit (Rs.)	8.05
	<b>Generated</b>	Nil

##### Foreign Exchange Earnings and Outgo:

In Rs. Lacs

Particulars	Amount
Earnings	38.30
Outgo	--
<b>Total</b>	<b>38.30</b>

#### 6. Subsidiaries, Joint Ventures and Associates

Name of Company: Accumax Rings Limited  
Accumax Rings Limited is a subsidiary of the Company.

#### 7. Significant Events After Balance Sheet Date

There have been no significant events after the Balance Sheet date which requires any disclosure.

#### 8. Change in the nature of business

There has been no change in the nature of business of the Company in the period under review.

#### 9. Deposits

The Company has not accepted any deposits in the period under review.

#### 10. Auditors' Qualifications, Reservations, Adverse Remarks in the Auditors' Report

The Auditors Report does not contain any qualification, reservation or adverse remark on the financial statements for the period ended March 31, 2018. The statements made by the Auditors in their Report are self-explanatory and do not call for any further comments.

## 11. Corporate Social Responsibility

As the Company does not fall under the criteria as mentioned under Section 135 of the Companies Act, 2013, the provisions of Corporate Social Responsibility do not apply to the Company

## 12. Extract of Annual Return

The extract of the Annual return in Form MGT-9 is annexed herewith to the Board's Report.

## 13. Declaration given by Independent Directors

The Company has received declarations from all its Independent Directors, confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

## 14. Board Evaluation

Evaluation of performance of all Directors is undertaken annually. The Company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects.

The Board of Directors has expressed their satisfaction with the evaluation process.

## 15. Details of Directors and Key Managerial Personnel Appointed/Resigned during the year

The changes in composition of the Board of Directors are as follows:

Sr. No.	Name of Director/KMP	Effective Date	Appointment / Resignation
01	Harshadbhai Bhikhabhai Suthar	09.10.2018	Resignation
02	Jayantilal Panchanbhai Kansagara	09.10.2018	Appointment

## 16. Number of Meetings of the Board of Directors

During the year 08 Board meetings were convened and held, details of which are as follows:

Sr. No.	Date of Board meeting	No. of Directors entitled to attend	No. of Directors Present
01	18.05.2018	08	08
02	19.05.2018	08	08
03	30.05.2018	08	08
04	11.06.2018	08	08
05	19.07.2018	08	08
06	07.08.2018	08	08
07	01.09.2018	08	08
08	27.09.2018	08	08
09	09.10.2018	08	08
10	05.11.2018	08	08

11	14.11.2018	08	08
12	27.12.2018	08	08
13	08.02.2019	08	08
14	12.02.2019	08	08

### **17. Vigil Mechanism/Whistle Blower Policy for Directors and Employees**

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics. The details of establishment of Vigil Mechanism/ Whistle Blower policy are posted on the website of the Company and the web link to the same is [http://www.galaxyagrico.com/vigil\\_mechanism.html](http://www.galaxyagrico.com/vigil_mechanism.html)

### **18. Audit and Risk Committee**

The Audit and Risk Committee comprises of 3 members, 2 of whom are independent directors:

1. Mr. Mansukhlal Nathabhai Govani – Chairman
2. Mr. Manoj Harsukhlal Shah – Member
3. Mr. Ajaykumar Ramjibhai Patel – Member

### **19. Nomination and Remuneration Policies**

The Board of Directors has formulated a Policy which lays down a framework for selection and appointment of Directors and Senior Management and for determining qualifications, positive attributes and independence of Directors.

The Board has also formulated a Policy relating to remuneration of Directors, members of Senior Management and Key Managerial Personnel.

### **20. Particulars of Loans, Guarantees or Investments**

Reference may be made to the financial statements of the Company in this regard.

### **21. Related Party Transactions**

During the reporting period, the Company has entered into any contract/ arrangement/transaction with related parties which were [on arm's length basis or which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of Related Party

Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is applicable.

Systems are in place for obtaining prior omnibus approval of the Audit Committee on an annual basis for transactions with related parties which are of a foreseeable and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted and a statement giving details of all transactions with related parties are placed before the Audit Committee for their review on a periodic basis.

## 22. Managerial Remuneration

### a. Remuneration to Directors and Key Managerial Personnel

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the period under review, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the period under review and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. no.	Name of Director/ KMP	Remuneration of Director/ KMP in Rs.	% increase/ decrease in Remuneration	Ratio of remuneration of each Whole-Time Director to median remuneration of employees
1	Sanjay J. Patel	5,22,740.00	80.35%	4
2	Manoj H. Shah	5,22,740.00	80.35%	4

Note: Independent Directors are entitled to sitting fees and commission as per the statutory provisions and within the limits approved by shareholders. Details in the corresponding columns are applicable for Whole-time Directors and KMPs.

2. The median remuneration of employees of the Company during the period under review was Rs. 10,378.00;
3. In the financial year, there was an decrease of 84.75% in the median remuneration of employees;
4. There were 81 permanent employees on the rolls of the Company as on March 31, 2019.
5. Average percentage decrease made in the salaries of employees other than the managerial personnel in the last financial year was 84.75%. As regards comparison of Managerial Remuneration of F Y 2019 over F Y 2018, details of the same are given in the above table at sr. no. 1.
6. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

### b. Employee Particulars

There are no employees who have remuneration in excess of the remuneration stated in Section 197 of the Companies Act, 2013.

## 23. Reporting of Fraud

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

## 24. Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Rules made thereunder, the Company has appointed Ms. Janki Dedania, Practicing Company Secretary as the Secretarial Auditor of the Company. The Secretarial Audit Report is annexed to the Board's Report and forms an integral part of this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## **25. Corporate Governance Report**

The Report on Corporate Governance as stipulated in the Listing Regulations forms part of the Annual Report. The requisite compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations is annexed to the Board's Report and forms part of this Report.

## **26. Risk Management Policy**

The Company has a robust Risk Management framework to identify measure and mitigate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objective and enhance the Company's competitive advantage. This risk framework thus helps in managing market, credit and operations risks and quantifies exposure and potential impact at a Company level.

## **27. Director's Responsibility Statement**

Your Directors state that:

- a. in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards have been followed with no material departures;
- b. 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 as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- c. the Directors have 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;
- d. the Directors have prepared the annual financial statements on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **28. Statutory Auditors**

The Company's auditors M/s. H. B. Kalaria and Associates, Chartered Accountants (FRN 104571W) have been appointed for the first time as Statutory Auditors of the Company.

In accordance with provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company has appointed them for a period of one year from conclusion of 25<sup>th</sup> Annual General Meeting till the conclusion of 26<sup>th</sup> Annual General Meeting.

M/s. H. B. Kalaria and Associates, Chartered Accountants (FRN 104571W), have informed the Company that their appointment if made would be within the limits prescribed under Section 141 of the Companies Act, 2013.

The Auditors have confirmed that they have subjected themselves to the peer review process of ICAI and hold valid certificate issued by the Peer Review Board of the ICAI.

The Auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with the Company as well as declaring that they have not taken up any prohibited non-audit assignments for the Company.

### **29. Cost Audit**

The Company is not required to appoint a cost auditor for conducting the cost audit in respect of the products manufactured by the Company as per the provisions of Section 148 of the Companies Act, 2013 for the period under review.

### **30. Consolidated Financial Statements**

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to Section 129(3) of the Companies Act, 2013 and Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India (ICAI), in this regard.

The Auditors report to the shareholders does not contain any qualification, observation or adverse comment.

### **31. Others**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the period under review:

1. Details relating to issue of equity shares including sweat equity shares and shares with differential rights as to dividend, voting or otherwise, since there was no such issue of shares.
2. None of the Whole-Time Directors of the Company received any remuneration or commission from any of its subsidiaries.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. Your Directors further state that during the period under review, there were no cases filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **32. Acknowledgements**

We take this opportunity to thank the employees for their dedicated service and contribution to the Company.



We also thank our banks, business associates and our shareholders for their continued support to the Company.

**For and on behalf of the Board of Directors  
Galaxy Agrico Exports Limited**

**Sd/-**

**Nathabhai J. Sadariya**  
**Chairman and Managing Director**  
**DIN: 00167254**

**Sd/-**

**Manoj H. Shah**  
**Whole Time Director**  
**DIN: 02173383**

**Date: 21.05.2019**

**Place: Shapar**

**Annexure to the Board's Report – Form AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto**

1. Details of contracts or arrangements or transactions not at arm's length basis

a.	Name(s) of the related party and nature of relationship	Not applicable
b.	Nature of contracts/arrangements/transactions	Not applicable
c.	Duration of the contracts/arrangements/transactions	Not applicable
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	Not applicable
e.	Justification of entering into such contracts or arrangements or transactions	Not applicable
f.	Date of approval by the Board	Not applicable
g.	Amount paid as advances, if any	None
h.	Date on which the special resolution was passed in general meeting as required under first proviso to sec. 188	Not applicable

2. Details of material contracts or arrangements or transactions at arm's length basis:

Sr. No.	Name	Nature	Amount (in Rs.)
01	Sanjay J. Patel	Remuneration	5,22,740.00
02	Manoj H. Shah	Remuneration	5,22,740.00
03	Sanjay J. Patel	Bonus	44,982.00
04	Manoj H. Shah	Bonus	44,982.00
05	Sanjay J. Patel	Reimbursement of Expenses	25,89,709.00
06	Manoj H. Shah	Reimbursement of Expenses	25,89,709.00
		<b>Total</b>	<b>63,14,862.00</b>

**For and on behalf of the Board of Directors  
Galaxy Agrico Exports Limited**

Sd/-

\_\_\_\_\_  
Nathabhai J. Sadariya  
Chairman and Managing Director  
DIN: 00167254

Sd/-

\_\_\_\_\_  
Manoj H. Shah  
Whole Time Director  
DIN: 02173383

Date: 21.05.2019

Place: Shapar

**GALAXY AGRICO EXPORTS LIMITED**  
**Annexure to the Board's Report - Form MGT-9**

Extract of Annual Return as on the financial year ended on 31st March, 2019  
[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**

1	CIN	L01110GJ1994PLC021368
2	Registration date	2/23/1994
3	Name of the Company	GALAXY AGRICO EXPORTS LIMITED
4	Category/Sub-category of the Company	Company Limited By Shares Indian Non Government Company
5	Address of the registered office and contact details	236, Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Shapar Rajkot-360024 Contact: 9824518006 Email: mike@galaxyagrigo.com
6	Whether listed company?	Yes
7	Name, address and contact details of Registrar and Share 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 total turnover of the Company are given below:

Sr.	Name and description of main products/services	NIC code of product/service	% to total turnover of the Company*
1	Agriculture Equipments including waste and Scrape	46539	20.00%
2	Forged Rings (Including Job Work)	25910	80.00%

\*on the basis of gross turnover

**III. Particulars of Holding, Subsidiary and Associate Companies**

Sr.	Name of the Company	Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable section
1	Accumax Rings Limited	236, JAI KISHAN INDUSTRIAL ESTATE BEHIND MURLIDHAR WEIGH BRIDGE SHAPAR Rajkot	U29193GJ2013PLC074318	Subsidiary	100.00%	2(87)

**IV. Shareholding pattern (Equity share capital breakup as % of total Equity)**

**i. Category-wise shareholding**

Category of shareholders	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	%	Demat	Physical	Total	%		
<b>A. Promoters</b>										
<b>1. Indian</b>										
a. Individual/HUF	2,000,020	-	2,000,020	73.22%	2,000,020	-	2,000,020	73.22%	0.00%	
b. Central Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%	
c. State Govt(s).	-	-	-	0.00%	-	-	-	0.00%	0.00%	
d. Bodies Corporates	-	-	-	0.00%	-	-	-	0.00%	0.00%	
e. Banks/FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%	
f. Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%	
<b>Sub-total A.1.</b>	<b>2,000,020</b>	<b>-</b>	<b>2,000,020</b>	<b>73.22%</b>	<b>2,000,020</b>	<b>-</b>	<b>2,000,020</b>	<b>73.22%</b>	<b>0.00%</b>	
<b>2. Foreign</b>										
a. NRIs - Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%	
b. Other - Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%	
c. Bodies Corporates	-	-	-	0.00%	-	-	-	0.00%	0.00%	
d. Banks/FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%	
e. Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%	
<b>Sub-total A.2.</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>	
<b>Total shareholding of Promoters A. = A.1. + A.2.</b>	<b>2,000,020</b>	<b>-</b>	<b>2,000,020</b>	<b>73.22%</b>	<b>2,000,020</b>	<b>-</b>	<b>2,000,020</b>	<b>73.22%</b>	<b>0.00%</b>	

**B. Public**

shareholding

**GALAXY AGRICO EXPORTS LIMITED**  
Annexure to the Board's Report - Form MGT-9

<b>1. Institutions</b>									
a. Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b. Banks/FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
c. Central Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d. State Govt(s).	-	-	-	0.00%	-	-	-	0.00%	0.00%
e. Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f. Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g. FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h. Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i. Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total B.1.</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>2. Non-institutions</b>									
a. Bodies Corporates									
i. Indian	-	-	-	0.00%	-	-	-	0.00%	0.00%
ii. Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b. Individuals									
i. Individuals holding nominal share capital up to Rs. 2 lakh	194,091	180,400	374,491	13.60%	179,900	194,591	374,491	13.71%	0.11%
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	228,504	-	228,504	7.59%	228,504	-	228,504	8.37%	0.78%
c. Others (specify)	128,605	78,500	128,605	5.59%	128,605	78,500	128,605	4.70%	4.70%
-	-	-	-	-	-	-	-	-	-
<b>Sub-total B.2.</b>	551,200	258,900	731,600	26.78%	537,009	273,091	731,600	26.78%	0.00%
<b>Total public shareholding B. = B.1. + B.2.</b>	551,200	258,900	731,600	26.78%	537,009	273,091	731,600	26.78%	0.00%
<b>C. Shares held by custodian for GDRs and ADRs</b>									
-	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Total C.</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>D. Non-promoter Non-public</b>									
-	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Total D.</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Grand Total A. to D.</b>	<b>2,551,220</b>	<b>258,900</b>	<b>2,731,620</b>	<b>100.00%</b>	<b>2,537,029</b>	<b>273,091</b>	<b>2,731,620</b>	<b>100.00%</b>	<b>0.00%</b>

**ii. Shareholding of Promoters**

Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
Kantaben Jayantilal Patel	204,000	7.47%	0.00%	204,000	7.47%	0.00%	0.000%
Manoj Harsukhlal Shah	149,600	5.48%	0.00%	149,600	5.48%	0.00%	0.000%
Jayesh Kishorbhai Patel	143,000	5.23%	0.00%	143,000	5.23%	0.00%	0.000%
Hemali Sudhir Patel	139,500	5.11%	0.00%	139,500	5.11%	0.00%	0.000%
Jitendra Harsukhlal Shah	139,410	5.10%	0.00%	139,410	5.10%	0.00%	0.000%
Ashvin Harsukhlal Shah	122,750	4.49%	0.00%	122,750	4.49%	0.00%	0.000%
Malaben Rajnikant Sadaria	108,000	3.95%	0.00%	108,000	3.95%	0.00%	0.000%
Gangajibhai Jerambhai Patel	103,000	3.77%	0.00%	103,000	3.77%	0.00%	0.000%

**GALAXY AGRICO EXPORTS LIMITED**  
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Ritaben Chandrakant Sadaria	89,000	3.26%	0.00%	89,000	3.26%	0.00%	0.000%
Suketa Sanjay Patel	84,750	3.10%	0.00%	84,750	3.10%	0.00%	0.000%
Nayanaben Ashwinkumar	74,750	2.74%	0.00%	74,750	2.74%	0.00%	0.000%
Harshaben M Sadaria	70,500	2.58%	0.00%	70,500	2.58%	0.00%	0.000%
Sanjay Jayantilal Patel	111,250	4.07%	0.00%	111,250	4.07%	0.00%	0.000%
Nathabhai Jerambhai Sadaria	65,010	2.38%	0.00%	65,010	2.38%	0.00%	0.000%
Sudhir Jayantilal Patel	60,500	2.21%	0.00%	60,500	2.21%	0.00%	0.000%
Tanuj Nanalal Kalavadia	57,000	2.09%	0.00%	57,000	2.09%	0.00%	0.000%
Pareesh Nathabhai Sadaria	55,500	2.03%	0.00%	55,500	2.03%	0.00%	0.000%
Kalpanaben Jitendra Shah	50,500	1.85%	0.00%	50,500	1.85%	0.00%	0.000%
Mausami Pareesh Sadaria	44,500	1.63%	0.00%	44,500	1.63%	0.00%	0.000%
Nalini Manojkumar Shah	40,300	1.48%	0.00%	40,300	1.48%	0.00%	0.000%
Devkuvarben N Sadaria	35,000	1.28%	0.00%	35,000	1.28%	0.00%	0.000%
Sadaria M Nathalal	29,500	1.08%	0.00%	29,500	1.08%	0.00%	0.000%
Jitendra Harsukhlal Shah-Huf	10,100	0.37%	0.00%	10,100	0.37%	0.00%	0.000%
Manojkumar H Shah-Huf	10,100	0.37%	0.00%	10,100	0.37%	0.00%	0.000%
Jay Ashwinbhai Shah	2,500	0.09%	0.00%	2,500	0.09%	0.00%	0.000%
<b>Total</b>	<b>2,000,020</b>	<b>73.22%</b>	<b>0.00%</b>	<b>2,000,020</b>	<b>73.22%</b>	<b>0.00%</b>	<b>0.000%</b>

**iii. Change in Promoters' shareholding**

There is no change in shareholding by promoters during the reporting period.

**iv. Shareholding of top ten shareholders (other than directors, promoters and holders of GDRs and ADRs)**

There is No Change in Share Holding of Share Holders

**v. Shareholding of directors and key management personnel**

Sr.	Name and Details of Share holding	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the Company
<b>1 Nathabhai Jerambhai Sadaria</b>					
	As at the beginning of the reporting period	65,010	2.38%	65,010	2.38%
	As at the end of the reporting period	65,010		65,010	2.38%
<b>2 Manoj Harsukhlal Shah</b>					
	As at the beginning of the reporting period	149,600	5.48%	149,600	5.48%
	As at the end of the reporting period	149,600		299,200	10.95%
<b>3 Sanjay Harsukhlal Patel</b>					
	As at the beginning of the reporting period	111,250	4.07%	111,250	4.07%
	As at the end of the reporting period	111,250		111,250	4.07%
<b>4 Maushmi Pareesh Sadaria</b>					
	As at the beginning of the reporting period	44,500	1.63%	44,500	1.63%
	As at the end of the reporting period	44,500		44,500	1.63%
<b>5 Ajaykumar Ramjibhai Patel</b>					
	As at the beginning of the reporting period	-	0.00%	-	0.00%
	As at the end of the reporting period	-		-	0.00%
<b>6 Mansukhlal Nathabhai Govani</b>					
	As at the beginning of the reporting period	5,600	0.21%	5,600	0.21%
	As at the end of the reporting period	5,600		5,600	0.21%
<b>7 Kirankumar Govani</b>					
	As at the beginning of the reporting period	-	0.00%	-	0.00%
	As at the end of the reporting period	-		-	0.00%
<b>8 Jagdish Shah</b>					
	As at the beginning of the reporting period	-	0.00%	-	0.00%
	As at the end of the reporting period	-		-	0.00%

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

(in Rs.)

	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
<b>Indebtedness at the beginning of the period</b>				
i. Principal amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-

**GALAXY AGRICO EXPORTS LIMITED**  
**Annexure to the Board's Report - Form MGT-9**

iii. Interest accrued but not due	-	-	-	-
<b>Total i.+ii.+iii.</b>	-	-	-	-
<b>Change in indebtedness during the reporting period</b>				
Addition	17,189,620	-	-	17,189,620
Reduction	16,480,342	-	-	16,480,342
<b>Net change</b>	<b>709,278</b>	-	-	<b>709,278</b>
<b>Indebtedness at the end of the financial year</b>				
i. Principal amount	709,278	-	-	709,278
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total i.+ii.+iii.</b>	<b>709,278</b>	-	-	<b>709,278</b>

**VI. Remuneration of directors and key managerial personnel**

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

(in Rs.)

Particulars of remuneration	Name of MD/WTD/Manager			Total amount
	Manoj Shah	Sanjay Patel		
1. Gross salary				
a. Salary as per provisions in sec. 17(1) of the Income-tax Act, 1961 ("IT Act")	522,740	522,740	-	1,045,480
b. Value of perquisites u/s 17(2) of the IT Act	-	-	-	-
c. Profits in lieu of salary u/s 17(3) of the IT Act	-	-	-	-
2. Stock options	-	-	-	-
3. Sweat equity	-	-	-	-
4. Commission as % of profit as others (specify)	-	-	-	-
5. Others (specify)	-	-	-	-
<b>Total A.</b>	<b>522,740</b>	<b>522,740</b>	-	<b>1,045,480</b>

**B. Remuneration to other directors:**

(in Rs.)

No remuneration was paid to independent directors and other non-executive directors.

**C. Remuneration to KMPs other than MD/Manager/WTDs**

(in Rs.)

No remuneration was paid to KMPs other than MD/Manager/WTDs.

**VII. Penalties/Punishment/Compounding of offences**

There were no penalties/punishment/compounding of offences for breach of any section of the Companies Act against the Company or its Directors or other officers in default, if any, during the reporting period.

For and on behalf of the Board of Directors,  
Galaxy Agrico Exports Limited

SD/-  
Nathabhai Sadaria  
Managing Director  
DIN: 00167254

SD/-  
Manoj Shah  
Whole Time Director  
DIN: 02173383

Rajkot, May 30, 2019

## **MANAGEMENT DISCUSSION & ANALYSIS:**

### **a. Industry Overview**

#### Forged Rings (Bearings)

The globally evolving and emerging landscape today is clearly changing business realities. Disruptive technologies and business models are rapidly changing the market map. Technological advances in the form of automation and digitization are redefining business models. Customers, on the other hand, are seeking lower cost of ownership and longer life cycles for products and solutions. India's macroeconomic scenario remained stagnant with demand waiting to recover.

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. OEM and companies across the industrial and automotive sectors were affected by the prevailing economic headwinds, and hence this was a challenging year for the Indian bearings industry.

#### Agriculture Equipments

The tractor market has seen sharp decline during the year under review which can be primarily be attributed to a slowdown in the Agri sector on account of deficient monsoon. With external demand remaining sluggish the rural income was hard hit by consecutive weak crop ping season. Strong Government support for improvement in agricultural productivity, rural development and greater adoption of improved agricultural practices is expected to drive sustainable growth in the agriculture sector.

### **b. Opportunities & Threats**

#### Forged Rings Business-

India's economy is poised to enter an era of sustained growth. The expectations of the global community from India's economy to deliver on its potential have never been as high they are now. Continued reforms in policy regime, a focus on building a world class infrastructure (Railways, ports, roads etc) hold the promise of a bright era for India's manufacturing sector. The "Make in India" initiative is a path breaker that can revolutionize the country's economy. Better road infrastructure, smart cities, improved connectivity of industrial clusters with modern ports, development of sustainable energy infrastructure, a continued development of field to market sustainable food chain, tougher safety and emission norms for automotive industry will enhance our competitiveness as a nation while creating a completely new market opportunity.

#### Agriculture Equipments Business-

With increasing Labour cost and scarcity, greater adoption of various forms of mechanization is the way forward. In this scenario, the market for farm equipments is expected to grow in the long term. In more developed markets, growth in agricultural equipment demand will be driven by efforts to reduce inputs and maximize production capabilities and replacement demands. However going forward, the competitive intensity in the agriculture equipment business is expected to increase.

### **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. Jayantilal Panchanbhai Kansagara 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/  
Jayantilal P. Kansagara  
(CFO)

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

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

Place: Veraval – Shapar  
Date: 06.09.2019

**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.)

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
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: 06.09.2019**

**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: 06.09.2019**



**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**[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, 2019 ('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 31<sup>st</sup> March, 2019 according to the provisions of:

- I. The Companies Act, 1956 (the 1956 Act) and the Rules made thereunder;
- II. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- III. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- IV. The Depositories Act, 1996 and the Regulations & Bye-laws framed thereunder;
- V. Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made thereunder 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 Takeovers) 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;



**JANKI DEDANIYA**  
**PRACTICING COMPANY SECRETARY**

- 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 was no Company secretary appointed in the Company after resignation of previous company secretary till 31.03.2019. The Company has appointed a qualified Company secretary from 11.04.2019.
- 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 holding valid Certificate issued by the peer review board of the Institute of Chartered Accountant of India (ICAI)



**JANKI DEDANIYA**  
**PRACTICING COMPANY SECRETARY**

- 5) The Company has not granted loan to any Director.

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 30.05.2019 which is annexed as **Annexure-A** and forms an integral part of this report.

**For, Janki Dedania**  
**Practicing Company Secretary**

**Sd/-**  
**Janki Dedania**  
**Proprietor**  
**M. No. 41978**  
**CP. No. 15941**

**Date: 21.05.2019**  
**Place: Rajkot**



**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 30<sup>th</sup> May, 2019 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 were appropriate 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 are 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.

**Date: 21.05.2019**

**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 2017-18 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 2018-19	Remuneration of Director/ KMP for Financial Year 2018-19	Ratio of Remuneration of each Director to median remuneration of employees 2018-19
01	Mr. Nathalal J. Sadaria	NIL	NIL	NIL
02	Mr. Sanjay J. Patel	5,22,740.00	4,20,000.00	4
03	Mr. Manoj H. Shah	5,22,740.00	4,20,000.00	4
04	Mr. Jayantibhai Panchanbhai Kansagara	0.00	80,000.00	NIL

(Note; For Calculation of Remuneration of Median Employee 31<sup>st</sup> March 2019 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 2018-19 was 10,378/-

(iii) In financial year 2018-19, there was a decrease of 84.75 % in median remuneration of employees.

(iv) The company has 81 permanent employees on the rolls of the company as on 31st march, 2018

(v) Relationship between average increase in remuneration and company performance: in F. Y. 2018-19, 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 decreased by 84.75%.

(vi) The Company has not paid any remuneration by way of salary or commission to any non-executive Director.

(vii) Average percentage decrease made in the salaries of employees other than the managerial personnel in present year is 84.75 %, whereas the increase in the managerial remuneration for the same financial year was 80.35%.

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

Sd/-  
**Manoj Harsukhlal Shah**  
(Whole-time Director)  
(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, 2019, 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, 2019 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 2019 and the gap between two meetings did not exceed 120 days. The Board meetings were held on:

During the year ended March 2018-19 meeting was held on the following dates:

<b>Sr. No.</b>	<b>Quarter</b>	<b>Date</b>
<b>01</b>	<b>1<sup>st</sup> Quarter</b>	<b>18.05.2018</b>
<b>02</b>		<b>19.05.2018</b>
<b>03</b>		<b>30.05.2018</b>
<b>04</b>		<b>11.06.2018</b>
<b>05</b>	<b>2<sup>nd</sup> Quarter</b>	<b>19.07.2018</b>
<b>06</b>		<b>07.08.2018</b>
<b>07</b>		<b>01.09.2018</b>
<b>08</b>		<b>27.09.2018</b>
<b>09</b>	<b>3<sup>rd</sup> Quarter</b>	<b>09.10.2018</b>
<b>10</b>		<b>05.11.2018</b>
<b>11</b>		<b>14.11.2018</b>
<b>12</b>		<b>27.12.2018</b>
<b>13</b>	<b>4<sup>th</sup> Quarter</b>	<b>08.02.2019</b>
<b>14</b>		<b>12.02.2019</b>

**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 31.03.2019	Last Annual General Meeting Attended
			Held	Attended	Director	Chairman	Member	Chairman		
1	Nathabhai Jerambhai Sadaria (DIN:00167254)	Chairman cum Managing Director	14	14	-	-	-	-	65010	Yes
2	Manoj Harsukhlal Shah (DIN:02173383)	Whole-time Director	14	14	-	-	-	-	149600	Yes
3	Sanjay Jayantilal Patel (DIN:01632620)	Whole-time Director	14	14	-	-	-	-	111250	Yes
4	Mausamiben Paresbhai Sadaria(DIN:07046365)	Non-Executive Women Director	14	14	-	-	-	-	44500	Yes
5	Ajaykumar Ramjibhai Patel (DIN:00167284)	Independent Director	14	14	-	-	-	-	NIL	Yes
6	Kirankumar Bavajibhai Govani (DIN:01294557)	Independent Director	14	14	-	-	-	-	NIL	No
7	Mansukhlal Nathabhai Govani (DIN:02167809)	Independent Director	14	14	-	-	-	-	5600	Yes
8	Jagdish M. Shah (DIN:07158142)	Independent Director	14	14	-	-	-	-	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.

<b>Sr. No.</b>	<b>NAME OF DIRECTOR</b>	<b>STATUS</b>
01	Mr. Masukhlal Nathabhai Govani	Chairman- Independent –Non Executive
02	Mr. Manoj Harsukhlal Shah	Member – Executive Director
03	Mr. Ajaykumar Ramjibhai 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 four times 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;

<b>MEETINGS OFAUDITCOMITTEE:</b>			
30.05.2018	07.08.2018	05.11.2018	08.02.2019

##### **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;

© 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
2015-2016	30/09/2016	Registered office of the Company
2016-2017	30/09/2017	Registered office of the Company
2017-2018	29/09/2018	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 23.03.2019
- (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, 2019, 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, 2019 to Executive Director:

<b>Name of the Director</b>	<b>Remuneration Total (Rs.)</b>
Mr. Sanjay Jayantilal Patel	5,22,740.00
Mr. Manoj Harsukhlal Shah	5,22,740.00
Total	<b>10,45,480.00</b>

## **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**

<b>1. Date time and venue of AGM</b>	:	30 <sup>th</sup> September 2019, At: 11.00 A.M <b>Add:</b> S. NO. 236, Jai kishan Industrial Estate, Behind Murlidhar Weighbridge, Veraval (Shapar), Dist.: Rajkot 360024Gujarat (India)
<b>2. Financial Calendar</b>	:	01 <sup>st</sup> April 2018 to 31 <sup>st</sup> March 2019
<b>3. Date of book closure</b>	:	23/09/2019 TO 29/09/2019 (Both Day Inclusive)
<b>4. Dividend Payment date</b>	:	Not Applicable
<b>5. Listing on Stock Exchange</b>	:	The Bombay Stock Exchange, Mumbai
<b>6. Stock code</b>	:	531911
<b>7. Market price data, High, Low</b>	:	The High and Low Price information during each month in last during the last year is as under Financial year

### **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 2019

Particulars	No. of Shares	% of Shares
Held in dematerialized form in CDSL	1514231	55.43%
Held in dematerialized form in NSDL	988989	36.20%
Held in Physical form	228400	8.37%
<b>Total</b>	<b>2731620</b>	<b>100 %</b>

Source: Company records

## 3. DISTRIBUTION OF SHARE HOLDING:

Share holding Pattern as on 31<sup>st</sup> March 2019 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	1074	0.04
09	Indian Public	602995	22.28
10	Non Resident Indians	127531	4.66
	<b>TOTAL</b>	<b>2731620</b>	<b>100%</b>

## 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 2018-19.

**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: 06.09.2019**

**Place: Veraval-Shapar**

<b>Sd/-</b>	<b>Sd/-</b>
<b>Nathabhai Sadaria</b>	<b>Manoj Shah</b>
<b>(Chairman &amp; Managing Director)</b>	<b>(Whole-Time Director)</b>
<b>(Din:00167254)</b>	<b>(Din: 02173383)</b>



**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@galaxyagrico.com](mailto:info@galaxyagrico.com), Web: [www.galaxyagrico.com](http://www.galaxyagrico.com)  
CIN: L01110GJ1994PLC021368

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## MANAGEMENT DISCUSSION & ANALYSIS:

### a. Industry Overview

#### Forged Rings (Bearings)

The globally evolving and emerging landscape today is clearly changing business realities. Disruptive technologies and business models are rapidly changing the market map. Technological advances in the form of automation and digitization are redefining business models. Customers, on the other hand, are seeking lower cost of ownership and longer life cycles for products and solutions. India's macroeconomic scenario remained stagnant with demand waiting to recover.

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. OEM and companies across the industrial and automotive sectors were affected by the prevailing economic headwinds, and hence this was a challenging year for the Indian bearings industry.

#### Agriculture Equipments

The tractor market has seen sharp decline during the year under review which can be primarily be attributed to a slowdown in the Agri sector on account of deficient monsoon. With external demand remaining sluggish the rural income was hard hit by consecutive weak crop ping season. Strong Government support for improvement in agricultural productivity, rural development and greater adoption of improved agricultural practices is expected to drive sustainable growth in the agriculture sector.

### b. Opportunities & Threats

#### Forged Rings Business-

India's economy is poised to enter an era of sustained growth. The expectations of the global community from India's economy to deliver on its potential have never been as high they are now. Continued reforms in policy regime, a focus on building a world class infrastructure (Railways, ports, roads etc) hold the promise of a bright era for India's manufacturing sector. The "Make in India" initiative is a pathbreaker that can revolutionize the country's economy. Better road infrastructure, smart cities, improved connectivity of industrial clusters with modern ports, development of sustainable energy infrastructure, a continued development of field to market sustainable food chain, tougher safety and emission norms for automotive industry will enhance our competitiveness as a nation while creating a completely new market opportunity.

#### Agriculture Equipments Business-

With increasing Labour cost and scarcity, greater adoption of various forms of mechanization is the way forward. In this scenario, the market for farm equipments is expected to grow in the long term. In more developed markets, growth in agricultural equipment demand will be driven by efforts to reduce inputs and maximize production capabilities and replacement demands. However going forward, the competitive intensity in the agriculture equipment business is expected to increase.



**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

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**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. Jayantilal Panchanbhai Kansagara 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/  
JAYANTILAL P. KANSAGARA  
(CFO)

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

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

**Place: Veraval – Shapar  
Date: 06.09.2019**

# Twenty-Fifth Annual Report (Standalone)

Period of Reporting

**F.Y. 2018-19**

## **Galaxy Agrico Exports Limited**

CIN: L01110GJ1994PLC021368

Registered Office

236, Jai Kishan Industrial Estate, Behind Murlidhar Weigh  
Bridge, Shapar Rajkot GJ 360024 IN

Statutory Auditors

**H. B. Kalaria & Associates**

Chartered Accountants

A-601/602, The Imperial Heights, Opp. Big Bazaar, 150 ft. Ring  
Road, Rajkot - 360005.

## Independent Auditor's Report

To the Members of, GALAXY AGRICO EXPORTS LIMITED

### Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements

We have audited the accompanying standalone Ind As financial statements of **Galaxy Agrico Exports Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), and Statement of Cash Flows for the year then ended, and notes to the Ind As financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Disclaimer of Opinion section of our report, the aforesaid standalone Ind As 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 state of affairs of the Company as at March 31, 2019, and loss, and its cash flows for the year ended on that date.

### Basis for Disclaimer of Opinion

The Company has not carried out an inspection of its fixed assets and has not maintained a register of fixed assets during the year under review. Consequently, we were unable to carry out auditing procedures necessary to obtain adequate assurance regarding the quantities and condition of fixed assets, appearing in the balance sheet at Rs. 278.68 Lacs. There were no other satisfactory audit procedures that we could adopt to obtain sufficient evidence regarding the existence of such fixed assets. Accordingly, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Any adjustment to the figure may have a consequential significant effect on the loss for the year and net assets as at March 31, 2019.

The Company has not carried out an inspection of its inventories during the year under review. Consequently, we were unable to carry out auditing procedures necessary to obtain adequate assurance regarding the quantities and condition of such inventories appearing in the balance sheet at Rs. 36.04 Lacs. There were no other satisfactory audit procedures that we could adopt to obtain sufficient evidence regarding the existence of such inventories. Accordingly, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Any adjustment to the figure may have a consequential significant effect on the loss for the year and net assets as at March 31, 2019.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Ind As Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind As financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters** Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind As financial statements of the current period. These matters were addressed in the context of our audit of the Ind As financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Responsibility of Management for the Standalone Indian Accounting Standards (Ind AS) 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 of these standalone Indian accounting standards (Ind AS) 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 Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 and the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's Ind AS financial reporting process.

### **Auditor's Responsibility for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind As financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the Ind As financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error,



as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

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 Companies Act, 2013, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, except for the matters described in Basis for Disclaimer of Opinion paragraph above, the aforesaid standalone Ind As financial statements comply with the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- 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 our 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, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Rajkot  
Date: 21/05/2019

For **HB Kalaria and Associates**  
Firm Reg. No. 104571W  
Chartered Accountants

Sd/-  
(Hasmukh Kalaria)  
Partner  
Mem. No. 042002

## Annexure A

### Referred to in the section Report on Other Legal and Regulatory Requirements on of the Independent Auditors' Report of even date to the members of Galaxy Agrico Exports Limited on the standalone Ind AS financial statements as of and for the year ended March 31, 2019

- i.
- a) The Company is not maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- b) The fixed assets are physically verified informally by the Management from time to time. However, the Company *has not maintained a phased program for the physical verification of the fixed assets of the Company*. The management has not noticed any material discrepancies during the year.
- c) The title deeds of certain immovable properties, as disclosed in the notes on fixed assets to the Ind AS financial statements, are held in the name of the Company.
- ii. We have not been provided with the records of inventory verification done by the management of the company during the year. Hence, we are unable to comment on whether there were any material discrepancies noticed by the management and whether the same have been dealt with in the books of accounts of the Company during the year.
- iii. The Company has not granted any loans to any parties covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act").
- iv. The Company has not granted any loans or made any investments, or provided any guarantee or security to the parties covered under Sections 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the Rules made by the Central Government of India, the Company is not required to maintain cost records as specified under Section 148(1) of the Act in respect of its products.
- vii.
- a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income-tax, profession tax, sales tax, VAT and service tax, and including provident fund, employees' state insurance, duty of customs, duty of excise, cess and any other material statutory dues, as applicable, with the appropriate authorities.

Name of Statute	Nature of dues	Amount (in Rs.)	Period to which the amount relates	Due date of payment	Date of payment	Remarks, if any
Not Applicable						

- b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales tax, wealth tax, VAT and any other material dues which have been disputed.
- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. The Company has not raised any moneys by way of initial public offer, 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. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.
- xi. The Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The details of related party transactions, if any, have been disclosed in the Ind As financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
- xiv. 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. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

Place: Rajkot  
Date: 21/05/2019

For **HB Kalaria and Associates**  
Firm Reg. No. 104571W  
Chartered Accountants

Sd/-  
(Hasmukh Kalaria)  
Partner  
Mem. No. 042002

## **Annexure B**

**Referred to in point f. of the section Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report of even date to the members of Galaxy Agrico Exports Limited on the standalone Ins As financial statements for the year ended March 31, 2019**

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

1. In conjunction with our audit of the standalone Ind As financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over the financial reporting of **Galaxy Agrico Exports Limited ("the Company")** as of that date.

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

2. The Company's management is responsible for establishing and maintaining internal financial controls based on 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 Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). 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 the respective 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 Act.

### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with the 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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 assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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

6. 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 Ind As

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 of Ind As financial statements.

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

7. 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 control 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.

**Disclaimer of Opinion** According to the information and explanations given to us and based on our audit, the following material weakness(es) has/have been identified as at March 31, 2019:

- a. The Company has inadequate segregation of duties with respect to procedures used to enter transaction totals into the general ledger; initiate, authorize, record, and process journal entries into the general ledger; and record recurring and non-recurring adjustments to the financial statements.
  - b. The Company is advised to appoint persons with adequate qualifications and training to fulfill their assigned functions.
  - c. The Company does not have an internal process to report deficiencies in internal control to management on a timely basis.
  - d. The Company has an ineffective internal audit function and is advised to improve the monitoring of internal financial controls to improve their effectiveness.
9. A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim Ind As financial statements will not be prevented or detected on a timely basis.
  10. We have considered the material weakness(es) identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2019 standalone Ind As financial statements of the Company, and the/these material weakness(es) does not/do not affect our opinion on the Ind As financial statements of the Company.
  11. The system of internal financial controls over financial reporting with regard to the Company were not made available to us to enable us to determine if the Company has established adequate

internal financial control over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2019.

Place: Rajkot  
Date: 21/05/2019

For **HB Kalaria and Associates**  
Firm Reg. No. 104571W  
Chartered Accountants

Sd/-  
(Hasmukh Kalaria)  
Partner  
Mem. No. 042002

**Note: - 40 - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

**I. Background**

Galaxy Agrico Exports Limited ('the Company') incorporated in India is engaged in the business of manufacturing and trading activity of Agricultural Equipments and Bearings (Forged Rings). The Company has its wide network of operations in local as well foreign market.

**II. Significant Accounting Policies followed by the Company**

**(a) Basis of preparation**

**(i) Compliance with Ind AS**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS.

**(ii) Historical cost convention**

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value;
- 2) assets held for sale - measured at lower of carrying amount or fair value less cost to sell;
- 3) defined benefit plans - plan assets measured at fair value;

**(iii) Current non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

**(iv) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

**(b) Use of estimates and judgments**

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

**(c) Property, plant and equipment**

The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.





**As a lessor**

Lease income from operating leases where the Company is a lesser is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the excepted inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

**(g) Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**(h) Inventories**

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out', 'Weighted Average cost' or 'Specific identification', as applicable. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

**(i) Investments in subsidiaries, joint ventures and associates**

Investments in subsidiaries, joint ventures and associates are recognized at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

**(j) Investments and other financial assets**

**(i) Classification**

The Company classifies its financial assets in the following measurement categories:

- (1) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

**(ii) Measurement**

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

**Debt instruments:**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

- (1) **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in other income using the effective interest rate method.
- (2) **Fair value through profit and loss:** Assets that do not meet the criteria for amortized cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

**Equity instruments:**

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

**(iii) Impairment of financial assets**

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

**(iv) Income recognition**

**Interest income**

Interest income from debt instruments is recognized using the effective interest rate method.

**Dividends**

Dividends are recognized in the Statement of Profit and Loss only when the right to receive payment is established.

**(k) Impairment of non-financial assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**(l) Non-current assets held for sale**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets are not depreciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a Disposal Company classified as held for sale continue to be recognized.

**(m) Derivative financial instruments**

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognized in the Statement of Profit and Loss in the period when they arise.

**(n) Segment Reporting:**

Geographical segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

**(o) Borrowings**

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

**(p) Borrowing costs**

Interest and other borrowing costs attributable to qualifying assets are capitalized. Other interest and borrowing costs are charged to Statement of Profit and Loss.

**(q) Provisions and contingent liabilities**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

**(r) Revenue recognition**

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, discounts, loyalty discount, value added taxes and amounts collected on behalf of third parties.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

**Sale of goods**

Sales are recognized when substantial risk and rewards of ownership are transferred to customer, In case of domestic customer, generally sales take place when goods are dispatched or delivery is handed over to transporter, in case of export customers, generally sales take place when goods are shipped onboard based on bill of lading.

**Sale of goods - customer loyalty programme (deferred revenue)**

The Company operates a loyalty programme where customers accumulate points for purchases made which entitle them to discounts on future purchases. Revenue related to the award points is deferred and recognized when the points are redeemed. The amount of revenue is based on the number of points redeemed relative to the total number expected to be redeemed.

**Sales Return-**

The Company recognizes provision for sales return, based on the historical results, measured on net basis of the margin of the sale.

**Revenue from services**

Revenue from services is recognized in the accounting period in which the services are rendered.

**Other operating revenue - Export incentives**

"Export Incentives under various schemes are accounted in the year of export.

### **Loyalty Income**

The Company operates a loyalty program for the customers of the Group Companies and franchisees of the Company. The customer accumulates points for purchases made which entitles them for discount on future purchases.

The Company charges fixed percentage of sales to group companies and franchises who participate in this scheme, which is recognized as revenue. The discount offered to customers on the basis of points redeemed is recognized as cost.

The Company recognizes provision for the accumulated points as at the reporting date, estimated based on the historical results.

### **(s) Employee benefits**

#### **(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

#### **(ii) Other long-term employee benefit obligations**

The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the Statement of Profit and Loss.

#### **(iii) Post-employment obligations**

The Company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity; and
- (b) Defined contribution plans such as provident fund.

#### **Gratuity obligations**

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

#### **Defined Contribution Plans**

Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss as incurred. The Company has an obligation to make good the shortfall, if any.

**Termination benefits**

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognizes termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the Company recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

**(t) Foreign currency translation**

**(i) Functional and presentation currency**

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

**(ii) Transactions and balances**

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 the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognized in the Statement of Profit and Loss.

**(u) Income tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity respectively

Minimum Alternate Tax credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

**(iv) Earnings Per Share**

**Basic earnings per share**

Basic earnings per share are calculated by dividing:

- the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**Diluted earnings per share**

A diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

-the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and  
-the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(w) Government Grants**

Grants from the government are recognized at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

**(x) Manufacturing and Operating Expenses**

The Company classifies separately manufacturing and operating expenses which are directly linked to manufacturing and service activities of the group.

**Amendments to Ind AS 7, 'Statement of cash flows' on disclosure initiative:**

The amendment to Ind AS 7 introduces an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities. This includes changes arising from cash flows (e.g. draw downs and repayments of borrowings) and non-cash changes (i.e. changes in fair values), Changes resulting from acquisitions and disposals and effect of foreign exchange differences. Changes in financial assets must be included in this disclosure if the cash flows were, or will be, included in cash flows from financing activities. This could be the case, for example, for assets that hedge liabilities arising from financing liabilities. The Company has currently assessed the potential impact of this amendment.

**(ii): Critical estimates and judgments –**

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also need to exercise judgment in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

**The areas involving critical estimates or judgment are:**

Estimation of Defined benefit obligation -

**Galaxy Agrico Exports Limited**  
**Standalone Balance Sheet as at 31st March, 2019**

		(Rs. In lacs)		
	Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
<b>A</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
(a)	Property, Plant & Equipment	3	278.68	268.06
(b)	Capital Work-in-Progress		16.21	-
(c)	Investment properties	4	1.82	2.01
(d)	Goodwill		-	-
(e)	Other intangible assets		-	-
(f)	Intangible assets under development		-	-
(g)	Biological Assets other than bearer plants		-	-
(h)	Financial Assets			
(i)	Investments	5	5.84	5.84
(ii)	Trade Receivables		-	-
(iii)	Loans, Advances & Others	6	3.27	3.25
(i)	Deferred tax assets (net)		-	-
(j)	Other Non-Current Assets		-	-
	<b>Sub-Total (Non-Current Assets)</b>		<b>305.82</b>	<b>279.16</b>
<b>2</b>	<b>Current Assets</b>			
(a)	Inventories	7	36.04	32.60
(b)	Financial Assets			
(i)	Investments	8	34.29	37.44
(ii)	Trade Receivables	9	84.37	107.24
(iii)	Cash & Cash equivalents	10	1.79	34.04
(iv)	Bank Balances other than cash & Cash equivalents	11	14.36	13.55
(v)	Loans & Advances	12	-	1.52
(vi)	Other Financial Assets	13	1.85	6.16
(c)	Current Tax Assets (Net)		-	-
(d)	Other Current Assets	14	60.65	32.31
	<b>Sub-Total (Current Assets)</b>		<b>233.35</b>	<b>264.86</b>
	<b>TOTAL ASSETS (1+2)</b>		<b>539.17</b>	<b>544.02</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
<b>3</b>	<b>Equity</b>			
(a)	Equity Share Capital	15	391.36	391.36
(b)	Other Equity	16	72.49	76.25
	<b>Sub-Total (Equity)</b>		<b>463.85</b>	<b>467.61</b>
	<b>Liabilities</b>			
<b>4</b>	<b>Non-Current Liabilities</b>			
(a)	Financial Liabilities			
(i)	Long-Term Borrowings		-	-
(ii)	Trade Payable		-	-
(iii)	Other Financial Liabilities	17	0.50	0.50
(b)	Provisions	18	13.60	11.68
(c)	Deferred Tax Liabilities (Net)	19	8.52	12.71
(d)	Other non-current liabilities		-	-
	<b>Sub-Total (Non-Current Liabilities)</b>		<b>22.62</b>	<b>24.89</b>
<b>5</b>	<b>Current Liabilities</b>			
(a)	Financial Liabilities			
(i)	Short-term Borrowings	20	7.09	-
(ii)	Trade Payables	21	13.60	26.41
(iii)	Other Financial Liabilities	22	7.67	0.36
(b)	Other Current Liabilities	23	23.70	24.36
(c)	Provisions	24	0.64	0.39
(d)	Current Tax Liabilities (Net)		-	-
	<b>Sub-Total (Current Liabilities)</b>		<b>52.70</b>	<b>51.52</b>
	<b>TOTAL EQUITY AND LIABILITIES(3+4+5)</b>		<b>539.17</b>	<b>544.02</b>

**Summary of significant accounting policies**

2

The above statement shall be read in conjunction with accompanying notes

**As per our Report of even date**

**For H B Kalaria & Associates**

**Chartered Accountants**

**Sd/-**

**Hasmukh B Kalaria**

**Partner**

Membership No.: 042002

FRN : 104571W

Rajkot

May 21st, 2019

**For and on behalf of the Board of Directors**

**Sd/-**

Nathabhai Sadaria

Managing Director

N-00167254

**Sd/-**

Utsavi Bhatia

Company Secretary

Shapur (Veraval)

**Sd/-**

Manojbhai Shah

Whole Time Director

DIN-02173383

**Sd/-**

Jayantilal Kansagara

Chief Financial Officer

May 21st, 2019



**Galaxy Agrico Exports Limited**  
**Standalone Statement of Profit and Loss for the year ended 31st March, 2019**

(Rs. In lacs)

Sr No	Particulars	Note No.	Period ended March 31, 2019	Period ended March 31, 2018
I.	Revenue from Operations	25	518.96	585.14
II.	Other Income	26	13.22	13.64
III.	<b>Total Revenue (I + II)</b>		<b>532.18</b>	<b>598.78</b>
IV.	<b>Expenses:</b>			
	Cost of Materials Consumed	27	1.90	32.53
	Purchases of Stock-in-Trade	28	-	36.58
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-trade	29	2.77	12.55
	Employee Benefits Expense	30	129.26	116.78
	Finance Costs	31	1.47	3.42
	Depreciation and Amortization Expense	3	42.91	46.48
	Other Expenses	32	363.86	336.85
	<b>Total Expenses</b>		<b>542.17</b>	<b>585.18</b>
V.	<b>Profit/(Loss) before exceptional items and tax (III-IV)</b>		<b>(9.99)</b>	<b>13.60</b>
VI.	Exceptional items		-	-
VII.	<b>Profit/(Loss) after exceptional items and before tax (V - VI)</b>		<b>(9.99)</b>	<b>13.60</b>
VIII.	<b>Tax expense:</b>			
	(1) Current tax (including tax expense of prior years)		-	2.59
	(1) MAT credit entitlement/availed		-	(2.59)
	(2) Deferred tax liability/(assets)	19	(4.19)	(6.56)
IX.	<b>Profit/(Loss) for the year from continuing operations (VII-VIII)</b>		<b>(5.80)</b>	<b>20.16</b>
X.	Profit/(Loss) for the year from discontinuing operations		-	-
XI.	Tax Expense of discontinuing operations		-	-
XII.	Profit/(Loss) from discontinuing continuing operations(after tax) (X-XI)		-	-
XIII.	<b>Profit/(loss) for the period (IX+XII)</b>		<b>(5.80)</b>	<b>20.16</b>
XIV.	<b>Other Comprehensive Income</b>	33		
	A. (i) Items that will not be reclassified to profit or loss		2.03	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B. (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV.	<b>Total Comprehensive Income for the period (XIII+XIV) Comprising Profit (Loss) and Other comprehensive Income for the period )</b>		<b>(3.76)</b>	<b>20.16</b>
XVI.	Paid-up Equity Share Capital (weighted Average) (face value Rs. 10 each)		273.16	273.16
XVII.	Earnings per equity share (for continuing operation):	34		
	(1) Basic		(0.14)	0.74
	(2) Diluted		(0.14)	0.74
XVIII.	Earnings per equity share (for discontinued operation)			
	(1) Basic		-	-
	(2) Diluted		-	-
XIX.	Earning per equity share (for discontinued & continuing operation)	34		
	(1) Basic		(0.14)	0.74
	(2) Diluted		(0.14)	0.74
	<b>Summary of significant accounting policies</b>	<b>2</b>		

The above statement shall be read in conjunction with accompanying notes

**As per our Report of even date**

**For H B Kalaria & Associates**

**Chartered Accountants**

**Sd/-**

**Hasmukh B Kalaria**

**Partner**

Membership No.: 042002

FRN : 104571W

Rajkot

May 21st, 2019

**For and on behalf of the Board of Directors**

Sd/-

Nathabhai Sadaria

Managing Director

-00167254

Sd/-

Manojbhai Shah

Whole Time Director

DIN-02173383

Sd/-

Utsavi Bhatia

Company Secretary

Shapar (Veraval)

Sd/-

Jayantilal Kansagara

Chief Financial Officer

May 21st, 2019

**Galaxy Agrico Exports Limited**  
**Standalone Statement of Change in Equity for the year ended 31st March, 2019**

(Rs. In lacs)

A	Equity Share Capital			Amount
	<b>Balance as at 1st April 2018</b>			<b>391.36</b>
	Change in Equity Share Capital during the year			-
	<b>Balance as at 31st March 2019</b>			<b>391.36</b>
<b>B</b>	<b>Other Equity</b>			
		<b>Reserves and Suplus</b>		
	<b>Particulars</b>	<b>General Reserves</b>	<b>Retained Earning</b>	<b>Total</b>
	<b>Balance as at 1st April 2018</b>	<b>2.50</b>	<b>73.75</b>	<b>76.25</b>
	Profit for the year	-	(5.80)	(5.80)
	Other Comprehensive Income	-	2.03	2.03
	<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>2.03</b>	<b>2.03</b>
	Transfer to General Reserve	-	-	-
	<b>Balance as at 31st March 2019</b>	<b>2.50</b>	<b>69.99</b>	<b>72.49</b>
		<b>Reserves and Suplus</b>		
	<b>Particulars</b>	<b>General Reserve</b>	<b>Retained Earning</b>	<b>Total</b>
	<b>Balance as at 1st April 2017</b>	<b>2.50</b>	<b>53.59</b>	<b>56.09</b>
	Profit for the year	-	20.16	20.16
	Other Comprehensive Income	-	-	-
	<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>
	Transfer to General Reserve	-	-	-
	<b>Balance as at 31st March 2018</b>	<b>2.50</b>	<b>73.75</b>	<b>76.25</b>

As per our Report of even date

For and on behalf of the Board of Directors

**For H B Kalaria & Associates**  
**Chartered Accountants**

Sd/-  
Nathabhai Sadaria  
Managing Director  
DIN-00167254

Sd/-  
Manojbhai Shah  
Whole Time Director  
DIN-02173383

Sd/-

**Hasmukh B Kalaria**  
**Partner**  
Membership No.: 042002  
FRN : 104571W  
Rajkot  
May 21st, 2019

Sd/-  
Utsavi Bhatia  
Company Secretary  
Shapar (Veraval)

Sd/-  
Jayantilal Kansagara  
Chief Financial Officer  
May 21st, 2019

**Galaxy Agrico Exports Limited**  
**Standalone Cash Flow Statement for the year ended 31st March, 2019**

		(Rs. In Lacs)	
	Particulars	2018-19	2017-18
<b>A.</b>	<b>Cash Flow from Operating Activity</b>		
	Net Profit Before Tax	(9.99)	13.60
	Adjustments For:		
	Depreciation	42.91	46.48
	Exchange Fluctuation adjustment with asset	0.00	0.00
	Interest & Financial Expenses	1.47	3.42
	(Profit)/Loss on Investments	3.16	13.14
	(Gain)/Loss on Sales of Assets	0.00	(6.04)
	Dividend Income	(2.10)	(1.12)
	Interest Received on Deposits	(0.90)	(0.98)
	Gain on sale of current investments	(2.05)	0.00
	License receivables w/off	4.10	0.00
	Creditors w/off	(0.76)	0.00
	Rent Income	(6.00)	(5.50)
		<b>39.83</b>	<b>49.40</b>
	Operation profit before Working Capital Changes	<b>29.83</b>	<b>63.00</b>
	Adjustment For:		
	Inventories	(3.44)	47.95
	Trade Receivables	22.87	12.41
	Other Assets	(17.75)	15.93
	Other Non Current Assets	0.00	(1.51)
	Trade Payables & Other Liabilities and Provisions	(10.79)	(7.24)
	Taxes Paid	(9.29)	0.00
		<b>(18.40)</b>	<b>67.54</b>
	<b>Cash Generated from Operations</b>	<b>11.43</b>	<b>130.54</b>
<b>B.</b>	<b>Cash Flow from Investment Activities</b>		
	Proceeds from disposal of Property, Plant and Equipments	2.38	12.76
	Purchase of Property, Plant and Equipments	(56.39)	(22.51)
	Changes in current other financial assets	3.37	0.00
	Changes in capital creditors	7.31	0.00
	Gain on sale of current investments	2.05	0.00
	Loss on reval.	(3.16)	0.00
	Capital work in progress	(16.21)	0.00
	Redemption of Investments	0.00	0.00
	Purchase of Investments	3.15	(37.44)
	Bank Balances not considered as Cash Equivalent	(0.81)	(0.89)
	Loans to Related Parties	0.00	0.65
	Rent Income	6.00	5.50
	Dividend Income	2.10	1.12
	Interest Received	0.90	0.98
	<b>Net Cash Flow from Investment Activities</b>	<b>(49.31)</b>	<b>(39.83)</b>
<b>C.</b>	<b>Cash Flow from Financial Activities:</b>		
	Changes in Long-term borrowings (net)	0.00	0.00
	Changes in Short-term borrowings (net)	7.09	(65.36)
	Dividend Paid	0.00	0.00
	Dividend Distribution Tax Paid	0.00	0.00
	Interest & Financial Expenses	(1.47)	(3.42)
	<b>Net Cash Flow from Financial Activities</b>	<b>5.62</b>	<b>(68.78)</b>
	<b>Total of Cash Flow (A+B+C)</b>	<b>(32.26)</b>	<b>21.93</b>
	<b>Cash &amp; Cash Equivalent at the beginning of the year</b>	<b>34.04</b>	<b>12.11</b>
	<b>Cash &amp; Cash Equivalent at the ending of the year</b>	<b>1.78</b>	<b>34.04</b>
	<b>Cash &amp; Cash Equivalent comprising of</b>		
	Cash on Hand	0.07	0.25
	Balances with Scheduled Banks	1.72	33.79
		<b>1.79</b>	<b>34.04</b>

**Note:** 1. The above statement shall be read in conjunction with accompanying notes

2. Previous year's figures have been regrouped wherever necessary to confirm this year's classification.

**As per our Report of even date**

**For and on behalf of the Board of Directors**

**For H B Kalaria & Associates**  
**Chartered Accountants**

Sd/-  
Nathabhai Sadaria  
Managing Director  
V-00167254

Sd/-  
Manojbhai Shah  
Whole Time Director  
DIN-02173383

Sd/-  
**Hasmukh B Kalaria**  
**Partner**  
Membership No.: 042002  
FRN : 104571W  
Rajkot  
May 21st, 2019

Sd/-  
Utsavi Bhatia  
Company Secretary  
Shapar (Veraval)

Sd/-  
Jayantilal Kansagara  
Chief Financial Officer  
May 21st, 2019

**Galaxy Agrico Exports Limited**  
**Notes to Standalone Financial Statements for the period ended March 31, 2019**

**Note 3 :Property, Plant & Equipment**

(Rs. In Lacs)

Fixed Assets	Gross Carrying Amount				Accumulated Depreciation/Amortisation				Net Carrying Amount	
	Opening as at 1st April 2018	Additions	Adjustment/ Deduction	As at 31st March 2019	Opening as at 1st April 2018	For the year	Adjustment/ Deduction	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
<b>(A) Tangible Assets</b>										
Land	12.41	-	-	12.41	-	-	-	-	12.41	12.41
Buildings	180.76	0.06	-	180.82	107.83	6.93	-	114.76	66.06	72.93
Plant and Equipment	531.39	52.42	3.04	580.77	356.74	33.19	(0.66)	389.27	191.50	174.65
Electrical Installations	83.33	0.56	-	83.89	77.80	1.47	-	79.27	4.62	5.53
Furniture and Fixtures	16.46	-	-	16.46	15.62	0.22	-	15.84	0.62	0.84
Vehicles	8.19	-	-	8.19	7.63	0.15	-	7.78	0.41	0.56
Computer	11.12	0.54	-	11.66	10.85	0.37	-	11.22	0.43	0.27
Office Equipments	5.79	2.81	-	8.60	4.92	1.06	-	5.98	2.62	0.87
<b>Sub Total :</b>	<b>849.45</b>	<b>56.39</b>	<b>3.04</b>	<b>902.80</b>	<b>581.39</b>	<b>43.39</b>	<b>(0.66)</b>	<b>624.11</b>	<b>278.68</b>	<b>268.06</b>
<b>(B) Intangible Assets</b>										
<b>Sub Total :</b>	-	-	-	-	-	-	-	-	-	-
<b>Total :</b>	<b>849.45</b>	<b>56.39</b>	<b>3.04</b>	<b>902.80</b>	<b>581.39</b>	<b>43.39</b>	<b>(0.66)</b>	<b>624.11</b>	<b>278.68</b>	<b>268.06</b>

**Galaxy Agrico Exports Limited**  
**Notes to Standalone Financial Statements for the period ended March 31, 2019**

**Note: 3A Property, Plant & Equipments**

(Rs. In Lacs)

Fixed Assets	Gross Carrying Amount				Accumulated Depreciation/Amortisation				Net Carrying Amount	
	Opening as at 1st April 2017	Additions	Adjustment/ Deduction	As at 31st March 2018	Opening as at 1st April 2017	For the year	Adjustment/ Deduction	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>(A) Tangible Assets</b>										
Land	12.41	-	-	12.41	-	-	-	-	12.41	12.41
Buildings	179.88	0.88	-	180.76	100.31	7.52	-	107.83	72.93	79.57
Plant and Equipment	560.51	19.94	49.06	531.39	363.19	35.89	42.34	356.74	174.65	197.32
Electrical Installations	83.33	-	-	83.33	75.87	1.93	-	77.80	5.53	7.46
Furniture and Fixtures	16.46	-	-	16.46	15.33	0.29	-	15.62	0.84	1.13
Vehicles	7.57	0.62	-	8.19	7.57	0.06	-	7.63	0.56	-
Computer	10.75	0.37	-	11.12	10.71	0.14	-	10.85	0.27	0.04
Office Equipments	5.09	0.70	-	5.79	4.56	0.36	-	4.92	0.87	0.53
<b>Sub Total :</b>	<b>876.00</b>	<b>22.51</b>	<b>49.06</b>	<b>849.45</b>	<b>577.54</b>	<b>46.19</b>	<b>42.34</b>	<b>581.39</b>	<b>268.06</b>	<b>298.46</b>
<b>(B) Intangible Assets</b>										
<b>Sub Total :</b>	-	-	-	-	-	-	-	-	-	-
<b>Total :</b>	<b>876.00</b>	<b>22.51</b>	<b>49.06</b>	<b>849.45</b>	<b>577.54</b>	<b>46.19</b>	<b>42.34</b>	<b>581.39</b>	<b>268.06</b>	<b>298.46</b>

**Note: 3B Capital work in Progress**

31st March 2019- Factory Building WIP	<b>16.21</b>
31st March 2018	<b>NIL</b>

**Galaxy Agrico Exports Limited**  
**Notes to Standalone Financial Statements for the period ended March 31, 2019**

**Note: 4 Investment properties**

(Rs.In Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Carrying Amount at the beginning of the year	5.24	5.24
Less : Opening depreciation	3.23	2.93
Addition during the year	0.19	0.30
	3.42	3.23
Carrying Amount at the end of the year	<b>1.82</b>	<b>2.01</b>

**Note: 5 Non Current Investments**

(Rs.In Lacs)

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	nos of units	Amount	nos of units	Amount
<b>Investment in Equity Instruments:</b> (In fully paid shares)				
<b>Unquoted:</b>				
<b>At Cost</b>				
Equity Shares of Rajkot Nagarik Sahakari Bank Ltd of Rs. 50 each	11,204	5.84	11,204	5.84
<b>Investments in Subsidiary</b>				
Equity shares of Accumax Rings Ltd	-	-	50,000	5.00
Less : Diminution in value of non-current investments	-	-		(5.00)
<b>Total</b>	<b>11,204</b>	<b>5.84</b>	<b>61,204</b>	<b>5.84</b>

**Note: 6 Other Non-Current Financial Assets**

(Rs.In Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(Unsecured, considered good) Security Deposits	3.27	3.25
<b>Total</b>	<b>3.27</b>	<b>3.25</b>

**Note: 7 Inventories**

(Rs.In Lacs)

	As at 31st March, 2019	As at 31st March, 2018
a. Raw Materials	13.98	15.88
b. Work-in-Progress	1.31	1.31
c. Finished Goods	3.60	6.37
d. Stores and Spares	17.15	9.04
<b>Total</b>	<b>36.04</b>	<b>32.60</b>

7.1 Details of Raw Materials	As at 31st March, 2019	As at 31st March, 2018
<b>Indigeneous:</b>		
Round bar (Steel)	13.98	15.88
<b>Total</b>	<b>13.98</b>	<b>15.88</b>

**Galaxy Agrico Exports Limited**  
**Notes to Standalone Financial Statements for the period ended March 31, 2019**

7.2 Details of Work-in-Progress	As at 31st March, 2019	As at 31st March, 2018
Bearing Rings	1.31	1.31
<b>Total</b>	<b>1.31</b>	<b>1.31</b>

7.3 Details of Finished Goods	As at 31st March, 2019	As at 31st March, 2018
Scrap	1.44	4.21
Forged Article	2.16	2.16
<b>Total</b>	<b>3.60</b>	<b>6.37</b>

**Note: 8 Current Investments**

(Rs.In Lacs)

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Nos of units	Amount	Nos of units	Amount
<b>Investment in Equity instruments: At lower of market value or amortised cost</b> (In fully paid shares)				
<b>Quoted:</b>				
Cinemax Property Ltd	5,250	2.35	5,250	3.68
Dalmia Bharat Sugar Ind Ltd	5,000	6.14	5,000	3.40
Deepak Fertiliser and Petro Ltd	1,300	1.73	1,300	3.74
GVK Power Ltd	14,200	1.10	14,200	1.99
IDFC Ltd	8,350	3.87	8,350	0.58
Jindal Poly Films Ltd	1,500	3.95	1,500	3.13
Kridhan Infra Ltd	3,000	1.20	3,000	2.91
Morepen Laboratory Ltd	10,000	1.73	10,000	2.79
Parag Milk Food Ltd	1,000	2.62	1,000	3.35
Sona Koyo Steering Systems Ltd	5,000	5.49	5,000	5.25
Udaipur Cement Ltd	8,500	1.21	8,500	2.38
Shalby Ltd	2,250	2.91	2,250	4.24
<b>Total</b>		<b>34.29</b>		<b>37.44</b>

**Note: 9 Trade Receivables**

(Rs.In Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade receivables outstanding for a period exceeding six months from the date they Unsecured, considered good	-	-
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
<b>Sub total</b>	-	-
Trade receivables outstanding for a period less than six months from the date they Unsecured, considered good	84.37	107.24
<b>Total</b>	<b>84.37</b>	<b>107.24</b>

**Note: 10 Cash and Cash Equivalents**

(Rs.In Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Balances with bank:-</b>		
In Current Account	1.72	33.79
Cheques, drafts on hand	-	-

**Galaxy Agrico Exports Limited**  
**Notes to Standalone Financial Statements for the period ended March 31, 2019**

In Fixed Deposit Account (having maturity period less than 3 months)	-	-
<b>Total</b>	<b>1.72</b>	<b>33.79</b>
Cash on hand	0.07	0.25
<b>Total</b>	<b>1.79</b>	<b>34.04</b>

**Note: 11 Other Bank Balances**

Particulars	(Rs.In Lacs)	
	As at 31st March, 2019	As at 31st March, 2018
<b>Bank Balances:-</b>		
Earned Marked Balances with Banks		
Others	-	-
<b>Margin Money</b>		
Fixed Deposit Account (having maturity period more than 12 months)	14.36	13.55
<b>Total</b>	<b>14.36</b>	<b>13.55</b>

**Note: 12 Loans -Currents (Unsecured and Consided Goods)**

Particulars	(Rs.In Lacs)	
	As at 31st March, 2019	As at 31st March, 2018
Loans to Related Parties	-	0.35
Loans to Employees	-	1.17
<b>Total</b>	<b>-</b>	<b>1.52</b>

**Note: 13 Other Financial Assets-Current**

Particulars	(Rs.In Lacs)	
	As at 31st March, 2019	As at 31st March, 2018
Interest and Dividend Receivables on Investments	0.90	1.12
Licences Receivable	0.95	5.04
<b>Total</b>	<b>1.85</b>	<b>6.16</b>

**Note: 14 Other Current Assets**

Particulars	(Rs.In Lacs)	
	As at 31st March, 2019	As at 31st March, 2018
Statutory Receivables	40.62	31.33
Advances to Suppliers	-	0.01
Prepaid Expenses	-	0.97
Income accrued but not received	18.97	-
GST Reconciliation	1.06	-
<b>Total</b>	<b>60.65</b>	<b>32.31</b>



**Galaxy Agrico Exports Limited**  
**Notes to Standalone Financial Statements for the period ended March 31, 2019**

**Note: 15 Equity Share Capital**

Particulars	(Rs. In Lacs)	
	As at 31st March, 2019	As at 31st March, 2018
<b>Authorised</b>		
5,500,000 Equity Shares of Rs 10/- each	550.00	550.00
	<b>550.00</b>	<b>550.00</b>
<b>Issued, Subscribed &amp; Paid up</b>		
27,31,620 Equity Shares of Rs 10/- each fully paid	273.16	273.16
Add : Forfeited Equity Shares	118.20	118.20
<b>Total</b>	<b>391.36</b>	<b>391.36</b>

**15.1 The reconciliation of the number of shares outstanding at the beginning and at the end of the year:-**

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares	As at 31st March, 2019	No. of Shares	As at 31st March, 2018
Shares outstanding at beginning of the year	2,731,620	391.36	2,731,620	391.36
<b>Shares outstanding at end of the year</b>	<b>2,731,620</b>	<b>273.16</b>	<b>2,731,620</b>	<b>273.16</b>

Note: The Forfeited Equity Capital of Rs.118.20 lacs represents 22,68,400 forfeited equity shares of Rs.10 partly paid.

**15.2 The details of Shareholders holding more than 5% shares:**

Name of the Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Manoj H. Shah	149,600	5.48%	149,600	5.48%
Jayesh K. Patel	143,000	5.23%	143,000	5.23%
Kantaben J. Patel	204,000	7.47%	204,000	7.47%
Hemali S. Patel	139,500	5.11%	139,500	5.11%
Jitendra H. Shah	139,410	5.10%	139,410	5.10%

**15.3** The Company has only one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

**Note: 16 Other Equity**

Reserves and Surplus	(Rs. In Lacs)	
	As at 31st March, 2019	As at 31st March, 2018
<b>a. Capital Redemption Reserve</b>		
Opening Balance	-	-
(+) Current Year Transfer from General Reserve	-	-
Closing Balance	-	-
<b>a. General Reserve</b>		
Opening Balance	2.50	2.50
(+) Current Year Transfer	-	-
(-) Transfer to other Reserves	-	-
Balance as at year end	<b>2.50</b>	<b>2.50</b>
<b>b. Retained Earning</b>		
Opening Balance	73.75	53.59
(+) Net Profit for year	(3.76)	20.16
(+) Other Comprehensive Income for the year	-	-
(-) Transfer to Reserves	-	-
Balance as at year end	<b>69.99</b>	<b>73.75</b>
<b>Total</b>	<b>72.49</b>	<b>76.25</b>

**Galaxy Agrico Exports Limited**  
**Notes to Standalone Financial Statements for the period ended March 31, 2019**

**Note: 17 Other Financial Liabilities**

(Rs. In Lacs)		
Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured Deposits from Tenants	0.50	0.50
<b>Total</b>	<b>0.50</b>	<b>0.50</b>

**Note: 18 Long term provisions**

(Rs. In Lacs)		
Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Provision for employee benefits:</b>		
Gratuity	13.60	11.68
<b>Total</b>	<b>13.60</b>	<b>11.68</b>

**Note: 19 Deferred Tax Liability**

(Rs. In Lacs)				
Particulars	As at 31st March, 2019	Charge during the year	As at 31st March, 2018	Charge during the year
Deferred Tax Liability on account of :				
(I) Depreciation	12.22	(4.22)	16.44	(2.83)
	<b>12.22</b>	<b>(4.22)</b>	<b>16.44</b>	<b>(2.83)</b>
Deferred Tax Assets on account of :				
(I) Gratuity	3.70	(0.03)	3.73	3.73
	<b>3.70</b>	<b>(0.03)</b>	<b>3.73</b>	<b>3.73</b>
<b>Net Deferred tax Liabilities / (Assets)</b>	<b>8.52</b>	<b>(4.19)</b>	<b>12.71</b>	<b>(6.56)</b>

**Note: 20 Short-term Borrowings- Current**

(Rs. In Lacs)		
Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Secured</b>		
Cash Credit	7.09	-
(Cash credits from Banks, against hypothecation of Raw materials, Stores, Spare parts,		
<b>Total</b>	<b>7.09</b>	<b>-</b>

**Note: 21 Trade Payables**

(Rs. In Lacs)		
Particulars	As at 31st March, 2019	As at 31st March, 2018
Micro, Small and Medium Enterprises	-	-
Other than Micro, Small and Medium Enterprises	13.60	26.41
<b>Total</b>	<b>13.60</b>	<b>26.41</b>

**21.1** 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 regarding the over dues to such Enterprises.

**Galaxy Agrico Exports Limited**  
**Notes to Standalone Financial Statements for the period ended March 31, 2019**

**Note: 22 Other Financial Liabilities**

Particulars	(Rs. In Lacs)	
	As at 31st March, 2019	As at 31st March, 2018
Current Maturities of Long Term Debts	-	-
Interest accrued and due on Deposits	-	-
Capital Creditors	7.67	0.36
<b>Total</b>	<b>7.67</b>	<b>0.36</b>

22.1 There is no amount due and outstanding to be credited to Investor Education and Protection Fund as at 31st March, 2019.

**Note: 23 Other Current Liabilities**

Particulars	(Rs. In Lacs)	
	As at 31st March, 2019	As at 31st March, 2018
<b>Accrued Expenses Payable</b>		
Audit Fees Payable	0.40	2.01
PGVCL- Electricity Expenses Payable	7.33	
Credit Card Expenses Payable to directors	2.08	-
Professional Fees Payable	0.24	
<b>Employee related liabilities</b>		
Wages Payable - Factory Staff	6.29	5.03
Salary Payable - Office Staff	0.49	-
Bonus Payable	5.03	-
Leave Encashment Payable	0.87	-
Provident Fund Payable	0.49	0.52
Professional Tax Payable	0.10	1.37
<b>Statutory dues (including withholding taxes)</b>	0.38	15.44
<b>Total</b>	<b>23.70</b>	<b>24.36</b>

**Note: 24 Short Term Provisions**

Particulars	(Rs. In Lacs)	
	As at 31st March, 2019	As at 31st March, 2018
Other provision for expenses	-	-
<b>Provision for employee benefits:</b>		
Gratuity	0.64	0.39
<b>Total</b>	<b>0.64</b>	<b>0.39</b>

**Note: 25 Revenue from Operations**

Particulars	(Rs. In Lacs)	
	Period ended March 31, 2019	Period ended March 31, 2018
Sale of products	103.78	171.30
Sale of Services	415.18	415.30
	518.96	586.60
Less: Excise Duty	-	(5.97)
	<b>518.96</b>	<b>580.63</b>
<b>Other Operating Revenue</b>		
Export Licence Incentives	-	4.51
<b>Total</b>	<b>518.96</b>	<b>585.14</b>

**Galaxy Agrico Exports Limited**

**Notes to Standalone Financial Statements for the period ended March 31, 2019**

**Note: 26 Other Income**

Particulars	(Rs. In Lacs)	
	Period ended March 31, 2019	Period ended March 31, 2018
<b>Interest on Financial Assets</b>		
On Bank Fixed Deposits	0.90	0.98
On Income Tax Refund	0.99	-
<b>Dividend Income</b>		
From Non-Current Investments	2.10	1.12
<b>Other Gain and Losses</b>		
Gain on Sales of Assets	-	6.04
Gain on Sales Of Current Investments	2.05	-
<b>Rent Income</b>	6.00	5.50
<b>Creditors Written Off</b>	0.76	-
<b>Credit Card Discount</b>	0.32	-
<b>Misc. Other Non-Operating Income</b>	0.09	-
<b>Total</b>	<b>13.22</b>	<b>13.64</b>

**Note: 27 Cost of Materials Consumed**

Particulars	(Rs. In Lacs)	
	Period ended March 31, 2019	Period ended March 31, 2018
Opening Inventory	15.88	48.41
Add : Purchase	-	-
Less : Closing Inventory	13.98	15.88
<b>Total</b>	<b>1.90</b>	<b>32.53</b>

**Note: 27.1 Cost of Materials Consumed comprise of:-**

Particulars	(Rs. In Lacs)	
	Period ended March 31, 2019	Period ended March 31, 2018
Round Bar	1.90	32.53
Other Material	-	-
<b>Total</b>	<b>1.90</b>	<b>32.53</b>

**Note: 27.2 Imported & Indigenous :-**

Particulars	Period ended March 31, 2019		Period ended March 31, 2018	
	Value	%	Value	%
<b>Raw material consumed</b>				
Imported	0.00	0.00%	0.00	0.00%
Indigenous	1.90	100.00%	32.53	100.00%
<b>Total</b>	<b>1.90</b>	<b>100.00%</b>	<b>32.53</b>	<b>100.00%</b>

**Note: 28 Purchase of Stock in Trade**

Particulars	(Rs. In Lacs)	
	Period ended March 31, 2019	Period ended March 31, 2018
Agricultural Equipments	-	36.58

**Note: 29 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade**

Particulars	(Rs. In Lacs)	
	Period ended March 31, 2019	Period ended March 31, 2018
<b>Inventories (at close):</b>		
Work-in-Progress	1.31	1.31
Finished Goods	3.60	6.37
	<b>4.91</b>	<b>7.68</b>
<b>Inventories (at commencement):</b>		
Work-in-Progress	1.31	16.08
Finished Goods	6.37	4.15
	<b>7.68</b>	<b>20.23</b>
<b>Total</b>	<b>2.77</b>	<b>12.55</b>

**Galaxy Agrico Exports Limited**  
**Notes to Standalone Financial Statements for the period ended March 31, 2019**

**Note: 30 Employee Benefits Expense**

Particulars	(Rs. In Lacs)	
	Period ended March 31, 2019	Period ended March 31, 2018
<b>Salaries and Wages:-</b>		
Wages Exp. - Factory Staff	88.43	85.90
Salary Exp. - Office Staff	6.39	
Remuneration to directors	9.91	8.40
Insurance Exp. - worker	0.45	-
Bonus Expenses	10.09	4.00
Gratuity expenses	4.20	12.75
Leave Encashment	7.47	2.15
<b>Contributions to:-</b>		
Provident Fund, Superannuation Scheme & Other Funds	1.19	2.85
Staff Welfare Expenses	1.13	0.73
<b>Total</b>	<b>129.26</b>	<b>116.78</b>

**30.1 Employee Benefits, the disclosures as defined in the Accounting Standards are given below:-**

**Defined Benefit Gratuity Plan:**

	(Rs. In Lacs)	
	Period ended March 31, 2019	Period ended March 31, 2018
<b>(I) Amount Recognised in Balance Sheet</b>		
Present value of unfunded obligations	14.24	12.07
Present value of funded obligations	-	-
Fair value of plan assets	-	-
<b>Net Liability (asset)</b>	<b>14.24</b>	<b>12.07</b>
<b>(II) Amounts to be recognised in Profit and Loss Account</b>		
Service Cost:		
Current service cost	3.30	3.06
Past Service Cost	-	9.68
Curtailment and settlement	-	-
Net interest cost	0.90	-
Total included in Employees Expenses	<b>4.20</b>	<b>12.75</b>
Expenses deducted from the fund	-	-
<b>Total Charged to profit and loss</b>	<b>4.20</b>	<b>12.75</b>
<b>(III) Other Comprehensive Income for the period</b>		
Components of actuarial gain/loss on obligation	-	-
Due to change in financial assumption	0.35	-
Due to change in demographic assumption	-	-
Due to experience adjustments	(2.39)	-
Return on planed assets excluding amounts included in interest income	-	-
<b>Amount Recognised in other comprehensive income</b>	<b>(2.03)</b>	<b>-</b>
<b>(IV) Reconciliation of Defined benefit obligation</b>		
Opening Defined benefit obligation	12.07	
Transfer in/(out) obligation	-	-
Current service cost	3.30	3.06
Interest cost	0.90	-
Components of actuarial gain/loss on obligation	-	-
Due to change in financial assumption	0.35	-
Due to change in demographic assumption	-	-
Due to experience adjustments	(2.39)	-
Past Service Cost	-	9.68
Loss/Gain on Curtailment	-	-
Liabilities Extinguished on settlement	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Exchange deferece of foreign plan	-	-
Benefits Paid	-	(0.68)
<b>Closing Defined Benefit Obligation</b>	<b>14.24</b>	<b>12.07</b>
<b>(V) Assumptions:</b>		
Discount rate (per annum)	7.20%	7.60%
Rate of increase in Salary	7.00%	7.00%
Withdrawal rate	<b>10% to 2%</b>	<b>10% to 2%</b>

**Galaxy Agrico Exports Limited**  
**Notes to Standalone Financial Statements for the period ended March 31, 2019**

**Note: 31 Finance Cost**

Particulars	(Rs. In Lacs)	
	Period ended March 31, 2019	Period ended March 31, 2018
Interest expenses	0.26	1.47
Other borrowing costs	1.21	1.95
<b>Total</b>	<b>1.47</b>	<b>3.42</b>

**Note: 32 Other Expenses**

Particulars	(Rs. In Lacs)	
	Period ended March 31, 2019	Period ended March 31, 2018
Stores Consumed	85.70	74.22
Bank Gurantee & Other Charges	2.19	-
Electricity, Power and Fuel	202.91	182.93
Jobwork Charges	22.02	17.99
Transportation and Freight Expenses	3.46	4.95
Packing Material Consumed	0.04	0.50
Factory and other expenses	10.02	4.98
Repairs to Machinery	8.26	9.11
Repairs to Others	3.53	3.63
Insurance Expenses	0.29	0.63
Telephone & Postage Expenses	0.48	0.77
Printing and Stationery	0.60	0.55
Rates and Taxes	0.12	0.10
Donation Expenses	0.18	0.07
Payments to Auditors	1.45	2.01
Information technology expenses	0.47	0.11
Advertisement and Publicity	0.73	0.53
Penalty Expense- BSE	1.01	-
Listing Fees	2.96	3.46
Professional & Consulting fees	3.65	4.87
ROC fees	0.05	-
Travelling and Conveyance	1.63	0.05
Vehicle Petrol & Repairs	2.99	1.31
Loss on Revaluation of Investments	3.16	13.14
Loss on Foreign Exchange Gain (net)	-	0.78
Subscription and Membership Fees	0.21	0.25
Licence Receivables- Written Off	4.10	-
Miscellaneous Expenses	1.56	9.90
Audit Fees - Prior period	0.10	-
<b>Total</b>	<b>363.86</b>	<b>336.85</b>

**32.1 Details of Stores Consumed**

Particulars	(Rs. In Lacs)	
	Period ended March 31, 2019	Period ended March 31, 2018
Imported	-	-
Indigenous	85.70	74.22
<b>Total</b>	<b>85.70</b>	<b>74.22</b>

**32.2 Payments to Auditors as:**

Particulars	(Rs. In Lacs)	
	Period ended March 31, 2019	Period ended March 31, 2018
<b>Statutory Auditors :</b>		
i) Audit Services	0.87	0.75
ii) For Taxation matters	0.29	-
iii) For Company Law matters	0.29	1.26
<b>Total</b>	<b>1.45</b>	<b>2.01</b>

**Galaxy Agrico Exports Limited**

**Notes to Standalone Financial Statements for the period ended March 31, 2019**

**Note: 33 Other Comprehensive Income**

(Rs. In Lacs)

Particulars	Period ended March 31, 2019	Period ended March 31, 2018
<b>Actuarial Valuation of Gratuity Benefits as per Ind AS 19:-</b>		
(a) Items that will not be reclassified to profit or loss		
Due to Change in financial assumptions	0.35	-
Due to experience adjustments	(2.39)	-
<b>Total</b>	<b>(2.03)</b>	<b>-</b>

**Note: 34 Earnings Per Share (EPS)**

Particulars	Period ended March 31, 2019	Period ended March 31, 2018
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. In Lacs)	(3.76)	20.16
Total number of equity shares ( P.Y :Weighted Average number of equity shares used as denominator for calculating EPS)	2,731,620	2,731,620
Face Value per equity share (Rs.)	10.00	10.00
Basic Earnings per share (Rs.)	(0.14)	0.74
Diluted Earnings per share (Rs.)	(0.14)	0.74

**Note: 35 C.I.F. Value of imports, expenditure and earnings in Foreign Currency**

(Rs. In Lacs)

Particulars	Period ended March 31, 2019	Period ended March 31, 2018
<b>(A) C.I.F. Value of imports :</b>		
Raw Materials	-	-
Capital Goods	-	-
Stores & Spares	-	-
<b>(B) Expenditure in Foreign currencies:</b>		
Other matters	-	-
<b>(C) Earnings in Foreign currencies:</b>		
F.O.B. value of Exports	-	38.30

**Note: 36**

Estimated amount of contracts remaining to be executed on Capital Account (net of advance payment) Rs. Nil Lacs (previous year Rs.Nil).

**Note: 37**

Ind AS-115 Revenue from contracts with customers, is applicable with effect from April 1, 2018, however there is no material effect on the revenue of the company with regards to the same.

**Note: 38**

The Company has passed Board resolution for the disposal of following subsidiary from business operation of holding company, hence consolidated financial results are not applicable to the Company:-  
Accumax Rings Limited (Subsidiary Company)

**Galaxy Agrico Exports Limited**  
**Notes to Standalone Financial Statements for the period ended March 31, 2019**

**Note: 39 Related Party Transactions**

**(A) Name of related party and nature of relationship:-**

Name of related party	Description of relationship
<b>1. Where significant influence exists:</b> Accumax Rings Limited	A Wholly Owned Subsidiary Company (Board resolution has been passed for disposal of it from business operation)
<b>2. Key Management Personnel :</b> Nathabhai J. Sadariya Sanjay J. Patel Manoj H. Shah	Chairman & Managing Director Wholetime Director Wholetime Director
<b>3. Relatives Of Key Management Personnel</b> Jitendra H. Shah Nayana A. Shah Kantaben J. Patel	Brother of director Mother of director
Ashwin H. Shah	Brother of director

**(B) Transactions with related party:-**

Name of Related Party	Nature of Transaction	Transaction Amount		Outstanding Balance	
		2018-19	2017-18	2018-19	2017-18
Key Management Personnel	Salary	10.45	8.40	-	-
	Bonus	0.90			
	Reimbursement of Expenses	51.79	-	2.08	-

**(C)** There are no provisions for doubtful debts or amounts written off or written back in respect of debts due to or due from related parties.

**(D)** Related party relationship is as identified by the Company on the basis of information available with them and relied upon by the Auditors.

**Note: 40 Segment Reporting**

**(a) Primary segment - Business Segment**

The Company's Operations fall under a single segment "Automotive & Industrial Bearing Rings". Hence, Segment reporting is not applicable as per Indian Accounting Standard (AS) - 108 Operating Segments.

**(b) Secondary segment - Geographical Segment**

During the Financial Year 2018-19, the company has no business transactions in foreign currency.

Particulars	Year	In India		Outside India	Total
		2018-19	2017-18	2018-19	2017-18
Segment Revenue	<b>2018-19</b>	-	-	-	-
	2017-18	126.00	39.33		165.33
Carrying cost of Assets by location of Assets	<b>2018-19</b>	-	-	-	-
	2017-18	268.06	-		268.06
Additions to Assets and Intangible	<b>2018-19</b>	<b>0.00</b>	-	-	-
	2017-18	22.51	-		22.51

**Note: 41**

Figures of previous reporting periods have been regrouped/reclassified wherever necessary to correspond with the figures of the current reporting period.

As per our Report of even date For H B Kalaria & Associates Chartered Accountants	For and on behalf of the Board of Directors	
Sd/- <b>Hasmukh B Kalaria</b> Partner Membership No.: 042002 FRN : 104571W Rajkot May 21st, 2019	Sd/- Nathabhai Sadaria Managing Director DIN-00167254	Sd/- Manojbhai Shah Whole Time Director DIN-02173383
	Sd/- Utsavi Bhatia Company Secretary Shapar (Veraval)	Sd/- Jayantilal Kansagara Chief Financial Officer May 21st, 2019





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 2019. 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 2019 (9.00 A.M.)
Date of End of E-voting	29 <sup>th</sup> SEPTEMBER 2019 (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 360024 (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@galaxyagrigo.com](mailto:info@galaxyagrigo.com), Web: [www.galaxyagrigo.com](http://www.galaxyagrigo.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 11.00 a.m. 236 Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Veraval- Shapar 360024, Dist: Rajkot 360024 (Gujarat) India and at any adjournment thereof in respect of such resolutions as are indicated below:

Number	Particulars of Resolution	Optional*	
		For	Against
Ordinary Business:			
01	Adoption of the audited Financial Statements of the company for the financial year ended March 31 2019 the reports of the Board of Directors and Auditors thereon		
02	Appointment of a Director in the place of Mausamiben Pareshbhai Sadaria (Din: 07046365) 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		

Signed this ..... day of ..... 2019

Signature of shareholder .....

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

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

Affix Revenue Stamp



**Note:**

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

**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**

<u>Particulars</u>	<u>Information</u>
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 2019 the reports of the Board of Directors and Auditors thereon			
02	Appointment of a Director in the place of Mrs. Mausamiben Pareshbhai Sadaria (DIN 07046365) 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			

**Place:**

**Date:**

**(Signature of the shareholder)**

