

REPORT OF SCRUTINIZER
[E-VOTING]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Galaxy Agrico Exports Limited,
236 Jaikishan Ind. Estate,
B/h Murlidhar Weigh Bridge,
Veraval (Shapar)-360024
Dist. Rajkot. (Gujarat) INDIA.

I, **CA. Nishant P. Parekh**, Practicing Chartered Accountant (Membership No. 122936) Partner of **M/s. Manek Parekh Khiraiya & Associates, Chartered Accountants, Rajkot** was appointed as the Scrutinizer in connection with Extra Ordinary General Meeting of the members of "**Galaxy Agrico Exports Limited**" ("*Company*") to be held on Friday, 24th April 2015 at 11.00 a.m. at registered office of the Company situated at 236 Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Veraval- Shapar 360024, Dist: Rajkot 360024 (Gujarat) for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to the voting through electronic means on the resolutions contained in Notice of Extra Ordinary General Meeting of the shareholders of the company. My responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer Report of the votes casted "in favour" or "against" the resolutions stated above, based on the report generated form e-voting system provided by Central Depository Services (India) Limited, the authorised authority to provide e-voting facilities, engaged by the company.

Further to above, I submit my report as under:

- 1) The E- voting period remained open from 09.00 AM IST on Monday, the 20th day of April, 2015 up to 05.30 PM IST on Wednesday, the 22nd day of April, 2015.



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JUNAGADH

227, 2nd Floor, Shikhar Complex,
Jayshree Cinema Road, Junagadh - 362 001.
☎ 0285-2651501.

BHAVNAGAR

*227, Madhav Hills, Waghavadi Road,
Opp. Takhteshwar Temple, Bhavnagar - 364 001.
☎ 0278-2221709.

MORBI

F-12, 1st Floor, Parekh Shopping Center,
Opp. Old Bus Station, Morbi - 363 641.
☎ 02822-222511.

- 2) The Shareholders holding shares as on the "cut off" date, i.e. 28th day of February, 2015 were entitled to vote on the proposed 02 (Two) resolutions as mentioned in the notice dated 24th March, 2015 of the Extra Ordinary General Meeting of the Company.
- 3) The votes were unblocked on Thursday, the 23rd day of April, 2015 at 12.00 AM IST in the presence of two witnesses, namely, Mr. Vipul R. Gandhi and Mr. Amit J. Vadera who are not in employment of the company.
- 4) Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>).
- 5) Based on such report generated, the results of the e-voting [EVSN : 150319006] is as under :

[SPECIAL BUSINESS]

Resolution 1 [TYPE OF RESOLUTION : SPECIAL RESOLUTION]

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

RESOLVED that the consent of the Members of the Company under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and its underlying rules as may be amended from time to time and the relevant provisions of the Articles of Association of the Company, be and is hereby accorded to the borrowings by the Board of Directors of the Company from time to time, of all moneys deemed by them to be requisite or proper for the purpose of carrying on the business of the Company that apart from loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature; if any, obtained from the Company's bankers, the total amount of such borrowings outstanding at any time shall not exceed **Rs. 10.00 Crore** (Rupees Ten Crore) notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (including temporary loans, if any, obtained for the purpose of financing expenditure of a capital nature) will exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this resolution.

Number of Members voted through electronic voting system	Total No. of Votes Casted	Total No. of Votes in Favour	Total No. of Votes Against	% of total number of Valid Votes Cast
29 Members	20,54,670	20,54,670	NIL	100 %



Resolution 2 [TYPE OF RESOLUTION : SPECIAL RESOLUTION]

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

"RESOLVED that pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include a duly constituted committee thereof) to give lease on the property situated at Plot No. 20, 22B1 and 22b2, Survey No. 236, Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Veraval-Shapar, Tal; Kotda Sangani, Dist :Rajkot 360024

RESOLVED FURTHER that for the purpose of giving effect to the above resolution, the board of Directors be and is hereby authorized and empowered to finalize, settle and execute requisite agreements, documents, deeds, indemnities, guarantees, declarations or other legal undertakings and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to leasing of property and authorised to decide the rent of the premises after considering the rent in vicinity area of the premises and also authorised to increase or decrease the rent mutually agreed with lessee of the premises.

Number of Members voted through electronic voting system	Total No. of Votes Casted	Total No. of Votes in Favour	Total No. of Votes Against	% of total number of Valid Votes Cast
29 Members	20,54,670	20,54,670	NIL	100 %

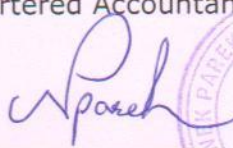
I hereby confirm that the register and all other papers relating to e-voting shall remain in my safe custody until the chairman considers, approve and signs the Minutes and thereafter I shall return the Register and other related papers to the company.

Thanking You,

Yours truly,

For, **Manek Parekh Khiraiya & Associates**
Chartered Accountants

Place : Rajkot
Date : 23-04-2015


[CA.N. P. Parekh]
Partner
M. No. 122936

