

**FORM NO – MGT 13**  
**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]

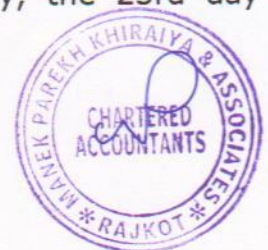
To,  
The Chairman,  
Galaxy Agrico Exports Limited,  
236 Jaikishan Ind. Estate,  
B/h Murlidhar Weigh Bridge,  
Veraval (Shapar)-360024  
Dist. Rajkot. (Gujarat) INDIA.

I, CA. Nishant P. Parekh, Practicing Chartered Accountant (Membership No. 122936) Partner of M/s. Manek Parekh Khiraiya & Associates, Rajkot was appointed as the Scrutinizer in connection with 20<sup>th</sup> Annual General Meeting of the members of "Galaxy Agrico Exports Limited" ("Company") to be held on Tuesday, 30<sup>th</sup> September 2014 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 to the 20<sup>th</sup> Annual 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 cast "in favour" or "against" the resolutions stated above, based on the report generated from 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 10.00 AM IST on Monday, the 22<sup>nd</sup> day of September, 2014 up to 06.00 PM IST on Tuesday, the 23<sup>rd</sup> day of September, 2014.



**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. 29th day of August, 2014 were entitled to vote on the proposed 08 (Eight) resolutions as mentioned in the notice dated 06th September, 2014 of the Annual General Meeting of the Company.
- 3) The votes were unblocked on Tuesday, the 24<sup>th</sup> day of October, 2014 at 11.00 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 : 140905054] is as under :

**[ORDINARY RESOLUTIONS]**

**Resolution 1**

To Receive, Consider and Adopt the Audited Balance Sheet as on 31st March, 2014 and Statement of Profit and Loss and Cash Flow for the year ended on that date together with reports of Board of Directors and independent Auditors thereon.

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
28 Members	20,17,770	2017770	NIL	100 %

**Resolution 2**

To appoint Director in place of Mr. Manoj Harsukhlal Shah (Din: 02173383) who retires by rotation and being eligible to offer himself for re-appointment.

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
28 Members	20,17,770	2017770	NIL	100 %



### Resolution 3

To appoint Director in place of Mr. Ajaykumar Ramjibhai Patel (DIN- 00167284) who retires by rotation and being eligible to offer himself for re-appointment.

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
28 Members	20,17,770	2017770	NIL	100 %

### Resolution 4

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution.

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013(Act) and other applicable provisions if any of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s ARUN M KOTHARI., Chartered Accountants (M. No. 108669), the retiring Auditors of the Company, be and are hereby re-appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty First Annual General Meeting, and subject to ratification by Members every year on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, plus service tax and such other taxes, as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company.

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
28 Members	20,17,770	2017770	NIL	100 %



## Resolution 7

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Mansukhlal Nathabhai Govani (DIN-02167809), an Independent Director of the Company, in respect of whom the Company has received a notice from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, who shall not be liable to retire by rotation.

Number of Members voted through electronic voting system	Total No. of Votes Casted	Total No. of Votes in Favour of above Resolution	Total No. of Votes Against above Resolution	% of total number of Valid Votes Cast
28 Members	20,17,770	2017770	NIL	100 %

## [SPECIAL RESOLUTION]

### Resolution 8

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, so however, that apart from deposits accepted in the ordinary course of business, temporary loans repayable on demand or within six months from the date of the loan or temporary loans, if any, obtained from the Company's bankers, the total amount of such borrowings outstanding at any time shall not exceed 6.00 Crore (Rupees Six 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.

Number of Members voted through electronic voting system	Total No. of Votes Casted	Total No. of Votes in Favour of above Resolution	Total No. of Votes Against above Resolution	% of total number of Valid Votes Cast
28 Members	20,17,770	20,17,770	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 : 24-09-2014


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