



GALAXY AGRICO EXPORTS LIMITED
Annual Report 2023-2024



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

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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

COMPANY SECRETARY AND COMPLIANCE OFFICER

UTSAVI LALIT BHATIA

AUDITORS

H. B. KALARIA AND ASSOCIATES
A-601/602 THE IMPERIAL HEIGHTS,
OPP. BIG BAZAAR, 150 FT. RING ROAD,
RAJKOT-360005

REGISTRERED OFFICE

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



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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



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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 30th 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 Monday 30th September, 2024 at 11:00 A.M. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, including the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss & Cash Flow Statement for the Year ended on that date together with the Reports of the Board of Directors and Auditors there on.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.

2. To Appoint Director in place of Mr. Sanjay Jayantilal Patel (DIN 01632620) 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 Mr. Sanjay Jayantilal Patel (DIN 01632620) as a director, to extent that he is required to retire by rotation.”

Special Business:

3. **Re-appointment of Mr. Abhay Vasant Rao Galgate (DIN: 09596308) as an Executive Director of the Company.**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Abhay Vasant Rao Galgate (DIN: 09596308) as an Executive Director of the Company for a further period with effect from 11th July, 2024 upto 10th July, 2029 (both days inclusive), as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, upon the terms and conditions as set out in the Explanatory Statement



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Annexed to this Notice, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Abhay Vasantrao Galgate (DIN: 09596308).

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

4. Re-appointment of Ms. Richa Kachhawaha (DIN: 10702959) as an Independent Director of the Company, for a term of 5 (five) consecutive years

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

“RESOLVED THAT in terms of the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof for the time being in force) (“Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended from time to time), and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“SEBI LODR Regulations”), consent of member be and is hereby accorded to re-appointment of **Ms. Richa Kachhawaha (DIN: 10702959)** who is presently serving as an Additional Non Executive Independent Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in the applicable provisions of the Act and the SEBI LODR Regulations and who is eligible for re-appointment, as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective from 11th July, 2024 up to 10th July, 2029 (both days inclusive), be and is hereby approved.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution including to authorize any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in that regard.”

5. Re-appointment of Mr. Satish Chander Notiyal (DIN: 06381387) as an Independent Director of the Company, for a term of 5 (five) consecutive years

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



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“RESOLVED THAT in terms of the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof for the time being in force) (“Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended from time to time), and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“SEBI LODR Regulations”), consent of member be and is hereby accorded to re-appointment of **Mr. Satish Chander Notiyal (DIN: 06381387)** who is presently serving as an Additional Non Executive Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in the applicable provisions of the Act and the SEBI LODR Regulations and who is eligible for re-appointment, as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective from 11th July, 2024 up to 10th July, 2029 (both days inclusive), be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution including to authorize any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in that regard.”

6. Re-appointment of Mr. Jay Nayak (DIN: 05174213) as an Independent Director of the Company, for a term of 5 (five) consecutive years

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

“RESOLVED THAT in terms of the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof for the time being in force) (“Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended from time to time), and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“SEBI LODR Regulations”), consent of member be and is hereby accorded to re-appointment of **Mr. Jay Nayak (DIN: 05174213)** who is presently serving as an Additional Non Executive Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in the applicable provisions of the Act and the SEBI LODR Regulations and who is eligible for re-appointment, as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective from 24th May, 2024 up to 23rd May, 2029 (both days inclusive), be and is hereby approved.”



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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution including to authorize any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in that regard.”

7. Increase in Authorized Share Capital of the Company and alteration of Capital clause of Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs. 5,50,00,000 (Rupees Five Crore Fifty Lakh Only) divided into 55,00,000 (Fifty-Five Lakh) shares of Rs. 10 each to Rs. 30,00,00,000 (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crore Lacs) shares of Rs. 10 each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

“V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- [Thirty Crores only] divided into 3,00,00,000/- [Three Crore] Equity Shares of Rs. 10/- [Rupees Ten only] each”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

8. To Change Object Clause of the Memorandum of Association of the Company

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



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“RESOLVED THAT pursuant to the provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from ROC and such appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for effecting the alterations in the existing Object Clause of the Memorandum of Association (“the MoA”) of the Company in the following manner:

Clause III (A) of the MOA be altered by inserting clause 1 & 2 in main object.

To manufacture, produce, refine, process, formulate, acquire, convert, sell, distribute, import, export, deal in either as principals or agents in organic and inorganic chemicals, alkalis, acids, gases, petrochemicals, salts, electro-chemicals, chemical elements and compound pesticides, insecticides, explosives, light and heavy chemicals of any nature used or capable of being used in the pharmaceuticals, textile industry, defense chemicals, fertilizers, petrochemicals and industrial chemicals and pesticides and insecticides, solvents of any mixtures derivatives and compounds thereof and also providing logistics services and advertising and IT and installation of stalls, all types of pharma products, Plastics products, collateral services and warehousing services, transporting, storing, developing, promoting, marketing or supplying, trading, all types agro products dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.

To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in heavy and light chemicals, chemical elements and compounds, including without limiting to the generality of foregoing laboratory and scientific chemicals or any of any nature used in the pharmaceutical industry, agriculture chemicals, glass and ceramic industries, tiles, poultry feeds, cattle feeds, rubber and paints, chemicals or any mixture, derivatives and compounds thereof including calcite, feldspar, dolomite, gypsum, quartz, silicon, earth, rock phosphate, soap-stone and franchiser, consultant, collaborator, stockiest, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

“RESOLVED FURTHER THAT after the aforesaid inclusion of clause 1 & 2 in MOA be kept as is and accordingly, the Clause III (A) to have clause 1 only.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”



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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

9. Adoption or/and alteration in new set of Memorandum of Association of the company subject to approval of shareholders:

Pursuant to the provisions of Section 13 read with section 4 of the Companies Act, 2013, The Board is of view to adopt a new set of Memorandum of Association as per the provision of the Companies Act, 2013 in the format of Table A.

After detailed discussion over change the name of the company, the Board approved the name of the company and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 read with section 4 of the Companies Act, 2013 and the rules made there under, the consent of Members/ Shareholders of the Company be and are hereby accorded that to substitute the existing Memorandum of Association of the Company with the new Set of Memorandum of Association as per the provisions of the Companies Act, 2013 in the format of Table A.”

“RESOLVED FURTEHR THAT pursuant to the provision of Section 14 read with Section 5 of the Companies Act, 2013 and the rules made there under, the consent of Shareholders of the Company be and are hereby accorded that to substitute the existing Article of Association of the Company with new set of Article of Association as per the provision of the Companies Act, 2013, in the format of Table F.”

“RESOLVED FURTHER THAT Mr. Nathabhai Jerambhai Sadaria, Managing Director of the Company and Mr. Utsavi Lalit Bhatia, Company Secretary of the Company be and is hereby severally authorized on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies Affairs or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

10. To approve the prior approval regarding raising of funds through Secured/Unsecured Loan with an option to conversion into Equity Shares:

With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company desires to raise loans from the various types of lenders to be converted into equity shares of the Company.

After discussions, the Board took the same on record. In this connection the following resolution was passed:



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“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the 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 any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan given on or after the date of this resolution, by the various types of lenders to the Company up to the amount of INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only) in respect of such loan, at the option of the Lenders, into fully paid-up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as herein before mentioned and subject to applicable laws.

“RESOLVED FURTHER THAT the loan as hereinbefore mentioned would be converted into fully paid Equity Shares of the Company in accordance with the following conditions:

- a. the lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the “Notice of Conversion”) of the exercise of their Conversion rights i.e. right to convert their loan into fully paid Equity Shares of the Company;
- b. the conversion right reserved as aforesaid may be exercised by the Lenders in the event of the default/inability of the Company to repay, as stipulated in the Loan Agreement;
- c. on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;
- d. the Lender/s may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced;
- e. the equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;
- f. The loans shall be converted into equity shares at a price will be decided at the time of conversion, subject to the compliance of applicable provisions of the Companies Act, 2013.



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“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement, including upon happening of an event of default by the Company in terms of the Loan Agreement.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company. “

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms providing for such option.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution. “

“RESOLVED FURTHER THAT Mr. Nathabhai Jerambhai Sadaria, Managing Director of the Company and Mr. Utsavi Lalit Bhatia, Company Secretary of the Company be and are hereby jointly or severally authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

11. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors to, inter alia,

- a. give any loan to any person(s) or other body corporate(s);
- b. give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and
- c. acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company



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“RESOLVED FURTHER THAT that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time ₹ 100,00,00,000 (Rupees One Hundred Crores Only) over and above the limit of sixty per cent of the paid up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT Mr. Nathabhai Jerambhai Sadaria, Managing Director of the Company and Mr. Utsavi Lalit Bhatia, Company Secretary of the Company be and are hereby jointly or severally authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

12. Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested, of an aggregate amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) for the financial year 2024-25, in its absolute discretion deem beneficial and in the best interest of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.”



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“RESOLVED FURTHER THAT Mr. Nathabhai Jerambhai Sadaria, Managing Director of the Company and Mr. Utsavi Lalit Bhatia, Company Secretary of the Company be and are hereby jointly or severally authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

13. To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent 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 any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution’) to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 Crores (Rupees One Hundred Crores only).

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT Mr. Nathabhai Jerambhai Sadaria, Managing Director of the Company and Mr. Utsavi Lalit Bhatia, Company Secretary of the Company be and are hereby jointly or severally authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”



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14. To Sell or otherwise dispose of the whole or substantially the whole of the Undertaking of the Company

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

“RESOLVED THAT pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable laws, provisions, guidelines and rules thereunder and subject to such other approvals as may be necessary in this regard the approval of the members be and is hereby accorded to the Company to Sell or otherwise dispose of the whole or substantially the whole of the Undertaking of the Company viz. 236 Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Veraval- Shapar 360024 along with machineries and other factory equipment owned by the company under section 180(1)(a) of the Companies Act, 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and shareholders or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution”

“RESOLVED FURTHER THAT the Board of Directors of the company or Chairman and Managing Director and Company Secretary of the Company be and is hereby authorized to take necessary action and to take all such other actions as may be required to give effect to this resolution”

“RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to file the necessary forms & returns with the Registrar of Companies and other statutory authorities and to do all other things, acts and deeds as may be necessary.”

1. To Approve Acquisition of Land for Business purpose

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

“RESOLVED THAT in accordance with the provisions of the Companies Act, 2013 and other applicable laws, if any, the consent of the members be and is hereby accorded to acquire land for business purposes on such terms and conditions as may be mutually agreed upon between Seller and Company.”

“RESOLVED FURTHER THAT Any One Director of the Company be and is hereby authorized to negotiate, finalize and execute the agreement for the acquisition of the said land and to do all such acts, deeds, and things as may be necessary or expedient to give effect to this resolution, including but not limited to signing and executing all documents, deeds, agreements, and undertaking such actions and steps as may be required in this regard.”



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“RESOLVED FURTHER THAT Mr. Nathabhai Jerambhai Sadaria, Managing Director and Ms. Utsavi Lalit Bhatia, Company Secretary of the Company be and are hereby jointly or severally authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

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

**Sd/-
Manoj Harsukhlal Shah
DIN: 02173383
Director**

**Date: 02.09.2024
Place: Shapar**



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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.
3. 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.
4. 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.
5. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
6. Members or Proxy should fill in the attendance slip for attending the Meeting.
7. 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.
8. 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.
9. The Register of Member and Share Transfer books will remain close from Monday September 23, 2024 to Monday, September 30, 2024 (Both days inclusive)
10. 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.
11. Members are requested to bring their copy of the Annual report at the Meeting.
12. 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



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statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

13. 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.
14. Electronic copy of the Notice of the 30th 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 Participant(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 30th 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.
15. 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.
16. E-voting Facility:
 - (i) The e-voting period commences on 27th September 2024 (9 a.m.) and ends on 29th September 2024 (5 p.m.). The cut –off date for determining the eligibility of Members for the remove e-voting and poll is 23rd September 2024. 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 23rd September 2024, 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 – 23rd September 2024. 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.



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- (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 – 23rd September 2024 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 3rd Floor, Shoppes Plaza V, Opp Municipal Market, Behind Shoppers' Plaza- II, off C. G. Road, Ahmedabad 380009) - (email id: 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.galaxyagrirco.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 Friday, 27th September 2023 (9 a.m.) and ends on Sunday, 29th September 2024 (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 Monday, 23rd September, 2024 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
- (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.



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- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



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- (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 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 .
 - 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 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.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@galaxyagrigo.com if they have voted from individual tab & not uploaded same in the CDSL e-voting 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 under help section or write an email to helpdesk.evoting@cdslindia.com .

17. 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/
Manoj Harsukhlal Shah
Whole Time Director
(DIN: 02173383)**

**Place: Veraval - Shapar (Rajkot)
Date: 02.09.2024**



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item – 3

Mr. Abhay Vasanttrao Galgate (DIN: 09596308) is currently an additional Executive Director of the Company. The Board of Directors, at its meeting held on July 11, 2024, had appointed Mr. Abhay Vasanttrao Galgate (DIN: 09596308) as an Executive Director of the Company.

Based on the recommendation of the NRC, the Board of Directors, at its meeting held on 11th July, 2024, re-appointed Mr. Abhay as an Executive Director of the Company for a period effective 11th July, 2024 upto 10th July, 2029 subject to the approval of the Members.

He has headed the corporate strategy and business development function and has been a key player in the growth of the business. The Board, while re-appointing Mr. Abhay as an Executive Director of the Company, considered his skills, background, experience and contributions during his tenure with the Company.

The principal terms and conditions of Mr. Abhay re-appointment as the Executive Director are as follows:

Period of Re-appointment: 11th July, 2024 upto 10th July, 2029 (both days inclusive).

Duties: The Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company

Remuneration: A. Basic Salary: The annual increment which will be effective 1st April each year (starting from April 2024) will be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be merit-based and take into account the Company's performance as well.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director remuneration by way of Salary, Benefits, Perquisites.

Terms of Re-appointment: The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 ('the Act') or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.

The Executive Director shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.



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This re-appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice. If and when the Agreement expires or is terminated for any reason whatsoever, the appointee will cease to be the Executive Director and also cease to be a Director.

Mr. Abhay has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Mr. Abhay, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members. Mr. Abhay satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Abhay as an Executive Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

Accordingly, the Board commends the Ordinary Resolution as set out at Item No. 3 of the accompanying Notice in relation to the re-appointment of Mr. Abhay as an Executive Director

None of the Directors or KMP of the Company or their respective relatives, except Mr. Abhay and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice. Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item – 4

Re-appointment of Ms. Richa Kachhawaha (DIN: 10702959) as an Independent Director of the Company, for a term of 5 (five) consecutive years

Based on the recommendation of the Nomination and Remuneration committee, the Board of Directors at their meeting held 11th July, 2024, appoint Ms. Richa Kachhawaha (DIN: 10702959) as an Non Executive Independent Director who shall not be liable to retire by rotation, for a tenure of 5 consecutive years commencing from 11th July, 2024 up to 10th July, 2029, subject to shareholders' approval.

BRIEF PROFILE Ms. Richa Kachhawaha holds a Master's Degree Commerce and is a practicing Company Secretary with three years of experience in corporate law and financial services. Throughout her career, she has developed a deep understanding of regulatory frameworks and financial compliance, making asset to any organization.



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Ms. Richa Kachhawaha expertise her in a valuable corporate governance and legal matters will significantly benefit Galaxy strive to expand Agrico Exports Limited as we our presence in the agrico market and enhance our export services. Her proficiency in financial management and corporate law will ensure that the company adheres to the highest standards of compliance and operational efficiency.

In recognition of her strong dedication, professional accomplishments, and potential to drive growth, the Management has decided to induct Ms. Richa Kachhawaha as a Director of the Company. This appointment also aligns with our goal of providing representation to employees at the Board commitment level, to further inclusive strengthening our Commitment to inclusive and balanced Governance.

The Company has received necessary consent to act as a director and requisite declaration from Ms. Richa Kachhawaha confirming that She meets the criteria of independence as prescribed under the Act and Listing Regulations along with a declaration of independence from Ms. Richa Kachhawaha in terms of Regulation 25(8) of the Listing Regulations. She has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an independent director without any external influence.

She is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

The Board believes that Ms. Richa Kachhawaha possesses relevant expertise and experience for being appointed as an Independent Director of the Company and considers her association to be of immense benefit to the Company.

Additional information in respect of Ms. Richa Kachhawaha, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice.

Except Ms. Richa Kachhawaha and/or his relative(s), none of the other Directors, KMPs and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

Item – 5

Re-appointment of Mr. Satish Chander Notiyal (DIN: 06381387) as an Independent Director of the Company, for a term of 5 (five) consecutive years

Based on the recommendation of the Nomination and Remuneration committee, the Board of Directors at their meeting held 11th July, 2024, appoint Mr. Satish Chander Notiyal (DIN: 06381387) as an Non Executive Independent Director who shall not be liable to retire by rotation, for a tenure of 5 consecutive years commencing from 11th July, 2024 up to 10th July, 2029, subject to shareholders' approval.



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BRIEF PROFILE

Mr. Satish Chander Notiyal Degree in Chander Notiyal holds a Master's Commerce with a specialization in export-related areas. With three years of experience in the field, he has acquired extensive knowledge of export regulations, international trade policies, expertise and enables financial him to compliance. navigate His complex regulatory that all environments export activities effectively, meet the ensuring required standards and contribute to the company's global growth.

In recognition of his strong dedication, professional accomplishments, and potential to drive growth, the Management has decided to induct Mr. Satish Chander Notiyal as a Director of the Company. This appointment also aligns with our goal of providing representation to employees at the Board commitment level, to further inclusive strengthening our Commitment to inclusive and balanced Governance.

The Company has received necessary consent to act as a director and requisite declaration from Mr. Satish Chander Notiyal confirming that She meets the criteria of independence as prescribed under the Act and Listing Regulations along with a declaration of independence from Mr. Satish Chander Notiyal in terms of Regulation 25(8) of the Listing Regulations. He has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an independent director without any external influence.

He is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

The Board believes that Mr. Satish Chander Notiyal possesses relevant expertise and experience for being appointed as an Independent Director of the Company and considers his association to be of immense benefit to the Company.

Additional information in respect of Mr. Satish Chander Notiyal, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice.

Except Mr. Satish Chander Notiyal and/or his relative(s), none of the other Directors, KMPs and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

Item – 6

Re-appointment of Mr. Jay Nayak (DIN: 05174213) as an Independent Director of the Company, for a term of 5 (five) consecutive years

Based on the recommendation of the Nomination and Remuneration committee, the Board of Directors at their meeting held 24th May, 2024, appoint Mr. Jay Nayak (DIN: 05174213) as an Non



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Executive Independent Director who shall not be liable to retire by rotation, for a tenure of 5 consecutive years commencing from 24th May, 2024 up to 23rd May, 2029, subject to shareholders' approval.

BRIEF PROFILE

Mr. Jay Nayak aged about 38 Years being the practicing Company Secretary has extensive and varied experience in Corporate Legal services the Real Field Estate, of Information Technology, Education, and Telecom industry with both public and private companies, as a PCS he has worked with various types of Organizations and has helped them in the Business Administration with a wide array of functional expertise.

The Company has received necessary consent to act as a director and requisite declaration from Mr. Jay Nayak confirming that he meets the criteria of independence as prescribed under the Act and Listing Regulations along with a declaration of independence from Mr. Jay Nayak in terms of Regulation 25(8) of the Listing Regulations. He has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an independent director without any external influence.

He is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

The Board believes that Mr. Jay Nayak possesses relevant expertise and experience for being appointed as an Independent Director of the Company and considers his association to be of immense benefit to the Company.

Additional information in respect of Mr. Jay Nayak, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice.

Except Mr. Jay Nayak and/or his relative(s), none of the other Directors, KMPs and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice.

Item No. 7

Increase in Authorised Share Capital of the Company and alteration of Capital Clause of Memorandum of Association of the Company statement

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 5,50,00,000 (Rupees Five Crore Fifty Lakh Only) divided into



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55,00,000 (Fifty-Five Lakh) shares of Rs. 10 each to Rs. 30,00,00,000 (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crore Lacs) shares of Rs. 10 each ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members in general meeting u/s 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours. The Board of Directors recommends the above special resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No. 8

To Change Object Clause of the Memorandum of Association of the Company

The Board approved alteration of the Memorandum of Association of the Company and the approval of the members of the Company has been sought for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

To tap the emerging business opportunities in the changed business environment it is proposed to expand the objects of the Company by amending the object clause of Memorandum of Association.

The amendments proposed is as under: _____

The Board recommends the resolution given at Sr. No. 8 of this notice for your approval as a Special Resolution. Further, no other Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Item No. 9:

The Company wishes to adopt New Set of Articles of Associates & Memorandum of Associates of the Company as per Companies Act, 2013

Pursuant to the provisions of Section 13 read with section 4 of the Companies Act, 2013 and the rules made there under, the consent of members/shareholders of the Company be and are hereby accord that to substitute the existing Memorandum of Associates of the Company with the new set



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of Memorandum of Association as per the provision of the Companies Act, 2013 in the format of Table A "Pursuant to the provision of Section 14 read with section 5 of the Companies Act, 2013

and the rules made there under, the consent of Shareholders of the Company be and are hereby accorded that to substitute the existing Articles of Association of the Company.

With new set of Article of Association as per the provision of the Companies Act, 2013 in the format of Table F.

Consequent to the change in name of the Company it is indispensable to amend the Memorandum of Association and Articles of Association of the company so as to comply with the provisions of the Companies Act, 2013.

Change in Name of the Company, Alteration of Memorandum and Articles of Association requires approval of Members of the Company by way of Special resolution.

The Altered Memorandum and Articles of Association of the Company with the proposed changes are available for inspection by the members at the registered office of the company during 11.00 a.m. to 6.00 p.m. on all working days except Sundays till the date of the meeting.

The resolution as proposed is recommended for approval

None of the directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the company.

Item No. 10

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise loans to be converted into equity shares of the Company, the Company is required to pass Special Resolution prior to the raising of such loans.

With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company desires to raise loans from the various types of lenders to be converted into equity shares of the Company. The Board of Directors in their meeting held on 07.09.2023 accorded approval for conversion of any loan that the Company may borrow from Various Lenders via Loan Agreement executed/ to be executed by the Company upto amount of INR 100.00 Crores/ (Indian Rupees One Hundred Crores only), and such loan can be converted into the Equity Shares of the Company at a later date, at the option of the Lenders, upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement at a price will be decided at the time of conversion. This would provide an enabling option to the Various Lenders, to convert the whole or any part of such outstanding loans into fully paid up Equity Shares of the Company.

Accordingly, the Board recommends the resolution as set forth in the item no. 10 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to raise loans from Various types of Lenders, the whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, at their option, upon such



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terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into the Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

Item No. 11

To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 100,00,00,000 (Rupees One Hundred Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board of Directors of you Company recommends the same to the shareholders for passing of Special Resolution.



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Item No. 12

Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned above in the resolution.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 13

To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of



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raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of moneys so borrowed upto ₹ 100,00,00,000 (Rupees One Hundred Crores Only).

Under the provisions of Section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid up capital of the Company and free reserves of the Company. It is proposed to increase the borrowing limit of the Board provided the total amount so borrowed by the Board shall not, at any time exceed the limit of ₹ 100,00,00,000 (Rupees One Hundred Crores Only).

The Company might be required to create charge/ mortgage/ pledge/ hypothecation/ lien in favour of its lenders for the purpose of securing the loan of credit facility raise by the Company up to the limits as may be approved under section 180(1)(c) of the act, and in order to authorize the Board to create charge or mortgage the property of the Company, the Company needs to take approval of the members by Special Resolution in accordance with provisions of Section 180(1) of the Act.

The Board therefore, submits the item No. 13 for your consideration and recommends it to be passed as a special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the Resolution.

Item No. 14

To Sell or otherwise dispose of the whole or substantially the whole of the Undertaking of the Company Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The Board has recommended to sell the industrial land admeasuring 8863.29 MTRS situated at 236, Jai Kishan Industrial Estate, Behind Murlidhar Weigh Bridge, Rajkot, Shapar, Gujarat, India, 360024, along with machineries and other factory equipment owned by the company and thereby entering into a sale contract with suitable buyer in the best interest of the Company for the expansion of the business.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 14 for approval by the members of the Company as Special Resolutions.



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None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 15

To approve the acquisition of land for business purpose

Keeping in view the Company's existing and future requirements to support and expand its business operations, the Company needs to acquire the industrial land and For this purpose, the Company is desirous to enter in agreement with Seller and Company once the funds are available with the Company.

Once the suitable proposal for acquisition of land is approved an agreement for acquisition of land (the "agreement") will be executed between the Company and Seller for transfer of leasehold rights of their plot in favour of "M/s. GALAXY AGRICO EXPORTS LIMITED.

The Board therefore, submits the item No. 15 for your consideration and recommends it to be passed as an Ordinary Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the Resolution.

**For and on Behalf of the Board,
Galaxy Agrico Exports Limited**

Sd/

**Manoj Harsukhlal Shah
Whole Time Director
(DIN: 02173383)**

**Place: Veraval-Shapar
Date: 02.09.2024**



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DETAILS UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ ALONG WITH SEBI CIRCULAR CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015:

Name of Director	Mr. Abhay Vasanttrao Galgate	Ms. Richa Kachhawaha
Directors Identification Number (DIN)	(DIN: 09596308)	(DIN: 10702959)
Designation	Executive Director	Non – Executive Independent Director
Nationality	Indian	Indian
Date of Birth	17/10/1971	07/08/1994
Qualification	M. Com	Professional (Company Secretary)
Age	53	30
Terms and Condition of Appointment / re-appointment	Re-Appointment	Re-Appointment
Date of first appointment on the Board	11 th July, 2024	11 th July, 2024
Directorship held in other public companies	No	No
Brief resume & Nature of expertise in specific functional areas	Mr. Abhay Vasanttrao Galgate holds a Master's Degree in Commerce and has over 20_years of experience in the banking, finance, and taxation sectors. His extensive knowledge and skills have been instrumental in driving growth within the industry. In recognition of his strong dedication and involvement, and with the intention of providing representation to employees at the Board level, the Management has inducted him as a Director of the Company.	Ms. Kachhawaha's expertise in corporate governance and legal matters will significantly benefit Galaxy Agrico Exports Limited as we strive to expand our presence in the Agri market and enhance our export services. Her proficiency in financial management and corporate law will ensure that the company adheres to the highest standards of compliance and operational efficiency. ☐
Job Profile and his suitability	Mr. Abhay Vasanttrao Galgate holds a Master's Degree in Commerce and has over 20_years of experience in the banking, finance, and taxation sectors. His extensive knowledge and skills have been instrumental in driving growth within the industry. In recognition of his strong dedication and involvement, and with the intention of providing representation to employees at the Board level, the Management has inducted him as a Director of the Company.	Ms. Richa Kachhawaha holds a Master's Degree in Commerce and is a practicing Company Secretary with three years of experience in corporate law and financial services. Throughout her career, she has developed a . deep understanding of regulatory frameworks and financial compliance, making her a valuable asset to any organization.



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Disclosure of relationship between Directors inter-se	Director is not related to any of the existing directors of the Company and is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other authority	Director is not related to any of the existing directors of the Company and is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other authority
Names of listed entities in which the personal so holds the Directorship	NA	NA
No. of Shares held in the company	Nil	Nil



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DETAILS UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ ALONG WITH SEBI CIRCULAR CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015:

Name of Director	MR. SATISH CHANDER NOTIYAL	MR. JAY NAYAK
Directors Identification Number (DIN)	(DIN: 06381387)	(DIN: 05174213)
Designation	Non – Executive Independent Director	Non – Executive Independent Director
Nationality	Indian	Indian
Date of Birth	14/07/1984	11/05/1986
Qualification	M. Com	Professional
Age	40	38
Terms and Condition of Appointment / re-appointment	Re-Appointment	Re-Appointment
Date of first appointment on the Board	11 th July, 2024	24 th May, 2024
Directorship held in other public companies	Nil	05
Brief resume & Nature of expertise in specific functional areas	Mr. Satish Chander Notiyal Degree in Chander Notiyal holds a Master's Commerce with a specialization in export-related areas. With three years of experience in the field, he has acquired extensive knowledge of export regulations, international trade policies, expertise and enables financial him to compliance. navigate His complex regulatory that all environments export activities effectively, meet the ensuring required standards and contribute to the company's global growth.	Mr. Jay Nayak aged about 38 Years being the practicing Company Secretary has extensive and varied experience in Corporate Legal services the Real field Estate, of Information Technology, Education, and Telecom industry with both public and private companies, as a PCS he has worked with various types of Organizations and has helped them in the Business Administration with a wide array of functional expertise.
Job Profile and his suitability	Mr. Satish Chander Notiyal Degree in Chander Notiyal holds a Master's Commerce with a specialization in export-related areas. With three years of experience in the field, he has acquired extensive knowledge of export regulations, international trade policies, expertise and enables financial him to compliance. navigate His complex regulatory that all	Mr. Jay Nayak aged about 38 Years being the practicing Company Secretary has extensive and varied experience in Corporate Legal services the Real field Estate, of Information Technology, Education, and Telecom industry with both public and private companies, as a PCS he has worked with various types of Organizations and has helped



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	environments export activities effectively, meet the ensuring required standards and contribute to the company's global growth.	them in the Business Administration with a wide array of functional expertise.
Disclosure of relationship between Directors inter-se	Director is not related to any of the existing directors of the Company and is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other authority	Director is not related to any of the existing directors of the Company and is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other authority
Names of listed entities in which the personal so holds the Directorship	NIL	NIL
No. of Shares held in the company	NIL	NIL

**For and on Behalf of the Board,
Galaxy Agrico Exports Limited**

Sd/

**Manoj Harsukhlal Shah
Whole Time Director
(DIN: 02173383)**

**Place: Veraval-Shapar
Date: 02.09.2024**



GALAXY AGRICO EXPORTS LIMITED
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ATTENDANCE SLIP

ANNUAL GENERAL MEETING

Date: 30TH September 2024. 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	240903063
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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 th SEPTEMBER 2024 (9.00 A.M.)
Date of End of E-voting	29 th SEPTEMBER 2024 (5.00 P.M.)

I hereby record my presence at the Annual General Meeting of GALAXY AGRICO EXPORTS LIMITED on Monday, 30th September, 2024 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



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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..... Signatureor
falling him

(2) Name Address.....
Email id..... Signatureor
falling him

(3) Name Address.....
Email id..... Signatureor
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 30th September, 2024 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, 2024 the reports of the Board of Directors and Auditors thereon		
02	Appointment of a Director in the place of Mr. Sanjay Jayantilal Patel (DIN 01632620) who retires by rotation and being eligible offers himself for re-appointment		
Special Business			
03	Re-appointment of Mr. Abhay Vasantrao Galgate (DIN: 09596308) as an Executive Director of the Company		
04	Re-appointment of Ms. Richa Kachhawaha (DIN: 10702959) as an Independent Director of the Company, for a term of 5 (five) consecutive years		
05	Re-appointment of Mr. Satish Chander Notiyal (DIN: 06381387) as an Independent Director of the Company, for a term of 5 (five) consecutive years		



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06	Re-appointment of Mr. Jay Nayak (DIN: 05174213) as an Independent Director of the Company, for a term of 5 (five) consecutive years		
07	Increase in Authorized Share Capital of the Company and alteration of Capital clause of Memorandum of Association of the Company.		
08	To Change Object Clause of the Memorandum of Association of the Company		
09	Adoption or/and alteration in new set of Memorandum of Association of the company subject to approval of shareholders		
10	To approve the prior approval regarding raising of funds through Secured/Unsecured Loan with an option to conversion into Equity Shares		
11	To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013		
12	Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013		
13	To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013		
14	To Sell or otherwise dispose of the whole or substantially the whole of the Undertaking of the Company		
15	To Approve Acquisition of Land for Business purpose		

Signed this day of 2024

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp





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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**



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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
ORDINARY BUSINESS:				
01	Adoption of the audited Financial Statements of the company for the financial year ended March 31, 2024 the reports of the Board of Directors and Auditors thereon			
02	Appointment of a Director in the place of Mr. Sanjay Jayantilal Patel (DIN 01632620) who retires by rotation and being eligible offers himself for re-appointment			
SPECIAL BUSINESS:		No. of shares held by me	I assent to the Resolution	I dissent from The resolution
03	Re-appointment of Mr. Abhay Vasantrao Galgate (DIN: 09596308) as an Executive Director of the Company			
04	Re-appointment of Ms. Richa Kachhawaha (DIN: 10702959) as an Independent Director of the Company, for a term of 5 (five) consecutive years			
05	Re-appointment of Mr. Satish Chander Notiyal (DIN: 06381387) as an Independent Director of the Company, for a term of 5 (five) consecutive years			



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06	Re-appointment of Mr. Jay Nayak (DIN: 05174213) as an Independent Director of the Company, for a term of 5 (five) consecutive years			
07	Increase in Authorized Share Capital of the Company and alteration of Capital clause of Memorandum of Association of the Company.			
08	To Change Object Clause of the Memorandum of Association of the Company			
09	Adoption or/and alteration in new set of Memorandum of Association of the company subject to approval of shareholders			
10	To approve the prior approval regarding raising of funds through Secured/Unsecured Loan with an option to conversion into Equity Shares			
11	To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013			
12	Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013			
13	To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013			
14	To Sell or otherwise dispose of the whole or substantially the whole of the Undertaking of the Company			
15	To Approve Acquisition of Land for Business purpose			

Place:

Date:

(Signature of the shareholder)

