



CORPORATE GOVERNANCE REPORT

The Board of Directors of the company supported the broad principles of corporate governance. Given below is a report on corporate governance

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company continued to focus on good corporate Governance. The Company's Philosophy of Corporate Governance is aimed at assisting the top management of the Company in the efficient conduct of its business and in meeting its obligation to stakeholders, customers, creditors and society at a large and is guided by a strong emphasis on transparency, accountability and integrity. Company's Primary object is to adhere to corporate culture of conscience and consciousness, integrity, transparency and Accountability for efficient and ethical conduct of business.

2. BOARD OF DIRECTORS

The Board of Directors of the Company has an optimum combination of executive and non executive Directors. The present board comprises of two executive director and four non-executive directors. The number of non-executive directors is more than 50 % of the total strength of the Board.

The Chairman of the company is Jentibhai Devjibhai Patel who is non-executive director. Further board is comprised of Three Independent Director which is 50 % of total strength of the Board of Director.

No fees/compensation, paid to non-executive directors, including independent Directors except sitting fees which is within limit as prescribed by The Companies Act, 1956- So there is no any previous approval of shareholders in general meeting

The information as required under annexure IA to the clause 49 of the listing agreement is made available to the Board of Director

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





During the year ended March 2008 - 8 (Eight) meeting was held on the following dates:

28/04/2007	24/05/2007	25/06/2008	28/07/2007
02/08/2007	30/10/2007	28/01/2008	30/03/2008

Name	Category Of Directorship	Total No. of Directorship	Membership/ Chairmanship of any other Committee		Board Meeting		Last AGM attended or not
			Chairman	Member	Held	Attended	
Shri Jayantilal Devjibhai Patel	Chairman, Non-Executive	1	2	0	8	7	Yes
Shri Nathalal Jerambhai Sadaria	Whole Time Director - Executive	1	0	2	8	8	Yes
Shri Jitendra Hasmukhlal Shah	Whole Time Director-Executive	1	0	2	8	8	Yes
Shri Bharat Trambaklal Shah	Independent - Non Executive	1	2	0	8	5	Yes
Shri Ajay Ramjibhai patel	Independent- Non Executive	1	0	2	8	5	Yes
Shri Shashikant Jadavbhai Bhalodi	Independent- Non Executive	1	0	2	8	6	Yes

COMMITTEE OF BOARD OF DIRECTORS

The Board of Directors has constituted Three Committee

- :→ Audit Committee
- :→ Investor Grievance Committee
- :→ Share Transfer Committee
- :→ Remuneration Committee

4. AUDIT COMMITTEE

The Committee comprises solely of independent and non-executive Directors having financial background and knowledge in the business of the Company. The Committee comprises of following director

Sr. No.	Name of Director	Status
01	Shri Bharat Trambaklal Shah	Chariman- Independent -Non Executive
03	Shri Shashikant Jadavbhai Bhalodi	Independent- Non Executive
01	Shri Ajay Ramjibhai Patel	Whole Time Director-Executive





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

5. REMUNERATION COMMITTEE

The Company has constituted a Remuneration Committee. The remuneration committee comprises of three non executive independent directors. The board terms of reference of the remuneration committee are to recommend the Company's Policy on remuneration packages for the Managing Director/ Executive Directors reviewing the structures, design and implementation of remuneration policy in respect of key management personnel.

Sr. No.	Name of Director	Status
01	Shri Bharat Trambaklal Shah	Chariman- Independent -Non Executive
03	Shri Shashikant Jadavbhai Bhalodi	Independent- Non Executive
01	Shri Ajay Ramjibhai Patel	Whole Time Director-Executive

Remuneration to the Chairman & Managing Director/s

Name	Salary	Perquisite and Allowance
Shri Jayantilal Devjibhai Patel	Nil	Nil
Shri Nathalal Jerambhai Sadaria	12000	Nil
Shri Jitendra Hasmukhlal Shah	11000/-	Nil

6. INVESTORS GRIEVANCE COMMITTEE

The Committee meets as and when required, to deal with the matters relating to transfer/transmission of share, and monitors redressal of complaints from shareholders relating to transfer, non receipt of balance sheet, dividend declared etc., Mr. Jayantilal Devjibhai Patel Non executive directors is handling the committee.

Composition of Investor Grievance Committee

Name	Designation
Shri Jayantilal Devjibhai Patel	Chairman, Non-Executive
Shri Nathalal Jerambhai Sadaria	Whole Time Director - Executive
Shri Jitendra Hasmukhlal Shah	Whole Time Director-Executive

Status of Complaints

Complaint Received	Complained Solved	Complaint pending
NIL	NIL	NIL

The meeting of committee was held five times on 28/05/2007 18/08/2007 30/11/2007
12/02/2007 25/03/2008



7. SHARE TRANSFER COMMITTEE

The Share transfer committee is empowered to consider and approve the physical transfer, transmissions, transposition, issue of duplicate Share Certificate, Consolidation-Split-Renewal of Share Certificate etc.

Composition of Share Transfer Committee

Name	Designation
Shri Jayantilal Devjibhai Patel	Chairman, Non-Executive
Shri Nathalal Jerambhai Sadaria	Whole Time Director - Executive
Shri Jitendra Hasmukhlal Shah	Whole Time Director-Executive

8. GENERAL BODY MEETING

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

Financial Year	Date And Time	Location of the Meeting
2004-2005	26/09/2005	Registered office
2005-2006	30/09/2006	Registered office
2006-2007	28/09/2007	Registered office

* No special resolution was put through postal Ballot in the last Annual General Meeting

9. DISCLOSURE

a) **Related Party Transaction**

Related party transactions are defined as transactions of the Company of material nature, with promoters, Directors or the management, their subsidiaries or relatives etc. That may have potential conflict with the interest of the Company at large.

b) **Disclosure on accounting treatment**

in preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has not been followed

c) **Proceed from Public Issue, Right Issue or Preferential Issue**

No Public issue, Right Issue or any Preferential Issue has been made during the financial year

d) **Compliance by the company**

During the last three years, there were no penalties, strictures imposed by either SEBI or stock exchange or any statutory authority for non-compliance of any matter related to the capital market.



e) **CEO/CFO Certification**

Mr. Jayantilal Devjibhai Patel issued a certificate to the board as prescribed under sub-clause V of Clause 49 of the listing agreement. The said certificate was placed before the meeting of Board of Director held on 18/08/2008

10. MEANS OF COMMUNICATION

- a. Annual, Half Yearly, Quarterly results are communicated to all the stock exchanges, whereby the company's share are listed, immediately after the board of director meeting. Results are published in BUSINESS STANDARD (in English Language) and BUSINESS STANDARD (in vernacular language). However quarterly and half year results are not sent to individual share holders
- b. The Company has its own web side www.galaxyagrigo.com and company is in the process of web site development. The company in near by future is proposing to display results and official news.
- c. The management Discussion and Analysis is not forming the part of directors report at present.
- d. At present the Company does not make presentation to Institutional Investors and Analysts.

11. GENERAL SHAREHOLDERS INFORMATION

1. Date time and venue of AGM : 30-09-2008 , Tuesday at 11.00 a.m. at Its registered office
2. Financial Calendar : 01st April 2007 to 31st March 2008
3. Date of book closure : 27/09/2008 to 30/09/2008
4. Dividend Payment date : Not Applicable
5. Listing on Stock Exchange : The Stock Exchange Mumbai
Saurashtra Kutch Stock Exchange
6. Stock code : 531911
7. Market price data, High, Low during each month in last financial year : The Company is suspended from trading because of some technical reason so no quotes are available
8. Register and Transfer agent : The process of appointment of Register and Transfer Agent is in Progress
9. Share transfer system : In house (Physical)





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10. Distribution of share holding :

Share holding Patter as on 30/06/2008 is
As per follows

Sr. No.	Category	No. of Shares	% of Total Shares
01	Promoters	2000020	73.22
02	Person acting in Concert	0	0
03	Institution Investors	0	0
04	Mutual funds and UTI	0	0
05	Banks, Financial Institution ets.	0	0
06	FII's	0	0
07	Private Bodies Corporates	300000	10.98
08	Indian Public	333100	12.19
09	Non Resident Indians	98500	3.61
	TOTAL	2731620	100

11. Demat of share and liquidity :

Shares of the company is not in Demat Form. The Process of Demat is in progress

12. Plant location :

Galaxy Agrico Exports Limited
S. NO. 256
Behind Murlidhar Weighbridge
Near Vikas Stove
Veraval (Shapar)
Rajkot 360024

13. Correspondence address :

302, Diwali Chambers
Opp Mehta Petrol Pump
Dhebar Road, Rajkot 360002

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

FOR GALAXY AGRICO EXPORTS LTD



DIRECTOR

Place: Rajkot

Date: 18/08/2008