



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

Corporate Governance essentially is the system by which companies are directed and controlled by the management in the best interest of the stakeholders and others. Corporate Governance ensures fairness, transparency and integrity of the management. Corporate Governance is a way of life, rather than a mere legal compulsion. It further inspires and strengthens investor's confidence and commitment to the Company. Corporate Governance is a process that aims to meet shareholders aspirations and societal expectations. It is a commitment that is backed by the fundamental belief of maximizing shareholders value, transparency in functioning, values and mutual trust amongst all the constituents of organization. Its not a discipline imposed by a Regulator, rather a culture that guides the Board, management and employees to function towards best interest of stakeholders.

2. BOARD OF DIRECTORS

49 A (i)

The Board of Directors of the Company has an optimum combination of executive and non executive Directors. The present board comprises of three executive director and three non-executive directors.

49 A (ii)

The Chairman of the company is Jayantiilal Patel who is a Managing Director. Further board is comprised of three Independent Director which is 50 % of total strength of the Board of Director.

49 A (iv)

Any nominee Director has been not appointed by any Financial or other institution.

49 B

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.

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49 C (i) (ii)

The Board of Director has duly met as per compliance of Section 49 C. The details of which is given as under

During the year ended March 2009-10 meeting was held on the following dates:

25/04/2009	20/05/2009	22/06/2010	25/07/2009
20/08/2009	25/08/2009	29/08/2009	18/09/2009
31/10/2009	25/11/2009	28/12/2009	30/01/2010
17/03/2010	18/02/2010	31/03/2010	

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	Managing director Executive	1	2	0	15	15	Yes
Shri Sanjay Jayntilal Patel	Whole Time Director - Executive	2	0	2	15	12	Yes
Shri Manoj Harsukhlal Shah	Whole Time Director- Executive	2	0	3	15	15	Yes
Shri Bharat Trambaklal Shah	Independent -Non Executive	1	1	1	15	12	Yes
Shri Ajay Ramjibhai patel	Independent- Non Executive	1	1	1	15	13	Yes
Shri Shashikant Jadavbhai Bhalodi	Independent- Non Executive	1	0	1	15	10	Yes

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





49 C (iv)

No Independent director of the Company is removed or resigned from the Company so no compliance required under the clause.

COMMITTEE OF BOARD OF DIRECTORS

The Board of Directors has constituted Four Committee

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

3. AUDIT COMMITTEE

The Committee comprises with combination of independent and executive Directors having financial background and knowledge in the business of the Company. The Committee comprises of following director

<i>Sr. No.</i>	<i>Name of Director</i>	<i>Status</i>
01	Shri Bharat Trambaklal Shah	Chariman- Independent -Non Executive
03	Shri Manoj Harsukhlal Shah	Whole time Director (Executive Director)
01	Shri Ajay Ramjibhai Patel	Independent- Non Executive

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

The meeting of the Audit committee was held nine times during the financial year and not more than four months has been elapsed between two meetings. Both the independent Director was present in all the meeting of committee.

4. REMUNERATION COMMITTEE

The Company has constituted a Remuneration Committee. The remuneration committee comprises of three non executive independent directors and Chairman of the Committee is an Independent Director. The 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.



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

Remuneration and sitting fees of the Director

Name	Salary Perquisite and Allowance
Shri Jayantilal Patel	Nil
Shri Sanjay Jayntilal Patel	12000/ Month
Shri Manoj Harsukhlal Shah	12000/Month
Shri Shashikant Bhalodi	Nil
Shri Bharat Shah	Nil
Shri Ajay Patel	Nil

5 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 executive directors is handling the committee.

Composition of Investor Grievance Committee

Name	Designation
Shri Jayantilal Devjibhai Patel	Chairman, Executive Director
Shri Sanjay Jayntilal Patel	Whole Time Director - Executive
Shri Manoj Harsukhlal Shah	Whole Time Director-Executive

Status of Complaints

Complaint Received	Complained Solved	Complaint pending
NIL	NIL	NIL

The meeting of committee was held four times on

12/05/2009 22/09/2009 08/12/2009 10/03/2010

6. 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 – Executive Director
Shri Sanjay Jayntilal Patel	Whole Time Director - Executive
Shri Manoj Harsukhlal Shah	Whole Time Director-Executive

The meeting of committee was held Twenty four times on

15.04.2009	30.04.2009	15.05.2009	30.05.2009	15.06.2009	30.06.2009
15.07.2009	30.07.2009	15.08.2009	31.08.2009	15.09.2009	30.09.2009
15.10.2009	31.10.2009	14.11.2009	28.11.2009	15.12.2009	31.12.2009
15.01.2010	31.01.2010	15.02.2010	28.02.2010	15.03.2010	30.03.2010

7. 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
2006-2007	28/09/2007	Registered office of the Company
2007-2008	30/09/2008	Registered office of the Company
2008-2009	26/09/2009	Registered office of the Company

* The Resolution for change in registered office has been passed by the Company by means of Postal Ballot as on 20th October 2009.

8. 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 not have potential conflict with the interest of the Company at large.

A statement/ Summary of transaction with related party in the ordinary course of business are regularly place before the Audit committee.

As per opinion of the board all the transaction entered by the company are in the normal course of business and all are on the arm's length.

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



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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

f) **Quarterly Corporate Governance Report**

Company is very regular in filing Quarterly Corporate Governance Report to the Bombay Stock Exchange.

9. **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 Economic Times (in English Language) and Economic Times (in vernacular language). Quarterly and half year results are not sent to individual share holders
- b. The Company has its own web-side www.galaxyagrico.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 forming the part of director's report at present.
- d. At present the Company does not make presentation to Institutional Investors and Analysts.

10. **GENERAL SHAREHOLDERS INFORMATION**

1. Date time and venue of AGM : 31/08/2010, at 11.00 a.m. at Its registered office
2. Financial Calendar : 01st April 2009 to 31st March 2010
3. Date of book closure : 26/08/2010 to 31/08/2010
4. Dividend Payment date : Not Applicable
5. Listing on Stock Exchange :
→ The Bombay Stock Exchange, Mumbai
→ The Saurashtra Kutch Stock Exchange, Rajkot
6. Stock code : 531911





GALAXY AGRICO EXPORTS LTD.

7. Market price data, High, Low : during each month in last financial year : The Company is suspended form trading because of some non compliance with listing agreement, 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)
10. Distribution of share holding : Share holding Patter as on 31/08/2009 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	50000	1.83
07	Private Bodies Corporate	0	0
08	Indian Public	583100	21.35
09	Non Resident Indians	98500	3.60
	TOTAL	2731620	100 %

Note: The percentage of Share holding is counted after considering Forfeiture of Shares which was approved by Board of Director on 05/01/2006 (The above given percentage exclude the shares forfeited by the company on 05/01/2006)

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. 236, Jai kishan Industrial Estate,
Behind Murlidhar Weighbridge
Veraval (Shapar)
Dist: Rajkot 360024
13. Correspondence address : Galaxy Agrico Exports Limited
S. NO. 236, Jai kishan Industrial Estate,
Behind Murlidhar Weighbridge
Veraval (Shapar)
Dist: Rajkot 360024

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

FOR GALAXY AGRICO EXPORTS LTD



DIRECTOR

Place: Rajkot
Date: 20/07/2010