



## **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

Directed by Clause 49 and with the philosophy of Corporate Governance, it has been constant endeavor on the part of the company to achieve excellence in corporate governance by following policy of transparency and integrity. The Company attaches importance to good Corporate Governance and the code of governance as formulated by the Stock Exchanges/SEBI and other authorities. It will be the endeavor of the Board of Directors that the Company is so governed as to maximize the benefits of all stake-holders i.e., shareholders, employees, customers, society and others. The Company has been implementing the various clauses of Corporate Governance from time to time. It further inspires and strengthens investor's confidence and commitment to the Company.

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. The Company, through its Board and Committees, endeavors to strike and deliver the highest governing standards for the benefit of its stakeholders.

Corporate Governance which has become the integral part of business operations encompasses the key elements such as integrity, transparency, fairness, and adoption of highest standards of business ethics to benefit the interest of the stakeholders. The Company has been practicing the principles of good Corporate Governance by adopting best global practices for corporate governance, disclosure standards while protecting the interests of stakeholders in every business decision. The Company endeavour to achieve high level of transparency, integrity and equity in all its operations, monitors continuously the developments in the areas of Corporate Governance to meet stakeholders aspirations and societal expectations.

In compliance with the disclosure requirements of Clause 49 of the Listing Agreement executed with the stock exchanges, the details are set out below:



PAGE 1 OF 8



**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 Jayantilal 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, sitting fees paid to non-executive directors, including independent Directors so there is no any previous approval of sharcholders in general meeting

49 C (i) (ii)

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

During the year ended March 2010 - 11 meeting was held on the following dates:

01/04/2010	30/04/2010	28/05/2010	21/06/2010
05/07/2010	20/07/2010	31/07/2010	12/08/2010
15/09/2010	30/10/2010	28/12/2010	29/01/2011
22/02/2011	31/03/2011		

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	14	12	Yes
Shri Sanjay Jayntilal Patel	Whole Time Director - Executive	2	0	2	14	13	Yes
Shri Manoj Harsukhlal Shah	Whole Time Director- Executive	1	0	3	14	14	Yes
Shri Bharat Trambaklal Shah	Independent -Non Executive	1	1	1	14	10	Yes

Regd. Off./Factory : 236, Jai Kishan Ind. Estate, Behind Murlidhar Weigh Bridge, Veraval (Shapar) 360 024

Dist : (Rajkot), Guj. (India) Ph : 91-2827-252676, 252990, Fax : 254371

Website : <http://www.galaxyagrigo.com> <http://www.galaxyrings.in>

E-mail : [info@galaxyagrigo.com](mailto:info@galaxyagrigo.com)





Shri Ajay Ramjibhai Patel	Independent-Non Executive	1	1	1	14	11	Yes
Shri Shashikant Jadavbhai Bhalodi	Independent-Non Executive	1	0	1	14	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 seven 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.

Remuneration and sitting fees of the Director

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

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



PAGE 4 OF 8



The meeting of committee was held four times on

21/05/2010                      13/09/2010                      22/12/2010                      29/03/2011

**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 Jayantilal Patel	Whole Time Director - Executive
Shri Manoj Harsukhlal Shah	Whole Time Director-Executive

The meeting of committee was held Twenty four times on

15.04.2010    30.04.2010    15.05.2010    31.05.2010    15.06.2010    29.06.2010  
 15.07.2010    31.07.2010    14.08.2010    31.08.2010    14.09.2010    30.09.2010  
 15.10.2010    30.10.2010    15.11.2010    30.11.2010    14.12.2010    31.12.2010  
 15.01.2011    30.01.2011    15.02.2011    28.02.2011    15.03.2011    31.03.2011

**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
2007-2008	30/09/2008	Registered office of the Company
2008-2009	26/09/2009	Registered office of the Company
2009-2010	31/08/2010	Registered office of the Company

\* There is no Extra Ordinary General Meeting held during the year under review.

**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

**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 28<sup>th</sup> June 2011

**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). However quarterly and half year results are not sent to individual share holders.
- b. The Company has its own web side [www.galaxyagrico.com](http://www.galaxyagrico.com) and the information provided in the website is duly complied with the listing agreement.
- 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 : 09<sup>th</sup> September 2011
2. Financial Calendar : 01<sup>st</sup> April 2010 to 31<sup>st</sup> March 2011
3. Date of book closure : 03/09/2011 to 09/09/2011
4. Dividend Payment date : Not Applicable
5. Listing on Stock Exchange : The Bombay Stock Exchange, Mumbai

Note: The Share of the Company was listed at Saurashtra Kutch Stock Exchange Limited. However SEBI vide order dated July 06, 2007 has withdrawn the recognition granted to Saurashtra Kutch Stock Exchange Limited.

6. Stock code : 531911
7. Market price data, High, Low : The Company is suspended form trading during each month in last financial year : because of some non compliance with listing agreement, so no quotes are available.
8. Register and Transfer agent : LINK INTIME PRIVATE LIMITED
9. Share transfer system : In house (Physical)
10. Distribution of share holding : Share holding Pattern as on 28/06/2011 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	21.34
09	Non Resident Indians	98500	3.61
	<b>TOTAL</b>	<b>2731620</b>	<b>100 %</b>

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.



PAGE 7 OF 8



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: Veraval - Shapar  
Date: 28/06/2011

PAGE 8 OF 8