



Register Office :
B-1, Laxmi Com. Co. Op. Estate,
Old Navneet Press Compound,
Ajod Dairy Road, Sukhramnagar,
Ahmedabad - 380 021 (Guj.)

CIN No. : L22219GJ2010PLC063243
E-mail : galaprintcity@gmail.com

28th July, 2017

To,
Bombay Stock Exchange
P. J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.

**Sub: Submission of Annual Report 2016-17 under Regulation 34 of the
SEBI(Listing Obligation and Disclosure Requirements) Regulations,2015.
Ref: Gala Print City Limited (BSE Scrip Code: 539228)**

Dear Sir / Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report for the financial year 2016-17 duly approved and adopted by the members of the company as per the provisions of Companies Act, 2013 in the Annual General Meeting held on Thursday 13th July, 2017.

Please take the same on your records.

Yours faithfully,
For Gala Print City Limited,



Neelam Gurbaxani
Company Secretary

GALA PRINTCITY LIMITED

Ankur Offset, Old Navneet Press, Ajod Dairy Road, Sukhramnagar, Ahmedabad-380 021.
Ph. 079-22778955, 22772921, 98254 56600





GALA PRINT CITY LIMITED

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GALA PRINT CITY LIMITED

Corporate Information

Board of Directors

Vishal M. Gala(DIN: 00692090)	Chairman & Managing Director
Alpa J. Pandya (DIN: 07013011)	Chief Financial Officer
Maulik R. Vyas(DIN: 06921705)	Non-Executive Independent Director
Pragnaben Shah (DIN: 07817925)	Non-Executive Independent Director
Anuj M. Shah (DIN: 07349001)	Non-Executive Independent Director
Mihir Shah (DIN: 06955550)	Executive Director
Rajan mehta (DIN: 06923405)	Non-Executive Independent Director

Committees of Board of Directors

❖ Audit Committee

Maulik R. Vyas	-Chairman
Vishal Gala	-Member
Rajan mehta	-Member

❖ Stakeholders Relationship Committee

Maulik R. Vyas	-Chairman
Anuj Shah	-Member
Rajan mehta	-Member

❖ Nomination and Remuneration Committee

Maulik R. Vyas	-Chairman
Rajan mehta	-Member
Alpa J. Pandya	-Member

Auditors

M/s PP Shah&Co.
Chartered Accountants
1- Siddharth Appt., 17-B Suryoday Colony ,
Naranpura, Ahmedabad-380013

Bankers

State Bank of India
Ahmedabad.

Registrar & Transfer Agent

Karvy Computershare Private Limited
701, Hallmark Business Plaza,
SantDyaneshwar Marg,
Off Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051.

Registered Office

Gala Print City Limited
B-1 Laxmi Com. Co. Op. Estate,
B/H Old Navneet Press,
Sukhramnagar,
Ahmedabad-380021

CIN:L22219GJ2010PLC063243

ISIN: INE480S01018

NOTICE

NOTICE is hereby given that 7th Annual General Meeting of the company will be held on Thursday 13th July ,2017 at 11:00 A.M. at the registered office of the company at B- 1 ,Laxmi Com. Co. Op. Estate, B/H Old Navneet Press, Sukharamnagar, Ahmedabad-380021 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on 31st March, 2017 including audited Balance Sheet as on 31st March, 2017 and statement of Profit and Loss account for the year ended on that date along with the Report of the Board of Directors and Auditors thereon ; and

2. To consider and if thought fit, to pass with or without modification (s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT Mr. Anuj Shah (DIN: 07349001), a Director liable to retire by rotation, who does not offer himself for re-appointment, be not reappointed as a Director of the Company and the vacancy, so caused on the Board of the Company, be not filled up.”

3. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. PP Shah & Co., Chartered Accountants (Registration no. 131378W) as the Statutory Auditors of the Company for the financial year 2017-18 and that they shall hold the said office till the conclusion of next Annual General Meeting at such remuneration (inclusive of the above period) as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in consultation with the Statutory Auditors.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification (s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mrs. Pragnaben Shah (DIN: 07817925), who was appointed as an Additional Director of the Company with effect from 12th June, 2017 under Section 161 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term upto five consecutive years commencing from 12th June, 2017.”

5. To consider and if thought fit, to pass with or without modification (s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Mihir Shah (DIN: 06955550), who was appointed as an Additional Director of the Company with effect from 12th June, 2017 under Section 161 of the Act, be and is hereby appointed as an

Independent Director of the Company to hold office for a term upto five consecutive years commencing from 12th June, 2017.”

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

“RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, or any amendment or re-enactment thereof and subject to the regulations issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall be deemed to include any Committee thereof) for capitalisation of reserves standing credit of the reserves and surplus and securities premium account of the company, as may be considered necessary by the board, for the purpose of issuing Bonus Shares of Rs. 10/- (Rupees Five Only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members of the company on the ‘Record Date’ determined by the Board or a Committee thereof for the purpose, **in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- for every 20 (Twenty) fully paid-up Equity Shares of Rs. 10/- each held by members, i.e. in the ratio of 1:20 (one bonus share for every twenty share held)** that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income.”

“RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend that may be declared before the ‘Record Date.’”

“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 and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

7. To consider and if thought fit, to pass with or without modification (s), the following resolution as an **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies), Bombay Stock Exchange and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from “GALA PRINT CITY LIMITED” to “GALA GLOBAL PRODUCTS LIMITED or any other name as may be approved by the Central Government, Registrar of Companies and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is Gala Global Products Limited.

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies any other statutory authorities as may be required, to alter the Clause III A in the Memorandum of Association of Company as follows:

III. A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To Carry on in India or elsewhere the business to manufacture, process, produce, pack, repack, add, remove, grade, reduce, improve, buy, sell, resell, import, export, develop, design, market, procure, print, supply work and to act as agent broker, representative, consultant, collaborator, stockiest, liasioner, job worker, or otherwise to deal in all shapes, sizes, descriptions, applications, modalities, specifications, designs, varieties and kinds of stationery, business of printing Press including printing materials, trading, job work of single to multi color offset printing and all type of binding, photo-polymer printing, letter prees Printing, offset plate markers and all allied lines in offset printing and for this purpose to install single color to multi color printing machines as the need may arise and set up plants for the printing jobs and other materials related with the printing line to take job works for printing, composing proof reading, scanning, data processing, printing of books, magazines, brochures, packing materials, garment tags, labels, banners and pre-press work of image setting, output scanning, page composition, image cropping and sizing, vertical and horizontal scaling, color negative analyzing in respect of colors for printing on paper, fiber, board, plastics, aluminum foils, tin griever or any other similar material and also to set up a complete binding, lamination, gumming, punching for own job works and outside job works, and Publishing Newspapers and allied magazines, papers products such as writing ink, printing ink, ink extracts, ink powders, ink tablets, marking inks, drawing inks, lithographic inks, adhesives, stickers, stamping pastes, sealing waxes, crayons and chinks, crab. On papers, ribbons, drawing pastels, pencils, ball pens, gel pens, fountain pens, nibs, refills, pen-holders, sharpeners, erasers, paper boxes, paper files, box files, stamp pads, pin cushions, foot rules, compass, geometrical instruments, envelopes, account books, rubbers, staplers, staple pins, u-pins, alpines, tags, folders, highlights, black boards, note books, exercise books, writing pads, computer stationery, colors and other similar items used by students, businessmen and other persons.
2. To carry on the business in India or elsewhere as manufacturers, buyers, sellers, dealers, importers, exporters, contractors, factors, agents and suppliers and profile plastic. P.V.C. pipe, moulded industrial articles, industrial components and articles, tubing films, roles or their allied and auxiliary plastic products, extrusion process, packaging materials, injections moulding, blow moulding, compressor moulding, vacuum formings, housewares, toys, different sizes and types of materials handling crates and/or containers, plastics palettes, plastic luggage articles, suit cases, light and heavy automobile parts, components and accessories, Electrical appliances for T.V. Cabinets, Computer parts plastic furniture vacuum flasks etc.
3. To manufacture or help in the manufacturing of any spare parts, accessories, or anything or things required and necessary for the above mentioned business.
4. To design, establish and develop on a turnkey basis outlets for all kinds of products and to acquire, set up, construct, establish, run, operate and manage stores, markets, malls, shopping outlets, cash and carry operations, or any format and carry on business as agent, franchisee, distributor and dealer of all kinds of products for the consumer market and of operating, establishing, providing and managing e-commerce and m-commerce websites, direct to home and mail order services for all categories of products and services, and dealing in all kinds of goods, materials and items in India or in any other part of the world.

5. To provide globally managed data networks and related services, including but not limited to cloud services, managed services , business process outsourcing services, customer care centres, customer relationship management, back office processing, data entry, medical transcription, IT services, multimedia services, internet based services, data centre management and consulting, interface services applications including all types of end to end integrated solutions involving information systems, developing, designing, marketing of communication platform(s), with features and functionality including those related to social, commerce, messaging, communication, gaming and other online services and advisory services in relation to developing, designing, marketing, trading, transferring, exporting, importing, buying and selling all types of mobile applications including gaming, web applications and websites for mobile phones or any other communication device, equipment, appliances, accessories whether corded or cordless and to engage in all businesses as may be related or ancillary to the aforesaid business areas.
6. To carry on the business of manufacturers, repairers, importers, exporters or otherwise dealers in furniture and fixtures made from wood, brass, steel, fibre glass, plastics or other alloys and to carry on the business by wholesale or retail and whether manufacturing or otherwise of house furnishers, upholsters and dealers in and hirers, repairs, cleaners, stores and warehouse of furniture, carpets, linoleums, furnishings fabrics and other fibre coverings household utensils, china and glass goods fittings, colourful curtains, handmade home furnishings and carpets household requisites of all kinds and all the things capable of being used therewith or in the maintenance and repair thereof.
7. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, building, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electric, telephonic, television installations and to deal with the same in any manner whatsoever, and by advancing money to and entering into the contracts and arrangements of all kind with builders, tenants and others.
8. To carry on the business of manufacturers, importers and exporters, whole sale and retail dealers of and in men's, women's and children clothing and wearing apparel of every kind, nature and description including shirts, bush – shirts, pyjama suits, vests, underwears, suits, foundation garments for ladies dresses, brassiers, maternity belts, knee caps, coats, panties, nighties and so on.
9. To carry on the business of snack bars and catering of process, produce Mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, , nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and any other food products in and outside India. business to process., prepare, disinfect, fennentate, compound, mix, clean wash, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract refine, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, consultant, collaborator, adatia, stockists, liasioner, middleman, export house, jobworker or otherwise to deal in all types, descriptions, tastes, uses and packs of consumer food items, theirby products, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, flavoured drinks, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, fun foods, breakfast foods, dietic products, strained baby foods, instant foods, cereal products, table delicacies and all other items whether natural, artificial or synthetic.
10. To construct, maintain, improve, develop, work, control and manage, hotels, clubs, restaurants, baths, swimming pool, amusement park, jogging parks, gardens, play grounds, places of worship, reading rooms, store ships and other works and convenience which the Company may think directly or indirectly conductive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.

11. To establish and run in India or abroad educational institutions like school, college, coaching classes, practical training classes, boarding houses, NGO, ashrams, gurukuls, teaching classes, placement services, libraries, hostels, canteens, science and non-science stream labs and workshops of all professions and of all allied nature of classes and to conduct courses for under graduate, graduates and post graduate degree and diploma in the subjects and branches of all types of disciplines/faculties such as commerce, hardware, software, computers, science, arts, business management, engineering, science medical industrial, pharmacy, mining, military, music, dance, acting, sports, journalism, and any other field of education and to act as advisors, consultants, promoters, partners or associates for such business and to get affiliated/associated with Indian and/or Foreign Universities, institutes, colleges and grant degrees/diplomas etc. on behalf of such affiliated institution, to provide learning solutions and to achieve the object to establish and run educational institutions, to conduct and support preparatory classes for all types of competitive exams and/or any other pre-entry exams and to conduct practical practices/workshops thereof including distance learning programs with or without electronic media or E-business help and to grant franchise therefore and to run and set up all support facilities for such students including hostels, canteens, mess, enjoyment and recreational facilities and/or to act as advisors, consultants for setting up such institutes/classes and business as may be incidental or necessary for the achievement of the above object.
12. To do the business directly or indirectly in India and abroad of owning, running, operating, producing and/or publishing of newspaper, magazines, radio channels, internet, telecommunication, television channels, films, serials, as publishers, editors, writers, printing, producing, selling and distributing books, periodicals, magazines, journals, house magazines, newspapers daily, weekly monthly or whatever manner and in any language for own account or for others such as trading, commercial and industrial houses or for public in general in the interest of public relations which may include any all subject of common interest.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Board of Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs.100 crores [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **SPECIAL RESOLUTION**:



GALA PRINT CITY LIMITED

“RESOLVED THAT pursuant to provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2009 and other applicable provisions, if any of Companies Act,2013 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2009 and the rules framed there under, including any amendment , modification, variation or re-enactment thereof, and subject to requisite approval received from the Bombay Stock Exchange Limited, the consent of the shareholders be and is hereby accorded for the purpose of migration from SME Platform of BSE Limited to the Main Board of BSE Limited.”

“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 may be necessary and expedient to give effect to the above resolution, on behalf of the company”.

Date: 12.06.2017

For, Gala Print City Limited

**Sd/-
CS Neelam Gurbaxani
(Company Secretary &
Compliance Officer)**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

Pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013("the Act") and the rules made there under (including any statutory modification (s) or re-enactment thereof) read with the Listing Regulations, Mrs. Pragnaben Shah (DIN: 07817925) who was appointed as an Additional Director of the Company with effect from 12th June, 2017 and whose term expires at ensuing general meeting is proposed to be appointed as Non-Executive Independent director of the Company to hold office for a term up to five consecutive years commencing from 12th June, 2017.

An ordinary resolution in terms as set out in item no.4 of the accompanying Notice is placed before the members in the meeting for approval.

Except Mrs. Pragnaben Shah, being appointee none of the other Directors/key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions at item no.4 of the Notice.

ITEM NO.5

Pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013("the Act") and the rules made there under (including any statutory modification (s) or re-enactment thereof) read with the Listing Regulations, Mr. Mihir Shah (DIN: 06955550) who was appointed as an Additional Director of the Company with effect from 12th June, 2017 and whose term expires at ensuing general meeting is proposed to be appointed as Non-Executive Independent director of the Company to hold office for a term up to five consecutive years commencing from 12th June, 2017.

An ordinary resolution in terms as set out in item no.4 of the accompanying Notice is placed before the members in the meeting for approval.

Except Mr. Mihir Shah, being appointee none of the other Directors/key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions at item no.5 of the Notice.

ITEM NO.6

The equity shares of the Company are listed and actively traded on the Bombay Stock Exchange (SME Platform). The Members may be aware that the operation of the Company has grown significantly during the last few years, which has generated considerable interest in the Company's Equity shares in the Market. This coupled with the general positive economic environment, the market price of the Company's shares have also increased significantly. The total Reserves & Surplus and security premium account of the Company as per the Audited Financial Statement as on 31st March, 2017 are also increased significantly. Considering the position of Reserves & Surplus and security premium account of the Company and in order to improve the liquidity of the Company's shares in the stock market and make it affordable to the small investors, the Board of Directors of the Company at their meeting held on 12th June, 2017 considered it desirable to recommend issue of Bonus shares in the ratio of 1:20 (one share for every twenty shares held). Such fully paid up Bonus shares shall be distributed to the Members of Company, whose names shall appear on its Registrar of Members or in the respective beneficiary account with their respective Depository Participants, on the Record date to be determined by the Board of Directors of your Company for the purpose of the Issue of Bonus Shares. The Bonus shares so allotted shall rank paripassu in all respects with the existing equity shares of the Company.

The proposed issue of Bonus Shares will be made in accordance with the provisions of the Companies Act, 2013 and guidelines issued by Securities Exchange Board of India (SEBI) from time to time and subject to such approvals, as may be required, from the statutory authorities. Further it is necessary to authorise the Board of Directors to complete all the regulatory formalities prescribed by SEBI, Stock Exchange or any other authority in connection with Issue of Bonus Shares.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in way concerned or interested, financially or otherwise, in the Resolutions at Item No: 6.

The Board recommends passing of the resolution at Item No.: 06 of the notice as an Ordinary Resolution.

ITEM NO.7 & 8

Hon'ble National Company Law Tribunal, Ahmedabad Bench has passed an order approving scheme of Amalgamation of Gala products Limited with Gala Print City Limited as o 17.05.2017. It is mentioned in the clause 3 of scheme of Amalgamation sanctioned by that all the business doing by the Transferor Company will be done by the Transferee Company and accordingly Transferee Company have to insert the object clause of M/s. Gala Products Limited with the existing Main object clause of M/s. Gala Print City Limited.

Secondly, in addition to the above activities Transferee Company wants to expand their business activities in various filed, so now Transferee Company i.e. M/s. Gala Print City Limited wants to do multiple business activities in India as well as outside India so Company wants to change its name from M/s. Gala Print City Limited to M/s. Gala Global Products Limited and also expand its scope of Objects by adding various objects in the Memorandum of Association.

The board has approved the proposal of name change and alteration in Object in their meeting held on 08th May,2017 and has also taken approval from ROC for Reservation of Name i.e. Gala Global Products Limited by filing E- Form INC-1.

None of the other Directors/key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions at item no.8 of the Notice.

All the documents referred to in the Notice and Explanatory Statements are available for inspection between 11a.m.and 1p.m.till the date of this Annual General Meeting.

The Board recommends passing of the resolution at Item No.: 08 & 9 of the notice as an Ordinary Resolution.

ITEM NO.9

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 raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate 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 and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to Rs.100 crores (Rupees Hundred Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

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

The Board recommends resolution mentioned in Item No 10 to be approved by members as Special Resolutions.

ITEM NO.10

The Company has been listed and traded on the SME platform since 16th July, 2015. On 15th July,2017 company will complete two years and hence will become eligible to migrate on to the Main Board as per the guidelines of SEBI vide their circulation dated 18th May, 2010 and as per the procedures laid down under Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2009.

Also, listing on the Main Board of BSE Limited will take the company into a different league altogether with enhance



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recognition and increased participation of retail investors.

The Board recommends these resolutions for the approval of the members as Special Resolutions.

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

Details of Directors seeking reappointment/ change in designation:

Name	Mrs. Pragnaben Shah	Mr.Mihir Shah
DIN	07817925	06955550
Appointed on	12.06.2017	12.06.2017
Qualification	B.Com.	B.Com
Brief Profile	She is graduate in commerce and handling administration of the Company. She in the opinion of Board possesses relevant expertise and experience and fulfils the condition for being appointed as an Independent Director of the company pursuant to section 149 and other applicable provisions of the company Act, 2013.	He is a commerce graduate. He has vast experience in the field of Securities market. The board considers his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr.Mihir Shah. The company has also received declaration from Mr.Mihir shah under section 149 of the company act, 2013 besides his consent to act as a Director.
Directorship held in other companies	Nil	Nil
Membership/chairmanship of committee in other companies	Nil	Nil
No. of Shares held in the company	Nil	Nil

Date: 12.06.2017

For, Gala Print City Limited

Sd/-
CS Neelam Gurbaxani
(Company Secretary &
Compliance Officer)

Notes

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIM SELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of member not exceeding 50[fifty] and holding in the aggregate not more than ten percentage of the total share capital of the Company.
- The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is attached there with. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable. Proxy shall not vote, except on a poll.
- The Book Closure Date for Members of the Company will be on Thursday, 06th July, 2017 to Thursday, 13th July, 2017 (both days inclusive).
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
- Members/Proxies should bring the Attendance Slip duly completed and signed in accordance with the specimen signature registered with the Company for attending the Meeting. An Attendance Slip is annexed to this report.
- Corporate Members intending to send their authorized representatives are requested to send duly certified copy of Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting.
- Members holding shares in electronic form are requested to intimate any change in their registered address/E-mail address and/or bank mandates to their Depository Participants with whom they are maintaining their demat account simultaneously. Members holding shares in physical form are requested to advise any change in their registered address to M/s. Karvy Computershare Private Limited, the Registrar and Share Transfer Agent.
- Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, the fraud and mutilation of share certificate and will not attract any stamp duty.
- Members are requested to contact our Registrar and Transfer Agent for any query related to shares, and other inquiry at following address.

Karvy Computershare Private Limited
701, Hallmark Business Plaza,
SantDyaneshwarMarg,
Off BandraKurla Complex,
Bandra (East),
Mumbai - 400 051.

- Please quote folio no. /DPID & CL.ID for any Communication for their shareholding. Bring the copy of Annual Report at the meeting.
- The Company's shares are listed at Mumbai Stock Exchange (BSE). The Company has paid listing fees to BSE for financial year **2017-2018**.
- **Green initiative matter**

The Ministry of Company Affairs (MCA) has taken the "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated April, 2011 and Circular No. 18/2011 dated April 20, 2011) along with paper less compliance by companies through electronic mode.

Keeping in view underlying theme and circular issued by MCA, we propose to send all documents to be sent to shareholders like General Meeting Notice including the AGM, Annual Report including Audited Financial Statements, Director Report, Auditor Report etc. to our shareholder in electronic form, to the email address provided by them and made available to us by the Depositories.

Please also note that you will be entitled to be furnished free of cost, with a copy of the Annual Report of the Company and all other documents required by law to be attached thereto, **upon receipt of a requisition from you, any time**, as a member of the Company such a requisition may be sent to the Registered Office of the Company at the address mentioned elsewhere in the report.

Instructions and other information relating to remote e-voting are as under:

1. A **In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]

- (i) Launch internet browser by typing the URL <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- (iii) After entering these details appropriately, Click on "LOGIN".
- (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number for **Gala Print City Limited**.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (X) You may then cast your vote by selecting an appropriate option and click on "Submit".

(xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**

(xii) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: khyatishah.cs@gmail.com . They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name EVENT NO.”

B In case a member receives physical copy of the Notice by post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

(i) **User ID and initial password** – As mentioned overleaf.

(ii) Please follow all steps from Sr. No. (i) To (xii) as mentioned in (A) above, to cast your vote.

2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
3. The facility for voting through polling paper shall be made available at the Annual General Meeting (the “meeting”) and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right to vote at the meeting.
4. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
5. The Board of Directors of the Company has appointed KGS & Company, Practicing Company Secretary, Ahmedabad as scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
6. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. June 20, 2017.
7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. June 20, 2017, only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
8. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. June 20, 2017, may obtain the USER ID and Password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL : MYEPWD <SPACE> IN12345612345678
Example for CDSL : MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.



GALA PRINT CITY LIMITED

- c. Member may call Karvy's toll free number 1-800-3454-001
- d. Member may send an e-mail request to einward.ris@karvy.com

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

- 9. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting 13th July, 2017.
- 10. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
- 11. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.galaprintcity.com and on the website of the Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

Date: 12.06.2017

For Gala Print City Limited

**Sd/-
CS Neelam Gurbaxani
(Company Secretary & Compliance Officer)**

Directors' Report

Dear Members,

The Directors takes pleasure in presenting the 7th Annual Report on the business and operations of the company together with the Audited Financial Statements for the financial year ended on 31st March, 2017.

1) FINANCIAL SUMMARY/HIGHLIGHTS OF PERFORMANCE OF THE COMPANY:

Financial Results (Rupees in Lacs)		
Particulars	Year ended 31-03-2017	Year ended 31-03-2016
Total Revenue	6160.50	2169.26
Profit (Loss) before tax	85.26	19.37
Less: Tax Expenses		
Current Tax	(22.64)	(4.20)
MAT Credit		-
Deferred Tax	(4.07)	(1.91)
Net Profit (Loss) After tax	58.55	13.26

2) PERFORMANCE:

The company has booked profit of Rs. 58.55 lacs which is increased by 341.55% as compared to last year because of the effect of merger of Gala Products Limited into Gala Print City Limited.

The EPS was recorded at 0.41, which was higher compared to that of last year.

3) SHARE CAPITAL

At present, the Company has only one class of share – Equity shares of par value Rs. 10 each. The authorized share capital of the company is Rs. 26,50,00,000/- divided into 2,65,00,000 equity shares of Rs. 10 each. The paid up share capital of the company is Rs. 14,75,65,000 /- divided into 1,47,56,500 equity shares of Rs. 10 each.

During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

4) DIVIDEND

In view of Conserving Resources, your Directors do not recommend any Dividend on equity shares for the year ended 31st March, 2017.

5) RESERVES

The Board proposes to transfer current year profit of Rs. 58.55 Lacs to General Reserve A/C for the Financial Year ended on 31st March, 2017.

6) DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73 of the companies Act, 2013 and under the Companies (Acceptance of Deposit) Rules, 2014 during the year under review.

7) FUTURE OUTLOOK

The company look forward to diversify its product base and emphasizing focus on paper waste being the major raw material required by paper manufacturers.

8) ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

In accordance with the provisions of Clause (m) of Sub Section (3) of Section 134 the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo is given in ANNEXURE - 1 and forms part of this report.

9) MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

With reference to company application no. 372/2016 and company petition no.525/2016 of Gujarat High Court and T.P. No.39/NCLT/AHM/2017 Hon'ble National Company Law Tribunal, Ahmedabad Bench has passed final Order on 17.05.2017 approving scheme of Amalgamation of Gala Products Limited with Gala Print City Limited with effective date from 01.04.2016.

As a result all assets and liabilities of Transferee Company i.e. Gala Products Limited will be transferred to Gala Print City Limited and shareholders of Gala Products Limited shall be allotted 2 shares of Gala Print City Limited against 1 share held in Gala Products Limited. The company has initiated the process to comply with the said Order.

There were no such other material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.

10) DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

No such Orders have been passed by the Regulators/Court or Tribunals which can impact the going concern status and Company's operation in future.

11) DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no any Subsidiary/Joint Ventures/Associate Companies. Hence, details relating to Subsidiary/Joint Ventures/Associate Companies are not provided for.

12) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

13) EXTRACTS OF ANNUAL RETURN

An extract of Annual Return in Form MGT_9 is attached herewith.(ANNEXURE-2)

14) PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large and thus disclosure in Form AOC-2 is not required. The Board has formulated Policy on Related Party Transactions.

15) DIRECTORATE AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of your company has various executive and non-executive directors including Independent Directors who have wide experience in different disciplines of corporate functioning.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Anuj Shah (DIN:07349001) retires by rotation at the ensuing Annual General Meeting does not offers himself for re-appointment.

There were no other changes in the constitution of Board of Directors during the year.

Remuneration to Key Managerial Personnel, Senior Management and other employees will involve a balance between fixed and incentive pay reflecting short and long term performance objectives of the employees in line with the working of the Company and its goals.

The brief particular of all directors, for which approval of member for their appointment or reappointment is sought, is furnished with the notice.

16) EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

Pursuant to the provisions of the Listing Regulation and Companies Act, 2013, the Board had carried out performance evaluation of its own, the Board Committees and of the Independent directors. Independent Directors at a separate meeting evaluated performance of the Non-Independent Directors, Board as a whole and of the Chairman of the Board. The manner in which the evaluation has been carried out has been detailed in the Corporate Governance Report.

17) POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for Determining, Qualifications, Positive Attributes and Independence of a Director and also a Policy for remuneration of irectors, Key managerial Personnel and senior management. The details of criteria laid down and the Remuneration Policy are given in the Corporate Governance Report.

18) VIGIL MECHANISM AND WHISTLE BLOWER POLICY

In accordance with Section 177 of the Companies Act, 2013 and Listing Regulation, the Company has constituted a Whistle Blower Policy/ Vigil Mechanism to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

The detail of the Whistle Blower Policy is explained in the Corporate Governance Report.

19) MANAGERIAL REMUNERATION

Details of remuneration paid / payable to the Directors for Financial Year 2016-2017 is disclosed in Extracts to Annual Return i.e. Annexure 2 of the Board's Report

The statement containing particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report as Annexure - 3.

20) INDEPENDENT DIRECTORS' MEETING

Independent Directors of the Company had met during the year under the view details of which are given in the Corporate Governance Report.

21) COMMITTEES OF THE BOARD

During the year, in accordance with the Companies Act, 2013, the Board has not re-constituted its Committees.

There are currently four Committees of the Board, as follows:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee

Details of all the Committees along with their composition and meetings held during the year are provided in the "Report on Corporate Governance", a part of this Annual Report.

22) AUDITORS

A. STATUTORY AUDITORS

M/s. PP Shah & Co. Chartered Accountants, Ahmedabad who hold office until the conclusion of the ensuing Annual General Meeting are recommended for re-appointment to audit the accounts of the Company for the financial year 2017-2018. The Company has obtained a written confirmation under section 139 of the Companies Act, 2013 from M/s. PP Shah & Co. that their appointment, if made, would be in conformity with the limits specified under the said section. You are requested to appoint the Auditors and fix their remuneration.

The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

M/s. PP Shah & Co. Chartered Accountants, Ahmedabad (FRN:131378W) were appointed as Statutory Auditors of your Company at the previous Annual General Meeting held on 30th September, 2016 for a term expiring on upcoming annual general meeting. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be done by Members at ensuing Annual General Meeting.

The Company has obtained a written confirmation under section 139 of the Companies Act, 2013 from M/s. PP Shah & Co, Chartered Accountants, Ahmedabad that their appointment, if made, would be in conformity with the limits specified under the Act.

It is proposed to confirm the appointment M/s. PP Shah & Co, Chartered Accountants, Ahmedabad to audit the accounts of the Company for the financial year 2017-2018.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

B. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Sachin Thakkar & Associates, Practicing Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company for the financial year 2016-17. The Secretarial Audit Report is annexed herewith as Annexure 4.

There is no qualification, reservation or adverse remark in the report.

C. INTERNAL AUDITOR

Pursuant to section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014 the company has appointed M/s N. P. Patwa and Co., Chartered accountants, as internal auditor of the company for the financial year 2016-17 to undertake internal financial control and audit of the company.

23) INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK

The Company has an Internal Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations. The Audit Committee formulates the scope, functioning, periodicity and methodology for conducting the internal audit. The committee carry out audit, covering inter alia, monitoring and evaluating the efficiency & adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. Based on the audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The board have expressed that the internal control system in the Company is robust and effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

24) PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your Company has assigned the responsibilities to Audit Committee. During the year, no complaint with allegations of sexual harassment was filed with the Company.

25) PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

26) CORPORATE GOVERNANCE

As required by the existing Regulation 34 (3) of the Listing Regulation, a detailed report on Corporate Governance is given as a part of the Annual Report. The Company is in full compliance with the requirements and disclosures that have to be made in this regard. The Auditors' Certificate of the compliance with Corporate Governance requirements by the Company is attached to the Report on Corporate Governance. Report on Corporate Governance is given elsewhere in this Annual Report.

27) CORPORATE GOVERNANCE CERTIFICATE

The Compliance certificate from the auditors regarding compliance of conditions of Corporate Governance as stipulated Listing Regulation is appended to the report on Corporate Governance.

28) GENERAL SHAREHOLDER INFORMATION

General Shareholder Information is given in Report on Corporate Governance forming part of the Annual Report.

29) DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, Your Directors state that—

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31-03-2017 and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30) ACKNOWLEDGEMENT

Your Directors take this opportunity to express their gratitude for the co-operation and support from its customers, vendors, bankers and business associates and look forward to their continued support.

The Directors are also grateful to the shareholders for the confidence reposed in the Company. Your Directors also wish to place on record their sincere appreciation of the valuable contribution and efforts made by all the employees to achieve in these trying times.

Place :Ahmedabad

Date :12.06.2017

For and on behalf of the Board

**Sd/-
(Vishal M. Gala)
Chairman**

ANNEXURE 1 TO THE DIRECTORS REPORT

CONSERVATION OF ENERGY / ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY

Care is taken for economic consumption of energy at workshop of the company. Company has consumed electricity and the cost of power fuel is reasonable. The company has successfully worked out effective and efficient design of the lighting and energy devices in the office and site working areas.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

a. Efforts Made:-

The Company deploys indigenous technology and continues its efforts to increase its yield, production, scale of operations and up gradation of technology.

b. Benefits derived as a result of above efforts:-

Product improved through high efficiency and energy saving has improved an overall working of the Company.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

There was no Foreign Exchange earnings and outgo during the year under review.

ANNEXURE 2 TO THE DIRECTORS REPORT
Form No. MGT-9

EXTRACT OF ANNUAL RETURNAs on the financial year ended on 31/03/2017
 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
 (Management and Administration) Rules, 2014]

I) REGISTRATION AND OTHER DETAILS:

i)	CIN	L22219GJ2010PLC063243
ii)	Registration Date	14/12/2010
iii)	Name of the Company	GALA PRINT CITY LIMITED
iv)	Category/Sub Category of the Company	COMPANY LIMITED BY SHARES/INDIAN NONGOVERNMENT COMPANY
v)	Address of the Registered office and Contact Details	B-1 Laxmi Co-op. Estate, Old Navneet Press Compound, Ajod Dairy Road, Sukhramnagar, Ahmedabad -360021 Gujarat Tele No.-079-22772921 Email Id- galaprintcity@gmail.com
vi)	Whether Listed Company: Yes/No	YES BSE SME Segment
vii)	Name, Address and Contact Details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited 701, Hallmark Business Plaza, Sant Dyaneshwar Marg, Off Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.

(II) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	%to total turnover of the company
1	Business of offset printing and all types of binding, photo polymer printing, offset plate makers, letter press printing and all allied lines in offset printing and printing of packing materials, advertisement materials, carton printing and all allied lines in printing process.	2109	100

(III) PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
NIL					

(IV) SHAREHOLDING PATTERN.

(Equity Share Capital Breakup as Percentage of total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of shares at the beginning of the year				No. of Shares at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	22,75,300	0	22,75,300	47.84	23,05,300	0	23,05,300	15.62	(32.22)
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s).	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	0	0	0	0	0	0	0	0
e) Banks/FI	0	0	0	0	0	0	0	0	0

f) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1):-	22,75,300	0	22,75,300	47.84	23,05,300	0	23,05,300	15.62	(32.22)
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2):-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1) + (A)(2)	22,75,300	0	22,75,300	47.84	23,05,300	0	23,05,300	15.62	(32.22)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s).	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Others:	0	0	0	0	0	0	0	0	0
Sub Total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,48,057	0	1,48,057	3.11	1,02,000	0	1,02,000	0.69	(2.42)

ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual Shareholders holding nominal share Capital upto Rs. 1.00 Lacs	3,80,043	15,000	3,95,043	8.31	3,87,200	15,000	4,02,200	2.73	(5.58)
ii) Individual Shareholders holding nominal share Capital in excess of Rs. 1.00 Lacs	14,38,100	5,00,000	19,38,100	40.75	14,47,000	5,00,000	19,47,000	13.19	(27.56)
c) Others (Specify)	0	0			0	1,00,00,000 (This shares has been added due to the effect of merger of GPCL and GPL pursuant to the order of NCLT dated 19.05.2017)	0	67.77	0
Sub Total (B)(2):-	19,66,200	5,15,000	23,33,143	52.17	19,36,200	1,05,15,000	24,51,200	84.38	(0.63)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	19,66,200	5,15,000	23,33,143	52.17	19,36,200	1,05,15,000	24,51,200	84.38	(0.63)
C. Shares Held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	42,41,500	5,15,000	47,56,500	100	42,41,500	1,05,15,000	1,47,56,500	100	0

ii) Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			No. of Shares at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	
1	Vishal Gala	15,05,263	31.65	0	81,56,788	55.28	0	23.63
2	Avani N. Shah	100	0.002	0	160100	1.08	0	1.078
3	Pinal D. Trivedi	100	0.002	0	50100	0.34	0	0.338
4	Neha V. Gala	7,69,737	16.18	0	1842737	12.49	0	3.69
5	Parul A. Chheda	100	0.002	0	200	0.001	0	0.001

(iii) Change in Promoters' Shareholding

There is change in number of shares held by the promoters due to the effect of merger of GPCL and GPL dated 19.05.2017

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Note: Details of Top Ten Shareholders is as per GPCL only.

Sr.No.	Name of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	KHEEMJI JAIN				
	At the Beginning of the year	2,58,000	5.42	2,58,000	5.42
	Changes during the year	6,000	0.13	6,000	0.13
	At the End of the year	2,52,000	5.29	2,52,000	5.29
2	Shah Akash Shrenik				
	At the Beginning of the year	216100	4.54	216100	4.54
	Changes during the year	9100	0.19	9100	0.19

	At the End of the year	207000	4.35	207000	4.35
3	Hardik D Patwa				
	At the Beginning of the year	1,44,000	3.0274	1,44,000	3.0274
	Changes during the year	63,000	1.3245	63,000	1.3245
	At the End of the year	81,000	1.7029	81,000	1.7029
4	Ambuja Credit & Lease Finance Ltd				
	At the Beginning of the year	78,000	1.6399	78,000	1.6399
	Changes during the year	6,000	0.1261	6,000	0.1261
	At the End of the year	72,000	1.5138	72,000	1.5138
5	VASANT KHETSHI NAGDA HUF.				
	At the Beginning of the year	50,000	1.05	50,000	1.05
	Changes during the year	0	0	0	0
	At the End of the year	50,000	1.05	50,000	1.05
6	JitendraNavinchandraNagda				
	At the Beginning of the year	50,000	1.05	50,000	1.05
	Changes during the year	0			
	At the End of the year	50,000	1.05	50,000	1.05
7	JayeshVasantNagda				
	At the Beginning of the year	50,000	1.05	50,000	1.05
	Changes during the year	0			
	At the End of the year	50,000	1.05	50,000	1.05
8	JayabenJayantilalNagda				
	At the Beginning of the year	50,000	1.05	50,000	1.05
	Changes during the year	0			
	At the End of the year	50,000	1.05	50,000	1.05
9	MayankVasantNagda				
	At the Beginning of the year	50,000	1.05	50,000	1.05
	Changes during the year	0			
	At the End of the year	50,000	1.05	50,000	1.05
10	Vipul Shantilal Nagda				
	At the Beginning of the year	50,000	1.05	50,000	1.05
	Changes during the year	0			
	At the End of the year	50,000	1.05	50,000	1.05

(V) (A) Shareholding of Directors and Key Managerial Personnel of GALA PRINT CITY LIMITED:

Sr.No.	Name of Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vishal Mulchandbhai Gala				
	At the beginning of the year	15,05,263	31.65	15,05,263	31.65
	Change during the year	NIL		NIL	0
	At the End of the year	15,05,263	31.65	15,05,263	31.65
2	Maulikkumar Rajulkumar Shah				
	At the beginning of the year	--	--	--	--
	Change during the year	--	--	--	--
	At the End of the year	--	--	--	--
3.	Rajan Navnitbhai Mehta				
	At the Beginning of the year	--	--	--	--
	Change during the year	--	--	--	--
	At the End of the year	--	--	--	--
4	Alpa Jignesh Pandya				
	At the Beginning of the year	--	--	--	--
	Change during the year Purchase	6000	0.12	6000	0.12
	At the End of the year	6000	0.12	6000	0.12
5	Anuj Mayurkumar Shah				
	At the beginning of the year	--	--	--	--
	Change during the year	--	--	--	--
	At the End of the year	--	--	--	--
6	Chandrakant Liladhar Shah				
	At the beginning of the year	--	--	--	--
	Change during the year	--	--	--	--
	At the End of the year	--	--	--	--

(V) (A) Shareholding of Directors and Key Managerial Personnel of GALA PRODUCTS LIMITED:

Sr.No.	Name of Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vishal Mulchandbhai Gala				
	At the beginning of the year	39,98,219	39.98	39,98,219	39.98
	Change during the year	26,53,306		26,53,306	26.53
	At the End of the year	66,51,525	66.52	66,51,525	66.51
2	Akash Shrenikkumar Shah				
	At the beginning of the year	100	0.1	100	0.1
	Change during the year	0	0	0	0
	At the End of the year	100	0.1	100	0.1
3.	Mihir Maheshbhai Shah				
	At the Beginning of the year	100	0.1	100	0.1
	Change during the year	0	0	0	0
	At the End of the year	100	0.1	100	0.1
4	Harshadray Mahashankar Trivedi				
	At the Beginning of the year	--	--	--	--
	Change during the year Purchase	--	--	--	--
	At the End of the year	--	--	--	--

V. INDEBTEDNESS : Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,62,24,145	0	32,89,407	1,95,13,552
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	1,62,24,145	0	32,89,407	1,95,13,552
Change in Indebtedness during the financial year				
• Addition	5,75,55,094	31,13,550	3,96,10,177	10,02,78,821
• Reduction	0	0	0	0
Net Change	5,75,55,094	31,13,550	3,96,10,177	10,02,78,821
Indebtedness at the end of the financial year				
i) Principal Amount	7,37,79,239	31,13,550	4,28,99,584	11,97,92,373
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	7,37,79,239	31,13,550	4,28,99,584	11,97,92,373

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL(Gala Print City Limited)
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total
		Vishal M. Gala	
1.	Gross Salary		
	(a) Salary as per Provisions contained	6,60,000	6,60,000

	in Section 17(1) of the Income Tax Act, 1961		
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	-Others, Specify	-	-
5.	Others, Please Specify	-	-
	Total (A)	6,60,000	6,60,000

B. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (Gala Products Limited)

Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total
		Vishal M. Gala	
1.	Gross Salary		
	(a) Salary as per Provisions contained in Section 17(1) of the Income Tax Act, 1961	6,00,000	6,00,000
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	-Others, Specify	-	-

5.	Others, Please Specify	-	-
	Total (A)	6,00,000	6,00,000

C. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors		
	Fee for attending board committee meetings	1. Maulik R. Vyas 2. Rajan Shah 3. Alpa Pandya	14,000 13,000 10,000
			37,000
	• Others, please specify • Salary to Remuneration • Commission		-
	Total (1)		37,000
2.	Other Non-Executive Directors		
	Fee for attending board committee meetings	Nil	-
	Commission		-
	Salary to Remuneration		-
	Total(2)		-
	Total (B)= (1)+(2)		-
	Total Managerial Remuneration		-
	Overall Ceiling as per the Act		-

C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel	
		Company Secretary	Total
1.	Gross salary		

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,24,318	2,24,318
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- As % of Profit		
	- Others, Specify		
5.	Others, Please Specify	-	-
	Total	2,24,318	2,24,318

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for the year ending March 31, 2015

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees Imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (Give Details)
A. COMPANY					
Penalty			N.A.		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			N.A.		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			N.A.		
Punishment					
Compounding					

ANNEXURE 3 TO THE DIRECTORS REPORT
DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and designation	Remuneration to the Director/KMP for the F.Y. 2016-17	Percentage increase/ decrease in remuneration in F.Y. 2016-17	Ration of remuneration of each director to the median remuneration of employees
1	Vishal Mulchandbhai Gala Managing Director	Rs. 12,60,000/-	90.91(Increase in remuneration is due to merger effect.)	7.50
2	MaulikkumarRajulkumarVyas Independent Non-Executive Director	-	-	-
3	Rajan Navnitbhai Mehta Independent Non-Executive Director	-	-	-
4	ChandrakantLiladhar Shah Director and CFO	-	-	-
5	Alpa Jignesh Pandya Independent Non-Executive Director	-	-	-
6	Anuj Mayurkumar Shah Executive Director	Rs. 1,80,000/-	-	1.07
7	Khyati Shah Company Secretary	Rs. 2,24,318/-	-	1.34

ii) The median remuneration of employees of the Company during the financial year was **Rs. 1.68 lacs**.

iii) In the financial year, there was an increase of Rs. 78,000 in the median remuneration of employees;

iv) There were 11 permanent employees on the rolls of Company as on March 31, 2017;

v) Relationship between average increase in remuneration and company performance: -

The Profit before Tax for the financial year ended March 31, 2017 increased by Rs 65,88,786/- whereas the increase in median remuneration was Rs. 78,000 The average increase in median remuneration was in line with the performance of the Company.

vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

The total remuneration of Key Managerial Personnel was Rs.14.40 lacs in 2016-17 while it was Rs. 10.81 lacs in 2015-16 whereas the Profit before Tax increased by 340.12% due to the effect of merger of GPCL and GPL .

vii) a) Variations in the market capitalisation of the Company :

The market capitalisation as on March 31, 2017 was Rs. 47.54 Cr (Rs.11.96 Cr as on March 31, 2016)

b) Price Earnings ratio of the Company was 243.78 as at March 31, 2017 and was 83.39 as at March 31, 2016

c) The Market Price of the shares as on 31/03/2017 was Rs.99.95 per share.

viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was -2.98% whereas during the current year it was 210.64%;

ix) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – **Not Applicable**; and

xi) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.



GALA PRINT CITY LIMITED

ANNEXURE 4 TO THE DIRECTORS REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies

(Appointment and Remuneration Personnel) Rules,2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

To,

The Members,

GALA PRINT CITY LIMITED

CIN: L22219GJ2010PLC063243

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S. GALA PRINT CITY LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/S. GALA PRINT CITY LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company ,its officers ,agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/S. GALA PRINT CITY LIMITED for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent

of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with the client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board meetings and general meetings.
- ii. The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management has identified and confirmed the following laws as specifically applicable to the company:

1. Environmental Protection Act, 1986.
2. Factories Act, 1948.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, wherever applicable.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except two board meetings in which the shorter notice was given however company has complied with the provision of shorter notice as provided in Companies Act, 2013, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period the members of the company have approved the **Scheme of Amalgamation of M/s. Gala Products Limited (CIN: U36991GJ2003PLC041873) with M/s. Gala Print City Limited**. The company has filed petition for the said purpose to Hon'ble High Court of Gujarat on 9th December, 2016 and later on the said scheme has been transferred to Hon'ble National Company Law Tribunal, Ahmedabad bench on 10th February, 2017.

After completion of the financial year, said scheme has been approved by Hon'ble National Company Law Tribunal on 17th May, 2017.

**FOR SACHIN THAKKAR & ASSOCIATES
PRACTICING COMPANY SECRETARY**

**Sd/-
SACHIN THAKKAR
ACS:42479 CP:15881
DATE: 19/06/2017**

Note:- This report is to be read with my letter of even date which is annexed as Annexure "A" and forms an integral part of this report.



GALA PRINT CITY LIMITED

ANNEXURE - A OF SECRETARIAL AUDIT REPORT

To,

The Members,

GALA PRINT CITY LIMITED

CIN: L22219GJ2010PLC063243

My report of regarding secretarial audit is to be read along with this letter.

Management's responsibility:

It is the responsibility of the management of the company to maintain secretarial records, devise proper systems, to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's responsibility:

My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.

I believe that audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis of my opinion.

Wherever required, I have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.

Disclaimer:

The secretarial audit report is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Date: 19/06/2017
Place: Ahmedabad

For, Sachin Thakkar & Associates
Company Secretaries
(C.P. No. 15881)

Sd/-
Sachin Thakkar
(ACS No. 42479)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRIAL STRUCTURE AND DEVELOPMENT

The Company's core area of business is offset printing and supply of various stationery items. Indian printing industry has undergone many revolutionary changes in the years post liberalisation of economy. Privatisation was emerged with the aim of integrating the Indian economy with the world economy. This drastic change in the country's economy opened the doors for the Indian Printing Industry to modernize, by investing in the latest of technology and machines. Printers today are equipped at par with the best print production facilities in the world. India is becoming one of the major print producer & manufacturer of printed paper products for the world market. The printing industry quality standards have improved dramatically with immense production capacities.

OVERVIEW

The financial statements have been prepared in compliance with the requirement of the Companies Act, 2013 and Generally Accepted Accounting Principles (GAAP) in the India. The management of the company accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the company's state of affairs and profit for the year.

OPERATIONAL PERFORMANCE

The Indian printing industry had been witnessing a healthy growth in the past 5 years. India is one of the few markets in the world which offers high prospects for growth and earning potential in printing industry. Competition in the domestic as well as international market has intensified and forced the players to adopt aggressive marketing strategy and promotional campaigns to capture and protect their market shares, The Company has the plans to penetrate better in to market, especially through the customer retention and business development in the regions which have not been tapped.

The Company's broad product range and frequent visits by its marketing people to the outlets and ensure that the Company's products receive maximum response and are adequately promoted.

SEGMENT WISE AND PRODUCT WISE PERFORMANCE

The Company operates within a solitary business segment i.e. printing of stationery items. Hence, Segment / Product wise report is not given separately.

RISK AND CONCERN

As a result of the fragmented nature of the printing sector in the developed countries globally, the industry has been affected `big-time` by surplus capacity. This excess capacity has increased over the last few years, despite continued retrenchment of employment, closures and failures among small, medium and large sized companies the investments in the `new print manufacturers` (mainly digital) are exceptional high, due to low `overheads` and a higher return in a global trading environment. Again, this has led printers to strive for efficiency through cutting costs, resulting in redundancies and cuts in other business activities. But, utilisation of both expensive equipment and people are the major criteria.

At industries, risk management encompasses an organized and coherent process of identifying, assessing and managing the existing and potential risks in a planned manner. The management strives hard to balance business risks and opportunities and analyse potentially negative or positive outcomes. The risk management function is integral to the company and its objectives includes ensuring that critical risk are identified continuously, monitored and managed effectively in order to protect the company's business.

The company is operating in highly competitive market. The management has already taken initiatives in advance for mitigating the above mentioned risk and concerns/challenges. The company has taken major initiatives like hedging of exposure in foreign currencies, strong marketing efforts focus on cost reduction through inventory management techniques, introduction of new products and manufacturing process without compromising quality of products and retain talented employees etc.

INITIATIVES BY THE COMPANY

The Company has taken the following initiatives:

- Expanding scope of business by amalgamating with another company.
- Concentration on further reduction of costs by undertaking specific exercise in different fields.
- Emphases in improving quality of Production.
- Stress on untouched markets which are growing on a regular basis.

The Company is quite confident that the overall productivity, profitability would improve in a sustainable manner, as a result of this strategy.

OUTLOOK

The future in printing is about offering `solutions` to customers by operating a Document/Print/Solutions Management/Workflow Solutions Programme and methodically looking at how you manage your business with the `right` people. The company is planning to take on board a Non-Executive Director of many years experience and skills, training programmes, business models, skilled and experienced people of any age, because that is what most of the world are investing into, by making their organisations successful by investing into people, business models, technology and managing the management of change. Also, keeping a close eye on the speed of change, that will affect business. Building very close working relationships with the customers by supplying their needs, knowing your customers strategy, looking at innovation and at all times looking at the rapidly changing world to stay in business successfully. Fresh thinking requires a vision to see beyond the conventional. The Company is confident to meet the challenges with its strength in marketing network, its strategic planning, Research & Development productivity improvement and cost reduction exercise.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Management believes that a strong internal control framework is an essential pre-requisite of growing company's business. To that end, it has effective and efficient internal control system to conduct audit of various divisions. Your Company places significant emphasis and efforts on the systems of Internal Control. The company had from time to time appointed team of highly experienced professionals to implement and upgrade existing internal control system.

HUMAN RESOURCE

The Company has continued to give special attention to Human Resources/Industrial relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock out etc.

Our work force consists of:

- (i) Our Permanent employees
- (ii) Labour Contractors and
- (iii) Consultants which are engaged by us on professional basis.

CAUTIONARY STATEMENT

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-17
1) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Company places great emphasis to the adoption and adherence to good Corporate Governance practice. It firmly believes that good corporate governance practice shall ensure in achieving long term corporate goals. Company adheres to good practices in Corporate Governance in its true spirit and benchmarks it with high standards. Company has guiding principles laid out through its Code of business conduct, duly adopted by directors and senior management personnel which have been posted on website of Company (www.galaprintcity.com).

2) BOARD OF DIRECTORS
(a) Composition of Board of Directors:

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors pursuant to Listing Regulation. The Board of Directors comprises of five directors as on 31st March, 2017. No director is related to each other.

All the Independent Directors have confirmed that they meet criteria as mentioned under Listing regulation and Sec. 149 of the Companies Act, 2013.

The composition of Board of Directors is as follows:

Sr. No.	Name of Director	Category
1	Maulikkumar Rajulkumar Shah	Non-Executive Independent Director
2	Rajan Navnitbhai Mehta	Non-Executive Independent Director
3	Alpa JigneshPandya	Executive Director
4	Vishal Mulchandbhai Gala	Chairman and Chief Executive Officer
5	Anuj Mayurkumar Shah	Executive Director

(b) Number of Directors Meeting and Attendance of Directors:

During the financial year 2016-17 board met 8 times on 08th April 2016, 27th May. 2016, 20th July 2016, 31st August,2016, 23rd September, 2016, 20th October, 2016 ,14th November,2016, and 15rd February,2017

The composition of Directors and the attendance at the Board Meeting during the year 2016-2017 and last Annual General Meeting are as under:

Sr No	Name of Director	No. of other Directorship	Membership of Committee in other company		No. of Board Meetings Attended	Attendance at last AGM	Shareholding as on 31.03.2017
			Chair man	Director			
1	Maulikkumar Rajulkumar Shah	-	-	-	8	Yes	-
2	Rajan Navnitbhai Mehta	-	-	-	8	Yes	-
3	Alpa JigneshPandya	-	-	-	8	Yes	6000

4	Chandrakant Liladhar Shah (Resigned from the post of director with effect from 01.04.2016)	-	-	-	-	Yes	-
5	Vishal Mulchandbhai Gala	2	-	-	8	Yes	15,05,263
6	Anuj Mayurkumar Shah	-	-	-	8	No	-

(c) During the year one meeting of Independent directors was held on 20th March, 2017. The details of Director Familiarisation Programme held is published on the website of the company www.galaprintcity.com

3) BOARD COMMITTEE

As per requirement of Companies Act, 2013 read with Rules and Listing Regulation, various board committees have been formed for better governance and accountability viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee.

The term of reference of each committee is determined by the Board as per the requirement of law and their relevance is reviewed from time to time.

A. AUDIT COMMITTEE

As a measure of good corporate governance and to provide assistance to the Board of Directors in fulfilling the Board's responsibilities, an Audit Committee had been constituted by the Board. The terms of reference of this committee covers matters specified under regulation 18 of Listing Regulation and Section 177 of the Companies Act, 2013 and other matters referred by the Board from time to time. Committee lays emphasis on adequate disclosures and compliance with all relevant statutes.

Main areas are deliberated as under:

- (1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity.
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval
- (5) Scrutiny of inter-corporate loans and investments.
- (6) Prevention, Prohibition & Redressal of Sexual Harassments at Work Place

The Constitution of the committee and the attendance of each member of the committee are given below:

The Committee comprises of three Directors and all the three Directors are Independent Directors. All members of the Audit Committee are financially literate. During the financial year Four Meetings of Audit Committee were held on following dates:

Sr. No.	Date of Meeting
1	30 th April, 2016
2	27 th May, 2016
3	22 nd August, 2016
4	14 th November, 2016
5	01 st February, 2017

Composition of committee as on 31 March, 2017 and member's attendance at the meetings during the year are as under

Name	Designation	Category	No. of Meetings Attended
Maulikkumar Rajulkumar Shah	Non-Executive Independent Director	Chairman	4
Rajan Navnitbhai Mehta	Non-Executive Independent Director	Member	4
Vishal Mulchandbhai Gala	Chairman and Chief Executive Officer	Member	4

B. NOMINATION AND REMUNERATION COMMITTEE

Terms of reference of the committee comprise various matters provided under Regulation 19 of the Listing Regulation and section 178 of the Companies Act, 2013, and other matters referred by the Board from time to time. The Committee comprises of three Independent Directors. In the financial year 2016-17, two meetings of the Committee were held on

Sr. No.	Date of Meeting
1	30 th April, 2016
2	29 th December, 2016

The composition, names of members, chairperson, and particulars of the meetings and attendance of the members during the year are as follows:

Name	Designation	Category	No. of Meetings Attended
Maulikkumar Rajulkumar Shah	Non-Executive Independent Director	Chairman	2
Rajan Navnitbhai Mehta	Non-Executive Independent Director	Member	2
Alpa Jignesh Pandya	Non-Executive Independent Director	Member	2

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and regulation 17 of the Listing Regulation, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committee, Shareholder and Investor Grievance Committee and Independent Directors.

Various aspects of the Board's functioning were evaluated such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The Performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

The criteria for evaluation of the Independent Directors were on the following parameters:

Personal Traits/ General Criteria:

- Highest personal and professional ethics, integrity and values ;
- Inquisitive and objective perspective, practical wisdom and mature judgment;
- Demonstrated intelligence, maturity, wisdom and independent Judgment
- Self-confidence to contribute to board deliberations, and stature such that other board members will respect his or her view;
- The willingness and commitment to devote the extensive time necessary to fulfil his/her duties;
- The ability to communicate effectively and collaborate with other board members to contribute effectively to the diversity of perspectives that enhances Board and Committee deliberations, including a willingness to listen and respect the views of others; and
- The skills, knowledge and expertise relevant to the Company's business, with extensive experience at a senior leadership level in a comparable company or organization, including, but not limited to relevant experience in manufacturing, international operations, public service, finance, accounting, strategic planning, supply chain, technology and marketing.

➤ **Specific Criteria :**

- Participation and contribution by a Director;
- Commitment , including guidance provided to the Senior Management outside of Board/ Committee Meetings;
- Effective deployment of knowledge and expertise;
- Effective management of relationship with various stakeholders;
- Independence of behaviour and judgment.
- Maintenance of confidentiality of critical issues.

Further the Committee/Board shall be authorised to modify the criteria as it may deem fit and necessary.

REMUNARATION OF DIRECTOR

*** Criteria of Making Payment to Non-Executive Directors:**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:

- A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- A Non-Executive Director will also be entitled to receive commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the N&R Committee;
- In determining the quantum of commission payable to the Directors, the N&R Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director. The total commission payable to the Directors shall not exceed 1% of the net profit of the Company;

*** Remuneration Paid to Directors**

Details of remuneration paid to the Directors are given in Form MGT – 9- Extract of Annual Return.

C. STAKEHOLDERS GRIEVANCE COMMITTEE

Stakeholders' Relationship Committee performs various functions provided under the Listing Regulation and section 178 of the Companies Act, 2013. The Committee comprises of three directors and is headed by Non-Executive Director. The composition of committee is as follows:

Name	Designation	Category
Maulikkumar Rajulkumar Shah	Non-Executive Independent Director	Chairman
Rajan Navnitbhai Mehta	Non-Executive Independent Director	Member
Anuj M. Shah	Additional Director	Member

* **Details of Complaints received and redress during the period under review:**

No. of Investors Complaints pending at the beginning of the financial year	NIL
No. of Investors Complaints received during the period	NIL
No. of Investors Complaints disposed off during the period	NIL
No. of Investor Complaints those remaining unsolved at the end of the financial year	NIL

D. INDEPENDENT DIRECTORS' MEETING

During the year under review, one meeting of independent Directors was held on 20th March, 2017 in compliance with the requirements of schedule IV of the Companies Act, 2013. Following items were considered at the said meeting:

- Presentation on familiarizing the Independent Directors with operations of the Company;
- Performance review of Non-independent directors, Board as a whole and Chairman of the Company;
- Assessed the quality, quantity and timeliness of flow of information between Company management and the Board.

E. INDEPENDENT DIRECTORS' FAMILIARISATION PROGRAMME

As per requirements under the Listing Regulation, the Company undertook familiarization Programme for Independent Directors in order to familiarize them with business model, management structure, product portfolio, Industry overview, manufacturing operations, internal control system and processes, risk management framework, functioning of various divisions, HR Management etc.

The details of the same is disclosed on the website of the company www.galaprintcity.com

4) GENERAL BODY MEETING

- The details of Annual General Meetings held during the last three years and special resolutions passed thereat are as follows:

Financial Year	Day, Date and Time	Venue	Special Resolution Passed
2013-14	Tuesday, September 30, 2014 11:00 AM	B-1, Laxmi Com. Co.Op. Estate,B/h Old Navneet Press,Sukhramngar,Ahmedabad-380021	Nil
2014-15	Wednesday, September 30, 2015 11:00 AM	B-1, Laxmi Com. Co.Op. Estate,B/h Old Navneet Press,Sukhramngar,Ahmedabad-380021	Nil
2015-16	Thursday, September 30, 2016 11:00 AM	B-1, Laxmi Com. Co.Op. Estate,B/h Old Navneet Press,Sukhramngar,Ahmedabad-380021	Revision of Remuneration of Vishal Gala , Managing Director

ii) POSTAL BALLOT

During the year, the Company had sought approval from the shareholders through Postal Ballot for Scheme of Amalgamation. The Company had not provided e-voting facility at the time of Annual General Meeting for the year ended 31st March, 2016. The Company had appointed Mr. Sachin Thakkar__Sachin Thakkar & Associate, Practising Company Secretary to act as Scrutinizer for AGM.

5. MEANS OF COMMUNICATION

- * The Company's corporate website, www.galaprintcity.com provides comprehensive information to the Shareholders.
- * The Half yearly and Annual Financial results are submitted to the Stock Exchange in accordance with the Listing Agreement and are also made available on the Company's website, www.galaprintcity.com.
- * The Company's Shareholding Pattern is filed on a quarterly/half yearly basis with the Stock Exchanges and also displayed on the Company's website, www.galaprintcity.com

6. GENERAL SHAREHOLDER INFORMATION

a. AGM :

Date and Day: Thursday, 13th July, 2017

Time : 11:00 AM

Venue :B-1, Laxmi Com. Co. Op. Estate, B/h Old Navneet Press,Sukhramngar,Ahmedabad-380021

b. Financial Year: April 01st 2016 to March 31st 2017

c. Date of Book Closure: Thursday, 06th July, 2017 to Thursday, 13th July, 2017(both days inclusive).

d. Dividend payment date: No dividend has been declared

e. Details of Stock Exchange where shares of company are listed:

The Company's equity shares are listed on SME Platform of BSE Limited.

Address: P. J. Towers, Dalal Street, Fort, Mumbai- 400 001

Company has duly paid Annual listing fees for the F.Y. 2017-18.

f. Stock code :539228
Script Id :GPCL
ISIN :INE480S01018

g. Market Price Data:

Month	Month's High	Month's Low
May,2016	33.20	24.75
June,2016	33.70	32.50
July,2016	41.30	35.00
August,2016	44.60	43.80
September,2016	46.45	46.45
October,2016	60.70	47.25
November,2016	80.70	64.90
December,2016	88.50	65.40
January, 2017	89.80	84.30
February,2017	90.50	90.45
March,2017	102.50	93.75

* No record available for the month of April,2016 on Stock Exchange's website.

h. Details of Registrar to an issue and Share Transfer Agent ;

Karvy Computershare Private Limited *
 701, Hallmark Business Plaza,
 Sant Dyaneshwa rMarg,
 Off Bandra Kurla Complex,
 Bandra (East),
 Mumbai - 400 051.
 Ph: 040 67161632
 Email: vichare.subodh@karvy .com

i. Share Transfer System:

Applications for transfer of shares held in physical form are received at the office of the Registrars and Share Transfer Agents of the Company. All valid transfers are processed within due dates from the date of receipt.

j. Shareholding Pattern:

Sr. No.	Category	No. of Shares Held	% of holding
1	Promoters and Promoter Group	23,05,300	48.47
2	Bodies Corporate	1,02,000	2.14
3	Public Shareholders	2136200	44.91
4	Clearing Members	3,000	0.06
5	HUF	210000	4.42
	Total	47,56,500	100.00

k. Distribution of Shareholding as on 31st March, 2017:

Range of No. of Shares	No. of Shareholders	%	No of Shares	%
Upto 1 - 5000	4	3.20	4000.00	0.01
20001 - 30000	15	12.00	450000.00	0.95
40001 - 50000	3	2.40	150000.00	0.32
50001 - 100000	57	45.60	3480000.00	7.32
100001 & ABOVE	46	36.80	43481000.00	91.41
Total	110	100.00	47,56,500	100.00

l. Dematerialisation of Shares and Liquidity

The Securities and Exchange Board of India (SEBI), through a notification have made it compulsory that delivery in the Company's shares against Stock Exchange trades became compulsory in Demat format. As on 31 March, 2017, 42, 41,500 equity shares (89.17% of the total number of shares) have been dematerialized.

m. Outstanding GDRs / ADRs / Warrants or Conversion instruments, Conversion date and like impact on equity- Not applicable

n. Plant Location:

B-1,Laxmi Com. Co. Op. Estate,B/H old Navneet press, Sukhramnagar, Ahmedabad- 380021

o. Address for correspondence:

B-1,Laxmi Com. Co. Op. Estate,B/H old Navneet press, Sukhramnagar, Ahmedabad- 380021

7. OTHER DISCLOSURES:

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

There are no such materially significant related party transactions that may have potential conflict with the interests of listed entity at large.

b) Details of non-compliance by the listed entity, penalties, and strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

Company has never been penalised for non-compliance by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets.

c) Details of establishment of vigil mechanism whistle blower policy, and affirmation that no personnel have been denied access to the audit committee:

The company has constituted a Whistle Blower Policy/ Vigil Mechanism to establish a vigil mechanism for the directors and employees to report genuine and to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

The Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

The Whistle Blower policy adopted by the company is published on the website of the company www.galaprintcity.com

d) Details of compliance with mandatory requirements:

The company has duly complied all mandatory requirements under Company Act,2013 and SEBI (LODR) Regulation, 2013. Various policies are framed by company to smoothen the corporate management and comply with legal obligation.

e) Web link for various policies and compliance disclosure:

The following details are disclosed on the official website of the company i.e. www.galaprintcity.com

Details of business

Terms and conditions of appointment of independent directors

Composition of various committees of board of directors

Code of conduct of board of directors and senior management personnel

Details of establishment of vigil mechanism/ Whistle Blower policy

Policy on dealing with related party transactions

Policy for determining 'material' subsidiaries

Details of familiarization programmes imparted to independent directors

Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances

email address for grievance redressal and other relevant details

Financial results

Shareholding pattern



GALA PRINT CITY LIMITED

**Annual Declaration by CEO / Managing Director Pursuant to Part D of Schedule V
(Regulation 34) Of the Listing Regulation**

I, Vishal M. Gala , Chairman and Managing Director of M/s Gala Print City Limited hereby declare that all the members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Part D Schedule V(Regulation 34)of the Listing Regulation entered into with the Stock Exchanges for the financial year ended March 31, 2017.

**Place: Ahmedabad
Date: 12/06/2017**

FOR GALA PRINT CITY LIMITED

**Sd/-
Vishal Gala
(Managing Director)
(DIN: 00692090)**



GALA PRINT CITY LIMITED

Compliance Certificate on Corporate Governance

To,
The Members of
Gala Print City Limited,

We have reviewed the compliance of the conditions of Corporate Governance by M/s **Gala Print City Limited** for the year ended March 31, 2017, as stipulated in Regulation 27 (1) & (2) of the Listing Regulation of the said Company with the Stock Exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our review was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 20/06/2017
Place: Ahmedabad

For Sachin Thakkar & Associates
Company Secretaries (C.P.No. 15881)

Sd/-
Sachin Thakkar
(ACS No. 42479)

Certification by Managing Director and Chief Financial Officer on Financial Statements of the Company

We have reviewed financial statements and the cash flow statement for the year 2016-17 and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

(1) Significant changes in internal control over financial reporting during the year;

(2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Ahmedabad
Date: 12/06/2017

FOR GALA PRINT CITY LIMITED

Sd/-
Vishal M. Gala
(Managing Director)
(DIN: 00692090)

Sd/-
Chandrakant L. Shah
(Chief Financial Officer)

Independent Auditor's Report

To the Members of
Gala Print City Limited
Ahmedabad

We have audited the accompanying financial statements of "**Gala Print City Limited**" which comprise the Balance Sheet as at Mar 31, 2017, and the Statement of Profit and Loss for the period ended on that date, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards as per Section 129 of Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;

b) in the case of the Profit and Loss Account, of the profit/ loss for the period ended on that date;

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 of the Companies Act, 2013 we report that:

a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books

c) the Balance Sheet and Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account.



GALA PRINT CITY LIMITED

d) in our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards referred to section 129 of the Companies Act, 2013;

e) on the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164 of the Companies Act, 2013.

PLACE: AHMEDABAD
DATE: 12/06/2017

For, P P SHAH & CO.
CHARTERED ACCOUNTANTS

Sd/-
(PRANAV SHAH)
PARTNER
M.No. 130500
FRN: 131378W

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of Gala Print City Limited on the accounts of the company for the year ended 31st March, 2017.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, majority of the assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) As explained to us, title deeds of immovable properties are held in the name of the company.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us the company is maintaining proper records of inventory and there were no discrepancies between the physical stocks and the book records.
3. (a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in register maintained under section 189 of the Companies Act, 2013.
- (b) The Terms and conditions at which the said loan has been granted are not prejudicial in the interest of the company.
- (c) In respect of loans granted the amount of Principal is regular.
- (d) There is no overdue amount of loans granted to Companies listed in the register maintained under section 189 of the Companies act, 2013
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013 or any other provisions of the Companies Act and the rules framed there under.
6. In our opinion and according to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under section 148 of the Companies Act, 2013.
7. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2017 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.

8. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution or bank.

9. Based on audit procedures and according to the information and explanations given to us, the company has not raised any fund during the year under review. However, due to merger of this company with Gala Products Limited, the share capital has been merged with the capital of this company.

10. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor we have been informed of such case by the management.

11. Based on our audit procedures and on the information given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.

12. The company is not Nidhi Company. Therefore this clause is not applicable.

13. Based on our audit procedures and on the information given by the management, we report all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the accounting standards and Companies Act, 2013.

14. Based on our audit procedures and on the information given by the management, we report the company has made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review. However, during the financial year under review, Gala Products Limited has been merged with Gala Print City Limited w.e.f. 1st April, 2016 and consequently share capital of GPL has been merged in GPCL and therefore the paid up capital has been increased from Rs. 4,75,65,000/- to Rs. 14,75,65,000/-

15. Based on our audit procedures and on the information given by the management, we report the company has not entered into any non-cash transactions with directors or persons connected with him.

16. Based on the information given by the management, we report the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

PLACE: AHMEDABAD

DATE: 12/06/2017

For, P P SHAH & CO.

CHARTERED ACCOUNTANTS

Sd/-

(PRANAV SHAH)

PARTNER

M.No. 130500

FRN: 131378W

GALA PRINT CITY LTD B-1, LAXMI COM. CO.OP. ESTATE, B/H OLD NAVNEET PRESS, SUKHRAMNAGAR AHMEDABAD-380021		
CIN No:- L22219GJ2010PLC063243 E MAIL ID:- galaprintcity@gmail.com		
Statement of Assets and Liabilities		
Particular	(Rs. in Lacs) As at year ended 31.03.2017	(Rs. in Lacs) As at year ended 31.03.2016
	Audited	Audited
I. EQUITY AND LIABILITIES		
(1) Shareholder's funds		
(a) Share capital	1,475.65	475.65
(b) Reservers and surplus	294.18	203.35
(c) Money received against share warrants	-	-
Sub total - Shareholder's Funds	1,769.83	679.00
(2) Share Application money pending allotment		
	-	-
(3) Non-current liabilities		
(a) Long-term borrowings	6.94	32.33
(b) Deferred tax liability (net)	15.07	10.63
(c) Other Long term liabilities	1.68	-
(d) Long-term provisions	-	-
Sub total - Non-current liabilities	23.70	42.96
(4) Current Liabilities		
(a) Short-term borrowings	24.24	6.34
(b) Trade payables	699.18	99.91
(c) Other current liabilities	55.99	20.89
(d) Short-term provisions	66.49	30.32
Sub total - Current Liabilities	845.91	157.47
TOTAL EQUITY AND LIABILITIES	2,639.44	879.42
II. ASSETS		
(1) Non-current assets		
(a) Fixed assets		
(i) Tangible assets	403.08	132.87
(ii) Intangible assets	-	-
(iii) Capital work-in-progress	-	-
(iv) Intangible assets under development	-	-
(b) Non-current investments	2.38	-
(c) Deffered tax assets (net)	-	-
(d) Long-term loans and advances	430.12	8.31

(e) Other non-current assets	-	-
Sub total - Non-current assets	835.59	141.17
(2) Current assets		
(a) Current investments	-	-
(b) Inventories	281.49	81.74
(c) Trade receivables	1,452.44	614.38
(d) Cash and cash equivalents	39.81	1.22
(e) Short-term loans and advances	30.11	40.91
(f) Other current assets	-	-
Sub total - Current assets	1,803.85	738.25
TOTAL ASSETS	2,639.44	879.42

As per our report of even date:

For P P SHAH & CO.
 CHARTERED ACCOUNTANTS
 Firm registration number: 131378W

PRANAV SHAH
 PARTNER
 Membership no.: 130500
 Date: 12/06/2017
 Place: Ahmedabad

For and on behalf of the board of directors of
 GALA PRINTCITY LTD.

Sd/-
 Vishal Gala
 [MD]

Sd/-
 Chandrakant L. Shah
 [CFO]

Sd/-
 Neelam Gurbaxani
 [CS]

Statement of profit and loss for the year ended 31st March 2017

	Notes	31 March,2017	31 March,2016
Continuing operations			
Income			
Revenue from operations (gross)	17	613,990,869	216,733,441
Less: excise duty		-	-
Revenue from operations (net)		613,990,869	216,733,441
Other Income	18	2,059,058	193,368
Total revenue (I)		616,049,927	216,926,809
Expenses			
Cost of raw material and components consumed	19	561,590,397	205,454,789
Purchase of traded goods (Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods	20	7,085,981	-
Employee benefits expense	21	6,457,739	2,047,120
Other expenses	22	19,014,965	4,750,457
Total (II)		594,149,082	212,252,366
Earnings before interest, tax, depreciation and amortization (EBITDA) (I) – (II)		21,900,846	4,674,443
Depreciation and amortization expense		3,059,092	1,155,150
Finance costs	23	10,315,778	1,582,103
Profit before tax		8,525,976	1,937,190
Tax expenses			
Current tax		2,263,755	420,000
Less: MAT Credit		-	-
Deferred tax		407,081	191,161
Total tax expenses		2,670,836	611,161
Profit for the year		5,855,140	1,326,029
Earnings per equity share [nominal value of share `10			
(31 March 2016: `10)]			
Basic			
Computed on the basis of total profit for the year		0.40	0.28
Diluted			
Summary of significant accounting policies	1	0.41	0.30
The accompanying notes are an integral part of the financial statements.			



GALA PRINT CITY LIMITED

As per our report of even date:

For P P SHAH & CO.
CHARTERED ACCOUNTANTS
Firm registration number: 131378W

PRANAV SHAH
PARTNER
Membership no.: 130500
Date: 12/06/2017
Place: Ahmedabad

For and on behalf of the board of directors of
GALA PRINTCITY LTD.

Sd/-
Vishal Gala
[MD]

Sd/-
Chandrakant L. Shah
[CFO]

Sd/-
Neelam Gurbaxani
[CS]

Cash flow statement for the year ended 31st March 2017

	31 march 2017	31 March, 2016
Cash flow from operating activities		
Profit before tax from continuing operations	8,525,976	1,937,190
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation/amortization on continuing operation	3,059,092	1,155,150
Interest expense	10,315,778	1,582,103
Interest income	0	0
Operating profit before working capital changes	21,900,846	4,674,443
Movements in working capital :		
Increase in trade payables	3,509,936	935,338
Increase / (decrease) in short-term provisions	1,790,105	(51,820)
Increase/(decrease) in other current liabilities	3,616,933	(506,338)
Decrease/(increase) in trade receivables	(83,805,658)	(29,575,407)
Decrease/(increase) in inventories	(19,975,942)	(4,512,973)
Decrease / (increase) in loans and advances	(42,181,786)	(167,857)
Decrease / (increase) in short-term loans and advances	1,080,387	(998,307)
Decrease/(increase) in other current assets	0	0
Decrease / (increase) in other non-current assets	0	0
Cash generated from /(used in) operations	(114,065,179)	(30,202,921)
Direct taxes paid (net of refunds)	0	0
Net cash flow from/ (used in) operating activities (A)	(114,065,179)	(30,202,921)
Cash flows from investing activities		
Purchase of fixed assets, including intangible assets, CWIP	-	(74,600)
Interest received	0	0
Net cash flow from/(used in) investing activities (B)	0	(74,600)
Cash flows from financing activities		
Proceeds from long-term borrowings	-	-
Issue of Share Capital	0	30,384,000
Repayment of long-term borrowings	(2,538,517)	(3,036,876)
Proceeds from short-term borrowings	59,926,985	5,767,881
Interest paid	(10,315,778)	(1,582,103)
Net cash flow from/(used in) in financing activities (C)	47,072,690	31,532,902
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(66,992,489)	1,255,381

Cash and cash equivalents at the beginning of the year	121,848	238,175
Cash and cash equivalents at the end of the year	(66,870,641)	1,493,556
Components of cash and cash equivalents		
Cash on hand	2,803,178	215,294
With banks- on current account	1,177,571	(93,446)
Total cash and cash equivalents (note 15)	3,980,749	121,848

Summary of significant accounting policies As per our report of even date: 1

For P P SHAH & CO.
 CHARTERED ACCOUNTANTS
 Firm registration number: 131378W

PRANAV SHAH
 PARTNER
 Membership no.: 130500
 Date: 12/06/2017
 Place: Ahmedabad

For and on behalf of the board of directors of
 GALA PRINTCITY LTD.

Sd/-
 Vishal Gala
 [MD]

Sd/-
 Chandrakant L. Shah
 [CFO]

Sd/-
 Neelam Gurbaxani
 [CS]

NOTE-1**NOTES FORMING PART OF ACCOUNTS****A. Significant accounting Policies****(a) Basis of Accounting:**

The financial statements have been prepared in compliance with the requirements under section 133 of the Companies Act, 2013(to the extent notified), read with Rule 7 of the Companies (Accounts) Rules, 2014, and other generally accepted accounting principles (GAAP) in India, to the extent applicable, on the accrual basis of accounting, under the historical cost convention and to comply in all material respect with the notified accounting standards by the Companies (Accounting Standards) Rules – 2006.

(b) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. The cost of fixed asset comprise of its purchase price and any directly attributable cost of bringing the assets in an operational condition for its intended use. However during the current year the value of the assets whose useful life has been fully utilized in the past years has been adjusted against the opening retained earnings.

(c) Depreciation

Depreciation has been provided at the rates and in the manner prescribed in Schedule XIV of the Companies act, 1956 on WDV Method. Depreciation on addition or on sale/ disposal of assets is calculated on pro-rata basis from the date of such addition or sale/ disposal as the case may be. However during the current year the depreciation method has been changed as per new Companies Act, 2013.

(d) Valuation of Inventories

Stock is valued at cost or net realizable value whichever is lower.

(e) Investment

Long term investments are stated at cost. Provision of diminution in the value of Long term investments is made only if such decline is other than temporary in nature in the opinion of the Management.

(f) Revenue Recognition

All the income & expenses are accounted on accrual basis.

(g) Retirement/ Post retirement Benefits

The company has not made provision for gratuity and leave encashment as prescribed by the Accounting Standard (AS) – 15(Revised) on Employee Benefits.

(h) Taxation

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized subject to the consideration of prudence in respect of deferred tax assets on timing differences, being the difference between the taxable incomes and accounting income that originate in, one period and are capable of reversal in one or more subsequent period.

Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

(i) Provisions, Contingent Assets and Contingent Liabilities

A provision involving substantial degree of estimation are recognized when there is a present obligation as a result of past event and it is probable that there will be on outflow or resources.

B. NOTES FORMING PART OF ACCOUNTS

- (a) The Company has not made any Provision regarding Gratuity liability as prescribed by the accounting standard 15 (Revised) on employee benefits ,as In the opinion of the management none of the employees are eligible for gratuity benefit.
- (b) Previous year figures are regrouped or rearranged whenever considered necessary. During the year Gala Products Limited has been merged with Gala Print City Limited w.e.f.1st April,2016Therefore previous year's figures has been shown as Stand-alone of figures of Gala Print City Limited and current year figures has been shown as merged after giving the effect of Amalgamation.
- (c) Gala Products Limited has been merged with Gala Print City Limited as per NCLT order dated 19th May, 2017 containing appointed date 1st April,2016. Therefore accounting treatment has been given in the books of accounts of GPCL as on date 1st April ,2016 as per clause 11 of NCLT order as per pooling of interest method of Amalgamation.

(c) Related Party Disclosure :

The transactions that has taken place during the year with related parties to be disclosed as required by Accounting Standard -18 " Related party Transaction" issued by the Institute of Chartered Accountants Of India and notified by the Companies Accounting standard Rules - 2006 are as under.

Sr. No	Related Party	Relation	Description Of Transaction	Receipts (Rs.)	Payments (Rs.)
1	Vishal Gala	Director	Remuneration Loan Recd./Paid	-- 37,46,050	12,60,000 37,46,050
2	Avani Shah	Relative of Director	Salary	--	4,75,000 9,45,227
3	Navya paper plaza	Relative of Director	Purchase/Exp	-	5,75,788
4	Paper Plaza	Firm of Relative of Director	Loan given and received	9,218	6,67,180
5	Navya paper plaza		Purchase	10,00,000	10.25.000

(e) The numerators and Denometers used in calculation of Basic and Diluted Earnings per Share are as under

Particulars	For period ended 31 st March, 2017 (Amount Rs.)	For period ended 31 st March, 2016 (Amount Rs.)
Net Profit/loss available To Equity Share Holders	58,55,140	1326029
Weighted Average No. of Equity Shares O/s at the end of the year for basic EPS	1,47.56.500	47,56,500
Basic and Diluted Earnings per Share (Rs.)	0.40	0.28

Weighted Average No. of Equity Shares O/s at the end of the year for Diluted EPS	1,43,98,002	47,56,500
---	-------------	-----------

Diluted Earnings per Share (Rs.)	0.41	0.28
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(g) Particulars of payment made to Auditors:

Particulars	For the period ended on 31.03.2017 Amount (Rs.)	For the year ended on 31.03.2016 Amount (Rs.)
Audit Fees	20,000	20,000

(h) Particulars of payment made to Directors:

Particulars	For the year ended on 31.03.2017 Amount (Rs.)	For the year ended on 31.03.2016 Amount (Rs.)
(1) Vishal Gala. (Salary)	12,60,000	6,60,000
(2) Sanket Seth . (Salary)	-----	2,18,512

(i) The balances shown in the Balance sheet under the head of Creditors, Current Assets are subject to confirmation from respective parties and are subject to adjustment if any, on receipt of confirmation.

GALA PRINT CITY LTD
Notes to financial statements for the year ended 31st March 2017

	31 March 2017	31 March 2016
2 Share capital		
Authorized share capital		
2,65,00,000 (31 March 2016:1,15,00,000) equity shares of `10/- each	265,000,000	50,000,000
Issued, subscribed and fully paid-up share capital	147,565,000	47,565,000
1,47,56,500 (31 March 2016:1,12,54,519)equity shares of `10/- each		
Total issued, subscribed and fully paid-up share capital	147,565,000	47,565,000

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period
Equity shares

	31 March 2017		31 March 2016	
	Number		Number	
At the beginning of the period	4,756,500	47,565,000	3,490,500	34,905,000
Add/Less during the period	1,00,00,000	10,00,00,000	1,266,000	12,660,000
Outstanding at the end of the period	14,756,500	147,565,000	4,756,500	47,565,000

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of `10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

c. Details of shareholders holding more than 5% shares in the company

	31 March 2017		31 March 2016	
	Number	% holding in the class	Number	% holding in the class
Equity shares of `10 each fully paid				
VISHAL GALA	8,156,788	55.28%	1,505,263	31.65%
NEHA GALA	1,842,737	12.49%	769,737	16.18%

3 Reserves and surplus

	31 March 2017	31 March 2016
Security Premium A/c	17,724,000	17,724,000
General reserve		
Balance as per the last financial statements	-	-
Closing Balance	17,724,000	17,724,000
Surplus in the statement of profit and loss		
Balance as per last financial statements	5,838,600	1,284,512
Less : Adjustment relating to Fixed Assets	-	-
	5,838,600	1,284,512
Profit for the year	5,855,140	1,326,029
Net surplus in the statement of profit and loss	11,693,739	2,610,541
Total reserves and surplus	29,417,738	20,334,541

4 Long-term borrowings

	Non-current portion		Current maturities	
	31 March 2017	31 March 2016	31 March 2017	31 March 2016
Term loans				
From Bank	694,201	3,232,717	3,166,626	3,000,000
Other Loans	-	-	3,113,550	-

The above amount includes

Secured borrowings	694,200	3,232,717	3,166,626	3,000,000
Unsecured borrowings	-	-	3,113,550	-
Amount disclosed under the head "other current liabilities" (note 10)			6,280,176	3,000,000
Net amount	694,200	3,232,717	-	-

Term loans from State Bank of India was taken during the financial year 2012-13 to 2017-18 and carries interest 12.9% p.a. The loan is repayable in 60 monthly installments along with interest, from the date of loan. The loan is secured by hypothecation of Plant & Machinery

5 Deferred tax Liability (net)

	31 March 2017	31 March 2016
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation / amortization charged for the financial reporting	1,507,115	1,062,830
Gross deferred tax liability	1,507,115	1,062,830
Deferred tax asset		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis		
Others		
Gross deferred tax asset		
Net deferred tax liability	1,507,115	1,062,830

6 Other Long-term Liabilities

	31 March 2017	31 March 2016
Deposits from C&F Agent	168,365	-
	168,365	-

7 Provisions

	Long-term		Short-term	
	31 March 2017	31 March 2015	31 March 2017	31 March 2016
Provision for employee benefits				
Provision for gratuity			-	-
Provision for leave benefits			-	-
			-	-
Other provisions:				
Provision for Income tax	-		2,303,858	634,039
Provision for expenses			120,286	-
	-		2,424,144	634,039
	-	-		

8 Short-term borrowings

	31 March 2017	31 March 2016
From Bank:		
Cash credit / packing credit / S.L.C. (secured)	69,918,413	9,991,428
	69,918,413	9,991,428
The above amount includes		
Secured borrowings	69,918,413	9,991,428
Unsecured borrowings	-	-
	69,918,413	9,991,428
Hypothecation of entire book debts and Inventory of the company The cash credit is repayable on demand and carries interest @ 13%p.a.		

9 Trade payables

	31 March 2017	31 March 2016

Trade payables			5,599,132	2,089,196	
			5,599,132	2,089,196	
10 Other current liabilities					
Current maturities of long-term borrowings (Note:5)			6,280,176	3,000,000	
Statutory liabilities payable			260,623	32,490	
Advance received from customers			108,624	-	
			6,649,423	3,032,490	
			31 March 2017	31 March 2016	
11 Non-current investments					
Investment Gold & Silver			238,253	-	
			238,253	-	
12 Loans and advances					
		Non-current	Current		
		31 March 2017	31 March 2016	31 March 2017	31 March 2016
Capital advances					
Unsecured, considered good			-	-	-
(A)	-	-	-	-	-
Security deposit					
Unsecured, considered good		40,350,215	303,748	2,549,369	2,985,659
(B)	40,350,215	303,748	2,549,369	2,985,659	
Advances recoverable in cash or kind					
Unsecured considered good			-	32,690	84,344
(C)	-	-	32,690	84,344	

Other loans and advances

MAT Credit entitlement			-	441,509
Prepaid expenses			-	22,754
Interest Subsidy Receivable			204,048	557,002
Balances with statutory / government authorities	2,662,104	526,785	-	
Others*	-		224,774	-
	(D)	2,662,104	526,785	428,822
Total (A+ B + C + D)		43,012,319	830,533	3,010,881
				4,091,268

Trade receivables and other assets
13 Trade receivables

	Non-current		Current	
	31 March 2017	31 March 2016	31 March 2017	31 March 2016
Unsecured, considered good unless stated otherwise				
Outstanding for a period exceeding six months from the date they are due for payment				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	-	-
Doubtful	-	-	-	-
Provision for doubtful receivable	-	-	-	-
	(A)			
Other receivables				
Secured, considered good	-	-	145,243,842	61,438,184
Unsecured, considered good	-	-	-	-
Doubtful	-	-	-	-
			145,243,842	61,438,184

Provision for doubtful receivable	-	-	-	-
	(B)	-	-	145,243,842
Total (A + B)		-	-	145,243,842
				61,438,184

14 Inventories (valued at lower of cost and net realizable value)

	31 March 2017	31 March 2016
Finished goods	28,149,490	8,173,548
	28,149,490	8,173,548

15 Cash and bank balances

	Non-current		Current	
	31 March 2017	31 March 2016	31 March 2017	31 March 2016
Cash and cash equivalents				
Balances with banks:				
State Bank of India	-	-	1,177,571	(93,446)
Cash on hand	-	-	2,803,178	215,294
	-	-	3,980,749	121,848
Other bank balances				
Deposits with original maturity for more than 12 months			-	
	-	-		-
Amount disclosed under non-current assets	-	-		-
	-	-	3,980,749	121,848

17 Revenue from operations

	31 March 2017	31 March 2016
Revenue from operations		
Sale of products:		

Finished goods	613,990,869	216,733,441
Revenue from operations (gross)	613,990,869	216,733,441
Less: Excise duty #	-	-
Revenue from operations (net)	<u>613,990,869</u>	<u>216,733,441</u>
18 Other income		
	31 March 2017	31 March 2016
Interest Income	738,269	159,128
Other Non - Operating Income	1,320,789	34,240
	<u>2,059,058</u>	<u>193,368</u>
19 Cost of raw material consumed		
	31 March 2017	31 March 2016
Inventory at the beginning of the year	29,942,801	3,660,575
Add: Purchases and Labour Purchase	555,466,630	209,967,762
	585,409,431	213,628,337
Less: inventory at the end of the year	23,819,034	8,173,548
Cost of raw material and components consumed	<u>561,590,397</u>	<u>205,454,789</u>
20 (Increase)/decrease in inventories of finished goods, work-in-progress and traded goods		
	31 March 2017	31 March 2016
Inventories at the end of the year		
Finished Goods/Stock-in Trade	4,330,456	-
Stock-in-Process	-	-
	<u>4,330,456</u>	<u>-</u>
Inventories at the beginning of the		

year			
	Finished Goods/Stock-in Trade	11,210,103	-
	Stock-in-Process	206,334	-
		11,416,437	-
		7,085,981	-
21	Employee Benefits Expense	31 March 2017	31 March 2016
	Salaries, wages and bonus	4,862,115	2,047,120
	Contribution to provident and other fund	155,624	-
	Director's Remuneration	1,440,000	-
		6,457,739	2,047,120
22	Other expenses	31 March 2017	31 March 2016
	Manufacturing Expenses	8,572,098	758,279
	Power and Fuel	864,220	601,788
	Rent Expense	1,631,600	507,474
	Legal & Professional Fee	1,844,413	1,738,696
	Bad Debts	251,306	-
	Insurance Expense	204,921	49,021
	Internet & Telephone Expense	241,023	42,443
	Office Expenses	585,943	95,809
	Rates and Taxes	315,638	55,620
	Repair To Building	2,567,363	-
	Repair To Machinery	442,669	667,620
	Other Repairs	228,885	-
	Sales Promotion Exp	183,156	4,725
	Stationary and Printing Expenses	624,932	34,872
	Tender Fees	110,000	127,800

Travelling & Transportation Exp	346,797	66,310
	19,014,965	4,750,457

Payment to auditor :
As auditor:

	31 March 2017	31 March 2016
Audit fee	10,000	10,000
Tax audit fee	10,000	10,000
	20,000	20,000
	31 March 2017	31 March 2016

23 Finance costs:

Bank Interest	9,890,463	1,496,770
Bank Charges	420,974	75,289
Interest on Income Tax	4,341	6,882
Interest on VAT	-	3,162
	10,315,778	1,582,103

As per our report of even date:

For P P SHAH & CO.
CHARTERED ACCOUNTANTS
Firm registration number: 131378W

PRANAV SHAH
PARTNER
Membership no.: 130500
Date: 12/06/2017
Place: Ahmedabad

For and on behalf of the board of directors of
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