

# GALA GLOBAL PRODUCTS LIMITED

(Formerly known as Gala Print City Limited)

CIN: L22219GJ2010PLC063243

Regd. Off: B-1, Laxmi Com. Co. op. Estate, B/h old navneet press, Sukhramnagar Ahmedabad GJ 380021 IN

Phone:079 22778955, 079 22772921 ; E-mail: inf.galaglobal@gmail.com

Web:www.galaprintcity.com

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## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,

**The Members of Gala Global Products Limited**

NOTICE is hereby given, in accordance with the provisions of Section 110 of the Companies Act, 2013, as amended ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force) and all other applicable provisions of the Companies Act, 2013 and rules made there under, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, that the Resolution, appended below, is proposed to be passed by the Members as Ordinary Resolution by way of Physical Postal Ballot and voting by electronic means (hereinafter termed as "Remote e-voting") by giving their assent/dissent, as the case may be. The Explanatory Statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed postal ballot form(s) should reach the Scrutinizer not later than 05:00 p.m. on 01<sup>st</sup> May, 2018 to be eligible for being considered for voting, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for remote e-voting as per the facilities arranged by the Company are requested to read carefully the instructions in Notes under the section 'E-voting Option'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received through electronically.

The Board of Directors of the Company has appointed CS Khyati Shah (Memb. No. A42442), Proprietor - M/s KGS and Company, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot and scrutinizes the votes received through postal ballot and remote e-voting in a fair and transparent manner. The date of declaration of result of voting shall be the date on which the resolution, if approved by the requisite majority, would be deemed to have been passed. The Scrutinizer will submit its report to the Chairman of the Company after the completion of the scrutiny of votes received through postal ballots and remote e-voting. The result of postal ballot shall be declared on or before 02<sup>nd</sup> May, 2018 and communicated to the stock exchange, e-voting agency and shall also be displayed on the Company's website at [www.galaprintcity.com](http://www.galaprintcity.com).

### SPECIAL BUSINESS:

#### Item 1: Increase in Authorized Share Capital

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

"RESOLVED THAT pursuant to provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act 2013 (including any amendment thereto or re-enactment thereof), and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing Rs. Rs.26,50,00,000 (Rupees Twenty Six Crores Fifty Lacs only) divided into 2,65,00,000 (Two Crores Sixty Five Lacs) Equity Shares of Rs. 10/- each to Rs. 30,30,00,000/- (Rupees Thirty crores thirty lacs) divided into 3,03,00,000 (Three Crore Three Lacs) Equity Shares of Rs. 10/- each by creation of additional 38,00,000 (Thirty Eight Lacs) equity share of Rs. 10/- each ranking pari passu in all respect with the existing Equity Share of the Company."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner, i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the new Clause as Clause V:

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V. The Authorized Share Capital of the Company is Rs. 30,30,00,000/- (Rupees Thirty crores thirty lacs only) divided in to 3,03,00,000(Three Crore Three Lacs) Equity Shares of Rs. 10/- each with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach there to respectively such preferential rights, privileges or conditions as may be determined by or in accordance with regulation of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulation of the Company.

## Item 2: Issue of Bonus shares by way of Capitalization of Reserves

To consider and, if thought fit, to pass with or without modification(s), if any the following Resolutions as Ordinary Resolutions:

“RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013, and other applicable provisions, if any, including rules notified there under as may be amended from time to time and the relevant provisions of Memorandum & the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2009 (“the Regulations”) and subject to provisions of Foreign Exchange Management Act, 1999, if applicable and consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as maybe specified while according such approvals, the Board of Directors of the Company (“the Board or the Board of Directors” which term shall be deemed to include any Committee authorized to exercise powers”) be and is hereby authorized to capitalize a sum not exceeding Rs. 1,29,97,170/- (Rupees One Crore Twenty Nine Lac Ninety Seven Thousand One Hundred Seventy only) out of the company’s free reserve/share premium account or other permissible accounts of the Company in full or in part as may be deemed fit as per latest audited accounts of the Company and that the same amount be utilized /transferred to Share Capital account and be applied for issue and allotment of equity share not exceeding 12,99,717 equity share of Rs. 10/- each as Bonus Shares credited as fully paid up, to the eligible members of the company holding fully paid equity shares of Rs 10/- each whose names appear in the Register of Members/ Beneficial Owners’ position of the Company on the Record date to be decided by the Board in the proportion of 1(one) new fully paid up equity share of Rs. 10/- each for 20(Twenty) existing fully paid up equity share of Rs. 10/- each held by the said member and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the company held by each such member and not as income or in lieu of dividend.

RESOLVED FURTHER THAT the new equity share of Rs 10/-each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu to the existing fully paid equity shares of the Company in all respects and shall carry the same rights as the existing fully paid equity shares of the Company as attributable to the shares as on the Record date.

RESOLVD FURTHER THAT no letter of allotment shall be issued in respect of the Bonus shares and the share certificate(s) for bonus shares be issued/ dispatched to the shareholders who hold the existing shares in physical form or opt to receive as such and the respective beneficiary accounts be credited with the bonus shares, for such shareholders who hold the existing shares or opt to receive the bonus shares, in dematerialized form, within the prescribed period.

RESOLVED FURTHER THAT the allotment of the bonus shares to the extent that they relate to non- resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as maybe deemed necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where the securities of the company are listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations.

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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or the Committee authorized by the Board or other designated officers of the Company be and is hereby authorized jointly and/or severally to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, doubt or difficulties that may arise in this regard at any stage and to accept on behalf of the company any conditions, modifications, alterations, changes, variations in this regard as prescribed by any authority(ies) without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of the resolution.”

By order of the Board of Directors  
For **Gala Global Products Limited**

*Vishal Gala*

**Vishal Gala**  
**Managing Director**  
**DIN: 00692090**

**Date:19/03/2018**

**Place: Ahmedabad**

## **Notes**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business specified above is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on 16<sup>th</sup> March, 2018 electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelop.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 16<sup>th</sup> March, 2018 will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on 16<sup>th</sup> March, 2018.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he/she may send an e-mail to inf.galaglobal@gmail.com. The Registrar and Transfer Agent / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
6. The Members can opt for only one mode of voting, i.e., voting either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. A Member cannot exercise his vote by proxy on postal ballot. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 05:00 p.m. on 01<sup>st</sup> May, 2018. If any postal ballot is received after 05:00 p.m. on 01<sup>st</sup> May, 2018, it will be considered that no reply has been received from the Member.
8. Postal Ballot Form duly completed and signed shall be sent to M/s KGS and Company, Practicing Company Secretary Scrutinizer at their office address: 309,Aabhusan Complex,17, Mahadevnagar Society, Opp. Bharat Krishna Bakery,Nr. Golden Triangle Stadium Road,,Ahmedabad – 380 014 Gujarat, India.
9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Managing Director or any Director of the Company duly authorized, on or before 02<sup>nd</sup> May, 2018.
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.galaprintcity.com](http://www.galaprintcity.com) and on the website of Karvy <https://evoting.karvy.com> and communicated to the BSE Limited.

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11. The date of declaration of result of voting shall be the date on which the resolution, if approved by the requisite majority, would be deemed to have been passed.

Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Karvy Computershare Services Pvt.Ltd. for the purpose of providing e-voting facility to all its Members.

#### 14. 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 Global Products Limited (Formerly known as 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 that 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 log in any number of time still 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 e-mail ID: [khyatishah.cs@gmail.com](mailto:khyatishah.cs@gmail.com). They may also upload the same in thee-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)]:

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- (i) **User ID and initial password** – As mentioned over leaf.
- (ii) Please follow all steps from Sr. No. (i) To (xii) as mentioned in (A) above, to cast your vote.
15. The e-voting period commences on the **April 02<sup>nd</sup>, 2018 at 10:00 A.M. and ends on May 01st, 2018 at 5:00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date ('Record Date' for the purpose of voting/ e-voting), being Friday, 16<sup>th</sup> March, 2018 may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
16. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website) or contact Mr. Varghese P A of M/s. Karvy Computershare Pvt. Ltd. at 040 4465 5000 or at 1800 345 4001 (toll free).
17. Last date for receipt of Postal Ballot Forms by Scrutinizer is **May 01st, 2018** (before 5.00 p.m.)
18. All timings mentioned herein are IST.

## EXPLANATORY STATEMENT UNDER SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 FOR POSTAL BALLOT AND EVOTING

### ITEM 1

The present authorized share capital of the Company is Rs.26,50,00,000 (Rupees Twenty Six crores Fifty Lacs only). In view of the proposal for issue of Bonus Shares, it is proposed to increase the Authorized Share Capital of the Company from Rs. Rs.26,50,00,000 (Rupees Twenty Six crores Fifty Lacs only) divided into 2,65,00,000 (Two Crores Sixty Five lacs) Equity Shares of Rs. 10/- each to Rs. 30,30,00,000/- (Rupees Thirty crores thirty lacs) divided into 3,03,00,000 (Three Crore Three Lacs) Equity Shares of Rs. 10/- each by creation of additional 38,00,000 (Thirty Eight Lacs) equity share of Rs. 10/- each.

The Board of Directors at their meeting held on 19<sup>th</sup> March, 2018 approved the proposal for increase in Authorized Share Capital of the Company and consequent amendments to the Memorandum of Association of the Company.

Increase in Authorized Share Capital would necessitate amendment to Clause V of the Memorandum of Association of the Company and would require members' approval.

None of the Directors or the key managerial personnel of the Company are in anyway concerned or interested in the said resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

### ITEM 2

In keeping with the Company's tradition of rewarding shareholders, the Board of Directors of the Company ("the Board") at its meeting held on 19<sup>th</sup> March, 2018 has recommended issue of Bonus Share in the ratio of 1 : 20, i.e. 1 new fully paid up equity share of Rs. 10/- each for every 20 fully paid up equity share of Rs. 10/- each, to the eligible members of the Company as on the Record Date to be fixed by the Board for this purpose.

The Capitalization of reserve shall be to the extent of Rs. 1,29,97,170/- (Rupees One Crore Twenty Nine Lac Ninety Seven Thousand One Hundred Seventy only) in lieu of issue of Bonus Shares of Rs. 10/- each in the proportion of 1 : 20, (i.e. one fully paid up Bonus Share of face value of Rs. 10/- each for every 20 eligible existing fully paid equity share of Rs. 10/- each).

The Company satisfies the conditions of and requirements for, issue of Bonus Shares contained in Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as presently in force.

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None of the Directors or the key managerial personnel of the Company are in anyway concerned or interested in the said resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

The Board recommends the Ordinary Resolution set out in Item No. 2 of the notice for approval by the members.

For Gala Global Products Limited

*Vishal Gala*

**Vishal Gala**

**Managing Director**

**DIN: 00692090**

**Date: 19/03/2018**

**Place:Ahmedabad**