

Gala Print City Limited
(Now: GALA GLOBAL PRODUCTS 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: galaprintcity@gmail.com

Web:www.galaprintcity.com

POSTAL BALLOT NOTICE

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

To,

The Members of Gala Global Products Limited
(Formerly known as Gala Print City 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 Special 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 October 2, 2017 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 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 October 3, 2017 and communicated to the stock exchange, e-voting agency and shall also be displayed on the Company's website at www.galaprintcity.com.

SPECIAL BUSINESS:

Item No. 1 – Migration of Listing of Equity Shares of the Company from SME Platform of BSE Limited to the Main Board of BSE Limited:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**;

Note: In accordance with Regulation 106 U (2) of SEBI (ICDR) Regulations, 2009 the below mentioned Special Resolution shall be acted up on only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

"RESOLVED THAT pursuant to provisions of Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure

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Requirements) Regulations, 2009 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for migration of the listing of Equity Shares of the Company from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT the Directors, Company Secretary and any other authorised person of the Company be and are hereby authorized jointly and severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT the Directors, Company Secretary and any other authorised person of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

By order of the Board of Directors
For, **Gala Global Products Limited (Formerly
known as Gala Print City Limited)**

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Vishal Gala
Managing Director
DIN: 00692090

Date:31/08/2017

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 August 25, 2017 in 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 August 25, 2017 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 August 25, 2017.
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 galaprintcity@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 October 2, 2017. If any postal ballot is received after 05:00 p.m. on October 2, 2017, 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 his office address: *B/602, Hirabhai Tower, Opp. Karnavati Dabelli, Uttamnagar, Maninagar, Ahmedabad – 380 008 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 October 3, 2017.

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10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.galaprintcity.com and on the website of Karvy <https://evoting.karvy.com> and communicated to the BSE Limited.

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 it her 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 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 at tested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer 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 EVENTNO."

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.

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(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 **Sunday, September 03, 2017 at 9:00 A.M. and ends on Monday, October 2, 2017 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, August 25, 2017 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 Monday, October 2, 2017 (before 5.00 p.m.)
18. All timings mentioned herein are IST.

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

The Company has been listed and traded on the SME platform since 16th July, 2015. Company has completed two years and hence is 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 recognition and increased participation of retail investors.

It is hereby clarified that although Company had already passed resolution for Migration to Main Board in the AGM held on July 13, 2017, the Company is seeking approval of shareholders by way of special resolution through Postal Ballot in accordance with Regulations 106U (2) of SEBI (ICDR) Regulations, 2009.

Further the Company has taken approval for issuance of Bonus Shares in ratio of 1: 20 (One Equity Shares For every Twenty Equity Shares held) from the shareholders in the AGM held on July 13, 2017, However the said allotment of Bonus Equity Shares cannot be completed unless the Company complies with Regulation 106 U (2) of SEBI (ICDR) Regulations, 2009 which provides that "Where the post issue face value capital of an issuer listed on SME exchange is likely to increase beyond twenty five crore rupees by virtue of any further issue of capital by the issuer by way of rights issue, preferential issue, bonus issue, etc. the issuer shall migrate its specified securities listed on SME exchange to Main Board and seek listing of specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board:

Provided that no further issue of capital by the issuer shall be made unless –

(a) the shareholders of the issuer have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;

(b) the issuer has obtained in- principle approval from the Main Board for listing of its entire specified securities on it.

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

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions, However accordance with Regulation 106 U (2) of SEBI (ICDR) Regulations, 2009 promoter and promoter group will abstain from Voting in the aforesaid resolution.

For, **Gala Global Products Limited (Formerly
known as Gala Print City Limited)**

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Date: 31/08/2017
Place: Ahmedabad

Vishal Gala
Managing Director
DIN: 00692090