

6th
Annual Report
2015-16



GALA PRINT CITY LIMITED

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Corporate Information

Board of Directors

Vishal M. Gala(DIN: 00692090)	-Chairman & Managing Director
Alpa J. Pandya (DIN: 07013011)	-Non-Executive Independent Director
Maulik R. Vyas(DIN: 06921705)	-Non-Executive Independent Director
Rajan N. Mehta (DIN: 06923405)	- Non-Executive Independent Director
Anuj M. Shah (DIN: 07349001)	- Additional Director
Chandrakant Liladhar Shah	-Chief Financial Officer

Committees of Board of Directors

❖ Audit Committee

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

❖ Stakeholders Relationship Committee

Maulik R. Vyas	-Chairman
Rajan Mehta	- Member
Anuj M. Shah	- Member

❖ Nomination and Remuneration Committee

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

AuditorsBankers

M/s PP Shah& Co.State Bank of India
Chartered AccountantsAhmedabad
1- Siddharth Appt., 17-B
Suryoday Colony ,Sardar Patel Statue Road
Naranpura, Ahmedabad-380013

Registrar & Transfer Agent

Karvy Computershare Private Limited
701, Hallmark Business Plaza,
Sant Dyaneshwar Marg,
Off BandraKurla 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 6th Annual General Meeting of the company will be held on 30th September, 2016 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, 2016 including audited Balance Sheet as on 31st March, 2016 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 re-appoint Mr. Vishal M. Gala (DIN: 00692090), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
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 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 for Regularising Additional Director Mr. Anuj M. Shah:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) Mr. ANUJ MAYURKUMAR SHAH (DIN-07349001), who was appointed as an Additional Director in the capacity of an Executive Director on November 26, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution to Revise Remuneration of Mr. Vishal M. Gala, Managing Director:

"RESOLVED THAT in partial modification of the resolution passed at the General Meeting held on 22nd January, 2015 and pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such consents, approvals or permissions as may be necessary, approval of the members be and is hereby accorded to the revision in the salary of Mr. Vishal M. Gala (DIN : 00692090), Whole-time Director, designated as Executive Director to take effect from 01st February 2016, for the unexpired period of his term, upon the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting.

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said appointment, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorised in accordance with the provisions of the Act for the time being in force and within such limits, if any, as may be set out in the Act including the said Schedule V to the Act, in such manner as may be decided by the Board of Directors and, the terms shall be suitably modified to give effect to such alteration and/or variation."

Date: 31.08.2016

For, Gala Print City Limited

Vishal Gala
(Chairman & Managing Director)

Notes

- The Explanatory Statement, pursuant to provisions of section 102 of the Companies Act, 2013 and rules made there under is annexed here to and forms part of the notice.
- **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 percent 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 Friday, 23rd September, 2016 to Friday, 30th September, 2016(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,
Sant Dyaneshwar Marg,
Off Bandra Kurla 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 **2016-2017**.

- **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 compliances 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.

Date: 31.08.2016

For, Gala Print City Limited

Vishal Gala
(Chairman & Managing Director)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

As per 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 and that they shall hold the said office till the conclusion of next Annual General Meeting.

As per the Companies Act, 2013, M/s. PP Shah & Co., Chartered Accountants have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 (1), 141(2) and 141(3) of the Act.

The Directors recommend the passing of the resolution as an Ordinary Resolution as proposed under Item No. 3 of the Notice for the ratification and appointment of M/s. PP Shah & Co., Chartered Accountants, as the Statutory Auditors until the conclusion of the next AGM.

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. 3 of the Notice.

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

ITEM NO. 4

As per Companies Act, 2013 pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with the Listing Regulations, MR. ANUJ MAYURKUMAR SHAH (DIN-07349001), who was appointed as an Additional Director, now Regularize as a Director of the company.

ITEM NO. 5

The Board of Directors at their board meeting held on 03.02.2016 has approved increase in remuneration of Mr. Vishal M. Gala, Managing Director of the company from Rs. 6,00,000 p.a. to Rs. 10,00,000 p.a. for the remaining period of his tenure i.e. upto 21.01.2020, considering his experience, expertise, knowledge and his endless efforts for growth of the company.

Pursuant to provisions of Sections 196, 197, Schedule V of the Companies Act, 2013 approval of shareholders is required for payment of remuneration to Director in excess of prescribed limit.

None of the other Directors/key managerial personnel of the Company or their relatives except Mr. Vishal Gala are, in any way, concerned or interested, financially or otherwise, in these resolutions at item No. 5 of the Notice.

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

Details of Directors seeking reappointment/ change in designation:

Name	Vishal Mulchandbhai Gala	Anuj Mayurkumar Shah
DIN	00692090	07349001
Appointed on	14.12.2010	26.11.2015
Qualification	B.Com.	B.Com, MCA
Brief Profile	He is graduate in commerce and handling marketing, finance, and administration of the Company. He has experience of 12 years in the field of paper printing and stationery manufacturing and as managing director of the Company from more than 5 years. He has vast experience in management, administration and effective policy formulations for efficient and smooth running of the Company.	He is a commerce graduate with Masters of Computer Applications. He has vast experience in the field of I.T. He is handling administration and I.T. Department of the company.
Directorship held in other companies	2	Nil
Membership/chairmanship of committee in other companies	Nil	Nil
No. of Shares held in the company	15,05,263	Nil

Directors' Report

Dear Members,

The Directors takes pleasure in presenting the 6th Annual Report on the business and operations of the company together with the Audited Financial Statements for the financial year ended on 31st March, 2016.

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

Financial Results (Rupees in Lacs)		
Particulars	Year ended 31-03-2016	Year ended 31-03-2015
Total Revenue	2169.26	1390.13
Profit (Loss) before tax	19.37	13.44
Less: Tax Expenses		
Current Tax	(4.20)	(2.56)
MAT Credit	-	2.56
Deferred Tax	(1.91)	2.69
Net Profit (Loss) After tax	13.26	10.75

2) PERFORMANCE:

Despite acute competition, performance of your Company for the year under review has remained encouraging. The company has booked profit of Rs. 13.26 lacs which is increased by 23.35% as compared to last year.

The EPS was recorded at 0.30, which was lower compared to that of last year. The same is lowered in view of the 12, 66,000 Eq. Shares being added to the pool throw an IPO during the year under review.

3) INITIAL PUBLIC OFFERING& SHARE CAPITAL

During the year under review, your company came up with an IPO of 12, 66,000 Equity shares of Rs.10/- each at a premium of Rs. 14/- per share with Total Issue size of Rs. 303.84 Lacs. Your Board is really thankful for the trust posed in the Company. Subsequently the shares of the company have been listed on SME Platform of BSE since July 16, 2015.

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. 6,50,00,000/- divided into 65,00,000 equity shares of Rs. 10 each. The paid up share capital of the company is Rs. 4,75,65,000 /- divided into 47,56,500 equity shares of Rs. 10 each.