



CIN.: L29109GJ2010PLC063243

**Registered Office:**

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

**September 20, 2023**

To,  
The General Manager  
**BSE Limited**  
P.J. Towers, Dalal Street,  
Mumbai – 400 001

**BSE Scrip: 539228**

Dear Sir/Mam,

**Sub:** Corrigendum to the Annual Report for FY 2022-23

**Re.:** Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is in furtherance to our letter dated September 14, 2023 wherein the Company had submitted its Annual Report along with the Notice of the 13<sup>th</sup> AGM to be held on Saturday, September 30, 2023 at 1.00 p.m. (IST) via Video Conference / Other Audio Visual Means and other Statutory Reports for FY 2022-23.

This is to inform you that certain inadvertent errors were noticed in the Annual Report FY 2022-23 after the same was dispatched on September 14, 2023 through email. In this regard, please note the following changes made in the Annual Report FY 2022-23:

1. On page no. 28, Reporting of Fraud should be read as following:

Reporting of Fraud:

Your company would like to inform you that there has been no fraud reported during the period under the review. However, there were some clarifications required by the Statutory Auditor to which timely reply has been given by the management. The same are being provided in Annexure-G. Details regarding report under sub-section (12) of section 143 of the Companies Act and as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 are provided in the Independent Auditor's Report being attached in this Annual Report.

2. Annexure-G is being added to the annual report on page no. 82.

**GALA GLOBAL PRODUCTS LIMITED**

(Formerly known as GALA PRINT CITY LIMITED)

ANKUR OFFSET, OLD NAVNEET PRESS, AJOD DAIRY ROAD, SUKHRAM NAGAR, AHMEDABAD - 380 021.  
PHONE : 079 - 2277 2921 / 8955, (M) 98254 56600 E-mail : [inf.galaglobal@gmail.com](mailto:inf.galaglobal@gmail.com)



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Ahmedabad - 380 021 (Guj.)

We are enclosing herewith the Annual Report of the Company along with the Notice of the 13<sup>th</sup> AGM and other Statutory Reports for FY 2022-23 after incorporation of the above changes and the same is also available on the website of the Company at [www.galaglobalhub.com](http://www.galaglobalhub.com).

This is for your information and records.

Thanking you,

**For Gala Global Products Limited**

**Prahlad Agarwal**  
**Managing Director**  
**DIN: 09851691**

**GALA GLOBAL PRODUCTS LIMITED**

**(Formerly known as GALA PRINT CITY LIMITED)**

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PHONE : 079 - 2277 2921 / 8955, (M) 98254 56600 E-mail : [inf.galaglobal@gmail.com](mailto:inf.galaglobal@gmail.com)

13<sup>th</sup>

ANNUAL REPORT

2022-23



**GALA GLOBAL PRODUCTS LIMITED**

**Registered Office Address:**

B-1, Laxmi Co. Op. Estate, B/h Old Navneet Press, Ajod dairy Road,  
Sukhramnagar, Ahmedabad, Gujarat (India) – 380021

**CONTENT**

**03 Corporate Information**

**05 Notice**

**19 Director's Report**

**30 Annexure A Particulars of Employees**

**33 Annexure B Particulars of Corporate Governance**

**62 Annexure C Management's Reply to Audit Observations**

**64 Annexure D Particulars of Secretarial Audit Report**

**71 Annexure E Secretarial Compliance Report**

**81 Annexure F Declaration Regarding Code of Conduct**

**82 Annexure G Reply To The Clarifications Sought By Statutory Auditor**

**83 Management Discussion and Analysis Report**

**86 Auditors Report**

**102 Financial Statement**



## **01 COMPANY INFORMATION**

### **Board of Directors:**

- Mr. Vishal M. Gala (Executive Director & Chairperson)
- Mr. Prahlad Kumar Agarwal (Managing Director & CFO)  
(*W.e.f. 10<sup>th</sup> January, 2023*)
- Mrs. Alpa Jignesh Pandya (Executive Director)  
(*W.e.f. 3<sup>rd</sup> March, 2023*)
- Mr. Umang Selani (Non-Executive Independent Director)  
(*W.e.f. 3<sup>rd</sup> September, 2022*)
- Mr. Vipul Maru (Non-Executive Independent Director)  
(*W.e.f. 3<sup>rd</sup> September, 2022*)
- Mr. Dhruv Modi (Non-Executive Independent Director)  
(*W.e.f. 10<sup>th</sup> February, 2023*)
- Mr. Vyomesh Vaishnav (Non-Executive Independent Director)  
(*Upto 18<sup>th</sup> July, 2023*)
- Mrs. Neha Vishal Gala (Managing Director and CFO)  
(*Upto 28<sup>th</sup> December, 2022*)
- Ms. Avani N. Shah (Chairman & Managing Director & CFO)  
(*Upto 18<sup>th</sup> July, 2022*)
- Ms. Stuti Kinariwala (Non-Executive Independent Director)  
(*Upto 29<sup>th</sup> July, 2022*)
- Mr. Smit Champaneri (Non-Executive Independent Director)  
(*Upto 15<sup>th</sup> August, 2022*)
- Mr. Mahipalsinh B. Jhala- (Non-Executive Independent Director)  
(*Upto 15<sup>th</sup> August, 2022*)
- Mrs. Yesha Bhatt – (Non-Executive Independent Director)  
(*Upto 29<sup>th</sup> July, 2022*)

### **Company Secretary:**

- Ms. Chhayaben Chandulal Mulani (*W.e.f. 9<sup>th</sup> March, 2023*)
- Mr. Parth Joshi (*Upto 19<sup>th</sup> August, 2022*)

### **Committees of Board of Directors;**

#### **Audit Committee**

- Umang Sanjaybhai Selani - Chairman - (*W.e.f. 30<sup>th</sup> September, 2022*)
- Vipul Laxmichand Maru - Member - (*W.e.f. 30<sup>th</sup> September, 2022*)
- Vyomesh Yagneshbhai Vaishnav - Member - (*W.e.f. 30<sup>th</sup> September, 2022*) (*Upto 18<sup>th</sup> July, 2023*)
- Dhruv Modi – Member (*W.e.f. 18<sup>th</sup> July, 2023*)

#### **Stakeholders Relationship Committee**

- Umang Sanjaybhai Selani - Chairman - (*w.e.f. 30<sup>th</sup> September, 2022*)
- Vipul Laxmichand Maru - Member - (*w.e.f. 30<sup>th</sup> September, 2022*)
- Vishal Mulchandbhai Gala - Member

### **Nomination and Remuneration Committee**

- Umang Sanjaybhai Selani – Chairman - (*W.e.f.* 30<sup>th</sup> September, 2022)
- Vipul Laxmichand Maru - Member - (*W.e.f.* 30<sup>th</sup> September, 2022)
- Vyomesh Yagneshbhai Vaishnav – Member – (*W.e.f.* 30<sup>th</sup> September, 2022) (Upto 18<sup>th</sup> July, 2023)
- Dhruv Modi – Member (*W.e.f.* 18<sup>th</sup> July, 2023)

### **Auditors:**

#### **Statutory Auditors**

- H. K. Shah & Co.,  
Chartered Accountants,  
404, 'SARAP',  
Opp. Navjivan Press,  
Income Tax, Ahmedabad – 380014  
(*W.e.f.* 30<sup>th</sup> July, 2022)
- M/s Shah Karia & Associates  
Chartered Accountants  
405, Scarlet Business Hub, Opp. Ankur School,  
Nr. Mahalaxmi Cross Road, Fatehpura, Paldi  
Ahmedabad- 380007  
(Upto 29<sup>th</sup> July, 2022)

#### **Secretarial Auditor:**

- M/s Deepti & Associates  
Practicing Company Secretary  
C-101, Naraina Vihar,  
New Delhi – 110028

#### **Registered Office:**

Gala Global Products Limited  
B-1 Laxmi Com. Co. Op. Estate,  
B/H Old Navneet Press,  
Sukhramnagar, Ahmedabad-380021  
CIN: **L29109GJ2010PLC063243**

#### **Registrar & Transfer Agent**

KFin Technologies Pvt. Ltd.  
Selenium, Tower B, Plot No. 31-32, Financial District,  
Nanakramguda, Hyderabad, Andhra Pradesh -500032

## NOTICE OF 13<sup>TH</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the Thirteenth (13<sup>th</sup>) Annual General Meeting (AGM) of the Gala Global Products Limited to be held on **Saturday, September 30, 2023 at 1:00 P.M. IST** through two-way Video Conferencing ('VC') facility or other audio-visual means ('OAVM') to transact the following businesses:

### ORDINARY BUSINESSES:

#### 1. Adoption of Financial Statements:

To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31<sup>st</sup> March, 2023 and the report of the Board of Directors and Auditors thereon;

*In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolution;*

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

#### 2. Re-Appointment of Mrs. Alpa Pandya (DIN: 07013011) Director of the Company as director liable to retire by rotation:

To re-appoint **Mrs. Alpa Pandya (DIN: 07013011)** who retires by rotation as a Director.

*In this regard, 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 the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Alpa Pandya (DIN: 07013011), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

**Registered office:**  
**B-1, Laxmi Com. Co.Op. Estate,**  
**B/H Old Navneet Press, Sukhramngar,**  
**Ahmedabad-380021**

**For and on behalf of Board of Directors**  
**Gala Global Products Limited**  
**CIN: L29109GJ2010PLC063243**

**Date: 14/09/2023**  
**Place: Ahmedabad**

**Sd/-**  
**Prahlad Kumar Agarwal**  
**Managing Director**

**DIN: 09851691**

## **IMPORTANT NOTES**

1. The Ministry of Corporate Affairs ('MCA') has vide its circular dated 13th January, 2021 in continuation of MCA Circular No. 20/2020 dated May 05, 2020 and SEBI circular dated 15th January, 2021 in continuation of SEBI circular dated 12th May, 2020 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM, hereinafter called as 'e-AGM'.
2. The deemed venue for Thirteenth e-AGM shall be the registered office of the Company.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate members intending to send their authorized representative(s) to attend the meeting (e-AGM) are requested to send to the company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their Demat Account (s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
8. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13<sup>th</sup> January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
9. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
  - a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs.gala2003@gmail.com](mailto:cs.gala2003@gmail.com)

- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs.gala2003@gmail.com](mailto:cs.gala2003@gmail.com)
  - c) Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
  - d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Kfin Technologies Private Limited, having its office at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032, by following the due procedure.
  - e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Kfin Technologies Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
10. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at [cs.gala2003@gmail.com](mailto:cs.gala2003@gmail.com) on or before September 29, 2023 so as to enable the management to keep the information ready.
12. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
- 14. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**
- 1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://galaglobalhub.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on September 27, 2023 at 09:00 A.M. and ends on September 29, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2023.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat</b>	<b>Your User ID is:</b>
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<b>(NSDL or CDSL) or Physical</b>	
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio

number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who

are authorized to vote, to the Scrutinizer by e-mail to [dgkassociates01@gmail.com](mailto:dgkassociates01@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs.gala2003@gmail.com](mailto:cs.gala2003@gmail.com).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([cs.gala2003@gmail.com](mailto:cs.gala2003@gmail.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

Members are encouraged to join the Meeting through Laptops for better experience.

Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

1. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([cs.gala2003@gmail.com](mailto:cs.gala2003@gmail.com)). The same will be replied by the company suitably.

**General Instructions:**

- i. The Board of Directors has appointed M/s. Deepti & Associates, Practicing Company Secretaries, as the Scrutinizer to the e-voting process and voting at the e-AGM in a fair and transparent manner.
- ii. Voting is not allowed simultaneously thorough E-AGM and E-voting. Both being different, shareholder needs to complete e-voting during the period mentioned in Notes above and for attending the E-AGM, he/she may attend through Zoom Meets.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, count the votes cast at the meeting in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the Company, who shall countersign the same.

The Scrutinizer shall submit his report to the Chairman or in his absence Managing Director & CFO of the Company, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website [www.galaglobalhub.com](http://www.galaglobalhub.com) and shall also be communicated to the stock exchanges where the shares of the Company are listed. The resolutions shall be deemed to be passed at the AGM of the Company.

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**EXPLANATORY STATEMENT****INFORMATION OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 13<sup>th</sup> ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Name of the Director</b>	Mrs. Alpa Pandya
<b>Director Identification Number (DIN)</b>	07013011
<b>Nationality</b>	Indian
<b>Date of Appointment</b>	March 3, 2023
<b>Date of Birth</b>	14/12/1967
<b>Brief resume and nature of expertise in specific functional areas</b>	Mrs. Alpa Jignesh Pandya is commerce graduate from Gujarat University and has experience of 35 years in the Accounting Field.
<b>Disclosure of relationship between Directors inter-se</b>	NIL
<b>Qualification</b>	Graduation in commerce
<b>The number of Meetings of the Board attended during the year (2022-23)</b>	2 (Two)
<b>Names of other Listed entities in which he also holds the directorship and the membership of committees of the board along with listed entities from which the person has resigned in the past three years</b>	NIL
<b>No. of shares held</b>	1338 Equity Shares

**CONTACT DETAILS**

<b>Company</b>	<b>GALA GLOBAL PRODUCTS LIMITED</b> B-1, Laxmi Com. Co.op. Estate, B/H Old Navneet Press, Sukhramnagar Ahmedabad GJ 380021 Web: <a href="http://galaglobalhub.com/">http://galaglobalhub.com/</a> ; E-mail: <a href="mailto:cs.gala2003@gmail.com">cs.gala2003@gmail.com</a> Tel: +91 75750 08383
<b>Registrar and Transfer Agent</b>	<b>Kfin Technologies Private Limited</b> Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500 032. Tel No.: +91-22-2265 5565
<b>e-Voting Agency &amp; VC</b>	<b>Email:</b> <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> NSDL help desk 1800-222-990



/ OAVM	
Scrutinizer	M/s. Deepti & Associates Email: dgkassociates01@gmail.com ; Tel No.: +91 9953640992

**Registered office:**  
B-1, Laxmi Com. Co.Op. Estate,  
B/H Old Navneet Press, Sukhramngar,  
Ahmedabad-380021

**For and on behalf of Board of Directors**  
Gala Global Products Limited  
CIN: L29109GJ2010PLC063243

**Date: 14/09/2023**  
**Place: Ahmedabad**

**Sd/-**  
**Prahlad Kumar Agarwal**  
**Managing Director**  
**DIN: 09851691**



**BOARD'S REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the 13<sup>th</sup> Annual report of your Company along with the audited financial statements, for the financial year ended March 31, 2023.

**Financial Results: (Amount in Rs.)**

Particulars	Standalone	
	F.Y. 2022-23	F.Y. 2021-22
Revenue from operations	84,48,19,236	1,03,38,60,807
Other Income	22,78,284	36,97,503
Total Income	84,70,97,521	1,03,75,58,310
Operating expenditure before Finance cost, depreciation and amortization	82,77,86,635	1,00,58,64,600
Earnings before Finance cost, depreciation and amortization (EBITDA)	1,93,10,885	3,16,93,710
Less: Finance costs	1,61,54,293	1,13,03,291
Depreciation and amortization expense	23,77,087	30,27,091
Profit before tax	7,79,506	1,73,63,327
Less: Tax expense	4,90,688	42,53,518
<b>Profit for the year (PAT)</b>	<b>2,88,818</b>	<b>1,31,09,809</b>

**YEAR AT A GLANCE:**

**Financial Performance:**

The total income of the Company for the year ended March 31, 2023 was Rs. 84,70,97,521 as against the total income of Rs. 1,03,75,58,310 for the previous year ended March 31, 2022.

The Company has earned a Net Profit after Tax of Rs. 2,88,818 for the year under review as compared to Net Profit of Rs. 1,31,09,809 in the previous year.

**Dividend:**

With a view to conserve the resources of company for future growth, the Board of Directors do not recommend any Dividend for the Financial Year 2022-23 (Previous Year Nil).

Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed/unpaid for a period of 7 (seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).

### **Amount transferred to Reserve:**

During the year, the Company has not apportioned any amount to other reserve. The profit earned during the year has been carried to the balance sheet of the Company.

### **Change in Nature of Business:**

During the year, your Company has added new objects in its object clause in order to emerge itself in the business of Electric vehicle and Electric Power alongside its current business line. Following objects are added in the Memorandum of Association:

1. To carry on in India or abroad the business of manufacturing, assembling, fabricating, buying, selling, trading, distributing, exporting, importing, exchanging and dealing in all types of electric vehicles, including but not limited to, electric cars, electric rikshaw, electric carts, electric vans, electric cycles, electric scooters, electric buses and other battery powered and electric vehicles.
2. To manufacture, assemble, fabricate, buy, sell, trade, export, import distribute, exchange and deal in all kinds of vehicles which are either partially or fully powered on electric power for propulsion on land, sea, or in air or in any combination thereof and vehicles of all descriptions propelled or assisted by means of electric power.
3. To act as manufacturer, assembler, fabricator, buyer, seller, exporter, importer, trader, distributor, exchanger and dealer of all kinds of components, apparatus, accessories, equipment, power batteries, swappable batteries, hybrid kits, charging stations and/or items required for the maintenance, sales growth and working of electric vehicles (EVs).
4. To run, operate, manage, lease and franchise outlets, shops and showroom to sell, buy, trade, export, import, service, repair, maintain and exchange electric vehicles of all types and descriptions in India and rest of the world.

### **SHARE CAPITAL:**

#### **Authorized Capital**

The authorized share capital of the company at the end of the financial year is Rs.55,00,00,000/- divided into 11,00,00,000 equity shares of Rs.5 each.

#### **Issued, Subscribed & Paid-up Capital**

The present Issue, Subscribed & Paid-up Capital of the Company is Rs. 27,29,40,415/- divided into 5,45,88,083 equity shares of Rs. 5 each.

### **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

#### **Constitution of Board:**

The Constitution of the Board of Directors and other disclosure related to the Board of Directors are given in the Report on Corporate Governance.

#### **Board Meeting**

Regular meetings of the Board are held at least once in 120 days, inter-alia, to review the quarterly results of the Company. Additional Board meetings are convened, as and when required, to discuss and decide on various business policies, strategies and other businesses. The Board meetings are generally held at registered office of the Company.

During the year under review, Board of Directors of the Company met 16(Sixteen) times, viz 28<sup>th</sup> May, 2022, 18<sup>th</sup> July, 2022, 25<sup>th</sup> July, 2022, 30<sup>th</sup> July, 2022, 13<sup>th</sup> August, 2022, 22<sup>nd</sup> August, 2022, 3<sup>rd</sup> September, 2022, 7<sup>th</sup> September, 2022, 1<sup>st</sup> October, 2022, 22<sup>nd</sup> October, 2022, 14<sup>th</sup> December, 2022, 10<sup>th</sup> January, 2023, 3<sup>rd</sup> February, 2023, 10<sup>th</sup> February, 2023, 3<sup>rd</sup> March, 2023 and 9<sup>th</sup> March, 2023. The details of attendance of each Director at the Board Meetings and Annual General Meeting are given in the Report on Corporate Governance.

### Independent Directors

In terms of Section 149 of the Companies Act, 2013 and rules made there under and Listing Regulations, the Company has three Non-Executive Independent Directors. In the opinion of the Board of Directors, all three Independent Directors of the Company meet all the criteria mandated by Section 149 of the Companies Act, 2013 and rules made there under and Listing Regulations and they are Independent of Management.

A separate meeting of Independent Directors was held on 24<sup>th</sup> March, 2023 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board that is necessary for the board of directors to effectively and reasonably perform their duties.

The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at [www.galaglobalhub.com](http://www.galaglobalhub.com).

The Company has received a declaration from the Independent Directors of the Company under Section 149(7) of Companies Act, 2013 and 16(1) (b) of Listing Regulations confirming that they meet criteria of Independence as per relevant provisions of Companies Act, 2013 for financial year 2022-23. The Board of Directors of the Company has taken on record the said declarations and confirmation as submitted by the Independent Directors after undertaking due assessment of the veracity of the same. In the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors and are independent of the Management.

Following Independent Directors have resigned during the year:

Sr. No.	Name	Designation	Date of Resignation
1	Ms. Stuti Kinariwala	Non – Executive Independent Director	July 29, 2022
2	Mr. Smit Champaneri	Non – Executive Independent Director	August 15, 2022
3	Mr. Mahipalsinh B. Jhala	Non – Executive Independent Director	August 15, 2022
4	Mrs. Yesha Bhatt	Non – Executive Independent Director	July 29, 2022

### **Key Managerial Personnel**

In accordance with Section 203 of the Companies Act, 2013, the Company has appointed Mr. Prahlad Agarwal as a Managing Director and Chief Financial Officer of the Company. (W.e.f. 10<sup>th</sup> January, 2023).

The Board of Directors has appointed Ms. Chhayaben Chandulal Mulani as Company Secretary and Compliance officer of the Company (w.e.f. 9<sup>th</sup> March, 2023).

### **Performance Evaluation**

In terms of the requirement of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. During the year under review, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its committees. The exercise was led by the Chairman of the NRC along with the Chairman of Board.

The NRC has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Evaluation of Board, Individual Directors and Committees is included in Report on Corporate Governance which is the part of this report.

### **Directors' Responsibility Statement:**

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed and that no material departures have been made from the same;
- 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 and of the profit or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts for the year ended March 31, 2023 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- 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.

### **COMMITTEES OF BOARD:**

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

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder's Relationship 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.

### **Vigil Mechanism**

The Company has established a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethic policy. The said mechanism also provides for adequate safeguards against victimization of director(s)/Employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The details of establishment of such mechanism have been disclosed in the Board's Report. Further, the Policy on Vigil Mechanism is available on the website of the Company at [www.galaglobalhub.com](http://www.galaglobalhub.com).

### **Nomination and Remuneration Policy**

Nomination and Remuneration Policy in the Company is designed to create a high-performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The Company pays remuneration by way of salary to its Executive Directors and Key Managerial Personnel.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at [www.galaglobalhub.com](http://www.galaglobalhub.com).

### **Remuneration of Directors**

The details of remuneration/sitting fees paid during the financial year 2022-23 to Executive Directors/Directors of the Company is provided in Form MGT-7 and Report on Corporate Governance which are the part of this report.

### **PARTICULARS OF EMPLOYEES:**

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 - A**.

The statement containing employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the

accounts are being sent to members excluding this annexure. In terms of Section 136 of the Act, the said annexure will be for inspection. Any shareholder interested in obtaining a copy of the same may write to Company Secretary.

#### **INFORMATION ON SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES:**

The Company have no any Subsidiary/Joint Ventures/Associate Companies. Hence provisions of Section 129 (3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the subsidiary companies in Form AOC 1 is not required to be annexed to this Report.

#### **PUBLIC DEPOSITS:**

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2023.

#### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement for the year ended on March 31, 2023.

#### **ANNUAL RETURN:**

The Extract of Annual Return of the company as on March 31, 2023 is available on the company's website and can be accessed at [http://www.galaglobalhub.com./pdf/mgt\\_9\\_2022\\_2023.pdf](http://www.galaglobalhub.com./pdf/mgt_9_2022_2023.pdf).

#### **TRANSACTIONS WITH RELATED PARTIES:**

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and/or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013, and Listing Regulations. There was no contracts, arrangements or transactions which was executed not in ordinary course of business and/or at arm's length basis. Further, there were no related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

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 were no any materially significant related party transactions i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement 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.

Members may refer to the notes to the accounts for details of related party transactions entered as per Indian Accounting Standard – 24. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the SEBI LODR Regulations.

In line with the requirements of the Companies Act, 2013 and the Listing Regulations, your Company has formulated a Policy on Related Party Transactions. The Policy on Materiality of and dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website [www.galaglobalhub.com](http://www.galaglobalhub.com). The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

#### **INTERNAL FINANCIAL CONTROL (IFC) SYSTEMS AND THEIR ADEQUACY:**

Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources. Apart from these internal control procedures, a well-defined and established system of internal audit is in operation to independently review and strengthen these control measures, which is carried out by a reputed firm of Chartered Accountants. The audit is based on an internal audit plan, which is reviewed each year in consultation with the statutory auditor of the Company and the audit committee. The conduct of internal audit is oriented towards the review of internal controls and risks in its operations.

M/s. H K Shah & Company, Chartered Accountants (FRN: 109583W), the statutory auditors of the Company has audited the financial statements included in this annual report and has issued an report annexed to the Audit Report of the Company on our internal control over financial reporting (as defined in section 143 of Companies Act, 2013).

The audit committee reviews reports submitted by the management and audit reports submitted by internal auditors and statutory auditor. Suggestions for improvement are considered and the audit committee follows up on corrective action. The audit committee also meets the statutory auditors of the Company to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the board of directors informed of its major-observations periodically. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of 31<sup>st</sup>March, 2023, our internal financial controls were adequate and operating effectively.



## **MATERIAL CHANGES AND COMMITMENT:**

There are no material changes and commitments, affecting the financial position of the Company, have occurred between the ends of financial year of the Company i.e. 31<sup>st</sup> March, 2023 to the date of this Report.

## **SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate. The Company has setup an Internal Complaints Committee (ICC) for redressal of Complaints.

During the financial year 2022-2023, the Company has received nil complaints on sexual harassment.

## **CORPORATE SOCIAL RESPONSIBILITY:**

Pursuant to Section 135 of Companies Act, 2013, the Company does not require to constitute Corporate Social Responsibility Committee (“the CSR Committee”).

## **RISK MANAGEMENT:**

Business risk evaluation and management is an ongoing process within the Company. During the year under review, the Management reviewed the risk management and minimization procedure adopted by the Company covering the business operations of the Company.

## **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

### **A. Conservation of energy –**

- i.) The steps taken or impact on conservation of energy:** Company ensures that the operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- ii.) The steps taken by the Company for utilizing alternate sources of energy:** No alternate source has been adopted.
- iii.) The capital investment on energy conservation equipment:** No specific investment has been made in reduction in energy consumption.

### **B. Technology absorption –**

- i.) The effort made towards technology absorption:** Not Applicable.



- ii.) **The benefit derived like product improvement, cost reduction, product development or import substitution:** Not Applicable
  - iii.) **in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -**
    - a. **The details of technology imported:** Nil.
    - b. **The year of import:** Not Applicable.
    - c. **Whether the technology has been fully absorbed:** Not Applicable.
    - d. **If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:** Not Applicable.
  - iv.) **The expenditure incurred on Research and Development:** Nil
- C. Foreign Exchange Earnings & Expenditure:**
- i.) Details of Foreign Exchange Earnings: Nil
  - ii.) Details of Foreign Exchange Expenditure: Nil

## **CORPORATE GOVERNANCE:**

Your Company strives to incorporate the appropriate standards for corporate governance. As stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Report on Corporate Governance and Certificate of the Practicing Company Secretary with regards to compliance with the conditions of Corporate Governance is annexed to the Board's Report as **Annexure – B**.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report for the year under review, as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of this Annual Report.

## **STATUTORY AUDITOR AND THEIR REPORT:**

The Company has appointed M/s. H K Shah & Co. (FRN: 109583W), Chartered Accountants, Ahmedabad as a Statutory Auditors of the Company for a term of five years. (*W.e.f. 30<sup>th</sup> July, 2022*).

The Report given by the Auditors on the financial statement of the Company is part of this Annual Report. The Auditors have given Qualified Opinion in their Report. Replies to the observations by the Statutory Auditors in their Report are given by way of an addendum to this Report as Annexure-C.

## **INTERNAL AUDIT & CONTROL:**

Your Company is in process to appoint a suitable and qualified Chartered Accountant as its Internal Auditor. As company needs an internal Auditor who will take care of the internal audit and controls, systems and processes in the Company. Meanwhile your Company has in

place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations.

#### **REPORTING OF FRAUD:**

Your company would like to inform you that there has been no fraud reported during the period under the review. However, there were some clarifications required by the Statutory Auditor to which timely reply has been given by the management. The same are being provided in **Annexure-G**. Details regarding report under sub-section (12) of section 143 of the Companies Act and as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 are provided in the Independent Auditor's Report being attached in this Annual Report.

#### **MAINTENANCE OF COST RECORD:**

Since the company is not falling under prescribed class of Companies, our Company is not required to maintain cost record.

#### **SECRETARIAL AUDITOR AND THEIR REPORT:**

The Company has appointed M/s. Deepti & Associates, Practicing Company Secretary, to conduct the secretarial audit of the Company for the financial year 2022-23, as required under Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial Audit Report for the financial year 2022-23 is annexed to this report as an **Annexure – D**.

#### **COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD 1 AND SECRETARIAL STANDARD 2:**

The applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by your Company.

#### **GENERAL DISCLOSURE:**

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review or they are not applicable to the Company;

- (i) Details relating to deposits covered under Chapter V of the Act;
- (ii) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (iii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;

- (iv) There is no revision in the Board Report or Financial Statement;
- (v) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;

#### **APPRECIATIONS AND ACKNOWLEDGEMENT:**

Your director's wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment during the year under review.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, distributors, retailers, business partners and others associated with it as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be your Company's Endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

Your directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

**Registered office:**

B-1, laxmi com. Co.op.  
Estate, b/h old navneet  
press, sukhramnagar  
ahmedabad gj 380021

For and on behalf of Board of Directors  
**GALA GLOBAL PRODUCTS LIMITED**  
CIN: L29109GJ2010PLC063243

Sd/-

Sd/-

**Date: 14/09/2023**  
**Place: Ahmedabad**

**Prahlad Agarwal**  
**Managing Director**  
**DIN: 09851691**

**Alpa Pandya**  
**Director**  
**DIN: 07013011**

**PARTICULARS OF EMPLOYEES**

**Disclosures pertaining to remuneration and other details as required  
Under Section 197(12) of the Companies Act, 2013 read with Rules made there under.**

**A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- a) **The ratio of remuneration of each director to the median remuneration of employees for the financial year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

<b>Sr. No</b>	<b>Name</b>	<b>Designation</b>	<b>Nature of Payment</b>	<b>Amount Paid</b>	<b>Ratio against median employee's remuneration</b>	<b>Percentage Increase</b>
1.	Ms. Avani Shah (Resigned w.e.f. 18th July, 2022)	Chairman & Managing Director	Director Remuneration	8,98,200	786.82%	-25%
2.	Mrs. Alpa Jignesh Pandya (Appointed w.e.f. 3rd March, 2023)	Executive Director	Director Remuneration	30,102	N.A.	-
3.	Vishal Gala	Executive Director	Sitting Fees	9,23,400	811%	-75%
4.	Smit N. Champaneri (Resigned w.e.f 15th, August 2022)	Non-Executive Independent Director	Sitting Fees	4,000	N.A.	-
5.	Mahipalsinh B. Jhala (Resigned w.e.f 15th,	Non-Executive Independent Director	Sitting Fees	3,000	N.A.	-

	August 2022)					
6.	Ms. Stuti Kinariwala (Resigned w.e.f 29th July, 2022)	Non-Executive Independent Director	Sitting Fees	4,000	NA	-
7	Yesha Bhatt (Resigned w.e.f 29 <sup>th</sup> July 2022)	Non-Executive Independent Director	Sitting Fees	1,000	N.A.	-
8	Mrs. Neha Vishal Gala (Appointed w.e.f.19 <sup>th</sup> July, 2022) (Resigned w.e.f 28 <sup>th</sup> December, 2022)	Managing Director and CFO	Director Remuneration	2,80,800	150%	-
9	Mr. Prahlad Kumar Agarwal (Appointed w.e.f.10 <sup>th</sup> January, 2023)	Managing Director and CFO	Director Remuneration	-	-	-
10	Mr. Umang Selani (Appointed w.e.f. 3 <sup>rd</sup> September, 2022)	Non-Executive Independent Director	Sitting Fees	-	-	-
11	Mr. Vipul Maru (Appointed w.e.f. 3 <sup>rd</sup> September, 2022)	Non-Executive Independent Director	Sitting Fees	-	-	-

12	Mr. Vyomesh Yagnesh bhai Vaishnav (Appointed w.e.f. 25 <sup>th</sup> July, 2022) (Resigned w.e.f 18 <sup>th</sup> July, 2023)	Non-Executive Independent Director	Sitting Fees	-	-	-
13	Mr. Parth Joshi (Resigned w.e.f 19 <sup>th</sup> August, 2022)	Company Secretary	Salary	91,200	NA	-
14	Ms. Chhayaben Chandulal Mulani (Appointed w.e.f. 9 <sup>th</sup> March, 2023)	Company Secretary	Salary	-	-	-

**b) The percentage increase in the median remuneration of employees in the financial year:**

The median remuneration of the employees in current financial year has decreased by 53 % over the previous financial year.

**c) The number of permanent employees on the rolls of the Company: 23 Employees as on March 31, 2023.**

**d) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The Average 40% decrease was made in salary of employees whereas remuneration of Executive Directors was decreased by 50%. Further, there were no exceptional circumstances in which the salary executive Directors was increased. It was as per the approval of the shareholders of the Company.

## **REPORT ON CORPORATE GOVERNANCE**

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance ensures fairness, transparency and integrity of the management. Corporate Governance is a way of life, rather than a mere legal compulsion. It further inspires and strengthens investor's confidence and commitment to the Company. Any good Corporate Governance provides an appropriate framework for the Board, its committees and senior management, to carry out the objectives that are in the interest of the Company and the stakeholders.

The Company maintains the highest levels of transparency, accountability and good management practices through the adoption and monitoring of corporate strategies, goals and procedures to comply with its legal and ethical responsibilities.

We believe that sound Corporate Governance is critical to enhancing and retaining investor trust. Accordingly, we always seek to ensure that we attain our performance goals with integrity. Our Board exercises its fiduciary responsibilities in the widest sense of the term.

In compliance with the disclosure requirements as mentioned in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details are set out in this report.

### **BOARD OF DIRECTORS**

The "Board", being the trustee of the Company, responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities.

#### **Constitution of Board**

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors, including independent Directors, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance. As on 31st March, 2023, Board comprises of 7 (Seven) Directors out of which 3 (Three) Directors are Executive Directors, and remaining 4 (Four) are Non-Executive Independent Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013. All Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time and Section 149 of the Companies Act, 2013. The present strength of the Board reflects judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

None of the Directors is a director in more than ten Public Limited Companies. Further, none of the Directors on the Company's Board is a member of more than ten Committees and Chairman of more than five Committees (Committees being, Audit Committee and Stakeholders' Relationship Committee) across all the companies in which he/she is a director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than ten public companies as on 31st March, 2023. None of the Director of the Company is serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than three Listed Company and none of the Director of the Company is holding position as Independent Director in more than seven Listed Company. None of the Directors is Director in more than seven listed companies.

The composition of the Board is in conformity with the Regulation 17 of the SEBI Listing Regulations.

As at 31<sup>st</sup> March, 2023, the Board comprised following Directors;

Name of Director	Category Cum Designation	Date of Appointment in present role	Directors in other Listed Companies excluding our Company	^Membership of Committee in other company		No. of Shares held as on March 31, 2023	Inter-se Relation between Directors
				in which Director is Members	in which Director is Chairman		
Vishal Mulchandbhai Gala	Executive Director	14 <sup>th</sup> December, 2010	0	0	0	262752 50 Equity Shares	No Relatio n
Alpa Pandya	Executive Director	3 <sup>rd</sup> March, 2023	0	0	0	1338 Equity Shares	No Relatio n
Vyomesh Yagneshbhai Vaishnav (Resigned on 18 <sup>th</sup> July, 2023)	Non-Executive Independent Director	25 <sup>th</sup> July, 2022	0	0	0	-	No Relatio n
Dhruv Modi	Non-Executive -	10 <sup>th</sup> February,	0	0	0	-	No Relatio



	Independent Director	2023					n
Vipul Laxmichand Maru	Non-Executive Independent Director	3 <sup>rd</sup> September, 2022	0	0	0	-	No Relation
Umang Selani	Non-Executive Independent Director	3 <sup>rd</sup> September, 2022	0	0	0	-	No Relation
Prahlad Agarwal	Executive Director, Managing Director	10 <sup>th</sup> January, 2023	0	0	0	-	No Relation

^ Committee includes Audit Committee and Shareholders' Grievances Committee across all Public Companies excluding our Company.

~ excluding Section 8 Company, Struck off Company, Amalgamated Company and LLPs.

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

### Board Meeting

Regular meetings of the Board are held to review the quarterly results of the Company. Additional Board meetings are convened, as and when required, to discuss and decide on various business policies, strategies and other businesses. The Board meetings are generally held at registered office of the Company.

During the year under review, Board of Directors of the Company met 16 (Sixteen) times, viz 28.05.2022, 18.07.2022, 25.07.2022, 30.07.2022, 13.08.2022, 22.08.2022, 03.09.2022, 07.09.2022, 01.10.2022, 22.10.2022, 14.12.2022, 10.01.2023, 03.02.2023, 10.02.2023, 03.03.2023, 09.03.2023.

The details of attendance of each Director at the Board Meeting and Annual General Meeting are given below;

Name of Director	Number of Board Meetings held during their tenure in the F.Y. 2022-23	Number of Board Meetings attended during F.Y. 2022-23	Whether attended last AGM held on 30.09.2022
Mr. Vishal M. Gala	16	16	Yes
Mr. Prahlad Kumar Agarwal	5	5	NA

Mrs. Alpa Jignesh Pandya	2	2	NA
Mr. Umang Selani	10	10	YES
Mr. Vipul Maru	10	10	YES
Mr. Dhruv Modi	3	3	NA
Mr. Vyomesh Yagnesh Vaishnav bhai	14	14	YES
Mrs. Neha Vishal Gala	9	9	YES
Ms. Avani N. Shah	1	1	NA
Ms. Stuti Kinariwala	3	3	NA
Mr. Smit Champaneri	5	5	NA
Mr. Mahipalsinh B. Jhala	5	5	NA
Mrs. Yesha Bhatt	3	3	NA

During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors. Hence, the Company is in compliance of condition of clause 10(j) of schedule V of the SEBI Listing Regulations.

#### **Independent Directors:**

In terms of Section 149 of the Companies Act, 2013 and rules made there under and Listing Regulations, the Company has three Non-Promoter Non-Executive Independent Directors as on report date. In the opinion of the Board of Directors, all three Independent Directors of the Company meet all the criteria mandated by Section 149 of the Companies Act, 2013 and rules made there under and Listing Regulations and they are Independent of Management.

A separate meeting of Independent Directors was held on 24<sup>th</sup> March, 2023 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board that is necessary for the board of directors to effectively and reasonably perform their duties.

The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at [www.galaglobalhub.com](http://www.galaglobalhub.com).

The Company has received a declaration from the Independent Directors of the Company under Section 149(7) of Companies Act, 2013 and 16(1)(b) of Listing Regulations confirming that they meet criteria of Independence as per relevant provisions of Companies

Act, 2013 for financial year 2022-2023. The Board of Directors of the Company has taken on record the said declarations and confirmation as submitted by the Independent Directors after undertaking due assessment of the veracity of the same. In the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors and are independent of the Management.

Following Independent Directors have resigned during the year:

Sr. No.	Name	Designation	Date of Resignation
1	Ms. Stuti Kinariwala	Non – Executive Independent Director	July 29, 2022
2	Mr. Smit Champaneri	Non – Executive Independent Director	August 15, 2022
3	Mr. Mahipalsinh B. Jhala	Non – Executive Independent Director	August 15, 2022
4	Mrs. Yesha Bhatt	Non – Executive Independent Director	July 29, 2022

**Detailed reasons for the resignation of the Independent Directors who resigned before the expiry of his/her tenure:**

Ms. Stuti Kinariwala (DIN- 09181276), Non-Executive Independent Director resigned from the Company with effect from July 29, 2022 before the expiry of her tenure consequent to certain urgent professional pressing engagements. Due confirmation regarding no other material reasons other than those mentioned was provided in her resignation letter.

Mr. Smit Champaneri (DIN- 08163911), Non-Executive Independent Director resigned from the Company with effect from August 15, 2022 before the expiry of his tenure due to some personal reasons. Due confirmation regarding no other material reasons other than those mentioned was provided in his resignation letter.

Mr. Mahipalsinh B. Jhala (DIN- 08163914), Non-Executive Independent Director resigned from the Company with effect from August 15, 2022 before the expiry of his tenure as his other professional commitments have been increased. Due confirmation regarding no other material reasons other than those mentioned was provided in his resignation letter.

Mrs. Yesha Bhatt (DIN- 08734788), Non-Executive Independent Director resigned from the Company with effect from July 29, 2022 before the expiry of her tenure due to personal and unavoidable circumstances and due confirmation regarding no other material reasons other than those mentioned was mentioned in her resignation letter.

**Code of conduct for the Board of Directors and senior management personnel:**

In terms of Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted the Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. The

compliance of the said code has been affirmed by them annually. The Code of Conduct also includes the duties of Independent Directors. A copy of the Code has been put up on the Company's website and same may be accessed at [www.galaglobalhub.com](http://www.galaglobalhub.com).

A declaration of the Company for compliance with code of conduct is attached with this report.

#### **Familiarization Programmer for Board Members:**

The Company has formulated a policy to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. The details of such familiarization programmes are disclosed on the website of the Company and the web link for the same is [www.galaglobalhub.com](http://www.galaglobalhub.com).

#### **Skills/expertise/ competencies of Board of Directors:**

The Board of the Company comprises eminent personalities and leaders in their respective fields. These members bring in the required skills, competence and expertise to the Board. These Directors are nominated based on well-defined selection criteria. Nomination and Remuneration Committee ('NRC') considers, inter alia, key skills, qualifications, expertise and competencies, whilst recommending to the Board the candidature for appointment of Director. The Board of Directors have, based on the recommendations of the NRC, identified the following core key skills/expertise/competencies of Directors as required in the context of business of the Company for its effective functioning which are currently possessed by the Board Members of the Company and mapped against each of the Directors:

<b>Name of Director</b>	<b>Safety and Corporate Social Responsibility</b>	<b>General Management and Leadership Experience</b>	<b>Human Resource and Communication</b>	<b>Corporate Strategy and Strategic Planning</b>	<b>Finance, Risk Management, Regulatory and Governance</b>	<b>Science and Technology including IT</b>
Vyomesh Yagneshbhai Vaishnav (Appointed w.e.f 25 <sup>th</sup> July, 2022 and upto 18 <sup>th</sup> July, 2023)	✓	✓	✓	✓	✓	-
Vishal Mulchandbhai Gala	✓	✓	✓	✓	✓	-
Mahipalsin	✓	✓	-	-	-	✓

h Bharatsinh Jhala (Resigned w.e.f.15 <sup>th</sup> August,202 2)						
Umang Selani (Appointed w.e.f 3 <sup>rd</sup> September, 2022)	✓	✓	-	-	-	✓
Vipul Maru (Appointed w.e.f 3 <sup>rd</sup> September, 2022)	✓	✓	-	-	-	✓
Alpa Gala (Appointme nt w.e.f. 3 <sup>rd</sup> March, 2023)	✓	✓	✓	✓	✓	-

## PROHIBITION OF INSIDER TRADING

The Company has devised a Code of Conduct of Insider Trading Regulations which is applicable to all the Designated Persons of the company who are expected to have access to have access to the unpublished price sensitive information relating to the company and is available on the website of the company i.e. [www.galaglobalhub.com](http://www.galaglobalhub.com). The said code lays down guidelines which advise them.

## COMMITTEES OF BOARD

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has Three (3) committees i.e. Audit Committee, Nomination and Remuneration Committee, and Stakeholder's Grievance & Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided in detailed hereunder.

There were no instances during the financial year 2022-23, wherein the Board had not accepted recommendations made by any committee of the Board.

### A. Audit Committee

The Company has formed audit committee in line with the provisions Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations for the purpose of assisting

the Board in fulfilling its overall responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities.

**Role of Committee:**

1. Oversight of the Company'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 Company;
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, with particular reference to:
  - a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions.
  - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.
19. Approval of appointment of CFO (i.e., the Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the Management letters/ letters of Internal Control weaknesses issued by Statutory Auditor;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
22. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of the provision and
23. The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.

#### **Review of Information by the Committee:**

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee and
6. statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
7. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
8. Examination of the financial statement and auditors' report thereon;
9. Approval or any subsequent modification of transactions of the Company with related parties;

10. Scrutiny of inter-corporate loans and investment;
11. Valuation of undertakings or assets of the Company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Monitoring the end use of funds raised through public offers and related matters;
14. Any other matters as prescribed by law from time to time.

#### **Powers of Committee:**

The Committee-

1. May call for comments of auditors about internal control system, scope of audit, including observations of auditors and review of financial statement before their submission to board;
2. May discuss any related issues with internal and statutory auditors and management of the Company;
3. To investigate into any matter in relation to above items or referred to it by Board;
4. To obtain legal or professional advice from external sources and have full access to information contained in the records of the Company;
5. To seek information from any employee;
6. To secure attendance of outsiders with relevant expertise, if it considers necessary;
7. Any other power as may be delegated to the Committee by way of operation of law.

#### **Composition of Committee, Meeting and Attendance of each Member at Meetings:**

Audit Committee meeting is generally held one in quarter for the purpose of recommending the quarterly / half yearly / yearly financial result and the gap between two meetings did not exceed one hundred and twenty days. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee. During the year under review, Audit Committee met 6 (Six) times on 28<sup>th</sup> May, 2022; 30<sup>th</sup> July, 2022, 13<sup>th</sup> August, 2022; 30<sup>th</sup> September, 2022, 22<sup>nd</sup> October, 2022, 10<sup>th</sup> January, 2023.

The composition of the Committee during the year and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Vishal Mulchand bhai Gala (Upto 30 <sup>th</sup> September, 2022)	Executive Director	Member	6	3	3
Smit N Champaneri (Upto 15 <sup>th</sup> August, 2022)	Non-Executive - Independent Director	Member	6	3	3



Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Stutiben Kinariwala (Upto 29 <sup>th</sup> July, 2022)	Non-Executive - Independent Director	Chairman	6	1	1
Umang Sanjaybhai Selani (Appointed 3 <sup>rd</sup> September, 2022)	Non-Executive - Independent Director	Chairman	6	3	3
Vipul Laxmichand Maru (Appointed w.e.f 3 <sup>rd</sup> September, 2022)	Non-Executive - Independent Director	Member	6	3	3
Vyomesh Yagneshbhai Vaishnav (Appointed w.e.f, 25 <sup>th</sup> July, 2022)	Non-Executive - Independent Director	Member	6	3	3

The Company Secretary of the Company acts as a Secretary to the Committee. The Constitution of the Audit Committee is in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (LODR) Regulations, 2015.

The Statutory Auditors and Internal Auditors of the Company are invited in the meeting of the Committee wherever requires. Chief Financial Officer of the Company is a regular invitee at the Meeting.

Recommendations of Audit Committee have been accepted by the Board of wherever/whenever given.

## **B. Nomination and Remuneration Committee**

The Company has formed Nomination and Remuneration committee in line with the provisions Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

**Terms of reference:**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

Explanation: Senior Management means personnel who are members of the core management team excluding BOD comprising all members of management one level below the executive directors, including functional heads.

7. Recommend to the board, all remuneration, in whatever form, payable to senior management.
8. Other terms of reference as prescribed under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

**Composition of Committee, Meeting and Attendance of each Member at Meetings:**

Nomination and Remuneration Committee meeting is generally held at least once in a year. Additional meetings are held for the purpose of recommending appointment/re-appointment of Directors and Key Managerial Personnel and their remuneration. During the year under review, Nomination and Remuneration Committee met 10 (Ten) time viz, 30<sup>th</sup> May, 2022, 18<sup>th</sup> July, 2022, 25<sup>th</sup> July, 2022, 3<sup>rd</sup> September, 2022, 30<sup>th</sup> September, 2022, 1<sup>st</sup> October, 2022, 10<sup>th</sup> January, 2023, 10<sup>th</sup> February, 2023, 3<sup>rd</sup> March, 2023, 9<sup>th</sup> March, 2023.

The composition of the Committee during the year and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mahipalsinh B. Jhala (Upto 15 <sup>th</sup> August, 2022)	Non-Executive Independent Director	Member	10	3	3
Smit N. Champaneri	Non-Executive Independent	Member	10	3	3

(Upto 15 <sup>th</sup> August, 2022)	Director				
Stutiben Kinariwala (Upto 27 <sup>th</sup> July, 2022)	Non-Executive Independent Director	Chairperson	10	3	3
Umang Sanjaybhai Selani (Appointed w.e.f 3 <sup>rd</sup> September, 2022)	Non-Executive - Independent Director	Chairperson	10	7	7
Vipul Laxmichand Maru (Appointed w.e.f 3 <sup>rd</sup> September, 2022)	Non-Executive - Independent Director	Member	10	7	7
Vyomesh Yagneshbhai Vaishnav (Appointed w.e.f 25 <sup>th</sup> July, 2022)	Non-Executive - Independent Director	Member	10	7	7

### Board and Director Evaluation and criteria for evaluation

In terms of the requirement of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. During the year under review, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees. The exercise was led by the Chairman of the NRC along with the Chairman of Board.

The NRC has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Evaluation of Board, Individual Directors and Committees include, inter alia, the following:

Board Evaluation	Evaluation of Individual Directors	Committee Evaluation
<ul style="list-style-type: none"> <li>Board Structure - qualifications, experience</li> </ul>	<ul style="list-style-type: none"> <li>Professional qualifications and experience</li> </ul>	<ul style="list-style-type: none"> <li>Mandate and composition</li> </ul>

<ul style="list-style-type: none"> <li>and competencies</li> <li>• Board Diversity</li> <li>• Meetings – regularity, frequency, agenda, discussion and recording of minutes</li> <li>• Functions – strategy, governance, compliances, evaluation of risks, stakeholder value and responsibility, conflict of interest</li> <li>• Independence of management from the Board, access of Board and management to each other</li> </ul>	<ul style="list-style-type: none"> <li>• Knowledge, skills and competencies</li> <li>• Fulfillment of functions, ability to function as a team</li> <li>• Attendance</li> <li>• Commitment, contribution, integrity and independence</li> <li>• In addition to the above, the Chairman of the Board Meetings is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer Meetings, impartiality and ability to keep shareholders' interests in mind</li> </ul>	<ul style="list-style-type: none"> <li>• Effectiveness of the Committee</li> <li>• Structure of the Committee</li> <li>• Meetings – regularity, frequency, agenda, discussion and dissent, recording of minutes</li> <li>• Independence of the Committee from the Board and contribution to decisions of the Board</li> </ul>
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### Remuneration of Directors:

The Company has not entered into any pecuniary relationship or transactions with Non-Executive Directors of the Company.

Further, criteria for making payment, if any, to non-executive directors are provided under the Nomination and Remuneration Policy of the Company which is hosted on the website of the Company viz; [www.galaglobalhub.com](http://www.galaglobalhub.com).

During the year under review, the Company has paid remuneration to Executive Directors of the Company, details of which are as under;

Sr. No.	Name of Directors	Designation	Component of payment	Remuneration Paid (in Rs.)
1.	Ms. Avaniben Nirav Shah (Resigned w.e.f. 18 <sup>th</sup> July, 2022)	Chairman & MD	Fixed Salary	8,98,200
2.	Mrs. Alpa Jignesh Pandya (Appointed w.e.f. 3 <sup>rd</sup> March, 2023)	Executive Director	Fixed Salary	30,102
2.	Mr. Vishal Gala	Executive Director	Fixed Salary	9,23,400

3	Mrs. Neha Vishal Gala (Appointed w.e.f. 19 <sup>th</sup> July, 2022) (Resigned w.e.f 28 <sup>th</sup> December, 2022)	MD and CFO	Fixed Salary	2,80,800
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The remuneration of the Directors is decided by the Nomination and Remuneration Committee based on the performance of the Company in accordance with the Nomination and Remuneration Policy within the limit approved by the Board or Members.

Apart from sitting fees, Non-Executive Directors do not receive any other consideration except in their professional capacity. Further, the Non-Executive Directors are paid sitting fees within the limits as stipulated under Section 197 of Companies Act, 2013, for attending Board/Committee Meetings. Sitting Fees paid to Directors does not require the approval of Shareholders and Central Government. Details of sitting fees paid to the Non-Executive Directors are given below:

Sr. No.	Name of Directors	Sitting Fees Paid (in Rs.)
1.	Mr. Smit Champaneri (Upto 15 <sup>th</sup> August,2022)	4,000
2.	Ms. Stuti Kinariwala (Resigned w.e.f 29th July, 2022)	4,000
3.	Ms. Yesha Bhatt (Upto 29 <sup>th</sup> July, 2022 )	1,000
4.	Mr. Mahipalsinh B. Jhala (Upto 15 <sup>th</sup> August,2022)	3,000

The Company has not entered into / paid any service contracts, notice period, severance fees. Further, the Company has not granted any stock options to its directors.

**The evaluation of the Independent Directors was carried out by the entire Board based on below criteria:**

- Director's preparedness prior to the meeting;
- Director's willingness to devote time and effort to understand the Company and its business and a readiness to participate in events outside the meeting room, such as site visits;
- Director's ability to remain focused at a governance level in Board/ Committee meetings;
- Quality of Director's contributions at Board/Committee meetings;
- Proactive attitude of Directors in development of strategy and risk management of the Company;
- Director's understanding about governance, regulatory, financial, fiduciary and ethical requirements of the Board /Committee;
- Director's willingness to refresh his/ her knowledge and skills and up to date with the latest developments in areas such as corporate governance framework, financial reporting and the industry and market conditions;
- Convincing power of the director in presenting his/her views before board;
- Maintaining high standard of ethics and integrity.

Further, the evaluation of the Chairman and the Executive Director was carried out by the Independent Directors. The Directors were satisfied with the evaluation results.

### C. Stakeholder's Relationship Committee

#### Terms of Reference:

The Stakeholder's Relationship Committee ("SRC") looks into various aspects of interest of shareholders. The Committee ensures cordial investor relations, oversees the mechanism for redressal of investors' grievances and specifically looks into various aspects of interest of shareholders. The Committee specifically looks into redressing shareholders'/investors' complaints/ grievances pertaining to share transfers/transmission, non-receipts of annual reports, non-receipt of declared dividend and other allied complaints. The Committee oversees performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement. The terms of reference of the SRC includes:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

#### Composition of Committee, Meetings and Attendance of each Member at Meetings:

During the year under review, Stakeholder's Grievance & Relationship Committee met 5 (five) times viz on 7<sup>th</sup> May, 2022, 1<sup>st</sup> July, 2022, 30<sup>th</sup> September, 2022, 22<sup>nd</sup> October, 2022, 12<sup>th</sup> January, 2023.

The composition of the Committee during the year and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mahipalsinh B. Jhala (Upto 15 <sup>th</sup> August, 2022)	Non-Executive Independent Director	Member	5	2	2
Smit N. Champaneri (Upto 15 <sup>th</sup> August, 2022)	Non-Executive Independent Director	Member	5	2	2

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
August, 2022)					
Stutiben Kinariwala (Upto 29 <sup>th</sup> July, 2021)	Non-Executive Independent Director, Chairperson	- Chairperson	5	2	2
Vishal Mulchandbhai Gala	Executive Director	Member	5	3	3
Umang Sanjaybhai Selani (Appointed w.e.f 3 <sup>rd</sup> September, 2022)	Non-Executive Independent Director	- Chairperson	5	3	3
Vipul Laxmichand Maru (Appointed w.e.f 3 <sup>rd</sup> September, 2022)	Non-Executive Independent Director	- Member	5	3	3

### Name and Designation of Compliance Officer

Ms. Chhayaben Chandulal Mulani, Company Secretary and Compliance Officer of the Company is acting as the Compliance Officer.

Mr. Parth Ajit Joshi has resigned as Company Secretary and Compliance Officer of the Company on August 19, 2022.

### Complaint

Number of complaints outstanding as on April 1, 2022	Nil
Number of complaints received from the Investors from April 1, 2022 to March 31, 2023	Nil
Number of complaints solved to the satisfaction of the Investors from April 1, 2022 to March 31, 2023	Nil

Number of complaints pending as on March 31, 2023	Nil
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#### D. Corporate Social Responsibility Committee

The company is not required to formulate Corporate Social Responsibility Committee pursuant to Section 135 of Companies Act, 2013.

#### E. Risk Management Committee

The company is not required to formulate Risk Management Committee pursuant to Regulation 21(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as the company is not in the top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediate preceding financial year or high value debt listed entity.

#### SENIOR MANAGEMENT:

Particulars of senior management including the changes therein since the close of the previous financial year are as under.

Sr. No.	Particulars	Designation
1.	Ms. Chhayaben Chandulal Mulani	Company Secretary & Compliance Officer
2.	Mr. Prahlad Kumar Agarwal	Managing Director and Chief Financial Officer

There has been no change in the senior management since the close of the previous financial year.

#### GENERAL BODY MEETINGS

##### Annual General Meetings

Financial Year	Date, Day and Time	Location of Meeting	Time	No. of Special Resolutions passed
2021-22	Friday, September 30, 2022	Through two-way VC / OAVM - B-1 Laxmi Com. Co. Op. Estate, B/H Old Navneet Press, Sukhramnagar, Ahmedabad-380021	12:30 PM	4
2020-21	Thursday, September 30, 2021	Through two-way VC / OAVM - B-1 Laxmi Com. Co. Op. Estate, B/H Old Navneet Press, Sukhramnagar, Ahmedabad-380021	09:00 AM	0
2019-20	Thursday, December 31, 2020	Through two-way VC / OAVM via Zoom Platform - B-1 Laxmi Com. Co. Op. Estate, B/H Old Navneet Press,	09:00 AM	2



		Sukhramnagar, Ahmedabad-380021		
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**Passing of Special Resolution through Postal Ballot:**

During the year no Special Resolution has been passed through Postal Ballot.

**MEANS OF COMMUNICATION****a. Financial Results**

The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as “The Indian Express” i.e.in English and “The Financial Express” in Gujarati language and are displayed on the website of the Company [www.galaglobalhub.com](http://www.galaglobalhub.com).

**b. Website**

The Company's website [www.galaglobalhub.com](http://www.galaglobalhub.com). Contains a separate dedicated section namely “Investors” where shareholders information is available. The Annual Report of the Company is also available on the website of the Company [www.galaglobalhub.com](http://www.galaglobalhub.com).

During the year under review, the Company has not made any presentations to institutional investors or to the analysts. Further, the result of the Company has not been displayed any official news releases.

**General Shareholders Information****Date, Time and Venue of 13<sup>th</sup> Annual General Meeting**

**Day and Date:** Saturday, 30<sup>th</sup> September, 2023

**Time:** 01.00 P.M.

**Venue:** Through VC / AOVM - B-1 Laxmi Com. Co. Op. Estate, B/H Old Navneet Press, Sukhramnagar, Ahmedabad-380021

**Financial Year**

12 months period starting from April 1 and ends on March 31 of subsequent year. This being financial year 2022-23 was started on April 1, 2022 and ended on March 31, 2023.

**Financial Calendar**

(Tentative and subject to change for the financial year 2022-23)

Quarter ending	Release of Results
June 30, 2022	August 13, 2022
September 30, 2022	October 22, 2022
December 31, 2022	January 10, 2023
March 31, 2023	May 17, 2023
Annual General Meeting for the year ending March 31, 2023	September 30, 2023

**Book closure date**

Saturday 23<sup>rd</sup> September, 2023 to Saturday 30<sup>th</sup> September, 2023 (both days inclusive).

**Listing on Stock Exchanges**

Bombay Stock Exchange

P. J. Towers,

Dalal Street, Fort,

Mumbai – 400 001

**Listing fees** for the financial year 2022-23 has been paid to Bombay Stock Exchange.

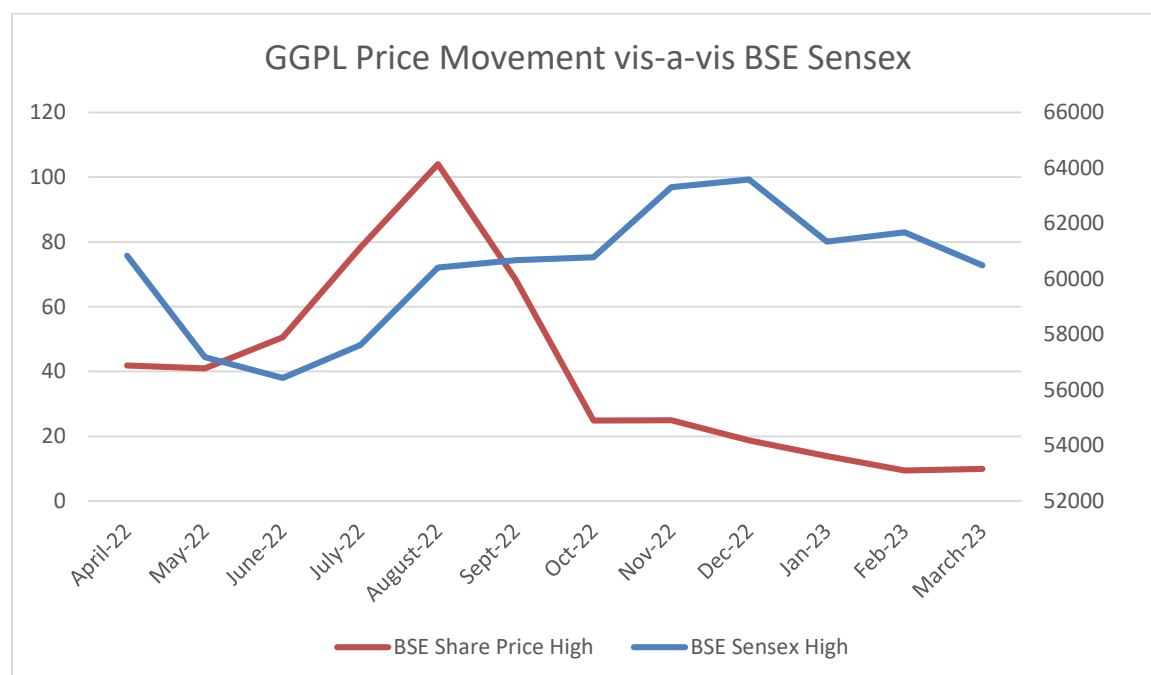
**Stock Code/Symbol**

Bombay Stock Exchange (Scrip Code – 539228)

**Market Price Data**

The Monthly high/low and the volume of the Company's shares traded on stock exchanges and the Monthly high/ low of the said exchanges are as follows:

Month	Gala Global Products Limited (Price in `)		BSE Sensex		BSE
	High Price	Low Price	High Price	Low Price	Volumes
April, 2022	41.90	32.00	60845.10	56009.07	8,07,278
May, 2022	41.00	32.35	57184.21	52632.48	2,71,370
June, 2022	50.60	32.15	56432.65	50921.22	10,98,854
July, 2022	78.30	51.50	57619.27	52094.25	1,01,75,076
August, 2022	104.00	71.90	60411.20	57367.47	1,06,13,462
September, 2022	68.35	23.60	60676.12	56147.23	1,58,339
October, 2022	24.90	16.10	60786.70	56683.40	1,08,39,432
November, 2022	24.95	15.55	63303.01	60425.47	1,83,77,317
December, 2022	18.70	14.15	63583.07	59754.10	2,10,09,677
January, 2023	13.87	9.61	61343.96	58699.20	18,56,570
February, 2023	9.42	6.42	61682.25	58795.97	27,02,576
March, 2023	9.93	6.01	60498.48	57084.91	63,88,779

**Performance in comparison to broad-based indices viz. BSE Sensex:****Registrar and Transfer Agents**

Kfin Technologies Private Limited

**Address:** Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Andhra Pradesh, Hyderabad -500 032;

**Tel:** +91 6716 2222; **Email:** einward.ris@karvy.com; **Web:** <https://www.kfintech.com/>

**Share Transfer System**

In terms of Regulation 40(1) of SEBI LODR, as amended, securities can be transferred only in dematerialization form w.e.f. 1st April, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfer of shares in electronic form is effected by the depositories with no involvement of the Company.

**Distribution of shareholding (As on March 31, 2023)***On the basis of number of shares held:*

No. of Shares		Shareholders		Amount of Shares held	
		Number	% of Total	Amount	% of Total
1	5000	32188	88.03	33989000	12.45
5001	10000	2236	6.12	16585680	6.08
10001	20000	1145	3.13	16401355	6.01

20001	30000	453	1.24	11248095	4.12
30001	40000	136	0.37	4736720	1.74
40001	50000	113	0.31	5267680	1.93
50001	100000	179	0.49	12770070	4.68
100001	Above	115	0.31	171941815	63
<b>Total</b>		<b>36565</b>	<b>100.00</b>	<b>272940415</b>	<b>100.00</b>

**On the basis of Category of Shareholders:**

No. of Shares	Number of Shares held	
	Number	% of Total
Clearing Members	30593	0.06
HUF	1468377	2.69
Bodies Corporate	1396333	2.56
Non Resident Indians	171225	0.31
Non Resident Indians Non Repatriation	78295	0.14
Promoters Individuals	26496190	48.54
Resident Individuals	24947070	45.7
<b>Total</b>	<b>54588083</b>	<b>100.00</b>

**Dematerialization of Shares and Liquidity (as on March 31, 2023)**

Mode	No. of Shares	Percentage
NSDL	7561858	13.85
CDSL	46390368	84.98
Physical	635857	1.16
<b>Total</b>	<b>54588083</b>	<b>100.00</b>

The shares are traded on Bombay Stock Exchange of India Limited. For those shareholders who hold the shares in physical form may contact Depository Participant/RTA.

**Outstanding GDRs/ADRs/Warrants or any Convertible instruments conversion date and likely impact on equity**

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments till date. Hence, there are no outstanding GDRs/ADRs/Warrants or any Convertible instruments.

**Disclosures with respect to Demat Suspense Account / Unclaimed Suspense Account:**

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	NIL
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	NIL
Number of shareholders to whom shares were transferred from the suspense account during the year	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	NIL

**Disclosure of certain types of agreements binding listed entities:**

No agreements are executed which are covered under clause 5A of paragraph A of Part A of Schedule III of Listing Regulations and hence disclosure is not required.

**Plant Locations**

B-8 Laxmi Co-op. Estate, Old Navneet Press Compound, Ajod Dairy Road, Sukhramnagar, Ahmedabad -360021 Gujarat

E-Mail: inf.galaglobal@gmail.com; Phone: +91 079-22772921

**Address of Correspondence****i) Gala Global Products Limited**

Vishal gala

Director

**Address:** B-1 Laxmi Co-op. Estate, Old Navneet Press Compound, Ajod Dairy Road, Sukhramnagar, Ahmedabad -360021Gujarat

**E-Mail:** inf.galaglobal@gmail.com; **Phone:** +91 079-22772921

**For transfer/dematerialization of shares, change of address of members and other queries:**

Kfin Technologies Private Limited

**Address:**Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Andhra Pradesh, Hyderabad -500 032; **Tel:** +91 6716 2222; **Email:** einward.ris@karvy.com; **Web:**https://www.kfintech.com/

**CREDIT RATINGS AND ANY REVISION THERETO:**

The Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended March 31, 2023. The Company has not obtained any credit rating during the year.

**DISCLOSURE:****Subsidiary Companies**

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

### **Material Related Party Transaction**

During the year 2022-23, there was no transaction which materially significant related party transactions which does not have any potential conflict with the interests of the Company at large for which necessary approval of the Members has been obtained. Further, there was no materially significant related party transaction that may have potential conflict with the interests of the Company at large. Attention of members is drawn to the disclosure of transactions with the related parties set out in Notes to Accounts, forming part of the Annual Report.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The policy is uploaded on the website of the Company at [www.galaglobalhub.com](http://www.galaglobalhub.com).

### **Compliances**

Except in respect of matters specified in Annexure E, there were neither any instances of non-compliance by the Company nor there were any penalties or strictures imposed on the Company by the Stock Exchange/(s) or SEBI or any statutory authority, on any matter related to Capital Markets, during the last three years.

### **Risk Management**

Business risk evaluation and management is an ongoing process within the Company. During the year under review, the Management reviewed the risk management and minimization procedure adopted by the Company covering the business operations of the Company.

### **Proceeds from public issues, rights issues, preferential issues etc.**

During the year under review, the Company has not raised any proceeds from public issue, right issue, preferential issues, etc.

### **MD/ CFO Certification**

In terms of Regulation 17(8) read with part B of Schedule II of SEBI LODR Regulations, the Certification by MD and CFO has been obtained and the said certification has been placed before the Board Members of the Company for perusal.

### **Accounting treatment**

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

### **Whistle Blower**

The Company has established a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethic policy. The said mechanism also provides for adequate safeguards

against victimization of director(s)/Employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The details of establishment of such mechanism has been disclosed in the Board's Report. Further, the Policy on Vigil Mechanism is available on the website of the Company at [www.galaglobalhub.com](http://www.galaglobalhub.com).

### **Details of Compliance with mandatory requirements and adoption of non-mandatory requirements**

The Company has complied with the applicable mandatory requirements as specified under Regulation 15 of SEBI LODR. The Company has adopted following non-mandatory requirements as prescribed under Regulation 27(1) read with Part E of Schedule II of the SEBI LODR.

**Shareholders Rights:** The quarterly and half-yearly financial results are published in widely circulated dailies and also displayed on Company's website viz. [www.galaglobalhub.com](http://www.galaglobalhub.com). Hence, these are not individually sent to the Shareholders.

**Modified Opinion(s) in audit report:** There is no modified opinion given in the Auditors' Report on Financial Statements.

**Reporting of Internal Auditor:** The internal auditor directly reports to audit committee.

### **Total fees paid to Statutory Auditors of the Company**

Total fees of Rs. 3,70,000/- (Rupees Three Lakh Seventy Thousand only) for financial year 2022-23, for all services, was paid by the Company to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

### **Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the financial year 2022-23 are prescribed under Board's Report forming part of this Annual Report.

### **Secretarial Compliance Report**

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance report is in addition to the Secretarial Audit Report by Practicing Company Secretaries under Form MR – 3 and is required to be submitted to Stock Exchanges within 60 days of the end of the financial year.

Accordingly, the Company has engaged the services of M/s Deepti & Associates (CP No. 17546), Practicing Company Secretary and Secretarial Auditor of the Company for providing this certification. The said compliance report has been submitted by the Company to Exchange.

**Compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations**

Sr. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	No <i>(Reasons mentioned in Annual Secretarial Compliance Report)</i>
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Not Applicable
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of directorship	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes



<b>Sr. No.</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
19	Meeting of nomination & remuneration committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
21	Meeting of stakeholder relationship committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3), (4)	NA
23	Meeting of Risk Management Committee	22	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes

Sr. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Registered office:**

B-1, laxmi com. Co.op.  
Estate, b/h old navneet  
press,sukhramnagar  
ahmedabad gj 380021

For and on behalf of Board of Directors  
**GALA GLOBAL PRODUCTS LIMITED**  
CIN: L29109GJ2010PLC063243

Sd/-

Sd/-

**Date: 14/09/2023**  
**Place: Ahmedabad**

**Prahlad Agarwal**  
**Managing Director**  
**DIN: 09851691**

**Alpa Pandya**  
**Director**  
**DIN: 07013011**

MD AND CFO COMPLIANCE CERTIFICATE

I, Mr. Prahlad Agarwal, Managing Director and Chief Financial Officer of the Company certify that

1. We have reviewed the financial statements including the cash flow statement for the year ended 31<sup>st</sup> March, 2023 and to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with Indian Accounting Standards, applicable laws and regulations.
2. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2023 are fraudulent, illegal or violation of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
4. There has not been any significant change in internal control over financial reporting during the year under reference;
5. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements;
6. We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**Prahlad Kumar Agarwal**  
**Managing Director**  
**Chief Financial Officer**

**Date: 14/09/2023**  
**Place: Ahmedabad**

**ADDENDUM TO DIRECTORS REPORT FOR THE YEAR 2022-23 IN RESPECT OF OBSERVATIONS MADE BY STATUTORY AUDITORS ON THE ACCOUNTS OF GALA GLOBAL PRODUCTS LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023**

Sr. No.	Audit Observations	Management Reply
1.	<p>Considerable payments made as advances to the supplier can be quantified subject to detailed investigation with the outcome of future events only. As per the information and explanations provided to us, this matter is sub-judice at present. ECL Provisioning for the same will be done on the basis of a detailed investigation with the outcome of future events only. The considerable value of the stock is subject to acceptance by a customer and can be quantified with the outcome of future events only. Only some amounts have been received back on this till the date of 31/03/2023 provided before us. The considerable value of the stock is subject to acceptance by a customer and can be quantified with the outcome of future events only. In light of the above, we are not in a position to quantify the effect on the Profit and loss accounts and Balance Sheet of the company. Balances of Debtors, Creditors, and Security Deposits etc. are subject to confirmation.</p>	<p>Since the matter is sub-judice at present, we are also unable to quantify the same.</p>
2.	<p>There is a major amount of stock and it is not possible to value the stock, especially in the light of the obsolescence possibility due to the nature of goods. In light of the above, we are not in a position to quantify the effect on the Profit and Loss accounts and Balance Sheet of the company. Ind AS 2 is not followed.</p>	<p>As per our view, there might be a normal obsolescence possibility in the value of the stock held by the company.</p>
3.	<p>Ind AS adjustments are yet to be affected in the books. In light of this, we are not in a position to quantify the effect on the Profit and Loss accounts and Balance Sheet of the company.</p>	<p>Management will take care about the qualification.</p>
4.	<p>During the year the company had made various transactions with Director/s and other related parties. We are unable to verify whether such transactions were carried out at</p>	<p>During the year, the director has not entered into the purchase and/or sales transaction with the company. However Company has availed and</p>

	arm's length price. With reference to the overall situation of the company, the company is running a current account with the Director/s and section 185 may be attracted, in spite of the fact that the prima-facie, the Director/s account is running in credit, as on 31/03/2023 as per data produced before us..	repaid the interest free loan directly or indirectly from the director. The purchase and sales with the related parties are carried at prevalent market price at that time.
5.	As required under Ind As 109, Financial Instruments, the company has not measured the loss allowance with regard to the provision of expected credit loss for a financial instrument. The trade receivables worth Rs. 19.22 crores are overdue for more than 365 days and trade receivables worth Rs. 17.01 crores are overdue for more than 180 days and they are subject to recovery.	As on date, The company is not expecting any credit loss for a financial instrument and hence provision has not been made.
6.	As auditors, we observe the reasonable threat to the going concern status, however, visible efforts are seen to avert the threat.	The company is having a positive net worth and reported a net profit for the year ended March, 2023. The company has also bided for the Governments contracts / tender for printing and stationary related items which may be awarded shortly. Hence the company has a view that the going concern will not be affected.
7.	As required under Ind AS 108, Operating Segments, the company has not reported the operating segment in respect of various segments. The company has entered into trading of many commodities other than paper like; Agro/ Plantation, Gold, Precious metals, etc.	Management will take care about the qualification.
8.	The company carries Intangible assets worth Rs. 13 crores which are not amortized and are subject to valuation and we are not in a position to quantify.	Management will obtain the valuation report of the intangible asset and if amortization needed will be made based on the report.

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022**  
**(Pursuant to section 204(1)of the Companies Act,2013 and rule No.9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel)Rules,2014)**

To,  
The Members,  
Gala Global Products Limited  
B-1, Laxmi Com. Co.Op. Estate, B/H Old Navneet Press,  
Sukhramnagar Ahmedabad 380021

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gala Global Products Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's 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; we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the Rules made thereunder (as amended from time to time);
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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;
5. 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, 2018; *(Not Applicable as the Company has not issued any securities during the year under review);*
- d) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; *(Not Applicable as the Company has not issued any such benefits during the year under review);*
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not Applicable as the neither Company has existing Debt Securities nor have issued any fresh debt securities during the year under review);*
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *(Not Applicable as the securities of the Company have not been delisted from any Stock Exchange during the year under review);*
- h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018; *(Not applicable as the Company has not bought back any of its securities during the financial year under review);*
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable Standards / Clauses / Regulations of the following:

- Secretarial Standards issued by The Institute of the Company Secretaries of India (ICSI) and made effective from time to time.

#### **We report that:**

During the Audit period under review, the Company has generally complied with all material aspects of the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above, subject to following remarks and observations:

#### **A. Companies Act, 2013 and Rules made there under**

The Company has complied with Companies Act, 2013 and Rules made there under, except following:

- a. The company has increased its Authorised Share Capital from its existing Authorised Share Capital of Rs. 30,30,00,000/- (Rupees Thirty crores thirty lacs only) divided in to 6,06,00,000 (Six Crore Six Lacs) Equity Shares of Rs. 5/- each to Rs. 55,00,00,000/- (Rupees Fifty-Five Crores only) divided into 11,00,00,000 (Eleven Crores only) Equity Shares of face value of Rs. 5/- each vide ordinary resolution passed in its Extra Ordinary General Meeting held on March 16, 2023. *The company has not filed Form SH-7 required under section 64(1) of the Companies Act, 2013 and rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 till the date of this Report.*

## **B. SEBI (LODR) Regulations, 2015**

The Company has complied with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, except following;

- a. Regulation 29: There was a delay in filing of Prior Intimation of Board Meeting held for the Financial Result for the Quarter ended June 30, 2022
- b. Regulation 30: There was a delay in Intimation of Resignation of Statutory Auditor, M/s. Shah Karia & Associates, by 14 Days.
- c. Regulation 30: There was a delay in filing of Outcome of Board Meeting held on July 30, 2022 for Appointment of Statutory Auditor, M/s. H. K. Shah & Co., of the Company was filed by a delay of 14 Days.
- d. Regulation 17: There was a Non-compliance with the requirements pertaining to the composition of the Board for the Quarter ended on December 31, 2022 and March 31, 2023. The Fine amount is duly paid by the company to the Exchange.
- e. Regulation 6: There was a Non-compliance with requirement to appoint a qualified company secretary as the compliance officer. The Company has appointed Ms. Chhayaben Mulani, Company Secretary and Compliance Officer with a delay of 18 days. The Fine amount is duly paid by the company to the Exchange.
- f. Regulation 30: There was a delay in filing Intimation of resignation of Ms. Yesha Bhatt and Ms. Stutiben Kinariwala as an Independent Directors of the Company.
- g. SEBI's Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019: There was non-compliance of the Para 6 (A) (i) of the SEBI's Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 with regard to issue of limited review report for the Quarter ended June 30, 2022 by the resigning statutory auditor, M/s. Shah Karia & Associates.

### **We further report that:**

We have also examined, on test-check basis, the relevant documents, certificates and licenses maintained by the Company according to the following laws applicable specifically to the Company:

- a) Environmental Protection Act, 1986.
- b) Factories Act, 1948.
- c) Payment of Gratuity, Payment of Bonus, Payment of Maternity Benefits, Employees Provident Funds, Employee State Insurance.
- d) Shops and Establishments Legislations.

### **We further report that:**



Based on the review of compliance mechanism established by the Company, the information provided by the Company, its officers and authorized representatives during the conduct of the audit, 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 general laws, rules, regulations and guidelines.

**We further report that:**

The compliance by the Company of the applicable financial laws like Direct and Indirect Tax laws, technicalities of presentation, figures and numbers as per Schedule III of Companies Act, 2013 have not been reviewed in this Audit since the same have been subject to the review by the Statutory Auditor(s) and other designated professionals.

**We further report that:**

During the audit period under review, there were no instances of:

- a) Public Issues / Right issue of shares/ debentures/sweat equity etc.;
- b) Redemption / buy-back of securities;
- c) Merger / amalgamation / reconstruction, etc.;
- d) Foreign technical collaborations.

**We 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 including one woman director. There were several changes in the composition of the Board of Directors during the period under review.

Adequate notices were given to all directors for the Board Meetings, including Committees thereof, along with agenda and detailed notes on agenda at least seven days in advance, 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 by the directors. The decisions were carried unanimously.

I further report that during the period under review, the company has taken the following decisions which have major bearing on the Company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- a) M/s H. K. Shah & Co., Chartered Accountants had been appointed as Statutory Auditors of the Company with effect from July 30, 2022 to fill the Casual Vacancy caused due to immediate resignation of M/s. Shah Karia & Associates vide their resignation letter dated July 29, 2022. In the Annual General Meeting held on September 30, 2022, M/s H. K. Shah & Co., Statutory Auditors was appointed for 5 years to hold office from the conclusion of 12<sup>th</sup> Annual General Meeting of the company until the conclusion of the 17<sup>th</sup> Annual General Meeting proposed to be held in the year 2027 (for FY 2026-27).
- b) During the review period, following changes in the composition of Board of Directors have been observed:

Sr.	Name	Designation	Appointment/	Date of Appointment
-----	------	-------------	--------------	---------------------

No.			Resignation during the year	/Resignation
1	Mr. Prahlad Kumar Agarwal	Managing Director & CFO	Appointment	January 10, 2023
2	Mrs. Alpa Jignesh Pandya	Executive Director	Appointment	March 3, 2023
3	Mr. Umang Selani	Non-Executive Independent Director	Appointment	September 3, 2022
4	Mr. Vipul Maru	Non-Executive Independent Director	Appointment	September 3, 2022
5	Mr. Dhruv Modi	Non-Executive Independent Director	Appointment	February 10, 2023
6	Mr. Vyomesh Yagnesh Vaishnav bhai	Non-Executive Independent Director	Appointment & Resignation	Appointment: July 25, 2022 Resignation: July 18, 2023
7	Mrs. Neha Vishal Gala	Managing Director and CFO	Appointment & Resignation	Appointment: July 19, 2022 Resignation: December 28, 2022
8	Ms. Avani N. Shah	Chairman & Managing Director & CFO	Resignation	July 18, 2022
9	Ms. Stuti Kinariwala	Non-Executive Independent Director	Resignation	July 29, 2022
10	Mr. Smit Champaneri	Non-Executive Independent Director	Resignation	August 15, 2022
11	Mr. Mahipalsinh B. Jhala	Non-Executive Independent Director	Resignation	August 15, 2022
12	Mrs. Yesha Bhatt	Non-Executive Independent Director	Resignation	July 29, 2022

**Note:** This report is to be read with our letter of even date which is annexed as **Annexure – IA** and forms an integral part of this report

**For Deepti & Associates**  
**Practicing Company Secretary**

**Sd/-**  
**CS Deepti Grover**  
**(Proprietor)**  
**FCS: 7654 CP: 17546**  
**Peer Review No: 698/2022**  
**UDIN: F007654E000869891**

**Date: August 26, 2023**

**Place: New Delhi**

## ANNEXURE - IA. OF SECRETARIAL AUDIT REPORT

**To,**  
**The Members,**  
**Gala Global Products Limited**  
B-1, Laxmi Com. Co.Op. Estate, B/H Old Navneet Press,  
Sukhramnagar, Ahmedabad 380021

Our Secretarial Audit Report of even date 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, standards rules and regulations and to ensure that the systems are adequate and operate effectively.

### Auditor's Responsibility

- Our responsibility is to express an opinion on these secretarial records and procedures followed by the Company with respect to secretarial compliances.
- We believe that audit evidence and information obtained from the Company's management is reasonably adequate and appropriate for us to provide a basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
- Wherever required, we have obtained the management's representation Letter 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 of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Deepti & Associates**  
**Company Secretary**

**Sd/-**  
**CS Deepti Grover**  
**(Proprietor)**  
**FCS:7654 CP:17546**  
**Peer Review No: 698/2022**  
**UDIN: F007654E000869891**

**Date: August 26, 2023**  
**Place: New Delhi**

**SECRETARIAL COMPLIANCE REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**  
**[Pursuant Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

**The Members,  
Gala Global Products Limited  
Ahmedabad – 380 021**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Gala Global Products Limited** having its Registered Office at B-1, Laxmi Com. Co. Op. Estate, B/H Old Navneet Press, Sukhramnagar, Ahmedabad 380021. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- a) all the documents and records made available to me and explanation provided by Gala Global Products Limited ("the Listed entity"),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

For the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

**The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -**

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not Applicable as no securities were bought back during the term under review*
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *Not Applicable as no such scheme was introduced for Employees*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not Applicable as no Debt securities are listed or issued by the Company*
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *Not Applicable as no such preference shares are listed or issued by the Company*
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *Not applicable for the review period*
- k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2011;

And based on the above examination and confirmation received from management of the Company as and wherever required, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by</li> </ul>	Yes	-

SEBI.			
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.</li> </ul>	Yes	-
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Mr. Vyomesh Vaishnav, Independent Director, do not have registration with the Independent Director Databank.
5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <ul style="list-style-type: none"> <li>Identification of material subsidiary companies</li> <li>Requirements with respect to disclosure of material as well as other subsidiaries</li> </ul>	NA	The Company do not have any subsidiaries.
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><b><u>Related Party Transactions:</u></b></p> <ul style="list-style-type: none"> <li>The listed entity has obtained prior approval of Audit Committee for all Related party</li> </ul>		

	<p>transactions.</p> <ul style="list-style-type: none"> <li>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</li> </ul>	Yes	-
9.	<p><b><u>Disclosure of events or information:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Except as mentioned Table (a) of the said report
10.	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	No	As provided in Table (a) of said report
12.	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	-

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below (Table a): -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/	Fine Amount	Observations/ Remarks of Practicing Company Secretary	Management Response



					<b>Warni ng, etc.)</b>			
1.	Prior Intimation of Board Meeting- Regulation 29(2) of SEBI (LODR) Regulations, 2015.	Regulation 29(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in filing of Prior Intimation of Board Meeting held for the Financial Result for the Quarter ended June 30, 2022	NA	NA	NA	Delay in filing of Prior Intimation of Board Meeting held for the Financial Result for the Quarter ended June 30, 2022	The abundant Precaution will be taken for timely intimation to the Exchanges.
2.	Intimation of Resignation of Statutory Auditor- Regulation 30 of SEBI (LODR) Regulations, 2015.	Regulation 30 of SEBI (LODR) Regulations, 2015	Delay in filing of Intimation with Exchange for Resignation of M/s. Shah Karia & Associates, Statutory Auditor of the Company.	NA	NA	NA	Intimation of Resignation of Statutory Auditor was filed with delay of 14 Days.	The abundant Precaution will be taken for timely intimation to the Exchanges.
3.	Outcome of Board Meeting- Regulation 30 of SEBI (LODR) Regulations, 2015.	Regulation 30 of SEBI (LODR) Regulations, 2015	Delay in filing of Outcome of Board Meeting held on July 30, 2022 for Appointment of Statutory Auditors of the Company.	NA	NA	NA	Outcome of Board Meeting held on July 30, 2022 for Appointment of Statutory Auditor of the Company was	The abundant Precaution will be taken for timely intimation to the Exchanges.

							filed with delay of 14 Days.	
4.	Composition of Board of Directors- Regulation 17(1) of SEBI (LODR) Regulations, 2015.	Regulation 17(1) of SEBI (LODR) Regulations, 2015	Non-compliance with the requirements pertaining to the composition of the Board for the Quarter ended on December 31, 2022 and March 31, 2023.	BSE	Fine	Rs. 377600/- Including GST and Rs. 236000/- Including GST	Non-compliance with the requirements pertaining to the composition of the Board. The Fine amount is paid by the company.	Due to sudden resignation by the Directors of the Company. The Company was in process for Appointment of eligible director who can contribute to the growth of the Company
5.	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer- Regulation 6(1) of SEBI (LODR)	Regulation 6(1) of SEBI (LODR) Regulations, 2015.	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	BSE	Fine	Rs. 21240/- Including GST	The Company has appointed Ms. Chhayaben Mulani, Company Secretary and Compliance Officer	The Company was in a process to appoint eligible company secretary of the

	Regulations, 2015.						with a delay of 18 days.	company.
6.	Intimation of resignation of Independent Director of the Company-Regulation 30 of SEBI (LODR) Regulations, 2015.	Regulation 30 of SEBI (LODR) Regulations, 2015.	Delay in Intimation of resignation of Independent Director of the Company	BSE	Clarification	NA	There was a delay in Intimation of resignation of Ms. Yesha Bhatt and Ms. Stutiben Kinariwala as an Independent Directors of the Company.	The intimation was delayed without any malafide intention and ulterior motive on part of the company. The Company has provided clarification with respect to said non-compliance to the BSE.

b) The listed entity has taken the following actions to comply with the observations made in previous reports (Table b):

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show	Fine Amount	Observations/Remarks of Practicing Company Secreta	Management Response

	<b>specific clause)</b>				<b>Cause Notice/ Warning, etc.)</b>		<b>ry</b>	
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There were no observations made in previous reports, hence no action was required to be taken by the listed entity.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Observations/Remarks by PCS*</b>
<b>1.</b>	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	I.If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	No	There is non-compliance of the Para 6 (A) (i) of the SEBI's Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.  Management Response: The Management of the Company had requested M/s. Shah Karia & Associates, resigning statutory auditors to issue limited review report for the Quarter ended June 30, 2022 but M/s. Shah Karia & Associates had refused to do so.
	II.If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	-
	III.If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	-
<b>2.</b>	<b>Other conditions relating to resignation of statutory auditor</b>		
	Reporting of concerns by Auditor with		

	<p>respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	Yes	-
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	-

**Assumptions & Limitation of scope and Review:**

Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.

This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Deepti & Associates**

*Practicing Company Secretaries*

Sd/-

**Deepti Grover**

**Proprietor**

**FCS. No. 7654 | C.P.: 17546**

**FRN: S2016DE438900**

**UDIN: F007654E000415701**

**May 29, 2023**

**New Delhi**

**DECLARATION REGARDING CODE OF CONDUCT**

I hereby confirm that, all the Directors and Senior Management Personnel have affirmed compliance with Gala Global Products Limited Code of Business conduct and Ethics for the year ended March 31, 2023.

**Registered office:**

B-1, Laxmi Com. Co.Op.  
Estate, B/H Old Navneet  
Press, Sukhramnagar  
Ahmedabad, Gujarat -  
380021

For and on behalf of Board of Directors  
**GALA GLOBAL PRODUCTS LIMITED**  
CIN: L29109GJ2010PLC063243

Sd/-

**Date: 14/09/2023**  
**Place: Ahmedabad**

**Prahlad Kumar Agarwal**  
**Managing Director & CFO**  
**DIN: 09851691**

**REPLY TO THE CLARIFICATIONS SOUGHT BY STATUTORY AUDITOR**

Following clarifications were sought by M/s H K Shah & Co., Statutory Auditors of our company vide their letter Ref No. HKS/2023-24/37 dated July 4, 2023. We have replied to the same vide our letter dated August 1, 2023 as following:

**1) Considerable payments made as advances to the supplier can be quantified**

Considerable payments made as advances to the supplier can be quantified subject to detailed investigation with the outcome of future events only. As per the information and explanations provided to us, this matter is sub-judice at present. ECL Provisioning for the same will be done on the basis of detailed investigation with the outcome of future events only. Only some amount have started to be received back in this.

**Clarification:**

In our regular business operations, we often provide advances to our suppliers to secure materials at more favorable rates. This enables us to offer competitive pricing for government supplies and tenders, which constitute a significant portion of our business. For instance, we had bided on a contract to supply school bags to the A.P. Government.

Although we anticipated securing an order for the school bags, circumstances prevented us from being awarded the tender. In light of this situation, we find ourselves engaged in negotiations with M/s. Unique Enterprises, a company introduced to us as an importer of bag materials from china & they have a related entity in China. Although we did transfer the specified amount to M/s. Unique Enterprises, circumstances have shifted due to the contract outcome. As part of our negotiations, we have successfully retrieved partial amounts from either M/ s. Unique Enterprises or their introducing party.

We are now focusing on this negotiation process to determine the most suitable resolution for both parties involved. Our aim is to find a mutually agreeable solution for the recovery of entirety of the advanced payment and hence we are not providing for the ECL Provisioning.

Further, the KYC documents and transaction trails for the same have also been provided to you right from the outset.

**2 The considerable value of stock is subject to acceptance by a customer and can be quantified with the outcome of future events only**

**Clarification:**

The supplied stock has been delivered to the Government department of Andhra Pradesh, prepared in accordance with the final proofs they provided. However, they are now repudiating the conformity of the delivered materials with the earlier provided proofs, characterizing it as a matter open to interpretation.



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## **MANAGEMENT DISCUSSIONS AND ANALYSIS**

### **OVERVIEW OF THE INDUSTRY:**

The writing instruments market in India witnessed a value of US\$ 656.92 million in 2021 and is estimated to reach US\$ 1862.95 million by 2030, with a CAGR of 7.64% from 2023 to 2030. Writing holds significance from childhood to formal education, making writing instruments crucial for communication. The market has gained momentum due to the role of handwriting in expressing personality, emotions and attitudes. The government's focus on education as a fundamental right has expanded the consumer base for writing instruments in India. In India the stationery industry is collapsed into paper and non-paper stationery with the latter comprising the larger share in the market. In the Asia-Pacific region, India is one of the biggest stationery markets. Based on distribution channels, the stationery shops are projected to acquire a fair portion of market share, with the demand rising on account of wide availability of products like glitter pens, colour pencils and cartoon rubbers that have become the perfect choice for children and are expected to secure growth of the segment.

### **PRINTING INDUSTRY IN INDIA:**

The market size of school stationery supplies in India reached US\$ 2,240.1 million in 2022 and is projected to reach US\$ 3,204.9 million by 2028, growing at a CAGR of 6.06% from 2023 to 2028. With over 288 million school and college students, India's stationery sector has tremendous growth potential. School stationery is an essential set of equipment used by students and staff for various tasks such as studying, note-taking, drawing and assignments. It includes items like papers, pens, cases, files, notebooks, pencils, erasers and sharpeners, made from materials such as wood, metal, plastic and paper. As per a survey by the Ministry of Education, India has a total of 1,072 universities. During the academic year 2022-23, India had a total of 8,902 institutes approved by the All India Council for Technical Education (AICTE). Among these institutes, there were 3,577 offering undergraduate programs, 4,786 offering postgraduate programs and 3,957 offering diploma programs. Under the Union Budget 2022-23, the government of India has allocated H1.12 lakh crores (US\$ 13.5 billion) crores in the coming fiscal year on education. The highest ever increase of around 8.2%.

### **HUMAN CAPITAL:**

In keeping with our employee-first approach, we quickly instituted measures to trace all employees of the Company and to assure ourselves of their well-being.

To provide a safe work environment for our employees and partners, the following actions have been taken:

- Established processes for reporting, quarantining and supporting any personnel suspected of or confirmed having tested positive for the disease.
- Established detailed protocol for evacuation and sanitization of our office buildings in the event of a suspected or confirmed health incident.
- Increased cadence of sanitization of our office facilities and transport vehicles, and implemented various social distancing measures in our campuses.

- Ensured availability of thermal scanners, masks, hygiene products, medicines and medical facilities at our offices.
- Created detailed plans for enabling return-to-work in a phased manner, that emphasize social distancing and hygiene.

#### **SEGMENT GROWTH DRIVERS:**

Availability of Labor, Raw Material and Capital, strong customer base is must for all the segments and hence required in this industry also. Keeping updates of all the available and updated technological changes. Rising population, Urbanization, Rising literacy, and education spending are key growth drivers for our industry.

#### **OPPORTUNITIES:**

India has averted the effects of the global slump and continues to grow. More and more multinational companies are now targeting India as the hub for manufacturing and exporting. This provides good opportunities to component manufacturers and service providers for accelerated growth. Project expansion is in progress demanding many companies.

#### **CHALLENGES FOR PRINTING INDUSTRY:**

Maintaining existing customer base, servicing them with the goal of retaining their business is imperative. Also, the importance of the retention of expert employees cannot be ignored. Building & communicating will always be the most valuable investment organization makes to delivering sustainable growth. The pressure of senior managers to deliver will intensify significantly in future with fierce competition.

#### **FINANCIAL REVIEW, FY2022-23 AND OUTLOOK:**

- Revenues from operations for the year has decreased to Rs. 84,48,19,236 compared to Rs. 1,03,38,60,807 crores in the previous fiscal year.
- PAT for the year is Rs. 2,88,818 compared to Rs. 1,31,09,809 in the previous fiscal year.

The Company is projected to generate profitable and sustainable growth in foreseeable future.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Company has a proper and adequate system of Internal Control including internal financial controls. Company has an Audit Committee headed by an Independent director, inter-alia, to oversee company's financial reporting process, disclosure of financial information, and reviewing the performance of statutory and internal auditors with management. The internal control system, including internal financial controls of the Company, is monitored by an independent internal audit team, which encompasses examination/ periodic reviews to ascertain adequacy of internal controls and compliance to Company's policies. The committee also looks into related party transactions, preventive controls, investigations, as well as other areas requiring mandatory review per applicable laws. The powers of Committee, inter-alia, include seeking information from any employee, obtaining outside

legal or other professional advice, and investigating any activity of the Company within the committee's term of reference.

#### DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Particulars	FY 2022-23	FY 2021-22	Change	Reason
Current ratio	1.96	1.93	-3%	NA
Debt – Equity ratio	0.57	0.38	-19%	NA
Debt Service Coverage Ratio	0.20	0.15	-5%	NA
Inventory Turnover Ratio	4.95	5.45	50%	Decline in Business
Trade Receivables Turnover Ratio	1.48	3.85	237%	Decline in Business
Net Profit Margin	0%	1%	1%	NA
Operating Profit Margin	0.09%	1.68%	1.59%	NA
Return on Net Worth	0.11%	4.80%	4.69%	NA

#### 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.

#### Registered office:

B-1, Laxmi Com. Co.Op.  
Estate, B/H Old Navneet  
Press, Sukhramnagar  
Ahmedabad, Gujarat -  
380021

For and on behalf of Board of Directors  
**GALA GLOBAL PRODUCTS LIMITED**  
CIN: L29109GJ2010PLC063243

Sd/-

Sd/-

**Date: 14/09/2023**  
**Place: Ahmedabad**

**Prahlad Kumar Agarwal**  
**Managing Director & CFO**  
**DIN: 09851691**

**Alpa Pandya**  
**Director**  
**DIN: 07013011**



# H K Shah & Co.

## CHARTERED ACCOUNTANTS

### INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
GALA GLOBAL PRODUCTS LIMITED  
[CIN: L29109GJ2010PLC063243]  
Ahmedabad

#### Report on the Audit of the Financial Statements

##### Qualified Opinion

We have audited the accompanying Financial Statements of GALA GLOBAL PRODUCTS LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement Of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and Notes to the Financial Statements, including a summary of Significant Accounting Policies and other Explanatory Information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (the "Act"), in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

##### Basis for Qualified Opinion

1. Considerable payments made as advances to the supplier can be quantified subject to detailed investigation with the outcome of the future events only. As per the information and explanations provided to us, this matter is sub-judice at present. ECL Provisioning for the same will be done on the basis of a detailed investigation with the outcome of future events only. Only some amounts have been received back on this till the date of 31/03/2023 provided before us. The considerable value of the stock is subject to acceptance by a customer and can be quantified with the outcome of future events only. In light of the above, we are not in a position to quantify the effect on the Profit and Loss accounts and Balance Sheet of the company. Balances of Debtors, Creditors, Security Deposits, etc. are subject to confirmation.

GSTIN 24AACFH1917R1Z6 | PAN AACFH1917R | FRN 109583/W

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Office

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Opp. Navjivan Press, Off Ashram Road,





2. There is a major amount of stock and it is not possible to value the stock, especially in the light of the obsolescence possibility due to the nature of goods. In light of the above, we are not in a position to quantify the effect on the Profit and Loss accounts and Balance Sheet of the company. Ind AS 2 is not followed.

3. Ind AS adjustments are yet to be affected in the books. In light of this, we are not in a position to quantify the effect on the Profit and Loss accounts and Balance Sheet of the company.

4. During the year the company had made various transactions with the Director/s and other related parties. We are unable to verify whether such transactions were carried out at arm's length price. With reference to the overall situation of the company, the company is running a current account with the Director/s and section 185 may be attracted, in spite of the fact that the prima-facie, the Director/s account is running in credit, as on 31/03/2023 as per data produced before us.

5. As required under Ind As 109, Financial Instruments, the company has not measured the loss allowance with regard to the provision of expected credit loss for a financial instrument. The trade receivables worth Rs. 19.22 crores are overdue for more than 365 days and trade receivables worth Rs. 17.01 crores are overdue for more than 180 days and they are subject to recovery.

6. As auditors, we observe the reasonable threat to the going concern status, even though visible efforts are seen to avert the threat.

7. As required under Ind AS 108, Operating Segments, the company has not reported the operating segment in respect of various segments. The company has entered into trading of many commodities other than paper like; Agro/ Plantation, Gold, Precious metals, etc.

8. The company carries Intangible assets worth Rs. 13 crores which are not amortized and are subject to valuation and we are not in a position to quantify.

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing ('SAs'), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Financial Statements.

### **Emphasis of Matters**

1. We draw attention to the requirements of Ind AS 19 — Employee Benefits have not been complied with. Based on the books of account and as per the explanations given by the management, the Company is in the process of finalization of structure for the employee benefits, and hence, there were no employees who were eligible for the benefits yet. Accordingly, Employee Benefits have not been provided in the financial statements as per the criteria defined by the Company.

2. We draw attention to the inability to pay income tax liabilities of Rs. 63.2 lakhs based on tax audit assessment of the company on the earlier due date as well as of till date.



3. The company is required to maintain cost records and required to be audited u/s 148 of the Companies Act, 2013. However, cost records have not been maintained as prescribed, nor the same has been audited as prescribed. Hence, we are unable to review the same.

4. Bank loan confirmations in statement form are provided but certification is pending in case of 31/03/2023.

5. As required under Section 138 of the Companies Act 2013 read with rule 13 of Companies (Accounts) Rules, 2014, every listed company is required to appoint Internal Auditor. However, the company has not appointed an Internal Auditor.

6. The Company has witnessed an en-block change in Directors which may be noted.

7. Various compliances of statutory requirements like; company law, PF, TDS, Income tax, etc; are subject to actual compliance as on 31/03/2023.

8. Balances of Debtors, Creditors, Security Deposits, etc; are subject to confirmation. Stock valuation are based on management evaluation and not audited.

9. Some mandatory disclosures as per Schedule III - Division II are not properly presented.

Our opinion is not modified in respect of these matters.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section, we have determined the matters described below to be the key audit matters to be communicated in our report.

We have fulfilled the responsibilities described in the 'Auditor's responsibilities for the audit of the Financial Statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Financial Statements.

Sr. No.	Key Audit Matter	Auditor's Response
1	None	Looking to nature of various modifications already reported in other sections of this report, we believe that our relevant comments are appropriately reported.





## Other Matter

1. The financial statement for the year ended March 31, 2022 have been audited by the predecessor auditor whose audit report dated May 28, 2022 has expressed unmodified opinion with 'Emphasis Matter' para.
2. We draw attention to Note No.: 32 of the financial statements, as regards the management's evaluation of COVID-19's impact on the future performance of the company. To assess the recoverability of certain assets, investments, and trade receivables, the company has considered internal and external information up to the date of this report in respect of the current and estimated future global including Indian economic indicators consequent to the global health pandemic. The actual impact of the pandemic may be different from that considered in assessing the recoverability of these assets.

## Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Board of Directors for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the Financial Statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.





Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work: and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements for the financial year ended March 31, 2023, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:

1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  3. The company's balance sheet and the statement of profit and loss account, Other comprehensive income, Statement of changes in equity and cash flow statements dealt with by this report are in agreement with the books of account.
  4. In our opinion, the aforesaid Ind AS financial statements, subject to the matters mentioned in the 'Basis for Qualified Opinion' para above, comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued there under;
  5. On the basis of the written representations received from directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  6. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".



7. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position as informed to us except that the company has issue on recovery of advances given.
  - ii. The Company does not have any long-term contracts, including derivative contracts having any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
    - A. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries except as mentioned above.
    - B. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries except as mentioned above.
    - C. Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under both sub-clauses mentioned above contain any material mis-statement.
  - iv. The company has not proposed or declared any dividend during the year.
  - v. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from 1st April, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.



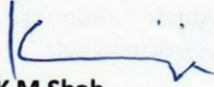


8. In our opinion, the remuneration paid/provided by the Company for its directors and manager for the year ended March 31, 2023 is in accordance with provision of section 197 read with Schedule V to the Act.

2. As required by the Companies (Auditor's Report) Order, 2020 (the 'Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For

H K Shah & Co.,  
Chartered Accountants  
FRN.: 109583W



K M Shah

Partner

M.No.: 014711



Place: Ahmedabad

Date: September 11, 2023

UDIN: 23014711BGXGVK2074

# ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1(f) under 'Report on other legal and regulatory requirements' section of our modified report of even date to the members of GALA GLOBAL PRODUCTS LIMITED

## Report On The Internal Financial Controls With Reference To The Standalone Financial Statements Under Section 143(3)(i) Of The Act

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Qualified Opinion

In our opinion, to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to the standalone financial statements and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

### Basis for Qualified Opinion

1. The company is in the process of outsourcing its internal audit process. Currently, there are no formal reports prepared by the review team, which suggests a lack of effective operation of system of internal controls over financial reporting during the year.

### Management's Responsibility For Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls





over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning Of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations Of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

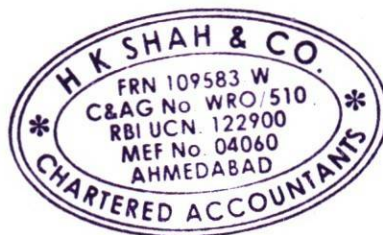
For

**H K Shah & Co.,**  
**Chartered Accountants**  
**FRN.: 109583W**



**K M Shah**  
**Partner**

**M.No.: 014711**



**Place: Ahmedabad**

**Date: September 11, 2023**

**UDIN: 23014711BGXGVK2074**



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 on Report on Other Legal and Regulatory Requirements of our report of even date)

(i) (a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property plant and equipment.

B) The Company has maintained proper records showing full particulars of intangible assets as disclosed in books of accounts.

(b) Property Plant and Equipment have been physically verified by the management during the year in accordance with a planned programme of verifying them over the period of three years which in our opinion is reasonable having regard to size of the company and nature of its assets and according to the information and explanation given to us, no material discrepancies were identified on such verification.

(c) According to the information and explanation given to us and on the basis of our examination of the records, property tax receipt, etc., the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note to the financial statements under Property, Plant and equipment are held in the name of the company as at the balance sheet date.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year and accordingly reporting under Clause 3 (i)(d) of the order is not applicable.

(e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year except for goods in transit and inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification as confirmed by the management. Please refer our qualification in this regard.

(b) The Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. We have not been provided with details of the quarterly returns/statements filed by the Company with such banks. Hence, we are unable to report under these clauses.

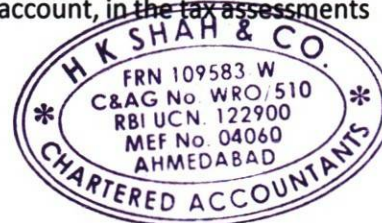
(iii) In our opinion according to the information and explanation given to us, during the previous year, the Company has provided advances to suppliers in the nature of business for the purpose of tender which constitutes a large exposure of the company. The company has not provided any security to any other entity and there were no investments made, guarantees provided.



- (iv) In our opinion and according to the information and explanations given to us, We have not been provided with compliance document with respect to section 185 and 186 of the Act, hence we are not able report under this clause.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under. Accordingly reporting under Clause 3 (v) of the order is not applicable.
- (vi) We have broadly reviewed the regular books of account maintained by the Company, however, the Company has not maintained records pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of paper products, and are of the opinion that prima facie, the specified accounts and records have not been made and maintained. We have not made a detailed examination of the same.
- (vii) According to the information and explanations given to us and on the basis of examination of books of account of the Company, in our opinion:
- (a) The Company is generally not regular in depositing with appropriate authorities undisputed statutory dues like income tax liabilities of previous year including Provident Fund, and other material statutory dues applicable to it.  
Undisputed amounts payable in respect of aforesaid statutory dues outstanding as at 31 March 2023 for a period of more than six months from the date they became payable are as follows as informed to us.

(Rs. In Lakhs)						
Sr. No.	Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Due Date	Date of Payment
1.	Income Tax	Income Tax	61.10	2020-21	Information not available	-
2.	Income Tax	TDS Payable	2.10	Various period	Information not available	-

- (b) There are no any statutory dues, as referred above, which have not been deposited on account of any dispute. However, there are outstanding demand from income tax department of Rs. 104.64 Lakhs in respect of various assessment years.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.



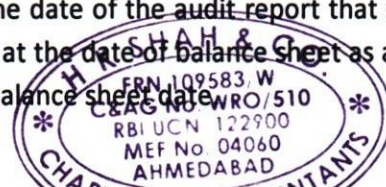


- (ix) According to the information and explanations given to us:
- (a) The company has not made any defaults in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year up to March 2023. Those after March 31, 2023 are not regular.
  - (b) The company has not been declared willful defaulter by the bank or financial institution or other Lender, as informed to us.
  - (c) The company had applied term loans for the purpose for which the loans were obtained except as mentioned in clause (iii).
  - (d) The company has not utilized the funds raised for short term basis for long term purpose except as mentioned in clause (iii).
  - (e) The company does not have any subsidiary, associate or joint venture and accordingly reporting under clause 3(ix)(e) is not applicable.
  - (f) The company does not have any subsidiary, associate or joint venture and accordingly reporting under clause 3(ix)(f) is not applicable.
- (x) (a) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no fraud is noticed or reported during the year except as mentioned in clause (xi)(b) below.
- (b) A report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government on August 28<sup>th</sup>, 2023.
- (c) As informed to us by the management, there are no whistle blower complaints received by the company during the year.
- (xii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is not a Nidhi Company. Accordingly, reporting under clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, We are not provided with details required to ensure that all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards. Hence, we are unable to report compliance with section 177 and 188 of the Companies Act.





- (xiv) In our opinion:
- (a) The company does not have an internal audit system commensurate with the size and nature of its business.
  - (b) The Company is in the process of outsourcing its internal audit process. Currently, there are no formal reports prepared for review and our consideration, as informed to us.
- (xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) In our opinion,
- (a) The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
  - (b) According to information and explanation given to us, the company has not conducted any Non-Banking Financial or Housing finance activities without obtained a valid certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
  - (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
  - (d) The Group does not have not more than one CIC as part of the Group. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, The Company has not incurred cash losses in current financial year or in immediately preceding financial year, subject to qualifications reported.
- (xviii) According to the information and explanations given to us and on the basis of our examination of records of the Company, there has been resignation of statutory auditor during the year. and we have taken into consideration the issues, objections and concerns raised by the outgoing auditor. However, we have not been able to get details of "Online non skill gaming matter" mentioned in ADT-3, with a strong rebuttal of "Advance given for tender" to one "Unique Enterprise" in which recovery have staggered and are delayed. Only part payment has come. We are informed that further recovery are expected.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we invite your attention to point no. 6 of the 'Basis of Qualified Opinion' para of this report, which causes us to believe about a material uncertainty as mentioned in clause (iii) of this Annexure, exists as on the date of the audit report that the Company is not capable of meeting its liabilities, existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.



(xx) In our opinion and according to the information and explanations given to us, the Company is not required to spent any amount towards the Corporate Social Responsibility as per Section 135 of the Companies Act, 2013. Accordingly, clause 3(xx) of the Order is not applicable.

(xxi) The company is not required to prepare consolidated financial statement. Accordingly, clause 3(xxi) of the order is not applicable.

For

H K Shah & Co.,  
Chartered Accountants  
FRN.: 109583W

  
K M Shah

Partner

M.No.: 014711



Place: Ahmedabad

Date: September 11, 2023

UDIN: 23014711BGXGVK2074



Gala Global Products Limited

(Amounts mentioned are in Rupees unless otherwise specifically stated)

Particulars	Notes	As at March 31	
		2023	2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	13,915,253	19,318,369
Intangible Assets	4	130,000,000	130,000,000
<b>Financial assets</b>			
Other Financial Asset	5	-	9,013,005
Deferred Tax Asset (Net)	6	991,321	1,481,989
		<b>144,906,574</b>	<b>159,813,363</b>
<b>Current assets</b>			
Inventories	7	184,410,580	170,124,830
<b>Financial assets</b>			
Trade receivables	8	791,809,692	353,001,620
Loans and Advances	9	-	178,200,000
Cash and cash equivalents	10	36,245	8,229,067
Others financial assets	5	25,559,920	8,015,295
Other Current Assets	11	13,876,062	14,075,671
		<b>1,015,692,499</b>	<b>731,646,483</b>
<b>TOTAL ASSETS</b>		<b>1,160,599,073</b>	<b>891,459,846</b>
<b>EQUITIES AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	12	272,940,415	272,940,415
Other equity	12	150,231,258	149,670,766
		<b>423,171,673</b>	<b>422,611,181</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	13	220,288,898	3,735,561
		<b>220,288,898</b>	<b>3,735,561</b>
<b>Current Liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	13	22,875,000	157,479,258
Trade payables	14	457,785,190	275,899,948
Others	15	31,891,086	81,600
Other current liabilities	16	4,587,147	31,652,298
		<b>517,138,423</b>	<b>465,113,104</b>
<b>TOTAL EQUITIES AND LIABILITIES</b>		<b>1,160,599,073</b>	<b>891,459,846</b>

Summary of significant accounting policies

2

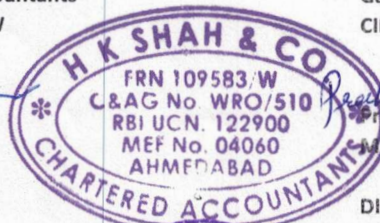
The accompanying notes form an integral part of these standalone financial statements

As per our modified report of even date

For  
H K Shah & Co.,  
Chartered Accountants  
FRN.: 109583W

For and on behalf of the  
Board of Directors of  
Gala Global Products Limited  
CIN : L29109GJ2010PLC063243

K M Shah  
Partner  
M.No.: 014711

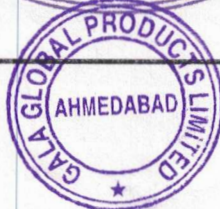


Praniladkumar Agarwal  
Managing Director  
DIN No: 09851691

Alpa Pandya  
Director  
DIN No : 07013011

Chhayaben Mulani  
Company Secretary  
PAN No: ERMPM5952E

Place : Ahmedabad  
Date : 11/09/2023



**Gala Global Products Limited**  
**Statement of Profit and Loss for the year ended March 31, 2023**  
(Amounts mentioned are in Rupees unless otherwise specifically stated)

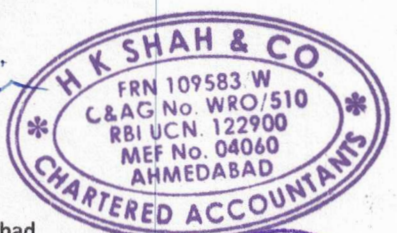
Particulars	Notes	Year ended on March 31	
		2023	2022
<b>Revenue:</b>			
Sale of products		844,819,236	1,033,860,807
<b>Revenue from operations</b>	<b>17</b>	<b>844,819,236</b>	<b>1,033,860,807</b>
Other income	18	2,278,284	3,697,503
<b>Total revenue</b>		<b>847,097,521</b>	<b>1,037,558,310</b>
<b>Expenses:</b>			
Cost of materials consumed	19	877,900,662	909,785,720
Changes in inventories of finished goods	20	(68,011,420)	40,454,605
Employee benefits expenses	21	6,463,748	17,390,338
Finance costs	22	16,154,293	11,303,291
Depreciation and amortisation expenses	3	2,377,087	3,027,091
Other expenses	23	11,433,644	38,233,937
<b>Total expenses</b>		<b>846,318,015</b>	<b>1,020,194,983</b>
<b>Profit before tax</b>		<b>779,506</b>	<b>17,363,327</b>
Tax expenses:			
Current tax		-	3,978,656
Deferred tax charge / (credit)		490,688	274,862
<b>Net Profit for the year</b>	<b>(A)</b>	<b>288,818</b>	<b>13,109,809</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>Total other comprehensive income for the year (A) + (D)</b>		<b>288,818</b>	<b>13,109,809</b>
<b>Earning per share Basic and Diluted(in Rs.)</b>	<b>24</b>	<b>0.01</b>	<b>0.24</b>
[Nominal value of equity per share of Rs. 5]			

Summary of significant accounting policies **2**  
The accompanying notes form an integral part of these standalone financial statements

As per our modified report of even date

For  
**H K Shah & Co.,**  
Chartered Accountants  
FRN.: 109583W

*K M Shah*  
Partner  
M.No.: 014711



For and on behalf of the  
Board of Directors of  
**Gala Global Products Limited**  
CIN : L29109GJ2010PLC063243

*Prahladkumar Agarwal*  
Prahladkumar Agarwal  
Managing Director

DIN No: 09851691

*Alpa Pandya*  
Alpa Pandya  
Director

DIN No : 07013011

*Chhayaben Mulani*  
Chhayaben Mulani  
Company Secretary

PAN No: ERMPM5952E

Place : Ahmedabad  
Date : 11/09/2023





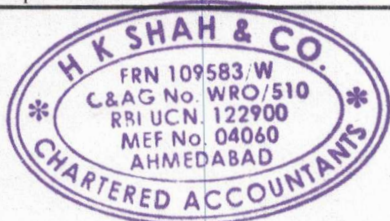
**Gala Global Products Limited**

Cash Flow Statement for the period ended March 31, 2023

(Amounts mentioned are in Rupees unless otherwise specifically stated)

	Year ended March 31	
	2023	2022
<b>A CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit Before Tax	779,506	17,363,327
Adjustments for:		
Depreciation and amortisation expense	2,377,087	3,027,091
Profit on Sale of property, plant and equipment, net	(1,356,016)	-
Finance income	(446,237)	(1,331,968)
Finance cost	16,154,293	9,904,751
<b>Operating Profit before working capital changes</b>	<b>17,508,632</b>	<b>28,963,201</b>
Adjustments for (increase) / decrease of assets:		
Trade Receivables	(438,808,072)	(168,770,112)
Inventories	(14,285,750)	9,257,500
Increase/Decrease in Loans and Advances	-	(178,200,000)
Other Current financial assets	9,013,005	17,157,608
Other Current assets	(9,996,017)	(16,040,076)
Adjustments for increase / (decrease) of liabilities:		
Other Provisions	-	4,750
Trade Payables	360,081,240	122,318,302
Other Current Liabilities	4,744,335	15,211,283
<b>Cash generated from Operations</b>	<b>(71,742,626)</b>	<b>(170,097,543)</b>
Taxes paid, net	-	-
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>(71,742,626)</b>	<b>(170,097,543)</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of tangible and intangible assets including CWIP	137,955	(672,390)
Proceeds from sale of property, plant and equipment	4,520,702	-
Bank Balances not considered as Cash and Cash Equivalents	-	(1,136,698)
Interest received	446,237	1,331,968
<b>NET CASH FLOW (USED IN) INVESTING ACTIVITIES</b>	<b>5,104,894</b>	<b>(477,120)</b>
<b>C CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds/(Repayments) from short-term borrowings	(134,604,258)	127,105,530
Proceeds/(Repayments) from long-term borrowings	216,553,337	(8,914,025)
Finance cost	(16,154,293)	(9,904,751)
<b>NET CASH FLOWS GENERATED FROM/(USED IN) FINANCING ACTIVITIES</b>	<b>65,794,786</b>	<b>108,286,753</b>
<b>D EXCHANGE DIFFERENCE ARISING ON CONVERSION OF FOREIGN SUBSIDIARIES</b>		
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(842,946)</b>	<b>(62,287,910)</b>
Cash and cash equivalents at the beginning of the year	879,191	30,866,235
Cash and cash equivalents at the end of the year	<b>36,245</b>	<b>-31,421,677</b>
<b>Components of Cash and Cash Equivalents for cash flow:</b>		
Cash on hand	21,258	632,567
Balance with banks	14,986	246,624
Bank Deposits having maturity of less than 3 Months	-	-
<b>Total</b>	<b>36,245</b>	<b>879,191</b>
Less: Bank overdraft (Refer note 22)	-	-
<b>Net Cash and Cash Equivalents</b>	<b>36,245</b>	<b>879,191</b>

The above cashflow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7(Ind AS 7) on Cashflow Statements. As per our report of even date attached.





Gala Global Products Limited  
(Amounts mentioned are in Rupees unless otherwise specifically stated)

STATEMENT OF CHANGES IN EQUITY

(A) EQUITY SHARE CAPITAL

Particulars	As at March 31	
	2023	2022
Balance as at April 1, 2022	272,940,415	272,940,415
Changes during the year	-	-
<b>Balance as at March 31, 2023</b>	<b>272,940,415</b>	<b>272,940,415</b>

(B) OTHER EQUITY

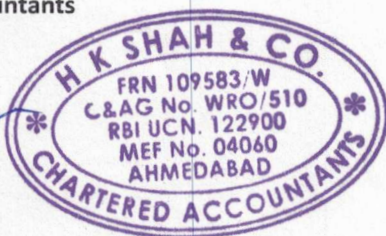
Particulars	Security premium account	Retained earnings	Total
Balance as at April 1, 2021	34,042,325	102,518,632	93,651,626
Profit for the year	-	13,109,809	13,109,809
<b>Balance as at March 31, 2022</b>	<b>34,042,325</b>	<b>115,628,441</b>	<b>106,761,435</b>
Balance as at April 1, 2022	34,042,325	115,628,441	106,761,435
Profit for the year	-	288,818	288,818
<b>Balance as at March 31, 2023</b>	<b>34,042,325</b>	<b>115,917,258</b>	<b>107,050,253</b>

Particulars	Security premium account	Retained earnings	Total
Balance as at April 1, 2020	34,042,325	79,304,678	113,347,003
Profit for the year	-	23,213,953	23,213,953
<b>Balance as at March 31, 2021</b>	<b>34,042,325</b>	<b>102,518,632</b>	<b>136,560,957</b>
Balance as at April 1, 2021	34,042,325	102,518,632	136,560,957
Profit for the year	-	13,109,809	13,109,809
<b>Balance as at March 31, 2022</b>	<b>34,042,325</b>	<b>115,628,441</b>	<b>149,670,766</b>

As per our modified report of even date

For  
H K Shah & Co.,  
Chartered Accountants  
FRN.: 109583W

K M Shah  
Partner  
M.No.: 014711



For and on behalf of the  
Board of Directors of  
Gala Global Products Limited  
CIN : L29109GJ2010PLC063243

*Prahlad Kumar Agarwal*  
Prahladkumar Agarwal  
Managing Director

DIN No: 09851691

*Alpa Pandya*  
Alpa Pandya  
Director

DIN No : 07013011 PAN No: ERMPM5952E

*Chhayaben Mulani*  
Chhayaben Mulani  
Company Secretary

Place : Ahmedabad  
Date : 11/09/2023





Gala Global Products Limited  
Notes to the Financial Statements as at March 31, 2023  
(Amounts mentioned are in Rupees unless otherwise specifically stated)

3. Property, plant and equipment

Particulars	Factory Building	Plant and Machinery	Office Equipment	Computers	Furniture and Fixtures	Vehicles	Total
As at March 2022	11,338,152	66,072,887	1,392,364	489,303	654,014	6,259,244	86,205,964
Additions			132,955		5,000		137,955
Disposals	(3,604,000)	(5,111,457)				(1,604,267)	(10,319,724)
As at March 2023	7,734,152	60,961,430	1,525,319	489,303	659,014	4,654,977	76,024,195
<b>Depreciation and impairment:</b>							
As at March 2022	5,508,233	53,480,398	1,108,993	449,658	641,539	5,699,322	66,888,143
Depreciation for the year	221,341.57	1,889,209.00	109,970.81	14,695.17	28,014.00	113,855.13	2,377,086
Impairment for the Year							
On disposals	(1,472,300.00)	(4,159,385)				(1,524,054.00)	(7,155,739)
As at March 2023	4,257,275	51,210,222	1,218,964	464,353	669,553	4,289,124	62,109,490
<b>Net Block excluding CWIP:</b>							
As at March 31, 2022	5,829,919	12,592,489.49	283,372	39,645	12,475	559,922	19,318,369
As at March 31, 2023	3,476,876.63	9,751,208.49	306,355.86	24,949.62	(10,539.4)	365,853	13,915,253
	3,515,221.39	10001595.88	353,948.43	18750.09	14798.7		

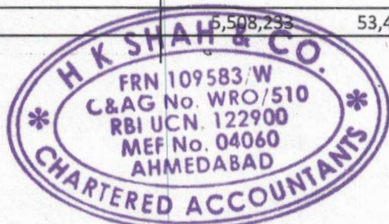
4. Intangible assets \*

Particulars	Goodwill (Refer note below)	Technical Knowhow	Total
<b>Gross Block:</b>			
As at March 2022	90,000,000	40,000,000	130,000,000
Additions	-	-	-
Disposals	-	-	-
As at March 2023	90,000,000	40,000,000	130,000,000
<b>Total</b>	90,000,000	40,000,000	130,000,000
<b>Amortisation and impairment:</b>			
As at March 2022	-	-	-
Amortisation / impairment for the year	-	-	-
On disposals	-	-	-
As at March 2023	-	-	-
<b>Net Block excluding intangible Assets under development :</b>			
As at March 31, 2022	90,000,000	40,000,000	130,000,000
As at March 31, 2023	90,000,000	40,000,000	130,000,000

\*Intangible assets are tested for impairment annually and management believes that any reasonable possible change in any assumptions would not cause the carrying amount to exceed its recoverable amount.

3. Property, plant and equipment

Particulars	Factory Building	Plant and Machinery	Office Equipment	Computers	Furniture and Fixtures	Vehicles	Total
As at March 2021	11,288,152	65,686,327	1,185,413	489,303	625,135	6,259,244	85,533,574
Additions	50,000	386,560	206,951		28,879		672,390
Disposals	-	-	-	-	-	-	-
As at March 2022	11,338,152	66,072,887	1,392,364	489,303	654,014	6,259,244	86,205,964
<b>Depreciation and impairment:</b>							
As at March 2021	5,265,742	51,042,277	997,925	421,445	614,228	5,519,435	63,861,112
Depreciation for the year	242,491.47	2,438,120.96	111,067.47	28,213.00	27,311.00	179,887.37	3,027,091
Impairment for the Year							
On disposals							
As at March 2022	5,508,233	53,480,398	1,108,993	449,658	641,539	5,699,322	66,888,203



5 OTHER FINANCIAL ASSETS	Non-current		Current	
	As at March 31		As at March 31	
	2023	2022	2023	2022
Security Deposites	-	1,213,218	458,338	709,270
Tender EMD	-	1,058,800	5,014,000	11,182,454
Tender Security Deposites	-	6,740,987	5,679,299	3,473,447
Other Advances	-	-	14,086,661	-
Balance with Statutory Authorities	-	-	-	-
Interest/Subsidies Receivable	-	-	321,622	-
Loan to Employees	-	-	-	-
Tender EMD having Maturity Less than 3 Months	-	-	-	(7,349,876)
Tender Security Deposits having Maturity Less than 3 Months	-	-	-	-
	-	9,013,005	25,559,920	8,015,295

6 DEFERRED TAX ASSET/LIABILITIES (NET)	As at March 31	
	2023	2022
	Deferred tax asset/liabilities(Net)	
Excess of Net Block over Written Down Value as per Provision of Income Tax Act		
Excess of Written Down Value over Net Block as per Provision of Income Tax Act	991,321	1,481,989
<b>Net deferred tax Asset/(Liabilities)</b>	<b>991,321</b>	<b>1,481,989</b>

7 INVENTORIES	As at March 31	
	2023	2022
	[Valued at lower of cost and net realisable value]	
Finished goods (Certified by Management)	184,410,580	170,124,830
<b>Total</b>	<b>184,410,580</b>	<b>170,124,830</b>

\* As per Company's management, it is not possible to give the details of Inventories of Work-in-Progress as the Company uses the same materials for different kinds of products and hence, the same is difficult to bifurcate at any point of time given.

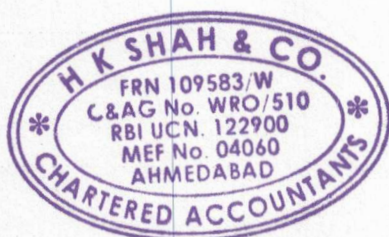
8 TRADE RECEIVABLES	As at March 31	
	2023	2022
	Considered good	791,809,692
<b>Total</b>	<b>791,809,692</b>	<b>353,001,620</b>

The trade receivables ageing schedule for the years ended as on March 31, 2023 and March 31, 2022 is as follows :

Particulars	As at 31st March, 2023						Total
	Not Due	Outstanding for following periods from due date of payment					
		Less than 6 months	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-	791,809,692

Notes: Details of aging were not available for current year.

Particulars	As at 31st March, 2022						Total
	Not Due	Outstanding for following periods from due date of payment					
		Less than 6 months	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	17,101,501	313,192,630	15,383,254	1,494,079	5,830,156	-	353,001,620
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>17,101,501</b>	<b>313,192,630</b>	<b>15,383,254</b>	<b>1,494,079</b>	<b>5,830,156</b>	<b>-</b>	<b>353,001,620</b>





Gala Global Products Limited  
Notes to the Financial Statements as at March 31, 2023  
(Amounts mentioned are in Rupees unless otherwise specifically stated)

9 LOAN AND ADVANCES

Unsecured, considered good

Non-current		Current	
As at March 31		As at March 31	
2023	2022	2023	2022
-	-	-	178,200,000
-	-	-	178,200,000

10 CASH AND CASH EQUIVALENTS

Balances with schedule banks:

In Current Account

On Deposit Account (having maturity less than 3 months)

Cash on hand

Total

As at March 31	As at March 31
2023	2022
14,986	246,624
-	7,349,876
21,258	632,567
36,245	8,229,067

11 OTHER CURRENT ASSET

Balance with Statutory Authorities

Interest Receivables

Other Current Assets

Loan to Staff

Tax Collect at Source Receivable

Other Advances

As at March 31	As at March 31
2023	2022
-	12,118,578
-	-
-	-
-	55,896
772,633	1,542,833
13,103,429	358,364
13,876,062	14,075,671

12 OTHER EQUITY

Security Premium A/c

Balance as per last financial statements

Closing Balance

Surplus in the statement of profit and loss

Balance as per last financial statements

Other Adjustment

Profit for the year

Net surplus in the statement of profit and loss

As at March 31	As at March 31
2023	2022
34,042,325	34,042,325
34,042,325	34,042,325
115,628,441	102,518,632
271,674	-
288,818	13,109,809
116,188,933	115,628,441
150,231,258	149,670,766

FINANCIAL LIABILITIES

13 BORROWINGS

Term Loans

Other Loans

Cash Credit

The above amount includes:

Secured borrowings

Unsecured borrowings

Amount disclosed under the head "Short Term Borrowing" (refer note 18)

Net amount

Non-Current		Current	
As at 1st April	As at March 31	As at March 31	As at March 31
2023	2022	2023	2022
5,787,350	3,735,561	22,875,000	30,134,804
151,753,935	-	-	-
62,747,613	-	-	-
220,288,898	3,735,561	22,875,000	30,134,804
-	3,735,561	22,875,000	30,134,804
-	-3,735,561	-22,875,000	-30,134,804
-	0	0	0

SHORT-TERM BORROWINGS

From Bank

Cash Credit

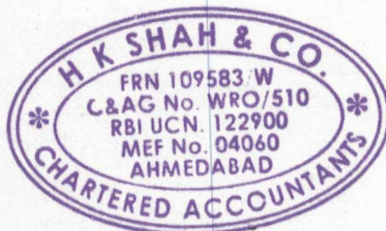
The above amount includes

Secured borrowings

Total

As at March 31	As at March 31
2023	2022
-	157,479,258
-	157,479,258
-	157,479,258

Hypothecation of entire book debts and inventory of the company. The cash credit is repayable on demand and carries interest @ 12.75% p.a.



Gala Global Products Limited  
Notes to the Financial Statements as at March 31, 2023  
(Amounts mentioned are in Rupees unless otherwise specifically stated)

14 TRADE PAYABLES

Trade payables

As at March 31 2023	As at March 31 2022
457,785,190	275,899,948
457,785,190	275,899,948

\*Include dues to subsidiary

Trade payables ageing schedule for the years ended as on March 31, 2023 and March 31, 2022 is as follows

Particulars	Not Due	Particulars Not due Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
		March 31, 2023	-	-	-	
Outstanding Dues to MSME	-	-	-	-	-	
Others	-	-	-	-	-	
<b>Total</b>	-	-	-	-	457,785,190	

Note: Details of ageing were not available for current year

March 31, 2022

Outstanding Dues to MSME

Others

32,441,077 207,744,219 34,472,278 - 1,242,374

275,899,948

**Total**

**32,441,077 207,744,219 - - 1,242,374**

**275,899,948**

Particulars

Particulars Not due Outstanding for following periods from due date of payment

Particulars	Not Due	Particulars Not due Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
March 31, 2022						
Outstanding Dues to MSME						
Others	32,441,077.00	207,744,219.19	34,472,277.50	-	1,242,374.00	275,899,947.69
<b>Total</b>	<b>32,441,077.00</b>	<b>207,744,219.19</b>	<b>34,472,277.50</b>	<b>-</b>	<b>1,242,374.00</b>	<b>275,899,947.69</b>
March 31, 2021						
Outstanding Dues to MSME						
Others	5,262,450.45	145,252,234.20	-	1,816,740.00	1,250,221.00	153,581,645.65
<b>Total</b>	<b>5,262,450.45</b>	<b>145,252,234.20</b>	<b>-</b>	<b>1,816,740.00</b>	<b>1,250,221.00</b>	<b>153,581,645.65</b>

15 OTHERS

Total

As at March 31 2023	As at March 31 2022
31,891,086	81,600
31,891,086	81,600

16 OTHER CURRENT LIABILITIES

Statutory Liabilities Payable

Other Liabilities

Current Maturities of Long Term Borrowings

Advance from Customer

Salary Payable

As at March 31 2023	As at March 31 2022
-	781,212
4,587,147	-
-	30,134,804
-	-
-	736,282
4,587,147	31,652,298





Gala Global Products Limited

Notes to the Financial Statements as at March 31, 2023

(Amounts mentioned are in Rupees unless otherwise specifically stated)

17 REVENUE FROM OPERATIONS

Sale of Products

Finished Goods

Revenue from operations (Gross)

Year ended on March 31	
2023	2022
844,819,236	1,033,860,807
<b>844,819,236</b>	<b>1,033,860,807</b>

18 OTHER INCOME

Interest Income on Deposites

Other Interest Income

Rent Income

Other Misc. Income

Year ended on March 31	
2023	2022
446,237	1,331,968
288,000	720,000
1,544,047.26	1,645,535
<b>2,278,284</b>	<b>3,697,503</b>

19 COST OF MATERIALS CONSUMED

Inventory at the beginning of the year

Pursuant to the Scheme of Amalgamation

Add: Purchases

Less: Inventory at the end of the year

Year ended on March 31	
2023	2022
127,170,104	95,972,999
824,174,992	940,982,825
951,345,096	1,036,955,824
73,444,434	127,170,104
<b>877,900,662</b>	<b>909,785,720</b>

20 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE

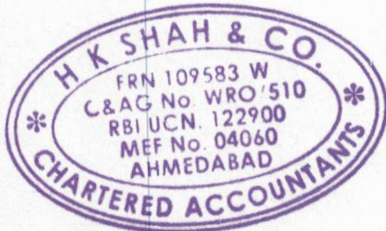
Inventory at the end of the Year

Finished goods

Inventory at the beginning of the Year

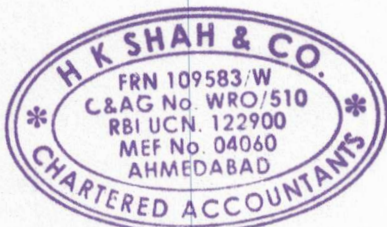
Finished goods

Year ended on March 31	
2023	2022
42,954,726	42,954,726
42,954,726	42,954,726
110,966,146	83,409,331
<b>110,966,146</b>	<b>83,409,331</b>
<b>(68,011,420)</b>	<b>40,454,605</b>



Gala Global Products Limited  
Notes to the Financial Statements as at March 31, 2023  
(Amounts mentioned are in Rupees unless otherwise specifically stated)

	Year ended on March 31	
	2023	2022
<b>21 EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, wages and bonus	3,239,827	11,188,135
Contribution to provident and other fund	473,921	802,203
Directors Remuneration	2,750,000	5,400,000
	<b>6,463,748</b>	<b>17,390,338</b>
<b>22 FINANCE COSTS</b>		
Interest Expenses	16,154,293	9,904,751
Finance charges		1,398,540
	<b>16,154,293</b>	<b>11,303,291</b>
<b>23 OTHER EXPENSES</b>		
Manufacturing Expenses	2,231,599	6,905,495
Power and Fuel	717,668	1,003,500
Rent Expense	36,000	77,600
Legal & Professional Fee	1,938,571	3,103,797
Security Expense	170,400	
Audit fees	370,000	219,000
Audit fee expenses	338,000	
Testing Expenses	90,659	293,315
Bad Debts	58,914	13,078
Insurance Expense	478,225	287,946
Internet & Telephone	84,080	92,392
Office and Miscellaneous	460,490	1,523,135
Rates and Taxes	159,096	1,920,328
ROC Filling Fees	40,833	
Freight Expense	1,648,310	13,259,286
Repair To Building	160,555	1,316,682
Repair To Machinery	(26,781)	582,358
Sales Promotion Exp	-	22,200
Designing Expense	83,300	-
Conveyance Expense	35,596	-
Stationary , Printing and	443,832	2,156,931
Tender Fees & tender Sample	(77,293)	1,091,883
Traveling & Transporation Exps	514,031	2,390,873
Vehicle Expenses	268,070	
Loss on sale of Fixed asset	102,071	-
Advertisement & Business	42,290	116,500
Donation Exps	31,600	8,202
Other Expense	18,969	-
Processing Fees	368,213	1,840,436
Finance Charges	201,807	
Interest Expense	344,326	
Electric Fitting Expenses	100,212	
Rent Expense	-	
Impairment of Asset	-	
Trade Mark Exps	-	9,000
	<b>11,433,644</b>	<b>38,233,937</b>
<b>24 EARNINGS PER SHARE (EPS)</b>		
Net Profit as per statement of profit and loss	Rs. 288,818	13,109,809
Opening number of equity shares	Nos. 54,693,738	54,693,738
Weighted average number of equity shares in calculating basic EPS	Nos. 54,693,738	54,693,738
Weighted average number of equity shares in calculating diluted EPS	Nos. 54,693,738	54,693,738
Basic and Diluted earning per share	Rs. 0.01	0.24
Nominal value of shares	Rs. 5.00	5.00





Gala Global Products Limited

Notes to the Financial Statements as at March 31, 2023

(Amounts mentioned are in Rupees unless otherwise specifically stated)

25

The requirements of Ind AS-19 - Employee Benefits have not been complied with to the full extent. The Company is in the process of Finalization of structure for the employee benefits and hence, there were no employees who were eligible for the benefits yet. Accordingly, Employee Benefits have not been provided in the financial statement.

26

The Company is unable to pay Income Tax Liabilities of Rs. 63.2 lakhs based on Tax Audit Assessment of the Company on the due date as well as till date, due to delay in receipt of receivables/advance to one party only, where company has high exposure in total, which causes significant impact on the liquidity of the Company and going concern in future.

27

The Company is required to maintain cost records and required to be audited u/s 148 of the Companies Act, 2013. However, cost records have not been maintained as prescribed, nor the same has been audited as prescribed.

28

During the current year, the managerial remuneration (based only on fixed component of salary) paid by the Company to its Chairman and Managing Director is in excess of the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013 .  
The Company has obtained approval from its shareholders at the Annual General Meeting for such excess remuneration paid.

29 EVENT OCCURRED AFTER BALANCE SHEET DATE

The Company evaluates events and transactions that occur subsequent to the Balance Sheet date prior to the approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the Financial Statements. As of 08/09/2023, there was no subsequent event to be recognized or reported that are not already disclosed elsewhere in these Financial Statements.

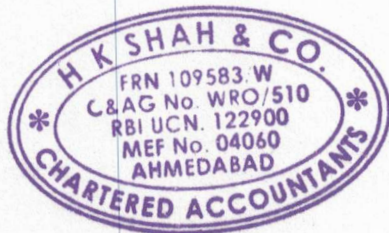
30

Confirmations for loans and Advances/inventories has not been received.

31

Previous Years' figures have been regrouped/reclassified wherever necessary to confirm to Current years' classification / disclosure.

32 The outbreak of COVID-19 pandemic globally and in India has severely impacted businesses and economies. There has been disruption to regular business operations due to the measures taken to curb the impact of the pandemic. The Company's manufacturing operations have been partially functional during the lockdown. All the operations of the Company have resumed post lifting of lockdown. As per the current assessment of the situation based on the Internal and external information available up to the date of approval of these financial results by the Board of Directors, the Company believes that the Impact of Covid-19 on its business, assets, internal financial controls, profitability and liquidity, both present and future, would be limited and there is no indication of any material impact on the carrying amounts of Inventories, trade receivables, Investments and other financial assets.



32 The ratios for the years ended March 31, 2023 and March 31, 2022 are as follows :

Particulars	Numerator	Denominator	As at March 31		% change	Reasons for changes
			2023	2022		
Current ratio	Current Asset	Current Liabilities	1.96	1.93	-3%	
Debt – Equity ratio	Total debt (represents lease liabilities)	Shareholder's equity	0.57	0.38	-19%	
Debt service coverage ratio	Earnings available for debt service	Debt service	0.20	0.15	-5%	
Return on Equity (ROE)	Net profits after taxes	Average shareholder's equity	0.00	0.03	3%	
Inventory Turnover Ratio	COGS	Average Inventory	4.95	5.45	50%	Decline in bussiness
Trade receivables turnover ratio	Revenue	Average trade receivable	1.48	3.85	237%	Decline in bussiness
Trade payables turnover ratio	Purchases of services and other expenses	Average trade payables	2.21	7.49	528%	Decline in bussiness
Net capital turnover ratio	Revenue	Working capital	1.69	3.88	219%	Decline in bussiness
Net profit ratio	Net profit	Revenue	0%	1%	1%	
Return on Capital Employed (ROCE)	Earning before interest and taxes	Capital employed	3%	6%	3%	
Unquoted	Income generated from investments	Time weighted average investments	-	-	0%	
Quoted	Income generated from investments	Time weighted average investments	-	-	0%	





12 SHARE CAPITAL	As At March, 31			
	2023		2022	
	No. of shares	Amount	No. of shares	Amount
<u>Authorised Shares</u>				
<u>Equity Shares</u>				
11,00,00,000 equity shares of Rs.5/- each	110,000,000	550,000,000	60,600,000	303,000,000
	<b>110,000,000</b>	<b>550,000,000</b>	<b>60,600,000</b>	<b>303,000,000</b>

Issued, Subscribed and Fully Paid-up Shares

Equity Shares of Rs. 5/- each

	As At March, 31			
	2023		2022	
	No. of shares	Amount	No. of shares	Amount
Equity Shares of Rs. 5/- each	54,588,083	272,940,415	54,588,083	272,940,415
	<b>54,588,083</b>	<b>272,940,415</b>	<b>54,588,083</b>	<b>272,940,415</b>

## (a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Equity Shares

At the beginning of the year

Add: Issued during the year

Outstanding at the end of the year

	As At March, 31			
	2023		2022	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	54,588,083	272,940,415	54,588,083	272,940,415
Add: Issued during the year				
Outstanding at the end of the year	<b>54,588,083</b>	<b>272,940,415</b>	<b>54,588,083</b>	<b>272,940,415</b>

## (b) Details of Shareholders holding more than 5% equity shares in the company

## Name of the Shareholders

Vishal Gala

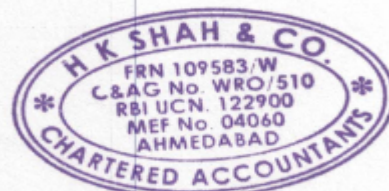
Neha Gala

	As At March, 31			
	2023		2022	
	No. of shares	% Holding	No. of shares	% Holding
Vishal Gala	26,275,250	48.13	32,402,288	59.36
Neha Gala	-	-	6,429,197	11.78
	<b>26,275,250</b>		<b>38,831,485</b>	

## Details of Rights Shares Issued\*

## (c) The details of the shares held by promoters as at March 31, 2023 are as follows :

Promotor Name	No. of Shares	% of Total Shares	% Change during the Year
VISHAL MULCHANDBHAI GALA	26,275,250	48.13	11.22
NEHA VISHAL GALA	-	0.00	11.78
VISHAL M GALA HUF	-	0.00	1.21
AVANIBEN NIRAV SHAH	-	0.00	1.17
PINAL DHAVALBHAI TRIVEDI	220,720	0.40	-
ILABEN HARESHKUMAR DOSHI	-	0.00	0.32
HARESH NAGINDAS DOSHI	-	0.00	0.16
PARUL AMIT CHHEDA	220	0.00	-
<b>Total</b>	<b>26,496,190</b>	<b>48.54</b>	<b>-</b>



The details of the shares held by promoters as at March 31, 2022 are as follows :

Promotor Name	No. of Shares	% of Total Shares	% Change during the Year
VISHAL MULCHANDBHAI GALA	32,402,288	59.36	-
NEHA VISHAL GALA	6,429,011	11.78	-
VISHAL M GALA HUF	661,302	1.21	-
AVANIBEN NIRAV SHAH	639,670	1.17	-
PINAL DHAVALBHAI TRIVEDI	220,720	0.40	-
ILABEN HARESHKUMAR DOSHI	176,400	0.32	-
HARESH NAGINDAS DOSHI	89,466	0.16	-
PARUL AMIT CHHEDA	220	0.00	-
<b>Total</b>	<b>40,619,077</b>	<b>74.41</b>	<b>-</b>

(d) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 5 per share. Each equity shareholder 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





## 1 CORPORATE INFORMATION

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. The name of the Company has been changed from Gala Print City Limited to Gala Global Products Limited with effect from 18th August, 2017.

The financial statements were authorized for issue in accordance with a resolution passed in Board Meeting held on May 28, 2022.

## 2 SIGNIFICANT ACCOUNTING POLICIES

### (a) Basis of Preparation

The financial statements have been prepared and presented in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These Ind AS financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the balance sheet:

- (i) Employee defined benefit assets/(liability) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;
- (ii) Long-term borrowings, except obligations under finance leases, are measured at amortized cost using the effective interest rate

### (b) Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Although these estimates are based on the management's best knowledge of the current events and actions, uncertainty about these assumption and estimates could result in the outcomes requiring a material adjustment to the carrying amount of the asset & liabilities in the future period.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

- Useful lives of property, plant and equipment and intangible assets {Refer 2(c)&(d)}
- Valuation of inventories { Refer 2(f) }
- Employee benefits { Refer 2( h ) }
- Provisions, contingent liability and contingent assets { Refer 2(i) }
- Sales returns { Refer 2(g) }
- Evaluation of recoverability of deferred tax assets { Refer 2 (i) }

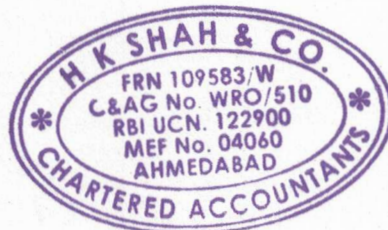
### (c) Property, plant and equipment

#### Recognition and measurement

The items of property, plant and equipment are measured at cost of acquisition or construction less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of its purchase price and other incidental expenses that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognised in the statement of profit and loss as incurred.

Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is de-recognized.



### Intangible Assets

Intangible assets initially recognized at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straight line method over their estimated useful lives.

The Company has adopted Policy of reviewing the intangible in the year of recognition for possible returns. In case of the returns are not sustainable the intangible assets could be written off with in a period of 2-3 years. And if sustainable the same would be written off as provided under the applicable standard. Since the Company is required to adopt Ind-As compulsory with effect from 01st April 2018 and it has specifically defined in these forthcoming standards that any such Intangible Assets needs to be reviewed at each balance sheet date for any impairment (if any) whereas existing accounting standards require to amortize such intangibles compulsory within maximum of 5/10 years. Further the management foresee that there would not be any impairment requirement comparing to its carrying value as on 31 march 2022 (even in near future as well) and hence no amortization of intangible asset has been made in the period under report.

### Depreciation

Depreciation is recognised on pro-rata basis in the statement of profit and loss on a straight line basis over the estimated useful lives of property, plant and equipment.

Type of Assets	Useful life in years
Building	30 years
Plant and Machineries	15 years
Furniture, Fixtures and Equipments	10 years
Computers	3 years
Vehicles	8 to 10 years
Mobile Phones	5 years

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is disclosed as capital advances under other non current assets. The cost of property, plant and equipment not ready to use before such date are disclosed under capital work-in-progress. Assets not ready for use are not depreciated.

### (d) Impairment of Non Financial Assets

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price or value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years

### Goodwill

CGUs to which goodwill has been allocated are tested for impairment annually or more frequently when there is indication for impairment. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

Determination of recoverable amount of CGU requires the management to estimate the future cash flows expected to arise and a suitable discount rate in order to calculate the present value. An impairment loss recognised for goodwill is not reversed in subsequent periods.

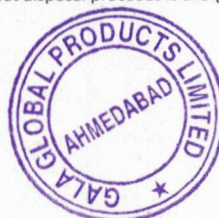
### (e) Investments

Investments, which are readily realisable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as Non-current investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis.

Non-current investments are carried at cost. Investments in share of foreign subsidiaries are reported in Indian Currency at the rate of exchange prevailing on the date of transaction. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying cost and net disposal proceeds is charged or credited to the statement of profit and loss.





**(f) Inventories**

- (i) Raw materials, Packing materials, fuel, stores and spares are valued at lower of cost and net realizable value. Cost includes Purchase Price and other directly attributable costs incidental thereto. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.
- (ii) Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a weighted average basis.
- (iii) Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.
- (iv) Provision for diminution in value of inventories has been made for expired, obsolete, non-moving and slow-moving inventories as per the management's estimate.

**(g) Revenue Recognition**

Revenue is recognized to the extent that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of when the payment is being made.

- (i) Revenue is measured at fair value of the consideration received or receivable. Revenue from sale of goods includes excise duty and are net of discounts, applicable taxes, rebates and estimated returns.

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods, recoverability of consideration is probable, the amount of revenue and cost incurred or to be incurred in respect of transaction can be measured reliably and there is no continuing managerial involvement over the goods sold. The company collects GST (01.04.2021 to 31.03.2022) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

- (ii) Income from services is recognized when the services are rendered or based on stage of completion.
- (iii) Interest income is accounted on accrual basis at applicable rate.
- (iv) Other incomes are accounted as and when the right to receive arises.

**(h) Employees retirement and other benefits**

Retirement/ Post retirement Benefits: The Company has not made any provision for gratuity and leave encashment as prescribed by the Indian Accounting Standard (IndAS) – 19 on Employee Benefits. Please refer Note 28.

**(i) Income Taxes**

Income tax expense comprises current and deferred tax expense. Income tax expenses are recognized in statement of profit and loss, except when they relate to items recognized in other comprehensive income or directly in equity, in which case, income tax expenses are also recognized in other comprehensive income or directly in equity respectively.

Current tax is the tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of reporting period by the governing taxation laws, and any adjustment to tax payable in respect of previous periods. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

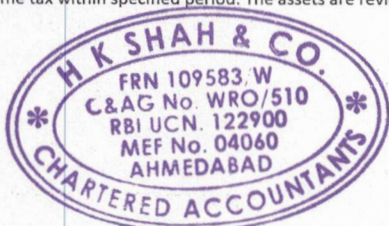
Deferred taxes arising from deductible and taxable temporary differences between the tax base of assets and liabilities and their carrying amount in the financial statements are recognized using substantively enacted tax rates and laws expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. The deferred tax arising from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction are not recognized.

Deferred tax asset are recognized only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interest in jointly controlled entities, when the timing of reversal of temporary differences can be controlled and it is probable that temporary differences will reverse in foreseeable future.

Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to do the same.

MAT credit is recognized as an asset only when there is convincing evidence that the company will pay normal income tax within specified period. The assets are reviewed at each balance sheet date





**(j) Earnings Per Share**

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors. Basic earnings per share is computed by dividing profit or loss attributable to equity share holders of Group by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is determined by the adjusting profit or loss attributable to ordinary shareholders and weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

**(k) Cash and cash equivalents**

Cash and cash equivalents consists of cash on hand, short demand deposits and highly liquid investments, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value. Short term means investments with original maturities / holding period of three months or less from the date of investments. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalent for the purpose of statement of cash flow.

**(l) Provisions, contingent liabilities and contingent assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources for which reliable estimate can be made. The expenses related to provision is presented in P&L net of any reimbursement.

Liabilities which are of a contingent nature are not provided but are disclosed at their estimated amount in the notes forming part of the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

**(m) Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of these assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

**(n) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**(o) Operating Cycle and Current/Non-current classification**

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent.

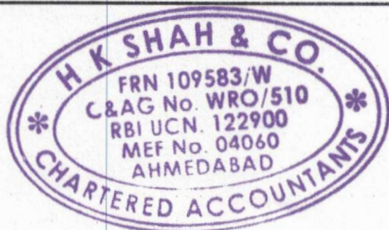
All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

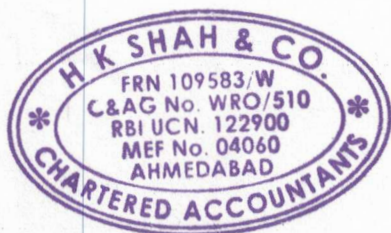
Deferred tax assets and liabilities are classified as non-current assets and liabilities.



<b>Net Block excluding CWIP:</b>							
As at March 31, 2021	6,022,410	14,644,050	187,488	67,858	10,907	739,809	21,673,070
As at March 31, 2022	5,829,919	12,592,489	283,372	39,645	12,475	559,922	19,318,369

<b>4. Intangible assets *</b>			
<b>Particulars</b>	<b>Goodwill (Refer note below)</b>	<b>Technical Knowhow</b>	<b>Total</b>
<b>Gross Block:</b>			
As at March 2021	90,000,000	40,000,000	130,000,000
Additions	-	-	-
Disposals	-	-	-
As at March 2022	90,000,000	40,000,000	130,000,000
<b>Total</b>	<b>90,000,000</b>	<b>40,000,000</b>	<b>130,000,000</b>
<b>Amortisation and impairment:</b>			
As at March 2021	-	-	-
Amortisation / impairment for the year	-	-	-
On disposals	-	-	-
As at March 2022	-	-	-
<b>Net Block excluding intangible Assets under development :</b>			
As at March 31, 2021	90,000,000	40,000,000	130,000,000
As at March 31, 2022	90,000,000	40,000,000	130,000,000

\*Intangible assets are tested for impairment annually and management believes that any reasonable possible change in any assumptions would not cause the carrying amount to exceed its recoverable amount.





### 33 Related Party Disclosure

The transactions that has taken place during the year with related parties to be disclosed as required by Indian Accounting Standard -24 "Related party Disclosures"

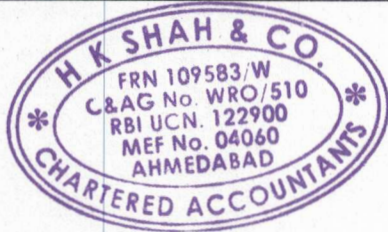
#### Key Management Personnel

Vishal Mulchandbhai Gala  
Avani Mulchandbhai Gala  
Neha Vishal Gala  
Apla Pandya  
Dhruv Modi  
Umang Sanjaybhai Selani  
Vipul Laxmichand Maru  
Praladkumar Agarwal  
Chhayaben Chandulal Mulani  
Vymesh Vaishnav

#### Relative of Key Management Personnel

Navya Papers Plaza  
Papers Plaza  
Gala Warehouse  
Vishal M Gala HUF  
Alag Brainworks Limited  
Smile Infrabuild Private Limited

Sr. No.	Name of Related Party	Relation	Nature of Transaction	FY 2022-23	FY 2022-23
				Receipts	Payments
1	Vishal Mulchandbhai Gala	Director	Salary	-	307,800
			Loan Received/Paid	259,666,650	116,023,843
2	Avani Mulchandbhai Gala	Director	Salary	-	898,200
			Loan Received/Paid	8,786	-
3	Neha Vishal Gala	Relative of Director	Salary	-	421,200
			Loan Received/Paid	493,945	-
4	Navya Papers Plaza	Firm of relative of Director	Loan Received/Paid	-	-
			Sales	-	-
			Purchase	-	-
5	Papers Plaza	Firm of relative of Director	Purchase of Goods and Services	2,380	-
			Sales	-	139,476
6	Vishal Gala HUF	Relative of Director	Reimbursement of expense	-	-
			Purchase	-	-
7	Alag Brainworks Limited	Relative of Director	Reimbursement of expense	-	-
			Sales	4,291,056	-



Sr. No.	Name of Related Party	Relation	Nature of Transaction	FY 2021-22	FY 2021-22
				Receipts	Payments
1	Vishal Mulchandbhai Gala	Director	Salary	-	3,693,600
			Loan Received/Paid	174,925,240	174,890,783
2	Avani Mulchandbhai Gala	Director	Salary	-	1,197,600
			Loan Received/Paid	569,267	546,209
3	Neha Vishal Gala	Relative of Director	Salary	-	561,600
			Loan Received/Paid	5,165,000	5,165,000
4	Navya Papers Plaza	Firm of relative of Director	Loan Received/Paid	175,000	175,000
			Sales	96,250	-
			Purchase	-	37,637,601
5	Papers Plaza	Firm of relative of Director	Purchase of Goods and Services	-	20,468,808
			Sales	117,754	-
6	Vishal Gala HUF	Relative of Director	Reimbursement of expense	100,000	100,000
			Purchase	-	1,320,578

