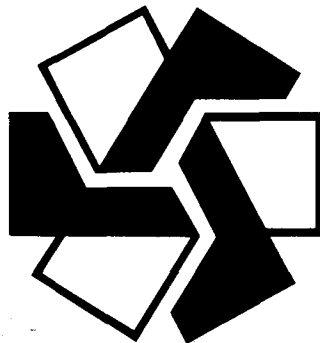


# **17th Annual Report 2004**

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**GALORE PRINTS  
INDUSTRIES LIMITED**  
(FORMERLY VIKAS LAMINATOR LTD.)

# GALORE PRINTS INDUSTRIES LIMITED



## **Board of Directors**

**J.P. Rustagi**

**Mahesh Kr. Rustagi**

**Rajesh Kr. Rustagi**

*Chairman*

*Managing Director*

*Wholetime Director*

## **Auditors**

**R. K. Rustogi & Associates**

*Chartered Accountants*

E - 43, Hauz Khas,

New Delhi - 110 016

## **Lead Bankers**

**Indian Overseas Bank**

Defence Colony,

New Delhi - 110 024

## **Registered Office**

123A, D.D.A Office Complex, Phase - I,

Jhandewalan Extension, New Delhi - 110 055

## **Corporate Office & Works**

A-46, Sector - 58, Noida - 201301 (U.P.)

## **Share Registrar**

M/s. InTime Spectrum Registry Limited

A-31, Naraina Industrial Area, Phase-I,

Near PVR Naraina, New Delhi - 110 028

## **Sales Office**

Chateau 'D' Ampa,

4th Floor, 110 Nelson Manickam Road,

Aminjikarai, Chennai - 600 029

## **Stock Exchange Listing**

**The Delhi Stock Exchange Association Ltd.**

DSE House, 3/1, Asaf Ali Road,

New Delhi - 110 002

**The Stock Exchange, Mumbai**

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400 001

**The Stock Exchange, Ahmedabad**

Kamdhenu Complex, Rajendra Pole

Ahmedabad - 380 015

**Madras Stock Exchange Ltd.**

Exchange Building, Post Box No. 183

11, Second Line Beach, Chennai - 600 001

CONTENTS .....	PAGE NO.
Notice .....	1
Directors' Report .....	1-2
Corporate Governance Report .....	3-4
Auditors' Report .....	5
Balance Sheet .....	6
Profit & Loss Account .....	6
Schedules forming part of Accounts .....	6-10
Balance Sheet Abstract .....	11
Cash Flow Statement .....	11

# GALORE PRINTS INDUSTRIES LIMITED



## NOTICE

Notice is hereby given that the 17th Annual General Meeting of the Members of GALORE PRINTS INDUSTRIES LIMITED (Formerly VIKAS LAMINATOR LTD.) will be held on Thursday, 30th day of June, 2005 at 9.30 A.M. at Multipurpose Community Centre, Khera Khurd, Alipur Block, Delhi-110082 to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt the audited Balance Sheet of the Company as at 31st December, 2004 and the Profit & Loss account for the year ended on that date and the reports of Directors and Auditors thereon.
- To appoint a Director in place of Mr. J.P. Rustagi who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint Auditors and fix their remuneration and for that purpose to pass with or without modification (s), the following resolution as an ordinary resolution:  
"RESOLVED THAT M/s. R.K. Rustogi & Associates, Chartered Accountants, New Delhi, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and are hereby authorized to fix their remuneration for the said period."

### SPECIAL BUSINESS

- To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:  
"RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310 and subject to schedule XIII and all other applicable provisions of the Companies Act, 1956, if any, (including any statutory modification or re-enactment thereof) and such other approval/sanction as may be necessary, the Company hereby approves the re-appointment of Shri Mahesh Kumar Rustagi as Managing Director of the Company for a period of further five years w.e.f. 2nd January, 2004 on the terms and conditions as to remuneration, minimum remuneration in case of loss or inadequate profit in any financial year as set out in the explanatory statement which shall be deemed to form part hereof.  
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary and/or revise the remuneration of the said Managing Director within the permissible limits under the provisions of the Companies Act, 1956 or any statutory modification thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto."

By order of the Board

(RAJESH KR. RUSTAGI)  
Whole-time Director

Place : New Delhi  
Dated : 30.05.2005

### NOTES:

- Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item No.4 is annexed hereto and forms part of the notice.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED TO THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
- The Register of Members and Shares Transfer Books of the Company will remain closed from Tuesday, the 28th June, 2005 to Thursday, the 30th June, 2005 (both days inclusive).
- Members who are holding shares in identical order of names in more than one Folio are requested to write to the Company enclosing their share certificate enable the Company to consolidate their holding in one Folio.
- Members/Proxies should bring the attendance slip duly filled for attending the Annual General Meeting. No extra Attendance slip will be provided at the venue of the Annual general Meeting.
- No gift shall be distributed at Annual General Meeting.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

#### ITEM No.4

The Board at its Meeting held on Friday the 30th day of April, 2004 has re-appointed Shri Mahesh Kumar Rustagi, Managing Director w.e.f. 2nd January, 2004 of the Company for a further period of Five years. Shri Mahesh Kumar Rustagi has been the main promoter of the Company. The growth and position achieved by the Company in the field of Flexible Packaging has been the results of his dynamic leadership.

The Board of Directors have approved the re-appointment of Shri Mahesh Kumar Rustagi, Managing Director of the Company on the terms and conditions as stated herein under, subject to the approval of the members of the Company and any other approvals as may be required.

#### A. SALARY:

The Company shall pay to the Managing Director in consideration of performance of his duties a salary of Rs. 30,000.00 (Rupees Thirty Thousand Only) per month.

#### B. PERQUISITES:

Perquisites will be allowed to the Managing Director in addition to salary. These shall be restricted to an amount equal to the Annual Salary or Rs. 4,50,000.00 p.a. whichever is less. Unless the contest otherwise requires perquisites are classified into three categories viz part "A", "B" & "C".

#### CATEGORY - "A"

This will comprise house rent allowance, leave travel concession, medical reimbursement, fees on clubs.

Housing - I : The expenditure by the Company on hiring furnished accommodation for the managing Director will be subject to ceiling of fifty percent of the salary, or

Housing - II : In case the accommodation is owned by the Company, ten percent of the salary of the Managing Director shall be deducted by the Company, or

Housing - III : In case no accommodations is provided by the Company, the Managing Director shall be entitled to house rent allowance subject to ceiling laid down in housing I.

Explanation : The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962, this shall, however, be subject to a ceiling of ten percent of the Salary.

II Medical Reimbursement : Reimbursement of full hospital and medical expenses incurred for himself, wife and dependent children subject to a ceiling of one month's salary in a year or three months salary over a period of three years.

III Leave Travel Concession : For self, wife and dependent children by air or first class/air-conditioned class by rail once in year to and from any place in India as per rules of the Company.

IV. Club Fee : Fees of two clubs being borne and paid by the Company. This will not include admission and life membership fee.

V. Personal Accident : Benefit of any personal accident insurance scheme, but premium not to exceed Rs. 4,00,00 p.a.

#### CATEGORY "B"

Contribution to provident fund, superannuation fund or annuity fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity Payable should not exceed half a month's salary for each completed year of service. Encashment of leave at the end of the tenure shall not be included in the computation of the ceiling on perquisites.

#### CATEGORY "C":

Provision of car for use on Company's business and telephone at residence, shall not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

Notwithstanding anything in this part, where in any financial year during the currency of tenure, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, perquisites not exceeding the limits specified in this part.

The Board of Directors recommend the resolution for your approval. Shri Mahesh Kumar Rustagi himself, Shri Rajesh Kumar Rustagi and Shri J.P. Rustagi being related to him be deemed to be interested and/or concerned in the business.

This explanation is and should be treated as abstract u/s 302 of the Companies Act, 1956.

By order of the Board

(RAJESH KR. RUSTAGI)  
Whole-time Director

Place : New Delhi  
Dated : 30.05.2005

## DIRECTORS' REPORT

### TO THE MEMBERS

GALORE PRINTS INDUSTRIES LIMITED, NEW DELHI  
(Formerly Vikas Laminator Limited)

Your Directors have pleasure in presenting the 17th Annual Report together with the Audited Account of the Company for the year ended 31st December, 2004.

### FINANCIAL RESULTS

(Rs. in Lacs)

	Current year	Previous year
Turnover/other Income	1486.32	1628.55
Gross Profit/(Loss)	21.28	(6.21)
Financial Charges	127.84	112.18
Depreciation	43.60	38.53
Profit/(Loss) before tax	(150.16)	(156.92)
Income tax paid for earlier year	-	-
Profit/(Loss) brought toward	(816.03)	(659.11)
Transferred from General reserve	-	-
Profit/Loss available for appropriation	(966.18)	(816.03)
<b>APPROPRIATIONS</b>		
Balance Carried to Balance Sheet	(966.18)	(816.03)

### CORPORATE OVERVIEW :

With the growing competition and aggressive pricing policies, the Company with a not so good liquidity position has not been able to maintain its performance.

During the year under review the turnover of your Company has decreased from Rs.1628.55 Lacs to Rs.1486.32 Lacs. The Losses for the Company has decreased to Rs. 150.16 to Rs. 156.92 for the last year.

### MANAGEMENT DISCUSSION & ANALYSIS

In this Annual Report, we have attached Management's Discussion and Analysis section that highlights the Company's Industry and Market overview, opportunities/threats, a segment wise performance, outlook, risk and concerns, adequacy of internal control systems, financial and operational performance as well as issues of human resource and development.

### OUTLOOK FOR EXPORTS

The Company is in the process of exploring new market overseas and hope to achieve new export horizons.

### FIXED DEPOSIT

The Company has not accepted any Fixed Deposit from the shareholders and the public during the year under review.

### DIVIDEND

Keeping in view the financial performance yours Directors are unable to recommend a dividend for the year ended 31st December, 2004.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 217 (2AA) of the Companies Act, 1956 with respect to Directors Responsibility Statement, it is hereby confirmed.