



NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF GALORE PRINTS INDUSTRIES LIMITED WILL BE HELD ON FRIDAY, 30TH DAY OF SEPTEMBER, 2011 AT 10.00 A.M. AT 123 - A, DDA OFFICE COMPLEX, JHANDEWALAN EXTN., NEW DELHI-110055 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2011 and the Profit & Loss account for the year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jainti Parshad Rustagi who retires by rotation and being eligible & offers himself for re-appointment.
3. To appoint Mr. Prem P.Lamba & Co., Chartered Accountants, the Retiring Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix such remunerations as may be decided by the Board of Directors of the Company.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to Companies Act, 1956 and other applicable provision (including any modification or re-enactment thereof), if any, corrigendum of Statement of Accounts for the Financial Year ended 31.03.2010 is be and hereby considered, approved and adopted by Members of the Company.
RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things which are necessary to give effect the above said resolution.”
5. 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 257 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any modification or re-enactment thereof) Mr. Sanjay Kaul in respect of whom a notice in writing has been received by the Company proposing his candidature for the office of Director under section 257 (1A) of the Companies Act, 1956, be and is hereby appointed as director liable to retire by rotation.”
6. 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 257(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any modification or re-enactment thereof) Mr. Vimal Singh in respect of whom a notice in writing has been received by the Company proposing his candidature for the office of Director under section 257 (1A) of the Companies Act, 1956, be and is hereby appointed as director liable to retire by rotation.”
7. 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 257 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any modification or re-enactment thereof) Mr. Manish Kumar in respect of whom a notice in writing has been received by the Company proposing his candidature for the office of Director under section 257 (1A) of the Companies Act, 1956, be and is hereby appointed as director liable to retire by rotation.”

By order of the Board
For **Galore Prints Industries Limited**

Sd/-
(RAJESH KR. RUSTAGI)
Chairman

Place : New Delhi
Date: 03.09.2011



NOTES:

- I) **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. A BLANK PROXY FORM IS ANNEXED TO THIS NOTICE.**
- II) **An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.**
- III) The Register of Members and Shares Transfer Books of the Company will remain closed from Tuesday, the 27th September, 2011 to Friday the 30th September, 2011 (both days inclusive).
- IV) 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.
- V) 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.
- VI) No gift shall be distributed at Annual General Meeting.
- VII) (a) Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - (ii) to the Company to its Share Transfer Agents in respect of their physical share folios, if any.(b) In case the mailing address on this Annual Report is without the PINCODE, Members are requested to kindly inform their PINCODE immediately.
- VIII) Non-resident Indian Shareholders are requested to inform Share Transfer Agents immediately:
 - (a) the change in the residential status on return to India for permanent Settlement.
 - (b) the particulars of NRE Account with Bank in India, if not furnished earlier.
- IX) All documents referred in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays between 11:00 a.m. to 1.00 p.m.
- X) Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
- XI) As per the provisions of the Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the Share Transfer Agent or may be down loaded from the website of the Department of Corporate Affairs.

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

ITEM NO. 4

The Financial Statements for the Financial Year ended 31.03.2010 were considered, approved and adopted in the last AGM held on 30th day of September, 2010 in which the paid up capital of the company for the year ended 2010 was mentioned 3069500 instead of 3069343 Shares resulting from the BIFR (Board of Industrial and Financial Reconstruction) order dated 16th day of November, 2009, directive to reduce the paid up capital, 4722000 Shares, of the company by 35% . In Compliance of said BIFR Order, the Company vide its Board resolution dated 31st day of January, 2010 has reduced its Share capital from 4722000 equity share of Rs. 10 each to 3069300 equity shares of Rs. 10 each & further allotted 43 shares to the all fractional shareholders resulting in share Capital of 3069343 equity shares of Rs. 10 each.

Thus Corrigendum is circulated to all the members of the company for rectification of error of paid up capital of Rs. 30693430 instead of 30695000 w.e.f 31/01/2010.

Hence, corrigendum of Financial Statement is placed before the members for consideration and approval through a Special Resolution.



ITEM NO. 5

The Company has also received a Notice from a member of the company in terms of Section 257(1A) of the Companies Act, 1956, proposing Mr. Sanjay Kaul candidature as Director of the Company.

The Board recommends the said resolution for Member's approval by way of an Ordinary Resolution.

None of the Directors of the Company except Mr. Sanjay Kaul is, in any way, concerned or interested in the resolution.

ITEM NO. 6

The Company has also received a Notice from a member of the company in terms of Section 257(1A) of the Companies Act, 1956, proposing Mr. Vimal Singh candidature as Director of the Company.

The Board recommends the said resolution for Member's approval by way of an Ordinary Resolution.

None of the Directors of the Company except Mr. Vimal Singh is, in any way, concerned or interested in the resolution.

ITEM NO. 7

The Company has also received a Notice from a member of the company in terms of Section 257(1A) of the Companies Act, 1956, proposing Mr. Manish Kumar candidature as Director of the Company.

The Board recommends the said resolution for Member's approval by way of an Ordinary Resolution.

None of the Directors of the Company except Mr. Manish Kumar is, in any way, concerned or interested in the resolution.

By order of the Board
For **Galore Prints Industries Limited**

Sd/-
(RAJESH KR. RUSTAGI)
Chairman

Place : New Delhi
Date: 03.09.2011

**DIRECTORS' REPORT**

**TO
THE MEMBERS
GALORE PRINTS INDUSTRIES LIMITED,
NEW DELHI**

Your Directors have pleasure in presenting the 23rd Annual Report together with the Audited Account of the Company for the year ended 31st March, 2011.

FINANCIAL RESULTS:**(Rs. in Lacs)**

	Current year	Previous year
Turnover / Income	307.58	69.58
Gross Profit/ (Loss)	20.32	59.15
Financial Charges	0.007	30.54
Depreciation	6.25	0.32
Profit/ (Loss) before tax	14.06	28.27
Loss on sale of asset	(88.83)	—
Profit/(Loss) after tax	(74.77)	27.23
Balance Carried to Balance Sheet	(292.98)	(218.22)

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 increase from Rs.69.58 Lacs to Rs. 307.58 Lacs. During the year Company has incurred losses of Rs.7477363/-.

REVIEW OF OPERATIONS

The Company has made a loss during the year. The Company is hopeful of maintaining and improving its positions in the future.

FUTURE OUTLOOK

Your directors have tried to give momentum to business of manufacturing in the Flexible Packaging Material during the year and are very hopeful.

DIVIDEND

Keeping in view the financial performance yours Directors are unable to recommend a dividend for the year ended 31st March, 2011.

PUBLIC DEPOSITS

The Company has not accepted deposit pursuant to Section 58A of the Companies Act, 1956.

DIRECTORS

In accordance with the Articles of Association of the Company, Mr. Jainti Parshad Rustagi who retires by rotation and being eligible, offers himself for re-appointment.

The company received the prior notice from the members to appoint Mr. Sanjay Kaul, Mr Vimal Singh, Mr. Manish Kumar as Director (Independent) under section 257 (1A) of the Companies Act, 1956. Your Directors recommends their appointment to the board of the company.

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.

- (i) That in the preparation of the annual accounts, for the year ended 31st March, 2011 the applicable accounting standards had been followed along with proper explanation relating to material departures.



- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgment and estimate that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2011 and of the loss of the Company for the year ended on that date.
- (iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

In consonance with core values of the Company to enhance the wealth of shareholders with commitment to the customers, employees and society, your directors attach much significance to good corporate governance.

A separate section on corporate Governance and a Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, form part of the Annual Report.

AUDITORS

M/s. Prem P. Lamba & Co., Chartered Accountants, Auditors of the Company retires at the forthcoming Annual General Meeting of the Company and are eligible for re-appointment. The Company has received a certificate to the effect that their appointment, if made, shall be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

AUDITORS' REPORT

The Board comments pursuant to Section 217 (3) of the Companies Act, 1956 on the qualifications made by the Auditors in their Report are as follows:

As regards Point No.3A (i), the Company has already sent the statement of accounts for confirmation/reconciliation to the debtors/creditors. In our opinion there would be no difference in the same.

As regards Point No.3A (ii) and (iii) (a), the matter is sub-judice in the Court of Law.

As regards Point No. 3A (iii) (b), since the company was in BIFR, the board is/will be implementing the scheme ordered by BIFR for the statutory payment in due course of time.

As regards Point No.3A (iv), No interest has been charged/paid on advances and loan.

As regards Point No.5, provision for gratuity and leave encashment has been made on same basis as made earlier and no material departure has been made.

As regards Point No. 7(i) (a) & (b), as the fixed assets register has been misplaced and was not locatable, the same was not produced before the auditors for the purpose of their audit.

As per Point No. 7(ii) (a) & (b), the stock of finished goods, stores, spares, raw material, packing material been verified every quarterly by the department in-charge and annually by the management.

As regards Point No. 7 (v), the company has accepted unsecured loans from Directors and various firms to meet the working capital requirement, which was a condition precedent of the Bankers of the Company to implement the rehabilitation proposal. Further the amount received by Company referred above is not a deposit under Section 58A of the Companies Act, 1956 and Rules made there under but the deposit as per the stipulation made by the Bank.

As regards Point No. 7 (vi), as the Company was Sick, the Company could not afford the expenses of internal audit system on immediate basis. Efforts have been made to keep the internal control system healthy by the employees themselves.

As regards Point No. 7 (viii), as the Company was Sick, due to shortage of funds, there may be a delay of depositing the statutory dues like P.F., Sales Tax, Listing Fees, etc. and the same fact has been highlighted while submitting proposal to BIFR and has been taken care of.



PARTICULARS OF EMPLOYEES AND DISCLOSURE OF INFORMATION

There were no employees drawing remuneration more than the limit prescribed under Section 217(2A) of the companies Act, 1956 read with the companies (Particulars of Employees) Rules, 1975.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

In terms of Section 217 (1) (e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 additional information relating to conservation of energy, technology absorptions, Foreign Exchange earnings and outgo are not applicable to the company. The company has NIL foreign exchange earnings.

COMPLIANCE CERTIFICATE

Pursuant to requirement of section 383(1) of the Companies Act, 1956, with respect to compliance certificate, the company has obtained the compliance certificate from Practicing Company Secretary, for the Financial year ended 31st March, 2011. The same has been attached in Director's Report.

ACKNOWLEDGEMENT

The Board of Directors places on record their sincere thanks to the Financial Institution, Bank, Government Authorities and all stake holders for their continued co-operation and support to your Company.

By order of the Board
For **Galore Prints Industries Limited**

Sd/-
(RAJESH KR. RUSTAGI)
Chairman

Place : New Delhi
Date: 03.09.2011



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry structure and developments.

The Company is mainly engaged in manufacturing in the Flexible Packaging Material. The Flexible Packaging Industry is growing at a steady pace. We therefore foresee steady growth for our products in the coming years.

2. Opportunities and threats

The growing flexible packaging has a clear opportunity for growth. The Company enjoys a high degree of acceptance for its products and business among its valued customers and hence is in a position to take full advantages of the opportunities for a growing packaging industry.

The threat to the Company is from unorganized sector producing cheaper, low quality products. Continuous efforts are therefore on to cut down on costs and offer products at most competitive prices.

3. Segment wise performance

As the Company's business activity falls within a single segment viz, "Flexible Packaging", the disclosure requirement of segment reporting is not applicable.

4. Out Look

As stated earlier, we see a clear path of growth for the product of the Company in coming years. Increasing competition both in terms of more manufactures of our products and coming in of lower end products will be challenge that we will need to meet in order to stay abreast with the market growth. The Company intends to do this to more efficient operation and focused customer's contacts.

5. Risk and Concerns

Your Company is exposed to the business and financial risks. Business risk include need for continuous technological up gradation to meet emission standards/ safety requirements, customers higher expectations for better value and intense competition.

All these risks are continuously addressed in the business plans, functional strategies and management review and acted upon.

6. Internal Control Systems and their adequacy.

The Company has proper and adequate systems of internal controls in order to ensure that all assets are safeguarded against loss from unauthorized use are disposition and that are transactions are authorized, recorded and reported correctly.

7. Discussion on financial Performance with respect to operational performance.

The details of the financial performance of the Company appear in the Balance Sheet, Profit & Loss Account highlights for the year 2011 are as under:

	Rs. in lacs
Sales	309.32
Profit After tax	(74.77)

The Financial performance of the Company has been explained in the Directors Report of the Company for the year 2011 appearing separately.

8. Human resources

During the year under review, special attention was given to training and development for various levels of employees. Employees/ Employers relation continued to be cordial as always.

9. Cautionary Statement

Certain statements in the Management Discussion and Analysis describing the Company's view about the industry, expectations/ predictions, objectives etc. may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Company's operations may inter-alia be affected by the supply and demand situation and their availability changes in Government Regulations, Tax Laws and other factors such as industrial relations and economic developments etc. Investors should bear the above in mind.

By order of the Board
For Galore Prints Industries Limited
Sd/-
(RAJESH KR. RUSTAGI)
Chairman

Place : New Delhi
Date: 03.09.2011



SECRETARIAL COMPLIANCE CERTIFICATE

CIN: L24119DL1988PLCO31866

Nominal Capital: Rs.50,000,000

To,
The Members
GALORE PRINTS INDUSTRIES LIMITED
123-A, DDA OFFICE COMPLEX,
PH-I, JHANDEWALAN EXTEN,
NEW DELHI-110055

I have examined the registers, records, books and papers of GALORE PRINTS INDUSTRIES LIMITED (the Company) as required to be maintained under the Companies Act, and the rules made there under and also the provision contained in the Memorandum and Articles of Association of the company for the financial year ended on 31st March, 2011. In my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained the applicable statutory registers as stated in Annexure 'A' to this certificate, as per the provision of the Act and the rules made there under and all entries there in have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies.
3. The Company, being a Limited Company, has the paid-up Share Capital of Rs. 3,06,93,430/- and it has required members during the said financial year was within the limit as prescribed excluding its present and past employees.
4. The Board of Directors duly met 7 (SEVEN) times on 30.04.2010, 13.07.2010, 31.07.2010, 03.09.2010, 31.10.2010, 31.01.2011, 31.03.2011 in respect of which meetings proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Registers of Members from the 28th of September to 29th day of September 2010 for the purpose of Annual General Meeting held on September 30th, 2010 and necessary compliance of Section 154 of the Companies Act has been complied with.
6. The Annual General Meeting for the financial year ended on 31st March, 2010 was held on 30th September, 2010 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meetings was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or Companies referred u/s 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company made all necessary entries in the Register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government, as the case may be.
12. The Company has not issued any Duplicate Share Certificates during the financial year.
13. The Company has:
 - I. delivered all the certificates on allotment of securities on lodgment thereof for/transfer/transmission or any other purpose in accordance with the provision of the act.
 - II. not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - III. not posted warrants to any member of the Company as no dividend was declared during the financial year.
 - IV. not transferred any amount to Investor Education and Protection Fund., as there was no unpaid dividend account, application money due for refund, matured deposits, matured Debentures and the interest accrued thereon which have remained unclaimed or unpaid or a period of seven years.
 - V. duly complied with the requirement of Section 217 of the Act.
14. The Board of Directors of the company is duly constituted.
15. The Company has not appointed any Managing Director/Whole time Director during the Financial Year.
16. The Company has not appointed any sole-selling agents during the financial year.



17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director and Registrar of Companies as prescribed under various provisions of the Companies Act, 1956.
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provision of the Act and the rules made there under.
19. The Company has not issued any equity shares or debentures or other securities during the financial year.
20. The Company has not bought-back share during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transaction necessitating the company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year, but has outstanding Unsecured loans of Rs.3,40,58,136 as on 31st March, 2011.
24. The Company has not made borrowings u/s 293 (1)(d) of the Companies Act, 1956 during the financial year.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provision of the Memorandum with respect to situation of the company's registered office.
27. The Company has not altered the provision of the Memorandum with respect to the object of the company during the year under scrutiny.
28. The Company has not altered the provision of the Memorandum with respect to name of the Company during the year.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the financial year.
30. The Company has not altered the Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notice received by the company and no Fines or penalties or any other punishment imposed on the Company during the financial year, for Offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not constituted provident fund for its employees and as such provision of Section 418 of the Act are not applicable.

Place : New Delhi
Date : 02/09/2011

Sd/-
For Parveen Rastogi & Co.
Name: Parveen Rastogi
C.P. No. - 2883



Annexure 'A'

Name of the company: **GALORE PRINTS INDUSTRIES LIMITED**

CIN: L24119DL1988PLC031866

Registers as maintained by the Company:-

- I. Register of Members u/s 150.
- II. Register of Directors u/s 303.
- III. Minute Book of Board of Directors u/s 193 (1).
- IV. Registers and Returns u/s 163.
- V. Register of charge u/s 143.
- VI. Books of Accounts u/s 209.
- VII. Register of Share transfer u/s 108.
- VIII. Register of Share Application & Allotment.

Annexure 'B'

Forms and Returns as filed by the company with the Registrar of Companies during the financial year ending on 31st March, 2011:

- I. Form 23AC (Filing of Balance Sheet for the F.Y. ending 31.03.2010)
- II. Form 66 (Filing of Compliance Certificate for the F.Y. ending 31.03.2010)
- III. Form 23ACA (Filing of P/L for the F.Y. ending 31.03.2010)
- IV. Form 17 was filed on 13.07.2010.
- V. Form 17 was filed on 13.07.2010.
- VI. Form 17 was filed on 13.07.2010.
- VII. Form 17 was filed on 13.07.2010.

Place : New Delhi
Date : 02/09/2011

Sd/-
For Parveen Rastogi & Co.
Name: Parveen Rastogi
C.P. No. - 2883