

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of Galore Prints Industries Limited will be held on Saturday, 29th day of September, 2012 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, 2012 and the Statement of Profit & Loss account for the year ended on that date and reports of Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. Rajesh Kumar Rustagi who retires by rotation and being eligible & offers himself for re-appointment.
- 3. To appoint a Director in place of Mr. Vimal kumar Singh who retires by rotation and being eligible & offers himself for re-appointment.
- 4. To appoint Auditor and fix their remuneration and 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 M/s. Prem P. Lamba & Co., Chartered Accountants (having firm Registration No. 096654), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

On behalf of the board of Directors
For Galore Prints Industries Limited

Sd/-

(Rajesh Kr. Rustagi) Chairman

Place: New Delhi Date: 03.09.2012

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
- 2. Members can send the shares for transfer in physical form and all other queries to the Company's Register and Transfer Agent M/s Link Intime India Pvt. Ltd.
- 3. The Register of Members and Share Transfer Register shall remain closed from 26th September, 2012 to 29th September, 2012 (both days inclusive).
- 4. As a measure of economy, copies of the Annual Report and accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
- 5. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
- 6. Members who are holding share in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holding in one folio.
- 7. Any member requiring further information on accounts at the meeting is requested to send their queries in writing to the Managing Director of the company at least seven days before the AGM.
- 8. Shareholders may kindly note that no gifts/coupons will be distributed at the Annual General Meeting.
- 9. Members are requested to notify change in address, if any immediately to the Company's registrars.
- 10. All the documents referred to in the accompanying notice, explanatory statement and the Register of Directors' shareholding and the Register of Contracts maintained under Section 307 and 301 of the Companies Act, 1956 respectively are open for inspection at the registered office of the company up to the date of Annual General Meeting.

On behalf of the board of Directors For **Galore Prints Industries Limited**

Sd/-

(Rajesh Kr. Rustagi) Chairman

Place: New Delhi Date: 03.09.2012



DIRECTORS' REPORT

To The Members, Galore Prints Industries Limited, New Delhi

Your Directors are pleased in presenting the 24th Annual Report together with the Audited Account of the Company for the financial year ended 31st March, 2012.

FINANCIAL RESULTS: (Rs. in Lacs)

2011-12	2010-11
3.68	307.58
(4.54)	20.32
.12	0.007
_	6.25
(4.66)	14.06
_	(88.83)
(4.66)	(74.77)
(297.66)	(292.98)
	3.68 (4.54) .12 — (4.66) — (4.66)

CORPORATE OVERVIEW

With the growing competition and aggressive pricing policies, the Company with not so good liquidity position has not been able to make any substantial turnover resulting in laclasture performance. During the year under review, Company has incurred losses to the tune of Rs. 466040.

REVIEW OF OPERATIONS

The Company has made a loss during the year. The Company is hopeful of maintaining and improving its position 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 your Directors regret to recommend any dividend on the equity share capital of the company for the year 2011-2012.

MATERIAL CHANGE

There was no material change affecting the financial position of the Company between the date of balance Sheet and the date of this Report.

PUBLIC DEPOSITS

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

DIRECTORS

In accordance with the Article of Association of the Company, Mr. Rajesh Kumar Rustagi & Mr. Vimal kumar Singh who retires by rotation and being eligible, offers himself for re-appointment. All the directors of the Company have confirmed that they are not disqualified for being appointed/reappointed as directors in term of Section 274(1)(g) of the Companies Act. 1956.

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, 2012 the applicable accounting standards read with requirement set out under schedule VI of the Companies Act 1956 have been followed and there are no material departures from the same;
- (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, 2012 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.

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 and they are not disgualified for such reappointment within the meaning of Section 226 of the said Act.

AUDITORS' REPORT & NOTES ON ACCOUNTS

The observation made by the Auditors are self-explanatory and have also been further simplified in the Notes to Accounts.

PARTICULARS OF EMPLOYEES AND DISCLOSURE INFORMATION

The Company has not paid any remuneration attracting the provision of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended. No information is required to be appended to this report in this regard.

CORPORATE GOVERNANCE REPORT

Your Company has complied with the provisions of Corporate Governance as under the amended Listing Agreements of the Stock Exchanges, with which the Company's shares are listed. Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges, the followings form part of this Annual Report:

- (i) Chairman & Managing Director's declaration regarding compliance of Code of Conduct by Board Members and Senior Management personnel;
- (ii) Management Discussion & Analysis
- (iii) Report on the Corporate Governance;
- (iv) Auditor's Certificate regarding compliance of conditions of Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS:

As required by Clause 49 of the Listing Agreement with the stock Exchanges, Management Discussion and Analysis is appended to the Annual Report.

EMPLOYEE RELATIONS:

The company enjoyed good relation with all employees with all employees throughout the year. Your Directors' wish to place on record their appreciation of the contribution made by employees at all levels during the year.

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

Information under section 217(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is given below:

Our Company is committed to the conversation of the resources. There is no wastage of energy and the working groups formed by the company for this purpose, continuously monitor the consumption of various forms of energy and evaluate the option available for energy conservation. Investments will be made, when required, for any activity identified as a source for helping us to achieve further energy savings. The Company is not using any foreign technology.

FOREIGN EXCHANGE EARNINGS & OUTGO:

Foreign Exchange Earnings & Outgo Rs. NIL

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, 2012. The same has been attached in Director's Report.

ACKNOWLEDGEMENT

Your Directors wish to place on record their gratitude to, the Company's Customers, Bankers, Shareholders, Dealers and Suppliers for their assistance and co-operation and who have helped the Company in its endeavour. The Board also places on record its deep appreciation for the excellent support received from the employees at all levels during the year. The Directors also thank the Bombay Stock Exchange, NSDL & CDSL for their co-operation.

On behalf of the board of Directors
For Galore Prints Industries Limited

Sd/-(Rajesh Kr. Rustagi) Chairman

Place: New Delhi Date: 03.09.2012



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OVERVIEW OF THE INDIAN ECONOMY

Industry Outlook

The Indian economy rebounded strongly in fiscal 2011-12 from the moderation induced by the global downturn. The world witnessed fair bit of challenges during fiscal 2011-12 with the deepening debt crisis in Europe, political upheavals in parts of Middle East and rising tensions between Iran and the West. These events had a significant impact on global risk appetite and crude oil prices, though towards the end of the year, there have been liquidity infusions by European central banks and this combined with better than expected recovery in the U.S. have revived global risk appetite and emerging markets such as India may benefit. India also witnessed its share of challenges during fiscal 2011-12 with macro headwinds such as high inflation, currency depreciation and deceleration in GDP growth rates. During the year, the Reserve Bank of India hiked repo rates several times to combat inflation. The high interest rates did not bode too well for industrial production as reflected in the deceleration of IIP and GDP growth.

During the year under review, India's Overall GDP growth rate dropped from a high of 8.1% in 2010-11 to 6.9% in the first 3 quarters of the year. Advance GDP estimates peg the number to be in the range of 6.8% to 7% for FY 2011-12. High inflation, rising interest rates, spiraling oil prices and dampened business sentiments contributed to the slowdown. Wholesale price index eventually declined to 6.9% levels in March and April 2012, which, among other factors, triggered one of the first rate cuts by RBI in many months. While a few more rate cuts are expected at suitable junctures in the current fiscal, RBI still pegs overall GDP growth at 7.3% for FY 2012-13 and range-bound inflation levels at around 6.5% till March 2013.

2. Industry structure and development

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.

3. 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. Continues efforts are therefore on to cut down on costs and offer products at most competitive prices.

4. 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.

5. 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.

6. 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.

7. Internal Control System and their Adequacy:

Company has adequate internal control procedures commensurate with the nature and size of its business. It ensures that all the assets are safeguarded and used productively. The Audit Committee and the internal control procedures and corrective action taken by the company where needed.



The Company's system primarily covers the aspects such as:

- 1. Control over operating parameters and various factors relating to production.
- 2. Efficient use and protection and resources.
- 3. Accuracy and promptness of financial reporting.
- 4. Compliance with laws and regulations.

8. 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 2012 are as under:

Rs. in lacs

Sales - Other Income 3.68
Profit After tax (4.66)

The Financial performance of the Company has been explained in the Directors Report of the Company for the year 2012 appearing separately.

9. Human resources Policies:

Your Company has a well qualified and experienced team of professionals who have contributed to the performance of the Company. Labor relations at all the manufacturing units of the Company continued to remain cordial throughout the year. There was no industrial unrest during the year.

10. Cautionary statement:

The statements in report of the Management Discussion & Analysis Report describing the Company's objectives, expectations and industrial outlook, may constitute 'forward looking statements' within the meaning of applicable laws. Actual results could differ materially from those expressed or implied.

On behalf of the board of Directors For Galore Prints Industries Limited

Sd/-

(Rajesh Kr. Rustagi) Chairman

Place: New Delhi Date: 03.09.2012



COMPLIANCE CERTIFICATE

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

CIN: L24119DL1988PLCO31866 Nominal Capital: Rs.50, 000,000 PAID UP CAPITAL: Rs.3,06,93,430/-

I have examined the registers, records, books and papers of **GALORE PRINTS INDUSTRIES LIMITED** (hereinafter referred as '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**, **2012**. 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.
- The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within/beyond the time prescribed under the Act and the rules made there under.
- 3. The Company being a public limited company, has the minimum paid-up capital, provisions of restriction clauses under 3 (1) (iii) of the Act, as applicable to private Company, do not apply.
- 4. As per information & explanations provided to us, the Board of Directors duly met 6(Six) times on the dates mentioned below in the table till 31st March 2011. In respect of those meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.

Dates of Meetings of Board of Directors:-

S.No.	Dates on which Meeting held		Dates on which Meeting held
1.	30.04.2011	4.	09.11.2011
2.	31.07.2011	5.	11.02.2012
3.	03.09.2011	6.	31.03.2012

- 5. The Company has closed its Register of Members from September 27, 2011 to September 30, 2011 for the purpose of Annual General Meeting held on September 30, 2011 and necessary compliance of section 154 of the act has been made.
- The Annual General Meeting for the financial year ended on 31st March, 2011 was held on 30th September, 2011 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 Meeting of the Members of the Company was held during the Financial Year 2011-12.
- 8. As per information & explanations provided to us the Company has not advanced any loans to its directors or persons or firm or companies referred in section 295 of the Act during the Financial Year under review.
- 9. As per information & explanations provided to us the Company not made transactions with its directors or persons or firm or companies referred in section 297 of the Act during the Financial Year under review.
- 10. This 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 approval from the Board of Directors, Members or Central Government, as the case may be.
- 12. The Company has not issued any duplicate Share Certificate during the financial year.
- 13. The Company has:
 - I. Delivered all the certificates on allotment of securities on lodgment thereof for/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 were no unpaid dividend account, application money due for refund, matured debentures and the interest accrued thereon which have remain unclaimed or unpaid for 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. The Company has appointed Mr. Bhumesh Rustagi, Mr. Vimal Singh & Mr. Manish Kumar, as directors liable to be retire by rotation, in its Annual General Meeting Dated 30th September 2011. There was no other appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
- 15. As per information & explanations provided to us, 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. As per information & explanations provided to us, the Company was not required to obtain any approval of the Central Government, Company Law Board, Regional Director, Registrar of Companies, and/or such other authorities as prescribed under the various provision of the Act during the Financial Year.
- 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. As per information & explanations provided to us the Company has not invited /accepted any deposits falling within the purview of Section 58 A of the Companies Act 1956 during the Financial Year, However the Company has outstanding Unsecured loans of Rs. 28,944,850 as on 31st March, 2012.
- 24. As per information & explanations provided to us, the amount borrowed by the Company from Directors, members, banks, Financial Institution and other during the Financial Year ending on March 31, 2012 is within the borrowing limits of the Company as per the provision of Section 293 (1)(d) of the Companies Act, 1956.
- 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 change in situation of the Company's registered office from one state to another during the year under scrutiny.
- 27. The Company has not altered the provision of the Memorandum with respect to the object of the company during the year under scrutiny and complied with the provision of the Act.
- The Company has not altered the provision of Memorandum with respect to name of the Company during the Year under scrutiny.
- 29. The Company has not altered the provision of Memorandum with respect to Share Capital of the Company during the financial year under scrutiny.
- 30. The Company has not altered the Article of association during the financial year.
- 31. As per information & explanations provided to us, there was/were no prosecution initiated against or show cause notices received by the company and no fines and penalties or any other punishment imposed on the company during the financial year, for offences under the Act.
- 32. As per information & explanations provided to us, The Company has not received any money as security from its employees during the Financial Year.
- 33. As per information & explanations provided to us, The Company has not constituted provident fund for its employees and as such provision of Section 418 of the Act are not applicable

For Praveen Rastogi & Company Company Secretaries

Sd/-Praveen Rastogi C.P. No.- 02883

Place: Delhi Date: 03/09/2012



Annexure-A

REGISTERS AS MAINTAINED BY THE COMPANY

(Attached with and forming part of our Compliance Certificate issued under Rule 3 of the Companies (Compliance Certificate) Rules, 2001 in the matter GALORE PRINTS INDUSTRIES LIMITED for the year ended on 31.03.2012)

S.No	Registers Maintained by the Company	U/s.
1.	Register of Members	150 (1)
2.	Register of Directors, Managing Director, Manager or Secretary	303 (1)
3.	Minute Books of Board Meetings	193 (1)
4.	Minute Books of General Meetings	193(1) & 196 (1)
5.	Register of Particulars of Contracts in which directors are interested	301
6.	Register of Directors' shareholdings	307
7.	Register of charge	143
8.	Register of returns and register	163
9.	Books Of Accounts	209(1)
10.	Share Transfer Register.	_
11.	Register of Share Application & Allotment	_

Annexure-B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Directors, Central Government or other authorities during the Financial year ending on 31st March, 2012.

S.No	FORM No./ RETURN	FILED UNDER SECTION	FOR	Date of Filling	WHETHER FILED WITHIN THE PRESCRIBED TIME	IF DELAY IN FILING WHETHER REQUISITE ADDITIONAL FEE PAIDYES / NO
1.	Form 32	257 & 303	Regularization of Additional Director	29.02.2012	NO	YES
2.	Form 32	257 & 303	Regularization of Additional Director	28.03.2012	NO	YES

For Praveen Rastogi & Company

Company Secretaries

Place:DelhiDate:03/09/2012Praveen RastogiC.P. No.- 02883



REPORT ON CORPORATE GOVERNANCE

In compliance with the Clause 49 of the listing Agreement with Stock Exchanges, The Company submits the following report:

STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Good governance practices stem from the culture and mindset of the organization. Corporate Governance is a set of systems and practices to ensure that the affairs of the company are being managed in a way which ensures accountability, transparency, fairness in all its transactions and meets its stakeholder's aspirations.

The demands of corporate governance require professionals to raise their competency levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. It has thus become crucial to foster and sustain a culture that integrates all components of good governance by carefully balancing the complex inter-relationship among the board of directors, audit committee, accounting and corporate secretarial team, auditors and senior management.

The Company is committed to achieve and maintain the highest standards of Corporate Governance. The Company believes that all its actions must serve the underlying goal of enhancing shareholder value over a sustained period of time

BOARD OF DIRECTORS

The Corporate Governance principles of the Company ensures that the board remains informed, independent and involved in the Company and that there are ongoing efforts towards better corporate governance. The board has empowered responsible persons to implement its broad policies and guidelines and has set up adequate review processes.

The basic responsibility of the board is to provide effective governance over the Company's affairs exercising its reasonable business judgments on behalf of the Company.

The Board of the Company comprises of 6 Directors out of which 3 are Independent Non Executive Directors. There are no nominees or Institutional Directors in the Company. To be in line with the company's philosophy on Corporate Governance, all statutory subjects are placed before the Board to discharge its responsibilities as trustees of the Shareholders

None of Directors has pecuniary or Business relationship with the Company except as mentioned elsewhere in the Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he is Director.

BOARD MEETINGS

The Company holds at least four Board meetings in a year, one in each quarter inter-alia to review the financial results of the Company. The gap between the two Board Meetings does not exceed four calendar months. Apart from the four scheduled Board Meetings, additional Board Meetings are also convened to address the specific requirements of the Company. Urgent matters are also approved by the Board by passing resolutions through circulation. The important decisions taken at the Board/ Committee meetings are promptly communicated to the concerned departments. Action taken report (ATR) on the decisions/ minutes of the previous meeting is placed at the succeeding meeting of the Board/ Committee for noting.

The following information is given to the Board either as a part of the agenda of the meeting or by way of presentation during the meeting:

- Annual operating plans, budgets and Performances
- Quarterly, half-yearly and annual results of your Company
- Minutes of the meeting of Audit Committee and other committees of the Board of Directors
- Information of appointment of all the key managerial personnel below the Board level.
- · Significant regulatory matters

- Detailed risk analysis.
- Details of potential acquisition and disinvestments.
- Details of Investments.
- Details of deployment of capital issue process.
- Compliance of statutory / regulatory listing agreements.
- Such other material and significant information.

The Board performs following functions in addition to overseeing the overall business and management:

- Review, monitor and approve major financial and business strategies and corporate actions;
- Assess critical risks faced by the Company – Review options for their mitigations.
- Ensures that the process are in place for maintaining the integrity of:
- The Company.
- The financial statements.