

February 21, 2024

To,
The Listing Compliance Department
BSE Limited
P. J. Towers, Dalal Street, Fort,
Mumbai – 400 001
Scrip Code – 522295

The Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
Symbol - CONTROLPR

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Further to our letter dated 22nd January, 2024 and pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of Members of the Company for appointment of Mr. Chandresh Gandhi and Mr. Rahul Agrawal as an Independent Director of the Company for a term of five consecutive years with effect from 29th March, 2024 to 28th March, 2029.

The Postal Ballot Notice is being sent by electronic mode to those Members whose names appears in the Register of Members and the Register of Beneficial maintained by the depositories as on Friday, February 16, 2024 (cut-off date) and whose email IDs are registered with the Company/ Depositories.

The Company has engaged the services of Central Depositories Services (India) Limited (“CDSL”) for the purpose of providing e-voting facility to its Members. The remote e-voting will commence from Friday, February 23, 2024 at 09.00 A.M. (IST) and ends on Saturday, March 23, 2024 at 5.00 P.M. (IST).

The Postal Ballot Notice is available on the website of the Company at www.controlprint.com as well as on the website of Central Depository Services (India) Limited (‘CDSL’) at www.evotingindia.com, the e-voting Service Provider (ESP).

Kindly take the above on your record.

Thanking you,

Yours faithfully,
For **Control Print Limited**



Murli Manohar Thanvi
Company Secretary & Compliance Officer
Place: Mumbai



CONTROL PRINT LIMITED
(CIN: L22219MH1991PLC059800)

Regd. Off: C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka, Andheri (East), Mumbai – 400 059. | Tel .No.:022-28599065/ 66938900 |
Email: companysecretary@controlprint.com | Website: www.controlprint.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and the latest one being 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences from 9.00 A.M. (IST) on Friday, 23rd February, 2024, and ends at 5.00 P.M. (IST) on Saturday, 23rd March, 2024.

The Company has appointed Mr. Nilesh Shah (FCS-4554) or failing him Ms. Hetal Shah (FCS-8063) or failing her Mr. Mahesh Darji (FCS-7175) of M/s. Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit its report to the Chairman of the Company (the Chairman) or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting process. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.controlprint.com and communicated to e-voting agency i.e. Central Depository Services (India) Limited (CDSL).

SPECIAL RESOLUTIONS

Item No. 1

Appointment of Mr. Chandresh Gandhi (DIN: 00707947) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Chandresh Gandhi (DIN: 00707947), as an Independent Director of the Company with effect from 29th March, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 29th March, 2024 up to 28th March, 2029.

RESOLVED FURTHER THAT Managing Director or Joint Managing Director or Company Secretary or Chief Financial Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the above resolution."

Item No. 2

Appointment of Mr. Rahul Agrawal (DIN: 01226996) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Rahul Agrawal (DIN: 01226996), as an Independent Director of the



Company with effect from 29th March, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 29th March, 2024 upto 28th March, 2029.

RESOLVED FURTHER THAT Managing Director or Joint Managing Director or Company Secretary or Chief Financial Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the above resolution.”

By Order of the Board of Directors
For **Control Print Limited**
Sd/-

Date: January 22, 2024
Place: Mumbai

Murli Manohar Thanvi
Company Secretary & Compliance Officer

Registered Office:

C-106, Hind Saurashtra Industrial Estate,
Andheri-Kurla Road, Marol Naka,
Andheri (East), Mumbai – 400 059.
CIN: L22219MH1991PLC059800

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the above item of business to be transacted is annexed hereto. Details of Directors whose appointment is proposed pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) is also appended hereto as Annexure.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and has received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on **Friday, 16th February, 2024** and whose e-mail addresses are registered with the Company / Depositories. For Members who have not registered their e-mail address, please follow the instructions given under Note No. 9.
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as of **Friday, 16th February, 2024** being the cut-off date, are entitled to vote on the Resolution(s) set forth in this Notice. A person who is not a Member as of the cut-off date should treat this Notice of Postal Ballot for information purpose only.

5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer an e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.controlprint.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.
7. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from Friday, 23rd February, 2024 to Saturday, 23rd March 2024, basis the request being sent on Secretarialofficer@controlprint.com mentioning their name, Folio no./ Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 16th February, 2024, being the cut-off date fixed for the purpose.
9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card by email to investor@bigshareonline.com/ shwetash@bigshareonline.com or at Co's email id secretarialofficer@controlprint.com by following due procedure.
10. The Scrutinizer will submit his report to the Chairman or a Director authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before Wednesday, 27th March, 2024 at the Registered Office of the Company at C-106, Hind Saurashtra Industrial Estate, Marol Naka, Andheri - Kurla Road, Andheri (East), Mumbai 400 059, India. The Resolution, if passed by requisite majority shall be deemed to have been passed on Saturday, 23rd March, 2024, being the last date specified by the Company for e-voting.
11. The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., www.controlprint.com and website of CDSL i.e. www.evotingindia.com.
12. **THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:**
 - (i) The voting period begins on 9.00 A.M. (IST) on Friday, 23rd February, 2024, and ends at 5.00 P.M. (IST) on Saturday, 23rd March, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) being 16th February, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities

are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL's 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-</p>

securities in demat mode) login through their Depository Participants (DP)	Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the **“CONTROL PRINT LIMITED”**.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; Secretarialofficer@controlprint.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 investor@bigshareonline.com/ shwetast@bigshareonline.com or at Company's email id secretarialofficer@controlprint.com.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

The Nomination and Remuneration Committee ('NRC'), amongst other matters, provides succession planning of certain key positions including Directors. Considering that the second & last term of the two Independent Directors of the Company would be coming to an end in the next few months, the NRC is focusing on a smooth transition.

Item No 1

Appointment of Mr. Chandresh Gandhi (DIN: 00707947) as an Independent Director of the Company:

Based on the recommendations of the NRC, in accordance with the provisions of Section 149 of the Act, read with Schedule IV to the Act, and the rules made under the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Articles of the Association of the Company, the Board has in its meeting held on January 22, 2024, further recommended to its members, for appointment of Mr. Chandresh Gandhi as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from March 29, 2024 to March 28, 2029.

The NRC, while recommending the appointment of Mr. Chandresh Gandhi has taken into consideration core competencies and skills that are required for an Independent Director in the context of the Company's business. In the opinion of the Board, Mr. Chandresh Gandhi is a person of integrity and his appointment as an Independent Director of the Company would be in the interest of the Company, considering his extensive experience and exposure in the areas of audit and assurance in the listed companies across various industries. He comes with leadership experience and expertise across Finance, Audit, Risk Management, Strategy, Diversity, among others. His presence will add significant value and strength to the Board.

In the opinion of the Board of Directors, Mr. Chandresh Gandhi fulfils the conditions specified in the Act, Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules'), as may be applicable and the Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the management. In terms of Section 160(1) of the Act, the Company has received a notice in writing proposing his candidature for appointment to the office of Independent Director of the Company.

The Company has received from Mr. Chandresh Gandhi (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to the Appointment Rules, (ii) intimation in Form DIR-8 pursuant to the Appointment Rules, to the effect that he is not disqualified under Section 164(2) of the Act, and (iii) a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulations 16(1)(b) and 25(8) of the Listing Regulations. He has confirmed that he has not been debarred or disqualified by SEBI / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as director of companies. He has also confirmed that he is in compliance with Rule 6(1) and 6(2) of Appointment Rules with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In accordance with the provisions of the Act and Regulation 25 of the Listing Regulations, an Independent Director can be appointed for a term of five years subject to the approval of the members of the Company by way of a Special Resolution.

In view of this, it is proposed to appoint Mr. Chandresh Gandhi as an Independent Director on the Board of the Company for a term of five consecutive years, not liable to retire by rotation, commencing from March 29, 2024 to March 28, 2029.

A brief profile of Mr. Chandresh Gandhi has been provided in Annexure - I to the Notice. The information as required under Listing Regulations and Secretarial Standard-2 has been provided in Annexure - II to the Notice.

The Board recommends the Resolution set out in the Notice for approval of the members as a Special Resolution.

Item No. 2

Appointment of Mr. Rahul Agrawal (DIN: 01226996) as an Independent Director of the Company:

Based on the recommendations of the NRC, in accordance with the provisions of Section 149 of the Act, read with Schedule IV to the Act, and the rules made under the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Articles of the Association of the Company, the Board has in its meeting held on January 22, 2024, further recommended to its members, for appointment of Mr. Rahul Agrawal as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from March 29, 2024 to March 28, 2029.

The NRC, while recommending the appointment of Mr. Rahul Agrawal has taken into consideration core competencies and skills that are required for an Independent Director in the context of the Company's business. In the opinion of the Board, Mr. Rahul Agrawal is a person of integrity and his appointment as an Independent Director of the Company would be in the interest of the Company, considering his extensive experience in the field of Chemical



Manufacturing Industry for almost 24 years and expertise in the areas of finance and management. His presence will add significant value and strength to the Board.

In the opinion of the Board of Directors, Mr. Rahul Agrawal fulfils the conditions specified in the Act, Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules'), as may be applicable and the Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the management. In terms of Section 160(1) of the Act, the Company has received a notice in writing proposing his candidature for appointment to the office of Independent Director of the Company.

The Company has received from Mr. Rahul Agrawal (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to the Appointment Rules, (ii) intimation in Form DIR-8 pursuant to the Appointment Rules, to the effect that he is not disqualified under Section 164(2) of the Act, and (iii) a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulations 16(1)(b) and 25(8) of the Listing Regulations. He has confirmed that he has not been debarred or disqualified by SEBI / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as director of companies. He has also confirmed that he is in compliance with Rule 6(1) and 6(2) of Appointment Rules with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In accordance with the provisions of the Act and Regulation 25 of the Listing Regulations, an Independent Director can be appointed for a term of five years subject to the approval of the members of the Company by way of a Special Resolution.

In view of this, it is proposed to appoint Mr. Rahul Agrawal as an Independent Director on the Board of the Company for a term of five consecutive years, not liable to retire by rotation, commencing from March 29, 2024 to March 28, 2029.

A brief profile of Mr. Rahul Agrawal has been provided in Annexure - I to the Notice. The information as required under Listing Regulations and Secretarial Standard-2 has been provided in Annexure - II to the Notice.

The Board recommends the Resolution set out in the Notice for approval of the members as a Special Resolution.

By Order of the Board of Directors
For **Control Print Limited**
Sd/-

Date: January 22, 2024
Place: Mumbai

Murli Manohar Thanvi
Company Secretary & Compliance Officer

ANNEXURE- I

Brief Profile of Mr. Chandresh Gandhi

Mr. Chandresh Gandhi is a Practising Chartered Accountant, having rich background in accounting, auditing, and financial advisory services.

With over three decades of professional practice, Mr. Gandhi serves as the Managing Partner of M/s Doshi and Jain, a chartered accountancy firm specializing in

Statutory/Internal/Concurrent Audit of Banks and Corporates and Taxation including International Tax and Transfer Pricing, Inbound and Outbound Investments under the RBI laws and representation before the statutory authorities regarding the same. His leadership has been instrumental in the successful execution of various high-profile assignments, showcasing his expertise and commitment to excellence. Also possesses an experience in providing guidance to corporations regarding strategies on Diversity and Inclusion

In the opinion of the Board, Mr. Chandresh Gandhi is a person of integrity and possesses relevant qualifications, experience and expertise and fulfils the conditions specified in the Act and the rules made thereunder for his appointment as a Non-Executive Independent Director of the Company and he is independent of the management.

The Board considers that his expertise in compliance of auditing and tax laws and inbound and outbound investments would be of immense benefit to the Company, and it is desirable to avail services of Mr. Chandresh Gandhi as a Non-Executive Independent Director.

Mr. Chandresh Gandhi, being the appointee, is interested in this resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and the SS-2 on the General Meetings.

Brief Profile of Mr. Rahul Agrawal

Mr. Rahul Agrawal is the Managing Director of Styrenix Performance Materials limited (earlier Ineos Styrolution India Limited). Styrenix, a listed company, is a market leader in manufacturing of ABS and SAN engineering plastics finding application in Automotive, Household Appliances, and Electronics Industries. Styrenix is also a major producer of Polystyrene resin, which are used in Packaging and Appliances industries. Along with Styrenix, Mr. Rahul Agrawal is also the Director and Promoter of Shiva Pharmachem Limited, company situated in Vadodara, Gujarat. Shiva Pharmachem Limited is a global supplier and one of the leading manufacturers of multi-functional intermediates in pharmaceuticals and agrochemicals and performance chemicals and has three manufacturing sites and exports various products globally.

He has an experience in the field of Chemical Manufacturing Industry for almost 24 years. Mr. Rahul Agrawal has also promoted Shiva Performance Materials Pvt. Ltd., a Company situated in Vadodara, Gujarat, which is actively engaged in producing specialty polymers such as acrylic resins used in ink, coating, semiconductor and optical fibre industry. Shiva Performance Materials is one of the largest suppliers globally in the graphic arts and toner industries and provides a clean alternative to hazardous solvent based chemistries used in packaging industry. He has also been an active member of the chemical engineering honor society Omega Chi Epsilon.

Mr. Rahul Agrawal holds a bachelor's degree of science in chemical engineering from the University of Michigan, Ann Arbor and a masters' degree in Business Administration from Harvard Business School, Harvard University.

The Board considers that his expertise in finance and management would be of immense benefit to the Company, and it is desirable to avail services of Mr. Rahul Agrawal as a Non-Executive Independent Director.

Mr. Rahul Agrawal, being the appointee, is interested in this resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and the SS-2 on the General Meetings.

ANNEXURE II

DETAILS OF DIRECTOR SEEKING APPOINTMENT

Details of the Directors whose appointment is proposed required to be given pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as follows:

Name of the Director	Mr. Chandresh Gandhi	Mr. Rahul Agrawal
DIN	00707947	01226996
Age	58 Years	45 Years
Date of first appointment on Board	-	-
Qualifications	A graduate of Mumbai University in 1985, he earned his prestigious fellowship as a Chartered Accountant from the Institute of Chartered Accountants of India in 1989.	He holds a bachelor's degree of science in chemical engineering from the University of Michigan, Ann Arbor and a masters' degree in Business Administration from Harvard Business School, Harvard University.
Expertise in specific functional areas	Refer Explanatory Statement	Refer Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Explanatory Statement	Refer Explanatory Statement
Terms and conditions of appointment / re-appointment including Remuneration to be paid	As per the resolution No.1 set out in this Notice read with the Statement hereto.	As per the resolution No.2 set out in this Notice read with the Statement hereto.
Details of remuneration last drawn (FY 2022-23)	NA	NA
Directorships in other listed Companies (excluding foreign companies)	None	Styrenix Performance Materials Limited

Chairmanship/Membership of Committees in Companies in which position of Director is held (excluding foreign companies)	None	Styrenix Performance Materials Limited - Member in Stakeholder Relationship Committee
Listed entities from which the Director has resigned in the past three years	NA	NA
No. of board meetings attended during the financial year (FY2023-24)	NA	NA
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	NA	NA
Number of shares held in the Company including shares held as a Beneficial Owner	Nil	Nil