



CONTROL PRINT LIMITED

(CIN: L22219MH1991PLC059800)

Regd. Off: C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka,
Andheri (East), Mumbai – 400 059. Tel.: +91 22 28599065 / 66938900 | Fax : +91 22 28528272
Email: companysecretary@controlprint.com • Website: www.controlprint.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given to the Members of Control Print Limited that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings (SS-2) and pursuant to other applicable laws and regulations, it is sought to pass the proposed resolutions as set out hereinafter, by means of postal ballot, which includes e-voting (Voting by electronic means).

A Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof (the Statement) is annexed hereto for your consideration. This Notice along with the Statement and the Postal Ballot Form is also available on the website of the Company (www.controlprint.com).

M/s. Nilesh Shah & Associates, Practicing Company Secretary (Firm Registration No. P2003MH008800) has been appointed as the Scrutinizer for conducting the postal ballot voting process (physical and e-voting) in a fair and transparent manner in accordance with prescribed procedure.

Members desiring to exercise their vote(s) by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by the courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutiniser not later than 5.00 p.m. on Tuesday, December 26, 2017 to be eligible for being considered, failing which it will be strictly considered as invalid.

Members desiring to opt for remote e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically (remote e-voting).

The Scrutiniser will submit its report to the Chairman or in his absence to any other Director authorised by the Board after completion of the scrutiny of the postal ballot and remote e-voting. The results of the postal ballot along with Scrutiniser's Report shall be declared on or before Thursday, December 28, 2017 at the Registered Office of the Company and shall be placed on the Company's website www.controlprint.com and communicated to the Stock Exchanges and CDSL (e-voting agency).

Special Business

Item No. 1: Creation of Charges on the moveable and immoveable properties of the Company:

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to

include any Committee thereof) to mortgage and/ or charge in such form, manner and ranking and on such terms as the Board may deem fit, all the moveable and immovable properties of the Company, present and future wheresoever in favor of Financial/ Investment Institution(s)/ Bank(s)/ Trustees/ Bodies Corporates/ such other person(s) to secure the debenture/ bonds/ such other underlying instruments issued or proposed to be issued, loan(s) and/ or other credit facilities availed or proposed to be availed together with interest thereon and such other costs, charges, expenses and other money's payable by the Company as per the terms and conditions of the issue of the aforementioned securities and/ or the loan agreement entered into or proposed to be entered into by the Company, up to the ceiling limit of Rs. 150 crore (Rupees One Hundred Fifty Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the documents/ deeds, as may be applicable, for creating the appropriate mortgages and/ or charges on such of the immovable and/ or moveable properties of the Company, at its absolute discretion, on such terms and conditions as may be decided by it and to do all such acts, deeds, matters and things and to execute or to authorize any person to execute all such documents, instruments and writings as may be required for giving effect to this resolution.”

Item No. 2: Borrowing Powers of the Board of Directors:

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paidup capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 150 crore (Rupees One Hundred Fifty Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized on such terms and conditions as may be decided by it and to do all such acts, deeds, matters and things and to execute or to authorize any person to execute all such documents, instruments and writings as may be required for giving effect to this resolution.”

Item No. 3: Loans and Investments:

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to make investments from time to time through not more than two layers of investment companies, make any loan to any person or other body corporate, give guarantee or provide security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise, securities of any other body corporate even if the aggregate of such investments, loans, guarantee or security together with the aggregate of investments, loans, guarantees and securities already made or given by the Company exceeds the higher of (a) 60% of the aggregate of paid-up share capital, free reserves and securities premium account of the Company and (b) 100% of its free reserves and securities premium account of the Company (the said limits being hereinafter referred to as the ‘ceiling prescribed under Section 186 of the Act’) computed as at the beginning of the financial year in which the investments in securities are made, provided that the excess over the ceiling prescribed under Section 186 of the Act computed at the beginning of the financial year shall not exceed Rs. 150 crore (Rupees One Hundred Fifty Crore Only).

RESOLVED FURTHER THAT the Board shall be entitled to decide and finalize the terms and conditions (including the amount or limit in respect of each transaction) in connection with such loan, guarantee, security or acquisition within the limit approved as aforesaid.

RESOLVED FURTHER THAT the Board shall be entitled to exercise all such powers and authorities and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary, relevant, usual, customary and/ or expedient for implementing and giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT so long as the aggregate outstanding amounts of the loan, guarantee, security or acquisition are at any time within the limit aforesaid, nothing herein contained shall be deemed to restrict the power of the Board to give fresh loans, guarantees or securities or to make fresh acquisitions without the need for any further prior approval for any fresh or additional loan, guarantee, security or acquisition or any variation, extension or renewal thereof or any alteration of any terms or conditions thereof.”

By Order of the Board of Directors
For **Control Print Limited**

Date: November 11, 2017
Place: Mumbai

Reena Shah
Company Secretary

Registered Office:

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

NOTES:

1. The Statement as required under Section 102(1) of the Companies Act, 2013 for the special business set out in the notice is appended hereto.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on **Friday, November 17, 2017**. The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Notice will be displayed on the website of the Company (www.controlprint.com) and of CDSL (www.evotingindia.com).
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, November 17, 2017** will be considered for the purpose of voting / e-voting.
4. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected. There will be only 1 (one) Postal Ballot Form for every registered folio /client ID irrespective of the number of joint members.
5. In compliance with provisions of Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its Members holding equity shares as on **Friday, November 17, 2017**, to exercise their right to vote electronically on the above resolution. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting. The e-voting period commences on **Monday, November 27, 2017 at 9:00 A.M.** and ends on **Tuesday, December 26, 2017 at 5:00 P.M.**
6. A Member cannot exercise his vote by proxy on postal ballot.

7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to companysecretary@controlprint.com. The Registrar and Transfer Agent / Company shall forward the same along with Business Reply Envelope to the Member.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 P.M.) on **Tuesday, December 26, 2017**. If any postal ballot is received after 5.00 P.M. on **Tuesday, December 26, 2017**, it will be considered as invalid.
10. The Scrutiniser will submit its report to the Chairman or in his absence to any other Director authorised by the Board after completion of the scrutiny of the postal ballot and remote e-voting. The results of the postal ballot along with Scrutiniser's Report shall be declared on or before Thursday, December 28, 2017 at the Registered Office of the Company and shall be placed on the Company's website www.controlprint.com and communicated to the Stock Exchanges and CDSL (e-voting agency).
11. The resolutions would be deemed to have been passed, if approved by the requisite majority on the last date specified by the Company for receipt of duly completed Postal Ballot Form and e-voting.
12. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays, between 11.00 a.m. to 4.00 p.m. up to the date of completion of Postal Ballot.

Voting through electronic means

Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of voting through physical Postal Ballot Form. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

- (i) The voting period begins on **Monday, November 27, 2017 at 9:00 A.M.** and ends on **Tuesday, December 26, 2017 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, November 17, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| 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"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field. |
| 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 as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of the “CONTROL PRINT LIMITED”.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Annexure to this Notice

Explanatory Statement pursuant to the provision of Section 102 of the Companies Act, 2013

Item No. 1 & 2

Pursuant to the provisions of section 180 (1) (a) & (c) of the Companies Act, 2013 the Company requires consent of the members for the money to be borrowed (apart from temporary loans obtained from the Company's bankers in ordinary course of business) beyond the aggregate of the paid up capital of the company and its free reserve and for the purpose of mortgaging / creating charges on the properties of the Company to secure the loans availed by the Company.

Keeping in view of your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits to a sum not exceeding Rs. 150 crore (Rupees One Hundred Fifty Crore only) under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act"). The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Accordingly, it is proposed to pass an enabling special resolution authorizing the Board to create charge on the moveable and immovable properties of the Company and to increase the borrowing limits to a sum not exceeding Rs. 150 crore (Rupees One Hundred Fifty Crore only).

The Directors recommend the resolution for your approval as a Special Resolution through postal ballot.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the resolution set out at Item No. 1 & 2 of this Notice.

Item No. 3

Pursuant to the provision of section 186 of the Companies act, 2013, the Board is authorized to give loan, guarantee or provide security in connection with a loan to any person or other body corporate, or acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to an amount, the aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher. In case the Company exceeds the above mentioned limits then, prior approval of Members by way of a Special Resolution is required to be obtained.

To comply with the provisions of Section 186 of the Companies Act, 2013 and to achieve greater financial flexibility, it is proposed to pass a special resolution to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to bodies corporate for an amount not exceeding Rs. 150 crore (Rupees One Hundred Fifty Crore Only).

Accordingly, it is proposed to pass an enabling special resolution authorizing the Board for making further investment, providing loans or give guarantee or provide security in connection with loans to bodies corporate for an amount not exceeding Rs. 150 crore (Rupees One Hundred Fifty Crore Only).

The Directors recommend the resolution for your approval as a Special Resolution through postal ballot.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the resolution set out at Item No. 3 of this Notice.

By Order of the Board of Directors
For **Control Print Limited**

Date: November 11, 2017
Place: Mumbai

Reena Shah
Company Secretary

Registered Office:

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

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Email: companysecretary@controlprint.com • Website: www.controlprint.com.

POSTAL BALLOT FORM

Serial No. :

Name(s) and Registered Address :
the sole/first named Member

Names(s) of Joint Holders, if any :

Registered Folio No. / DP ID No. :
& Client ID No.

Number of shares held :

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot in respect of Business stated in the Postal Ballot Notice dated November 11, 2017 by sending my/our assent or dissent to the said resolution by placing the tick(√) mark at the appropriate box below:-

| <u>Item No.</u> | <u>Resolution</u> | <u>Type of Resolution</u> | <u>I / We assent to the resolution (For)</u> | <u>I / We dissent to the resolution (Against)</u> |
|------------------------|--|----------------------------------|---|--|
| 1. | Creation of Charges on the moveable and immoveable properties of the Company | Special | | |
| 2. | Borrowing Powers of the Board of Directors | Special | | |
| 3. | Loans and Investments | Special | | |

Place :

Date :

Signature of Member**ELECTRONIC VOTING PARTICULARS**

The e-voting facility is available at the link <https://www.evotingindia.com> . The e-voting facility will be available during the following period:

| <u>Commencement of E-voting</u> | <u>End of E-voting</u> |
|--|---|
| Monday, November 27, 2017 at 9:00 A.M. | Tuesday, December 26, 2017 at 5:00 P.M. |

Note:

1. Please read the instructions printed overleaf carefully before filling this Form and for e-voting, please refer to the instructions for 'Voting through Electronic Means' provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the scrutinizer is Tuesday, December 26, 2017 up to 5.00 P.M.

GENERAL INSTRUCTIONS

- Kindly note that the member(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case members cast their vote both by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
- The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the member (s) as at close of business hours on Friday, November 17, 2017.
- The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- The Company shall announce the results of the Postal Ballot at its Registered Office on or before Thursday, December 28, 2017. The date of declaration of Postal Ballot results will be taken as last date specified by the Company for receipt of duly completed Postal Ballot Form and e-voting.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed Business Reply Envelope, properly sealed with adhesive or adhesive tape.
- The members are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- The Postal Ballot Form should be signed by the Member as per the specimen signatures registered with the Registrar and Share Transfer Agent/ Depository(ies). In case of joint holding, this form should be completed and signed by the first named member and in his absence, by the next named member.
- In respect of shares held by corporate and institutional member s (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected and treated invalid.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than Tuesday, December 26, 2017 before 5.00 P.M. Postal Ballot Form received after this date will be treated as invalid. The members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- Members are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint members.