

CONTROL PRINT LIMITED

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

CIN: L22219MH1991PLC059800

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



NOTICE

Notice is hereby given that the Twenty-fifth Annual General Meeting of the Members of **CONTROL PRINT LIMITED** will be held on Friday, August 05, 2016 at Mirage Hotel, International Airport Approach Road, Marol, Andheri (East), Mumbai – 400 059 at 12.00 noon to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹4/- (Rupees Four Only) and to declare final dividend of ₹ 2/- (Rupees Two Only) per equity share of the face value of ₹10/- each for the financial year ended March 31, 2016.
3. To appoint a Director in place of Ms. Nyana Sabharwal (DIN: 02997515), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for ratification of appointment of Auditors:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the appointment of M/s. Dosi & Jain, Chartered Accountants (Firm Registration No.112435W) be and is hereby ratified as the Statutory Auditors of the Company to hold office from the conclusion of 25th Annual General Meeting till the conclusion of the 26th Annual General Meeting, on such remuneration as may be approved by the Board of Directors of the Company in consultation with the Auditors for the financial year 2016-17.”

SPECIAL BUSINESS:

5. To consider and if, thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for re-appointment of Mr. Shiva Kabra as a Whole-time Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“Act”), as amended or re-enacted from time to time, read with Schedule V and rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), recommendations of Nomination and Remuneration Committee and Board of Directors of the Company and subject to such other consents, approval, permissions as may be required, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Shiva Kabra as a Whole-time Director (DIN: 00190173) of the Company, for a period of three years with effect from April 1, 2016 to March 31, 2019, upon the terms and conditions as set out in the explanatory statement annexed to the notice;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary, modify or otherwise vary the terms and conditions of the re-appointment of Mr. Shiva Kabra including remuneration, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified in the Act;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby authorized to file necessary forms and returns with the Registrar of Companies, Mumbai, Maharashtra to give effect to the above resolution.”

6. To consider and if thought fit to pass, with or without modifications, the following resolution as an **Ordinary Resolution** for ratification of Remuneration to Cost Auditor:

“**RESOLVED THAT** pursuant to the provisions of Sections 141, 148 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby approves and ratifies the remuneration of ₹155,000/- (Rupees One Lakh Fifty Five Thousand Only) plus applicable taxes and out of pocket expenses payable to Mr. Paresh Jaysih Sampat (Membership No. 33451), Cost Accountants, appointed as Cost Auditor of the Company for the financial year 2016-17.”

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/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. Proxies in order to be effective must be received by the Company, not less than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. Proxies submitted on behalf of the limited companies, societies, etc., must be supported by an appropriate resolution/ authority as applicable.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business item nos. 5 & 6 of the Notice set above, is annexed hereto.
4. 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 1.00 p.m. up to the date of Annual General Meeting.
5. A statement giving details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/ re-appointment at the Annual General Meeting, is separately annexed hereto.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 02, 2016 to Friday, August 05, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
7. The dividend, if declared at the 25th Annual General Meeting, would be paid/dispatched on or after August 5, 2016 to those persons or their mandates as under:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on July 28, 2016 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited with respect to the shares held in electronic mode; and
 - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before July 28, 2016.
8. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service (“ECS”) to investors, wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details,

if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any, already given by them with respect to shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of their bank account.

9. Members can avail of the facility of nomination with respect to shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to Bigshare Services Private Limited at the below mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants to avail this facility.
10. Members are requested to notify their change of address, if any, to the Company/Share Transfer Agent, Bigshare Services Private Limited, E/2 Ansa Industrial Estate, Saki -Vihar Road, Sakinaka, Andheri (E), Mumbai-400 072.
11. Shareholders are requested to forward their queries on the accounts for the financial year ended March 31, 2016 to the Company atleast 10 days in advance, to enable us to keep the required information available at the Meeting.
12. Members attention is particularly drawn to the “Corporate Governance” section with respect to unclaimed and unpaid dividends.
13. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Agreement, as amended from time to time, the Company is pleased to provide its members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means through the remote e-voting platform provided by Central Depository Services Limited (CDSL).

A) The remote e-voting facility will be available during the following period:

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
Tuesday, August 02, 2016 at 9.00 a.m.	Thursday, August 04, 2016 at 5.00 p.m.

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, July 28, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- B) The facility for voting through ballot/polling paper shall also be made available at the venue of the 25th AGM. The members attending the meeting, who have not already cast their vote through e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- C) Mr. Nilesh Shah, Company Secretary in Practice (Membership No. 4554/Certificate of Practice No. 2631) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- D) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website: www.controlprint.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, August 02, 2016 at 9:00 A.M. and ends on Thursday, August 04, 2016 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 Thursday, July 28, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website: www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 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. Eg. If your name is Ramesh Kumar with sequence 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Control Print Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **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 on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **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 Corporates.
 - 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.
- (xxi) 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.

By Order of the Board of Directors
For Control Print Limited

Date : May 25, 2016
Place : Mumbai

Shama Pawar
Company Secretary

Registered Office:

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO. 5

At the 22nd AGM held on August 12, 2013, the members approved the re-appointment and terms of appointment of Mr. Shiva Kabra as Whole-time Director of the Company for a period of three years with effect from April 1, 2013. According to his terms of appointment, the term of office of Mr. Shiva Kabra expired on March 31, 2016.

Accordingly, the Board of Directors in their meeting held on May 25, 2016 has re-appointed Mr. Shiva Kabra for a further period of three years, with effect from May 25, 2016, subject to the approval of the Members on remuneration and on terms and conditions given hereunder:

A. Salary	: ₹ 350,000/- (Rupees Three Lakh Fifty Thousand only) per month, with such increases as may be decided by the Board of Directors from time to time.
B. Perquisites	(i) Housing: Furnished accommodation to be provided by the Company, and if the Company's accommodation is not provided, the Whole-time Director shall be entitled to the House Rent Allowance subject to the ceiling of 60% of the Salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
	(ii) Medical Reimbursement: Reimbursement of medical expenses incurred, whether in India or abroad, including premium paid on health insurance policies for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and family.
	(iii) Leave Travel Concession: For self and family every year incurred towards travel undertaken in India or abroad.
	(iv) Club Fees: Fees of clubs, subject to a maximum of three clubs.
	(v) Personal Accident Insurance/Group Life Insurance: Premium shall be paid as per Rules of the Company.
	(vi) Provident Fund/Pension: Contribute to Provident Fund and Pension Fund to the extent such contribution, wither singly or put together are exempt under the Income Tax Act, 1961.
	(vii) Gratuity: Gratuity payable shall be in accordance with the provision of the Payment of the Gratuity Act.
	(viii) Car: Use of car with driver for Company's business.
	(ix) Leave Encashment: Leave encashment of unavailed leave as per the rules of the Company.
	(x) Telephone, Internet & Fax facility shall be provided at the Whole-time Director's residence.
The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.	
C. Commission	: In addition to the above, an amount by way of commission calculated with reference to the net profits of the Company in a financial year, subject to the overall ceilings stipulated in the Sections 197 and 198 of the Companies Act, 2013.
D. Minimum Remuneration	: Notwithstanding anything to the contrary contained herein, where, in any financial year during the tenure of Mr. Shiva Kabra, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

Considering the significant contribution made by Mr. Shiva Kabra in the development and growth of the Company, the Nomination and Remuneration Committee has recommended re-appointment of Mr. Shiva Kabra, as Whole Time Director of the Company for a further period of three years with effect from April 1, 2016.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Mr. Shiva Kabra holds 1,599,150 equity shares of the Company.

Except Mr. Shiva Kabra, Mr. Basant Kabra and Ms. Nyana Sabharwal and his relatives, to the extent of their shareholding interest, if any in the Company, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, in the Resolution.

ITEM NO. 6

The Board of Directors of the Company at their meeting held on May 25, 2016 has, on recommendation by the Audit Committee, has appointed Mr. Paresh Jaysih Sampat (Membership No. 33451), Cost Accountant as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2016-17 at a remuneration of ₹155,000/- (Rupees One Lakh Fifty Five Thousand Only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the shareholders of the Company. The Board recommends the aforesaid resolution for approval of the members.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs are concerned or interested in the aforesaid ordinary resolution.

By Order of the Board of Directors
For Control Print Limited

Date : May 25, 2016

Place : Mumbai

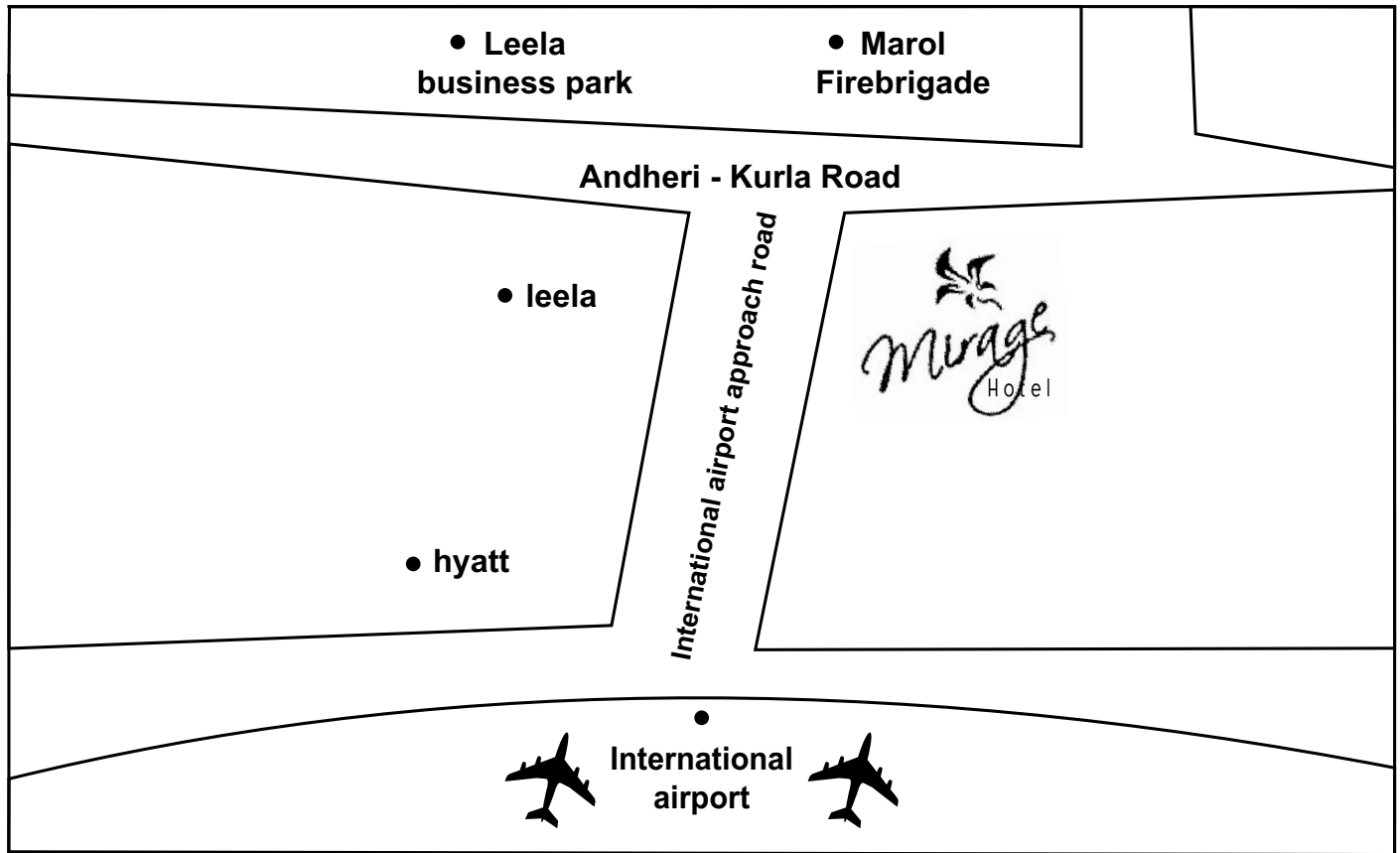
Shama Pawar
Company Secretary

ANNEXURE TO THE NOTICE

Details of directors eligible for appointment/ re-appointment in the forthcoming Annual General Meeting

Sr. No.	Name of the Directors	Mr. Shiva Kabra	Ms. Nyana Sabharwal
1.	Director Identification Number	00190173	02997515
2.	Date of Birth	July 5, 1978	April 2, 1981
3.	Age of employee	38 years	35 years
4.	Date of Appointment on the Board	July 1, 2006	October 1, 2014
5.	Experience and Expertise in specific functional area	Over 14 years of experience in the field of marketing, business development and strategy	Over 10 years of experience in the development sector.
6.	Qualifications	Graduate in Economics and Mathematics. Masters degree in Business Administration	Post Graduate Diploma in Public Relations and Corporate Communications and Masters of Science in NGOs and Development
7.	No. of Equity Shares held in the Company as on March 31, 2016	1,599,150	450,000
8.	List of other directorship other public companies (excluding foreign companies and Section 8 companies)	Nil	Nil
9.	Chairmanships/Memberships of committees of the other companies	Nil	Nil
10.	Relationships, if any between Directors inter-se	Son of Mr. Basant Kabra, Managing Director and Husband of Ms. Nyana Sabharwal, Whole-time Director of the Company	Wife of Mr. Shiva Kabra, Whole time Director and Daughter-in-law of Mr. Basant Kabra, Managing Director of the Company.

Route Map to AGM Venue



CONTROL PRINT LIMITED

Regd. Off: C-106, Hind Saurashtra Industrial Estate,
Andheri-Kurla Road, Marol Naka,
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CIN: L22219MH1991PLC059800

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

ATTENDANCE SLIP

(To be presented at the entrance)

Name and Address of Member:	Folio No:
	DP ID No.:
	Client ID No.:
	No. of Shares:

I hereby record my presence at the TWENTY- FIFTH ANNUAL GENERAL MEETING of the Company held on Friday, August 05, 2016 at 12.00 noon at Mirage Hotel, International Airport Approach Road, Marol Naka, Andheri (East), Mumbai – 400 059

Signature of the Member / Proxy
(to be signed at the time of handing over this slip)

Form MGT -11 Proxy Form

Name of the Member(s) : _____

Registered address : _____

: _____

E-mail Id : _____

Folio No./Client Id : _____

DP ID : _____

I/We being member(s) of _____ Shares of the above named Company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/our behalf at the 25th Annual General Meeting of the Company, to be held on Friday, August 05, 2016 at 12.00 noon at Mirage Hotel, International Airport Approach Road, Marol Naka, Andheri (East), Mumbai – 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	Type of Resolution	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
Ordinary Business				
1.	To receive, consider and adopt: a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Auditors thereon.	Ordinary Resolution		
2.	To confirm the payment of Interim Dividend of ₹ 4 /- and to declare final dividend of ₹ 2/- per equity share of the face value of ₹ 10/- each for the financial year ended March 31, 2016.	Ordinary Resolution		
3.	To appoint a Director in place of Ms. Nyana Sabharwal who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution		
4.	Ratification of appointment of M/s. Dosi & Jain, Chartered Accountants as Statutory Auditors of the Company.	Ordinary Resolution		
Special Business				
5.	Re-appointment of Mr. Shiva Kabra as Whole-time Director.	Ordinary Resolution		
6.	Ratification of remuneration payable to Mr. Paresh Jaysih Sampat as Cost Auditors for the Financial Year 2016 – 17.	Ordinary Resolution		

Signed this _____ day of _____ 2016 at _____

Signature of Shareholder(s): _____

Signature of Proxyholder(s): _____

₹1 Revenue Stamp

NOTES:

1. This proxy form to be effective should be duly completed, dated, signed, stamped and deposited at the Registered Office of the Company not less than 48 (forty eight) hours before the commencement of the Meeting.
2. A proxy need not be a Member.
3. Please bring your copy of the Annual Report to the Meeting.