



CONTROL PRINT LIMITED

(CIN: L22219MH1991PLC059800)

Regd. Off: C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka,
Andheri (East), Mumbai - 400 059. Ph.No.: 022-28599065 / 66938900

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF **CONTROL PRINT LIMITED** ("THE COMPANY") WILL BE HELD ON **FRIDAY, 9TH AUGUST 2024 AT 04:30 P.M. (IST)** THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- To consider and adopt:
 - the audited financial statement of the Company for the Financial Year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, and
 - the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2024 and the report of the Auditors thereon.
- To declare a final dividend of ₹ 5/- per equity share (Face Value of ₹ 10/-) each for the Financial Year ended March 31, 2024.
- To appoint a Director in place of Mr. Shiva Kabra (DIN: 00190173), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Shiva Kabra (DIN : 00190173), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

SPECIAL BUSINESS:

- Re-appointment of Mr. Basant Kabra (DIN: 00176807) as Managing Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies

Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to re-appoint Mr. Basant Kabra (DIN: 00176807) as Managing Director of the Company, for a period of 3 (three) years, on expiry of his present term of office, with effect from 31st December 2024, liable to retire by rotation, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit, on such remuneration as may be recommended by the board of directors from time to time which shall be within the maximum limit as approved by the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution."

- Re-appointment of Mr. Shiva Kabra (DIN 00190173) as Joint Managing Director of the Company:**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to re-appoint Mr. Shiva Kabra (DIN: 00190173) as Joint Managing Director of the Company, for a period of 3 (three) years, on expiry of his present term of office, with effect from 31st March 2025, liable to retire by rotation, on the terms and conditions as set out in the Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed

Notice (Contd.)

to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit, on such remuneration as may be recommended by the board of directors from time to time which shall be within the maximum limit as approved by the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution.”

6. Appointment of Mr. Shome Nikhil Danani (DIN:00217787) as an Independent Director of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Shome Nikhil Danani (DIN: 00217787), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 11th May 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and

in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of consecutive years till 10th May 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution.”

7. Remuneration of Cost Auditors for the Financial Year ending 31st March 2025:

To consider and, if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the consent of the Members be and is hereby accorded to pay remuneration of ₹ 1,75,000 (Rupees One Lakh Seventy Five Thousand Only) plus applicable taxes and reimbursement of actual out of pocket expenses, if any, to M/s. Paresh Jaysih Sampat, Cost Accountants (Firm Registration No: 102421), who were appointed as Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March 2025.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorise to do all acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution.”

By Order of the Board of Directors
For Control Print Limited

Date: 11 May 2024

Place: Mumbai

Registered Office:

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

Murli Manohar Thanvi
Company Secretary & Compliance Officer



Notice (Contd.)

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated September 25, 2023 read with circulars dated April 08, 2020, April 13, 2020, 5 May 2020 and December 28, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“the Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. 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/Re-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.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to secretarialofficer@controlprint.com.
6. Dividend on equity shares for the financial year ended 31st March 2024, as recommended by the Board of Directors, if approved at the AGM, will be paid subject to deduction of income-tax at source (“TDS”) on or after five days of conclusion of ensuing AGM as under:
 - **In respect of equity shares held in physical form**, to all those Members whose names are on the Company’s Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on **26 July 2024**.
 - **In respect of equity shares held in electronic form**, to all beneficial owners of the shares, as per details furnished by the Depositories for this purpose, as of the close of business hours on **26 July 2024**.
7. As mandated by SEBI, effective 1 April, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
8. To support the ‘Green Initiative’, Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Private Limited (Register and Transfer Agent) in case the shares are held by them in physical form.
9. Members holding shares in Demat form are hereby informed that bank registered with their respective Depository Participant with whom they maintain their account will be used by the Company for the payment of the dividend.
10. Members are requested to intimate, indicating their folio number or Depository Participant (DP) ID and Client ID Numbers, the changes, if any, pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, e-mail address, contact numbers, etc., to their DP in case the shares are in dematerialised form; and in case, shares are held in physical form to the Company’s Registrar and Share Transfer Agent (RTA) i.e., Bigshare Services Private Limited, Register Office at No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400 093, Maharashtra Changes intimated to the DP will then be automatically reflected in the Company’s records

Notice (Contd.)

which will help the Company and the Company's RTA, to provide efficient and better services for payment of dividend.

11. Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid/Unclaimed Dividend Account of the Company, the same are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, as per Section 124(6) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares in respect of which dividend has not been paid/ claimed for a period of seven consecutive years are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, Members who have so far not encashed their dividend are requested to make their claims forthwith to RTA.
12. Pursuant to Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF authority.

Therefore the Shareholders are requested to claim/ encash their dividend and shares from the IEPF Authority after complying with the procedure which is available on the website of the IEPF authority and the Company i.e. www.iepf.gov.in and www.controlprint.com

Please refer the Report on Corporate Governance section forming part of this Annual Report for further details with respect to unclaimed dividends and transfer of dividends/shares to the IEPF.

13. Mandatory updation of PAN, KYC and nomination details
SEBI vide its circular dated 16th March 2023 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all security holders. Members holding shares in physical form are, therefore, requested to submit the PAN and Bank Account details to RTA/ Company by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, members are requested to submit a copy of bank passbook/

statement attested by bank. Members holding shares in Demat form are requested to submit the aforesaid information to their respective Depository Participant.

Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

Members holding shares in single name are advised to avail the nomination facility by filing Form SH - 13, as prescribed under Section 72 of the Act and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request. Members holding shares in electronic mode may contact their respective depository participant for availing this facility.

14. In compliance with the aforesaid MCA Circulars and SEBI circulars, notice of the Meeting along with the Annual Report for FY 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2023-24 will also be available on website of the Company, i.e. www.controlprint.com, website 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 the Registrar and Share Transfer Agent ("Bigshare") at www.bigshareonline.com.

For Physical Shareholders

Members who hold shares in physical form and have not registered / 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 at by email to investor@bigshareonline.com / shwetash@bigshareonline.com or at Co's email id secretarialofficer@controlprint.com by following due procedure.

For Demat Shareholders

Members holding shares in dematerialised mode, who have not registered / updated their email addresses with their Depository Participants, are



Notice (Contd.)

requested to register / update their email addresses with the Depository Participants with whom they maintain their Demat accounts.

15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. All documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode during business hours on all working days upto the date of the AGM. Members can inspect the same by sending an email to the Company at secretarialofficer@controlprint.com.
17. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1 April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates.

For the prescribed rates for various categories, the shareholders are requested to refer the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and Depositories (in case of shares held in Demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to companysecretary@controlprint.com by 6:00 p.m. IST on or before **2nd August 2024**. Alternatively, the shareholders may make an online submission of Form 15G / 15H and Form 10F, along with the requisite supporting documents (scanned copies) as applicable, on the website of Bigshare Services Private Limited, the Company's Registrar and Share Transfer Agent ("**Bigshare**") at www.bigshareonline.com.

The Shareholders may also download these forms from Bigshare's website and send: (a) physical copies of the duly filled forms / documents to Bigshare's Registered Office at Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400 093, Maharashtra or (b) scanned copies of the duly filled forms / documents to Bigshare's e-mail ID tds@bigshareonline.com.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted

at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to companysecretary@controlprint.com / tds@bigshareonline.com.

It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

By submission of Form 15G / 15H and Form 10F, along with the requisite supporting documents, the Shareholder is deemed to confirm to the Company that:

- a. the Shareholder satisfies the requisite criteria for submission of the same and takes full responsibility for availing the TDS deduction exemption;
- b. the Company or Bigshare will not be held responsible / liable and no claims shall lie against them in this regard;
- c. the online submission of the Form 15G/Form 15H (if made) shall be deemed to have been signed by the Shareholder.

The forms for download are also available at Company's website at: <https://www.controlprint.com/investors/>

18. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Instruction for Members attending Meeting through VC/OAVM. The Company has engaged the services of Bigshare Services Private Limited, as the authorized agency for conducting of the AGM and providing e-voting facility.
19. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from **Saturday, 27th July 2024 to Thursday, 1st August 2024 (both days inclusive)**.

Notice (Contd.)

20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
21. Share transfer documents and all correspondence relating thereto, should be addressed to the Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400 093, Maharashtra Registrars and Transfer Agent of the Company.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
23. Information and other instructions relating to e-voting are as under:
 - i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circulars the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
 - ii. The Company has engaged the services of Bigshare Services Private Limited to provide evoting facility to the Members.
 - iii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Friday, 2nd August, 2024 only shall be entitled to avail the facility of e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - iv. Members who are holding shares in physical form or who have not registered their email address with the Company/Depositories or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Friday, 2nd August 2024; such Member may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: <https://bigshareonline.com/InvestorRegistration.aspx> and following the registration process as guided thereafter Post successful registration of the email, the members would get a confirmation on their email id. In case of any queries, member may contact Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited through website <https://bigshareonline.com/>.
- vi. It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned Depository Participant(s) and in respect of Physical Holdings with the Company's Registrar and Share Transfer Agent M/s Bigshare Services Private Limited by sending an E-mail at investor@bigshareonline.com / shweta@bigshareonline.com or at Co's email id secretarialofficer@controlprint.com by following due procedure.
- vii. The Board of Directors have appointed CS Nilesh Shah or in his absence CS Mahesh Darji or failing him CS Hetal Shah of M/s. Nilesh Shah and Associates, Practicing Company Secretary firm, Mumbai as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.

The Scrutiniser will submit his report to Mr. Basant Kabra, Chairman or Mr. Shive Kabra, Joint Managing Director or any person authorised by the Chairman of the meeting after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.controlprint.com and on the website of RTA



Notice (Contd.)

viii. The instructions of shareholders for remote e-voting are as under:

- i. The remote e-Voting period commences on **Tuesday, 6th August 2024 at 9.00 a.m. IST and ends on Thursday, 8th August 2024 at 5.00 p.m. IST.** During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off i.e. Friday, 2nd August 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- iii. 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.

- iv. 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.

1. Login method for e-Voting and joining virtual Annual General Meeting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.

Notice (Contd.)

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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-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 or joining virtual meeting & voting during the meeting.</p>

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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30



Notice (Contd.)

2. Access to e-Voting system in case of shareholders holding shares in physical form and non individual shareholders in demat mode.

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in physical form should enter **Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

Notice (Contd.)

- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **'Forgot your password?'**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'RESET'**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **"DOCUMENTS"** option on custodian portal.
 - Click on **"DOCUMENT TYPE"** dropdown option and select document type power of attorney (POA).
 - Click on upload document **"CHOOSE FILE"** and upload power of attorney (POA) or board resolution for respective investor and click on **"UPLOAD"**.

Note: The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **"VOTE FILE UPLOAD"** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **"UPLOAD"**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.

- For joining virtual meeting, you need to click on **"VC/OAVM"** link placed beside of **"VIDEO CONFERENCE LINK"** option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.



Notice (Contd.)

- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM.

However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ("FAQs") available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

By Order of the Board of Directors

For Control Print Limited

Murli Manohar Thanvi
Company Secretary & Compliance Officer

Date: 11 May 2024

Place: Mumbai

Registered Office:

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

Annexure I to this Notice

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board of Directors of the Company at its meeting held on 11th May 2024 and based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of Members re-appointed of Mr. Basant Kabra (DIN: 00176807) as Managing Director of the Company, liable to retire by rotation, for a further period of 3 (three) years w.e.f. 1st January 2025 to 31st December 2027 on the terms and conditions as under:

A. Salary	: ₹ 2,75,000/- (Rupees Two Lakh Seventy Five Thousand only) per month, with such increases as may be decided by the Board of Directors from time to time.
B. Perquisites	: a. Housing: Furnished accommodation to be provided by the Company. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. b. Medical Reimbursement: Reimbursement of medical expenses incurred, whether in India or abroad, including premium paid on health insurance policies for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and family. c. Leave Travel Concession: For self and family every year, towards travel undertaken in India or abroad. d. Club Fees: Fees of clubs, subject to the maximum of three clubs. e. Personal Accident Insurance/Group Life Insurance: Premium shall be paid as per the Rules of the Company. f. Provident /Pension Fund: Contribution to Provident Fund and Pension Fund to the extent such contribution, either singly or put together are exempt under the Income Tax Act, 1961. g. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act. h. Use of Company's Car with Driver for Company's business. i. Telephone, Internet & Fax facility shall be provided at the Managing Director's residence. j. Leave and encashment of unavailed leave as per the rules of the Company.
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 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. Basant Kabra, the Company has no profits or its profits are inadequate, the Company will pay remuneration as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 from time to time, unless otherwise approved by the members by way of Special Resolution.

Mr. Basant Kabra holds a degree of Bachelors in Chemical Engineering. He currently has more than four decades of experience in the overall management of the Company. He's associated with the Company since its incorporation. Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 4 as a Special Resolution in terms of the Act.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Except Mr. Shiva Kabra and Ms. Ritu Joshi and his/her 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 said Resolution.

Further details of Mr. Basant Kabra have been given in the Annexure to this Notice.



Annexure I to this Notice (Contd.)

The Board recommends the resolution as set out in the Item No. 4 of accompanying notice for the approval of members of the Company as **Special Resolution**.

ITEM NO. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders and any other approvals as may be required, at its meeting held on 11th May 2024, has approved the re-appointment of Mr. Shiva Kabra, Joint Managing Director of the Company for a further period of 3 years w.e.f. 1st April 2025 to 31st March 2028 on the terms and conditions as set out as under:

- A. Salary** : ₹ 4,50,000/- (Rupees Four 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 Executive 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 hospitalisation, 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, either 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 Executive 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 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 as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 from time to time unless otherwise approved by the members by way of Special Resolution.

Annexure I to this Notice (Contd.)

Mr. Shiva Kabra is a dynamic executive and takes very keen interest in the business of the Company. He is responsible and looks after the marketing and general conduct and management of the business affairs of the Company. He has been instrumental in entering into technology partnership at international levels for products with improved and better technology and for launch of new product portfolios and upgraded products. He has the required experience and qualification in the marketing and the Industry in which the Company operates.

Considering the significant contribution made by Mr. Shiva Kabra in the development and growth of the Company the Board of Director at their meeting held on 11th May 2024 on recommendation of Nomination and Remuneration Committee, approved the re-appointment of Mr. Shiva Kabra as Joint Managing Director.

Further details of Mr. Shiva Kabra have been given in the Annexure to this Notice.

Except Mr. Basant Kabra and Ms. Ritu Joshi and his/her 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 said Resolution.

The Board recommends the resolution as set out in the Item No. 5 of accompanying notice for the approval of members of the Company as **Special Resolution**.

ITEM NO 6

Mr Shome Nikhil Danani (DIN: 00227787) appointed as an Additional Director (Independent Director) of the Company with effect from 11th May 2024 under Section 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company for a term of five consecutive years upto 10 May 2029, not liable to retire by rotation, subject to the approval of the Members.

Based on the skills, competence and expertise required for the Board in the context of the business and sector of the Company and based on the performance evaluation, the Nomination & Remuneration Committee ('NRC') has recommended to the Board that his qualifications and rich experience meets the skills and capabilities required for the role of Independent Director of the Company. Based on the recommendation of the NRC, the Board has determined that he possess the identified core skills, expertise and competencies fundamental for effective discharge of his role as an Independent Director of the Company.

The profile and specific areas of expertise of Mr. Shome Nikhil Danani are provided as Annexure to this Notice.

The Company has in terms of Section 160(1) of the Act, received notice from Members proposing their candidature for the office of Director. The Company has received declarations from Mr. Shome Nikhil Danani to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as Director of the Company.

In the opinion of the Board, he fulfil the criteria specified in the Act and SEBI Listing Regulations for appointment as Independent Directors and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the Board recommends the appointment of Mr. Shome Nikhil Danani as Independent Director for the approval of the Members by a **Special Resolution** set out at Item No. 6 of the accompanying Notice.

Except for Mr. Shome Danani and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.



Annexure I to this Notice (Contd.)

ITEM NO. 7

The Board of Directors of the Company at the meeting held on 11th May 2024 on the recommendation of the Audit Committee, have approved the appointment and remuneration of M/s Paresh Jaysih Sampat, Cost Accountants (Firm Registration No. 102421), as the Cost Auditors, to conduct audit of Cost Records maintained by the Company for the financial year 2024-25. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to Cost Auditors has to be ratified by Shareholders of the Company.

None of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing of the proposed Resolution.

The Board recommends the resolution as set out in the Item No. 7 of accompanying notice for the approval of members of the Company as an **Ordinary Resolution**.

By Order of the Board of Directors
For Control Print Limited

Murli Manohar Thanvi
Company Secretary & Compliance Officer

Date: 11 May 2024

Place: Mumbai

Annexure II to the Notice

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 26(4) AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD-2

Sr. No.	Name of the Directors	Mr. Basant Kabra	Mr. Shiva Kabra	Mr. Shome Nikhil Danani
1.	Director Identification Number	00176807	00190173	00217787
2.	Date of Birth/Age	12 January 1946 (78 years)	5 July 1978 (45 years)	4 March 1978 (46 years)
3.	Date of first Appointment on the Board	14 January 1991	1 July 2006	11 May 2024
4.	Qualifications	Chemical Engineer	Graduate in Economics and Mathematics from Grinnell College, USA and Master's degree in Business Administration from INSEAD, France.	He holds a Bachelor's Degree in Industrial and Operations Engineering from the University of Michigan and a Masters Degree in Business Administration from INSEAD
5.	Experience and Expertise in specific functional area	Over four decades of experience in overall management of the Company	Has wide experience in the field of marketing, business development and strategy.	He has contributed significantly to business strategy restructuring, re-branding and the growth plans of the Company.
6.	No. of Equity Shares held in the Company as on 31 March 2024	7,05,879	15,75,560	Nil
7.	Directorship held in other public companies (excluding foreign companies and Section 8 companies)	Nil	Nil	Bharat Bijlee Limited (As Whole Time Director)
8.	Chairmanships/ Memberships of committees of the other companies	Nil	Nil	Membership in Bharat Bijlee Limited 1. Risk Management Committee 2. Corporate Social Responsibility Committee
9.	Relationships, if any between Directors inter-se	Father of Mr. Shiva Kabra, Joint Managing Director and Ms.Ritu Joshi, Director of the Company.	Son of Mr. Basant Kabra, Managing Director and Brother of Ms. Ritu Joshi, Director of the Company.	NA
10.	No. of board meetings attended during the financial year (FY 2023-24)	6 out of 6	6 out of 6	NA