

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 34th Annual General Meeting ("AGM") of the Members of Control Print Limited ("the Company") will be held on **Monday, July 21, 2025, at 04:30 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 March 2025, together with the Reports of the Board of Directors and the Auditors' thereon.
2. To declare a final Dividend of ₹ 6.00/- per equity share of face value of ₹ 10.00/- each for the Financial Year ended 31 March 2025.
3. To appoint a Director in place of Ms. Ritu Joshi (DIN:02600483), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of M/s Nilesh Shah & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 9 of 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) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and upon recommendation of Audit Committee and Board of Directors, M/s. Nilesh Shah & Associates, Practicing Company Secretaries (Firm Registration Number: P2003MH008800) be and are hereby appointed as Secretarial Auditors of the Company to hold office for a term of

Five (5) consecutive financial years commencing from 2025-26 to financial year 2029-30, at such remuneration as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Secretarial Auditors, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **Amendment of Control Print Employee Stock Option Scheme 2025**

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

RESOLVED THAT in partial modification of the earlier resolutions passed by the shareholders on March 2, 2025, and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including Regulation 7 thereof, the consent of the members be and is hereby accorded to vary the terms of the Employee Stock Option Scheme ('ESOS'), such that the lock-in period, if any, applicable to shares issued pursuant to the exercise of options under the ESOS, shall be determined by the Board of Directors or the Nomination and Remuneration Committee at the time of each grant, as deemed appropriate.

RESOLVED FURTHER THAT the Board of Directors or the Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard without requiring any further approval of the shareholders."

Notice (Contd.)**6. Remuneration of Cost Auditors for the financial year ending 31 March 2026:**

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 ratify the 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. Tapan Gaitonde & Co., Cost Accountants (Firm Registration No: 104043), 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 31 March 2026.

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.”

Date: 23 May 2025

Place: Mumbai

Registered Office:

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

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

Murli Manohar Thanvi
Company Secretary & Compliance Officer

NOTES:

1. The Ministry of Corporate Affairs (‘MCA’), inter alia, vide its Circular No. 9/2024 dated 19 September 2024 (in continuation with the Circulars issued earlier in this regard) (‘MCA Circulars’), permitted the holding of the Annual General Meeting (‘AGM’) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members till 30 September 2025. Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circular dated 3 October, 2024 (in continuation with the Circulars issued earlier in this regard) (‘SEBI Circulars’), has provided relaxations from compliance with certain provisions of the Listing Regulations.
Accordingly, in compliance with the provisions of the Act and the Listing Regulations, 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.
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, Attendance Slip and the Route Map are not annexed to this Notice.
4. 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 mahesh@ngshah.com.
5. The Board of Directors, at its meeting held on 23 May 2025, has recommended a Final Dividend of ₹ 6 per equity share. Dividend if approved by the Members at this AGM will be directly credited to the bank accounts of the shareholders whose names appear, as at the Record Date, in the register of

Notice (Contd.)

members or the beneficiary position data furnished by the Depositories.

The dividend, if approved by the Members at this AGM, will be paid subject to deduction of income-tax at source ('TDS') 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 04 July 2025.
 - 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 04 July 2025.
6. TDS on Dividend: Dividend income is taxable in the hands of shareholders and the Company is required to deduct Tax at Source (TDS) from dividend paid to shareholders at the prescribed rates. 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.
 7. As mandated by SEBI, effective 01 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. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's Registrar and Share Transfer Agent (RTA) i.e. Bigshare Services Private Limited in case the shares are held by them in physical form.
 9. 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), 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 Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA, to provide efficient and better services for payment of dividend.

10. Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid 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. In view of this, Members who have so far not encashed their dividend are requested to make their claims forthwith to RTA.

Please refer the 'General Shareholder Information' section forming part of this Annual Report for further details with respect to unclaimed dividends and transfer of dividends/shares to the IEPF.

11. Mandatory updation of PAN, KYC and nomination details SEBI vide its circular dated 16 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

Notice (Contd.)

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.

12. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for Financial Year (FY) 2024-2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/Registrar/DP providing the and the QR Code of Company's website from where the Annual Report for FY 2024-25 can be accessed. Members may note that the Notice and Annual Report for FY 2024-2025 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 Bigshare <https://ivote.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 companysecretary@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 requested to register / update their email addresses with the Depository Participants with whom they maintain their Demat accounts.

13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. 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 companysecretary@controlprint.com.

15. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders 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 14 July 2025 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,

Notice (Contd.)

any other document which may be required to avail the tax treaty benefits by sending an email to companysecretary@controlprint.com/tds@bigshareonline.com.

Members are requested to provide the documents/details to Bigshare within the time prescribed in the communication being sent to the shareholders in order to enable us to determine the appropriate rate at which tax has to be deducted at source under the respective provisions of the Income-tax Act, 1961

the Shareholders satisfies the requisite criteria for submission of the same and takes full responsibility for availing the TDS deduction exemption;

- a. the Company or Bigshare will not be held responsible / liable and no claims shall lie against them in this regard;
- b. 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/>

16. 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.
17. Notice is also given under Regulation 42 of the Listing Regulation, that the Company has fixed record date on Friday, July 04, 2025 for the declaration of dividend.
18. 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.
19. 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.
20. 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.

21. 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 Circular, the Company is providing the facility of Remote e-Voting as well as e-Voting during the AGM to its Members in respect of the business to be transacted at the AGM.
 - ii. The Company has engaged the services of Bigshare Services Private Limited to provide e-voting 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., 14 July 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - iv. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., 14 July 2025, only shall be entitled to avail the facility of e-voting.
 - v. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository 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. 14 July 2025; 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 investor@bigshareonline.com.

Notice (Contd.)

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 /shwet@bigshareonline.com or at Co's email id companysecretary@controlprint.com by following due procedure.

vii. CS Mahesh Darji, a Practicing Company Secretary, Mumbai has been appointed by the Company as the Scrutiniser to scrutinise the Remote e-Voting process in a fair and transparent manner.

viii. The Scrutiniser shall, after scrutinising the votes, will, not later than Two (2) working days from the conclusion of the Meeting make a consolidated scrutiniser's report which shall be placed on the website of the Company, i.e. www.controlprint.com and on the website of RTA. The results shall simultaneously be communicated to the Stock Exchanges.

ix. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on **Thursday 17 July 2025 at 9.00 A.M. IST** and ends on **Sunday 20 July 2025 at 5.00 P.M. IST**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 14, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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 December 9, 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. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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	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.

Notice (Contd.)

Type of shareholders	Login Method
	<p>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.</p> <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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.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.nsdl.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> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Notice (Contd.)

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- 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.

Notice (Contd.)

- 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.

- 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.
 - o Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - o 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.)
- o 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: 022-62638338

Notice (Contd.)**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.
- 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 AGM. 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, 022-62638338

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

Murli Manohar Thanvi

Company Secretary & Compliance Officer

Date: 23 May 2025

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 Securities and Exchange Board of India ("SEBI") vide (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024, has amended Regulation 24A of SEBI Listing Regulations. As per the said amendment to Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor shall be approved by the Members at the AGM of the Company and the tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice, should be for a maximum of one (1) term of five (5) consecutive years or in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any association of the individual or the firm as the Secretarial Auditor of the listed entity before 31 March 2025 shall not be considered for the purpose of calculating the tenure under Regulation 24A of the Listing Regulations.

Pursuant to the above requirement, the Board at its meeting held on 23 May 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company the appointment of M/s Nilesh Shah & Associates, Practicing Company Secretaries (FRN: P2003MH008800) a peer reviewed firm, as Secretarial Auditors of the Company for a period of five (5) consecutive financial years, i.e. from financial year 2025-26 to 2029-30 in terms of Regulation 24A of the Listing Regulations.

The Company has received written consent from M/s Nilesh Shah & Associates, Practicing Company Secretaries and a certificate that they satisfy the qualification criteria and that the appointment, if made, shall be in accordance with the applicable provisions of the Act, Rules framed thereunder, Listing Regulations, SEBI Circular and other applicable circulars, if any, in this regard. The firm has agreed to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under the Act. They have further confirmed that they are eligible for the proposed appointment as Secretarial Auditors of the Company and have not incurred any of the disqualifications as specified vide the said SEBI Circular.

Additional information about Secretarial Auditors pursuant to Regulation 36 of the Listing Regulations given provided below:

Details	Particulars
Proposed Fees payable to the Secretarial Auditors	₹ 2.25 Lakhs and 5% increase annually excluding taxes as applicable and other out-of-pocket expenses.
Terms of Appointment	For a term of five (5) consecutive years from the financial year 2025-26 to 2029-30.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor(s) proposed to be appointed	<p>M/s. Nilesh Shah & Associates (FRN: P2003MH008800) is a wellknown Practising Company Secretary firm founded by Mr. Nilesh G. Shah who has been practicing since 1996-97 and holds the 'Peer Review' certificate as issued by 'ICSI'</p> <p>Enriched with experience of over two and half decades. The firm expanded its practice by introducing dynamic and experienced resources as Partners & Associates.</p> <p>During these many years of gruelling, penetrating & successful experience in the Secretarial & Legal fields, Nilesh Shah & Associates earned enviable reputation of providing knowledge-based services to various clients in the fields of Corporate Laws & Compliances.</p>

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 an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5

The Members of the Company had approved the Contro Print Employee Stock Option Scheme 2025 ("ESOS") on 02 March 2025 which among other terms, stated that there shall be no lock-in period post exercise of options.

Based on recommendations and a review by the Nomination and Remuneration Committee, it is proposed that flexibility be provided to the Board/Committee to determine the lock-in period, if any, for the shares issued pursuant to the exercise of options. This would allow the Company to align the terms of the ESOS with evolving compensation strategies, investor expectations, and employee retention objectives.

Notice (Contd.)

It is proposed to amend the Scheme as per the details given below:

a.	Brief description of the scheme	Employee Stock Option Scheme where Options would be granted to eligible employee(s) and will be converted into equity shares, administered directly or through a trust which will vest basis passage of time or certain performance criteria.
b.	Total number of stock options to be granted	Equity shares not exceeding 5% (Five per cent) of the issued capital of the Company of face value of ₹10 only (Rupees Ten Only), each fully paid-up, as stock options convertible into an equal number of equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company)
c.	Identification of classes of employees entitled to participate in the Employee Stock Options Schemes	To be decided by the Board/ Nomination & Remuneration Committee from time to time, in accordance with the applicable regulations.
d.	Requirements of vesting and vesting period	Vesting of Options would be a function of continued employment with the Company (passage of time) and/ or achievement of performance criteria as may be determined by the Board/ Nomination & Remuneration Committee in accordance with the applicable regulations. These criteria will be mentioned in the letter of Grant. Provided that there shall be a minimum period of one year between the grant of options and vesting of options.
e.	Maximum period within which the options shall be vested	The options granted under the proposed scheme shall vest within a period of 5 years from the date of grant in accordance with the applicable regulations unless otherwise determined by the Board.
f.	Exercise price or the formula for arriving at the exercise price	As determined by the Board/ Nomination & Remuneration Committee in accordance with the applicable regulations, which shall be at a price not less than the face value of the shares.
g.	Exercise period and Exercise Process	Can be exercised commencing from the date of Vesting, within the expiry of 10 years from the date of grant of such options. The options may be exercised by the employees as per the process that maybe laid down by the Board/ Nomination & Remuneration Committee commencing from the date of vesting or any other event as maybe defined by the Board/ Nomination & Remuneration Committee in accordance with the applicable regulations.
h.	The appraisal process for determining the eligibility of employees for the scheme	As determined by the Board/ Nomination & Remuneration Committee in accordance with the applicable regulations.
i.	Maximum number of options to be granted per employee and in aggregate	Such number as may be decided by the Board/ Nomination & Remuneration Committee in accordance with the applicable regulations.
j.	Maximum quantum of benefits to be provided per employee under a scheme	Such amount of benefit that may arise from the exercise of options granted to an employee by the Board/ Nomination & Remuneration Committee. The quantum of options granted to any employee would be as per the approval by the shareholders vide these resolutions. The shareholders vide these resolutions approve grant of options to identified employees, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of such options.
k.	Implementation and administration of Employee Stock Options Schemes	The scheme shall be implemented and administered through a trust.
l.	Issue of new shares or secondary acquisition	The trust shall issue shares purchased via fresh issue/ secondary acquisition on exercise of stock options under the Employee Stock Option Schemes implemented by the Company.

Notice (Contd.)

m.	Amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilisation and repayment.	<p>The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% of the paid up capital and free reserves as on the date of this resolution, being the statutory ceiling under SEBI (SBEB & SE) Regulations. The loan amount may be disbursed by the Company to the Trust in one or more tranches.</p> <p>The loan provided by the Company shall be interest free with tenure of such loan based on terms of the Scheme and shall be repayable to the Company from realisation of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.</p> <p>The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilised for the purposes of the Scheme.</p>
n.	Maximum percentage of secondary acquisition that can be made by the trust for the purpose of the scheme	Maximum percentage of secondary acquisition that can be made by the trust for the purpose of this scheme shall be 5%, however, secondary acquisition in any one financial year by the trust shall not exceed 2% of the paid up equity capital of the Company as at the end of the previous financial year.
o.	Accounting policies for the options granted	The company shall comply with applicable regulations for the accounting for the options granted under any Plan.
p.	Method which the Company shall use to value its options	As per the applicable regulations.
q.	Lock-in period	The lock-in period, if any, for shares issued upon exercise of options shall be such period as may be determined by the Board or the Nomination and Remuneration Committee from time to time, at its absolute discretion, and communicated in the respective grant letters.
r.	Terms and conditions for buyback of specified securities	N/A

Members are requested to note that the Company shall conform to the Accounting Policies as applicable to the Company, from time to time.

Members are requested to note that 'In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.

ITEM NO. 6

The Board of Directors of the Company at the meeting held on May 23, 2025 on the recommendation of the Audit Committee, have approved the appointment and remuneration of M/s. Tapan Gaitonde & Co., Cost Accountants (Firm Registration No. 104043), as the Cost Auditors, to conduct audit of Cost Records maintained by the Company for the financial year 2025-2026. 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. 6 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**

Date: May 23, 2025
Place: Mumbai

Murli Manohar Thanvi
Company Secretary & Compliance Officer