



CONTROL PRINT LIMITED

(CIN: L22219MH1991PLC059800)

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

NOTICE OF POSTAL BALLOT

Dear Member(s),

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

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

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

Members desiring to exercise their vote(s) by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by the courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutiniser not later than 5.00 p.m. on Sunday, October, 15, 2017 to be eligible for being considered, failing which it will be strictly considered as invalid.

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

The Scrutiniser will submit its report to the Chairman or in his absence to any other Director authorised by the Board after completion of the scrutiny of the postal ballot and remote e-voting. The results of the postal ballot along with Scrutiniser's Report shall be declared on or before Tuesday, October, 17, 2017 at the Registered Office of the Company and shall be placed on the Company's website www.controlprint.com and communicated to the Stock Exchanges and CDSL (e-voting agency).

Special Business

Item No. 1: Raising of funds through issue of Securities:

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(C) and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into with the stock exchanges and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015, the provisions of the issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, the provisions of the Foreign Exchange Management Act, 1999, ("FEMA") and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the Stock Exchanges and/ or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and/ or sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GOI and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/ or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board"

which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value Rs.10/- each ("Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, and/or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs. 30/- Crore (Rupees Thirty Crore) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities through public offer(s) or private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as maybe deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Company (the "Issuer").

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects; and
- (c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board/ Committee thereof shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percentage) or such percentage as permitted under applicable law on the QIP Floor Price.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board/Committee thereof decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board/Committee decides thereof to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board/ Committee thereof.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, or the Depository Receipt Scheme, 2014, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or equity shares on conversion of Securities, the Board/Committee thereof be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or equity shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board/ Committee thereof be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ Committee thereof be and is hereby authorized on behalf of the Company to take all actions and do all such act, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board/ Committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

Item No. 2: Change in Designation of Mr. Shiva Kabra from Whole-time Director to Joint Managing Director 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** the consent of the members of the Company be and is hereby accorded to change the designation of Mr. Shiva Kabra (DIN: 00190173) from Whole-time Director to Joint Managing Director with effect from August 30, 2017.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Shiva Kabra, (DIN: 00190173), currently holding office as Joint Managing Director of the Company, liable to retire by rotation, will remain unaltered.

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

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

Reena Shah
Company Secretary

Date: **August 29, 2017**

Place: Mumbai

Registered Office:

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

NOTES:

1. The Statement as required under Section 102(1) of the Companies Act, 2013 for the special business set out in the notice is appended hereto.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on **Friday, September 08, 2017**. The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. For Members whose e-mail IDs are not registered, physical

copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Notice will be displayed on the website of the Company (www.controlprint.com) and of CDSL (www.evotingindia.com).

3. Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, September 08, 2017** will be considered for the purpose of voting / e-voting.
4. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected. There will be only 1 (one) Postal Ballot Form for every registered folio /client ID irrespective of the number of joint members.
5. In compliance with provisions of Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its Members holding equity shares as on **Friday, September 08, 2017**, to exercise their right to vote electronically on the above resolution. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting. The e-voting period commences on **Saturday, September 16, 2017 at 9:00 A.M.** and ends on **Sunday, October 15, 2017 at 5.00 P.M.**
6. A Member cannot exercise his vote by proxy on postal ballot.
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to companysecretary@controlprint.com. The Registrar and Transfer Agent / Company shall forward the same along with Business Reply Envelope to the Member.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 P.M.) on Sunday, October 15, 2017. If any postal ballot is received after 5.00 P.M. on Sunday, October 15, 2017, it will be considered as invalid.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of the voting by Postal Ballot will be announced on or before Tuesday, October 17, 2017, at the Registered Office of the Company. The result declared alongwith the Scrutinizer's Report shall be placed on the Company's website at www.controlprint.com and on the website of CDSL. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company are listed.
11. The resolution would be deemed to have been passed, if approved by the requisite majority on the last date specified by the Company for receipt of duly completed Postal Ballot Form and e-voting.
12. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays, between 11.00 a.m. to 4.00 p.m. up to the date of completion of Postal Ballot.

Voting through electronic means

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of voting through physical Postal Ballot Form. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

- (i) The voting period begins on **Saturday, September 16, 2017 at 9:00 A.M.** and ends on **Sunday, October 15, 2017 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, September 08, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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

For Members holding shares in Demat Form and Physical Form

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of the "CONTROL PRINT LIMITED".
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Annexure to this Notice

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

Item No. 1

The Company proposes to raise the capital for the purpose of capital expenditure for ongoing and future expansion projects, acquisitions, working capital and for general corporate purposes, etc.

The Company has been exploring various avenues for raising funds by issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-convertible Debentures and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities for an aggregate amount not exceeding of Rs. 30 Crore or its equivalent in any foreign currency.

The special resolution seeks to empower the Board to issue by way of one or more public and/or private offerings, and/ or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board.

Further, if any issue of securities is made by way of QIP the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

As the issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For making any further issue of shares to any person(s) other than existing equity shareholders of the Company, approval of members is required to be obtained by way of passing a Special Resolution, in pursuance to Sec on 62(1)(c) of the Companies Act, 2013.

Therefore, the Board recommends the resolution set out at the Item No. 1 of this Notice for the approval of the Members by way of Special Resolution.

The proposed issue is in the interest of the Company and your Directors recommend the resolution for your approval.

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

Item No. 2

Mr. Shiva Kabra holds the office of Whole-time Director of the Company since July 01, 2006. He 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 and 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.

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Shiva Kabra, the Board recommends the resolution set out at the Item No. 2 of this Notice for the approval of the Members by way of Ordinary Resolution.

Except Mr. Shiva Kabra, Mr. Basant Kabra and Ms. Nyana Sabharwal and his relatives, to the extent of their shareholding interest, if any in the Company, none of the other Directors, Key Managerial Personnel or their relatives are, in any way concerned or interested in the resolution set out at Item No. 2 of this Notice.

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

Reena Shah
Company Secretary

Date: **August 29, 2017**

Place: Mumbai

Registered Office:

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

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

POSTAL BALLOT FORM

Serial No. :

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

Names(s) of Joint Holders, if any :

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

Number of shares held :

I / We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot in respect of Business stated in the Postal Ballot Notice dated August 29, 2017 by sending my/our assent or dissent to the said resolution by placing the tick(✓) mark at the appropriate box below:-

<u>Item No.</u>	<u>Resolution</u>	<u>Type of Resolution</u>	<u>I / We assent to the resolution (For)</u>	<u>I / We dissent to the resolution (Against)</u>
1.	Raising of funds through issue of Securities	Special		
2.	Change in Designation of Mr. Shiva Kabra from Whole-time Director to Joint Managing Director of the Company	Ordinary		

Place :

Date :

Signature of Member**ELECTRONIC VOTING PARTICULARS**

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

<u>Commencement of E-voting</u>	<u>End of E-voting</u>
Saturday, September 16, 2017, 9.00 A.M.	Sunday, October 15, 2017, 5.00 P.M.

Note:

- Please read the instructions printed overleaf carefully before filling this Form and for e-voting, please refer to the instructions for 'Voting through Electronic Means' provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the scrutinizer is Sunday, October 15, 2017 before 5.00 P.M.

GENERAL INSTRUCTIONS

- Kindly note that the member(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote both by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
- The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the member(s) as at close of business hours on Friday, September 08, 2017.
- The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- The Company shall announce the results of the Postal Ballot at its Registered Office on or before Tuesday, October 17, 2017. The date of declaration of Postal Ballot results will be taken as last date specified by the Company for receipt of duly completed Postal Ballot Form and e-voting.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- A member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed Business Reply Envelope, properly sealed with adhesive or adhesive tape.
- The member are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- The Postal Ballot Form should be signed by the member as per the specimen signatures registered with the Registrar and Share Transfer Agent/ Depository(ies).
- In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected and treated invalid.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than Sunday, October 15, 2017 before 5.00 P.M. Postal Ballot Form received after this date will be treated as invalid. The members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- Members are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders.
- In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to companysecretary@controlprint.com.