

KEYNOTE

Ref # Buyback/CPL/Let/SEBI&SE/Sc(02)

August 02, 2023

The Manager
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Dear Sir,

Reg: Proposed Buy-Back of equity shares by Control Print Limited (the “Company”)

We are pleased to inform you Keynote Financial Services Limited (“**Keynote**”) has been appointed to act as the Manager to the proposed Buy-Back of equity shares to be undertaken by the Company.

The Board of Directors of the Company at their meeting held on July 31, 2023 has approved the proposal of Buy-Back of up to 3,37,500 fully paid-up equity shares of ₹ 10/- each at a price of ₹ 800/- (Rupees Eight Hundred Only) per equity share, for an aggregate consideration not exceeding ₹27,00,00,000/- (Rupees Twenty Seven Crores Only) from the equity shareholders of the Company as on the Record Date i.e. August 18, 2023, on a proportionate basis through the “Tender Offer” route.

In terms of Regulation 7 of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, a public announcement dated August 01, 2023 (“**Public Announcement**”) pertaining to the Buyback has been released for publication by the Company on August 02, 2023 in the following newspapers:

Publication	Language	Edition
Business Standard	English	All
Business Standard	Hindi	All
Navshakti	Marathi	Mumbai Edition

In this regard we are enclosing herewith the Copy of the public announcement as published in the newspaper.

We request you to kindly take the above on record.

Thanking you and assuring you of our best co-operation at all times.

Yours sincerely,
For **KEYNOTE FINANCIAL SERVICES LIMITED**



Radha Kirthivasan
Head ECM-Execution

Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 6826 6000 · Fax: 91 22 6826 6088 Email: info@keynoteindia.net · Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

Control Print Limited

Registered office: C-106, Hind Saanshra Industrial Estate, Andheri-Kurla Road, Marol Naka, Andheri (East), Mumbai-400059, India.
 Tel. No. (022) - 2659 9065/ 8683 8900; Fax: 022-28528272; Website: www.controlprint.com; Email: companysecretary@controlprint.com
 Contact Person: Akshay Satasiya-Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF CONTROL PRINT LIMITED OF THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement (the "Public Announcement") is made in relation to buy back of fully paid up Equity Shares having face value of ₹10/- (Rupees Ten Only) each (the "Equity Shares") by Control Print Limited (the "Company") through tender offer route using the Stock Exchange Mechanism in accordance with Securities and Exchange Board of India ("SEBI") circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular OFCDR/20/2016/131 dated December 9, 2016 and circular SEBI/CFD/DCR/IL/CR/P/2021/615 dated July 13, 2021 as amended ("SEBI Circulars") pursuant to provisions of Regulation (i) read with Schedule II along with other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modifications or re-enactments specified in Schedule II) (the "Buyback Regulations") for the time being in force and contains the disclosures as specified in Schedule I read with Schedule I of the Buyback Regulations.

OFFER FOR BUYBACK OF UP TO 3,37,500 (THREE LAKHS THIRTY SEVEN THOUSAND FIVE HUNDRED) FULLY PAID UP EQUITY SHARES OF CONTROL PRINT LIMITED (COMPANY) OF FACE VALUE OF ₹10/- (RUPEES TEN ONLY) EACH ("EQUITY SHARES") AT A PRICE OF ₹600/- (RUPEES SIX HUNDRED ONLY) PER FULLY PAID UP EQUITY SHARE ("BUYBACK PRICE") IN CASH A PROPORTIONATE BASIS FROM ALL EXISTING MEMBERS HOLDING EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM.

Certain figures in this Public Announcement, including financial information, have been subject to rounding off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such amounts may not conform exactly to the total figure given and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE.

1.1. The Board of Directors of the "Board," which expression includes the Buyback committee constituted by the Board to exercise the powers, including the powers conferred by the resolution of the Company at its meeting held on July 31, 2023 ("Board Meeting"), has, subject to such approval of regulatory and/or statutory authorities as may be required under applicable laws and in accordance with Sections 68, 69, and 70 and all other applicable provisions, if any, of the Companies Act, the Share Capital Rules, the Management Rules, and the Buyback Regulations, approved the proposal of Buyback up to 3,37,500 (Three Lakhs Thirty Seven Thousand Five Hundred) fully-paid-up Equity Shares of face value of ₹10/- each, at a price of ₹600/- per equity share ("Buyback Price") payable in cash for an amount not exceeding ₹2,02,50,000/- (Rupees Twenty Seven Crores only) ("Buyback Size") (excluding Transaction Costs such as securities transaction cost, GST, stamp duty, filing fees, advisors' fees, brokerage, public announcement expenses, printing and dispatch expenses, applicable taxes and other incidental and related expenses (hereinafter referred to as "Transaction Costs") from the equity shareholders/beneficial owners of the Equity Shares including promoters and members of the Promoter Group as on August 18, 2023 (the "Record Date") (for further details in relation to the Record Date, refer to Paragraph 14 of the Public Announcement), on a proportionate basis, through the "Tender Offer" process, and in accordance with Article 14 of the Articles of Association of the Company, on a proportionate basis through the "Tender Offer" route in accordance with the provisions of the Companies Act, 2013 ("Companies Act") and the Securities (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 (the "Management Rules") and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and in compliance with the Buyback Regulations ("Buyback Offer" or "Buyback"). The Buyback is subject to receipt of any approvals of regulators, statutory regulatory authorities as on March 31, 2023, respectively the last audited financial statement available on the date of Board Meeting approving the Buyback) is within the statutory limit of 25% of the fully-paid-up equity share capital and free reserves as per the last audited financial statement of the Company. Further, under the Companies Act, the number of equity share that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the Company. Since the Company proposes to buyback up to 3,37,500 equity shares representing 2.07% of the total paid-up equity share capital of the Company, the same is within the aforesaid 25% limit.

1.2. The Buyback Size is 9.57% and 9.68% of the total paid-up Equity Share capital and free reserves of the Company based on the audited standalone financial statements and audited consolidated financial statements of the Company respectively as at March 31, 2023 being the date of the latest available audited standalone and consolidated financial statements of the Company.

1.3. In terms of the SEBI Buyback Regulations, under tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter/Promoter Group of the Company, have expressed their intention to participate in the Buyback vide their letters dated July 31, 2023 and may tender such shares to the extent of their shareholding or such number of shares as may be permitted under applicable law.

1.4. In accordance with the provisions of the Companies Act, 2013, the Buyback Size being ₹2,02,50,000/- (Rupees Twenty Seven Crores only) excluding Transaction Cost, representing 9.57 % and 9.68 % of the aggregate fully paid-up share capital and free reserves as per audited standalone financial statements and audited consolidated financial statements of the Company as on the financial year ending on March 31, 2023, respectively the last audited financial statement available on the date of Board Meeting approving the Buyback) is within the statutory limit of 25% of the fully-paid-up equity share capital and free reserves as per the last audited financial statement of the Company. Further, under the Companies Act, the number of equity share that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the Company. Since the Company proposes to buyback up to 3,37,500 equity shares representing 2.07% of the total paid-up equity share capital of the Company, the same is within the aforesaid 25% limit.

1.5. The Buyback will be undertaken on a proportionate basis from the Eligible Shareholders as on the Record Date, provided that 15% (fifteen percent) of the number of Equity Shares proposed to be bought back or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations ("Small Shareholders") as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders.

1.6. The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average market prices of the Equity Shares on Stock Exchanges where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the post-buyback earnings per share.

1.7. The Buyback will not result in any benefit to the promoter, members of the promoter group, persons in control of the Company or any directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company and the change in their shareholding as per the response received in the Buyback, as a result of which the proportionate shareholding of the Company is reduced and the equity share capital of the Company post Buyback shall be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations. Any change in voting rights of the promoter group or the Company pursuant to completion of Buyback will not result in a change in control over the Company.

1.8. The Buyback from Eligible Shareholders who are persons resident outside India, including the foreign portfolio investors, entities, overseas corporate bodies and non-resident Indians etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder; if any and such approvals shall be required to be taken by such Non-resident shareholders.

1.9. Participation in the Buyback by Eligible Shareholders may trigger tax on distributed income to such shareholders (Buyback Tax) in India and such tax is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder. Consequently, any income received by Eligible Shareholders pursuant to the Buyback of shares is exempt and hence not includable in the total taxable income of such shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. Participation in the Buyback by non-resident Eligible Shareholders may trigger capital gains tax in the hands of such shareholders in their country of residence. In due course, the Eligible Shareholder will receive a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.10. A copy of this Public Announcement will be available on the Company's website (www.controlprint.com), website of the Manager to the Buyback i.e. Keynote Financial Services Limited (www.keynotedirect.net) and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).

2. OBJECTIVE OF THE BUYBACK

2.1. The Buyback is being undertaken by the Company to return surplus funds to its equity shareholders who are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost-efficient manner.

The Buyback is undertaken for the following reasons:

- i. The Buyback would help in improving financial ratios like earnings per share and return on equity, by reducing the equity base of the Company, and thereby, enhancing the overall return to shareholders.
- ii. The Buyback which is implemented through tender offer route as prescribed under the SEBI Buyback Regulations would involve allocation to all equity shareholders the higher number of shares entitled as per their shareholding or 15% of the total number of shares to be bought back. The Company believes that this reservation for small shareholders would benefit public shareholders who would get classified as small shareholders as per Regulation 20(ii) of the SEBI Buyback Regulation.
- iii. The Buyback gives the Eligible equity shareholders the choice to either (A) participate in the buy-back and receive cash in lieu of Equity Shares accepted under the buyback (B) not to participate in the buy-back and enjoy a resultant increase in their percentage shareholding in the Company post the buy-back, without additional investment.

3. MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUY-BACK AND THE TIME LIMIT FOR COMPLETING THE BUY-BACK:

3.1. The number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the Equity Shares in the total paid-up equity capital of the Company in any financial year. The Company proposes to buyback up to 3,37,500 (Three Lakhs Thirty Seven Thousand Five Hundred) fully paid up Equity Shares of face value of ₹10/- (Rupees Ten only) each of the Company which represents 2.07 % of the total Equity Shares of the Company which is within the 25% limit. The buy-back is proposed to be completed within 12 months from the date of passing the Board resolution approving the proposed buy-back.

4. BUYBACK PRICE OF EQUITY SHARES AND THE BASIS OF ARRIVING AT THE BUYBACK PRICE:

4.1. The Equity Shares of the Company are proposed to be bought back at a price of ₹600/- (Rupees Eight Hundred only) per share. The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average market prices of the Equity Shares on BSE and NSE i.e. the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per share.

The Offer Price represents:

- i) Premium of 28.38% & 27.69% over the volume weighted average market price of the Equity Shares of NSE and BSE, respectively, during the three months preceding July 24, 2023, being the date of intimation to Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
 - ii) Premium of 25.68% and 25.82% over the closing price of the Equity Share on NSE and BSE, respectively, as on July 21, 2023 being the last trading date prior to the Company's intimation to the Stock Exchanges of the date of the Meeting of the Board of Directors wherein proposal of the Buyback was considered.
- 4.2. The Company confirms that as required under Section 68(2)(g) of the Act, the ratio of the aggregate of

secured and unsecured debts owned by or equal to the paid-up Equity Share capital and free reserves after the Buyback shall be less than or equal to 2.1 based on last audited standalone and consolidated financial statements of the Company by the

5. MAXIMUM AMOUNT OF FUNDS REQUIRED UNDER THE BUYBACK & ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND THE SOURCES OF FUNDS FROM WHICH THE BUYBACK WOULD BE FINANCED:

5.1. The maximum amount required for Buyback will not exceed ₹2,00,00,000/- (Rupees Twenty Seven Crores only) excluding Transaction Costs. The said amount works out to 9.57 % and 9.68 % of the aggregate fully paid-up share capital and free reserves as per audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2023 respectively, which is within the prescribed limit of 25% of the total paid-up capital and free reserves of the Company as at March 31, 2023 and is in compliance with Regulation 4(g) of the Buyback Regulations and Section 68(2) of the Companies Act.

5.2. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act and no funds will be borrowed from Banks and Financial Institutions for the Buyback.

5.3. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statements.

5.4. The funds borrowed, if any, from banks and financial institutions will not be used for purpose of the Buyback.

6. METHOD TO BE ADOPTED FOR BUYBACK

6.1. The Buyback shall be on a proportionate basis, through "Tender Offer" route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges pursuant to tender offer under Buyback" notified by Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/ POLICYCELL/1/2015 dated April 13, 2015 as amended by SEBI circular OFCDR/20/2016/131 dated December 9, 2016 and SEBI Circular SEBI/CFD/DCR/IL/CR/P/2021/615 dated August 13, 2021, including any amendments thereunder, the Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

6.2. As required under the Buyback Regulations, the Company has announced a record date i.e. August 18, 2023 ("Record Date") to determine the names of the Members holding Equity Shares of the Company who will be eligible to participate in the Buyback ("Eligible Equity Shareholders"), consequent to the approval of the Buyback, Eligible Equity Shareholders will receive a Letter of Offer along with a Tender/Offer Form indicating their entitlement.

7. THE AGGREGATE SHAREHOLDING OF THE PROMOTER / PROMOTER GROUP AND PERSONS WHO ARE IN CONTROL OF THE COMPANY, THE DIRECTORS OF COMPANIES WHICH ARE PART OF THE PROMOTER AND PROMOTER GROUP AS ON THE DATE OF THIS PUBLIC ANNOUNCEMENT ARE AS FOLLOWS:

7.1. The aggregate shareholding of the Promoter and Promoter Group and persons who are in control of the Company as on the date of Board Meeting i.e., July 31, 2023:

Sr. no.	Name of Shareholder	No. of Shares held	Percentage (%)
1	Basantkumar Kabra HUF	3,55,740	2.18
2	Ritu Joshi	5,44,213	3.33
3	Shiva Kabra	15,75,560	9.65
4	Amisha Himatsingka (Amisha Himatsingka Family Trust)	1,31,500	0.81
5	Basant Kabra	7,05,879	4.32
6	Pushpa Kabra	14,24,480	8.72
7	Silver Plastochem Pvt Ltd	35,55,350	21.77
8	Silver Containers Pvt Ltd	1,63,753	1.00
	Total	84,56,475	51.78

7.2. The aggregate shareholding of the directors of companies, which are part of the Promoter and Promoter Group as on the date of Board Meeting i.e., July 31, 2023:

Sr. no.	Name of the Promoter Company	Name of Director or Key Managerial Personnel	No. of Equity Shares held	Percentage of Shareholding (%)
1	Silver Plastochem Pvt Ltd	Basant Kabra	7,05,879	4.32
		Shiva Kabra	15,75,560	9.65
		Pushpa Kabra	14,24,480	8.72
		Basant Kabra	7,05,879	4.32
2	Silver Containers Pvt Ltd	Shiva Kabra	15,75,560	9.65
		Pushpa Kabra	14,24,480	8.72

7.3. None of the directors and key managerial personnel of the Company hold any equity shares in the Company as on the date of Board Meeting i.e., July 31, 2023, except for the following:

Sr. no.	Name of Director or Key Managerial Personnel	Designation	No. of Equity Shares held	Percentage of Shareholding (%)
1	Basant Kabra	Managing Director	7,05,879	4.32
2	Shiva Kabra	Jt Managing Director	15,75,560	9.65
3	Gaurav Himatsingka	Independent Director	15,000	0.09
4	Ritu Joshi	Non-Independent-Non Executive Director	5,44,213	3.33

7.4. The Promoter, Promoter Group, Directors and Key Managerial Personnel of the Company have not purchased or sold any shares of the Company as on the date of Board meeting and during a period of six months preceding the date of the Board Meeting i.e. July 31, 2023, at which the Buyback was proposed and from the date of the Board Meeting till the date of this Public Announcement.

8. INTENTION OF THE PROMOTER AND PROMOTER GROUP OF THE COMPANY TO TENDER EQUITY SHARES FOR BUY-BACK:

In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group of the Company, have expressed their intention vide their letters dated July 31, 2023 to participate in the Buyback and offer up to 3,37,500 equity shares in aggregate or any such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback.

The details of maximum shares to be tendered is as given below:

Sr. no.	Name of Promoter/Promoter Group	No. of Shares held	Number of equity shares intended to be tendered upto
1	Basantkumar Kabra HUF	3,55,740	3,37,500
2	Ritu Joshi	5,44,213	3,37,500
3	Shiva Kabra	15,75,560	3,37,500
4	Amisha Himatsingka (Amisha Himatsingka Family Trust)	1,31,500	1,31,500
5	Basant Kabra	7,05,879	3,37,500
6	Pushpa Kabra	14,24,480	3,37,500
7	Silver Plastochem Pvt Ltd	35,55,350	3,37,500
8	Silver Containers Pvt Ltd	1,63,753	1,63,753

In order to be in compliance with 104(C) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the promoter directors i.e. Basant Kabra, Shiva Kabra and Ritu Joshi, did not participate in the Board Meeting dated July 31, 2023 for approval of buyback.

Details of the date and price of the acquisition and other details of the equity shares held by the Promoter / Promoter Group Members who are intending to tender their shares are as follows:

i) BASANTKUMAR KABRA HUF:

Date of Transaction	Nature of Transaction	Number of Equity Shares	Price (Per Share) (₹)	Face Value per share (₹)	Issue/Acquisition/ (Sale) Price (₹)	Consideration (Cash, other than cash etc.)
27-09-1991	Allotment	750	100.00	100	75,000	Cash
On 11-07-1992, the Equity Shares of the Company having face value of ₹100/- was sub divided into 10 Equity Shares of face value of ₹10/- each and accordingly post sub division the total number of Equity Shares was 7500.						
24-04-1995	Rights Issue	3,750	30.00	10	1,12,500	Cash
03-04-1996	Purchase	8,650	16.00	10	1,40,400	Cash
13-01-2000	Purchase	15,400	10.00	10	1,55,500	Cash
03-02-2000	Purchase	4,200	10.00	10	42,194	Cash
31-03-2000	Purchase	16,000	9.00	10	1,51,200	Cash
31-03-2000	Purchase	299	6.00	10	1,850	Cash
20-04-2000	Purchase	50,000	7.65	10	3,82,500	Cash
04-10-2001	Purchase	1,700	10.01	10	17,017	Cash
11-10-2001	Purchase	300	9.08	10	3,024	Cash
18-10-2001	Purchase	1,349	9.08	10	13,220	Cash
22-11-2001	Purchase	43,000	11.31	10	4,86,330	Cash
19-02-2002	Purchase	550	16.94	10	9,317	Cash
21-02-2002	Purchase	3,900	16.35	10	63,765	Cash
22-02-2002	Purchase	500	16.35	10	7,175	Cash
25-02-2002	Purchase	450	16.35	10	8,358	Cash
26-02-2002	Purchase	600	16.60	10	9,960	Cash
27-02-2002	Purchase	200	16.35	10	3,270	Cash
28-02-2002	Purchase	1,300	16.60	10	21,580	Cash
30-04-2002	Purchase	900	14.00	10	12,800	Cash
02-05-2002	Purchase	500	13.15	10	6,575	Cash
03-05-2002	Purchase	600	13.98	10	8,388	Cash
07-05-2002	Purchase	800	14.53	10	11,624	Cash
08-05-2002	Purchase	150	14.50	10	2,175	Cash
09-05-2002	Purchase	500	13.82	10	6,910	Cash
10-05-2002	Purchase	900	14.11	10	12,699	Cash
13-05-2002	Purchase	250	14.37	10	3,593	Cash
14-05-2002	Purchase	20	13.60	10	272	Cash

Date of Transaction	Nature of Transaction	Number of Equity Shares	Price (Per Share) (₹)	Face Value per share (₹)	Issue/Acquisition/ (Sale) Price (₹)	Consideration (Cash, other than cash etc.)
16-06-2002	Purchase	900	14.44	10	12,996	Cash
17-06-2002	Purchase	11,200	15.04	10	1,68,448	Cash
23-06-2002	Purchase	100	15.10	10	1,510	Cash
30-04-2003	Purchase	15,000	29.57	10	4,43,550	Cash
23-03-2004	Purchase	3,753	21.53	10	80,802	Cash
09-06-2004	Purchase	750	18.60	10	13,950	Cash
09-09-2004	Purchase	1,150	27.36	10	31,464	Cash
17-09-2004	Purchase	5,000	29.57	10	1,47,850	Cash
14-10-2004	Purchase	4,000	28.14	10	1,12,560	Cash
30-11-2004	Purchase	5,000	36.56	10	1,82,800	Cash
10-01-2005	Purchase	701	39.10	10	27,409	Cash
11-01-2005	Purchase	3,150	39.10	10	123,165	Cash
25-03-2008	Purchase	4,238	43.11	10	1,82,700	Cash
26-03-2008	Purchase	15,021	43.08	10	6,47,105	Cash
27-03-2008	Purchase	2,407	43.98	10	1,05,860	Cash
28-03-2008	Purchase	8,500	44.76	10	3,80,460	Cash
29-10-2008	Purchase	3,004	26.07	10	78,314	Cash
03-11-2008	Purchase	2,933	26.48	10	77,666	

Date of Transaction	Nature of Transaction	Number of Equity Shares	Price (Per Share) (₹)	Face Value per share (₹)	Issue/Acquisition/ (Sale) Price (₹)	Consideration (Cash, other than cash etc.)
18-07-2013	Purchase	430	57.29	10	24,635	Cash
19-07-2013	Purchase	140	57.34	10	8,028	Cash
24-07-2013	Purchase	100	57.64	10	5,764	Cash
25-07-2013	Purchase	1,000	57.64	10	57,640	Cash
26-07-2013	Purchase	201	57.64	10	11,586	Cash
29-07-2013	Purchase	2,049	57.64	10	118,104	Cash
30-07-2013	Purchase	620	57.64	10	35,737	Cash
17-06-2015	Purchase	60,000	60.57	10	36,34,200	Cash
17-11-2015	Conversion of Warrants	3,00,000	53.23	10	1,59,69,000	Cash
14-12-2015	Purchase	21	454.93	10	9,554	Cash
14-01-2016	Bonus	5,33,050	-	10	-	-
18-01-2017	Sale	-25,000	252.37	10	63,09,231	Cash
24-11-2017	Sale	-90	511.21	10	46,009	Cash
12-12-2017	Sale	-1,500	477.80	10	7,16,700	Cash
15-12-2017	Sale	-2,000	492.77	10	9,85,540	Cash
19-03-2020	Purchase	5,000	195.49	10	9,77,449	Cash
Total number of Equity Shares						15,75,560
Maximum number of Equity Shares intended to be tendered						3,37,500

iv) AMISHA HIMATSINGKA (Amisha Himatsingka Family Trust)

Date of Transaction	Nature of Transaction	Number of Equity Shares	Price (Per Share) (₹)	Face Value per share (₹)	Issue/Acquisition/ (Sale) Price (₹)	Consideration (Cash, other than cash etc.)
02-07-2016	Gift from Basant Kabra	1,00,000	-	10	0.00	-
15-07-2016	Gift from Rohini Himatsingka	31,500	-	10	0.00	-
Total number of Equity Shares						1,31,500
Maximum number of Equity Shares intended to be tendered						1,31,500

v) BASANT KABRA

Date of Transaction	Nature of Transaction	Number of Equity Shares	Price (Per Share) (₹)	Face Value per share (₹)	Issue/Acquisition/ (Sale) Price (₹)	Consideration (Cash, other than cash etc.)
25-09-1992	Allotment	4,500	13.00	10	68,500	Cash
07-04-1996	Purchase	19,500	11.15	10	2,17,425	Cash
13-04-1996	Purchase	2,000	14.00	10	28,000	Cash
23-04-1996	Purchase	50	12.65	10	633	Cash
26-04-1996	Purchase	400	12.61	10	5,045	Cash
10-05-1996	Purchase	200	12.65	10	2,530	Cash
14-05-1996	Purchase	1,100	12.60	10	13,865	Cash
25-05-1996	Purchase	1,300	12.57	10	16,345	Cash
06-06-1996	Purchase	2,100	12.65	10	26,565	Cash
20-06-1996	Purchase	100	12.65	10	1,265	Cash
21-06-1996	Purchase	1,700	12.15	10	20,655	Cash
26-09-1996	Purchase	3,300	8.25	10	27,210	Cash
03-10-1996	Purchase	1,900	7.98	10	15,160	Cash
10-10-1996	Purchase	1,000	7.53	10	7,525	Cash
17-10-1996	Purchase	1,900	7.44	10	14,135	Cash
24-10-1996	Purchase	2,300	7.80	10	17,945	Cash
06-11-1996	Purchase	300	7.65	10	2,295	Cash
05-12-1996	Purchase	1,600	7.77	10	12,435	Cash
12-12-1996	Purchase	600	7.70	10	4,620	Cash
02-01-1997	Purchase	1,100	7.70	10	8,470	Cash
09-01-1997	Purchase	500	7.90	10	3,950	Cash
06-01-2000	Purchase	5,400	10.41	10	56,214	Cash
20-01-2000	Purchase	7,800	10.33	10	80,574	Cash
25-03-2000	Purchase	500	11.00	10	5,500	Cash
20-04-2000	Purchase	34,100	7.68	10	2,61,888	Cash
27-04-2000	Purchase	2,000	7.65	10	1,53,000	Cash
10-06-2000	Purchase	1,000	8.57	10	8,570	Cash
03-08-2000	Purchase	3,800	8.70	10	33,220	Cash
17-08-2000	Purchase	1,200	9.03	10	10,836	Cash
24-08-2000	Purchase	2,600	9.22	10	23,972	Cash
31-08-2000	Purchase	1,900	8.91	10	16,929	Cash
07-09-2000	Purchase	200	8.85	10	1,770	Cash
14-09-2000	Purchase	4,300	9.05	10	38,915	Cash
29-09-2000	Purchase	300	9.05	10	2,715	Cash
12-10-2000	Purchase	300	8.48	10	2,544	Cash
09-01-2001	Purchase	100	10.60	10	1,060	Cash
19-02-2001	Purchase	6,500	10.00	10	65,000	Cash
29-03-2001	Purchase	2,200	8.61	10	18,942	Cash
04-04-2001	Purchase	2,000	8.80	10	17,600	Cash
19-04-2001	Purchase	200	7.91	10	1,582	Cash
25-10-2001	Purchase	8,899	46.85	10	48,990	Cash
01-11-2001	Purchase	3,000	10.09	10	34,305	Cash
18-06-2002	Purchase	2,000	15.70	10	31,400	Cash
19-06-2002	Purchase	200	15.70	10	3,140	Cash
27-09-2002	Purchase	1,000	15.58	10	15,580	Cash
01-10-2002	Purchase	1,499	15.84	10	23,744	Cash
03-10-2002	Purchase	400	15.15	10	6,060	Cash
13-11-2002	Purchase	1,500	16.22	10	24,330	Cash
14-11-2002	Purchase	500	15.86	10	7,930	Cash
15-11-2002	Purchase	200	15.85	10	3,170	Cash
14-01-2003	Purchase	1,500	16.10	10	24,150	Cash
26-02-2003	Purchase	3,500	16.05	10	56,175	Cash
29-04-2003	Purchase	2,423	25.98	10	62,950	Cash
29-03-2008	Purchase	3,717	46.85	10	1,74,141	Cash
31-03-2008	Purchase	3,000	47.12	10	1,41,360	Cash
01-04-2008	Purchase	2,081	49.40	10	1,02,801	Cash
02-04-2008	Purchase	1,489	50.44	10	75,105	Cash
03-04-2008	Purchase	2,245	50.23	10	1,12,766	Cash
04-04-2008	Purchase	480	48.62	10	23,338	Cash
22-07-2008	Purchase	50	36.09	10	1,805	Cash
29-08-2008	Purchase	1,209	39.10	10	47,272	Cash
12-09-2008	Purchase	2,909	39.35	10	1,14,469	Cash
19-09-2008	Purchase	565	37.53	10	21,204	Cash
17-03-2011	Conversion of warrants	75,000	36.25	10	27,18,750	Other than cash
17-03-2011	Purchase	8,128	36.25	10	2,94,640	Cash
28-03-2012	Purchase	3,000	31.60	10	94,800	Cash
29-03-2012	Purchase	3,000	37.36	10	1,12,080	Cash
14-05-2012	Purchase	5,460	38.08	10	2,07,917	Cash
17-06-2015	Preferential Allotment	55,000	53.60	10	29,48,000	Cash
17-11-2015	Preferential Allotment	3,00,000	53.23	10	1,59,69,000	Cash
14-01-2016	Bonus	3,15,044	-	10	-	-
13-06-2016	Gift to Ritu Joshi	-1,00,000	-	10	-	-
02-07-2016	Gift to Amisha Himatsingka	-1,00,000	-	10	-	-
16-09-2016	Gift to Yashree Himatsingka	-21,000	-	10	-	-
18-01-2017	Sale	-25,000	252.37	10	63,09,250	Cash
24-11-2017	Sale	-6,000	511.21	10	30,74,502	Cash
12-12-2017	Sale	-2,000	477.80	10	9,85,545	Cash
15-12-2017	Sale	-1,500	492.77	10	7,16,702	Cash
06-08-2019	Purchase	10,000	211.53	10	21,15,300	Cash
13-08-2019	Purchase	243	226.98	10	55,156	Cash
14-08-2019	Purchase	159	227.57	10	36,184	Cash
16-03-2020	Purchase	845	206.99	10	1,74,907	Cash
18-03-2020	Purchase	5,000	195.41	10	9,77,050	Cash
Total number of Equity Shares						7,05,879
Maximum number of Equity Shares intended to be tendered						3,37,500

vi) PUSHPA KABRA

Date of Transaction	Nature of Transaction	Number of Equity Shares	Price (Per Share) (₹)	Face Value per share (₹)	Issue/Acquisition/ (Sale) Price (₹)	Consideration (Cash, other than cash etc.)
27-09-1991	Allotment	1,750	100.00	10	1,75,000	Cash
10-11-1992	The Equity Shares of the Company having face value of ₹100/- was sub divided into 10 Equity Shares of face value ₹10/- each and accordingly post sub division the total number of Equity Shares was 17500					
21-08-1993	Allotment	20,000	10.00	10	2,00,000	Cash

Date of Transaction	Nature of Transaction	Number of Equity Shares	Price (Per Share) (₹)	Face Value per share (₹)	Issue/Acquisition/ (Sale) Price (₹)	Consideration (Cash, other than cash etc.)
02-12-1993	Allotment	70,000	10.00	10	7,00,000	Cash
03-03-1995	Purchase	400	30.00	10	12,000	Cash
22-04-1995	Rights Issue	50,100	30.00	10	15,03,000	Cash
29-07-1996	Purchase	100	9.55	10	955	Cash
29-07-1996	Purchase	300	9.65	10	2,895	Cash
31-07-1996	Purchase	800	9.10	10	7,280	Cash
15-07-1998	Purchase	835	6.29	10	5,250	Cash
12-03-1999	Purchase	1,100	9.73	10	10,701	Cash
12-06-1999	Purchase	2,000	9.11	10	18,210	Cash
12-06-1999	Purchase	1,100	9.19	10	10,110	Cash
16-09-1999	Purchase	2,200	7.00	10	15,390	Cash
04-11-1999	Purchase	500	8.65	10	4,325	Cash
25-11-1999	Purchase	1,300	8.20	10	10,855	Cash
16-12-1999	Purchase	2,500	12.10	10	30,262	Cash
22-12-1999	Purchase	1,500	11.11	10	16,658	Cash
23-12-1999	Purchase	800	10.01	10	8,004	Cash
27-04-2000	Purchase	20,000	7.65	10	1,53,000	Cash
18-04-2001	Purchase	8,600	7.80	10	67,080	Cash
20-04-2001	Purchase	4,100	7.80	10	31,980	Cash
23-04-2001	Purchase	2,465	7.80	10	19,227	Cash
28-11-2001	Purchase	13,100	16.09	10	2,10,635	Cash
17-04-2003	Purchase	3,742	21.30	10	79,705	Cash
21-04-2003	Purchase	8,025	22.12	10	1,77,529	Cash
22-04-2003	Purchase	3,000	22.43	10	67,280	Cash
23-04-2003	Purchase	5,750	23.11	10	1,32,877	Cash
16-11-2004	Purchase	6,179	39.43	10	2,43,504	Cash
17-11-2004	Purchase	2,220	36.73	10	81,531	Cash
18-11-2004	Purchase	2,000	38.24	10	76,476	Cash
24-03-2008	Purchase	3,134	42.61	10	1,33,540	Cash
25-03-2008	Purchase	12,500	43.11	10	5,38,875	Cash
22-08-2008	Purchase	7,802	37.93	10	2,95,903	Cash
26-08-2008	Purchase	1,584	39.74	10	62,949	Cash
27-08-2008	Purchase	1,030	39.35	10	40,528	Cash
28-08-2008	Purchase	1,011	38.74	10	39,167	Cash
06-05-2009	Purchase	60,000	28.84	10	17,30,400	Cash
22-10-2009	Purchase	1,25,000	29.75	10	37,18,750	Cash
17-03-2011	Conversion of Warrants	1,00,000	36.25	10	36,25,000	Other than cash
28-03-2012	Purchase	698	31.90	10	22,264	Cash
29-03-2012	Purchase	9,302	35.84	10	3,33,389	Cash
02-04-2012	Purchase	3,365	34.60	10	1,16,428	Cash
03-04-2012	Purchase	5,216	35.91	10	1,87,323	Cash
11-04-2012	Purchase	3,019	36.09	10	1,08,551	Cash
30-05-2012	Purchase	3,502	34.49	10	1,20,784	Cash
01-06-2012	Purchase	1,350	34.99	10	46,697	Cash
04-06-2012	Purchase	80	33.58	10	2,686	Cash
06-06-2012	Purchase	2,074	35.05	10	72,702	Cash
09-07-2012	Purchase	1,940	39.86	10	77,328	Cash
10-07-2012	Purchase	1,666	42.55	10	70,881	Cash
27-07-2012	Purchase	4,771	40.00	10	1,90,824	Cash
30-07-2012	Purchase	2,098	40.00	10	83,920	Cash
10-11-2012	Preferential Allotment	1,01,000	37.84	10	38,21,840	Cash
17-06-2015	Preferential Allotment	60,000	54.32	10	32,59,440	Cash
17-11-2015	Conversion of Warrants	2,00,000	53.23	10	1,06,46,000	Other than cash
14-01-2016</						

(g) of the Companies Act read with regulation 4(i) of the SEBI Buyback Regulations. The amounts of share capital and free reserves have been extracted from Audited Financial Statements.

iii. The Board of Directors in their meeting held on July 31, 2023 has formed the opinion, as specified in Clause (i) of Schedule 1 to the Regulations, on reasonable grounds and the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of passing the Board meeting resolution dated July 31, 2023.

Restriction on Use

11. Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.

12. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations: (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the SEBI Buyback Regulations; (ii) to enable the Board of Directors of the Company, public announcement, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited as applicable, and (iii) for onward submission to Keynote Financial Services Limited, Manager to Buyback and should not be used, referred to or distributed for any other purpose or to any other persons other than our prior written consent.

13. We, Jhavar Mantri & Associates, Chartered Accountants do not accept or assume any liability or duty of care for any other purpose or to any other persons to whom this report, or Public Announcement which includes our report, is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For: Jhavar Mantri & Associates
Chartered Accountants
Firm Registration No: 113221W

Nareish Jhavar
(Partner)
Membership No. 045145
UDIN: 230451456GUW1972

Place: Navi Mumbai
Date: July 31, 2023

Annexure I – Statement of Permissible Capital Payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) of the Companies Act, 2013, as amended (the "Companies Act") and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on audited standalone and audited consolidated financial statements as at March 31, 2023.

Control Print Limited

(₹ In Lakhs)

Particulars as on March 31, 2023	Standalone	Consolidated
Paid up Equity Share Capital		
(1.63,31,712 shares of ₹10/- each fully paid up)	1,633.17	1,633.17
Retained Earning	20,413.92	20,084.14
General Reserve	999.12	999.12
Securities Premium	5,174.71	5,174.71
Total Free Reserves	26,677.31	26,341.53
Total paid up equity capital & free reserves	28,220.92	27,891.14
Maximum amount permissible for Buy-back under section 68(2)(c) of the act i.e. 25% of the total paid up capital and free reserves.	7,055.23	6,972.79
Maximum amount permissible by Board Resolution based on audited financial statements for the year ended March 31, 2023, i.e. 10% of the total paid up capital and free reserves	2,822.09	2,789.11
Maximum amount permitted by Board Resolution dated July 31, 2023, approving buyback, based on audited financial statements for the year ended March 31, 2023.		2700.00

For Control Print Limited

Sd/-

Basant Kabra
Managing Director

Place: Mumbai
Date: July 31, 2023

Unquote

14. RECORD DATE AND SHAREHOLDERS' ENTITLEMENT

- a) As required under the Buyback Regulations, the Company has fixed August 10, 2023 as the record date (the "Record Date") for determining the entitlement and names of the shareholders holding Equity Shares of the Company who will be eligible to participate in the Buyback. In due course, eligible Shareholder(s) holding Equity Shares as on the Record Date, will receive a letter of offer (the "Letter of Offer") along with a tender / offer form indicating the entitlement of the shareholder for participating in the Buyback.
- b) The Equity Shares to be bought back as a part of the buyback is divided in two categories:
 - i) Reserved category for Small Shareholders; and
 - ii) General category for all other shareholders.
- c) As defined in Regulation 2(1) (n) of the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on BSE or NSE (as applicable, contingent on highest trading volume in respect of Equity Shares) as on the Record Date, of not more than ₹2,00,000/- (Rupees Two Lakhs only).
- d) In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.
- e) On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs.
- f) The equity shares tendered as per the entitlement by Members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to tender offer under Buyback" notified by SEBI vide circular CIR/CFD/POLICYCELL1/2015 dated April 13, 2015 as amended via circular no. CFD/DCR2/ CIR/P/2018/131 dated December 9, 2018 and SEBI circular CFD/DCR-III/CIR/P/2021/1615 dated August 13, 2021, including any amendments therein.
- g) The final number of Equity Shares the Company will purchase from the Shareholders will be based on the Equity Shares tendered. Accordingly, in the event of the overall response to the tender offer being in excess of Buyback Offer Size, the Company may not purchase all the Equity Shares tendered by the Shareholders over and above their entitlement.
- h) After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in no category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Shareholders in that category, and thereafter from Shareholders who have tendered over and above their entitlement in other category.
- i) In accordance with the Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the small shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (small shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc., with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- j) The Shareholders' participation in the Buyback will be voluntary. The Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Shareholders may also tender a part of their entitlement. The Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the short fall created due to non-participation of some other Shareholders, if any.
- k) The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares

- held in that demat account.
 - l) If the Buyback entitlement for any Eligible Shareholder is not a round number (i.e. not a multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 Equity Share may tender additional Equity Shares as part of the Buyback and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered additional Equity Shares.
 - m) The buy-back from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs), and members of foreign nationality, if any, etc. shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (a "RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident Shareholders.
 - n) The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified under the SEBI Circulars. Eligible Shareholders will receive a letter of offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback.
 - o) Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which will be sent in due course to the Shareholders as on Record Date. Eligible Shareholders who have registered their email IDs with the depositories (i) the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at a physical mentioned at para 19/20 below.
- 15. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK PROCESS:**
- a) The Buyback is open to all Eligible Sellers / beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who BSE from the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders").
 - b) The Shares of the company are listed on both the Stock Exchanges (i.e. on BSE and NSE). The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circular ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the Buy-Back Regulations and as may be determined by the Board (including the Buyback Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
 - c) For implementation of the Buyback, the Company has appointed Keynote Capital as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through Stock Exchange Mechanism for the Buyback. The contact details of the Company's Broker are as follows:

KEYNOTE

Keynote Capitals Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028
Contact Person: Alpesh Mehta, Tel: +91 22 6826 6000-3
Email: alpesh@keynoteindia.net, Website: www.keynoteindia.net
SEBI Reg No: IN2000241530

- d) The Company will request BSE to provide the separate Acquisition Window to facilitate placing of bid by Eligible Sellers who wish to tender Equity Shares in the Buyback. The details of the platform will be as specific as possible. In the event of the Shareholders (Brokers) of any Eligible Shareholder is not registered with BSE/NSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stockbroker and can register themselves by using quick unique client code ("UCC") facility through the BSE/NSE registered stock broker (after submitting all details as may be required by such BSE/NSE registered stockbroker in compliance with applicable law).
 - e) Participation in the Buyback by Eligible Shareholders will trigger tax on distributed income to shareholders in India and such tax will be discharged by the Company. Its may trigger capital gains taxation in hands of the shareholders in their country of residence, if outside India. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
 - f) The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Seller Member through which the Equity Shareholder places the bid.
 - g) Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as "one" bid for the purposes of acceptance.
 - h) The cumulative quantity tendered shall be made available on the website of BSE/NSE (www.bseindia.com /www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
 - i) The Company will not accept Equity Shares tendered for Buyback which under restraint order of the court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 16. PROCEDURE TO BE FOLLOWED BY REGISTERED/ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN THE DEMATERIALIZED FORM:**
- a) Eligible Shareholders who wish to tender their Equity Shares in the dematerialized form under Buyback would have to do so through their respective Seller Member by indicating to them the details of Equity Shares they intend to tender under the Buyback.
 - b) The Seller Member would be required to place a bid on behalf of the Shareholders who wish to tender Equity Shares in the Buy Back using the Acquisition Window of the Stock Exchange.
 - c) The lien shall be marked by the Seller Member in the demat Account of the Shareholders for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the shareholder shall be provided by the Depositories to Clearing Corporation.
 - d) In case, the Shareholders Demat Account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the shareholders at source depository to Clearing Member/Clearing Corporation account at target Depository. Source Depository shall block the Shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
 - e) For Custodian Participant orders, for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.
 - f) Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the Exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
 - g) It is clarified that in case of dematerialized Equity Shares, non-receipt of the completed tender form and other documents, but if the lien is marked successfully in the depository system and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted.
- 17. PROCEDURE TO BE FOLLOWED BY REGISTERED SHAREHOLDERS HOLDING EQUITY SHARES IN THE PHYSICAL FORM:**
- a) In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buy-back offer/ open offer/delisting" dated February 20, 2020, and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:
 - b) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for fulfillment procedures to be carried out including the (i) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s) (Form SH-4 duly filled and signed by the transferors (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iv) self-attested copy of the shareholder's PAN Card, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholding has deceased, etc., as applicable. In addition, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
 - c) The Seller Member/Shareholder has to deliver the original share certificate(s) & documents (as mentioned above) along with TRS either by registered post or courier or hand delivery to the Registrar to the Buyback (i.e. Bighare Services Pvt. Ltd., the Registrar) (at the address mentioned at paragraph 20) on or before the closing date. The envelope should be superscribed as "Control Print Limited-Buyback". One copy of the TRS will be retained by the Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member/Shareholder.
 - d) Based on these documents, the concerned Seller Member shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form using the Acquisition Window of BSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholders in the demat form. The TRS shall be marked as "Physical Form". No. of Equity Shares tendered etc.
 - e) Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for buyback by the Company shall be subject to verification of the original share certificate (s) and documents as per the Buy-Back Regulations and any further directions issued in this regard. Registrar to the Buyback will verify

such bids based on the documents submitted on a daily basis and till such time BSE ("Designated Stock Exchange") shall display such bids as "Unconfirmed Physical Bids". Once, Registrar to the Buyback confirms the bids it will be treated as "Confirmed Bids".

f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholder should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

g) An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

h) The cumulative quantity of Equity Shares tendered under the Buyback shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the tendering period.

18. METHOD OF SETTLEMENT

- 1. Upon finalization of the basis of acceptance as per Buy-Back Regulations:
 - a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
 - b) The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payment to the respective Shareholders. If the respective Shareholder's bank account details are not available or if the fund transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such respective Shareholders.
 - c) In case of Eligible Shareholder where there are specific RBI and other regulatory requirements pertaining to funds pay-out, which do not get to settle through custodians, the funds pay-out would be given to their respective Seller Members settlement bank account for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the Registrar to the Buyback.
 - d) Details in respect of shareholder's entitlement to tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On Settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
 - e) In the case of Inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target Depository. Source Depository will not be able to release the lien without a release of IDT message from Target Depository. Further, release of IDT message shall be sent by target Depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with funds pay-out, which do not get to settle through custodians, the funds pay-out would be given to their respective Seller Members settlement bank account for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the Registrar to the Buyback.
 - f) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted equity shares in case the equity shares accepted by BSE from the Record Date were less than the equity shares tendered in the Buyback by the equity shareholders holding equity shares in the physical form.
 - g) The Equity Shares bought back in the demat form would be transferred to the special demat account of the Company ("Demat Escrow Account") opened for the Buyback by the Manager.
 - h) Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges, and expenses (including brokerage) that may be levied by the Seller Member upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholders.
 - i) The Seller Member would issue contract note & pay the consideration for the Equity Shares accepted under the Buyback and will unblock the excess unaccepted Equity Shares. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
 - j) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
 - k) The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-Back Regulations.

19. COMPLIANCE OFFICER

The Company has designated Akshay Satasiya as the Compliance Officer for the Buyback. The contact details are as given below:

Name	Akshay Satasiya
Designation	Company Secretary & Compliance Officer
Address	C 106, Hind Saurashtra Industrial Estate, Andheri Kuria Road, Marol Naka, Andheri East, Mumbai, Maharashtra, 400099
Email	companysecretary@controlprint.com
Contact	022-28590065 / 66938900

In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer from Monday to Friday between 10.00 am & 5.00 pm on all working days, at the above mentioned address.

20. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

The Company has appointed Bighare Services Pvt. Ltd. as the Registrar to the Buyback. Their contact details are as under:

Bighare Services Private Limited.
56-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093
Tel: No. 022 - 40430200 / 62638200, Email: buybackoffer@bighareonline.com
Website: www.bighareonline.com, Contact Person: Jibu John
SEBI Registration No.: IN2000013365, Validity Period: Permanent
UDIN: U9999MH1199ATC076534

In case of any query, the Shareholders may contact the Registrar to the Buyback, from Monday to Friday between 10.00 am & 5.00 pm on all working days at the above mentioned address.

21. MANAGER TO THE BUYBACK

The Company has appointed Keynote Financial Services Limited as Manager to the Buyback. Their contact details are as under:

KEYNOTE

Keynote Financial Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400 028
Tel: 022 - 6826 6000, Email: mbd@keynoteindia.net, Website: www.keynoteindia.net
Contact Person: Suna Thomas
SEBI Registration No.: INM 000003606

In case of any query, the Shareholders may contact the Manager to the offer, from Monday to Friday between 10.00 am & 5.00 pm at the above-mentioned address.

22. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Regulation 24(a) of the Buy-Back Regulations, the Board of Directors of the Company accept responsibility for all the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.

For and on behalf of Board of Directors of

Control Print Limited		
Sd/-	Sd/-	Sd/-
Basant Kabra Managing Director	Shiva Kabra Jr Managing Director	Akshay Satasiya Company Secretary and Compliance Officer

Place: Mumbai
Date: August 01, 2023

CONCEPT