



**Control
Print
(India)
Limited**

Board of Directors

Mr. Basant S. Kabra *Chairman & Managing Director*
Mr. R. S. Agrawal
Mr. Ashok Lohiya
Mr. S. S. Jangid
Mr. Anirudha B. Joshi
Mr. Gaurav Himatsingka
Mr. Shiva Kabra *Wholetime Director (w.e.f. 1st July, 2006)*

Management Team

Mr. Basant S. Kabra *Managing Director*
Mr. Shiva Kabra *Wholetime Director*
Mr. U.S. Rathi *Executive Director-Operations*

Company Secretary

Mr. Piyush Shah

Auditors

M/s. Dosi & Jain,
Chartered Accountants
Mumbai - 400 021

Registered Office

C-106, Hind Saurashtra Ind. Estate,
Andheri-Kurla Road, Marol Naka,
Mumbai - 400 059.

Registrar & Share Transfer Agent

Sharepro Services (India) Pvt. Ltd.,
Satam Estate, 3rd Floor,
Above Bank of Baroda,
Cardinal Gracious Road, Chakala,
Andheri (E), Mumbai - 400 099.

Legal Advisors

M/s. Parimal K. Shroff & Co.
Advocates Solicitors & Notary,
Mumbai - 400 023.

Works

3-4-5, Highway Industrial Estate,
Off. Western Express Highway,
Village Sativali, Taluka Vasai,
District Thane - 401 208 (Maharashtra)

16th
annual
report
2007
2008



**Control
Print
(India)
Limited**

**16th
annual
report
2007
2008**

Contents	Page
About the Company	1
Highlights	2
Notice	5
Directors' Report	14
Report on Corporate Governance	22
Auditors' Certificate on Corporate Governance	36
Auditors' Report & Annexure	39
Balance Sheet	42
Profit & Loss Account	43
Schedules & Notes on Accounts	44
Cash Flow Statment	56
Balance Sheet Abstract	57



**Control
Print
(India)
Limited**

Our Company

Control Print began operations in 1991 with a dream of bringing Indian Packaging at par with international benchmarks in terms of Coding & Marking. Today, no other company offers more alternatives to code packages and products. We have been bringing the world's best technologies in Coding & Marking in India long before globalization became a fashion.

Our solutions include the simplest Contact Coders, superior Hot Melt Ink Coders, specialized Metal Marking systems, sophisticated Inkjet Coders, Thermal Transfer Overprinters, Print & Apply systems, and Laser Coders along with the necessary consumables, spares, training and unparalleled pre & post sales service support.

With our best in class products, years of experience across a spectrum of industries & applications, unparalleled sales & service support, and focus on customer satisfaction we are the preferred partner of choice for hundreds of Indian companies, from the largest multinationals to the smaller, niche local manufacturers.

Our Objectives

Control Print was listed on the Bombay Stock Exchange in 1993. Over the years we have demonstrated considerable progress in the areas of operational excellence, operating profits, infrastructure and net worth. We aim to continue this growth over the coming years and exceed the expectations of all our stakeholders-returns for our investors, unsurpassed satisfaction for our customers and the right working environment and opportunities for personal and professional growth for our employees.

Looking Ahead

Control Print is at the right place at the right time. With continuous advancements in packaging technology and automation and a commitment from our customers to provide world class products with world class packaging to the end consumer, the Indian Coding & Marking market is poised for continued growth over the coming years. We will continue to invest and innovate in the coming years in order to maintain our position as the undisputed Indian Coding & Marking leader.

Besides the Coding & Marking market, our Company is also focusing on developing digital printing systems for various markets & applications including packaging applications, speciality industrial applications, textile printing and security printing. We have set up a manufacturing plant at Nalagarh, Himachal Pradesh for the manufacture of our full Contact Coder range and related consumables and later for advanced digital printing systems.

**16th
annual
report
2007
2008**



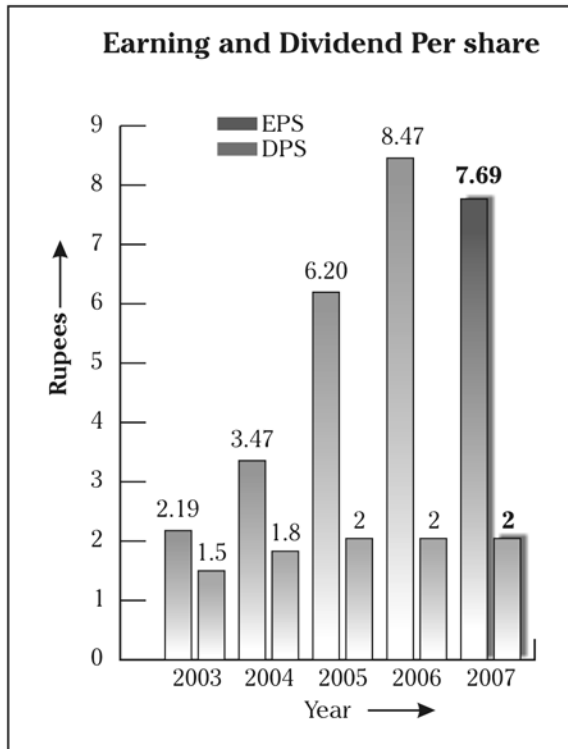
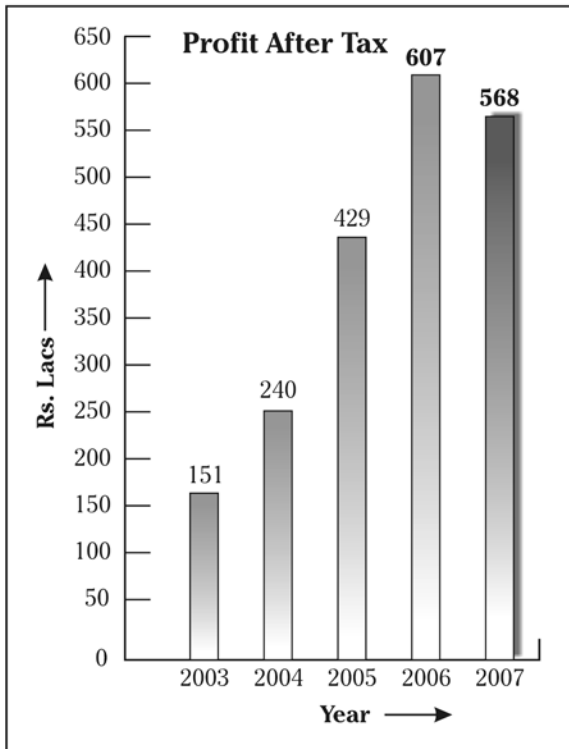
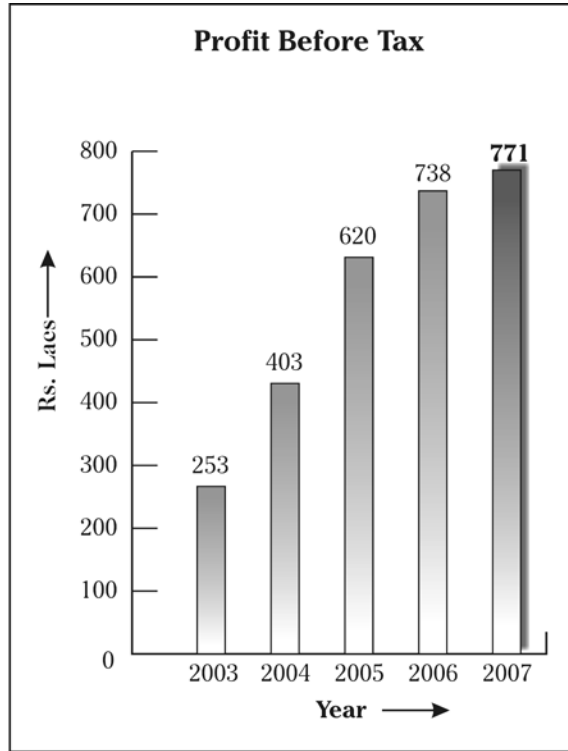
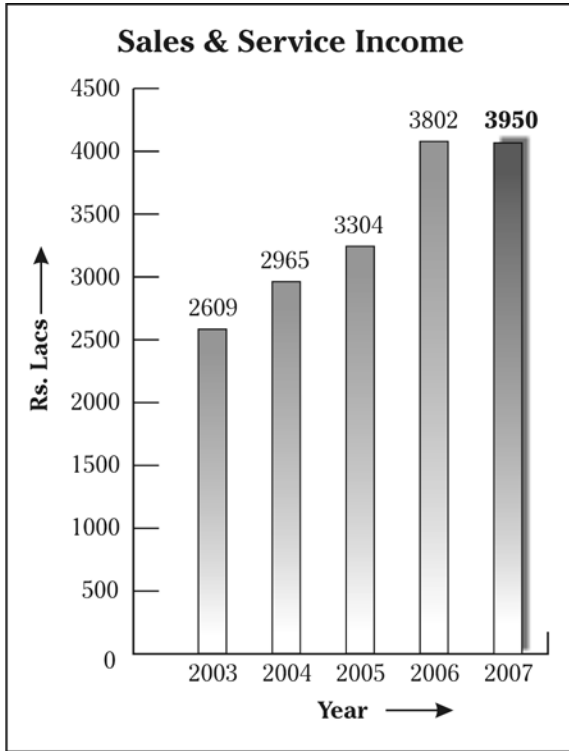
FINANCIAL HIGHLIGHTS

Rupees in Lakhs

	2006-07	2005-06	2004-05	2003-04	2002-03
Gross Revenue	4181.89	4185.06	3394.13	2973.82	2611.52
Profit Before Taxes	771.05	738.22	620.45	403.82	253.23
Profit After Taxes	568.08	607.32	429.07	240.40	151.90
Dividend	147.69	147.69	138.44	124.60	103.83
Funds Employed	3795.68	3288.21	2548.34	2356.35	2353.23
Net Worth	3560.69	3186.50	2257.66	2064.54	2018.13
Borrowings	132.64	0.00	187.98	176.95	251.78
Debt : Equity Ratio	0.04:1	0.00:1	0.08:1	0.08:1	0.11:1
Net Worth Per Equity Share (Rs. 10/- each) Rs.	48.22	43.15	32.62	29.83	29.16
Earning Per Equity Share (Rs. 10/- each) Rs.	7.69	8.47	6.20	3.47	2.19
Dividend Per Equity Share (Rs. 10/- each) Rs.	2.00	2.00	2.00	1.80	1.50



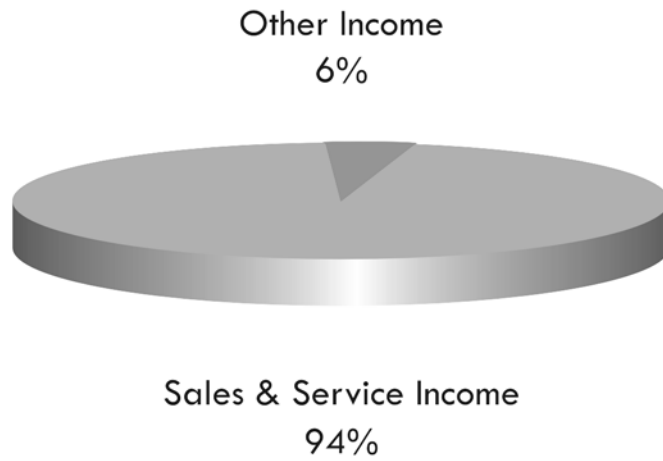
FINANCIAL HIGHLIGHTS



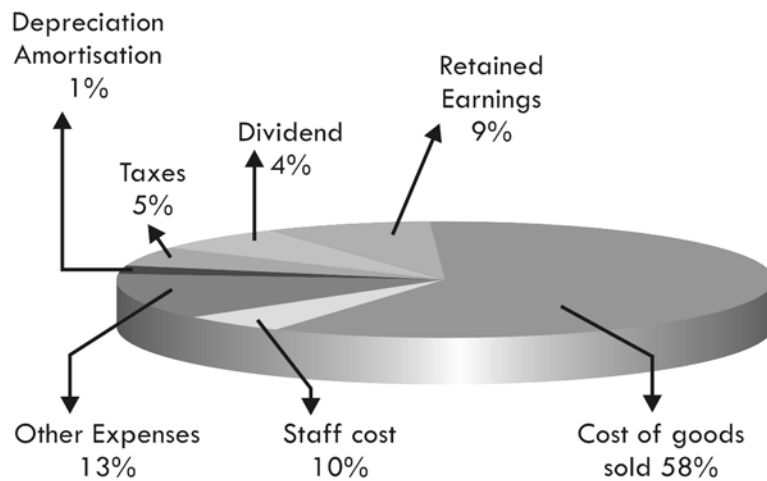


FINANCIAL HIGHLIGHTS

Source of Total Revenue (Rs. 4181 lacs)



Distribution of Total Revenue (Rs. 4181 lacs)





NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of CONTROL PRINT (INDIA) LIMITED will be held on Monday, 24th September, 2007, at Hotel Kohinoor Continental, opp. J. B. Nagar, Andheri-Kurla Road, Mumbai-400 059 at 3.00 p.m. to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2007 and the Profit & Loss Account for the year ended on that date, together with the Reports of the Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March, 2007.
3. To appoint a Director in place of Mr. R.S.Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.
5. To consider and, if thought fit, to pass with or without modification the following resolutions as Special Resolution:

“RESOLVED that as approved by Remuneration Committee and in accordance with the provisions of Section 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) and subject to the approvals as are necessary, consent of the Company be and hereby accorded to increase the remuneration payable to Mr.Shiva Kabra, Wholetime Director of the Company, with effect from 1st April,2007 to 31st March,2010, by modifying the clause 5 of the Agreement dated 29th June,2006 and on terms and conditions as set out in the “Supplemental Agreement” dated 30th June,2007 (the “Supplemental Agreement”), entered into by the Company with Mr.Shiva Kabra, which Supplemental Agreement is placed before this meeting and is hereby specifically approved with liberty to the Board of Directors (“the Board”) of the Company to alter and vary terms and conditions of the said Supplemental Agreement.

A. Salary:

Rs.1,80,000/- (Rupees One lacs Eighty thousands only) per month with such increases as may be decided by the Board of Directors from time to time.

B. Perquisites:

- a) Housing: Furnished accommodation to be provided by the Company



and if the Company's accommodation is not provided, the Wholetime Director shall be entitled to the House Rent Allowance subject to the ceiling of 60% of the salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.

- b) Medical Reimbursement: Reimbursement of medical expenses incurred including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and family.
- c) Leave Travel Concession: For self and family every year, incurred in accordance with the Rules of the Company.
- d) Club Fees: Fees of clubs, subject to the maximum of two clubs.
- e) Personal Accident Insurance/Group Life Insurance: Premium shall be paid as per the Rules of the Company.
- f) Provident /Pension Fund: Contribution to Provident Fund and Pension Fund to the extent such contribution, either singly or put together are exempt under the Income Tax Act, 1961.
- g) Gratuity: Gratuity payable shall be in accordance with the provision of the Payment of Gratuity Act.
- h) Use of Car with Driver for Company's business.
- i) Telephone & Fax Facility at Residence: Telephone & Fax facility shall be provided at the Wholetime Director's residence.
- j) Leave and encashment of unavailed leave as per the rules of the Company.

C. Commission:

Such remuneration by way of commission in addition to the salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year as may be determined by the Board of Directors of the Company at the end of each financial year subject to the overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956.

The aggregate remuneration inclusive of salary, perquisites and commission payable to Wholetime Director shall always be subject to the overall ceiling



laid down in Sections 198 and 309 and other applicable provisions of the Companies Act, 1956.

D. Valuation of Perquisites:

Perquisites / Allowances shall be valued as per Income-tax Rules, wherever applicable and in the absence of any such rules, shall be valued at actual cost.

E. Minimum Remuneration: :

The remuneration as determined aforesaid from time to time shall be paid and the perquisites provided to the Wholetime Director, as minimum remuneration in the event of loss or inadequacy of profit in any financial year, be subject to such limits as may be prescribed in Section II of the said Part II of the said Schedule XIII to the Companies Act, 1956, from time to time.

RESOLVED FURTHER that pursuant to the above mentioned provisions of the Companies Act 1956 and in particular to Section 198 thereof, if required, the remuneration aforesaid be paid and the perquisites be provided to Mr.Shiva Kabra as minimum remuneration in the event of loss or inadequacy of profits in any year subject to such limits as may be prescribed in Section II of the said Part II of the said Schedule XIII to the said Act from time to time.

RESOLVED FURTHER that all other terms and condition other than clause 5 as stated in the Agreement dated 29th June,2006, will remain unchanged.

AND RESOLVED FURTHER that the Board of Directors be and is hereby authorized to take all such steps as may be necessary or desirable to give effect to this resolution.

By Order of the Board of Directors

Piyush Shah
Company Secretary

Mumbai, 30th June 2007

Registered Office:

C-106, Hind Saurashtra Industrial Estate,
Andheri-Kurla Road, Marol Naka, Mumbai – 400 059.



Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.
2. Proxy Form duly completed and stamped, to be effective, must be received by the Company at its Registered Office at least 48 (fortyeight) hours before the time appointed for the meeting.
3. The relevant Explanatory Statements pursuant to Section 173 (2) of the Companies Act, 1956, in respect of Item No.5 of the Notice as set out above, is annexed hereto and forms part of the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 13th September, 2007 to Monday, 24th September, 2007 (both days inclusive).
5. Final dividend on Equity shares as recommended by the Board of Directors for the financial year ended 31st March, 2007, when declared at the Annual General Meeting will be paid to those members whose names appear on the Register of Members of the Company and Statement of Beneficial Ownership furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and to all shareholders in respect of shares held in physical form after giving effect to valid transfers in respect of transfer request lodged with the Company on or before the close of business hours on 13th September, 2007.
6. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of a company is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Members who have not so far encashed the dividend warrants in respect of the Interim Dividend 2001-02 (10%), Interim Dividend 2002-03 (10%), Final Dividend 2002-03 (5%), Interim Dividend 2003-04 (12%), Final Dividend 2003-04 (6%), Interim Dividend 2004-05 (10%), Final Dividend 2004-05 (10%), Interim Dividend 2005-06 (10%) and Final Dividend 2005-06 (10%) are advised to submit their claim to the Company quoting their folio numbers / DP ID Client ID. Please note that as per section 205C of the Companies Act, 1956, no claim shall lie against the Company or the said Fund in respect of individual amounts, which remain unclaimed or unpaid for a period of seven years from the date they first became due



- for payment and no payment, shall be made in respect of any such claims.
7. Members may avail themselves of the facility of nomination in terms of Section 109A of the Companies Act, 1956 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The members holding shares in physical form and desiring to avail of this facility may send their nomination in Form No. 2B duly filled in to the Company's Registrar and Transfer Agent. Members holding shares in demat form may contact their respective depository participants for recording of nomination.
 8. Details as required under Clause 49 VI A of the Listing Agreement with the Stock Exchange in respect of the Director seeking re-appointment at the Annual General Meeting, is separately annexed hereto. The Director seeking re-appointment has furnished the prescribed declaration under the Companies (Disqualification of Directors under section 274(1)(g) of the Companies Act, 1956) Rules, 2003.

Explanatory Statement Pursuant to Section 173 (2) of the Companies Act, 1956

Item No. 5

The Board of Directors of the Company at its meeting held on 23rd May, 2006 had appointed Mr. Shiva Kabra as an Additional Director with effect from 23rd May, 2006 and Shareholders appointed him as Wholetime Director of the Company for a period of five years commencing from 1st July 2006 on terms and conditions as set out in the Agreement dated 29th June, 2006 submitted to this meeting.

The Board considering the potential of Mr. Shiva Kabra and as approved by Remuneration Committee, considers desirable for the Company to avail the expertise and services of Mr. Shiva Kabra, proposed to increase the Remuneration of Wholetime Director and recommends passing of the resolution at Item No.5.

The appointment of Mr. Shiva Kabra is in accordance with the conditions specified in Part I and Part II of Schedule XIII, as provided in Section 269 of the Companies Act, 1956.

Pursuant to Sub clause (B) of Section II of Part II of Schedule XIII and as required therein, information is given hereunder:



I. GENERAL INFORMATION:

- 1) Nature of Industry: Company is in Coding and Marking Business.
- 2) Date or expected date of commencement of commercial production: Company is in this line of business since its incorporation.
- 3) In case of new company, expected date of commencement of activities: Not applicable.
- 4) Financial performance: As given elsewhere in the Annual report.
- 5) Export performance and net foreign exchange earnings : Export turnover for the financial year ended 31st March, 2007 is Rs.32,97,115/-, foreign exchange earnings Rs. 2,81,382/-.

II INFORMATION ABOUT THE APPOINTEE:

- 1) Background details: Mr.Shiva Kabra is graduate in Economics and Mathematics from the Grinnell College, USA and has done MBA Programme from INSEAD, Singapore & France. He has been associated with the Company & Industry for quite some time and has contributed in various restructuring exercises undertaken by the Company on the product portfolio based on analysis of users and product profitability besides his initiatives in launch of new product lines for increase in sales and revenue under the Business Development & Strategy. He had also contributed for the Product Development and in the areas of Project Management.
- 2) Past remuneration: Salary of Rs.60,000/- p.m and other terms of remuneration is as stated in the resolution at item No.5 of the notice.
- 3) Recognition and awards: NIL
- 4) Job profile and his suitability: Mr.Shiva Kabra is holding the office of Whole-time Director and he is responsible for the general conduct and management of the business and affairs of the Company.

Mr.Shiva Kabra has the required qualification and has very good contacts in the Industry and abroad. In view of the growth of the Company, Board of Directors are of the view that he is the suitable person to hold the office of Whole-time Director of the Company.

- 5) Remuneration proposed: As stated in Resolution proposed in the notice at Item No.5.
- 6) Comparative remuneration with respect to industry, size of Company, profile



of the position and person.

Considering the qualification and expertise of Mr.Shiva Kabra, the remuneration is in line with the the Industry standards.

- 7) Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr.Shiva Kabra is son of the Managing Director of the Company and has no other Pecuniary relationship with the company other than being an Whole-time Director.

III OTHER INFORMATION:

- 1) Reasons of loss or inadequacy profits: There is no inadequacy of profits in the year under review.
- 2) Steps taken or proposed to be taken for improvement: Not applicable.
- 3) Expected increase in productivity and profits in measurable terms: Not applicable.

IV DISCLOSURES:

- 1) The shareholders of the Company shall be informed of the remuneration package of the managerial person:
- 2) Disclosures to be made in Board of Directors Report : Necessary Disclosures is made in the annual report.

Pursuant to Part III of the said Schedule, the approval of the shareholders is sought in the Annual General Meeting being convened, by the Notice to which this Explanatory Statement is annexed for this appointment and for payment of remuneration by way of salary, perquisites, commission and other allowances upto the limit as presently provided for in Section 1 of Part II of the said Schedule and for minimum remuneration upto the limits as may be prescribed in Section II of Part II from time to time as per the resolution being proposed at Item No.5 of the said Notice. Within the limit, as prescribed, the remuneration will be payable to Mr.Shiva Kabra as agreed to by the Board of Directors with Mr.Shiva Kabra.

In accordance with the provisions of Section 302 of the Companies Act, 1956, the members were sent the abstract of the Agreement with Mr.Shiva Kabra as referred to above.



**Control
Print
(India)
Limited**

A copy of the Agreement dated 30th June,2007 is open for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays, Sundays and Public Holidays upto the date of this Annual General Meeting.

Mr.B.S.Kabra, Managing Director of the Company, father of Mr.Shiva Kabra and Mr.Shiva Kabra himself as Director are concerned or interested in this Resolution.

The Board commends the Resolution for acceptance by the Members.

By Order of the Board of Directors

Piyush Shah
Company Secretary

Mumbai, 30th June, 2007

Registered Office :

C-106, Hind Saurashtra Industrial Estate,
Andheri-Kurla Road, Marol Naka, Mumbai – 400 059.

12

16th
*annual
report*
**2007
2008**



DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT
(In pursuance of Clause 49 of the Listing Agreement)

Particulars	Mr. R. S. Agrawal
Date of Birth	8th June, 1947
Date of Appointment	26th March, 1997
Qualification	Master of Engineering (Chemical)
Experties in specific functional areas	He has made pioneering efforts in developing the market of ABS and SAN RESINS, the first of engineering thermoplastics to be produced in the country. He is member of executive committees of Federation of Indian Chambers of Commerce and Industry
List of companies in which outside Directorship held as on 31st March, 07	1. Lanxess ABS Ltd. 2. Shiva Pharmachem Pvt. Ltd. 3. Geetaganga Investment Pvt. Ltd. 4. Tash Investment Pvt. Ltd. 5. Ankshree Investment & Trading Co. Pvt. Ltd.
Memberships / Chairmanship of committees across public companies as on 31 st March, 2007	Audit Committee Control Print (India) Limited-Member



DIRECTORS' REPORT

To,

The Members of Control Print (India) Limited

The Directors have pleasure in presenting herewith their Report on the business and operations of the Company and the Audited Statements of Accounts for the year ended 31st March, 2007.

Financial Results

(Rs. In lacs)

	<i>Current Year 2006-2007</i>	<i>Previous Year 2005-2006</i>
Sales & Service Income	3949.64	3801.93
Other Income	232.25	383.13
Total Income	4181.89	4185.06
Profit before Depreciation & Tax	890.52	1079.43
Less: Depreciation	50.88	45.46
Extraordinary Item	68.59	295.75
Net Profit before Taxation	771.05	738.22
Less: Provision for Taxation	190.12	118.17
Fringe Benefit Tax	12.21	13.73
Deferred Tax (Assets) / Liability	0.63	(1.00)
Net Profit	568.09	607.32
Earlier years adjustment	(21.10)	(0.39)
	546.99	606.93
Balance brought forward	804.23	565.72
Balance available for appropriation	1351.22	1172.65
Interim Dividend	-	73.85
Proposed Dividend	147.69	73.85
Tax on Dividend	25.10	20.71
Transferred to General Reserve	200.00	200.00
Balance carried to Balance Sheet	978.42	804.24



Dividend

Your directors have recommended a dividend on equity shares @ 20% (Rs.2/- per equity share) for the financial year ended 31st March, 2007. The proposed dividend (including corporate dividend tax) will absorb Rs.172.79 lacs.

Review of Business & Operations

Your Company continues to closely track developments in the packaging industry and particularly in coding and marking segment in order to optimize its business model to cope with the threats and promises these developments hold.

The trial production has commenced from the facility set up by the Company at Nalagarh (Himachal Pradesh) to manufacture "Conprint HRC", a coder based on "Hot Melt Ink" Technology and its consumables like Hot Ink Rolls, etc.. The commercial production will commence in the 1st week of July, 2007.

Directors

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr.R.S.Agrawal retire by rotation at the ensuing Annual General Meeting and is eligible and offer himself for re-appointment.

Mr.Anirudh Joshi has resigned from Board of Director of the Company w.e.f. 30th June, 2007. During his long association with the Company, he has made valuable contribution to the growth of the Company. The Board placed on record its sincere appreciation for the service rendered by Mr.Joshi during his tenure as Director of the Company.

Auditors

M/s. Dosi & Jain, Chartered Accountants, the Statutory Auditors of the Company hold office until the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board recommends their re-appointment.

M/s. Dosi & Jain, pursuant to Section 224(1B) of the Companies Act, 1956 have furnished the certificate of their eligibility for re-appointment.

Auditors Report

Auditor's qualification regarding default in repayment of dues of Financial Institution, the Board of Directors would like to inform you that IDBI had sold the shares provided as collateral security by the Promoters / Guarantors towards repayment of Term Loan liability, which is disputed by the Company and the matter is pending before the Hon'ble High Court of Mumbai. The Company has fully paid the Term Loan and amount recovered by IDBI by selling the shares of Guarantors were unjust and unfair.

Fixed Deposit

The Company has neither invited nor accepted any deposits from public during the



year under review under the Companies (Acceptance of Deposit) Rules, 1975 read with Section 58A of the Companies Act, 1956.

Particulars of Energy, Technology absorption, Foreign Exchange Earnings and Outgo

In accordance with the requirements of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, statement showing particulars with respect to Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo is annexed hereto as **Annexure - A** and form part of this Report.

Particulars of Employees

There was no employee of the Company who was in receipt of remuneration exceeding amount prescribed under the provisions of Section 217(2A) of the Companies Act, read with Companies (Particulars of Employees) Rules, 1975, as amended, for the financial year ended, under review.

Directors' Responsibility Statement

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- a) in the preparation of annual accounts, the applicable accounting standards have been followed alongwith the proper explanation relating to material departures except for leave encashment which is recognized on cash basis;
- b) appropriate accounting policies have been selected and applied consistently, and judgments and estimates are made that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at 31st March, 2007 and of the profits of the Company for the year ended 31st March, 2007;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d) the accounts for the financial year ended 31st March 2007 have been prepared on a going concern basis.

Corporate Governance

As required by the Listing Agreement with the Stock Exchange, a separate section containing Corporate Governance and Management Discussion and Analysis Reports, as approved by the Board of Directors, together with the certificate from the Auditors of the Company confirming the compliance with the requirements of Corporate Governance policies is set out in the annexure forming part of this Annual Report.



**Control
Print
(India)
Limited**

Acknowledgement

The Directors take this opportunity to express their thanks and appreciation for the co-operation and assistance received from the Bankers, Government Authorities, esteemed corporate clients, and all the business associates for the continuous support given by them to the Company. The Directors are thankful to the valued shareholders for their continued support and confidence reposed in the Company and its management.

The Directors also recognize the commitment, contribution and dedications of the company's employees.

For and on behalf of the Board of Directors
B.S.Kabra
Chairman

Mumbai, 30th June, 2007



ANNEXURE A TO THE DIRECTORS' REPORT

Particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo.

A. Conservation of Energy:

- a) Energy conservation measures taken : Adequate
- b) Additional investment and proposals, if any, being implemented for reduction of consumption of energy : Nil
- c) Impact of the measures at (a) and (b) above for Reduction of energy consumption and consequent impact on the cost of production of goods : Normal
- d) Total energy consumption and energy consumption per unit production as per Form A of the Annexure in respect of industries specified in the Schedule thereto. : Form A is not applicable to the Company

B. Technology Absorption:

- e) Efforts made in technology absorption : **as per form B**

C. Foreign Exchange Earning & Outgo:

- f) Activities relating to exports; initiative taken to increase exports; development of new export markets for product and services and export plans; : Company has developed some product and services for export
- g) Total foreign exchange used and earned : Expenditure Rs.15,64,443/-
Earning Rs.2,81,382/-

FORM "B"

(Forming part of Directors Report)

**Form of Disclosures of Particulars with respect to Absorption of Technology,
Research and Development (R & D)**

A. Research & Development (R & D)

1. Specify areas in which R & D carried out by the Company : Nil
2. Benefits derived as a result of the R&D : Nil
3. Future plan of action : Nil
4. Expenditure on R & D
 - (a) Capital
 - (b) Recurring
 - (c) Total
 - (d) Total R & D expenditure as a percentage of total turnover : Nil

B. Technology Absorption, Adaption and Inovation

1. Efforts in brief made towards technology absorption, adaptation and innovation : Technology for Contact Coders & consumables thereof absorbed.
2. Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution, etc. : Import substitution.
3. In case imported technology (imported during last five years reckoned from the beginning of the financial year),
 - (a) Technology imported : Hot Ink Roll Manufacturing technology.
 - (b) Year of Import : 2005
 - (c) Has technology been fully absorbed : Yet to commence production.
 - (d) If not fully absorbed, areas where this has not taken place reason thereof and future plan of action : To commence production in July 2007



MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to clause 49 of the Listing Agreement, the Management Discussion and Analysis Report is as under:

a) Industry structure and developments.

There has been a significant upgradation in the field of Packaging Industry. Today packaging industry is one sector that is developing at never before pace and so is demand for latest Coding & Marking technologies.

b) Opportunities and Threats.

Seeing the globalisation trends and opening of a number of lucrative consumer market sectors in the Indian economy, each player in this market is striving to grab the larger market share in terms of installed base. This has led to pricing war with some aggressive strategies adopted by almost all major players.

c) Product- wise performance.

There has been a moderate growth in the sale of the ink-jet printers. The new "Per print" concept launched during under review have been well received in the market.

The trial production at Nalagarh plant has commenced and commercial production to commence in 1st week of July, 2007.

In additions to Hot Melt Ink Technology, the Company's efforts are in advance stage and negotiating with a few other technologies / product lineups and will be looking to add/ develop the most promising from among them.

d) Outlook, risks and concerns

Outlook for the Company's products is positive, and steady growth is expected in the long term. However, pricing of the printers / machines / consumables etc. shall be under pressure due to competition for getting larger installed base.

REAL ESTATE:

As first step towards diversification, your Directors have pleasure to inform you that your Company intends to enter into the Real Estate development business by end of this financial year. Your directors are planning to develop the Company's property situated at Chandivali, Andheri East, Mumbai.

The Board of Directors periodically reviews and assesses adequacy of risk assessment and minimization procedures so that the risk can be assessed and minimized by taking various remedial measures.

e) Internal control systems

The Company has proper & effective internal control systems in order to ensure



that all systems and procedures are functioning satisfactorily. Proper checks and balances are in place to ensure that transactions are adequately authorized, recorded and reported correctly.

f) Financial performance

During the year 2006-07, Sales and Service Income of the Company was Rs.3949.64 lacs as compared to previous year Rs.3801.93 lacs. Other income, representing interest, dividend and profit on sale of investment stood at Rs.232.25 lacs as against Rs.383.13 lacs in previous year.

Profit before depreciation and tax during the year under review is Rs.890.52 lacs compared to Rs.1079.42 lacs in the previous year. Profit after tax is Rs.568.08 lacs compared to Rs. 607.32 lacs in the previous year.

g) Human Resources

The relations between the employees and the Company remained cordial throughout the year. There has been no material development in Human Resources/ Industrial relations during the period covered by this Annual Report. As on 31st March 2007, the employee strength of the Company was 197.

h) Cautionary Statement

Statements in the Management Discussion and Analysis describing the company's objectives, expectations, predictions and assumptions may be 'forward looking' within the meaning of applicable Securities Laws and Regulations. Actual results may differ materially from those expressed herein. Important factors that could influence the Company's operations include global and domestic economic conditions affecting demand, supply, price conditions, change in Government 's regulations, tax regimes, other statutes and other factors such as litigation and industrial relations, natural calamity etc. over which the company does not have any direct control.



REPORT ON CORPORATE GOVERNANCE

The Report on Corporate Governance for the Financial Year ended 31st March 2007 is given below.

1. Company's philosophy on Code of Governance

Corporate Governance essentially is a set of standards, which aims to improve the company's efficiency, effectiveness and social responsibility. The concept emphasizes on transparency, accountability, independence and integrity of the Management, with focus on public interest in particular. It further inspires and strengthens investor's confidence by ongoing commitment to overall growth of the company.

The Company's Corporate Governance philosophy encompasses not only regulatory and legal requirements, such as the terms of listing agreement with stock exchanges, but also several voluntary practices at a superior level of business ethics, effective supervision and enhancement of shareholders' value.

The Company believes that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in protecting shareholders trust while maximizing long-term corporate value.

2. Board of Directors

The Board of Directors monitors Company performance, approves and reviews policies/ strategies and evaluates management performance. The Board ensures legal and ethical conduct and accurate financial reporting.

a) The Composition of the Board as on 31st March 2007

Name of the Director	Designation & Category	No. of other Directorship*	No. of Committee Membership	
			Member	Chairman
Mr. R. S. Agrawal	Director Non-Executive, Independent	1	2	NIL
Mr. A. K. Lohiya	Director Non-Executive, Independent	NIL	2	NIL
Mr. S. S. Jangid	Director Non-Executive, Independent	NIL	2	2
Mr. B. S. Kabra	Promoter Managing Director, Executive	NIL	NIL	NIL
Mr. A. B. Joshi	Promoter Director, Non-Executive	NIL	NIL	NIL
Mr. G. Himatsingka	Director Non-Executive, Independent	NIL	2	NIL
Mr. Shiva Kabra	Promoter Whole-Time Director, Executive	NIL	NIL	NIL



* Excludes alternate directorship, directorship in private companies, foreign Companies and section 25 companies.

b) Attendance of the Directors at the Meetings of the Board

During the year under review, 6 Board Meetings were held on the following dates:

23rd May 2006, 29th June 2006, 31st July 2006, 22nd September 2006, 26th October 2006 and 31st January, 2007.

The Fifteenth Annual General Meeting was held on 22nd September 2006.

The details of attendance of each Director at the Board Meetings and AGM are given below:

Name of the Director	Number of Board Meetings held during his tenure	Number of Board Meetings attended	Whether attended AGM held on 22nd September 07
Mr. R. S. Agrawal	6	1	No
Mr. A. K. Lohiya	6	1	No
Mr. S. S. Jangid	6	5	Yes
Mr. B. S. Kabra	6	6	Yes
Mr. A. B. Joshi	6	5	Yes
Mr. G. Himatsingka	6	5	No
Mr. Shiva Kabra #	5	5	Yes

Appointed as Additional Director with effect from 23rd May,2006 and appointed Whole-time Director with effect from 1st July,2006.

c) **Board's Responsibilities**

The Board's mandate is to oversee the Company's strategic direction, review and monitor corporate performance, ensure regulatory compliance and safeguard the interests of shareholders.

d) **Role of Independent Directors**

The independent directors play an important role in deliberations at the Board and Committee meetings and bring to the Company their expertise in the fields of finance, management, law and public policy.

e) **Information placed before the Board of Directors**

The minimum information to be made available, so far applicable, in terms of



Clause 49 of the Listing Agreement is made available to the Board of Directors.

f) **Code of Conduct for Board Members and Senior Management**

The Board has laid down a Code of Conduct for all Board members and senior management of the Company.

All Board members and senior management personnel have affirmed compliance with the Code on an annual basis. A declaration to this effect signed by the Managing Director forms part of this Annual Report.

3. **Audit Committee**

The Audit Committee comprises of four Directors, all being independent non-executive Directors. The composition of Audit Committee and attendance of each Director at these meetings are as follows:

Name of the Director	Category	Number of meeting attended
Mr. R. S. Agrawal	Director Non-Executive, Independent	1
Mr. A. K. Lohiya	Director Non-Executive, Independent	1
Mr. S. S. Jangid	Director Non-Executive, Independent	4
Mr. G. Himatsingka	Director Non-Executive, Independent	5

During the period under review, five meetings of Audit Committee were held on 23rd May 2006, 29th June 2006, 31st July 2006, 26th October, 2006 and 31th January 2007.

Two Audit Committee meetings were attended by the Statutory Auditors. The Managing Director and Whole-time Director are invitees at the meetings of the Committee. The Company Secretary acts as the Secretary of the Audit Committee.



4. Remuneration Committee:

The Remuneration Committee comprises of four Directors all being Independent non-executive directors. The Composition of Remuneration Committee is as under.

Name of the Director	Category
Mr. R. S. Agrawal	Director Non-Executive Independent
Mr. A. K. Lohiya	Director Non-Executive Independent
Mr. S. S. Jangid	Director Non-Executive Independent
Mr. G. Himatsingka	Director Non-Executive Independent

The Remuneration Committee was constituted on 28th April,2007.

The details of Remuneration paid to Executive Directors are as under:

Name of the Director	Remuneration paid (Rs.)				Service contract / Notice period / Severance fees
	Basic Salary	Perquisites, Allowance and other benefits	Contribution to Provident Fund	Total	
Mr. B. S. Kabra Managing Director (Re-appointed with effect from 1st January, 2003)	12,00,000	1,68,010	1,44,000	15,12,010	Service contract for five year. Notice Period-2 months Severance Fees - Nil
Mr. Shiva B. Kabra Whole-Time Director (Appointed with effect from 1st July, 2006)	5,40,000	3,24,000	7,020	8,71,020	Service contract for five year. Notice Period-2 months Severance Fees - Nil



The Company has not implemented any Employees Stock Option Scheme for the Directors.

Remuneration to Non-Executive Directors

Sitting fees paid to the Non-Executive Directors is as under:

Name of the Director	Board Meeting (Rs.)	Audit Committee Meeting (Rs.)	Total (Rs.)
Mr. R. S. Agrawal	5,000	5,000	10,000
Mr. A. K. Lohiya	5,000	5,000	10,000
Mr. S. S. Jangid	25,000	20,000	45,000
Mr. A. B. Joshi	20,000	-	20,000
Mr. G. Himatsingka	25,000	25,000	50,000

Equity Shares held by the Directors :

Except as stated hereunder, none of the Non- executive directors held any shares in the Company as on 31st March, 2007.

Name of the Director	No. of Share held
Mr. G. Himatsingka	3,082
Mr. A. B. Joshi	2,56,870
Mr. Ashok Lohiya	10,000

5. Investors Grievance Committee

Investors Grievance Committee is headed by Mr. S. S. Jangid, Non-Executive Director, and Mr. Basant Kabra is its another member. Mr.Piyush Shah, the Company Secretary, is the Compliance Officer.

During the year under review, 19 complaints were received from the shareholders and investors. All the complaints except 3 have generally been solved to the satisfaction of the complainants.

All valid requests for transfer received during the year have been acted upon by the Company and no such transfer is pending.



6. Details of General Body Meetings

I) The details of last three Annual General Meetings held are given below:

Year	Location	Date and Time	Special Resulation(s) Passed
2003-04	Hotel Kohinoor Continental Opp. J. B. Nagar, Andheri Kurla Road, Mumbai 400 059	3rd Sept. 04 4.00 p.m.	Voluntary delisting of the Equity Share of the Compay from The Calcutta Stock Exchange Association Limited and The Stock Exchange, Ahmedabad
2004-05	Hotel Kohinoor Continental Opp. J. B. Nagar, Andheri Kurla Road, Mumbai 400 059	13th Sept. 05 3.00 p.m.	Re-issue of forfeited shares
2005-06	Hotel Kohinoor Continental Opp. J. B. Nagar, Andheri Kurla Road, Mumbai 400 059	22nd Sept. 06 3.00 p.m.	Alteration of Object Clauses of the Memorandum of Association of the Company, Commencement of new business as stated in "Other Object" of the Company.

- II) During the year, a Special Resolution was passed through Postal Ballot pursuant to section 192A of the Companies Act, 1956 to seek approval of the shareholders for Alteration of Object Clause of the Company and Commencement of new business as stated in the "Other Object" clause of the Company as set out in the Explanatory Statement annexed to the Notice which accompanied the Postal Ballot Form circulated to the shareholders.
- III) The Postal Ballot exercise was conducted by the scrutinizer, Mr. Nilesh Shah, a practicing Company Secretary who submitted his report on 27th March 2007.
- IV) The result of the voting on Postal Ballot was announced by the Managing Director on 27th March, 2007 based on the report submitted by the scrutinizer, Mr. Nilesh Shah. The result was outcome of the following voting pattern.



- (A) Special Resolution under Section 17 for alteration of Object Clauses of Memorandum of Association:

Number of valid Postal Ballot Forms received	311
Number of invalid Postal Ballot Forms received	4
Number of valid votes	25,29,756
Votes in favour of the Resolution	25,27,700
Votes against the Resolution	2,056

- (B) Special Resolution under Section 149 (2A) 17 for commencement of business as per alteration of Object Clauses of Memorandum of Association of the Company:

Number of valid Postal Ballot Forms received	311
Number of invalid Postal Ballot Forms received	4
Number of valid votes	25,29,756
Votes in favour of the Resolution	25,27,700
Votes against the Resolution	2,056

The above postal ballot exercise was carried out by the Company by following the procedure set out in section 192A of the Companies Act, 1956 read with the Companies (The passing of the Resolutions by Postal Ballot) Rules, 2001.

- V) The Company during the current year 2007-08 proposes to pass special resolution to create, issue/offer and allot on preferential basis Shares/Warrants to the Promoters by adherence to the guidelines issued by the Securities & Exchange Board of India under its (Disclosure & Investor Protection) Guidelines, 2000 in force and as amended till the relevant date of issue of such Shares/Warrants, subject to the receipt of approval from the shareholders and other applicable authorities, as required.

7. Disclosures

A. Related Party Transactions

The Company follows the following policy in disclosing the related party transactions to the Audit Committee:



- a) A statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit Committee.
- b) Details of material individual transactions with related parties, which are not in the normal course of business, if any, are placed before the Audit Committee.
- c) Details of material individual transactions with related parties or others, which are not on an arm's length basis, if any, are placed before the Audit Committee, together with Management's justification for the same.

B. Disclosures on materially significant related party transactions during the Twelve months period ended on 31st March 2007.

The Company has paid rent of Rs.12,46,692/- to M/s. Silver Plastochem Pvt. Limited for the period under review for its Head Office premises. Mr. B. S. Kabra, Managing Director of the Company is a Director of M/s. Silver Plastochem Pvt. Limited.

C. Risk Management

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risks through means of a properly defined framework.

D. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange (s) or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.

There was no such instance in the last three years.

E. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.

Clause 49 of the Listing Agreement mandates to obtain a certificate from either the Auditors or practicing Company Secretaries regarding compliance of conditions of corporate governance as stipulated in the Clause and annex the Certificate with the Directors' Report, which is sent annually to all the shareholders. The Company has obtained a certificate from its Auditors to this effect and the same is given as an annexure to the Directors' Report.

The Clause further states that the non-mandatory requirements may be implemented as per the discretion of the Company. However, the disclosures of compliance with mandatory requirements and adoption (and compliance)/ non-adoption of the non- mandatory requirements shall be made on need basis.



F. Certificate from the Managing Director and the Chief Financial Officer

Certificate from Mr. B.S. Kabra, Managing Director in terms of Clause 49 (V) of the Listing Agreement with the Stock Exchange for the financial year ended 31st March 2007 was placed before the Board of Directors of the Company in its meeting held on 30th June, 2007.

8. Means of Communication

The Company regularly furnishes / intimates unaudited as well as audited financial results to the Stock Exchange immediately after these are taken on record by the Board.

- * Half yearly report sent to each household of Shareholders : Yes
 - * Quarterly result
Which newspaper normally published in : The Economic Times & Maharashtra Times
Any Website, where displayed : Pursuant to Clause 51 of the Listing Agreement, the quarterly financial results, shareholding pattern, etc. are posted on the Electronic Data Information Filing and Retrieval (EDIFAR) website, namely www.sebiedifar.nic.in maintained by SEBI in association with the National Informatics Centre, within the time frame prescribed in this regard.
- Whether it also displays official News Releases: No
- * Whether any presentation made to Institutional Investors / Analysts : No
 - * Whether the Management Discussion & Analysis Report is part of Annual Report : Yes, it is part of the Annual Report.



9. Shareholders Information

Annual General Meeting	:	Monday, 24th September, 2007
Day, Date and Time	:	at 3.00 p.m.
Venue	:	Hotel Kohinoor Continental, Opp. J.B. Nagar, Andher Kurla Road, Mumbai -400 059.

As required under Clause 49VI(A), particulars of Directors seeking re-appointment are given in the Explanatory Statement to the Notice of the Annual General Meeting to be held on 24th September, 2007.

Financial Calendar (Tentative)

Financial Reporting for the

Quarter ending on 30 th June 2007	:	3 rd / 4 th week of July 2007
Quarter ending on 30 th Sept. 2007	:	3 rd / 4 th week of October 2007
Quarter ending on 31 st Dec. 2007	:	3 rd / 4 th week of January 2008
Year ending on 31 st March 2008	:	3 rd / 4 th week of June 2008
Book Closure Date(s)	:	13th September, 2007 to 24th September, 2007 (both days inclusive)
Dividend Payment Date	:	Dividend if approved, will be paid on or after 24-09-2007.

Listing Details

The Equity Shares of the Company are listed on following Stock Exchanges:-

Name & Address	Script Code
The Stock Exchange, Mumbai. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	522295
The Calcutta Stock Exchange Association Limited 7, Lyons Range, Kolkata 700 001.	10013055

The Company has paid Annual Listing fees for the financial year 2007-08.

The voluntary delisting application of the Company with The Calcutta Stock Exchange Association Limited is under process.



Stock Market Data

The monthly high and low quotations as well as volumes of shares traded on BSE are given below:

Month	Month's High Price (Rs.)	Month's Low Price (Rs.)	Volume (In Nos.)
April 06	103.45	87.00	7,07,538
May 06	113.75	71.00	19,27,793
June 06	85.10	48.50	3,95,646
July 06	68.90	55.00	1,02,071
August 06	73.00	55.50	2,02,061
September 06	75.75	62.00	3,96,376
October 06	74.50	64.95	2,78,051
November 06	73.75	59.15	6,72,732
December 06	71.00	56.00	7,96,851
January 07	70.00	61.25	8,90,996
February 07	75.80	63.00	16,62,042
March 07	70.40	54.85	10,87,403

Source – www.bseindia.com



Registrar & Share Transfer Agent : Sharepro Services (I) Pvt. Ltd.
Satam Estate, 3rd Fl,
Above Bank of Baroda,
Chakala, Andheri (E),
Mumbai – 400 099
Tel : (022) 2821 5168, 2834 821
Fax : (022)2837 5646
Email – sharepro@vsnl.com

Share Transfer System

The Registrars and Share Transfer Agents, M/s. Sharepro Services, who have adequate infrastructure to process the share transfers, process shares in the physical form. The Share Transfer Committee of the Company approves the transfer and transmission, issue of duplicate share certificates and allied matters. Share transfers are registered and returned in the normal course within an average period of 15-20 days from the date of receipt, subject to transfer instrument being valid and complete in all respects. In compliance with clause 47 (c) of the Listing Agreement, every six months, a practicing Company Secretary audits the system of share transfer and a certificate issued to that effect is submitted to the Stock Exchange.

Distribution of Shareholding as on 31st March 2007

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1-500	8280	89.061	1300099	17.584
501-1000	547	5.884	467863	6.328
1001-2000	229	2.463	372923	5.044
2001-3000	77	0.828	193264	2.614
3001-4000	37	0.398	131870	1.784
4001-5000	39	0.419	189083	2.557
5001-10000	47	0.506	352350	4.766
10001 & above	41	0.441	4386196	59.324
Total	9297	100.00	7393648	100.00

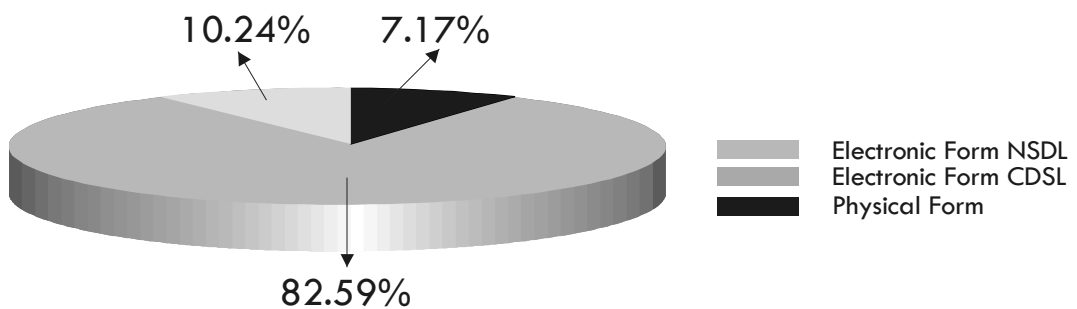


Shareholding pattern as on 31 March 2007

Category	No. of Shareholders	% of Shareholders	No. of Share held	% Shareholding
Public	8938	96.14	28,69,708	38.81
Domestic Bodies Corporate	256	2.75	10,07,883	13.63
Financial Institutions / Mutual Funds / Bank	1	0.01	3,40,000	4.60
FIs	1	0.01	2,200	0.03
NRIs / OCBs	83	0.90	1,00,603	1.36
Promoters & associates	18	0.19	30,73,254	41.57
Total	9297	100.00	73,93,648	100.00

Dematerialisation of Shares and Liquidity:

The shares of the Company are tradable compulsorily in demat form and are available for trading in the depository system of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March 2007, 68,64,117 Equity Shares of the Company representing 93 % of the share capital of the Company stand dematerialised.



Outstanding GDRs /ADRs /Warrants or any convertible instruments:

As of date, the Company has not issued these type of securities.

Plant locations :

3-4-5, Highway Industrial Estate,
Off Western Express Highway,
Village Sativali, Taluka Vasai,
Dist: Thane 401 208
Maharashtra.



**Control
Print
(India)
Limited**

Address for Investors Correspondence:

For any queries, shareholders are requested to either write to :

The Company Secretary
Control Print (India) Limited
C-106, Hind Saurashtra Indl. Estate,
Andheri-Kurla Road, Marol Naka,
Mumbai – 400 059.
Tel: (022)- 28509056, 56938900
Fax: (022)- 28528272, 28502609

Email:complianceofficer@controlprint.com

OR

the Company's Registrar & Share Transfer Agents:

Sharepro Services (I) Pvt. Ltd.
Satam Estate, 3rd Floor,
Above Bank of Baroda,
Chakala, Andheri (E),
Mumbai – 400 099
Tel : (022) 2821 5168, 2834 8218
Fax : (022) 2837 5646
Email – sharepro@vsnl.com

DECLARATION FROM THE MANAGING DIRECTOR

(Under clause 49(D)(ii) of the Listing Agreement)

To

The Members of Control Print (India) Limited

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year ended 31st March, 2007.

FOR CONTROL PRINT (INDIA) LIMITED

B. S. KABRA
Managing Director

Place: **Mumbai**

Date:30th June,2007



**Control
Print
(India)
Limited**

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Members of Control Print (India) Limited

We have examined the compliance of the conditions of Corporate Governance by Control Print (India) Limited for the year ended March 31, 2007 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement subject to the following:-

1. The Company has not made presentations to the institutional shareholders or analysts.
2. The Code of Conduct laid down for all Board members and Senior management personnel of the company has not been posted on the website of the Company.

We are informed that the Company is taking steps to comply with the above henceforth.

We state that no investor grievances were pending for the period exceeding one month against the company as per the records maintained by the Shareholders / Investors Grievances Committee. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Dosi & Jain
Chartered Accountants

Chandresh Gandhi
Partner

Place: Mumbai
Date: 30th June, 2007



**Control
Print
(India)
Limited**

AUDITORS REPORT

The Members of
Control Print (India) Ltd

Dear Sirs,

We have audited the attached Balance Sheet of **Control Print (India) Ltd.** as at 31st March, 2007 and Profit and Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We have conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis of our opinion.
2. As required by Companies (Auditor's Report) Order, 2003 issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956, and as per the information and explanations furnished to us and the books and records examined by us in a normal course of audit, we enclose in the Annexure, a statement on the matters specified in the paragraph 4 and 5 of the Order.
3. Further to our comments in the Annexure referred to in the paragraph above, we report that :
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books and proper returns, adequate for the purpose of our audit have been received from branches not visited by us.
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement referred to in this Report are in agreement with the books of account.
 - d) In our opinion, Balance sheet, Profit and Loss Account and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956, except for the Note No. I 6 b of Schedule 'R'
 - e) On the basis of the written representations received from the directors as

37

**16th
annual
report
2007
2008**



on 31st March 2007, and the same being taken on the record by the Board of Directors, we report that none of the directors is disqualified as a director in terms of section 274 (1) (g) of the Companies Act, 1956

- f) In our opinion, according to the information and explanation given to us, the said accounts subject to:

Note I 6 b of schedule 'R' regarding provision for leave encashment on cash basis and, read together with notes thereon and the accounting polices give the information required by the Companies Act, 1956, in the manner so required and give true and fair view in the conformity with the accounting principles generally accepted in India.

- i. In case of Balance Sheet, of state of affairs of the Company as at 31st March 2007, and
- ii. In case of Profit and Loss Account, of profit of the Company for the year ended on that date
- iii. In case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **Dosi & Jain**
Chartered Accountant

Chandresh Gandhi
Partner



ANNEXURE TO THE AUDITOR'S REPORT

As referred to in the paragraph 2 of our Report of even date to the members of **Control Print (India) Ltd.**, on the accounts for the year ended 31st March 2007

1. In respect of Fixed Assets
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - (b) As explained to us, during the year the Company has verified most of the Fixed Assets at various locations and no material discrepancies have been noticed on such verification. In our opinion the frequency of such verification is reasonable and adequate to the size of the company and nature of the business.
 - (c) There are no substantial fixed assets disposed off during the year.
2. In respect of inventories
 - (a) The inventories have been physically verified by the management at reasonable intervals during the year.
 - (b) In our opinion, the procedures followed for physical verifications of stocks is reasonable and adequate considering the nature of the business and size of the Company.
 - (c) The Company has maintained proper records of inventories. In our opinion the discrepancies noticed on the verification between physical stocks and book stocks were not material having regard to the size of the operations of the company and have been properly dealt within the books of accounts.
3. (a) The company has not taken or granted any loans secured or unsecured to/ from companies, firms or other partners listed in the register maintained under Section 301 of the Companies Act, 1956; Sub Clauses (b), (c) and (d) are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of it business with regards to purchase of the stores, raw materials including components, plant and machinery, equipments and other assets and for sales of goods.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956
 - (a) In our opinion and according to information and explanations given to us, we are of the opinion that transactions that need to be entered in the Register maintained under section 301 of the Companies Act, 1956, have been so entered.



- (b) In our opinion and according to the explanations given to us, transactions in pursuance of contracts or arrangements entered in register maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs. 5,00,000/- (Rupees Five Lacs only) or more in respect of a party is reasonable having regard to the prevailing market prices at the relevant time.
6. The company has not accepted any deposits from the public.
 7. The company has developed an Internal Audit System commensurate with the size and nature of its business.
 8. We are informed that the Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956
 9. In respect of statutory dues:
 - (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Funds, Employees State Insurance, Income-Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Services Tax and other statutory dues have been regularly deposited with the appropriate authorities. According to information and explanation given to us, there are no undisputed amounts outstanding as on 31st March 2007 for a period of more than six month from the date they become payable.
 - (b) According to the information and explanations given to us and records of the Company, the Company has not deposited Rs. 3,93,320/- on account of disputed Income Tax demand pending in appeal for A.Y.2000-2001 before the Income Tax Appellate Tribunal, Mumbai
 10. The Company has no accumulated losses and has not incurred any cash losses during the financial years covered by our audit or in the immediately preceding financial year.
 11. Based on the information and explanation given to us, we are unable to determine whether there is a default in repayment of dues to IDBI since the matter is pending before the Mumbai High Court as per Note No. II 3 of Schedule R.
 12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by the way of pledge of shares, debentures and other securities.
 13. In our opinion, the Company is not chit fund / mutual benefit fund / society. Therefore, clause 4(Xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the company.
 14. In our opinion, the Company is not dealing or trading in shares, securities, debentures and other investments and hence clause 4(XiV) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
 15. In our opinion, and according to the information and explanation given to us,



the Company has not given guarantees for loans taken by others from banks or financial institutions.

16. The Company has not raised new term loans during the year. The terms loans outstanding at the beginning of the year were applied for the purpose for which they were raised.
17. According to the information and explanation given to us and overall examination of the Balance Sheet of the Company, we are of the opinion that the Company has not utilized any amount from short term sources towards repayment of long-term borrowing and acquisition of fixed assets and funds raised on long term basis have not been used for short term investment.
18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered under section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures and therefore the question of creating security in respect thereof does not arise.
20. The Company has not raised any money by way of public issue during the year and therefore the question of disclosing the end use of money does not arise.
21. Based on the audit procedures performed and according to information and explanation given to us by management, no fraud on / by the Company has been noticed or reported during the year, that causes the financial statement to be materially misstated.

For **Dosi & Jain**
Chartered Accountants

Chandresh Gandhi
Partner

Place : Mumbai
Date : 30/06/07



BALANCE SHEET AS AT 31ST MARCH, 2007

		AS AT 31/03/07	AS AT 31/03/06
	SCHEDULE	(RUPEES)	(RUPEES)
I. SOURCES OF FUNDS :			
i. SHAREHOLDERS' FUNDS :			
(a) Share Capital	A	73,891,055	73,891,055
(b) Reserves & Surplus	B	282,177,398	244,758,796
ii. LOAN FUNDS :			
Secured Loans	C	13,264,387	(4,455,789)
iii. DEFERRED TAX LIABILITY (NET)		10,234,719	10,171,433
		379,567,559	324,365,495
II. APPLICATION OF FUNDS :			
i. FIXED ASSETS	D		
(a) Intangible Assets		2,376,686	2,115,074
Less : Amortisation		1,053,288	700,584
	(a)	1,323,398	1,414,490
(b) Tangible Assets		136,188,110	113,082,543
Less: Depreciation		29,881,127	26,216,085
	(b)	106,306,983	86,866,458
Net Fixed Assets (a)+(b)		107,630,381	88,280,948
ii. INVESTMENTS	E	100,407,549	59,393,351
iii. CURRENT ASSETS, LOANS & ADVANCES:			
(a) Inventories	F	89,554,701	81,771,398
(b) Sundry Debtors	G	108,181,343	94,647,738
(c) Cash & Bank Balance	H	6,384,972	15,711,529
(d) Loans & Advances	I	42,135,898	68,462,882
		246,256,914	260,593,547
Less : Current Liabilities & Provisions	J	76,779,813	85,954,879
NET CURRENT ASSETS		169,477,101	174,638,668
iv. MISCELLANEOUS EXP.	K	2,052,528	2,052,528
(to the extent not written off or adjusted)		379,567,559	324,365,495

Significant Accounting Policies & Notes
on Accounts

R

Schedule A to K annexed hereto form an integral part of the Balance Sheet

As per our report of even date attached
For Dosi & Jain
Chartered Accountants

For and on behalf of the Board

(Chandresh Gandhi)

Partner
Mumbai

30th June, 2007

(Piyush Shah)

Company Secretary

(U. S. Rathi)

Executive Director

(Shiva Kabra)

Wholetime Director

(B. S. Kabra)

Managing Director

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2007



**Control
Print
(India)
Limited**

			<i>Current Year</i>	<i>Previous Year</i>
			<i>AS AT 31/03/07</i>	<i>AS AT 31/03/06</i>
	<i>SCHEDULE</i>		<i>(RUPEES)</i>	<i>(RUPEES)</i>
I INCOME				
Sales & Other Income	L	(a)	418,189,064	418,506,128
II. EXPENDITURE :				
Cost of Goods Sold/ Consumed	M		244,966,299	239,830,014
Personnel Cost	N		40,618,067	33,955,022
Administrative and Other Exp.	O		24,816,512	22,159,877
Selling & Distribution Exp.	P		16,660,795	11,677,724
Financial Expenses	Q		680,752	1,195,980
Bad Debts Written Off (Net)			1,394,981	1,745,036
		(b)	329,137,406	310,563,653
Profit before Depre. & Tax (a - b)			89,051,658	107,942,475
Depreciation			5,087,941	4,546,447
Extraordinary Item (Ref: Note II.3 of Sch. "R")			6,858,979	29,574,483
Profit before Taxation			77,104,738	73,821,545
Provision for Taxation - Current			18,800,000	11,600,000
- Wealth tax			212,492	217,247
- Fringe Benefit Tax			1,221,362	1,372,358
- Deferred			63,286	(99,801)
Profit for the year after Taxation			56,807,598	60,731,741
Earlier year's Adjustments			(2,109,857)	(38,974)
Surplus Brought Forward from last year			80,423,790	56,571,519
Balance available for Appropriation			135,121,531	117,264,286
APPROPRIATIONS :				
Interim Dividend			-	7,384,563
Proposed Dividend			14,769,126	7,384,563
Tax on Dividend			2,510,013	2,071,370
Transferred to General Reserves			20,000,000	20,000,000
Balance carried over to Balance Sheet			97,842,392	80,423,790
			135,121,531	117,264,286
Basic & Diluted Earnings per share of Rs.10/- each			7.69	8.47
Significant Accounting Policies & Notes on Accounts		R		
Schedule L to Q annexed hereto form an integral part of the Profit & Loss Account				

As per our report of even date attached
For Dosi & Jain
Chartered Accountants

For and on behalf of the Board

(Chandresh Gandhi) Partner Mumbai 30th June, 2007	(Piyush Shah) Company Secretary	(U. S. Rathi) Executive Director	(Shiva Kabra) Wholetime Director	(B. S. Kabra) Managing Director
--	------------------------------------	-------------------------------------	-------------------------------------	------------------------------------

**16th
annual
report
2007
2008**



SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2007

	<i>Current Year</i> <i>AS AT 31/03/07</i> <i>(RUPEES)</i>	<i>Previous Year</i> <i>AS AT 31/03/06</i> <i>(RUPEES)</i>
SCHEDULE : A		
SHARE CAPITAL :		
Authorised :		
1,00,00,000 (Previous year 1,00,00,000)	100,000,000	100,000,000
Equity Shares of Rs.10/- each	100,000,000	100,000,000
Issued, Subscribed & Paid Up :		
7,384,563 (Previous year 7,384,563)		
Equity Shares of Rs 10/- each fully paid up in cash	73,845,630	73,845,630
Add : 9,085 Forfeited shares	45,425	45,425
TOTAL	73,891,055	73,891,055
SCHEDULE : B		
RESERVES & SURPLUS :		
(a) Share Premium :	123,152,700	123,152,700
Add: Premium on 9,085 Forfeited shares	90,850	90,850
	123,243,550	123,243,550
(b) General Reserves		
Balance as per last Balance Sheet	34,152,981	14,152,981
Add : Transferred during the period	20,000,000	20,000,000
	54,152,981	34,152,981
(c) Profit & Loss account :		
Balance as per last Balance Sheet	80,423,790	56,571,519
Add: Transferred during the period	17,418,602	23,852,271
	97,842,392	80,423,790
(d) Capital Reserve	6,938,475	6,938,475
TOTAL	282,177,398	244,758,796
SCHEDULE : C		
SECURED LOANS :		
CASH CREDIT		
ICICI Bank Limited	13,264,387	(4,455,789)
(Secured by hypothecation of Stocks & Book Debts)		
TOTAL	13,264,387	(4,455,789)

Note : Above loan is further secured by personal guarantee of the Managing Director.

Schedule - D: Fixed Assets

Particulars	GROSS BLOCK			AMORTISATION / DEPRECIATION			NET BLOCK		
	AS AT 01/04/06 Rupees	Additions during the Period Rupees	Deductions during the Period Rupees	AS AT 31/03/07 Rupees	AS AT 01/04/06 Rupees	Charged during the Year Rupees	Deduction during the Period Rupees	AS AT 31/03/07 Rupees	AS AT 31/03/06 Rupees
(A) Intangible Assets :									
Computer Software	2115074	261612	0	2376686	700584	352704	0	1053288	1414490
Total for the period(A)	2115074	261612	0	2376686	700584	352704	0	1053288	1414490
(B) Tangible Assets									
Land	5567537	53621	0	5621158	0	0	0	0	5567537
Office Premises	22539273	23995	0	22563268	3024615	367725	0	3392340	19514658
Residential Premises	16657997	0	0	16657997	1056421	271525	0	1327946	15601576
Factory Premises	26828542	0	0	26828542	6181519	896073	0	7077592	20647023
Plant & Machinery	6325833	1662554	0	7988387	3947612	316751	0	4264363	2378221
Office Equipment	9318351	2255413	0	11573764	2474741	1018364	0	3493105	6843610
Furniture and Fixture	16322684	281583	0	16604267	6897996	1043571	0	7941567	9424688
Vehicles	9199906	1576968	2301486	8475388	2633181	821227	1070195	2384213	6566725
Capital Work-in-progress	322420	19552919	0	19875339	0	0	0	0	322420
Total for the period (B)	113082543	25407053	2301486	136188110	26216085	4735237	1070195	29881127	86866458
Total for the period (A)+(B)	115197617	25668665	2301486	138564796	26916669	5087941	1070195	30934415	88280948
Previous Year	98792738	19183721	2778842	115197617	22403631	4546447	33409	2691669	76389107



SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2007

	<i>Current Year</i> AS AT 31/03/07	<i>Previous Year</i> AS AT 31/03/06
	<i>(RUPEES)</i>	<i>(RUPEES)</i>
SCHEDULE : E		
INVESTMENTS (AT COST) :		
NON-TRADE, UNQUOTED	899,000	902,645
QUOTED :		
Equity Shares in other Bodies Corporates (at cost)	99,508,549	58,490,706
Aggregate Market Value of Invest. is Rs.135,122,697 (Previous year Rs.111,111,300/-)		
TOTAL	100,407,549	59,393,351
SCHEDULE : F		
INVENTORIES :		
(As taken, valued and certified by Management)		
Spares & Consumables	1,059,223	1,381,630
Raw Materials & Components	1,301,261	530,106
Finished Goods	87,194,217	76,226,402
Goods In Transit	-	3,633,260
TOTAL	89,554,701	81,771,398
SCHEDULE : G		
SUNDRY DEBTORS :		
(Unsecured, Considered good)		
Debts outstanding for more than 6 Months	13,259,686	11,488,726
Other Debts	94,921,657	83,159,012
TOTAL	108,181,343	94,647,738
SCHEDULE : H		
CASH AND BANK BALANCES :		
Cash and Cheques on hand	1,538,250	1,875,084
Balances with Scheduled Banks		
In Current Account	1,487,679	11,447,125
In Margin Money Deposit Account	538,737	196,119
Unclaimed Dividend Account	2,820,306	2,193,201
TOTAL	6,384,972	15,711,529

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2007



**Control
Print
(India)
Limited**

Current Year *Previous Year*
AS AT 31/03/07 AS AT 31/03/06

SCHEDULE : I

(RUPEES) *(RUPEES)*

LOANS AND ADVANCES :

(Unsecured, Considered good)

Deposits with Companies & others	2,003,287	2,209,094
Advances to Employees	1,990,725	1,930,689
Prepaid Expenses	262,420	269,592
Other Advances	413,673	360,878
Deposits :		
(a) Govt. & Semi Govt. Authorities	199,231	195,539
(b) Security Deposits *	1,176,675	1,164,642
Income Tax Paid & Deducted	36,089,887	62,332,448

TOTAL 42,135,898 68,462,882

* Includes Rs.4,01,850/- (P.Y. Rs.4,01,850/-) to a private company in which a Director is interested

SCHEDULE : J

CURRENT LIABILITIES AND PROVISION :

Current Liabilities :

Sundry Creditors :

(a) Due to Small Scale Industries	-	103,739
(b) Due to Others	10,670,542	11,915,381
Other Liabilities	29,911,788	20,325,357
Provision for Taxation	18,800,000	44,751,000
Provision for Wealth Tax	212,492	217,247
Fringe Benefit Tax	(94,148)	221,907
Proposed Dividend	14,769,126	7,384,563
Tax on Dividend	2,510,013	1,035,685
TOTAL	<u>76,779,813</u>	<u>85,954,879</u>

SCHEDULE : K

MISCELLANEOUS EXPENSES :

(to the extent not written-off or adjusted)

Deferred Revenue Expenses	20,52,528	20,52,528
TOTAL	<u>2,052,528</u>	<u>2,052,528</u>



**SCHEDULES FORMING PART OF THE
PROFIT AND LOSS ACCOUNT AS AT 31ST MARCH, 2007**

	<i>Current Year</i>	<i>Previous Year</i>
	<i>AS AT 31/03/07</i>	<i>AS AT 31/03/06</i>
	<i>(RUPEES)</i>	<i>(RUPEES)</i>
SCHEDULE : L		
SALES :		
Sales & Service Income	394,964,438	380,193,034
Other Income :		
(a) Interest	248,927	254,165
(b) Dividend	1,910,884	702,950
(c) Misc. Receipts	88,403	19,380
(d) Profit on sale of Investment	20,976,412	37,336,599
TOTAL	418,189,064	418,506,128
SCHEDULE : M		
COST OF GOODS SOLD :		
Opening Stock	81,771,398	48,433,149
Add: Purchases during the period	252,290,564	272,826,386
	<u>334,061,962</u>	<u>321,259,535</u>
Less: Closing Stock	89,554,701	81,771,398
	<u>244,507,261</u>	<u>239,488,137</u>
Manufacturing Expenses :		
- Power & other Expenses	231,530	132,520
- Development Expenses	7,265	102,924
- Factory Rent	220,243	106,433
TOTAL	244,966,299	239,830,014
SCHEDULE : N		
PERSONNEL COST :		
Salaries & Wages	34,084,296	29,138,590
Contribution to P.F	1,440,295	1,322,515
Contribution to ESIC	194,639	152,652
Welfare Expenses	4,898,837	3,341,265
TOTAL	40,618,067	33,955,022



SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT AS AT 31ST MARCH, 2007

	<i>Current Year</i> AS AT 31/03/07 (RUPEES)	<i>Previous Year</i> AS AT 31/03/06 (RUPEES)
SCHEDULE : O		
ADMINISTRATIVE & OTHER EXPENSES :		
Rent	1,619,044	1,648,318
Rates & Taxes	799,785	476,416
Printing & Stationery	1,465,324	1,203,710
Auditor's Remuneration:		
- Audit Fees	134,688	132,240
- Tax Audit Fees	14,030	13,775
- Certification Charges	13,469	13,224
- Advisory Services	30,000	30,000
- Out of Pocket Exp.	1,716	908
Legal & Professional Charges	2,233,509	3,201,086
Directors Meeting Fees	135,000	95,000
Telephone, Mobile & Fax Charges	3,202,418	3,617,666
Insurance Charges	128,795	126,455
Conveyance Expenses	3,805,763	3,382,245
Loss on Sale of Fixed Assets	531,291	39,056
General Expenses	1,864,884	1,542,051
Guest House Expenses	169,038	215,826
Vehicle Expenses	2,422,980	2,174,691
Repairs & Maintenance	5,002,379	3,074,224
Electricity Charges	1,242,399	1,172,986
TOTAL	24,816,512	22,159,877
SCHEDULE : P		
SELLING & DISTRIBUTION EXPENSES :		
Travelling Expenses	8,844,641	7,408,705
Sales and Market Promotion Expenses	3,946,808	2,440,739
Freight & Other Expenses	3,869,346	1,828,280
TOTAL	16,660,795	11,677,724
SCHEDULE : Q		
FINANCIAL EXPENSES :		
Interest on Term Loan	-	335,086
Interest on Cash Credit & Others	741,495	274,016
Bank Commission & Charges	742,484	424,242
Forex Fluctuation	(803,227)	162,636
TOTAL	680,752	1,195,980



ANNEXURE TO SCHEDULE - E INVESTMENTS AT COST AS AT 31ST MARCH 2007

Sr.	Name of Company (Quoted)	As at 31/03/07		As at 31/03/06	
		No. of Share	At Cost	No. of Shares	At Cost
1.	Advani Hotel & Resort India Ltd.	109,060	11,126,736	65,761	6,786,141
2.	Amara Raja Batteries Ltd.	33,000	13,755,825	-	-
3.	Asahi India Glass Ltd.	117,500	12,559,731	-	-
4.	Asian Hotels Ltd.	-	-	2,909	1,138,396
5.	Associated Cement Co. Ltd.	15,000	7,335,592	15,000	7,335,593
6.	GIC Husing Finance Ltd.	8,029	234,961	3,029	48,464
7.	Himatsingka Seide Ltd.	60,000	7,872,491	-	-
8.	HT Media Ltd.	-	-	100	43,728
9.	Indian Hotels Co. Ltd.	120,000	10,473,774	21,000	14,875,403
10.	Infosys Technologies India Ltd.	6,600	13,531,994	-	-
11.	Lanxess ABS Ltd.	35,000	6,038,463	100	10,808
12.	Micro Technologies India Ltd.	12,500	3,305,329	-	-
13.	New Delhi Television Ltd	-	-	100	17,858
14.	Nucleus Software Export Ltd.	10,150	3,967,306	-	-
15.	Sanghi Industries Ltd.	20,000	1,538,546	-	-
16.	Tata Tea Ltd.	-	-	32,000	20,367,323
17.	Trent Ltd.	30,000	8,670,587	36,000	7,866,992
18.	Trent Tradeable Warrants	5,000	0	5,000	0
			99,508,549		58,490,706
	(Unquoted)				
1.	Anusha International Ltd.	2,700	27,000	2,700	27,000
2.	Fund Flow Invest & Trdg. Ltd.	-	-	100	3,645
3.	Hindustan Agrigenetics Ltd.	4,500	45,000	4,500	45,000
4.	Inditalia Refcon Ltd.	3,900	39,000	3,900	39,000
5.	Indo Dutch Proteins Ltd.	4,700	47,000	4,700	47,000
6.	Mafatlal Finance Co. Ltd.	5,500	275,000	5,500	275,000
7.	Orisa Luminaries Ltd	8,100	81,000	8,100	81,000
8.	Pennar Aqua Export Ltd.	38,500	385,000	38,500	385,000
			8,99,000		902,645



SCHEDULE R-SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

I. SIGNIFICANT ACCOUNTING POLICIES

The Accounts have been prepared as a going concern under historical cost convention.

1. Fixed Assets:

All fixed assets are valued at their original cost which includes expenditure incurred in acquisition and construction / installation and other related expenses less accumulated depreciation.

- a) The Company on an annual basis makes an assessment of any indicator that may lead to "Impairment of Assets". If any such indications exists, the Company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount of the assets, then the carrying amount is reduced to its recoverable amount by treating the difference between them as impairment loss and the same is charged to Profit & Loss Account.
- b) Capital Work in Progress is carried at cost, comprising of direct cost and related incidental expenses.

2. Intangible Assets:

Intangible Assets are stated at cost of acquisition less amortisation.

3. Investments:

Investments are stated at cost as the same are of long term in nature.

4. Inventories:

Inventories are valued on FIFO basis as under:

- a) Raw material and components are valued at lower of Cost or Net Realisable Value.
- b) Finished Goods are valued at lower of Cost or Net Realisable Value.
- c) Stores, spares and consumables are valued at Cost.
- d) Goods in transit are valued at Cost.
- e) Cost of manufactured goods is ascertained at cost plus appropriate share of overheads.

5. Depreciation:

Depreciation on fixed assests has been provided on Straight Line basis at the rates prescribed in Schedule XIV of the Companies Act, 1956.

Intangible Assets are amortised on straight line basis over the estimated economic useful life.



6. a) **Sales:**
Sales are net of returns and claims.
- b) **Recognition of Income and Expenditure:**
Income and expenditure are generally recognised on accrual basis except for Leave Encashment which is recognised on cash basis which is contrary to Accounting Standard 15 issued by the Institute of Chartered Accountants of India.

In respect of service contracts, revenue is recognised on proportionate completion method to conform to AS-9 on Revenue Recognition issued by Institute of Chartered Accountants of India.
7. **Foreign Exchange Transactions:**
Current Assets/Current Liabilities relating to Foreign Currency Transactions remaining unsettled at the year end are translated at the exchange rate prevailing as at date of the Balance Sheet. Resultant gain or loss is accounted during the year.
8. **Taxation:**
The Current charge for income taxes is calculated in accordance with the relevant tax regulations, past assessments & legal opinion sought by the Company. Deferred-tax assets and liabilities are recognized for future tax consequences attributable to the timing differences that result between the profit offered for income tax and the profit as per the financial statements. Deferred-tax assets and liabilities are measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.

Fringe Benefit Tax is determined at current applicable rate on expenses falling within the ambit of "Fringe Benefit" as defined by Income Tax Act, 1961.

II. NOTES TO THE ACCOUNTS:

1. The Company operates in a single reportable segment viz. Coding and Marking Machines and Consumables thereof.
2. In the opinion of the Board, the Current Assets, Loans & Advances have a value on realisation not less than which they have stated in the Balance Sheet and provisions for all known liabilities have been made.
3. An amount of Rs.68,58,979/- appearing as Extraordinary Item represents amount appropriated by IDBI by sale of shares, provided as collateral security by the Promoters/ Guarantors, towards repayment of Term Loan liability, which is disputed by the Company and the matter is pending before the Honourable High Court of Mumbai. The amount is also appearing under the head "Current Liabilities and Provisions" payable to the respective Promoters/ Guarantors in due course.
4. Contingent Liabilities not provided for:



	<i>As at 31/03/07 Rupees</i>	<i>As at 31/03/06 Rupees</i>
a) Counter Guarantees given by the Company to the bank against the Bank Guarantees	50,53,660	15,14,680
b) Estimated amount of contracts remaining to be executed on capital account (net of Advances)	1,05,20,000	16,20,000
c) Disputed Income Tax Demands pending in Income Tax Appellate Tribunal for A.Y. 2000-01	3,93,320	3,93,320
5. Debtors and Creditors Balances are subject to confirmations & reconciliation, if any		
6. Directors Remuneration:		
	<i>Current Year</i>	<i>Previous Year</i>
Salary & Allowances	17,40,000	16,80,000
P.F.	1,51,020	1,47,900
Other Benefits	4,92,010	6,06,907
7. As per AS 22 on Accounting for taxes on income issued by ICAI, the Company has adjusted the deferred tax liability as on 31 st March, 2007 of Rs.63,286/- for the year by crediting to Profit and Loss Account. The components of deferred tax liability for the Current financial year are:- Depreciation Rs.63,286/-		
8. Reconciliation of Allotment Money in arrears, relating to the rights issue is in progress.		
9. Related Party Disclosures, as required by AS – 18 'Related Party Disclosures' are given below:		
I Relationships		
a) Where control exists		
Silver Plastochem Pvt. Ltd.		
b) Key Management Personnel		
Mr. Basant Kabra - Silver Plastochem Pvt. Ltd.		
II Transactions with Related Parties		
		Silver Plastochem Pvt. Ltd.
Rent paid	- Rs. 12,46,692	
III Transaction with Directors		
Remuneration	- Rs. 23,83,030	
Board Meeting Fees	- Rs. 1,35,000	
10. As per the Company, there are no creditors who fall under the definition of Small Scale Industries as defined under Clause (i) of Section 3 of the Industries (Development and Regulation) Act, 1951.		



11. Additional information pursuant to Schedule VI Part II of the Companies Act, 1956:

		Current Year ended 31/03/07		Previous Year ended 31/03/06	
	Unit	Qty.	Amount	Qty.	Amount
A. CAPACITIES AND PRODUCTION					
Coding and Marking Systems					
Licensed Capacity					
Installed Capacity					
Actual Production					
	Nos.	36		80	
B. TURNOVER					
Coding & Marking Systems (Imported & Indigenous)					
	Nos.	537	10,21,35,522	487	8,62,58,721
Coding & Marking Systems (Manufactured)					
	Nos.	59	39,23,976	61	34,98,234
Consumable, Spares & Others					
			<u>28,89,04,940</u>		<u>29,04,36,079</u>
Total					
			<u>39,49,64,438</u>		<u>38,01,93,034</u>
C. STOCK					
Opening Stock:					
Coding & Marking Systems					
	Nos.	211	2,42,76,896	192	1,94,86,149
Others					
			5,74,94,502		2,89,47,000
Closing Stock:					
Coding Marking Systems					
	Nos.	242	3,14,11,279	211	2,42,76,896
Others					
			5,81,43,422		5,74,94,502
D. RAW MATERIAL					
CONSUMED:					
Air Cylinders					
	Nos.	6	8,670	40	57,800
Solenoid Valve					
	Nos.	6	18,810	40	1,25,400
Clutches					
	Nos.	30	3,31,200	40	4,41,600
Others					
			<u>12,09,870</u>		<u>19,45,300</u>
Total					
			<u>15,68,550</u>		<u>25,70,100</u>
E. PURCHASE					
Coding & Marking Systems					
	Nos.	591	9,29,94,762	487	8,41,58,210
Others					
			<u>15,92,95,802</u>		<u>18,86,68,176</u>
Total					
			<u>25,22,90,564</u>		<u>27,28,26,386</u>



F. CONSUMPTION OF RAW MATERIAL

Raw Material	Current Year ended 31/03/07		Previous Year ended 31/03/06	
	Consumption Rupees	Consumption % to total	Consumption Rupees	Consumption % to total
Imported	3,39,870	21.67	4,99,400	19.43
Indigenous	12,28,680	78.33	20,70,700	80.57

G. CIF VALUE OF IMPORTS:

	Current Year Rupees	Previous Year Rupees
Capital Goods	11,38,875	3,59,325
Raw Material, Stores & Spares	9,13,390	5,21,707
Finished Goods	12,40,57,531	11,79,81,584

H. EXPENDITURE IN FOREIGN CURRENCY:

	Current Year Rupees	Previous Year Rupees
i) Travelling and Training	15,64,443	2,59,250
ii) Technical Know-how	NIL	19,43,640

I. EARNINGS IN FOREIGN EXCHANGE:

	Current Year Rupees	Previous Year Rupees
FOB Value of Exports	NIL	NIL
Service Charges	2,81,382	NIL

12. Disclosure as required by Accounting Standard 19, "Leases", issued by the Institute of Chartered Accountants of India are given below:

The Company has taken various residential, office and godown premises under operating lease or leave and licence agreements. These are not non cancellable and are renewable by mutual consent on mutually agreeable terms. Lease payments are recognised in the statement of Profit and Loss under 'Rent' in Schedule 'O'

13. Earnings per share:

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The numbers used in calculating basic and diluted earnings per equity share are as stated below:

		Current Year	Previous Year
Profit after taxation	Rs. in Lakh	568.08	607.32
Weighted average number of shares	Nos.	73,93,648	71,72,554
Earnings per share (basic and diluted)	Rs.	7.69	8.47
Face value per share	Rs.	10	10

14. The previous year's figures have been regrouped and rearranged wherever necessary, to confirm to the classification adopted for the current year.

Signature to Schedule A to R
As per our report of even date attached
For Dosi & Jain
Chartered Accountants

For and on behalf of the Board

(Chandresh Gandhi) Partner
(Piyush Shah) Company Secretary
(U. S. Rathi) Executive Director
(Shiva Kabra) Wholetime Director
(B. S. Kabra) Managing Director
Mumbai, 30th June, 2007



CASHFLOW FOR THE YEAR ENDED 31ST MARCH, 2007

	2006-07	2005-06
A		
NET PROFIT BEFORE TAX	74,994,881	73,782,571
Adjustment for :		
Depreciation (Net)	5,087,941	4,546,447
Forex fluctuation	-803,227	162,636
Interest Paid	741,495	609,102
Interest Received	-248,927	-254,165
Profit/Loss on sale of Investment	-20,976,412	-37,336,599
Loss on sale of Fixed Assets	531,291	39,056
Dividend Received	-1,910,884	-702,950
Loans & Advances Written off - Extraordinary Item	-	29,574,483
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	57,416,158	70,420,581
Adjustment for changes in :		
Trade & other Receivables	-13,533,605	-797,170
Inventories	-7,783,303	-33,338,249
Other Current Assets, Loans & Advances	-121,384	-776,202
Trade & Other Payables	8,237,853	4,673,561
CASH GENERATED FROM OWN OPERATIONS	44,215,719	40,182,521
Direct Tax Paid	-21,298,788	-31,762,826
NET CASH FROM OPERATING ACITIVITES (TOTAL - A)	22,916,931	84,19,695
B		
CASH FLOW FROM INVESTMENT ACTIVITES		
Purchase of Fixed Assets	-25,668,665	-16,497,844
Sale of Fixed Assets	700,000	20,500
Purchase /Sale of Investments(Net)	-20,037,786	12,091,197
Inter Corporate Deposits	205,807	105,165
Deferred Revenue Expenditure	-	-2,052,528
Forex fluctuation	803,227	-162,636
Interest Received	248,927	254,165
Dividend Received	1,910,884	702,950
NET CASH USED IN INVESTING ACTIVITIES (TOTAL -B)	-41,837,606	-5,539,031
C		
CASH FLOW IN FINANCING ACTIVITIES		
Reissue of Forfeited Shares	-	49,031,890
Increase/(Decrease) in Borrowings	17,720,176	-23,253,308
Dividend Paid	-7,384,563	-14,306,561
Interest Paid	-741,495	-609,102
NET CASH USED IN FINANCING ACTIVITIES (TOTAL - C)	9,594,118	10,862,919
TOTAL (A+B+C)	-9,326,557	13,743,583
OPENING CASH/CASH EQUIVALENTS	15,711,529	1,967,946
CLOSING CASH/CASH EQUIVALENTS	6,384,972	15,711,529

AUDITORS' CERTIFICATE

To
The Board of Directors,
CONTROL PRINT (INDIA) LIMITED,
Mumbai.

We have examined the attached Cashflow Statement of Control Print (India) Limited for the year ended 31st March, 2007. The statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 with the Stock Exchanges and is based on and in agreement with the Corresponding Profit & Loss Account and Balance Sheet of the Company covered by our Report of 30th June, 2007, to the Company.

For Dosi & Jain
Chartered Accountants

(Chandresh Gandhi)
Partner

Mumbai, 30th June, 2007

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL
BUSINESS PROFILE AS REQUIRED IN PART IV OF
SCHEDULE VI OF THE COMPANY ACT, 1956**



**Control
Print
(India)
Limited**

I Registration Details

Registration No.	:	59800	State Code	:	11
Balance Sheet Date	:	31.03.2007			

II Capital raised during the period (Amount in Rs. Thousand)

Public Issue :	Nil	Right Issue :	Nil
Bonus Issue :	Nil	Private Placement :	Nil

III Positions of Mobilization & Deployment of Funds (Amount in Rs. Thousands) :

Total Liabilities :	379568	Total Assets :	379568
Source of Funds			
Paid-up Capital :	73891	Reserve & Surplus :	282177
Secured Loans :	13264	Unsecured Loans :	Nil
Deferred Tax Liability :	10235		
Application of Funds :			
Net Fixed Assets :	107630	Investments :	100408
Net Current Assets :	169477	Misc. Expenditure :	2053
Accumulated Losses :	Nil		

IV Performance of Company (Amount in Rs. Thousand):

Turnover :	418189	Total Expenditure :	334225
Profit/Loss before Tax :	77105	Profit/Loss after Tax :	56808
Earning per Share in Rs. :	7.69	Dividend % :	20

**V Generic Name of Principal Product/Service of the Company
(as per monetary terms)**

Item Code No. (ITC Code) :	8443.50
Product Description :	Coding & Marking Machine



**Control
Print
(India)
Limited**



Control Print (India) Limited

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

ATTENDANCE SLIP

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

I hereby record my presence at the SIXTEENTH ANNUAL GENERAL MEETING of the Company at
Hotel Kohinoor Continental, Opp. J.B. Nagar, Andheri-Kurla Road, Mumbai - 400 059,
at 3.00 p.m. on Monday, 24th September, 2007

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



Control Print (India) Limited

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

PROXY SLIP

Folio Number : DP ID No. :
No. of Shares : Client ID No. :

I/We.....of.....being a Member
/ Members of CONTROL PRINT (INDIA) LIMITED hereby appoint.....
.....of.....or failing him / her.....of
.....as my / our proxy to vote for me / us and on my / our behalf at the
SIXTEENTH ANNUAL GENERAL MEETING of the company to be held on Monday, 24th September
2007 at 3.00 p.m. and any adjournment thereof.

Signed this.....day of.....2007 at.....

Note :

1. The form should be signed across the stamp as per specimen signature registered with the Company.
2. The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting.
3. A proxy need not be a member.

**16th
annual
report
2007
2008**