

Board of Directors

Mr. Basant S. Kabra *Chairman & Managing Director*
Mr. Ashok Lohiya
Mr. S. S. Jangid
Mr. Gaurav Himatsingka
Mr. Shiva Kabra *Wholetime Director*

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

Village Bhatian,
Near TVS Factory,
Bharatgarh Road,
Nalagarh - 174 101,
Dist. Solan,
Himachal Pradesh.

Contents	Page
About the Company	1
Highlights	2
Notice	3
Directors' Report	8
Report on Corporate Governance	18
Auditors' Certificate on Corporate Governance	29
Auditors' Report & Annexure	30
Balance Sheet	34
Profit & Loss Account	35
Schedules & Notes on Accounts	36
Cash Flow Statment	49
Balance Sheet Abstract	51

Our Company

Established in 1991, Control Print is one of the Leading Coding & Marking Solutions Provider in India and the only one which is both Indian and with a strong local manufacturing presence.

Our product range encompasses Continuous Inkjet Printers, Thermal Ink Coders, Thermal Transfer Printers, and Laser Marking Systems for printing variable data on to primary packaging and industrial products in an on-line production environment. Our Drop-on -Demand Valvejet and High-Resolution Piezoelectric Inkjet Printers are used for printing variable data on to secondary packaging.

With our best-in-class products, years of experience across a spectrum of industries and applications, strong sales and service support and established customer relations, we are able to consistently deliver the highest customer satisfaction and be the preferred partner of choice for an entire range of manufacturing companies.

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

With the growth of Indian Manufacturing and continuous automation and productivity increases, the Indian Coding & Marking market is poised to continue its strong growth rate over the coming years.

With our technology tie-up with KBA-Metronic AG (a fully owned subsidiary of Koenig & Bauer AG) for local manufacturing of Continuous Inkjet Printers and with other leading companies for the manufacture of Thermal Transfer Overprinters, Thermal Ink Coders, and Drop-on-Demand Valvejet Inkjet Systems and commencement of local production at our factory at Nalagarh, Himanchal Pradesh, we are confident of significantly increasing market share in the coming years.

We are also marketing certain speciality digital printing systems for the Pharmaceutical and Packaging Industries and with our already established factory at Nalagrah, we have the scope and ability to easily expand into local manufacturing of these and other promising products in coming times.

FINANCIAL HIGHLIGHTS

Rupees in Lakhs

FY	2007-08	2006-07	2005-06	2004-05	2003-04
Gross Revenue	4320.06	4189.92	4185.06	3394.13	2973.82
Profit Before Taxes	767.35	771.05	738.22	620.45	403.82
Profit After Taxes	626.45	568.08	607.32	429.07	240.40
Dividend	150.37	147.69	147.69	138.44	124.60
Funds Employed	4328.99	3795.68	3288.21	2548.34	2356.35
Net Worth	4216.22	3560.69	3186.50	2257.66	2064.54
Borrowings	NIL	132.64	NIL	187.98	176.95
Debt : Equity Ratio	0.00:1	0.04:1	0.00:1	0.08:1	0.08:1
Net Worth Per Equity Share (Rs. 10/- each) Rs.	56.07	48.22	43.15	32.62	29.83
Earning Per Equity Share (Rs. 10/- each) Rs.	8.47	7.69	8.47	6.20	3.47
Dividend Per Equity Share (Rs. 10/- each) Rs.	2.00	2.00	2.00	2.00	1.80

NOTICE

Notice is hereby given that the **Seventeenth Annual General Meeting** of the Members of CONTROL PRINT LIMITED will be held on Tuesday 23rd September, 2008 at Hotel Kohinoor Continental, Opp. J. B. Nagar, Andheri-Kurla Road, Mumbai- 400059 at 3.00 pm to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2008 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, 2008.
3. To appoint a Director in place of Mr. Gaurav Himatsingka, 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 Ordinary Resolution:

“RESOLVED that consent be and is hereby accorded under Section 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 for re-appointment of Mr. Basant Kabra, Managing Director of the Company, with effect from 1st January, 2008 to 31st December, 2012 on terms and conditions as set out in the “Managing Director’s Agreement” dated 31st October, 2007 (the “Agreement”), entered into by the Company with Mr. Basant Kabra, which 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 Agreement.

A. Salary:

Rs.1,25,000/- (Rupees One lacs Twentyfive 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. 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: Half month's salary for every completed year of service.
- h. Use of Company's Car with Driver for Company's business.
- i. Telephone & Fax facility shall be provided at the Managing Director's residence.
- j. Leave and encashment of unavailed leave as per the rules of the Company.

C. Commission:

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.

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 Managing 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.

By Order of the Board of Directors

Piyush Shah
Company Secretary

Mumbai, 30th June 2008

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 to be effective, duly completed and stamped, 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 this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 13th September, 2008 to Tuesday 23rd September 2008 (both days inclusive).
5. If the dividend on shares as recommended by the Board of Directors is approved at the meeting, payment of such dividend will be made on or after 23rd September 2008 to those members whose names are on the Company's Register of Members on 13th September, 2008. In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of shares as at the end of business hours on 13th September, 2008 as per details furnished by the Depositories for this purpose.
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 so far not 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%), Final Dividend 2005-06 (10%) and Final Dividend 2006-07 (20%), 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 31st October, 2007 had renewed the Agreement and re-appointed Mr. Basant Kabra as Managing Director for a further period of five years subject to the approval of the Members at the ensuing Annual General Meeting on the revised remuneration and perquisites as set out in the Agreement dated 31st October, 2007.

The proposed re-appointment, remuneration and perquisites are within the limits prescribed in Schedule XIII of the Companies Act, 1956 and require the approval of the shareholders as per the provisions of the Companies Act, 1956. Accordingly, the resolution set out in Item No.5 is recommended by the Board of Directors for approval at this General Meeting.

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

A copy of the Agreement dated 31st October, 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. Shiva Kabra, Whole-time Director of the Company, Son of Mr. Basant Kabra and Mr. Basant Kabra himself as Director are concerned or interested in this Resolution.

By Order of the Board of Directors

Piyush Shah

Company Secretary

Mumbai, 30th June, 2008

Registered Office :

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

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT

(In pursuance of Clause 49 of the Listing Agreement)

Particulars	Mr. Gaurav Himatsingka
Date of Birth	19th September, 1970
Date of Appointment	21st January, 2006
Qualification	B. Com. Diploma in Business Administration, U. K.
Experties in specific functional areas	Mr. Gaurav Himatsingka is Gold Medalist in Financial Accounts and Management and carries with him work experience in Business Development, Business Management, Finance, Management Information System and Legal Areas
List of Companies in which outside Directorship held as on 31st March, 2008	1. BK Koks Pvt. Ltd. 2. Marytime TrimpeX Pvt. Ltd. 3. Miura Trading & Finvest Pvt. Ltd. 4. Skunk Agents Pvt. Ltd. 5. Magus Bengal Estates Pvt. Ltd.
Memberships / Chairmanship of committees across public companies as on 31 st March, 2008	Audit Committee Control Print Limited-Member

DIRECTORS' REPORT

To,

The Members of Control Print Limited

The Directors have pleasure in presenting the Seventeenth Annual Report of your Company along with the Audited Statement of Accounts for the year ended 31st March, 2008.

Financial Results

(Rs. In lacs)

	<i>Current Year 2007-2008</i>	<i>Previous Year 2006-2007</i>
Sales & Service Income	3875.73	3949.64
Other Income	444.33	240.28
Total Income	4320.06	4189.92
Profit before Depreciation & Tax	828.41	890.52
Less: Depreciation	61.06	50.88
Extraordinary Item	0.00	68.59
Profit before Taxation	767.35	771.05
Less: Provision for Taxation	117.05	190.12
Fringe Benefit Tax	13.43	12.21
Deferred Tax (Assets) / Liability	10.42	0.63
Net Profit	626.45	568.09
Earlier years adjustment	(7.06)	(21.10)
	619.39	546.99
Balance brought forward	978.42	804.23
Balance available for appropriation	1597.81	1351.22
Proposed Dividend	150.37	147.70
Tax on Dividend	25.56	25.10
Transferred to General Reserve	300.00	200.00
Balance carried to Balance Sheet	1121.88	978.42

Dividend

Your directors has, subject to the approval of the Members at the ensuing Annual General Meeting, recommended a dividend on equity shares @ 20 % (Rs.2/- per equity share) for the financial year ended 31st March, 2008. The proposed dividend (including corporate dividend tax) will absorb Rs. 175.93 lacs.

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is presented in a separate section forming part of the Annual Report.

During the year under review, your Company has taken various strategic initiatives to fulfill its vision of being a long term leader in Coding and Marking industry. Major events of the year include the following:

- During the year distribution arrangement with Videojet ended.
- The manufacturing plant at Nalagarh has commenced its commercial production of Thermal Ink Coder on 9th July 2007. The product has been well received in the market.
- Your Company has entered into agreement with M/s. KBA-Metronic AG, Germany – undisputed technology leader in Coding, Marking and Printing. The agreement will lead to industrial Inkjet Printers being manufactured in India based on know-how transferred from KBA- Metronic AG.
- Your Company has entered into agreements for technology transfer for manufacturing Inkjet Consumables in India.
- Your Company has entered into Agreement with Open Date Limited of UK for manufacturing Thermal Transfer Overprinters in India.
- During the year Company has entered into Agreement with Codeology Limited, UK, for manufacturing Large Character Inkjet Printers in India.

By taking various initiatives, path is set for growth and to be a long term leader in the Coding and Marking industry in India.

Employees Stock Option Scheme

Members' approval was obtained through Postal Ballot on 31st December, 2005 for introduction of Employees Stock Option Scheme.

Employees Stock Option Scheme was approved and implemented by the Company and Options were granted to employees in accordance with the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The Remuneration / Compensation Committee administer and monitor the Scheme.

The applicable disclosure as stipulated under the SEBI Guidelines as at March 31, 2008 are given below:

a	Options granted	364,000
b	Exercise Price	Rs. 10/-
c	Options Vested	NIL
d	Options Exercised	NIL
e	Total number of shares arising as result of exercise of Option	NIL
f	Options lapsed (Lapsed options include options forfeited and options cancelled / lapsed)	116,000
g	Variation in terms of Options	None
h	Money realised by exercise of Options	NIL
i	Total number of options in force	248,000
j	Employee-wise details of options granted to:	
	- Senior Managerial Personnel	None
	- any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	None
	- employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding warrants and conversions) of the company at the time of grant	None
k	Diluted earnings per share pursuant to issue of shares on exercise of option calculated in accordance with AS 20 'Earnings per Share'	Rs. 7.81
l	Pro Forma Adjusted Net Income and Earning Per Share	
	Particulars	Amount in Rs.
	Net Income As Reported	6,26,44,540
	Add: Intrinsic Value Compensation Cost	45,93,662
	Less: Fair Value Compensation Cost	47,97,887
	Adjusted Pro Forma Net Income	6,24,40,315
	Earning Per Share : Basic As Reported	8.47
	Adjusted Pro Forma	8.30
	Earning Per Share : Diluted As Reported	7.81
	Adjusted Pro Forma	7.79

m	<p>Weighted average exercise price of Options granted during the year whose</p> <p>(a) Exercise price equals market price</p> <p>(b) Exercise price is greater than market price</p> <p>(c) Exercise price is less than market price</p>	<p>NA</p> <p>NA</p> <p>Rs. 10.00</p>
	<p>Weighted average fair value of options granted during the year whose</p> <p>(a) Exercise price equals market price</p> <p>(b) Exercise price is greater than market price</p> <p>(c) Exercise price is less than market price</p>	<p>NA</p> <p>NA</p> <p>Rs. 49.61</p>
n	<p>Description of method and significant assumptions used to estimate the fair value of options</p>	<p>The fair value of the options granted has been estimated using the Black-Scholes option pricing Model. Each tranche of vesting have been considered as a separate grant for the purpose of valuation. The assumptions used in the estimation of the same has been detailed below:</p>
		<p>Weighted average values for options granted during the year</p>
	<p>Variables</p> <p>Stock Price</p> <p>Volatility</p> <p>Riskfree Rate</p> <p>Exercise Price</p> <p>Time To Maturity</p> <p>Dividend yield</p>	<p>Rs. 61.25</p> <p>53.83%</p> <p>7.16%</p> <p>Rs. 10.00</p> <p>2.14 Years</p> <p>2.48%</p> <p>Rs. 49.61</p>

Directors

Mr.Gaurav Himatsingka, Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

During the year, Mr. R. S. Agarwal resigned from the office of the Director of the Company. Your Directors place on record their deep appreciation of the valuable services rendered by Mr.R.S.Agarwal during his tenure as Director.

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.

Share Capital

Forfeiture in respect of 9085 equity shares was annulled upon completion of reconciliation.

1,25,000 (One lacs twentyfive thousand) Equity shares of Rs.10/- each were allotted to M/s. Silver Plastochem Private Limited, one of the Promoter of the Company, at a price of Rs. 63/- per shares on exercise of option for conversation of warrants issued on Preferential basis. The proceeds of the issue have been utilized for the objects approved by the Members of the Company. The said shares are listed on Bombay Stock Exchange.

Accordingly, during the year under review, your company's paid up equity share capital has increased from Rs. 7,38,91,055 to Rs. 7,51,86,480 comprising of 75,18,648 equity shares of Rs.10/- each.

Fixed Deposits

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 Employees

Information as per Section 217(2A) of the Companies Act, read with Companies (Particulars of Employees) Rules, 1975, as amended, is annexed hereto as Annexure - A and form part of this report.

Particulars of Energy, Technology Absorption, Foreign 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 - B and from part of this Report.

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, 2008 and of the profits of the Company for the year ended 31st March, 2008;
- 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 2008 have been prepared on a going concern basis.

Corporate Governance

As required by the Listing Agreement with the Stock Exchanges, 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.

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 other 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, 2008

Registered Office :

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

Annexure "A" to the Directors' Report

Particulars of employees as per Section 217(2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rules, 1975 and forming part of the Director's report for the financial year ended 31st March, 2008

Employed throughout the financial year and in receipt of remuneration agregating not less than Rs. 24,00,000/- per annum.

Name & Age (years)	Mr. Shiva Kabra (30)
Designation / Nature of duties	Whole-time Director
Remuneration (Rupees)	Rs. 34,67,968/-
Qualification	MBA
Experience (years)	7 years
Date of Commencement of Employment	31st, July, 2001
Last Employment	Control Print Limited

Annexure "B" to the Directors' Report

Information under Section 217(1)(E) of the Companies Act, 1956 read with the Companies (disclosure of the particulars in the report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st, March 2008.

A. Conservation of Energy:

- a) Energy conservation measure taken :
 1. Installed the Capacitors Bank of appropriate requirement to improv the Power Factor.
 2. Installation of CFL Lamps to reduce the power consumption.
 3. Installation of Servo Controlled Stabilizer for maintaining the correct voltage to various equipment, thus to improve energy efficiency.
- b) Additional investment and proposals, if any, being implemented for reduction of consumption of energy :

Installation of Soft Starters for Various Induction Motors, Installing Solar Lights in compound and Solar Heaters for hot waters.
- 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 :

Saving in power approx. 8%.
- 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 products and services and export plans ;
Company has developed and is developing products & components for export.
- g) Total foreign exchange used and earned :
Expenditure Rs.60,05,234/- Earning Rs.16,95,830/-

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 Coders Contact 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 (b) Year of Import
 1. Hot Ink Roll Manufacturing Tech. : 2005
 2. Manufacture of Ink Jet Printers : Technology under transfer
 3. Manufacturing Consumables : Technology under transfer
 - (c) Has technology been fully absorbed
 1. Hot Ink Roll Manufacturing Tech. : Technology absorbed
 2. Manufacture of Ink Jet Printers : Yet to commence Production
 3. Manufacturing Consumables : Yet to commence Production
 - (d) If not fully absorbed, areas where this has not taken place, reason thereof and future plan of action :
Technology for manufacture of Continuous Ink Jet Printers & their Consumables is being transferred.

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

- Your Company has maintained sale of the Ink-jet Printers during the year under review.
- Till last year, your Company was mainly working as distributor cum service provider for foreign manufacturers. It was well thought and realized that to be Long Term Leader in Coding and Marking Industry, we must have Products, manufactured by us and to be sold in our own Brand. With this strategy in mind, your Company has decided to manufacture full range of products at our Nalagarh plant. The requisite Infrastructure has already been created at Nalagarh.
- In the first year of commencement of Commercial Production of Thermal Ink Coder in July 2007, your Company has achieved turnover of Rs.181 lacs. The product has been well received in the market.
- Your Company has entered into agreement with M/s. KBA-Metronic AG, Germany – technology leader in Coding, Marking and Printing. The venture will lead to continuous Ink Jet Printer technology being transferred from KBA- Metronic AG. Various steps to transfer the technology from KBA- Metronic to your company have been taken and we are expecting to start the Commercial Production of Ink Jet Printers at our Nalagarh Plant by end of December 2008.

With this tie-up your Company will be the first Indian manufacturer of Industrial Inkjet Printers in India.

- Your Company has entered into agreements for technology transfer for manufacturing Ink Jet Consumables in India. We expect to start the Commercial Production of Consumables by end of this financial year.
- The Company has also entered into technical collaboration for manufacturing Thermal Transfer Overprinter & Large Character Printer.
- All the products manufactured by your company shall be sold under its own Brand name “Conprint”.

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:

The Company is pursuing development of the Company's property situated at Chandivali, Andheri East, Mumbai. The Company is in process of completing legal and technical issues related to the property. Your company expected to commence the development activity by end of this financial year.

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 2007-08, Sales and Service Income of the Company was Rs.3875.73 lacs as compared to previous year Rs.3949.64 lacs. Other Income, representing interest, dividend and profit on sale of investments stood at Rs.444.33 lacs as against Rs.240.28 lacs previous year.

Profit before depreciation and tax during the year under review is Rs.828.41 lacs compared to Rs.890.52 lacs in the previous year. Profit after tax is Rs.626.45 lacs compared to Rs.568.08 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 2008, the employee strength of the Company was 185.

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 2008 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 2008

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. G. Himatsingka	Director Non-Executive, Independent	NIL	2	NIL
Mr. Anirudh Joshi ***	Director Non-Executive	NIL	NIL	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.

** Resigned with effect from 21st February, 2008.

*** Resigned with effect from 30th June, 2007.

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

During the year under review, 8 Board Meetings were held on the following dates:

28th April 2007, 30th June 2007, 31st July 2007, 24th September 2007, 31st October 2007, 31st January, 2008, 21st February,2008, 24th March,2008.

The Sixteenth Annual General Meeting was held on 24th September 2007.

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 24th September 07
Mr. R. S. Agrawal *	6	0	No
Mr. A. K. Lohiya	8	1	No
Mr. S. S. Jangid	8	7	No
Mr. B. S. Kabra	8	7	Yes
Mr. G. Himatsingka	8	7	Yes
Mr. Shiva Kabra	8	8	Yes

* Resigned with effect from 21st February, 2008.

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 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	0
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

* Resigned with effect from 21st February, 2008.

During the period under review, 5 meetings of Audit Committee were held on 30th June 2007, 31st July 2007, 31st October 2007, 31st January 2008 and 24th March,2008.

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	Number of meeting attended
Mr. R. S. Agrawal *	Director Non-Executive, Independent	0
Mr. A. K. Lohiya	Director Non-Executive, Independent	0
Mr. S. S. Jangid	Director Non-Executive, Independent	3
Mr. G. Himatsingka	Director Non-Executive, Independent	3

* Resigned with effect from 21st February, 2008.

During the period under review, 3 meetings of Remuneration Committee were held on 30th June 2007, 31st July 2007, 31st October 2007.

The details of Remuneration paid to full time 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, 2008)	12,75,000	93,107	31,800	13,99,907	Service contract for five year. Notice Period-2 months Severance Fees - Nil
Mr. Shiva B. Kabra Whole-Time Director	21,60,000	12,98,608	9,360	34,67,968	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 are as under:

Name of the Director	Board Meeting (Rs.)	Audit Committee Meeting (Rs.)	Remuneration Committee Meeting (Rs.)	Total (Rs.)
Mr. Anirudh Joshi	5,000	-	-	5,000
Mr. A. K. Lohiya	5,000	5,000	-	10,000
Mr. S. S. Jangid	35,000	15,000	15,000	65,000
Mr. G. Himatsingka	30,000	20,000	15,000	65,000

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, 2008.

Name of the Director	No. of Share held
Mr. Gaurav Himatsingka	10,000
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, Company Secretary, is the Compliance Officer.

During the year under review, 11 complaints were received from the shareholders and investors. All the complaints 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
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.
2006-07	Hotel Kohinoor Continental Opp. J. B. Nagar, Andheri Kurla Road, Mumbai 400 059	24th Sept. 07 3.00 p.m.	Increase in Remuneration of Mr. Shiva Kabra, Whole-time Director of the Company

II) During the year, Special Resolution(s) were passed through Postal Ballot pursuant to section 192A of the Companies Act, 1956 to seek approval of the shareholders for issue of warrants convertible into Equity shares of the Company and Change in name 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 24th August 2007 and 28th March, 2008 respectively.

IV) The result of the voting on Postal Ballot was announced by the Managing Director on 25th August, 2007 and 29th March, 2008 respectively and based on the report submitted by the scrutinizer, Mr. Nilesh Shah following was the outcome :

- (A) Special Resolution under Section 81 for Issue of Warrant Convertible into Equity Shares of the Company:

Number of valid Postal Ballot Forms received	235
Number of invalid Postal Ballot Forms received	4
Number of valid votes	27,67,134
Votes in favour of the Resolution	27,53,406
Votes against the Resolution	13,728

- (B) Special Resolution under Section 21 for Change in Name of the Company:

Number of valid Postal Ballot Forms received	235
Number of invalid Postal Ballot Forms received	4
Number of valid votes	27,67,134
Votes in favour of the Resolution	27,53,406
Votes against the Resolution	13,728

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) Presently the Company do not propose any resolution to be passed through postal ballot during the current year 2008-09.

7. Disclosures

A. Related Party Transactions

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

- A statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit Committee.
- 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.
- 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 2008.

The Company has paid rent of Rs.19,64,260/- to M/s. Silver Plastrochem Private Limited for the period under review for its Head Office premises. Mr. B. S. Kabra, Managing Director and Mr. Shiva Kabra, Whole time Director of the Company are Directors of M/s. Silver Plastrochem Private Limited.

1,25,000 Equity Share were allotted to M/s. Silver Plastrochem Private Limited on conversion of warants issued on Preferential basis

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 part of Annual 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 2008 was placed before the Board of Directors of the Company in its meeting held on 30th June, 2008.

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 Day, Date and Time : Tuesday, 23rd Sept., 2008 at 3.00 pm
- * Venue : Hotel Kohinoor Continental, Opp. J.B. Nagar, Andheri Kurla Rd., Mumbai-59.

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 23rd September, 2008

Financial Calendar (Tentative)

Financial Reporting for the

Quarter ending on 30 th June 2008	: 3 rd / 4 th week of July 2008
Quarter ending on 30 th Sept. 2008	: 3 rd / 4 th week of October 2008
Quarter ending on 31 st Dec. 2008	: 3 rd / 4 th week of January 2009
Year ending on 31 st March 2009	: 3 rd / 4 th week of June 2009

Book Closure Date (s) : Saturday 13th September, 2008 to Tuesday 23rd September, 2008
(both days inclusive)

Dividend Payment Date : Dividend, if approved, will be paid on or after 23rd Sept., 2008.

Listing Details

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

Name & Address	Script Code
The Stock Exchange, Mumbai. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	522295

The Company has paid Annual Listing fees for the financial year 2008-09.

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 2007	74.00	60.30	2,68,470
May 2007	65.00	58.15	2,39,322
June 2007	65.75	57.10	4,59,580
July 2007	62.00	55.50	3,54,582
August 2007	75.40	56.50	13,00,308
September 2007	78.00	60.00	27,90,832
October 2007	72.00	59.05	13,36,633
November 2007	68.45	54.90	7,90,422
December 2007	112.20	60.80	41,28,116
January 2008	110.05	52.00	23,26,955
February 2008	67.90	50.05	4,18,265
March 2008	55.50	41.00	3,53,916

Source – www.bseindia.com

Registrar & Share Transfer Agent

Sharepro Services (I) Pvt. Ltd. Satam Estate, 3rd Fl, Chakala, Andheri (E), Mumbai-400 099.
Tel : (022) 2821 5168, 6772 0300 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 transfer 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 Exchanges.

Distribution of Shareholding as on 31st March 2008

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1-500	8373	88.588	1318654	17.54
501-1000	589	6.230	498493	6.63
1001-2000	224	2.369	361501	4.81
2001-3000	88	0.931	223582	2.97
3001-4000	34	0.360	122536	1.63
4001-5000	43	0.455	206228	2.74
5001-10000	48	0.508	361001	4.80
10001 & above	53	0.561	4426653	58.88
Total	9455	100.00	7518648	100.00

Shareholding pattern as on 31 March 2008

Category	No. of Shareholders	% of Shareholders	No. of Share held	% Shareholding
Public	9069	95.93	33,52,946	44.59
Domestic Bodies Corporate	303	3.20	8,83,348	11.75
Financial Institutions / Mutual Funds / Banks	1	0.01	3,40,000	4.52
FIs	1	0.01	2,200	0.03
NRIs / OCBs	73	0.77	68,388	0.91
Promoters & associates	8	0.08	28,71,766	38.20
Total	9455	100.00	75,18,648	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 2008, 68,56,842 Equity Shares of the Company representing 93 % of the share capital of the Company stand dematerialised.

Outstanding GDRs /ADRs /Warrants or any convertible instruments

3,50,000 warrants were issued by the Company on Preferential basis convertible into Equity shares of the Company. Out of this 1,25,000 warrants has been exercised and balance 2,25,000 warrants are yet to be exercised.

Plant location : Village Bhatian, Near TVS Factory, Bharatgarh Road,
Nalagarh 174 101, Dist: Solan, Himachal Pradesh.

Address for Investors Correspondence:

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

The Company Secretary

Control Print Limited

C-106, Hind Saurashtra Indl. Estate,

Andheri-Kurla Road, Marol Naka, Mumbai - 400 059.

Tel: (022)- 28509056, 66938900 Fax: (022)- 28528272

Email:complianceofficer@controlprint.com

OR

the Company's Registrar & Share Transfer Agents:

Sharepro Services (I) Pvt. Ltd.

Satam Estate, 3rd Floor,

Chakala, Andheri (E), Mumbai – 400 099

Tel : (022) 2821 5168, 6772 0300 Fax : (022) 2837 5646

Email – sharepro@vsnl.com

DECLARATION FROM THE MANAGING DIRECTOR

To

The Members of Control Print Limited

As Provided under Clause 49 of the Listing Agreement with the Stock Exchange, the Board Members and the Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year ended 31st March, 2008.

FOR CONTROL PRINT LIMITED

B. S. KABRA
Managing Director

Place : Mumbai, 30th June, 2008

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Members of Control Print Limited

We have examined the compliance of the conditions of Corporate Governance by Control Print Limited for the year ended March 31, 2008 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 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

Place: Mumbai
Date: 30th June, 2008

Chandresh Gandhi
Partner

AUDITORS REPORT

The Member of
Control Print Limited

Dear Sirs,

We have audited the attached Balance Sheet of **Control Print Limited** as at 31st March, 2008 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 explanation furnished to us and the books and records examined by us in the normal course of audit, we enclose in the Annexure, a statement on the matters specified in paragraph 4 and 5 of the Order.
3. Further to our comments in the Annexure referred to in 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 accounts 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 Sub-section (3C) of section 211 of the Companies Act, 1956, except for Note No. I 6 b of Schedule 'U'
 - e) On the basis of the written representations received from the directors as on 31st March 2008, and the same being taken on 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 'U' regarding provision for leave encashment on cash basis and, read together with notes thereon and the accounting policies 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 2008, and
- ii. In case of Profit and Loss Account, of profits 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

Place : Mumbai
Date : 30/06/08

ANNEXURE TO THE AUDITOR'S REPORT

As referred to in paragraph 2 of our report of even date to the Members of **Control Print Limited**, on the accounts for the year ended 31st March 2008

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 verification 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 its business with regard to purchases of the stores, raw materials including components, plant and machinery, equipments and other assets and for the sale of goods.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956:
 - (a) In our opinion and according to the 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 the statutory dues: According to the records of the Company, undisputed statutory

dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income-Tax, Sales Wealth Tax, Custom Duty, Excise Duty, Service Tax and other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanation given to us, there are no undisputed amounts outstanding as on 31st March, 2008 for a period of more than six months from the date they became payable.

10. The Company has no accumulated losses and has not incurred any cash losses during the financial year covered by our audit or in the immediately preceding financial year.
11. As per the information and explanations given to us, the matter in respect of payment of dues to IDBI which has been appropriated by sale of promoters/guarantors shares in the previous year is still pending before the Honourable High Court of Mumbai. There is no amount outstanding to the financial institution as the disputed amount is already appropriated.
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 way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a 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 term loans during the year.
17. According to the information and explanation given to us and over all 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 borrowings 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 made Preferential allotment of 1,25,000 Equity Shares to Silver Plastochem Pvt.Ltd. covered under Section 301 of the Companies Act, 1956. In our opinion, the said allotment and pricing of the shares have been made in accordance with the SEBI guidelines and hence the prices are not prejudicial to the interests of the Company.
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 the information and explanation given to us by the management, no fraud on / by the Company has been noticed or reported during the year, that causes the financial statements to be materially misstated.

For Dosi & Jain
Chartered Accountants

Chandresh Gandhi
Partner

Place : Mumbai
Date : 30/06/08

BALANCE SHEET AS AT 31ST MARCH, 2008

I. SOURCES OF FUNDS :	<i>SCHEDULE</i>	<i>AS AT 31/03/08</i>	<i>AS AT 31/03/07</i>
		<i>(RUPEES)</i>	<i>(RUPEES)</i>
i. SHAREHOLDERS' FUNDS :			
(a) Share Capital	A	76,603,980	73,891,055
(b) Reserves & Surplus	B	345,018,719	282,177,398
ii. LOAN FUNDS :			
Secured Loans	C	-	13,264,387
iii. DEFERRED TAX LIABILITY (NET)			
		<u>11,276,603</u>	<u>10,234,719</u>
		<u>432,899,302</u>	<u>379,567,559</u>
II. APPLICATION OF FUNDS :			
i. FIXED ASSETS			
(a) Intangible Assets	D	3,465,814	2,376,686
Less : Amortisation		<u>1,555,534</u>	<u>1,053,288</u>
	(a)	<u>1,910,280</u>	<u>1,323,398</u>
(b) Tangible Assets		158,486,439	136,188,110
Less: Depreciation		<u>34,661,419</u>	<u>29,881,127</u>
	(b)	<u>123,825,020</u>	<u>106,306,983</u>
Net Fixed Assets (a)+(b)		125,735,300	107,630,381
ii. INVESTMENTS			
	E	156,031,643	100,407,549
iii. CURRENT ASSETS, LOANS & ADVANCES:			
(a) Inventories	F	100,208,180	89,554,701
(b) Sundry Debtors	G	82,075,988	108,181,343
(c) Cash & Bank Balance	H	14,003,883	6,384,972
(d) Loans & Advances	I	53,858,989	42,135,898
		<u>250,147,040</u>	<u>246,256,914</u>
Less : Current Liabilities & Provisions	J	<u>108,231,852</u>	<u>76,779,813</u>
NET CURRENT ASSETS		141,915,188	169,477,101
iv. MISCELLANEOUS EXP.			
(to the extent not written off or adjusted)	K	9,217,171	2,052,528
		<u>432,899,302</u>	<u>379,567,559</u>

Significant Accounting Policies & Notes on Accounts U
Schedules 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	(Piyush Shah) Company Secretary	(U. S. Rathi) Executive Director	(Shiva Kabra) Wholetime Director	(B. S. Kabra) Managing Director
-------------------------------	------------------------------------	-------------------------------------	-------------------------------------	------------------------------------

Mumbai, 30th June, 2008

PROFIT & LOSS A/C AS AT 31ST MARCH, 2008

I	INCOME	SCHEDULE	AS AT 31/03/08 (RUPEES)	AS AT 31/03/07 (RUPEES)
	Sale			
	-Manufacturing		18,940,225	-
	-Trading		340,927,288	375,754,225
	Service Income		27,705,793	19,210,213
	Other Income	L	44,432,901	24,027,853
	Sales & Other Income	(a)	<u>432,006,207</u>	<u>418,992,291</u>
II.	EXPENDITURE :			
	Cost of Raw Materials Consumed	M	7,174,978	-
	Cost of Trading Goods Sold	N	221,934,738	244,507,261
	Manufacturing Expenses	O	4,932,400	238,795
	Personnel Cost	P	49,090,423	40,618,067
	Administrative and Other Exp.	Q	36,190,387	25,036,755
	Selling & Distribution Exp.	R	20,225,941	16,660,795
	Financial Expenses	S	1,300,271	1,483,979
	Technical know how fees W/Off		4,044,608	-
	Miscellaneous Expenditure W/Off	T	442,031	-
	Bad Debts Written Off (Net)		3,829,206	1,394,981
		(b)	<u>349,164,983</u>	<u>329,940,633</u>
	Profit before Depre. & Tax	(a - b)	<u>82,841,224</u>	<u>89,051,658</u>
	Depreciation		6,106,442	5,087,941
	Extraordinary Item		-	6,858,979
	Profit before Taxation		<u>76,734,782</u>	<u>77,104,738</u>
	Provision for Taxation - Current		11,500,000	18,800,000
	- Wealth tax		204,784	212,492
	- Fringe Benefit Tax		1,343,574	1,221,362
	- Deferred		1,041,884	63,286
	Profit for the year after Taxation		<u>62,644,540</u>	<u>56,807,598</u>
	Earlier year's Adjustments		(706,185)	(2,109,857)
	Surplus Brought Forward from last year		97,842,392	80,423,790
	Balance available for Appropriation		<u>159,780,747</u>	<u>135,121,531</u>
	APPROPRIATIONS :			
	Proposed Dividend		15,037,296	14,769,126
	Tax on Dividend		2,555,588	2,510,013
	Transferred to General Reserves		30,000,000	20,000,000
	Balance carried over to Balance Sheet		112,187,863	97,842,392
			<u>159,780,747</u>	<u>135,121,531</u>
	Basic Earnings per share of Rs.10/- each		8.47	7.69
	Diluted Earnings per share of Rs.10/- each		7.81	7.69

Schedules L to T annexed hereto form an integral part of the P & L A/C

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)

Wholtime Director

(B. S. Kabra)

Managing Director

Mumbai, 30th June, 2008

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2008

SCHEDULE : A	AS AT 31/03/08 (RUPEES)	AS AT 31/03/07 (RUPEES)
SHARE CAPITAL :		
Authorised :		
1,00,00,000 (Previous year 1,00,00,000) Equity Shares of Rs.10/- each	100,000,000	100,000,000
Issued, Subscribed & Paid Up :		
**75,18,648 (Previous year 73,84,563) Equity Share of Rs.10/-each fully paid up in cash Add: 9,085 Forfeited Shares (to be reissued) **(Include 1,25,000 Equity Share of Rs.10/- each issued by converting warrants issued on preferential basis.)	75,186,480	73,845,630 45,425
Warrant Application Money (10% of 2,25,000 warrants issued on preferential basis @ Rs.63/- per warrant)	1,417,500	-
TOTAL	76,603,980	73,891,055
SCHEDULE : B		
RESERVES & SURPLUS :		
(a) Share Premium : Add: Premium on 1,25,000 shares issued Add: Premium on 9085 Shares	123,243,550 6,625,000 90,850	123,152,700 - 90,850
	129,959,400	123,243,550
(b) General Reserves Balance as per last Balance Sheet Add : Transferred during the period	54,152,981 30,000,000	34,152,981 20,000,000
	84,152,981	54,152,981
(c) Profit & Loss account : Balance as per last Balance Sheet Add: Transferred during the period	97,842,392 14,345,471	80,423,790 17,418,602
	112,187,863	97,842,392
(d) Capital Reserve	6,938,475	6,938,475
(e) Employees Stock Options Outstanding	11,780,000	-
TOTAL	345,018,719	282,177,398
SCHEDULE : C		
SECURED LOANS :		
CASH CREDIT		
ICICI Bank Limited	-	13,264,387
HDFC Bank Limited	-	-
(Secured by hypothecation of Stocks & Book Debts and by Equitable Mortgage of Vasai & Nalagarh Property and further secured by personal guarantee of the Managing Director)		
TOTAL	-	13,264,387

SCHEDULE - D : Fixed Assets

Particulars	GROSS BLOCK			AMORTISATION / DEPRECIATION				NET BLOCK	
	AS AT 01/04/07 Rupees	Additions during the Period Rupees	Deductions during the Period Rupees	AS AT 31/03/08 Rupees	AS AT 01/04/07 Rupees	Charged during the Year Rupees	Deduction during the Period Rupees	AS AT 31/03/08 Rupees	AS AT 31/03/07 Rupees
(A) Intangible Assets :									
Computer Software	2376686	46478	0	2423164	1053288	399409	0	1452697	1323398
Technical Knowhow fees	0	1042650	0	1042650	0	102838	0	102838	0
Total for the period (A)	2376686	1089128	0	3465814	1053288	502247	0	1555535	1323398
(B) Tangible Assets									
Land	5621158	0	0	5621158	0	0	0	0	5621158
Office Premises	22563268	275000	0	22838268	3392340	367794	0	3760134	19170928
Residential Premises	16657997	0	0	16657997	1327946	271525	0	1599471	15330051
Factory Premises	26828542	16761820	0	43590362	7077592	1278368	0	8355960	19750950
Plant & Machinery	7988387	8148646	1106040	15030993	4264363	557306	823904	3997765	3724024
Office Equipement	11573764	1914672	0	13488436	3493106	1257620	0	4750726	8080658
Furniture and Fixture	16604267	2764974	0	19369241	7941567	1065419	0	9006986	8662700
Vehicles	8475388	35390	0	8510778	2384213	806163	0	3190376	6091175
Capital Work-in-progress	19875339	19463926	25960059	13379206	0	0	0	0	19875339
Total for the period (B)	136188110	49364428	27066099	158486439	29881127	5604195	823904	34661418	106306983
Total for the period (A)+(B)	138564796	50453556	27066099	161952253	30934415	6106442	823904	36216953	107630381
Previous Year	115197617	25668665	2301486	138564796	26916669	5087941	1070195	30934415	88280948

Note : Additions in Fixed Assets include Rs.2,06,55,506 transferred from Capital Work-in-progress on 9th July, 2007 on commencement of production at Nalagarh

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2008

	AS AT 31/03/08 (RUPEES)	AS AT 31/03/07 (RUPEES)
SCHEDULE : E		
INVESTMENTS (AT COST) :		
MUTUAL FUND	25,843,227	-
Kotak Liquid (Institutional)-Weekly Dividend 2570928.1851 units @ Rs.10.0521		
NON-TRADE, UNQUOTED (as per Annexure)	-	899,000
QUOTED (as per Annexure)		
Equity Shares in other Bodies Corporates (at cost)	130,188,416	99,508,549
Aggregate Market Value of Invest. is Rs.151,147,630 (Previous year Rs.135,122,697/-)		
TOTAL	156,031,643	100,407,549
SCHEDULE : F		
INVENTORIES :		
(As taken, valued and certified by Management)		
Inventories (Mfg.)	a 9,219,727	-
Spares & Consumables	3,222,887	1,059,223
Raw Materials & Components	-	1,301,261
Finished Goods	87,765,566	87,194,217
	b 90,988,453	89,554,701
TOTAL a+b	100,208,180	89,554,701
SCHEDULE : G		
SUNDRY DEBTORS :		
(Unsecured, Considered good)		
Debts outstanding for more than 6 Months	30,281,329	13,259,686
Other Debts	51,794,659	94,921,657
TOTAL	82,075,988	108,181,343
SCHEDULE : H		
CASH AND BANK BALANCES :		
Cash and Cheques on hand	2,779,715	1,538,250
Balances with Scheduled Banks		
In Current Account	5,960,175	1,487,679
In Margin Money Deposit Account	2,483,227	538,737
Unclaimed Dividend Account	2,780,766	2,820,306
TOTAL	14,003,883	6,384,972
SCHEDULE : I		
LOANS AND ADVANCES :		
(Unsecured, Considered good)		
Deposits with Companies & others	1,500,000	2,003,287
Advances to Employees	2,601,037	1,990,725
Prepaid Expenses	325,897	262,420
Other Advances	346,315	413,673
Deposits :		
(a) Govt. & Semi Govt. Authorities	203,836	199,231
(b) Security Deposits *	1,301,615	1,176,675
Income Tax Paid & Deducted	47,580,289	36,089,887
TOTAL	53,858,989	42,135,898

* Includes Rs.5,34,000/- (P.Y. Rs.4,01,850/-) to a private company in which a Director is interested

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2008

SCHEDULE : J	AS AT 31/03/08 (RUPEES)	AS AT 31/03/07 (RUPEES)
CURRENT LIABILITIES AND PROVISION :		
Current Liabilities :		
Sundry Creditors :		
(a) Due to Micro & Small Enterprises	Nil	Nil
(b) Due to Others	33,581,606	10,670,542
Other Liabilities	26,646,726	29,911,788
Provision for Taxation	30,300,000	18,800,000
Provision for Wealth Tax	204,784	212,492
Fringe Benefit Tax	(94,148)	(94,148)
Proposed Dividend	15,037,296	14,769,126
Tax on Dividend	2,555,588	2,510,013
TOTAL	108,231,852	76,779,813
SCHEDULE : K		
Preliminary Expenses		
Opening Balance	-	-
Add: Incurred during the year	420,336	-
	420,336	-
Less: Written off during the year	31,525	-
Closing Balance	388,811	-
Deferred Revenue Expenses		
Opening Balance	2,052,528	-
Add: Incurred during the period	-	2,052,528
	2,052,528	2,052,528
Less: Written off during the year	410,506	-
Closing Balance	1,642,022	2,052,528
Deferred Employees Compensation Expenses		
Opening Balance	-	-
Add: Incurred during the year	11,780,000	-
	11,780,000	-
Less: Written off during the year	4,593,662	-
Closing Balance	7,186,338	-
TOTAL	9,217,171	2,052,528

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2008

SCHEDULE : L	AS AT 31/03/08 (RUPEES)	AS AT 31/03/07 (RUPEES)
Other Income :		
(a) Interest	353,612	248,927
(b) Dividend	1,880,315	1,910,884
(c) Misc. Receipts	85,418	88,403
(d) Profit on sale of Investment	39,797,995	20,976,412
(e) Forex Fluctuations	2,315,561	803,227
TOTAL	44,432,901	24,027,853
 SCHEDULE : M		
COST OF RAW MATERIALS CONSUMED :		
Opening Stock	-	-
Add: Purchases during the period	16,394,705	-
	16,394,705	-
Less: Closing Stock	9,219,727	-
Cost of raw materials consumed	7,174,978	-
 SCHEDULE : N		
COST OF TRADING GOODS SOLD :		
Opening Stock	89,554,701	81,771,398
Add: Purchases during the period	223,368,490	252,290,564
	312,923,191	334,061,962
Less: Closing Stock	90,988,453	89,554,701
Cost of Goods Sold	221,934,738	244,507,261
 MANUFACTURING EXPENSES : O		
Power & Other expenses	791,564	231,530
Personnel Cost	2,307,593	7,265
Administration & Other expenses	1,283,223	-
Selling & Distribution expenses	542,513	-
Financial expenses	7,507	-
Manufacturing Expenses	4,932,400	238,795
 SCHEDULE : P		
PERSONAL COST :		
Salaries & Wages	38,699,070	34,084,296
Contribution to P. F.	1,231,592	1,440,295
Contribution to ESIC	223,040	194,639
Employees Compensation expenses	4,593,662	-
Welfare expenses	4,343,059	4,898,837
TOTAL	49,090,423	40,618,067

SCHEDULE : Q	<i>AS AT 31/03/08 (RUPEES)</i>	<i>AS AT 31/03/07 (RUPEES)</i>
ADMINISTRATIVE & OTHER EXPENSES		
Rent	1,991,187	1,839,287
Rate & Taxes	422,185	799,785
Printing & Stationery	1,610,934	1,465,324
Auditor's Remuneration:		
-Audit Fees	170,989	134,688
-Tax Audit Fees	33,708	14,030
-Certification Charges	33,708	13,469
-Advisory Services	44,944	30,000
-Out of Pocket Expenses	3,241	1,716
Legal & Professional Charges	6,997,446	2,233,509
Directors Meeting Fees	145,000	135,000
Telephone, Mobile & Fax Charges	3,137,191	3,202,418
Insurance Charges	168,877	128,795
Conveyance Expenses	5,101,732	3,805,763
Loss on Sale of Fixed Assets	3,636	531,291
General Expenses	2,866,138	1,864,884
Guest House Expenses	110,325	169,038
Vehicle Expenses	2,280,050	2,422,980
Repairs & Maintenance	9,398,147	5,002,379
Electricity Charges	1,670,949	1,242,399
TOTAL	36,190,387	25,036,755
SCHEDULE : R		
SELLING & DISTRIBUTION EXPENSES:		
Travelling Expenses	10,866,734	8,844,641
Sales and Market Promotion Expenses	4,613,227	3,946,808
Freight & Other Expenses	4,745,980	3,869,346
TOTAL	20,225,941	16,660,795
SCHEDULE : S		
FINANCIAL EXPENSES :		
Interest on Cash Credit & Others	294,518	741,495
Bank Commission & Charges	1,005,753	742,484
TOTAL	1,300,271	1,483,979
SCHEDULE : T		
MISCELLANEOUS EXPENSES WRITTEN OFF :		
Deferred Revenue Exp. Written Off	410,506	-
Preliminary Expenses Written Off	31,525	-
TOTAL	442,031	-

ANNEXURE TO SCHEDULE - E INVESTMENTS AT COST AS AT 31ST MARCH 2008

Sr.	Name of Company (Quoted)	As at 31/03/08		As at 31/03/07	
		No. of Share	At Cost	No. of Shares	At Cost
1.	Advani Hotel & Resort India Ltd.	-	-	112,875	11,417,903
2.	Amara Raja Batteries Ltd.	165,000	13,755,825	33,000	13,755,825
3.	Asahi India Glass Ltd.	127,500	13,241,890	117,500	12,559,731
4.	ACC Ltd.	6,000	2,934,240	15,000	7,335,592
5.	Cairn India Ltd.	101,000	18,734,964	-	-
6.	GIC Housing Finance Ltd.	18,029	806,534	8,029	234,961
7.	Himatsingka Seide Ltd.	85,000	10,084,608	60,000	7,872,491
8.	Indian Hotels Co. Ltd	-	-	150,000	12,585,161
9.	Infosys Technologies India Ltd.	-	-	6,600	13,531,994
10.	Kotak Bank	25,000	16,566,753	-	-
11.	Lanxess ABS Ltd.	35,000	6,038,463	35,000	6,038,463
12.	Micro Tech.	79,461	18,533,073	-	-
13.	Nucleus Software Export Ltd.	6,650	-	10,150	3,967,306
14.	Sanghi Industries Ltd.	40,000	2,719,916	20,000	1,538,546
15.	Tata Elxsi	20,000	3,128,756	-	-
16.	Trent Ltd.	5,387	2,693,500	30,000	8,670,587
17.	Trent Tradeable Warrants	5,000	-	5,000	-
18.	UTV Software	37,500	20,949,893	-	-
			130,188,416		99,508,549
	(Unquoted)				
1.	Anusha International Ltd.	-	-	2,700	27,000
2.	Fund Flow Invest & Trdg. Ltd.	-	-	-	-
3.	Hindustan Agrigenetics Ltd.	-	-	4,500	45,000
4.	Inditalia Refcon Ltd.	-	-	3,900	39,000
5.	Indo Dutch Proteins Ltd.	-	-	4,700	47,000
6.	Mafatlal Finance Co. Ltd.	-	-	5,500	275,000
7.	Orisa Luminaries Ltd	-	-	8,100	81,000
8.	Pennar Aqua Export Ltd.	-	-	38,500	385,000
			-	-	899,000

SCHEDULE U-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 assets 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. During the year company has allotted 3,50,000 warrants on Preferential basis @ Rs.63/- per warrant, out of which 1,25,000 have been converted into fully paid up equity shares of Rs.10/- each. Against the balance 2,25,000 warrants, 10% of issue price has been received by the Company.
4. The matter, in respect of payment of dues to IDBI which has been appropriated by sale of promoters/guarantors shares in the previous year, is still pending before the Honourable High Court of Mumbai. There is no amount outstanding to the financial institution due to the said appropriation.
5. During the year Company has entered into a technical collaboration with KBA Metronic AG, Germany for manufacture of Industrial Ink-Jet Printers at Nalagarh, HP.
6. On December 31, 2005 shareholders approved via Postal Ballot, an Employee Stock

Option Plan (ESOP). The Plan provided an issuance of 3,69,200 equity shares of Rs. 10/- each to the employees of the Company. Compensation Committee administers the ESOP. Based on the recommendation of the Compensation Committee, 3,64,000 options were granted at Rs. 10/- per option on the date of grant. These options vest over a period of three years from the grant date.

The Summary of the status of the ESOP 2006 Plan is given as below:

Particulars	
Options outstanding at the begning of the year	NIL
Options granted during the year	3,64,000
Options forfeited during the year	1,16,000
Options Exercised during the year	NIL
Options Outstanding at the end of the year	2,48,000
Options exercisable during the year	NIL

The Total Accounting Charge on account of ESOP's is Rs. 1.18 crores amortized over a vesting period of three years on a straightline basis. The Accounting charge for the Current Year is Rs. 45.93 lacs.

7. Contingent Liabilites not provided for:

	<i>As at</i> <i>31/03/08</i> <i>Rupees</i>	<i>As at</i> <i>31/03/07</i> <i>Rupees</i>
a) Counter Guarantees given by the Company to the bank against the Bank Guarantees	18,20,635	50,53,660
b) Estimated amount of contracts remaining to be executed on capital account (net of Advances)	10,00,000	1,05,20,000
c) Disputed Income Tax Demands pending in Income Tax Appellate Tribunal for A.Y. 2000-01	NIL	3,93,320

8. Debtors and Creditors Balances are subject to confirmations & reconciliation, if any.

9. Directors Remuneration:

	Current Year	Previous Year
Salary & Allowances	47,31,000	17,40,000
P.F.	41,160	1,51,020
Other Benefits	95,715	4,92,010

10. There was no impairment loss on fixed assets on the basis of review carried out by the management during the year.
11. As per AS-22 on Accounting for Taxes on Income issued by ICAI, the Company has adjusted the deferred tax liability as on 31st March, 2008 of Rs.9,346/- for the year by crediting to Profit and Loss Account. The components of deferred tax liability for the current financial year are :-
- Depreciation Rs.9,346/-
12. 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.
Mr. Shiva Kabra - Silver Plastochem Pvt. Ltd.
- II Transactions with Related Parties
Silver Plastochem Pvt. Ltd.
- | | |
|---|-----------------|
| Rent paid | - Rs. 19,64,260 |
| Issue of Equity Share on Preferential Basis | - Rs. 78,75,000 |
- III Transaction with Directors
- | | |
|---|-----------------|
| Remuneration | - Rs. 47,31,000 |
| Board Meeting Fees | - Rs. 1,45,000 |
| Issue of Warrants on Preferential Basis | - Rs. 6,30,000 |
13. 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.
14. Based on the information available with the Company, there is no outstanding amount due to suppliers who are registered as Micro, Small or Medium enterprises under “The Micro, Small and Medium Enterprises Development Act, 2006” as at 31st March, 2008.

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

		Current Year ended 31/03/08		Previous Year ended 31/03/07	
	Unit	Qty.	Amount	Qty.	Amount
A. CAPACITIES AND PRODUCTION					
Coding and Marking Systems					
Licensed Capacity					
Installed Capacity					
Actual Production					
	Nos.	201		36	
Licence not required					
Not capable of estimation					
B. TURNOVER					
(a) Imported & Indigenous					
Coding & Marking Systems					
	Nos.	437	6,97,49,383	537	10,21,35,522
Consumable, Spares & Others					
			29,88,83,698		28,89,04,940
(b) Manufactured					
Coding & Marking Systems					
	Nos.	181	1,34,32,945	59	39,23,976
Consumable, Spares & Others					
			55,07,280	-	-
Total					
			<u>38,75,73,306</u>		<u>39,49,64,438</u>
C. STOCK					
Opening Stock:					
Imported & Indigenous					
Coding & Marking Systems					
	Nos.	242	3,14,11,279	211	2,42,76,896
Others					
			5,81,43,422		5,74,94,502
Closing Stock:					
(a) Imported & Indigenous					
Coding Marking Systems					
	Nos.	327	5,16,18,843	242	3,14,11,279
Others					
			3,93,69,610		5,81,43,422
(b) Manufactured					
Coding & Marketing Systems					
		22	4,95,483	-	-
Others					
			87,24,244	-	-
D. RAW MATERIAL					
CONSUMED:					
Components and parts					
			59,45,348		15,68,550
Raw Material for Ink Roll					
			12,29,630		-
Total					
			<u>71,74,978</u>		<u>15,68,550</u>
E. PURCHASE					
Coding & Marking Systems					
	Nos.	524	7,61,12,047	591	9,29,94,762
Others					
			14,72,56,443		15,92,95,802
Raw material and parts for Manufacturing					
			1,63,94,705		-
Total					
			<u>23,97,63,195</u>		<u>25,22,90,564</u>

F. CONSUMPTION OF RAW MATERIAL

Raw Material	Current Year ended 31/03/08		Previous Year ended 31/03/07	
	Consumption Rupees	Consumption % to total	Consumption Rupees	Consumption % to total
Imported	35,82,866	49.93%	3,39,870	21.67
Indigenous	35,92,112	50.07%	12,28,680	78.33

G. CIF VALUE OF IMPORTS:

	Current Year Rupees	Previous Year Rupees
Capital Goods	-	3,59,325
Raw Material, Stores & Spares	78,74,256	5,21,707
Finished Goods	11,84,83,728	11,79,81,584

H. EXPENDITURE IN FOREIGN CURRENCY:

	Current Year Rupees	Previous Year Rupees
i) Travelling and Training	10,19,304	2,59,250
ii) Technical Know-how	9,93,000	19,43,640
iii) Technical Know-how Fees	38,52,270	NIL
iii) Professional Fees	8,64,497	NIL

I. EARNINGS IN FOREIGN EXCHANGE:

	Current Year Rupees	Previous Year Rupees
FOB Value of Exports	16,95,830	NIL

16. 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 renewable by mutual consent on mutually agreeable terms. Lease payments are recognised in the statement of Profit and Loss under 'Rent' in Schedule 'Q'

17. 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	626.44	568.08
Weighted average number of shares	Nos.	75,18,648	73,93,648
Earnings per share basic	Rs.	8.47	7.69
Earnings per share Diluted	Rs.	7.81	7.69
Face value per share	Rs.	10.00	10.00

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

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, 2008

CASHFLOW FOR THE YEAR ENDED 31ST MARCH, 2008

	2007-08	2006-07
A NET PROFIT BEFORE TAX	76,028,597	74,994,881
Adjustment for:		
Depreciation (Net)	6,106,442	5,087,941
Forex fluctuation	-2,315,561	-803,227
Interest Paid	294,518	741,495
Interest Received	-353,612	-248,927
Profit/Loss on sale of Investment	-39,797,995	-20,976,412
Misc receipts	-85,418	-88,403
Loss on sale of Fixed Assets	3,636	531,291
Dividend Received	-1,880,315	-1,910,884
Employees Stock Options	<u>11,780,000</u>	<u>0</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	49,780,292	57,327,755
Adjustment for changes in :		
Trade & other Receivables	26,105,355	-13,533,605
Inventories	-10,653,479	-7,783,303
Other Current Assets, Loan & Advances	-735,976	-121,384
Trade & Other Payables	<u>19,646,002</u>	<u>8,237,853</u>
CASH GENERATED FROM OWN OPERATIONS	84,142,194	44,127,316
Direct Tax Paid	-15,556,481	-21,298,788
NET CASH FROM OPERATING ACITIVITES (TOTAL - A)	68,585,713	22,828,528
B CASH FLOW FROM INVESTMENT ACTIVITES		
Purchase of Fixed Assets	-24,493,497	-25,668,665
Sale of Fixed Assets	278,500	700,000
Purchase /Sale of Investments(Net)	-15,826,099	-20,037,786
Inter Corporate Deposits	503,287	205,807
Deferred Revenue Expenditure	-7,164,643	-
Forex fluctuation	2,315,561	803,227
Interest Received	353,612	248,927
Misc receipts	85,418	88,403
Dividend Received	<u>1,880,315</u>	<u>1,910,884</u>
NET CASH USED IN INVESTING ACTIVITIES (TOTAL -B)	-42,067,546	-41,749,203
C CASH FLOW IN FINANCING ACTIVITIES		
Issue of Shares/Application mony	9,428,775	-
Increase/(Decrease) in Borrowings	-13,264,387	17,720,176
Dividend Paid	-14,769,126	-7,384,563
Interest Paid	<u>-294,518</u>	<u>-741,495</u>
NET CASH USED IN FINANCING ACTIVITIES (TOTAL - C)	-18,899,256	9,594,118
TOTAL (A+B+C)	7,618,911	-9,326,557
OPENING CASH/CASH EQUIVALENTS	6,384,972	15,711,529
CLOSING CASH/CASH EQUIVALENTS	14,003,883	6,384,972

AUDITORS' CERTIFICATE

To
The Board of Directors,
CONTROL PRINT LIMITED,
Mumbai.

We have examined the attached cashflow statement of Control Print Limited for the year ended 31st March, 2008. 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, 2008, to the Company.

For Dosi & Jain
Chartered Accountants

Mumbai,
30th June, 2008

(Chandresh Gandhi)
Partner

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

I Registration Details

Registration No.	:	59800	State Code	:	11
Balance Sheet Date	:	31.03.2008			

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

Public Issue :	Nil	Issue of Shares (Promoter) :	1250
Bonus Issue :	Nil	Private Placement :	Nil

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

Total Liabilities	:	432899	Total Assets	:	432899
Source of Funds					
Paid-up Capital	:	76604	Reserve & Surplus	:	345019
Secured Loans	:	NIL	Unsecured Loans	:	Nil
Deferred Tax Liability	:	11276			
Application of Funds					
Net Fixed Assets	:	125735	Investments	:	156032
Net Current Assests	:	141915	Misc. Expenditure	:	9217
Accumulated Losses	:	Nil			

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

Turnover	:	432006	Total Expenditure	:	349165
Profit/Loss before Tax	:	76735	Profit/Loss after Tax	:	62645
Earning per Share in Rs.	:	8.47	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

**This page is left
intentionally blank**