

AMMADAL

FEET

ROAD

## 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 Kabra	(Managing Director)
Mr. Shiva Kabra	(Wholetime Director)
Mr. U.S. Rathi	(Executive Director-Operations)

## Company Secretary

Ms. Jalpa Bhatt

## Auditors

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

## Registered Office

C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka,  
Andheri (East), Mumbai 400059, India

## Registrar & Share Transfer Agent

Sharepro Services (India) Pvt. Ltd  
13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane,  
Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400072.

## Legal Advisor

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

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## About us

Seamlessly integrating precision, reliability, and cost-effectiveness, Control Print's abilities stem from our leadership, in association with our partners, in hard-core technology and product engineering. Augmenting these capabilities is our expertise across applications and industries. Combined with an extensive support infrastructure, we provide the highest quality products and services in the Coding & Marking Industry across the Indian Subcontinent.

Utilizing our close to two decades of experience in the Coding & Marking Industry, Control Print has developed a philosophy that consists of partnering with the leading global players technologically. We utilize our unsurpassed local manufacturing infrastructure and highly motivated skilled workforce to provide the best engineered and most cost effective products and solutions for the entire range of manufacturing industries which include Automotive, Agro-Chemicals, Metals, FMCG, Pharmaceutical, Food & Beverage, Wire & Cable, Pipe, Construction Materials, and Commercial Printing.

Enabling our customers in production line reliability, flexibility, cost efficiencies, or other myriad ways, Control Print's solutions can impact directly or subtly, but always leaving a mark of excellence in their wake.

## Vision

To be India's leading Coding and Marking Solution Provider

## Mission

To provide our customers, shareholders, employees and society with the highest value through:

- Market Leadership
- Continuous Innovation
- Maintaining superior standards in our products and performance
- Developing consistently superior technology
- Working alongside the company values

## Company Values

As a Company, Control Print is committed to upholding its core values of:

- Integrity
- Reliability
- Innovation
- Excellence
- Precision

## Financial Highlights

(₹ in Lakhs)

FY	2009-10	2008-09	2007-08	2006-07	2005-06
Gross Revenue	<b>4753.87</b>	3793.51	4296.91	4189.92	4185.06
Profit Before Tax	<b>224.71</b>	85.56	767.35	771.05	738.22
Profit After Tax	<b>208.68</b>	19.62	626.45	568.08	607.32
Dividend	<b>NIL</b>	NIL	150.37	147.69	147.69
Funds Employed	<b>5590.32</b>	4775.29	4328.99	3795.68	3288.21
Net Worth	<b>4606.77</b>	4312.75	4216.22	3560.69	3186.50
Borrowings	<b>856.53</b>	315.65	NIL	132.64	NIL
Debt : Equity Ratio	0.15:1	0.07:1	0.00:1	0.04:1	0.00:1
Net Worth Per Equity Share (₹ 10/- each) ₹	57.14	57.04	55.89	48.22	43.15
Earning Per Equity Share (₹ 10/- each) ₹	<b>2.59</b>	0.26	8.47	7.69	8.47
Dividend Per Equity Share (₹ 10/- each) ₹	<b>NIL</b>	NIL	2.00	2.00	2.00

## Notice

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of CONTROL PRINT LIMITED will be held on Tuesday, 28th September, 2010 at Mirage Hotel, International Airport Approach Road, Marol, Andheri-(East) – Mumbai-400 059 at 3.00 p.m. to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2010 and the Profit & Loss Account for the year ended on that date, together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. S. Jangid, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.
4. To consider and if thought fit, to pass with or without modification the following resolution as Special 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 (“the Act”) for re-appointment of Mr. Shiva Kabra, Wholetime Director of the Company, with effect from 1st April, 2010 to 31st March, 2013, on terms and conditions as set out in the “Whole time Director's Agreement” dated 17th March, 2010 (the “Agreement”), entered into by the Company with Mr. Shiva 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

₹ 180,000/- (₹ One Lakh Eighty Thousand only) per month, with such increases as may be decided by the Board of Directors from time to time.

### B) Perquisites

- a) Housing : Furnished accommodation to be provided by the Company, and if the Company's accommodation is not provided, the Wholetime Director shall be entitled to the House Rent Allowance subject to the ceiling of 60% of the Salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
- b) Medical Reimbursement: Reimbursement of medical expenses incurred including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and family.
- c) Leave Travel Concession: For self and family every year incurred in accordance with the Rules of the Company.
- d) Club Fees: Fees of clubs, subject to a maximum of three clubs.
- e) Personal Accident Insurance/ Group Life Insurance: Premium shall be paid as per Rules of the Company.
- f) Provident Fund/Pension: Contribute to Provident Fund and Pension Fund to the extent such contribution, either singly or put together are exempt under the Income Tax Act 1961.
- g) Gratuity: Gratuity payable shall be in accordance with the provision of the Payment of the Gratuity Act.
- h) Use of Car with Driver for Company's business.
- i) Telephone & Fax Facility at Residence: Telephone & Fax facility shall be provided at the Wholetime Director's residence.
- j) Leave and encashment of unavailed leave as per the rules of the Company.

### **C) Commission**

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

The aggregate remuneration inclusive of salary, perquisites and commission payable to Wholetime Director shall always be subject to the overall ceiling laid down in Sections 198 and 309 and other applicable provisions of the Companies Act, 1956.

### **D) Valuation Of Perquisites**

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

### **E) Minimum Remuneraton**

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

5. To consider and if thought fit, to pass with or without modification the following resolution as Special Resolution.

“RESOLVED that as approved by Remuneration Committee and in accordance with the provisions of Section 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) and subject to the approvals as are necessary, consent of the Company be and hereby accorded to revise the remuneration payable to Mr. Basant Kabra, Managing Director of the Company, with effect from 1st August, 2010 by modifying the Clause 5 of the Agreement dated 31st October, 2007, 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**

₹ 2,25,000/- (₹ Two lakhs Twenty Five Thousands only) per month; with such increases as may be decided by the Board of Directors from time to time.

### **B) Perquisites**

- a) Housing: Free 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 a 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 months salary for every completed year of service.
- h) Use of Company's Car with Driver for Company's business.
- i) Telephone & Fax Facility at Residence: 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.

The aggregate remuneration inclusive of salary, perquisite and commission payable to the Managing Director shall always be subject to the overall ceiling laid down in Section 198 and 309 and other applicable provisions of the Companies Act, 1956.

### **D) Valuation Of Perquisites**

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

### **E) Minimum Remuneraton**

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.

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

RESOLVED FURTHER that all other terms and conditions other than Clause 5 as stated in the Agreement dated 31st October, 2007, will remain unchanged.

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

By Order of the Board of Directors

Mumbai, 7th August, 2010

**Jalpa Bhatt**  
Company Secretary

#### **Registered Office:**

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



## Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.
2. Proxy Form duly completed and stamped, to be effective, must be received by the Company at its Registered Office at least 48 (forty eight) hours before the time appointed for the Meeting.
3. The relevant Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of Item No.4 and Item No.5 of the Notice as set out above, is annexed hereto and form part of the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2010 to 28th September, 2010 (both days inclusive).
5. Under Section 205A of the Companies Act, 1956, the amount of Dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of a Company is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Members who have not so far encashed the dividend warrants in respect of the Interim Dividend 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%), Final Dividend 2006-07 (20%) and Final Dividend 2007-2008 (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.
6. 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.
7. 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. 4

The Board of Directors of the Company at its meeting held on 30th January, 2010 had renewed the Agreement and re-appointed Mr. Shiva Kabra as Whole time Director for a further period of three years subject to the approval of the Members at the ensuing Annual General Meeting on the remuneration and perquisites as set out in the Agreement dated 17th March, 2010.

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

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

### I) General Information

1. Nature of Industry: Company is in Coding and Marking Business.
2. Date or expected date of commencement of commercial production: Company is in this line of business since its incorporation.
3. In case of new company, expected date of commencement of activities: Not applicable.
4. Financial performance: As given elsewhere in the Annual report.
5. Export performance and net foreign exchange earnings: Export turnover for the financial year ended 31st March, 2010 is ₹ 76,00,209/-, foreign exchange earnings ₹ 76,00,209/-.

### II) Information About The Appointee

1. Background details: Mr. Shiva Kabra is graduate in Economics and Mathematics from the Grinnell College, USA and has done MBA Programme from INSEAD, Singapore & France. He has been associated with the Company & Industry for quite some time and has contributed in various restructuring exercises undertaken by the Company on the product portfolio based on analysis of users and product profitability besides his initiatives in launch of new product lines for increase in sales and revenue under the Business Development & Strategy. He had also contributed for the Product Development and in the areas of Project Management.
2. Past remuneration: Salary of ₹ 1,80,000/- p.m. and other terms of remuneration is as stated in the resolution at item No.4 of the notice.
3. Recognition and awards: NIL
4. Job profile and his suitability: Mr. Shiva Kabra is holding the office of Whole-time Director and he is responsible for the general conduct and management of the business and affairs of the Company.  
Mr. Shiva Kabra has the required qualification and has very good contacts in the Industry and abroad. In view of the growth of the Company, Board of Director are of the view that he is the suitable person to hold the office of the Whole-time Director of the Company.
5. Remuneration proposed: As stated in Resolution proposed in the notice at Item No.4.
6. Comparative remuneration with respect to industry, size of Company, profile of the position and person: Considering the qualification and expertise of Mr. Shiva Kabra, the remuneration is in line with the Industry standards.
7. Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Shiva Kabra is son of the Managing Director of the Company and has no other pecuniary relationship with the Company other than being a Whole-time Director.

### III) Other Informations

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

### IV) Disclosures

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

Pursuant to Part III of the said Schedule, the approval of the shareholders is sought in the Annual General Meeting being convened, by the Notice to which this Explanatory Statement is annexed for this re-appointment and for payment of remuneration by way of salary, perquisites, commission and other allowances upto the limit as presently provided for in Section 1 of Part II of the said Schedule and for minimum remuneration upto the limits as may be prescribed in Section II of Part II from time to time as per the resolution being proposed at Item No.4 of the said Notice. Within the limit, as prescribed, the remuneration will be payable to Mr. Shiva Kabra as agreed to by the Board of Directors with Mr. Shiva Kabra.

A copy of the Agreement dated 17th March, 2010 is open for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays, Sundays and Public Holidays upto the date of this Annual General Meeting.

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

The Board commends the Resolution for acceptance by the Members.

#### 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 commencing from 1st January, 2008 to 31st December, 2012 on terms and conditions as set out in the Agreement dated 31st October, 2007 submitted to this meeting.

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

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

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

### I) General Information

1. Nature of Industry: Company is in Coding and Marking Business.
2. Date or expected date of commencement of commercial production: Company is in this line of business since its incorporation.

3. In case of new Company, expected date of commencement of activities: Not applicable.
4. Financial performance: As given elsewhere in the Annual Report.
5. Export performance and net foreign exchange earnings: Export turnover for the financial year ended 31st March, 2010 is ₹ 76,00,209/-, foreign exchange earnings ₹ 76,00,209/-.

## II) Information About The Appointee

1. Background details: Mr. Basant Kabra is a Chemical Engineer with managerial experience of more than three decades. He is the main promoter of the Company.
2. Past remuneration: Salary of ₹ 1,25,000/- p.m. and other terms of remuneration is as stated in the resolution at item No.5 of the notice.
3. Recognition and awards: NIL
4. Job profile and his suitability: Mr. Basant Kabra is holding the office of Managing Director and he is responsible for the general conduct and management of the business and affairs of the Company.  
Mr. Basant Kabra has the required qualification and has very good contacts in the Industry and abroad. In view of the growth of the Company, Board of Directors are of the view that he is the suitable person to hold the office of the Managing Directors of the Company.
5. Remuneration proposed: As stated in Resolution proposed in the Notice at Item No.5.
6. Comparative remuneration with respect to industry, size of Company, profile of the position and person: Considering the qualification and expertise of Mr. Basant Kabra, the remuneration is in line with the Industry standards.
7. Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Basant Kabra is father of the Whole time Director of the Company and has no other pecuniary relationship with the Company other than being a Managing Director.

## III) Other Informations

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

## IV) Disclosures

1. The shareholders of the Company shall be informed of the remuneration package of the managerial person:
2. Disclosures to be made in Board of Directors Report: Necessary disclosures are made in the Annual Report.

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

A copy of the Agreement dated 31st October, 2007 after modifying Clause 5 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.

The Board commends the Resolution for acceptance by the Members.

By Order of the Board of Directors

**Jalpa Bhatt**  
Company Secretary

Mumbai, 7th August, 2010

**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. S. S. Jangid
Date of Birth	12th October, 1956
Date of Appointment	30th August, 2003
Qualification	B.Com., L.L.B., F.C.A., A.C.S., P.G.D.I.S.
Expertise in Specific Functional areas	He is practicing Chartered Accountant having substantial experience in various fields such as Accounts, Audit, Taxation, Finance, Issue Management, Equity Structuring and Corporate Laws etc.
List of Companies in which outside Directorship held as on 31st March, 2010	Corporate Monecap Pvt. Ltd
Memberships/ Chairmanship of Committees across public Companies as on 31st March, 2010	Audit Committee, Remuneration Committee, Share Transfer Committee and Investor Grievance Committee Control Print Limited

## Directors' Report

To,

### The Members of Control Print Limited

The Directors have pleasure in presenting the Nineteenth Annual Report of your Company along with the Audited Statement of Accounts for the year ended 31st March, 2010.

### Financial Results

	Current Year <b>2009-2010</b> (₹ In lacs)	Previous Year 2008-2009 (₹ In lacs)
Sales & Service Income	4606.99	3787.90
Other Income	146.88	5.61
Total Income	4753.87	3793.51
Profit before Depreciation & Tax	317.19	162.00
Less: Depreciation	92.48	76.44
Net Profit before Taxation	224.71	85.56
Less: Provision for Taxation	35.90	51.04
Fringe Benefit Tax	----	16.78
Deferred Tax (Assets) / Liability	(19.87)	34.12
<b>Net Profit</b>	<b>208.68</b>	<b>19.62</b>
Earlier years adjustment	(5.53)	5.27
	203.15	24.89
Balance brought forward	1146.77	1121.88
Balance available for appropriation	1349.92	1146.77
Proposed Dividend	----	----
Tax on Dividend	----	----
Transferred to General Reserve	90.00	----
Balance carried to Balance Sheet	<b>1259.92</b>	<b>1146.77</b>

## Dividend

In order to preserve cash for the operating business, your directors do not recommend dividend for the year 2009-10.

## 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.

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

## 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, 2010 are given below:

	Option Outstanding in the beginning of the year	1,59,000
a.	Options granted	-
b.	Exercise Price	₹ 10/-
c.	Options Vested	68,400
d.	Options Exercised	48,000
e.	Total no. of shares arising as result of exercise of Options	48,000
f.	Options lapsed *	38,000
g.	Variation in terms of Options	None
h.	Money realised by exercise of Options	4,80,000
i.	Total number of options in force	73,600
*Lapsed options include options forfeited and options cancelled / lapsed		
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'	2.56
l.	Pro Forma Adjusted Net Income and Earning Per Share	
	<b>Particulars</b>	<b>Amount in ₹</b>
	<b>Net Income As Reported</b>	<b>20,867,754</b>
	Add: Intrinsic Value Compensation Cost	246,881
	Less: Fair Value Compensation Cost	257,857
	<b>Adjusted Pro Forma Net Income</b>	<b>20,856,778</b>
	Earning Per Share: Basic As Reported	2.59
	Adjusted Pro Forma	2.59
	Earning Per Share: Diluted As Reported	2.56
	Adjusted Pro Forma	2.55

### Directors

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

### 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

3,50,000 (Three Lakhs Fifty Thousands) Equity Shares of ₹ 10/- each were allotted on preferential basis to the Promoters of the Company, at a price of ₹ 29.75 per share . The proceeds of the Issue have been utilized for the objects approved by the Members of the Company.

48,000 (Forty Eight Thousands) Equity Shares were allotted to the employees of the Company under Employees Stock Option Scheme of the Company.

Accordingly, during the year under review, your Company's paid up Equity Share Capital has increased from ₹ 7,84,58,480 to ₹ 8,24,38,480 comprising of 82,43,848 equity shares of ₹ 10/- each.



### **Real Estate**

Your Company has entered into MOU for acquiring adjoining property situated at Chandivali, Andheri East, Mumbai. The Company is in the process of completing legal and technical issues related to acquiring and development of the property.

### **Fixed Deposit**

The Company has neither invited nor accepted any deposits from public during the year under review under the Companies (Acceptance of Deposit) Rules, 1975 read with Section 58A of the Companies Act, 1956.

### **Particulars of 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 form 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, 2010 and of the profits of the Company for the year ended 31st March, 2010;
- 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 2010 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 dedication of the Company's Employees.

For and on behalf of the Board of Directors

**B.S.Kabra**  
Chairman

Mumbai, 7th August, 2010

## 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 year ended 31st March, 2010.

Employed throughout the financial year and in Receipt of Remuneration aggregating not less than ₹ 24,00,000/- per annum

Name & Age (Years)	Mr.Shiva Kabra (32)
Designation / Nature of duties	Whole-time Director
Remuneration ( ₹ )	₹ 34,70,692/-
Qualification	MBA
Experience (Years)	9 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, 2010.

### A) Conservation of Energy

- a) Energy conservation measures taken, : Company continuously monitors the usage and conservation of Energy.
- b) Additional investment and proposals, if any, being implemented for reduction of consumption of energy : NIL
- c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods : NIL
- d) Total energy consumption and energy consumption per unit of 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 And Outgo

- f) Activities relating to exports; initiative taken to increase exports; development of new export markets for product and service and export plans : Company has developed several components and products for exports.
- g) Total foreign exchange used and earned : Expenditure- ₹ 42,99,692/-  
Earning – ₹ 76, 00,209/-

## 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	:	NIL
a) Capital		
b) Recurring		
c) Total		
d) Total R & D expenditure as a percentage of total turnover	:	NIL

### B) Technology Absorption, Adaptation And Innovation

1) Efforts in brief made towards technology absorption, adaptation and innovation	:	Technology for Continuous Ink Jet Printers and Large Character Printers 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 Technology.	:	2005
2. Manufacture of Ink Jet Printers.	:	2008
3. Manufacture Ink Jet Consumables.	:	2008
4. Manufacture of Large Character Printers	:	2009
5. Manufacture of Thermal Transfer Overprinters	:	2010

#### C) Has technology been fully absorbed

1. Hot Ink Roll Manufacturing Technology.	:	Technology absorbed
2. Manufacture of Ink Jet Printers.	:	Technology absorbed
3. Manufacture Ink Jet Consumables.	:	Technology absorbed
4. Manufacture of Large Character Printers	:	Technology absorbed
5. Manufacture of Thermal Transfer Overprinters	:	Under process of absorption

#### D) If not fully absorbed, areas where this has not taken place, reason thereof and future plan of action :

The Company is in process of absorbing Thermal Transfer Overprinters.

## 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 are several demand drivers for the Coding & Marking Industry with increases in regulatory, inventory control, and traceability requirements key contributing factors. Overall the industry growth is closely correlated to packaging industry growth and the manufacturing sector growth as a whole. The Indian Coding & Marking industry has reached a level of maturity and acceptance across applications and is dominated value-wise by 4 players with CPL being amongst them.

### b) Opportunities and Threats

Being a manufacturer of majority of the Items required for Coding and Marking industry and having a leadership edge in technological terms, your Company has an advantage over other players in the industry and can increase market share and installed base. The primary threat is the greater installed base of a few key competitors enabling them to get a higher number of repeat and reference sales.

### c) Productwise performance

Your Company has increased sales and market share of the Ink-Jet Printers and other Coding technologies during the year under review. With a foothold in many application, industries, and key customers we have developed a strong foundation for sustained future performance.

The manufacturing plant at Nalagarh has increased production and localization of printers and their various sub-assemblies including Inkjet Printers, Large Character Printers, Thermal Transfer Overprinters, and Consumables. The year under review has resulted in increased localization which will enable continued cost-competitiveness.

The key strategy of the Company revolves around delivering a superior value proposition to the customer by employing a powerful combination of superior technology through our partners, high localization and cost control through our Nalagarh Manufacturing Unit, and a strong service backup.

We are confident that this above proposition will continue to deliver rapid, profitable growth on a sustainable basis for your Company in a competitive environment.

### d) Real Estate

Your Company has entered into MOU for acquiring adjoining property situated at Chandivali. Andheri East, Mumbai. The Company is in the process of completing legal and technical issues related to the acquiring and development of the property.

### e) Risks and Concerns

We see a positive growth for the Company and the Industry inline with or exceeding overall Packaging and Manufacturing Sector growth for the short-to-medium term. Competitive pressures may also lead to some downward pressure on operating margins in the short term.

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.

**f) 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.

**g) Financial performance**

During the year 2009-10, Sales and Service Income of the Company is ₹ 4606.99 lakhs as compared to previous year ₹ 3787.90 lakhs.

Profit before depreciation and tax during the year under review is ₹ 317.19 lakhs compared to ₹ 162.00 lakhs in the previous year. Profit after tax is ₹ 208.68 lakhs compared to ₹ 19.62 lakhs in the previous year.

**h) 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 2010, the employee strength of the Company was 294.

**i) 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 2010 is given below.

### 1) Company's philosophy on Code of Governance

The Company adheres to goods corporate practices and is constantly striving to better them and adopt emerging best practices. It is believed that adherence to business ethics and commitment to corporate social responsibility would help the Company achieve its goal of maximizing value for all its stakeholders. 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 which are fundamental to Control Print.

### 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 2010

Name of the Director	Designation & Category	No. of other Directorship*	No. of Committee Membership**	
			Member	Chairman
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.Shiva Kabra	Promoter Whole-Time Director Executive	NIL	NIL	NIL

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

\*\*Represents Chairmanship/Membership of Audit Committee, Shareholders'/Investors' Grievance Committee and Remuneration Committee.

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

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

11th May, 2009, 30th June, 2009, 31st July 2009, 14th September 2009,  
31st October 2009, 30th January 2010.

The Eighteenth Annual General Meeting was held on 26th September 2009.

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 the AGM held on 23rd September, 2008
Mr. A. K. Lohiya	6	1	No
Mr. S. S. Jangid	6	6	No
Mr. B.S. Kabra	6	4	Yes
Mr. G. Himatsingka	6	5	Yes
Mr. Shiva Kabra	6	5	Yes

**c) Board's Responsibilities**

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

**d) Role of Independent Directors**

The Independent Directors play an important role in deliberations at the Board and Committee Meetings and bring to the Company, their expertise in the fields of Finance, Management, Law and Public Policy.

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

The minimum information to be made available, so far applicable, in terms of Clause 49 of the Listing Agreement is made available to the Board of Directors.

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

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company and it is available on the website 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 Three 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 Meetings attended
Mr. A. K. Lohiya	Director Non-Executive Independent	0
Mr. S. S. Jangid	Director Non-Executive Independent	4
Mr. G. Himatsingka	Director Non-Executive Independent	4

During the period under review, 4 meetings of Audit Committee were held on 30th June 2009, 31st July 2009, 31st October 2009 and 30th January 2010.

The Managing Director, Whole-time Director and Executive Director- Operations were 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 Three Directors all being Independent Non-Executive Directors. The Composition of Remuneration Committee is as under.

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

During the year, the Committee met once on 30th January, 2010 and approved the terms of re-appointment of Mr. Shiva Kabra as the Whole-time Director of the Company.

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

Name of the Director	Remuneration paid (₹)				Service contract / Notice period / Severance fees
	Basic Salary	Perquisites, Allowance & other benefits	Contribution to Provident Fund	Total	
Mr. B.S. Kabra Managing Director	15,00,000	1,24,048	9,360	16,33,408	Service Contract for Five years. Notice Period : 2 months Severance Fees : Nil
Mr. Shiva .Kabra Whole-Time Director	21,60,000	13,01,332	9,360	34,70,692	Service Contract for Three years. 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 (₹)	Audit Committee Meeting (₹)	Remuneration Committee Meeting (₹)	Total (₹)
Mr. S. S. Jangid	30,000/-	20,000/-	5000/-	55,000/-
Mr. G. Himatsingka	25,000/-	20,000/-	5000/-	50,000/-
Mr. Ashok Lohiya	5,000/-	-----	-----	5,000/-

#### 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, 2010.

Name of the Director	No. of Shares held
Mr. G. 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. Ms. Jalpa Bhatt, the Company Secretary, is the Compliance Officer.

During the year under review, 4 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 Resolution(s) passed
2006-2007	Hotel Kohinoor Continental, Opp. J.B.Nagar, Andheri-Kurla Road, Mumbai- 400 059	24th September 2007 3.00 p.m.	Increase in Remuneration of Mr.Shiva Kabra, Whole-time Director of the Company.
2007-2008	Hotel Kohinoor Continental, Opp. J.B.Nagar, Andheri-Kurla Road, Mumbai- 400 059	23rd September 2008 3.00 p.m.	NIL
2008-2009	Mirage Hotel, International Airport Approach Road, Marol, Andheri(East), Mumbai-400 059.	26th September 2009 4.00 p.m.	Resolution passed under Section 163 of the Companies Act, 1956.

II) During the year, a Special Resolution was passed through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 to seek approval of the shareholders for issue of 3,50,000 Equity Shares of the Company on preferential basis 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 30th June, 2009.

IV) The result of the voting on Postal Ballot was announced by the Managing Director on 1st July, 2009 and based on the report submitted by the scrutinizer, Mr. Nilesh Shah following was the outcome :

Special Resolution under Section 81 for issue of Equity shares of the Company:

Number of valid Postal Ballot Forms received	228
Number of invalid Postal Ballot Forms received	11
Number of valid votes	33,02,579
Votes in favour of the Resolution	33,00,569
Votes against the Resolution	1,850

Note: \*\* Three Shareholders in aggregate holding 459 Equity Shares have voted in favour of resolution for 299 Equity Shares and have abstained from voting for 160 Equity Shares.

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

- V) The Company is seeking Members approval for issue of 3,75,000 Warrants convertible into Equity Shares of the Company on preferential basis to the Promoters/ Promoter group of the Company through postal ballot during the Current Year 2010-11.

## 7. Disclosures

### A) Related Party Transactions

The Company follows the following policy in disclosing the related party transactions 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 2010.

The Company has paid rent of ₹ 22,23,648/- to M/s. Silver Plastochem Pvt. Limited for the period under review for its office premises. Mr. B. S. Kabra, Managing Director of the Company and Mr. Shiva Kabra, Whole time Director of the Company, are the Directors of M/s. Silver Plastochem Pvt. Limited.

The Company has issued 3,50,000 Equity shares to the Promoter of the Company 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 and Mr. U.S. Rathi, Executive Director in terms of Clause 49 (V) of the Listing Agreement with the Stock Exchange for the financial year ended 31st March 2010 was placed before the Board of Directors of the Company in its Meeting held on 7th August, 2010.

**8. Means of Communication.**

The Company regularly furnishes / intimates Unaudited as well as Audited financial results to the Stock Exchanges immediately after these are taken on record by the Board.

- Half yearly report sent to each household of Shareholders : No
- Quarterly results, Which newspapers normally published in : The Free Press Journal & Navshakti
- Any Website, where displayed : Corpfiling and Dissemination System
- 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, 28th September, 2010 at 3.00 p.m.
- Venue : Mirage Hotel, International Airport Approach Road, Marol, Andheri (E), Mumbai – 400 059

As required under Clause 49VI(A), particulars of Directors seeking re-appointment are given in the Explanatory Statement to the Notice of the Annual General Meeting to be held on 28th September 2010.

### Financial Calendar (Tentative)

Financial Reporting for the

Quarter ending on 30th June 2010	:	1st week of August, 2010
Quarter ending on 30th September 2010	:	1st /2nd week of November, 2010
Quarter ending on 31st December 2010	:	1st /2nd week of February, 2011
Year ending on 31st March 2011	:	3rd /4th week of May, 2011

<b>Book Closure Date(s)</b>	:	Monday, 20th September, 2010 Tuesday, 28th September, 2010 (both days inclusive)
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### Listing Details

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

Name and Address	Scrip 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 2010-11.

### 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 ( ₹ )	Month's Low Price ( ₹ )	Volume (In Nos.)
April-2009	28.00	20.00	45,947
May-2009	35.00	23.00	92,484
June-2009	38.00	26.00	80,273
July-2009	30.80	22.00	66,907
August-2009	30.00	23.75	89,246
September-2009	36.90	26.00	2,27,778
October-2009	34.00	25.80	1,41,356
November-2009	30.50	22.75	84,210
December-2009	33.50	25.80	1,31,633
January-2010	39.50	28.05	3,94,321
February-2010	30.85	27.00	64,343
March-2010	29.25	27.00	1,22,016

Source – www.bseindia.com

### Registrar & Share Transfer Agent

#### SHAREPRO SERVICES (I) PVT. LTD.

13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange lane,  
Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072

Tel : (022) 6772 0300 / 0400 | Fax : (022)2837 5646 | Email – sharepro@vsnl.com

### Share Transfer System

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

### Distribution of Shareholding as on 31st March 2010

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Share Held	% of Shareholding
1-500	7592	87.79	11,98,786	14.54
501-1000	565	6.53	4,73,216	5.74
1001-2000	222	2.57	3,48,823	4.23
2001-3000	94	1.09	2,39,399	2.91
3001-4000	29	0.34	1,04,533	1.27
4001-5000	34	0.39	1,59,422	1.93
5001-10000	58	0.67	4,24,820	5.15
10001 & above	54	0.62	52,94,849	64.23
<b>Total</b>	<b>8648</b>	<b>100.00</b>	<b>82,43,848</b>	<b>100.00</b>

### Shareholding Pattern as on 31st March 2010

Category	No. of Shareholders	% of Shareholders	No. of Share Held	% of Shareholding
Public	8352	96.58	35,07,138	42.54
Domestic Bodies Corporate	217	2.51	7,26,863	8.82
Financial Institutions / Mutual Funds / Bank	1	0.01	3,40,000	4.12
FIs	1	0.01	2,200	0.03
NRIs / OCBs	70	0.81	73,924	0.90
Promoters & associates	7	0.08	35,93,723	43.59
<b>Total</b>	<b>8648</b>	<b>100.00</b>	<b>82,43,848</b>	<b>100.00</b>

**Dematerialization of Shares and Liquidity:**

The shares of the Company are tradable compulsory 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 2010, 77,77,137 Equity Shares of the Company representing 94.34 % of the share capital of the Company stand dematerialized.

**Outstanding GDRs /ADRs /Warrants or any convertible instruments:**

No securities were pending conversion as on 31st March, 2010.

**Plant Location**

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

**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, India Tel: +91 22 28509056, 66938900 | Fax: +91 22 28519581, 28502609  
Email : companysecretary@controlprint.com OR

**The Company's Registrar & Share Transfer Agent**

Sharepro Services (I) Pvt. Ltd., 13AB, Samhita Warehousing Complex, Second Floor, Telephone Exchange lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072  
Tel : +91 22 67720300 / 0400 | Fax : +91 22 283 75646 | 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 Personal have affirmed compliance with the Company's Code of Conduct for the year ended 31st March, 2010.

For Control Print Limited

**B. S. Kabra**  
Managing Director

Place : Mumbai

Date : 7th August, 2010

## 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, 2010 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 the review of 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.

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

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

For **Dosi & Jain**  
Chartered Accountants

**Chandresh Gandhi**  
Partner  
Membership No. 43172  
Place: Mumbai  
Date: 7th August, 2010



## Auditors Report

The Members of **Control Print Limited**

Dear Sirs,

We have audited the attached Balance Sheet of Control Print Limited as at 31st March, 2010 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 2010, 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.
    - 1) In case of Balance Sheet, of state of affairs of the Company as at 31st March 2010, and
    - 2) In case of Profit and Loss Account, of profits of the Company for the year ended on that date
    - 3) In case of Cash Flow Statement, of the cash flows for the year ended on that date.

Place: Mumbai  
Date: 07/08/2010

**Chandresh Gandhi**  
Partner  
Membership No.43172

For **Dosi &Jain**  
Chartered Accountants  
Reg No. FRN 112435W

## Annexure To The Auditor's Report

As referred to in paragraph 2 of our report of even date to the members of Control Print Ltd., on the accounts for the year ended 31st March 2010

- 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 except as stated in Note no. (II)(5) of Schedule "U" - Notes to accounts.
- 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) 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 and accordingly the clause 4(iii) of the Companies (Auditor's Report) Order, 2003 is 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 inventory and Fixed Assets and for the sale of goods and services.
- 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 ₹ 5,00,000/- (₹ 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:
  - (a) 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 other undisputed amounts outstanding as on 31st March, 2010 for a period of more than six months from the date they become payable.

- (b) According to the information and explanation given to us and records of the Company, there are no disputed demands payables by the Company
- 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 Honorable 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 respect of company's investments proper records have been maintained for all transactions and contracts and entries therein have generally been made on timely basis. The shares, securities, debentures and other investments have been held by the Company in its own name except as permissible under Section 49 of the Companies Act, 1956.
  - 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) In our opinion and according to the information and explanation given to us, the term loan has been applied for the purpose for which they were raised.
  - 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 3,50,000 equity shares to the parties 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.

Place: Mumbai

Date: 07/08/2010

**For Dosi &Jain**  
Chartered Accountants  
Reg No. FRN 112435W

**Chandresh Gandhi**  
Partner  
Membership No. 43172

**Balance Sheet As At 31st March, 2010**

	SCH.	As At 31/03/10 (₹)	AS AT 31/03/09 (₹)
<b>I. SOURCES OF FUNDS :</b>			
<b>i. SHAREHOLDER'S FUNDS</b>			
(a) Share Capital	A	82,438,480	78,458,480
(b) Reserves & Surplus	B	378,238,951	352,816,758
<b>ii. LOAN FUNDS</b>			
(a) Secured Loans	C	70,265,048	31,564,651
(b) Unsecured Loans		15,388,125	-----
<b>iii. DEFERRED TAX LIABILITY (NET)</b>		12,701,533	14,688,642
		<b>559,032,137</b>	<b>477,528,531</b>
<b>II. APPLICATION OF FUNDS :</b>			
<b>i. FIXED ASSETS</b>			
Gross Block	D	200,554,427	184,098,765
Less: Depreciation / Amortisation		52,601,876	43,861,339
Net Block		147,952,551	140,237,426
<b>ii. INVESTMENTS</b>			
	E	87,119,585	93,993,032
<b>iii. CURRENT ASSETS, LOANS &amp; ADVANCES</b>			
(a) Inventories	F	234,091,611	158,055,942
(b) Sundry Debtors	G	123,662,946	96,187,838
(c) Cash & Bank Balance	H	10,035,853	7,172,073
(d) Loans & Advances	I	43,287,065	44,069,537
		411,077,475	305,485,390
Less: Current Liabilities & Provisions	J	92,524,308	71,393,469
<b>NET CURRENT ASSETS</b>		318,553,167	234,091,921
<b>iv. MISCELLANEOUS EXP.</b>			
(to the extent not written off adjusted)	K	5,406,834	9,206,152
		<b>559,032,137</b>	<b>477,528,531</b>

Significant Accounting Policies &amp; 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  
PartnerJalpa Bhatt  
Company SecretaryU.S. Rathi  
Executive DirectorShiva Kabra  
Wholetime DirectorB.S. Kabra  
Managing Director

Mumbai, 7th August, 2010

## Profit & Loss Account For The Year Ended 31st March, 2010

	SCH.	As At 31/03/10 (₹)	AS AT 31/03/09 (₹)
<b>I. INCOME :</b>			
Sales :			
- Manufacturing Sales		182,051,655	49,389,695
- Trading		267,422,302	314,432,962
Service Income		11,224,121	14,967,637
Other Income	L	14,688,476	560,859
	<b>(a)</b>	<b>475,386,554</b>	<b>379,351,153</b>
<b>II. EXPENDITURE :</b>			
Cost of Raw Materials Consumed	M	114,583,432	29,428,996
Cost of Goods Sold (Trading)	N	185,778,531	217,620,654
Manufacturing Expenses	O	27,999,183	12,303,152
Personnel Cost	P	50,770,226	50,459,019
Administrative and Other Exp.	Q	35,337,108	30,597,432
Selling & Distribution Exp.	R	18,151,723	16,088,618
Financial Expenses	S	8,007,083	4,760,398
Miscellaneous Expenditure Written Off	T	1,747,437	1,747,437
Bad Debts Written Off (Net)		1,292,660	145,439
	<b>(b)</b>	<b>443,667,383</b>	<b>363,151,145</b>
Profit before Depre. & Tax	(a - b)	31,719,171	16,200,008
Depreciation		9,248,248	7,644,386
Profit before Taxation		22,470,923	8,555,622
Provision for Taxation	- Current	3,400,000	1,300,000
	- Wealth tax	190,278	203,677
	- Fringe Benefit Tax	----	1,678,066
	- Deferred	(1,987,109)	3,412,039
Profit for the year after Taxation		20,867,754	1,961,840
Earlier year's Adjustments		(553,061)	527,299
Surplus Brought Forward from last year		114,677,002	112,187,863
Balance available for Appropriation		<b>134,991,695</b>	<b>114,677,002</b>
<b>APPROPRIATIONS :</b>			
Proposed Dividend		----	----
Tax on Dividend		----	----
Transferred to General Reserves		9,000,000	----
Balance carried over to Balance Sheet		125,991,695	114,677,002
		<b>134,991,695</b>	<b>114,677,002</b>
Basic Earnings per share of ₹ 10/- each		2.59	0.26
Diluted Earnings per share of ₹ 10/- each		2.56	0.25

Schedules L to T annexed hereto form an integral part of the Profit and Loss Account.

As per our report of even date attached

For **Dosi & Jain**

Chartered Accountants

For and on behalf of the Board

**Chandresh Gandhi**

**Jalpa Bhatt**

**U.S. Rathi**

**Shiva Kabra**

**B.S. Kabra**

Partner

Company Secretary

Executive Director

Wholtime Director

Managing Director

Mumbai, 7th August, 2010

**Schedules Forming Part Of The Balance Sheet As At 31st March,2010**

	As At 31/03/10 (₹)	AS AT 31/03/09 (₹)
<b>SCHEDULE : A</b>		
<b>SHARE CAPITAL :</b>		
<b>Authorised :</b> 1,00,00,000 (Previous year 1,00,00,000)		
Equity Shares of ₹ 10/- each	<b>100,000,000</b>	<b>100,000,000</b>
<b>Issued Subscribed &amp; Paid Up :</b>		
82,43,848 (Previous year 78,45,848)		
Equity Shares of ₹ 10/- each fully paid up in cash	82,438,480	78,458,480
(Of the above:		
7,35,000 Equity shares of ₹ 10/- each		
issued to promoters on preferential basis (C.Y. 3,50,000; P.Y. 2,60,000)		
115,200 Equity shares of ₹ 10/- each		
issued on exercise of options by ESOP holders.(C.Y. 48,000; P.Y. 67,200)		
<b>TOTAL</b>	<b>82,438,480</b>	<b>78,458,480</b>
<b>SCHEDULE : B</b>		
<b>RESERVES &amp; SURPLUS :</b>		
(a) Share Premium :	138,049,800	129,959,400
Add : Premium on 3,50,000 (P.Y. 2,60,000)		
Shares issued to promoters on preferential basis	6,912,500	48,98,400
Add : Premium on 48,000 (P.Y. 67,200)		
Shares issued to ESOP holders	2,280,000	31,92,000
	147,242,300	138,049,800
(b) General Reserves		
Balance as per last Balance Sheet	84,152,981	84,152,981
Add : Transferred during the period	9,000,000	-----
	93,152,981	84,152,981
(c) Profit & Loss account :		
Balance as per last Balance Sheet	114,677,002	112,187,863
Add: Transferred during the period	11,314,693	2,489,139
	125,991,695	114,677,002
(d) Capital Reserve		
Balance as per last Balance Sheet	8,355,975	6,938,475
Add : on forfeiture of preferential convertible warrants	-----	1,417,500
	8,355,975	8,355,975

	As At 31/03/10 (₹)	AS AT 31/03/09 (₹)
<b>(e) Employees Stock Options Outstanding :</b>		
Balance as per last Balance Sheet	7,581,000	11,780,000
Add : Granted during the year	-----	-----
Less: Exercised during the year	(2,280,000)	(3,192,000)
Less: Lapsed during the year	(1,805,000)	(1,007,000)
	<hr/> 3,496,000	<hr/> 7,581,000
<b>TOTAL</b>	<hr/> <b>378,238,951</b>	<hr/> <b>352,816,758</b>
<b>SCHEDULE : C</b>		
<b>SECURED LOANS :</b>		
ING Vysya Bank Ltd Cash Credit	46,871,780	30,959,353
ING Vysya Bank Ltd Term Loan	23,393,268	605,298
(Secured by hypothecation of Stocks & Book Debts. These are further secured by personal guarantees of two Directors, pledge of some shares held by related party and mortgage of certain immovable properties of the Company.)		
<b>TOTAL</b>	<hr/> <b>70,265,048</b>	<hr/> <b>31,564,651</b>

**SCHEDULE : D (Fixed Asset)**

Particulars	GROSS BLOCK				AMORTISATION / DEPRECIATION				NET BLOCK	
	As at 01/04/09 ₹	Additions during the period ₹	Deduction during the period ₹	As at 31/03/10 ₹	As at 01/04/09 ₹	Charged during the year ₹	Deduction during the period ₹	As at 31/03/10 ₹	As at 31/03/10 ₹	As at 31/03/09 ₹
<b>A) Intangible Assets:</b>										
Computer Software	2824584	411017	0	3235601	1868073	467510	0	2335583	900018	956511
Technical knowhow fees	1471650	0	0	1471650	333858	245324	0	579182	892468	1137792
<b>Total for the period (A)</b>	<b>4296234</b>	<b>411017</b>	<b>0</b>	<b>4707251</b>	<b>2201931</b>	<b>712834</b>	<b>0</b>	<b>2914765</b>	<b>1792486</b>	<b>2094303</b>
<b>B) Tangible Assets:</b>										
Land	5621158	0	0	5621158	0	0	0	0	5621158	5621158
Office Premises	22838268	0	0	22838268	4132398	372264	0	4504662	18333606	18705870
Residential Premises	16657997	0	0	16657997	1870996	271525	0	2142521	14515476	14787001
Factory Premises	58840968	2117602	0	60958570	10011977	1965505	0	11977482	48981088	48828991
Plant and Machinery	23054899	8745648	0	31800547	4859028	1326802	0	6185830	25614716	18195871
Office Equipments	15852785	2723678	68834	18507629	6255704	1875048	41759	8088993	10418636	9597081
Furniture and Fixtures	27672298	1958795	132465	29498628	10474864	1791034	72803	12193095	17305533	17197434
Vehicles	9264158	1409384	709164	9964378	4054441	933235	393149	4594527	5369851	5209717
Capital Work-in-progress	0	2503694	2503694	0	0	0	0	0	0	0
<b>Total for the period (B)</b>	<b>179802531</b>	<b>19458801</b>	<b>3414157</b>	<b>195847175</b>	<b>41659408</b>	<b>8535415</b>	<b>507711</b>	<b>49687112</b>	<b>146160063</b>	<b>138143123</b>
<b>Total for the period (A)+(B)</b>	<b>184098765</b>	<b>19869818</b>	<b>3414157</b>	<b>200554426</b>	<b>43861339</b>	<b>9248248</b>	<b>507711</b>	<b>52601876</b>	<b>147952550</b>	<b>140237426</b>
Previous year	161952253	45336225	23189713	184098765	36216954	7644385	0	43861339	140237426	125735299

\*Refer Schedule U II 5 (Notes to Accounts)



	As At 31/03/10 (₹)	AS AT 31/03/09 (₹)
<b>SCHEDULE : E</b>		
<b>INVESTMENTS (AT COST) :</b>		
QUOTED :		
Equity Shares in other Bodies Corporates ( at cost )	87,119,585	93,993,032
Aggregate Market Value of Investments is ₹ 128,008,137/- (Previous year ₹ 55,804,813/-)		
<b>TOTAL</b>	<b>87,119,585</b>	<b>93,993,032</b>
<b>SCHEDULE : F</b>		
<b>INVENTORIES :</b>		
(As taken, valued and certified by Management)		
Raw Materials	86,187,223	24,123,501
Work-in-progress	7,249,862	4,011,604
<b>Trading:</b>		
Spares & Consumables	13,506,315	1,897,932
Finished Goods	127,148,211	127,132,535
Goods in Transit	----	890,370
<b>TOTAL</b>	<b>234,091,611</b>	<b>158,055,942</b>
<b>SCHEDULE : G</b>		
<b>SUNDRY DEBTORS :</b>		
(Unsecured, Considered good)		
Debts outstanding for more than 6 Months	27,796,930	27,073,213
Other Debts	95,866,016	69,114,625
<b>TOTAL</b>	<b>123,662,946</b>	<b>96,187,838</b>
<b>SCHEDULE : H</b>		
<b>CASH AND BANK BALANCES :</b>		
Cash and Cheques on hand	3,211,134	1,897,076
Balances with Scheduled Banks:		
In Current Account	2,136,472	1,515,373
In Margin Money Deposit Account	2,222,855	1,402,295
Unclaimed Dividend Account	2,465,392	2,357,329
<b>TOTAL</b>	<b>10,035,853</b>	<b>7,172,073</b>
<b>SCHEDULE : I</b>		
<b>LOANS AND ADVANCES :</b>		
(Unsecured, Considered good)		
Advances to Employees	3,340,843	2,734,718
Prepaid Expenses	512,525	397,276

	As At 31/03/10 (₹)	AS AT 31/03/09 (₹)
Addl. Custom Duty Refund Receivable	2,828,383	5,458,130
Advance against premises	13,500,000	13,000,000
Other Advances	923,578	385,100
Deposits :		
(a) Govt. & Semi Govt. Authorities	209,836	209,836
(b) Security Deposits *	2,704,975	1,252,375
Income Tax Paid & Deducted	19,266,925	20,632,102
<b>TOTAL</b>	<b>43,287,065</b>	<b>44,069,537</b>

\* Includes ₹ 5,34,000/- (P.Y. ₹ 5,34,000/-) to a private company in which a Director is interested

**SCHEDULE : J**

**CURRENT LIABILITIES AND PROVISION :**

Current Liabilities :

Sundry Creditors:

(a) Due to Small Scale Industries	NIL	NIL
(b) Due to Others	49,080,928	36,130,459
Other Liabilities	38,746,865	33,759,333
Provision for Taxation	4,506,237	1,300,000
Provision for Wealth Tax	190,278	203,677
<b>TOTAL</b>	<b>92,524,308</b>	<b>71,393,469</b>

**SCHEDULE : K**

**MISCELLANEOUS EXPS. (To the extent not w/off):**

Preliminary Expenses

Opening Balance	346,777	388,811
Add : Incurred during the year	-----	-----
	346,777	388,811
Less : Written off during the year	42,034	42,034
Closing Balance	304,743	346,777
Deferred Revenue Expenses		
Opening Balance	6,411,100	1,642,022
Add: Incurred during the period	-----	6,474,481
	6,411,100	8,116,503
Less : Written off during the year	1,705,403	1,705,403
Closing Balance	4,705,697	6,411,100
Deferred Employees Compensation Expenses		
Opening Balance	2,448,275	7,186,338
Add : Incurred during the year	-----	-----
	2,448,275	7,186,338
Less : Lapsed/Amortised during the year	2,051,881	4,738,063
Closing Balance	396,394	2,448,275
<b>TOTAL</b>	<b>5,406,834</b>	<b>9,206,152</b>

	As At 31/03/10 (₹)	AS AT 31/03/09 (₹)
<b>SCHEDULE : L</b>		
<b>OTHER INCOME:</b>		
(a) Interest	234,082	312,115
(b) Dividend	770,366	1,093,655
(c) Misc. Receipts	27,686	55,923
(d) Profit / (Loss) on sale of Investment	13,481,929	(2,328,633)
(e) Commission	174,413	1,427,799
<b>TOTAL</b>	<b>14,688,476</b>	<b>560,859</b>
<b>SCHEDULE : M</b>		
<b>COST OF RAW MATERIALS CONSUMED :</b>		
Opening Stock	28,135,105	9,219,727
Add: Purchases during the period	179,885,412	48,344,374
	208,020,517	57,564,101
Less: Closing Stock	93,437,085	28,135,105
<b>TOTAL</b>	<b>114,583,432</b>	<b>29,428,996</b>
<b>SCHEDULE : N</b>		
<b>COST OF GOODS SOLD (TRADING) :</b>		
Opening Stock	129,920,837	90,988,453
Add: Purchases during the period	196,512,220	256,553,038
	326,433,057	347,541,491
Less: Closing Stock	140,654,526	129,920,837
<b>TOTAL</b>	<b>185,778,531</b>	<b>217,620,654</b>
<b>SCHEDULE : O</b>		
<b>MANUFACTURING EXPENSES :</b>		
Power & other Expenses	2,407,238	1,126,630
Personnel Cost	14,102,063	6,713,890
Administrative & Other Expenses	4,156,030	2,431,516
Selling & Distribution Expenses	3,899,770	1,091,091
Royalty Expenses	3,325,216	852,272
Financial Expenses	108,866	87,753
<b>TOTAL</b>	<b>27,999,183</b>	<b>12,303,152</b>
<b>SCHEDULE : P</b>		
<b>PERSONNEL COST :</b>		
Salaries & Wages	46,004,299	41,851,053
Contribution to P.F	1,271,551	1,176,734
Contribution to ESIC	260,325	213,985
Employees Compensation Expenses	246,881	3,731,063
Welfare Expenses	2,987,170	3,486,184
<b>TOTAL</b>	<b>50,770,226</b>	<b>50,459,019</b>

	As At 31/03/10 (₹)	AS AT 31/03/09 (₹)
<b>SCHEDULE : Q</b>		
<b>ADMINISTRATIVE &amp; OTHER EXPENSES :</b>		
Rent	2,259,580	2,317,913
Rates & Taxes	727,158	494,451
Printing & Stationery	2,454,454	1,856,410
Auditor's Remuneration:		
- Audit Fees	204,055	174,391
- Tax Audit Fees	33,090	33,210
- Certification Charges	99,270	49,635
- Advisory Services	49,635	49,635
- Out of Pocket Expenses	6,535	17,513
Legal & Professional Charges	7,701,061	4,701,578
Directors Meeting Fees	110,000	120,000
Telephone, Mobile & Fax Charges	2,925,279	3,071,798
Insurance Charges	34,679	102,814
Conveyance Expenses	6,924,491	7,444,980
Loss on Sale of Fixed Assets	253,596	----
General Expenses	3,170,359	3,785,875
Vehicle Expenses	2,569,538	2,468,006
Repairs & Maintenance	4,102,874	2,267,633
Electricity Charges	1,711,454	1,641,590
<b>TOTAL</b>	<b>35,337,108</b>	<b>30,597,432</b>
<b>SCHEDULE : R</b>		
<b>SELLING &amp; DISTRIBUTION EXPENSES :</b>		
Travelling Expenses	12,550,529	9,606,169
Sales and Market Promotion Expenses	1,397,737	2,621,083
Freight & Other Expenses	4,203,457	3,861,366
<b>TOTAL</b>	<b>18,151,723</b>	<b>16,088,618</b>
<b>SCHEDULE : S</b>		
<b>FINANCIAL EXPENSES :</b>		
Interest on Cash Credit & Others	4,670,083	2,539,354
Interest on Term Loan	2,728,492	----
Bank Commission & Charges	608,508	2,221,044
<b>TOTAL</b>	<b>8,007,083</b>	<b>4,760,398</b>
<b>SCHEDULE : T</b>		
<b>MISCELLANEOUS EXPENSES WRITTEN OFF :</b>		
Deferred Revenue Expenses Written Off	1,705,403	1,705,403
Preliminary Expenses Written Off	42,034	42,034
<b>TOTAL</b>	<b>1,747,437</b>	<b>1,747,437</b>

## Annexure to Schedule - E Investments at Cost as at 31st March 2010

Sr. No.	Name of Company (Quoted)	As at 31/03/10		As at 31/03/09	
		No. of Shares	At Cost ₹	No. of Shares	At Cost ₹
1.	Amara Raja Batteries Ltd.	82,500	0	247,500	13,755,825
2.	Asahi India Glass Ltd.	0	0	5,000	341,080
3.	Cairn India Ltd.	125,000	21,992,886	125,000	21,992,886
4.	GIC Housing Finance Ltd.	18,029	806,534	18,029	806,534
5.	Himatsingka Seide Ltd.	85,000	3,700,037	25,000	2,212,118
6.	Kotak Bank	0	0	25,000	16,566,754
7.	Lanxess ABS Ltd.	0	0	35,000	6,038,463
8.	Micro Tech.	114,833	20,766,794	100,000	20,780,720
9.	Nucleus Software Export Ltd.	0	0	6,650	0
10.	Sanghi Industries Ltd.	0	0	40,000	2,719,916
11.	Tata Elxsi	0	0	30,000	4,770,934
12.	Trent Ltd.	0	0	2,500	1,250,000
13.	Trent Tradeable Warrants	0	0	5,000	0
14.	Taj GVK	131,100	17,499,275	0	0
15.	Mundra Port	33,000	18,204,406	0	0
16.	Heritage Foods	2,000	398,471	0	0
17.	Delta Corp	75,000	3,751,182	0	0
18.	UTV Software	0	0	4,016	2,757,802
	<b>TOTAL</b>		<b>87,119,585</b>		<b>93,993,032</b>

## 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, than the carrying amount is reduced to its recoverable amount by treating the difference between them as impairment loss and the same is charged to Profit & Loss Account.
- b) Capital work in progress is carried at cost, comprising of direct cost and related incidental expenses.

#### 2) Intangible Assets

Intangible Assets are stated at cost of acquisition less amortisation.

#### 3) Investments

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

#### 4) Inventories

Inventories are valued on FIFO basis as under:

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

#### 5) Depreciation

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

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

#### 6) a) Sales: Sales are net of returns and claims.

#### b) Recognition of Income and Expenditure:

Income and expenditure are generally recognised on accrual basis except for Leave Encashment which is recognised on cash basis which is contrary to "Accounting Standard 15" issued by the Institute of Chartered Accountants of India.

Revenue from contracts priced on a time and material basis are recognized when services are rendered and related costs are incurred.

Revenue from maintenance contracts are recognised pro-rata over the period of the contract.

#### 7) Borrowing Costs

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to profit and loss account.

#### 8) Foreign Exchange Transactions

Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. Monetary items denominated in foreign currencies (such as cash, receivables, payables etc) outstanding at the year end are translated at exchange rate applicable on balance sheet date.

Any gains or losses arising due to exchange differences arising on translation or settlement are accounted for in the Profit and Loss Account.

#### 9) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in Notes to Accounts. Contingent assets are neither recognised nor disclosed in financial statements.

#### 10) 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.

## II. NOTES TO ACCOUNTS

- 1) The Company operates in a single reportable segment viz. Coding and Marking Machine 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 Equity shares to the promoters on preferential basis at the rate ₹ 29.75 per shares and has allotted 48,000 Equity shares at the rate of ₹ 10/- per shares to the Employees of the Company under Employees Stock Option Scheme of the Company.
- 4) The Company had filed a suit against IDBI in respect of amount appropriated by them towards sale of promoters/guarantors shares in the earlier 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) Other Liabilities include ₹ 1,50,00,000 received as advance against sale of Delhi immovable property of the Company. As per agreement with the buyer, the Company is entitled to forfeit the said amount, if the buyer does not comply with the conditions of sale within the stipulated time. The buyer has since failed to comply with the conditions and hence, the Company has forfeited this amount received in accordance with the terms of the agreement. The buyer has filed suit in the Court for recovery of the advances paid by them. The Company contends that as per the agreement, it is not required to be refunded. However, based on the directives issued by the Court, the Company has deposited FDR of this amount with the Court.
- 6) On December 31, 2005 shareholders approved via Postal Ballot, an Employee Stock Option Plan 2006 (ESOP 2006). The Plan provided an issuance of 3,69,200 equity shares of ₹ 10/- each to the employee of the Company. Compensation Committee administers the ESOP 2006. Based on the recommendation of the Compensation Committee, the options were granted at ₹ 10/- per share per option on the date of grant. These options vest over a period of three years from the grant date.
- 7) The Summary of the status of the ESOP 2006 Plan is given as below:

Options outstanding at the beginning of the year	1,59,000
Options granted during the Year	NIL
Options forfeited during the Year	NIL
Options Exercised during the Year	48,000
Options Lapsed during the Year	38,000
Options Outstanding at the end of the Year	73,600
Options exercisable during the year (2010-2011)	73,600

The Total Accounting Charge on account of ESOP's is ₹ 1.18 crores amortized over a vesting period of three years on a straightline basis. The Accounting charge for the Current Year is ₹ 2,46,881/-

8) Contingent Liabilities not provided for:	As at 31/03/10 (₹)	As at 31/03/09(₹)
a) Counter Guarantees given by the Company to the bank against the Bank Guarantees	60,87,939	12,43,500
b) Estimated amount of contracts remaining to be executed on capital account (net of Advances)	4,00,20,000	2,95,00,000
9) Debtors and Creditors Balance are subject to confirmations & reconciliation, if any		
10) Directors Remuneration:	Current Year	Previous Year
Salary & Allowances	50,85,380	49,56,000
P. F.	18,720	18,720
Other Benefits	1,29,380	155,915

11) There was no impairment of loss on fixed assets on the basis of review carried out by the management during the year.

12) 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, 2010 of ₹ 19,87,109/- for the year by debiting to Profit and Loss Account.

The components of deferred tax liability for the Current financial year are :-

Depreciation	₹ (1,73,555/-)
Deferred Revenue Expenditure	₹ 21,60,664/-

13) Related Party Disclosures, as required by AS – 18 'Related Party Disclosures' are given below:

I. Relationships

a) Where control exists

Silver Plastochem Private Limited

b) Key Management Personnel

Mr. Basant Kabra - Silver Plastochem Private Limited

II. Transactions with Related Parties

Silver Plastochem Private Limited

Rent paid ₹ 22,23,648

Issue of Equity shares on preferential basis. ₹ 1,04,12,500

Pledge of 10,00,000 Equity Shares towards Security for Loans Sanctioned to the Company.

III. Transaction with Directors

Remuneration ₹ 50,85,380

Board Meeting Fees ₹ 1,10,000

Issue of Shares on Preferential Basis ₹ 1,04,12,500

Personal Guarantees given by Mr. Basant Kabra and Mr. Shiva Kabra, Directors of the Company for the Loans Sanctioned to the Company.

Loan taken from Gaurav Himatsingka ₹ 1,50,00,000

14) 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.

15) Based on the information available with the Company, there is no outstanding amount due from suppliers who are registered as Micro, Small or Medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006" as at 31st March, 2010.

16) Additional information pursuant to Schedule VI Part II of the Companies Act, 1956:



	Unit	Current Year ended 31/03/10		Previous Year ended 31/03/09	
		Qty.	Amount (₹)	Qty.	Amount (₹)
<b>A) CAPACITIES AND PRODUCTION:</b>					
Coding and Marking Systems					
Licensed Capacity		Licence not required			
Installed Capacity		Not assessable			
Actual Production	Nos.	768		346	
<b>B) TURNOVER:</b>					
<b>(a) Imported &amp; Indigenous</b>					
Coding & Marking Systems	Nos.	228	3,92,70,496	420	7,84,61,438
Consumables, Spares & Others			23,93,75,927		25,09,39,161
<b>(b) Manufactured</b>					
Coding & Marking Systems	Nos.	661	9,02,44,733	330	3,15,49,075
Consumables, Spares & Others			9,18,06,922		1,78,40,620
<b>TOTAL</b>			<b>46,06,98,078</b>		<b>37,87,90,294</b>
<b>C) STOCK:</b>					
<b>Opening Stock</b>					
<b>(a) Imported &amp; Indigenous</b>					
Coding & Marking Systems	Nos.	367	6,41,28,032	327	5,16,18,843
Others			6,01,24,213		3,93,69,610
<b>(b) Manufactured</b>					
Coding & Marking Systems	Nos.	38	56,68,592	22	4,95,483
Others			2,81,35,105		87,24,244
<b>Closing Stock</b>					
<b>(a) Imported &amp; Indigenous</b>					
Coding & Marking Systems	Nos.	440	8,05,07,862	367	6,41,28,032
Others			3,97,64,513		6,01,24,213
<b>(b) Manufactured</b>					
Coding & Marking Systems	Nos.	145	2,03,82,151	38	56,68,592
Others			9,34,37,085		2,81,35,105
<b>D) RAW MATERIAL CONSUMED:</b>					
Raw Materials Components and parts			11,45,83,432		2,94,28,996
<b>E) PURCHASE:</b>					
Coding & Marking Systems	Nos.	301	6,24,44,601	460	9,74,12,101
Others			13,40,67,619		15,91,40,937
Manufacturing Raw material and parts			17,98,85,412		4,83,44,374
<b>TOTAL</b>			<b>37,63,97,631</b>		<b>30,48,97,412</b>

**F) CONSUMPTION OF RAW MATERIAL:**

Raw Material	Current Year ended 31/03/10		Previous Year ended 31/03/09	
	Consumption ₹	Consumption % of Total	Consumption ₹	Consumption % of Total
Imported	7,56,75,391	66.04%	2,27,12,039	77.18%
Indigenous	3,89,08,041	33.96%	67,16,957	22.82%

**G) CIF VALUE OF IMPORTS:**

	Current Year ₹	Previous Year ₹
Capital Goods	13,22,313	15,18,346
Raw Materials	6,82,92,185	2,14,50,604
Finished Goods	7,60,07,744	11,95,81,675

**H) EXPENDITURE IN FOREIGN CURRENCY:**

i) Traveling and Training	11,54,533	39,77,101
ii) Royalty	23,60,616	-----
iii) Technical Know-how Fees	-----	41,29,615
iv) Professional fees	7,84,543	8,52,272

**I) EARNINGS IN FOREIGN EXCHANGE:**

FOB Value of Exports	76,00,209	51,10,154
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17) 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 'O'

18) 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:

**I) EARNINGS IN FOREIGN EXCHANGE:**

		Current Year	Previous Year
Profit after taxation	₹ in Lakhs	208.68	19.62
Weighted average number of shares	Nos.	80,61,749	75,61,347
Earnings per share Basic	₹	2.59	0.26
Earnings per share Diluted	₹	2.56	0.25
Face value per share	₹	10	10

19) In accordance with the Accounting Standard AS-16 on Borrowing Cost issued by the Institute of Chartered Accountants of India, the Company has capitalized interest on borrowing for assets taking substantial time for being ready for use up to the time the asset is ready for use. Consequently profit for the year is higher by ₹ 2,53,874.31.

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

Signature to Schedule A to U as per our report of even date attached.

For and on behalf of the Board

For **Doshi & Jain**

Chartered Accountants

**Chandresh Gandhi**

Partner

**Jalpa Bhatt**

Company Secretary

**U.S. Rathi**

Executive Director

**Shiva Kabra**

Wholetime Director

**B.S. Kabra**

Managing Director

## Cash Flow For The Year Ended 31st March 2010

	2009-10	2008-09
<b>A) PROFIT BEFORE TAX</b>	<b>21,917,862</b>	<b>9,082,921</b>
Adjustment for :		
Depreciation (Net)	9,248,248	7,644,386
Forex Fluctuation	4,168,544	2,779,903
Interest Paid	7,398,575	2,539,354
Interest Received	-234,082	-312,115
Profit (-) / Loss on sale of Investments	-13,481,929	2,328,633
Misc. Receipts	-27,686	-55,923
Loss on sale of Fixed Assets	253,596	0
Dividend Received	-770,366	-1,093,655
Commission Received	-174,413	-1,427,799
<b>Operating Profit Before Working Capital Changes</b>	<b>28,298,349</b>	<b>21,485,705</b>
Adjustment for changes in :		
Trade & Other Receivables	-27,475,108	-14,111,850
Inventories	-76,035,669	-57,847,762
Other Current Assets, Loans & Advances	-582,705	-18,658,735
Trade & Other Payables	17,938,001	9,661,460
<b>Cash Generated From Own Operations</b>	<b>-57,857,132</b>	<b>-59,471,182</b>
Direct Tax Paid	967,737	-7,696,103
<b>Net Cash From Operating Activities (Total - A)</b>	<b>-56,889,395</b>	<b>-67,167,285</b>
<b>B) CASHFLOW FROM INVESTMENTS</b>		
Purchase of Fixed Assets	-17,366,125	-22,146,512
Sale of Fixed Assets	149,156	0
Purchase / Sale of Investments (Net)	20,355,376	59,709,978
Inter Corporate Deposits	0	1,500,000
Deferred Revenue Expenditure	3,799,318	11,019
Forex Fluctuation	-4,168,544	-2,779,903
Interest Received	234,082	312,115
Misc. Receipts	27,686	55,923
Commission Received	174,413	1,427,799
Dividend Received	770,366	1,093,655
<b>Net Cash Used In Investing Activities (Total - B)</b>	<b>3,975,728</b>	<b>39,184,074</b>
<b>C) CASH FLOW IN FINANCING ACTIVITIES</b>		
Issue of Shares / Application Money	13,172,500	11,362,400
Increase / Decrease in Borrowing	54,088,522	31,564,651
Decrease in ESOPs Outstanding	-4,085,000	-4,199,000
Dividend Paid	0	-15,037,296
Interest Paid	-7,398,575	-2,539,354
<b>Net Cash Used In Financing Activities (Total - C)</b>	<b>55,777,447</b>	<b>21,151,401</b>
<b>Total (A+B+C)</b>	<b>2,863,780</b>	<b>-6,831,810</b>
<b>Opening Balance</b>	<b>7,172,073</b>	<b>14,003,883</b>
<b>Closing Balance</b>	<b>10,035,853</b>	<b>7,172,073</b>

## Auditors' Certificate

To  
The Board of Directors  
Control Print Limited  
Mumbai

We have Examined the attached cash flow statement of Control Print Limited for the year ended 31st March, 2010. The statement has been prepared by the Company in accordance with the requirement 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 7th August, 2010, to the Company.

Mumbai,  
7th August, 2010

For **Dosi & Jain**                      **Chandresh Gandhi**  
Chartered Accountants                  Partner

## Balance Sheet Abstract and Company's General Business Profile as Required in Part IV of Schedule VI of the Companies Act, 1956

### 1) Registration Details

Registration No.	:	59800	State Code	:	11
Balance Sheet Date	:	31-03-2010			

### 2) Capital Raised During The Period (Amount in ₹ Thousand)

Public Issue	:	NIL	Issue of Shares (Promoter)	:	3500
Bonus Issue	:	NIL	Private Placement	:	NIL

### 3) Positions of Mobilization & Deployment of Funds (Amount in ₹ Thousand)

Total Liabilities	:	559032	Total Assets	:	559032
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#### Source of Fund

Paid-up Capital	:	82438	Reserve & Surplus	:	378239
Secured Loans	:	70265	Unsecured Loans	:	15388
Deferred Tax Liability	:	12702			

#### Application of Funds

Net Fixed Assets	:	147953	Investments	:	87119
Net Current Assets	:	318553	Misc. Expenditure	:	5407
Accumulated Losses	:	NIL			

### 4) Performance of Company (Amount in ₹ Thousand)

Turnover	:	475387	Total Expenditure	:	452916
Profit / Loss before Tax	:	22471	Profit / Loss after Tax	:	20868
Earning per Share in Rs.	:	2.59	Dividend %	:	NIL

### 5) Generic name of Principal Product/Service to the Company (as per the monetary terms)

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

Control Print Limited, C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka, Andheri (East), Mumbai 400059, India

### Attendance Slip

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

I hereby record my presence at the NINETEENTH ANNUAL GENERAL MEETING of the Company  
at Mirage Hotel, International Airport Approach Road, Marol , Andheri (East), Mumbai 400059.  
at 3.00 p.m. on Tuesday, 28th September, 2010.

**Signature of the Member / Proxy**

(to be signed at the time of handing over this slip)



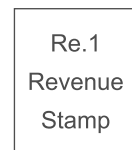
Control Print Limited, C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka, Andheri (East), Mumbai 400059, India

### Proxy Slip

Folio No. \_\_\_\_\_ : Client ID No. \_\_\_\_\_ :  
DP ID No. \_\_\_\_\_ : No. of Shares \_\_\_\_\_ :

I/We \_\_\_\_\_ of \_\_\_\_\_ being a Member  
/Members of CONTROL PRINT LIMITED hereby appoint \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ as my / our proxy to vote for me / us and on my / our behalf at the  
NINETEENTH ANNUAL GENERAL MEETING of the Company to be held on Tuesday, 28th September, 2010. at 3.00 p.m.  
and any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010 at \_\_\_\_\_



**Note :**

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



● Registered & Head Office

○ Branches

■ Resident Engineers

▲ Distributors

# Book - Post

If undelivered please return to :

## **Control Print Limited,**

C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka, Andheri (East), Mumbai 400059, India

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