

# ANNUAL REPORT

2018 - 2019

Case No.:

116

MRP ₹/ PC  
(Inclusive of all taxes)

115.00

Batch No:

FM0059

Mfg. Date:

06/2018

Exp. Date:

05/2023

Batch

Mfg Date :

Exp Date :

NO908FR. D  
JUN 2018  
MAY 2020



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## COMPANY INFORMATION

### CHIEF FINANCIAL OFFICER

Mr. Rahul Khettry

### COMPANY SECRETARY

Ms. Reena Shah

### STATUTORY AUDITORS

M/s. Jhawar Mantri & Associates,  
Chartered Accountants

### REGISTERED OFFICE ADDRESS

C-106, Hind Saurashtra Industrial Estate,  
Andheri - Kurla Road, Marol Naka,  
Andheri (East), Mumbai 400059, India.  
CIN: L22219MH1991PLC059800  
Tel: (022) - 2859 9065 / 6693 8900  
Email: [companysecretary@controlprint.com](mailto:companysecretary@controlprint.com)  
Website: <https://www.controlprint.com>

### BANKERS

ICICI Bank Limited  
YES Bank Limited  
Kotak Mahindra Bank Limited  
HDFC Bank Limited  
Union Bank of India  
Punjab National Bank  
Axis Bank Limited

### REGISTRAR & SHARE TRANSFER AGENT

#### Bigshare Services Private Limited

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis Apartments,  
Makwana Road, Andheri (East),  
Mumbai-400059.  
Tel: (022) - 6263 8200  
Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

## BOARD OF DIRECTORS

### MR. BASANT KABRA

Chairman & Managing Director

### MR. RAKESH AGRAWAL

Independent Director

### MR. SHYAM SUNDER JANGID

Independent Director

### MR. GAURAV HIMATSINGKA

Independent Director

### MS. RITU JOSHI

Non-Executive Non Independent Director

### MR. SHIVA KABRA

Joint Managing Director

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## STANDALONE FINANCIAL HIGHLIGHTS

(₹ in crore)

Particulars	F.Y 2018-19	F.Y 2017-18	F.Y 2016-17	F.Y 2015-16	F.Y 2014-15
Revenue	174.60	173.93	147.34	134.52	112.92
Profit before Tax	37.62	38.51	26.05#	34.27	26.94
Profit After Tax	30.05	31.63	19.75#	26.45	19.15
Dividend	12.79	12.79	11.32	7.31	4.72
Funds Employed	185.58	166.42	133.31	110.04	110.04
Net Worth	185.58	166.42	118.58	122.01	101.84
Borrowings	0	0	14.73	13.12	8.17
Debt: Equity Ratio	0	0	0.11:1	0.08:1	0.08:1
Net Worth Per Equity Share (₹10/- each)	113.63	101.90	87.34#	77.85	64.98*
Earning Per Equity Share (₹10/- each)	18.40	19.99	12.60#	17.12	13.38*
Dividend Per Equity Share (₹10/- each)	6.50	6.50	6.00	6.00	4.00
Promoters Shareholding in %	53.47	53.49	55.90	55.83	53.14
Paid up Capital	16.33	16.33	15.67	15.67	9.85

\* Adjusted for Issuance of Bonus Shares

# After Restatement as per Ind-AS



## CONTROL PRINT LIMITED

(CIN: L22219MH1991PLC059800)

**Regd. Off:** C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka, Andheri (East), Mumbai - 400 059. Ph.No.: 022-2859 9065 / 6693 8900

Website: [www.controlprint.com](http://www.controlprint.com). Email: [companysecretary@controlprint.com](mailto:companysecretary@controlprint.com)

### **NOTICE**

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting (AGM) of the Members of **CONTROL PRINT LIMITED** ('the Company') will be held on **WEDNESDAY, AUGUST 21, 2019 at 4:30 P.M.** at Mirage Hotel, International Airport Approach Road, Marol Naka, Andheri (East), Mumbai - 400 059 to transact the following business:

#### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a final dividend of ₹ 3.50 per equity share (Face Value of ₹ 10/-) each for the financial year ended March 31, 2019 and to confirm interim dividend of ₹ 3.00 per equity share already declared and paid for the financial year ended March 31, 2019.
3. To appoint a Director in place of Ms. Ritu Joshi (DIN: 02600483), who retires by rotation and being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS:**

##### **4. Re-classification of Ms. Nyana Sabharwal, from 'Promoter and Promoter Group' to 'Public' category**

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) and any other laws and regulations as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), and other applicable provisions; subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary; the approval of the Members, be and is hereby accorded to reclassify Ms. Nyana Sabharwal (hereinafter referred to as the "Applicant") who is currently forming part of the "Promoter and Promoter Group" holding 3,19,267 Equity Shares i.e. 1.95% of the paid up share capital of the Company, from "Promoter & Promoter Group" shareholding of the Company to the "Public" shareholding of the Company.

**RESOLVED FURTHER THAT** it is hereby confirmed that the aforesaid applicant

- i) does not hold more than 10% of the total voting rights in the Company;
- ii) does not exercise control over the affairs of the Company directly or indirectly;
- iii) does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) shall not be represented on the Board of the Company or act as a key managerial person in the Company for a period of 3 years from the date of re-classification;
- v) is not a 'willful defaulter' as per the Reserve Bank of India Guidelines;
- vi) is not a fugitive economic offender.

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company, be and is hereby authorized to submit application for reclassification to the SEBI Board, Stock Exchanges wherein the securities of the Company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution."

#### **5. Ratification of Cost Auditor's remuneration**

To consider and, if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Members hereby ratify a remuneration of ₹ 1,75,000 (Rupees One Lakh Seventy Five Thousand Only) plus taxes and reimbursement of actual out of pocket expenses, if any, to M/s. Paresh Jaysih Sampat, Cost Accountants (Firm Registration No: 102421), who were appointed as Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2020.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution."

#### **6. To approve continuation of payment of remuneration to Executive Directors and Promoters in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018**

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

**"RESOLVED THAT** pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any, the consent of the Company be and is hereby accorded to the continuation of payment of remuneration as per existing terms and conditions as approved by the shareholders to Mr. Basant Kabra, Managing Director (DIN 00176807) at the Annual General Meeting held on July 26, 2018 and Mr. Shiva Kabra, Joint Managing Director (DIN 00190173) by way of Postal Ballot Notice dated February 06, 2019, who are Executive Directors and Promoters of the Company notwithstanding: i) annual remuneration payable to each of them exceeding ₹ 5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of section 198 of the Companies Act, 2013, whichever is higher; or ii) their aggregate annual remuneration exceeding 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, till the expiry of their current term as such i.e. December 31, 2021 (Mr. Basant Kabra) and March 31, 2022 (Mr. Shiva Kabra).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution."

#### **NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of the special business set out at Item Nos. 4 to 6 of this Notice is annexed as Annexure I to this Notice. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and Secretarial Standard-2 [SS-2], of persons seeking appointment / re-appointment as Directors under Item No. 3 and 6 of this Notice is also annexed as Annexure II to this Notice.



2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's registered office, duly completed and signed, not less than FORTY-EIGHT HOURS before the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 15, 2019 to Wednesday, August 21, 2019 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
4. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays, between 11.00 a.m. to 4.00 p.m. up to the date of AGM.
5. The dividend on Equity Shares, if declared at the AGM, will be paid on or after seven days of conclusion of AGM:
  - (a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Wednesday, August 14, 2019; and
  - (b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on Wednesday, August 14, 2019.
6. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service ("ECS") to investors, wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any, already given by them with respect to shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of their bank account.
7. Members can avail of the facility of nomination with respect to shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to Bigshare Services Private Limited at the below mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants to avail this facility.
8. Members are requested to notify their change of address, if any, to the Company/Share Transfer Agent, Bigshare Services Private Limited, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartment, Makwana Road, Andheri (E), Mumbai - 400 059, Tel: 022-6263 8200 or e-mail at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
9. Members are requested to forward their queries on the accounts for the financial year ended March 31, 2019 to the Company at least 10 days in advance, to enable us to keep the required information available at the Meeting.
10. Member's attention is particularly drawn to the "Corporate Governance" section with respect to treatment of unclaimed and unpaid dividends.
11. The route-map to the venue of the AGM is attached.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number

(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Share Transfer Agent, Bigshare Services Private Limited or e-mail at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).

13. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
15. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is pleased to provide its members facility to exercise their right to vote at the 28<sup>th</sup> AGM by electronic means through the remote e-voting platform provided by Central Depository Services Limited (CDSL).
  - A) The remote e-voting facility will be available during the following period:

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
Sunday, August 18, 2019	Tuesday, August 20, 2019

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, August 14, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- B) The facility for voting through ballot/polling paper shall also be made available at the venue of the 28<sup>th</sup> AGM. The members attending the meeting, who have not already cast their vote through e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- C) M/s. Nilesh Shah (Membership No. FCS-4554) or failing him Ms. Hetal Shah (Membership No. FCS8063) or failing her Mr. Mahesh Darji (Membership No. FCS-7175) representing M/s Nilesh Shah and Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- D) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- E) The result declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.controlprint.com](http://www.controlprint.com) and on the website of CDSL. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company are listed.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Sunday, August 18, 2019 at 9:00 A.M. and ends on Tuesday, August 20, 2019 at 5:00 P.M.



- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of the "CONTROL PRINT LIMITED".
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be

displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non - Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

For and on behalf of the Board  
**For Control Print Limited**

Date: May 16, 2019  
Place: Mumbai

**Basant Kabra**  
**Managing Director**  
DIN 00176807

**Registered Office:**

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

## Annexure I to this Notice

### **ITEM NO.4**

#### **Re-classification of Ms. Nyana Sabharwal, from 'Promoter and Promoter Group' to 'Public' category**

Regulation 31A of the SEBI (LODR) Regulations, 2015 provides a regulatory mechanism for reclassification of Promoters & Promoter group to Public Shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company received application from Ms. Nyana Sabharwal pursuant to Regulation 31A of the Listing Regulations for classifying her under the Public Category since her name has been included as a part of the Promoter group.

Ms. Nyana Sabharwal does not form part of the 'immediate relative' as per the definition of promoter group as provided in Regulations 2(1)(zb)(ii) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 nor controlled by the remaining Promoters of the Company. .

She is financially independent, who take independent investment decisions and in no way related to any of the business carried out by the Company. Further she does not hold any key managerial position or representations of the Board of Directors in the Company and has not engaged in any management or day to day affairs of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of the shareholding.

Further, she will not act as a key managerial person of the Company or be represented on the Board of the Company for a period of not less than three years from the date of this reclassification. None of her act influences the decision taken by the Company. She does not have any special right through formal or informal arrangements with the Company or with the Promoter of the Company.

In view of the explanations given by the applicant and in consideration of the conditions as stipulated in Regulation 31 of the SEBI (LODR) Regulations, 2015 the Board of Directors of the Company at their meeting held on May 16, 2019 approved the application for reclassification received by the Company as above from Promoter Group category to Public category subject to approval of the members and relevant regulatory authorities. As required, intimation has been sent to the Stock Exchanges based on application received from the applicant.

Further as required under Regulation 38 of the Listing Regulations and Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the Company is compliant with the requirement for minimum public shareholding and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with minimum public shareholding requirement.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in the said resolution.

The Board recommends the resolution as set out in the Item No. 4 of accompanying notice for the approval of members of the Company as an Ordinary Resolution.

### **ITEM NO. 5**

The Board of Directors of the Company at the meeting held on May 16, 2019, on the recommendation of the Audit Committee, have approved the appointment and remuneration of M/s Paresh Jaysih Sampat, Cost Accountants (Firm Registration No. 102421), as the Cost Auditors, to conduct audit of Cost Records maintained by the Company for the financial year 2019-20. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to cost auditors has to be ratified by shareholders of the company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in the said resolution.

The Board recommends the resolution as set out in the Item No. 5 of accompanying notice for the approval of members

of the Company as an Ordinary Resolution.

#### **ITEM NO. 6**

The Board at its meeting held on May 16, 2019 approved payment of commission out of the net profits of the Company to the Executive Directors of the Company, after considering the valuable contributions of Mr. Basant Kabra and Mr. Shiva Kabra in the growth of the Company and remuneration prevalent for the similar positions in the companies of the like size, on recommendation of Nomination and Remuneration Committee of the Company:

The Commission approved by the Board is well within the limit specified under Section 197 of the Companies Act, 2013. The Company has also obtained certificate on 'calculation of profit under section 198 of the Companies Act, 2013 showing eligible amount of remuneration payable to Executive Directors for FY 2018-19' from M/s Jhawar Mantri & Associates, Chartered Accountants.

The aggregate remuneration of above mentioned executive directors is in compliance with Sec. 197 of the Companies Act, 2013 i.e. within 10% of the net profits of the Company.

However, pursuant to newly introduced Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds ₹ 5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

The members of the Company approved remuneration payable to Mr. Basant Kabra and Mr. Shiva Kabra which is well within the limits as prescribed at that time as per Companies Act, 2013, while approving appointment of Mr. Basant Kabra at the Annual General Meeting held on July 26, 2018 and Mr. Shiva Kabra by way of Postal Ballot Notice dated February 06, 2019, which is in excess of 2.5% of the net profits of the Company, individually and more than 5% of the net profits of the Company in aggregate. This necessitates seeking fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of continuation of appointment of aforesaid Executive Directors including remuneration payable to them till the expiry of their respective term i.e. December 31, 2021 (Mr. Basant Kabra) and March 31, 2022 (Mr. Shiva Kabra), in order to comply with the above mentioned newly introduced Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

Except, Mr. Basant Kabra and Mr. Shiva Kabra, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in the said resolution.

The Board recommends the resolution as set out in the Item No. 6 of accompanying notice for the approval of members of the Company as Special Resolution.

For and on behalf of the Board  
**For Control Print Limited**

Date: May 16, 2019  
Place: Mumbai

**Basant Kabra**  
**Managing Director**  
DIN 00176807

## Annexure II to the Notice

**Details of the Directors seeking appointment /re-appointment at the forthcoming Annual General Meeting**  
[In pursuance of Regulation 36(3) of the Listing Regulations (relating to Corporate Governance)]

Sr. No.	Name of the Director	Ms. Ritu Joshi	Mr. Basant Kabra	Mr. Shiva Kabra
1.	Director Identification Number	02600483	00176807	00190173
2.	Date of Birth/Age	August 15, 1972 (47 years)	January 12, 1946 (73 years)	July 05, 1978 (41 years)
3.	Nationality	Indian	Indian	Indian
4.	Date of Appointment on the Board	December 25, 2017	January 14, 1991	July 01, 2006
5.	Qualifications	Graduate in Economics and Statistics and Master's degree in Management Information Systems and a second Master's degree in Indology.	Chemical Engineer	Graduate in Economics and Mathematics from Grinnell College, USA and Master's degree in Business Administration from INSEAD, France.
6.	Experience and Expertise in specific functional area	Over 22 years of experience in marketing, consulting, Start-up, and Corporate experience both in the US and in India.	Over four decades of experience in overall management of the Company.	Over 16 years of experience in the field of marketing, business development and strategy.
7.	No. of Equity Shares held in the Company as on March 31, 2018	544,213	689,632	1,570,560
8.	Directorship held in other public companies (excluding foreign companies and Section 8 companies)	Nil	Nil	Nil
9.	Chairmanships/ Memberships of committees of the other companies	Nil	Nil	Nil
10.	Relationships, if any between Directors inter-se	Daughter of Mr. Basant Kabra, Managing Director and Sister of Mr. Shiva Kabra, Joint Managing Director of the Company.	Father of Mr. Shiva Kabra, Joint Managing Director and Ms. Ritu Joshi, Director of the Company.	Son of Mr. Basant Kabra, Managing Director and Brother of Ms. Ritu Joshi, Director of the Company.

## BOARD'S REPORT

To the Members,

Your Directors are pleased to present 28<sup>th</sup> Annual Report of the Company along with Audited Accounts for the financial year ended March 31, 2019.

### FINANCIAL PERFORMANCE

Your Company's financial for the year ended March 31, 2019 as compared to the previous financial year ended March 31, 2018 is summarized below:

(₹ in Lakhs)		
Particulars	Current Year 2018-19	Previous Year 2017-18
Revenue from Operations	17,459.70	17,393.48
Other Income	83.45	43.56
<b>Total Income</b>	<b>17,543.15</b>	<b>17,437.04</b>
Net Profit before Exceptional Items and Tax	3,312.07	4,244.53
Exceptional Items	449.67	(393.31)
<b>Profit Before Tax</b>	<b>3,761.74</b>	<b>3851.22</b>
Tax Expenses	756.83	688.51
<b>Profit After Tax</b>	<b>3,004.91</b>	<b>3162.71</b>
Other Comprehensive Income (Net of Tax)	3.10	7.85
<b>Total Comprehensive Income for the year</b>	<b>3,008.01</b>	<b>3,170.56</b>

### REVIEW OF OPERATIONS AND STATE OF AFFAIRS:

The total income of the Company for the year ended March 31, 2019 is ₹ 17,543.15 Lakhs which is marginally higher by about 0.61% over that for the previous year which was ₹ 17,437.04 lakhs. The Total Comprehensive income stood at ₹ 3008.01 Lakhs in the current year against ₹ 3,170.56 Lakhs in the previous year, registering a decline of 5.12%.

Your Company is India's one of the leading player in manufacture of Coding and Marking Machines and Consumables thereof.

Your Company is looking to expand its global foot print by exploring other international markets, and will be launching the Control Print Brand of Coding and Marking Machines and Consumables thereof in other countries with high growth potential. This will be a good growth opportunity for the Company in the coming few years.

No material changes and commitments have occurred after the close of the year till date of this report which affects the financial position of the Company.

### DIVIDEND AND RESERVES

During the year, the Board of Directors of the Company at their meeting held on February 06, 2019, declared Interim Dividend of ₹ 3/- per equity share which has been paid in February, 2019. Total outflow on account of interim dividend payout including dividend distribution tax amounted to ₹ 590.66 Lakhs.

In line with the consistent performance during the year, your Directors are pleased to recommend for approval of members, a final dividend of ₹ 3.50 per equity share of face value of ₹ 10/- each for the year ended March 31, 2019.

The dividend will be paid in compliance with the applicable Rules and Regulations. The total dividend for the financial



year, including the proposed Final Dividend, amounted to ₹ 6.50 per equity share and will absorb ₹ 1279.77 lakhs.

During the year under review, no amount from profit was transferred to General Reserve.

### CHANGE IN CAPITAL STRUCTURE

There has been no change in the capital structure of the Company since the closure of last financial year i.e. 2017-18.

### SUBSIDIARY COMPANY

As on March 31, 2019, the Company has only one wholly-owned subsidiary company namely "Liberty Chemicals Private Limited".

As per the provisions of Section 129(3) of the Companies Act, 2013 ("Act"), a statement containing salient features of the financial statements of the Company's subsidiary in Form AOC-1 is annexed as "**Annexure- A**" and forms an integral part of this Report. Pursuant to the provisions of Section 136 of the Act, the financial statements along with the relevant documents and separate audited financial statements in respect of subsidiary is available on the website of the Company.

The financial statements of the subsidiary company and related information are available for inspection by the members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013.

Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office of your Company. The financial statements including the consolidated financial statements, financial statements of subsidiary and all other documents required to be attached to this report have been uploaded on the website of your Company under the weblink: <https://www.controlprint.com/investors/>

### PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public within the meaning of Chapter V of the Act and as such, no amount of principal or interest was outstanding as on the balance sheet date.

### CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

A Separate reports on Corporate Governance Report and Management Discussion and Analysis as required by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR), 2015"] forms part of this Annual Report along with the required Certificate from the Statutory Auditors of the Company confirming the compliance of requirements of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Shiva Kabra (DIN:00190173) was re-appointed as Joint Managing Director of the Company for a further period of 3 years w.e.f April 1, 2019 to March 31, 2022 after taking requisite approval of Shareholders of the Company by way of Postal Ballot Notice dated February 06, 2019.

Mr. Rakesh Agrawal(DIN 00057955), Mr. Shyam Sunder Jangid (DIN 01186353) and Mr. Gaurav Himatsingka (DIN 00050776) were re-appointed as Independent Directors of the Company for a second term of 5 years w.e.f April 01, 2019, after taking requisite approvals of Shareholders of the Company by way of Postal Ballot Notice dated February 06, 2019.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Ms. Ritu Joshi, Director, retires by rotation at the forthcoming Annual General Meeting and, being eligible offers herself for re-appointment.

The Board recommends her re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

As on date Mr. Basant Kabra, Managing Director, Mr. Shiva Kabra, Joint Managing Director, Mr. Rahul Khetry, Chief Financial Officer and Ms. Reena Shah, Company Secretary & Compliance Officers of the Company are the Key Managerial Personnel of the Company in accordance with the provisions of Section 2(51) read with Section 203 of the Act.

### **Declaration of Independence by Independent Directors**

The Independent Directors of your Company have submitted declaration confirming that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and there has been no change in the circumstances which may affect their status as Independent Director during the year.

### **FAMILIARIZATION PROGRAMME**

The Company has formulated a Familiarization Programme for Independent Directors with an aim to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc., to provide them with better understanding of the business and operations of the Company and so as to enable them to contribute significantly to the Company.

The details of programme for familiarization of Independent Directors with the Company are disclosed on the website of the Company under the web link <https://www.controlprint.com/wp-content/uploads/Familiarisation-Programme-for-Independent-Directors.pdf>

### **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The Company has an adequate Internal Financial Control System, commensurate with the size, scale and complexity of its operations to ensure proper recording of financial and operational information and compliance of various internal control and other regulatory and statutory compliances. Internal Audit Control System ensures that the regular internal audits are conducted at both the factories and other functional areas. The findings are then taken up by audit committee along with management response for suitable action. The Company has implemented SAP ERP system, it helps to minimize human errors and plugging the loopholes. The Company also has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly. The Company has adequate and effective internal audit system, covering on a continuous basis, the entire gamut of operations and services spanning all locations, business and functions. The Audit Committee monitors the Internal Audit System on regular intervals and directs necessary steps to further improve the Internal Control system.

### **BOARD MEETING HELD DURING THE YEAR**

During the year, four (4) meetings of the Board of Directors were held. For further details, please refer Report on Corporate Governance which forms part of this Report.

### **COMMITTEE OF THE BOARD**

The Board of Directors have the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors to the best of the knowledge and belief and according to the information, explanations and

representations obtained by them and after due enquiry, make the following statements in terms of Section 134(3)(c) and 134(5) of the Act that:

- a) in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION**

The Board of Directors has framed the policy which lays down a framework in relation to Remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The Nomination and Remuneration Policy is annexed at the end of the Corporate Governance Report and also available at website of the Company under web link [https://www.controlprint.com/wp-content/uploads/Nomination\\_and\\_Remuneration-Policy.pdf](https://www.controlprint.com/wp-content/uploads/Nomination_and_Remuneration-Policy.pdf)

#### **PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, the individual Directors (including the Chairman) as well as an evaluation of the Board Committees. The Nomination and Remuneration Committee (NRC) of the Company approved a checklist for evaluation of the performance of the Board, the Committees of the Board and the Individual Directors, including the Chairman of the Board.

The Board adopted the checklist for performance evaluation as approved by NRC. The performance of the Board and Committee was evaluated on the basis of the criteria approved. The Board and the NRC reviewed the performance of the individual Directors. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated. The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and the individual Directors was discussed.

The Board of Directors expressed their satisfaction with the evaluation process.

#### **AUDITORS**

##### **Statutory Auditors and Auditors' Report**

M/s Jhavar Mantri & Associates, Chartered Accountants (Firm Registration No. 113221W), Mumbai, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the 26<sup>th</sup> AGM held in the year 2017 to hold office from the conclusion of 26<sup>th</sup> AGM until the conclusion of 31<sup>st</sup> AGM to be held in the year 2022, which was subject to ratification by the Members at every subsequent Annual General Meeting. However, pursuant to the amendments

made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Hence the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought.

There is no audit qualification, reservation or adverse remark for the year under review.

### **Cost Auditors**

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, your Company carries out an audit of cost records. The Board of Directors, on recommendation of Audit Committee, has appointed, Mr. Paresh Jaysih Sampat (Membership No. 33451). Cost Accountants (Firm Registration No. 102421), as Cost Auditors of the Company for the Financial Year 2019-20.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors has to be ratified by the members. Accordingly, necessary resolution is proposed at the ensuing AGM for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2019-20.

### **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. Nilesh Shah & Associates, Company Secretaries in Practice, to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is annexed as "Annexure - B" and forms an integral part of this Report.

There were no qualifications, reservation or adverse remark or disclaimer made by Secretarial Auditor in its report.

### **EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92(3) of the Companies Act, 2013 ('the Act') and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is Annexed as "Annexure - C" and forms an integral part of this Report and is also available on the Company's website viz. [www.controlprint.com](http://www.controlprint.com).

### **RELATED PARTY TRANSACTIONS**

All contracts/arrangements/transactions entered by the Company during the financial year with related party were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

Your Directors draw attention of the members to Notes to accounts of the financial statement which sets out related party disclosures.

A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature and value of the transactions.

Your Company has formulated a Policy on Related Party Transactions and policy on the same as approved by the Board is uploaded on the Company's web link viz. <https://www.controlprint.com/wp-content/uploads/Related-Party-Transactions-Policy.pdf>

### **VIGIL MECHANISM/WHISTLE BLOWER**

Your Company has a Vigil Mechanism in place as required under Section 177 of the Act and the SEBI (LODR) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The mechanism provides for adequate safeguards against victimization of persons who use such mechanism and make employees

aware of such policy to enable employees to report instances of leak of unpublished price sensitive information and make provisions for direct access to the Chairman of the Audit Committee. The Policy is disclosed on the Company's website with the following link : <https://www.controlprint.com/wp-content/uploads/Vigil-Mechanism-or-Whistle-Blower-Policy.pdf>

## RISK MANAGEMENT

Risk Management within the organization involves reviewing the operations of the organization, identifying potential threats to the organization and the likelihood of their occurrence, and then taking appropriate actions to address the most likely threats.

The Company is re-visiting its approach towards risk and shall periodically review and mitigate them through proper policies in place to manage all types of risk majorly financial risk, business risk, inventory pricing risk, regulatory risk and HR risk through review, audit and reporting mechanism.

## CREDIT RATING

During the year under review, following ratings reviewed by CRISIL, a Credit Rating Agency on the Long-Term and Short Term bank facility(ies) of the Company.

Bank Loan Facilities Rated	Rating
Long-Term Rating	CRISIL A- /Stable
Short-Term Rating	CRISIL A2+

## CORPORATE SOCIAL RESPONSIBILITY

The Company could not spent any amount as contemplated in the guidelines and has taken up various steps to identify additional CSR projects to meaningfully spend full amount under CSR in the coming years.

The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as "Annexure -D" and forms an integral part of this Report.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Companies Act, 2013 forms part of notes to the Financial Statements.

## PARTICULARS OF EMPLOYEES

In accordance with the requirement of Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended regarding employees is given in "**Annexure-E**" and forms an integral part of this Report.

## PARTICULARS OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EARNINGS AND OUTGO

Particulars required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption, foreign exchange earnings and outgo, are given in "**Annexure F**" and forms an integral part of this Report.

## SIGNIFICANT / MATERIAL ORDERS PASSED BY THE REGULATORS

No significant and material orders have been passed by the Regulators/Courts/Tribunals impacting the going concern status and Company's operations in future.

## COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD - 1 (SS-1) AND SECRETARIAL STANDARD - 2 (SS-2)

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial

Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. The company has complied with SS-1 and SS-2.

### **ENVIRONMENT AND SAFETY**

Your Company is conscious of the importance of environmentally clean and safe operations. Your Company endeavors that the conduct of all operations are in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

### **PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

Your Company has in place a formal policy for the prevention of sexual harassment of its women employees in line with "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013". During the year, there were no complaints received relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **APPRECIATION**

Your Directors take this opportunity to express their deep sense of gratitude to high degree of professionalism, commitment and dedication displayed by employees at all levels. Your Directors also wish to thank its esteemed corporate clients, dealers, agents, suppliers, technology partners, investors, Government Authorities and bankers for their continued support and faith reposed in the Company. Your Directors are deeply grateful to the shareholders for the confidence and faith that they have always reposed in the Company.

**For and on behalf of the Board**

Place: Mumbai  
Date: May 16, 2019

**Basant Kabra**  
Managing Director  
(DIN: 00176807)

**Shiva Kabra**  
Joint Managing Director  
(DIN : 00190173)



**"ANNEXURE A" TO THE BOARD'S REPORT**

**Form AOC-1**

**(Pursuant to first proviso to sub-section (3) of Section 129  
read with Rule 5 of Companies (Accounts) Rules, 2014)**

**Statement containing salient features of the financial statement of subsidiary**

(₹ in Lakhs)

1.	Name of the subsidiary	Liberty Chemicals Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Not applicable
4.	Share capital	186.00
5.	Reserves & surplus	64.11
6.	Total assets	366.07
7.	Total Liabilities	366.07
8.	Investments	Nil
9.	Turnover	Nil
10.	Profit / (loss) before taxation	(7.94)
11.	Provision for taxation	-
12.	Profit after taxation	(7.94)
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

**For and on behalf of Board of Directors**

**Basant Kabra**  
Managing Director  
(DIN : 00176807)

**Shiva Kabra**  
Joint Managing Director  
(DIN : 00190173)

Date : May 16, 2019  
Place : Mumbai

**Rahul Khettry**  
Chief Financial Officer

**Reena Shah**  
Company Secretary

**"ANNEXURE B" TO THE BOARD'S REPORT**

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

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

Dear Sir / Madam,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practice by **Control Print Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed with regulatory authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended 31<sup>st</sup> March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We further report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test basis, the books, papers, minute books, forms and returns filed and other records maintained by the Company and produced before us for the financial year ended 31<sup>st</sup> March, 2019, according to the provisions of:

- (i) The Companies Act, 2013 and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, to the extent the same was applicable to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (to the extent applicable) / Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (to the extent applicable);
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

- (f) The Securities and Exchange Board of India (Depository and Participant) Regulations, 1996 / Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (vi) Considering activities of the Company, there is no specific regulator / law subject to whose approval company can carry on / continue business operation and hence no comment is invited in respect of the same. We have also in-principally verified systems and mechanism which is in place and followed by the Company to ensure Compliance of other applicable Laws (in addition to the above mentioned Laws (i to v) and applicable to the Company) and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the same.

We have also examined compliance with the applicable clauses of:

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (b) The Listing Agreements entered into by the Company with Stock Exchange(s).

We further Report that, during the year, it was not mandatory on the part of the Company to comply with the following Regulations / Guidelines:

- (a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Based on the above said information provided by the Company, we report that during the financial year under report, the Company has complied with the provisions of the above mentioned Act/s including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Guidelines, Standards, etc. mentioned above and we have no material observation of instances of non-Compliance in respect of the same.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

We also report that adequate notice and in case of urgency shorter notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a reasonable system exists for Board Members for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the representation made by the Company and its Officer, we herewith report that majority decision is carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the minutes.

Based on the representation made by the Company and its Officers explaining us in respect of internal systems and mechanism established by the Company which ensures compliances of Acts, Laws and Regulations applicable to the Company, we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period under review, there was no event / action having major bearing on the Company's affairs.

Note: This Report is to be read along with attached Letter provided as "Annexure - A".

For **Nilesh Shah & Associates**  
(Company Secretaries)

Date: May 16, 2019  
Place: Mumbai

Nilesh Shah  
FCS 4554 / C.P. No. 2631

## 'ANNEXURE A'

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

Dear Sir / Madam,

**SUB: Our Report of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis (by verifying records as was made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and we rely on Auditors Independent Assessment on the same.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Nilesh Shah & Associates**  
(Company Secretaries)

Date: May 16, 2019  
Place:- Mumbai

Nilesh Shah  
FCS 4554 / C.P. No. 2631

## "ANNEXURE C" TO THE BOARD'S REPORT

FORM NO. MGT-9

### EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS

CIN	L22219MH1991PLC059800
Registration Date	14/01/1991
Name of the Company	Control Print Limited
Category	Company Limited by Shares
Sub-Category of the Company	Indian Non Government Company
Address of the Registered office and contact details	C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka, Andheri (East), Mumbai 400059 Tel.: (022) 2859 9065 / 6693 8900, Email: <a href="mailto:companysecretary@controlprint.com">companysecretary@controlprint.com</a>
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent	Bigshare Services Pvt Ltd 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasat Oasis Apartments, Makwana Road, Andheri (E), Mumbai - 400059 Tel.: (022) 6263 8200 Fax: (022) 6263 8299 Email: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a>

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Coding and Marking system along with related components. Accessories, consumables and services.	1812	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable section
1	Liberty Chemicals Private Limited C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka, Andheri (E), Mumbai 400059	U24100MH1975PTC018068	Subsidiary	100%	2(87)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2018]				No. of Shares held at the end of the year [As on 31.03.2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	5,022,386	0	5,022,386	30.75	5,016,753	0	5,016,753	30.72	(0.03)
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	3,713,556	0	3,713,556	22.74	3,715,103	0	3,715,103	22.75	0.01
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Other.	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>	<b>8,735,942</b>	<b>0</b>	<b>8,735,942</b>	<b>53.49</b>	<b>8,731,856</b>	<b>0</b>	<b>8,731,856</b>	<b>53.47</b>	<b>(0.02)</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other.	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)( 2)</b>	<b>8,735,942</b>	<b>0</b>	<b>8,735,942</b>	<b>53.49</b>	<b>8,731,856</b>	<b>0</b>	<b>8,731,856</b>	<b>53.47</b>	<b>(0.02)</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	574,395	0	574,395	3.52	1,512,602	0	1,512,602	9.27	5.75
b) Banks/FI	7,524	0	7,524	0.05	3,974	0	3,974	0.02	(0.03)
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	918,102	0	918,102	5.62	946,102	0	946,102	5.79	0.17
h) Foreign Portfolio-Corp.	644,804	0	644,804	3.95	242,737	0	242,737	1.49	(2.46)
i) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
j) Others (Alternate Investment Funds)	411,413	0	411,413	2.52	523,713	0	523,713	3.21	0.69
<b>Sub-total (B)(1):-</b>	<b>2,556,238</b>	<b>0</b>	<b>2,556,238</b>	<b>15.65</b>	<b>3,229,128</b>	<b>0</b>	<b>3,229,128</b>	<b>19.78</b>	<b>4.13</b>



## ANNEXURES TO THE BOARD'S REPORT

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2018]				No. of Shares held at the end of the year [As on 31.03.2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1,089,212	6,151	1,095,363	6.71	800,947	5,651	806,598	4.94	(1.77)
ii) Overseas	0	3,150	3,150	0.02	0	3,150	3,150	0.02	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,210,682	487,454	2,698,136	16.52	2,033,130	445,809	2,478,939	15.17	(1.35)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	921,121	0	921,121	5.64	756,835	0	756,835	4.63	(1.01)
c) Others (specify)									
Clearing Member	40,275	0	40,275	0.25	27,316	0	27,316	0.17	(0.08)
Non Resident Indians (NRI)	175,341	32,200	207,541	1.27	0	29,900	29,900	0.18	(1.09)
Non Resident Indians (Repat)	3,040	0	3,040	0.02	217,943	0	217,943	1.33	1.31
Non Resident Indians (Non Repat)	70,850	0	70,850	0.43	50,041	0	50,041	0.31	(0.12)
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0.00
Market Maker	56	0	56	0.00	06	0	06	0.00	0.00
<b>Sub-total (B)(2):-</b>	<b>4,510,577</b>	<b>528,955</b>	<b>5,039,532</b>	<b>30.86</b>	<b>3,886,218</b>	<b>484,510</b>	<b>4,370,728</b>	<b>26.75</b>	<b>(4.10)</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>7,066,815</b>	<b>528,955</b>	<b>7,595,770</b>	<b>46.51</b>	<b>7,115,346</b>	<b>484,510</b>	<b>7,599,856</b>	<b>46.53</b>	<b>0.02</b>
<b>TOTAL (A)+(B)</b>	<b>15,802,757</b>	<b>528,955</b>	<b>16,331,712</b>	<b>100.00</b>	<b>15,847,202</b>	<b>484,510</b>	<b>16,331,712</b>	<b>100.00</b>	<b>0.00</b>
<b>C Shares held by Custodians and against which Depository Receipts have been issued</b>									
Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
Public	0	0	0	0	0	0	0	0	0
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>15,802,757</b>	<b>528,955</b>	<b>16,331,712</b>	<b>100.00</b>	<b>15,847,202</b>	<b>484,510</b>	<b>16,331,712</b>	<b>100.00</b>	<b>0.00</b>

## (ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year [As on 01.04.2018]			Share holding at the end of the year [As on 31.03.2019]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Silver Plastochem Pvt Ltd	3,555,350	21.77	0	3,555,350	21.77	0	0.00
2	Shiva Kabra	1,570,560	9.62	0	1,570,560	9.62	0	0.00
3	Pushpa Kabra	1,412,731	8.65	0	1,412,731	8.65	0	0.00
4	Ritu Joshi	544,213	3.33	0	544,213	3.33	0	0.00
5	Basant Kabra	689,632	4.22	0	689,632	4.22	0	0.00
6	Basant Kumar Kabra HUF	348,850	2.14	0	348,850	2.14	0	0.00
7	Nyana Sabharwal	324,900	1.99	0	319,267	1.95	0	(0.04)
8	Silver Containers Pvt Ltd	158,206	0.97	0	159,753	0.98	0	0.01
9	Amisha Himatsingka	131,500	0.80	0	131,500	0.81	0	0.00
	<b>Total</b>	<b>8,735,942</b>	<b>53.49</b>	<b>0</b>	<b>8,731,856</b>	<b>53.47</b>	<b>0</b>	<b>(0.02)</b>

## (iii) Change in Promoters' Shareholding

Sl. No.	Particulars	Shareholding at the beginning of the year [As on 01.04.2018]		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>Silver Plastochem Private Limited</b>				
	At the beginning of the year i. e. 01.04.2018	3,555,350	21.77	3,555,350	21.77
	At the End of the year i.e. 31.03.2019			3,555,350	21.77
<b>2.</b>	<b>Mr. Shiva Kabra</b>				
	At the beginning of the year i. e. 01.04.2018	1,570,560	9.62	1,570,560	9.62
	At the End of the year i.e. 31.03.2019			1,570,560	9.62
<b>3.</b>	<b>Ms. Pushpa Kabra</b>				
	At the beginning of the year i. e. 01.04.2018	1,412,731	8.65	1,412,731	8.65
	At the End of the year i.e. 31.03.2019			1,412,731	8.65
<b>4.</b>	<b>Mr. Basant Kabra</b>				
	At the beginning of the year i. e. 01.04.2018	689,632	4.22	689,632	4.22
	At the End of the year i.e. 31.03.2019			689,632	4.22
<b>5.</b>	<b>Ms. Ritu Joshi</b>				
	At the beginning of the year i. e. 01.04.2018	544,213	3.33	544,213	3.33
	At the End of the year i.e. 31.03.2019			544,213	3.33
<b>6.</b>	<b>Basant Kumar Kabra HUF</b>				
	At the beginning of the year i. e. 01.04.2018	348,850	2.14	348,850	2.14
	At the End of the year i.e. 31.03.2019			348,850	2.14

Sl. No.	Particulars	Shareholding at the beginning of the year [As on 01.04.2018]		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>7.</b>	<b>Ms. Nyana Sabharwal</b>				
	At the beginning of the year i. e. 01.04.2018	324,900	1.99	324,900	1.99
	Less: Market Sale on 08.06.2018	(24,900)	(0.15)	300,000	1.84
	Add: Market Purchase on 06.07.2018	19,267	0.12	319,267	1.95
	At the End of the year i.e. 31.03.2019			319,267	1.95
<b>8.</b>	<b>Silver Containers Private Limited</b>				
	At the beginning of the year i. e. 01.04.2018	158,206	0.97	158,206	0.97
	Add: Market Purchase on 04.05.2018	1,279	0.01	159,485	0.98
	Add: Market Purchase on 22.02.2019	268	0	159,753	0.98
	At the End of the year i.e. 31.03.2019			159,753	0.98
<b>9.</b>	<b>Ms. Amisha Himatsigka</b>				
	At the beginning of the year i. e. 01.04.2018	131,500	0.81	131,500	0.81
	At the End of the year i.e. 31.03.2019			131,500	0.81

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl. No.	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company
<b>1.</b>	<b>India Max Investment Fund Limited</b>		
	At the beginning of the year i. e. 01.04.2018	867,102	5.31
	Add: Market Purchase on 30.11.2018	28,000	0.17
	At the End of the year i.e. 31.03.2019	895,102	5.48
<b>2.</b>	<b>SBI Mutual Funds / Alternative Investment Funds(AIFs)</b>		
	At the beginning of the year i. e. 01.04.2018	391,395	2.39
	Add: Market Purchase on 13.04.2018	37,116	0.23
	Add: Market Purchase on 20.04.2018	3,126	0.02
	Less: Market Sale on 20.04.2018	(54,970)	(0.33)
	Add: Market Purchase on 27.04.2018	85,805	0.52
	Add: Market Purchase on 11.05.2018	25,736	0.16
	Add: Market Purchase on 18.05.2018	18,978	0.12
	Add: Market Purchase on 25.05.2018	9,239	0.05
	Add: Market Purchase on 29.06.2018	110,000	0.67
	Less: Market Sale on 03.08.2018	(71,174)	(0.43)
	Add: Market Purchase on 03.08.2018	112,576	0.69
	Less: Market Sale on 21.09.2018	(8,000)	(0.04)
	Add: Market Purchase on 21.09.2018	8,000	0.04
	Add: Market Purchase on 28.09.2018	180,000	1.10
	Add: Market Purchase on 05.10.2018	76,332	0.47

Sl. No.	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company
	Less: Market Sale on 05.10.2018	(13,000)	(0.08)
	Add: Market Purchase on 12.10.2018	13,000	0.08
	Less: Market Sale on 02.11.2018	(90,000)	(0.55)
	Add: Market Purchase on 02.11.2018	165,458	1.01
	Add: Market Purchase on 09.11.2018	200,000	1.22
	Add: Market Purchase on 16.11.2018	228,593	1.40
	At the End of the year i.e. 31.03.2019	1,428,210	8.74
<b>3.</b>	<b>Marytime Trimpex Private Limited</b>		
	At the beginning of the year i. e. 01.04.2018	3,60,000	2.20
	Less: Market Sale on 15.12.2017	(28,000)	(0.17)
	At the End of the year i.e. 31.03.2019	3,32,000	2.03
<b>4.</b>	<b>Baring Private Equity India AIF</b>		
	At the beginning of the year i. e. 01.04.2018	3,54,713	2.17
	Add: Market Purchase on 12.10.2018	12,087	0.07
	Add: Market Purchase on 19.10.2018	2,352	0.01
	Add: Market Purchase on 26.10.2018	11,000	0.07
	Add: Market Purchase on 02.11.2018	7,197	0.04
	Add: Market Purchase on 09.11.2018	5,000	0.03
	Add: Market Purchase on 16.11.2018	5,500	0.03
	Add: Market Purchase on 23.11.2018	4,426	0.03
	Add: Market Purchase on 30.11.2018	56,218	0.34
	Add: Market Purchase on 07.12.2018	8,520	0.05
	At the End of the year i.e. 31.03.2019	4,67,013	2.86
<b>5.</b>	<b>Grandeur Peak Emerging Markets Opportunities Fund</b>		
	At the beginning of the year i. e. 01.04.2018	2,55,504	1.56
	Less: Market Sale on 09.11.2018	(2,55,504)	0
	At the End of the year i.e. 31.03.2019	0	0
<b>6.</b>	<b>Grovsnor Investment Fund Ltd</b>		
	At the beginning of the year i. e. 01.04.2018	1,67,961	1.03
	At the End of the year i.e. 31.03.2019	1,67,961	1.03
<b>7.</b>	<b>Dinero Wealth Private Limited</b>		
	At the beginning of the year i. e. 01.04.2018	1,50,000	0.92
	Less: Market Sale on 09.11.2018	(73,000)	(0.45)
	At the End of the year i.e. 31.03.2019	77,000	0.47
<b>8.</b>	<b>Union Tax Saver Scheme*</b>		
	At the beginning of the year i. e. 01.04.2018	1,43,000	0.88
	Less: Market Sale on 09.06.2017	(75,000)	(0.46)
	Less: Market Sale on 16.03.2018	(68,000)	(0.42)
	At the End of the year i.e. 31.03.2019	0	0

Sl. No.	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company
<b>9.</b>	<b>Grandeur Peak Global Reach Fund*</b>		
	At the beginning of the year i. e. 01.04.2018	1,30,000	0.80
	Add: Market Purchase on 10.08.2018	11,500	0.07
	Add: Market Purchase on 17.08.2018	10,500	0.06
	Less: Market Sale on 09.11.2018	(1,52,000)	0
	At the End of the year i.e. 31.03.2019	0	0
<b>10.</b>	<b>Rohini Himatsingka</b>		
	At the beginning of the year i. e. 01.04.2018	1,18,500	0.73
	Less: Market Sale on 28.09.2018	(21,000)	(0.13)
	At the End of the year i.e. 31.03.2019	97,500	0.60
<b>11.</b>	<b>L &amp; T Mutual Fund Trustee Limited - L&amp;T Emerging Opportunities Fund - Series II</b>		
	At the beginning of the year i. e. 01.04.2018	0	0
	Add: Market Purchase on 13.07.2018	7,370	0.05
	Add: Market Purchase on 18.07.2018	3,347	0.02
	Add: Market Purchase on 20.07.2018	3,044	0.02
	Add: Market Purchase on 26.07.2018	2,503	0.02
	Add: Market Purchase on 27.07.2018	3,274	0.02
	Add: Market Purchase on 03.08.2018	50,067	0.31
	Add: Market Purchase on 10.08.2018	20	0.00
	Add: Market Purchase on 14.12.2018	14,767	0.09
	At the End of the year i.e. 31.03.2019	84,392	0.52

\* Ceased to be in the list of Top 10 shareholders as on 31.03.2019. The same have been reflected above since shareholders were among the Top 10 shareholders as on 01.04.2018.

#### (v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year [As on 01.04.2018]		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>Mr. Basant Kabra, Managing Director</b>				
	At the beginning of the year i. e. 01.04.2018	689,632	4.22	689,632	4.22
	At the End of the year i.e. 31.03.2019			689,632	4.22
<b>2.</b>	<b>Mr. Gaurav Himatsingka, Independent Director</b>				
	At the beginning of the year i. e. 01.04.2018	15,000	0.09	15,000	0.09
	At the End of the year i.e. 31.03.2019			15,000	0.09
<b>3.</b>	<b>Mr. Shiva Kabra, Joint Managing Director</b>				
	At the beginning of the year i. e. 01.04.2018	1,570,560	9.62	1,570,560	9.62
	At the End of the year i.e. 31.03.2019			1,570,560	9.62

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year [As on 01.04.2018]		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4.	<b>Ms. Ritu Joshi (Non-Executive Director)</b>				
	At the beginning of the year i. e. 01.04.2018	544,213	3.33	544,213	3.33
	At the End of the year i.e. 31.03.2018			544,213	3.33
5.	Mr. Rakesh Agrawal, Independent Director	Does not hold shares of the Company			
6.	Mr. S.S. Jangid, Independent Director	Does not hold shares of the Company			
7.	Mr. Rahul Khettry, Chief Financial Officer	Does not hold shares of the Company			
8.	Ms. Reena Shah, Company Secretary	Does not hold shares of the Company			

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Change in Indebtedness during the financial year</b>				
· Addition	0	0	0	0
· Reduction	0	0	0	0
Net Change	0	0	0	0
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Joint Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/Joint Managing Director/ WTD/ Manager		Total Amount
		Mr. Basant Kabra	Mr. Shiva Kabra	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	45.58	65.32	110.90
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission *	140.00	120.00	260.00
5	Others, please specify	0	0	0
6	<b>Total (A)</b>	<b>185.58</b>	<b>185.32</b>	<b>370.90</b>
7	Ceiling as per the Act	Overall ceiling as per the Act.		

\* Relates to F.Y. 2017-18 and paid in the F.Y. 2018-19

## B. Remuneration to other directors

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Rakesh Agrawal	Mr. S.S. Jangid	Mr. Gaurav Himatsingka	Ms. Ritu Joshi	
1	Independent Directors					
	Fee for attending Board and committee meetings.	3.10	5.00	4.40	-	12.50
	<b>Total (1)</b>	<b>3.10</b>	<b>5.00</b>	<b>4.40</b>	<b>-</b>	<b>12.50</b>
2	Other Non-Executive Directors					
	Fee for attending board / committee meetings - Commission - Others, please specify	-	-	-	1.70	1.70
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.70</b>	<b>1.70</b>
3	<b>Total (B)=(1+2)</b>	<b>3.10</b>	<b>5.00</b>	<b>4.40</b>	<b>1.70</b>	<b>14.20</b>
4	<b>Total Managerial Remuneration</b>	<b>3.10</b>	<b>5.00</b>	<b>4.40</b>	<b>1.70</b>	<b>14.20</b>
5	Overall Ceiling as per the Act	Sitting Fees paid is within the limits specified under the Companies Act, 2013				

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Rahul Khettry (Chief Financial Officer)	Ms. Reena Shah (Company Secretary and Compliance Officer)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	61.56	9.92	71.48
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0
5	Others, please specify	0	0	0
	<b>Total</b>	<b>61.56</b>	<b>9.92</b>	<b>71.48</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		

**"ANNEXURE D" TO THE BOARD'S REPORT****Annual Corporate Social Responsibility (CSR) Report****Annexure to the Report of the Board of Directors for the Financial Year Ended March 31, 2019**

Corporate Social Responsibility ("CSR") policy is designed to inspire and equip future generation of change-makers to strive for innovation and galvanize technological advancements of products made in India, transforming India into a global manufacturing hub.

Annual Report on CSR Activities		
1	A brief outline of the Company's CSR policy; including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR Policy and projects or programs.	In accordance with the provisions of Section 135 of the Companies Act, 2013, the Board of Directors of the Company has constituted a CSR Committee. The Composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report. The Corporate Social Responsibility Policy of the Company, as approved by the Board of the Directors, is available on the Company's website at <a href="https://www.controlprint.com/wp-content/uploads/Corporate-Social-Responsibility-Policy.pdf">https://www.controlprint.com/wp-content/uploads/Corporate-Social-Responsibility-Policy.pdf</a> The Company did not spend any amount as contemplated in the guidelines for the FY 2018-19.
2	The Composition of the CSR Committee	(i) Ms. Ritu Joshi, Chairperson [Non-Executive-Non Independent Director] (ii) Mr. Shyam S. Jangid, Member [Independent Director] (iii) Mr. Shiva Kabra, Member [Joint Managing Director]
3	Average Net profit of the Company for last three financial years	₹ 3667.05 lakhs
4	Prescribed CSR Expenditure (2% of the amount as in item 3 above)	₹ 73.34 lakhs
5	Details of CSR spent during the financial year	
	(i) Total amount to be spent for the financial year	₹ 73.34 lakhs
	(ii) Amount spent	Nil
	(iii) Amount unspent, if any	₹ 73.34 lakhs
	(iv) Reason for underspend	The Company did not spend any amount towards the Corporate Social Responsibility activities in accordance with Sec. 135 of the Companies Act 2013 for the FY 2018-19. However, the Company has decided to set up Charitable Trust to facilitate corpus building and sustained support for deeper and lasting impact on its CSR activities. This will enable the company to build organizational expertise and hence get better outcomes in its CSR initiatives. The company chose not to undertake adhoc CSR projects but instead consolidate and leverage its CSR effort through the Trust to be set up during the current year. The company is in the process for the formation of the Trust and is expecting the legal formalities to be completed soon and undertake activities through the Trust in the coming year.
	(v) Manner in which amount was spent during the financial year	NA

The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

**For and on behalf of the Board**

Date : May 16, 2019  
Place : Mumbai

**Ritu Joshi**  
Chairman of CSR Committee

**Shiva Kabra**  
Joint Managing Director

**"ANNEXURE E" TO THE BOARD'S REPORT****DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

1. The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Name	Designation	Ratio
Mr. Basant Kabra	Managing Director	63.82
Mr. Shiva Kabra	Joint Managing Director	63.73

Notes:

- a) For this purpose, sitting fees paid to Directors have not been considered as remuneration.  
 b) Median remuneration of the employees of the Company during the financial year is ₹ 2.91 Lakhs.
2. The percentage increase in remuneration of each director, Chief Financial Officer and Company Secretary, if any, in the financial year:

Name	Designation	Increase (%)
Mr. Basant Kabra	Managing Director	(1.02)
Mr. Shiva Kabra	Joint Managing Director	0.49
Mr. Rahul Khettry	Chief Financial Officer	3.48
Ms. Reena Shah*	Company Secretary	18.28

Notes:

3. The percentage increase in the median remuneration of employees in the financial year : 5.15%  
 4. The number of permanent employees on the rolls of company: 771 as on March 31, 2019  
 5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:

	Increase (%)
Average Employees remuneration other than managerial remuneration	6.75
Managerial Remuneration	- 0.27

Note : Managerial Personnel includes Managing Director and Joint Managing Director.

6. **Affirmation that the remuneration is as per the remuneration policy of the company:** It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**Statement of particulars of employees in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

Details of employees employed throughout the year and were in receipt of remuneration of more than Rs. 1.02 crore per annum are as mentioned in the table below:

<b>Particulars</b>	<b>Mr. Basant Kabra</b>	<b>Mr. Shiva Kabra</b>
Designation of the employee	Managing Director	Joint Managing Director
Remuneration received P.A.	Rs. 185.58 lakhs	Rs. 185.32 lakhs
Nature of employment (contractual or otherwise)	Whole-time employee	Whole-time employee
Qualifications and experience of the employee	Chemical Engineer Experience: Over four decades of experience in overall management of the Company.	Graduate in Economics and Mathematics and MBA Experience: More than 16 years of experiences in Marketing, Business Development and strategy.
Date of commencement of employment	January 14, 1991	July 01, 2006
Last employment held by such employee before joining the Company	-	-
Age of employee	73	41
Percentage of equity shares held by the employee	4.22 %	9.62 %
Relationship with Director or Manager of the Company	Father of Mr. Shiva Kabra, Joint Managing Director and Ms. Ritu Joshi, Director of the Company.	Son of Mr. Basant Kabra, Managing Director and Brother of Ms. Ritu Joshi, Director of the Company.

**"ANNEXURE F" TO THE BOARD'S REPORT**

Information Under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2019.

<b>A. CONSERVATION OF ENERGY :</b>	
Steps taken or impact on conservation of energy	: The Company operates on low energy requirements. The Company has installed LED lamps in place of conventional tube lights.
Steps taken by the Company for utilizing alternate sources of energy	: The Company is in planning stage of considering Solar Panel on the Roof Top to fulfil the street light power demand. The main activity will be carried out during expansion of the present facility in Nalagarh and Guwahati. The idea to generate the Solar Power and feed into the grid of respective states.
Capital investment on energy conservation equipments	: Nil
<b>B. TECHNOLOGY ABSORPTION:</b>	
	<p>1) The Company has adopted the technology for Thermal Ink Jet printer in total.</p> <p>2) The Manufacturing of the Company's Brand Thermal Ink Jet Printer has started at Guwahati Plant.</p> <p>3) The development of 230 ml. Maxi Cartridge is completed. The serial production and commercial sale has started. This is Unique Model in present Market and the Company is in process of obtaining the IP Rights for this Product.</p> <p>4) The further generation printer in Continuous Ink Jet Printer Technology is available with KBA Metronic and is offered to the Company. The process of technology transfer is under consideration. The implementation will start soon.</p>
Efforts made in technology absorption	: <b>As per Form 1</b>
<b>C. FOREIGN EXCHANGE EARNING AND OUTGO:</b>	
Activities relating to exports; initiative taken to increase exports; development of new export markets for product and service and export plans;	<p><u>Activities relating to exports :</u></p> <p>1) Company has exported Printers and consumables to Srilanka, Bangladesh, Nepal, Maldives.</p> <p>2) Company has exported Components used in Printer Manufacturing to Co's Technology Partners KBA-Metronic in Germany and China.</p> <p><u>Initiative taken to increase exports :</u></p> <p>The Company has started exporting components to KBA Metronic Plant to China and further looking possibility to export moulded components for Printer.</p> <p><u>Development of new export markets for product and service and export plans :</u></p> <p><u>Initiative taken to reduce the foreign exchange expenditure :</u></p>



		To reduce the foreign exchange expenditure, the company has developed many components with the help of localize vendors. The skill for Manufacturing, Assembling and repairing printer's PCB is developed at the Company's Nalagarh Plant, with Indian vendors to save foreign exchange.
	Total foreign exchange used and earned	: Expenditure - ₹ 3,383.64 Lakh Earning - ₹ 353.09 Lakh

## FORM 1

### 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	Coding & Marking Machine - a. Thermal Ink Jet. - TIJ-MINI. b. Hi Resolution Printer. c. Thermal Transfer Over-printer. d. Higher capacity Cartridge for Thermal Ink Jet e. Hi Resolution Printer for UV Curing application. f. Pigmented Ink Large Character Printer g. Thermal Transfer Overprinter (with consumable protection)
2.	Benefits derived as a result of the R&D	The Unique 210 ml. Cartridge for Thermal Ink Jet with four times higher capacity of the present printer. It is IP of Company.
3.	Future plan of action	1. To Develop high speed Hi-Res Printer with UV curing Ink. 2. To Develop Thermal Ink Jet with bigger capacity ink volume in Cartridge. 3. To Develop specialty Ink for Thermal Ink Jet Printer. 4. To Develop the Thermal Ink Jet Printer for High Ambient Application. 5. Development of UV INK Hi-Resolution Printer and UV Light.
4.	Expenditure on R & D	
	a) Capital	21.59 Lakhs
	b) Recurring	382.33 Lakhs
	c) Total	403.92 Lakhs
	d) Total R & D expenditure as a percentage	2.31%

**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. Technology for Thermal Ink Jet absorbed. Technology for Hi-Res Printer absorbed. Technology for 45 ml. Cartridge filling absorbed. Technology for 210 ml. Cartridge filling developed
2.	Benefits derived as a result of the above efforts e.g. product Improvement, cost reduction, product development, imports substitution, etc.	a. IP of Company - 210 ml. Cartridge. b. IP of Company - TIJ Printers with water base and Solvent base INK for Thermal Ink Jet. c. UV Ink application for Hi-Res Printing application.
3.	In case imported technology (imported during last five years reckoned from the beginning of the financial year)	
(a)	<b>Technology Imported</b>	<b>Year of Import</b>
1.	Manufacture of Thermal Transfer Over Printer	2014
2.	Manufacture of HI Resolution Printer	2014
3.	Manufacture of Thermal Ink Jet Printer	2017
4.	Manufacture of Ink Cartridge for Thermal Ink Jet Printer	2018
5.	Manufacturing of Ink Cartridge CPL210 ml Cartridge	2018
6.	Manufacturing of Thermal Ink Jet Printer. TIJ - MINI	2018
7.	Manufacturing of Thermal Ink Jet Printer. TIJ - MAXI	2019
(b)	<b>Has technology been fully absorbed</b>	All technologies have been fully absorbed.
1.	Manufacture of Large Character and Ink Jet Inks	
2.	Manufacture of Hot Quick Coder	
3.	Use of electronic for protection of consumables in Different Printers	
4.	Manufacture of Thermal Transfer Over Printer	
5.	Manufacture of HI Resolution Printer	
6.	Manufacture of Thermal Ink Jet Printer	
7.	Manufacture of Ink Cartridge for Thermal Ink Jet Printer (Filling of Empty Cartridges)	
(c)	<b>If not fully absorbed, areas where this has not taken place reason thereof and future plan of action</b>	The Company is not manufacturing Empty Ink Cartridges for Thermal Ink Jet Printers. It is very high end Technology involves highly advanced
1.	Manufacture of Empty Ink Cartridge for Thermal Ink Jet Printer	Machinery in electronic and silicon chip field. Development of the Empty Ink Cartridge, with special added features is outsourced. The new type of cartridges needs development of the Plastic Moulding Tools and Number of trails runs of moulded components, before concluding the final product. it is lengthy and time consuming process.
2.	Manufacturing of the HI RES Printer with UV Ink Application --	The technology is not fully absorbed. Curing process of the UV complicated and the Company is taking further efforts with the help of the Foreign partner for HI-RES Printer for critical Industrial application.

## MANAGEMENT DISCUSSION AND ANALYSIS

### ECONOMIC SCENARIO

India is projected to grow at 7.3% in 2019 and 7.5% in 2020, supported by the continued recovery of investment and robust consumption, thus remaining the fastest growing major economy of the world, according to the International Monetary Fund (IMF). Policy measures by the government to improve the investment climate and boost private consumption and investment will help India to loft economic growth in the next two fiscal years. India's GDP growth is expected to accelerate moderately, driven by continued investment strengthening, particularly private-improved export performance and resilient consumption. With robust growth, and food prices poised to recover, inflation is expected to converge toward 4% and current account and fiscal deficit are expected to narrow. The World Economic Outlook believes that in India, continued implementation of structural and financial sector reforms with efforts to reduce public debt remain essential to secure the economy's growth prospects. In the interim budget 2019, the Government has committed to further strengthen infrastructure initiatives. "These efforts should be reinforced by enhancing governance of public sector banks. Reforms to hiring and dismissal regulations would help incentivize job creation and absorb the country's large demographic dividend; efforts should also be enhanced on land reform to facilitate and expedite infrastructure development, the report said.

The Government of India, under the "Make in India" initiative, has provided an environment to give a boost to the manufacturing sector and aims to take it up to 25% of the GDP from the current 17%. We believe that these will positively impact coding demand and boost economic growth. It also aims to increase the purchasing power of the average Indian consumer, which would further boost demand, and stimulate development, in addition to benefitting investors. The Government's "Digital India" initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and increasing digital literacy will lead to empowerment in the rural areas.

### INDUSTRY STRUCTURE AND DEVELOPMENTS

Coding and Marking is the method of printing variable information and data on different surfaces and used to print on products to communicate credible data to clients and manufacturers about the product. Coding includes the printing of manufacturing dates, expiry dates and the size of the packaged lot amongst other details. These reduce the risk of counterfeiting and protect the brand image among end-users. These codes and markings help ensure traceability and safety of the product and mitigate counterfeiting.

Based on Technology, the Primary Package Coding segment accounted for considerable market share during the forecast period due to the Continuous Inkjet (CIJ) technology which has quick dry nature and is easy to install & user-friendly. By Geography, Asia Pacific held the largest market share due to strict government regulations, high demand from food & beverage and growing export of packaged food items.

Overall the industry growth is closely co-related to packaging industry growth and the manufacturing sector growth as a whole. Indian Coding Industry is estimated at ₹ 12,000 -13,000 Million as of FY2019. The Indian Coding & Marking industry is acceptance across applications and is dominated value-wise by 4 players with our Company being amongst them.

Your Company is vertically integrated company, involved in the development, research, manufacturing, marketing, service and commercializing of printing machines, spare parts, consumables (fluids) and associated services. Your Company is the only Make in India manufacturer and one of India's leading manufacturer of Coding and Marking Machines and consumable thereof for printing variable information such as batch numbers, manufacturing and expiry dates, maximum retail prices, serial numbers, special markings, logos, company names and barcodes. Our product line includes Continuous Inkjet Printer (CIJ), Large Character Drop on Demand Printer (LCP), Thermal Ink Coders, Thermal Transfer Over Printer (TTO), Laser Coders, Thermal Inkjet Printer (TIJ), High Resolution Piezo Inkjet Printer, spare parts, consumables (fluids) and associated services. We provide our goods and services to a wide range of industries including Personal Care, Food & Beverages, Pharmaceuticals, Construction Materials, Cables, Wires & Pipes, Metals, Automotive & Electronics, Agro-chemicals, Chemicals & Petrochemicals amongst others. Within the equipment segment, coding and marking industry growing steadily. However, increasing adoption of TIJ, HiRes, TTO, and LCP printers is expected to drive the industry growth higher. Industry has witnessed consistent growth of 15%+ over the last decade and is estimated to grow at similar rates approximately 10-15% revenue growth in the near future. This growth rate is expected to be double the GDP growth for the next few years.

Your Company provides its customers the ability to code, mark, address, decorate or personalize their products:

- In-line in the manufacturing process and under all manufacturing conditions and
- Adding fully variable alpha numeric, graphics and machine readable codes to products or packaging in real time.

Your Company is looking to expand its global foot print by exploring other international markets, and will be launching the Control Print Brand of Coding and Marking in other countries with high growth potential. This will be a good growth opportunity for the Company in the coming few years.

### PERFORMANCE

It has been a challenging year both in terms of revenue growth and profitability. Though it has been a flat year in terms of Revenue being the same as the previous FY, we have continued to implement our strategy and improve on it wherever necessary. The main reason for no growth in Revenue is weak industrial production in some of the industries where we have a strong presence and the decline in the Revenue of the Cement division. Though we have had a Year on Year volume growth for the consumables sales in the CIJ division (which we expected to be higher), there has been a decline in the consumables volume for the LCP division. The positive for the year and the silver lining is that the printer sales have been good with a marginal Year on Year volume growth. This will give us higher consumables sales expected in the coming years with improvement of industrial production.

All the product divisions are in growth trajectory (including the flagship CIJ division) apart from LCP division but we are confident this will turn around in the current year. Cement sector has bottomed out for the C&M industry and now there is potential of better pricing and growth.

Our new product launches of TIJ Printer, High Resolution Printer and TTO Printer have received good response from the market and exponential growth expected in the coming years. We have realigned our sales team to have different verticals focussing on specific industries which will give these new products the desired impetus. We have also assigned separate managers to focus on the OEM sales and Key Customer Accounts and this is showing good results.

### OPPORTUNITIES AND THREATS

Risk is an integral part of the Company's business. Key risks that the Company is exposed to include credit, market, liquidity, operational, legal, compliance and reputation risks among others. The Company manages these risks by maintaining conservative financial profile and by following prudent business and risk management practices. 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. With the GST system getting stabilised in the current year, the unorganised sector will transform more towards the organised sector and the Coding and Marking industry will witness volume growth and an opportunity for us to increase our market share. 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. In addition in certain products & applications the competition is well entrenched and therefore establishing market share will be a lengthy exercise.

### OUTLOOK

- With good number of printer sales in the last 2 years, higher consumables sales expected in the coming years with improvement of industrial production
- New product launches of TIJ Printer, High Resolution Piezo Inkjet Printer and TTO Printer have received good response from the market and exponential growth expected in the coming years
- Replacement market expected to generate good volumes
- OEM sales and Key Customer Accounts to be given special focus
- Focus on increasing marketing efforts and increasing visibility of the Company in India
- Participation in exhibition for capturing the last mile user
- Potential for strong growth driven by regulatory requirement applicable across many sectors
- Pegging for increased market share with higher Installed Base

The year 2019- 2020 could be year for India with most macro factors in place and the result of the government's push to increase investments. India has been one of the best performing markets among emerging markets, and therefore should be able to attract capital through FDI as well as capital markets. The improved ranking of India in "ease of doing business" will also attract multinational companies to increase their production activities in India, which will make India the hub for manufacturing sector.

The Company has strong Free Cash flow in the current year and the trend is expected to continue.

Fundamentally the Company remains strong and we are continuing the work on our planned strategy as we are confident of the growth potential.

### **RISK AND CONCERNS**

As the Indian Packaging Industry has developed and also with the further maturation of various Coding Technologies worldwide there is a consistent growth in overall market size. However, the growth is spread across all the various Coding technologies rather than around Continuous Inkjet Technology as was the case in the past. This is both an opportunity and a threat depending upon how successful your Company is in establishing market share in these other Coding Technologies. Your Company is working on providing a variety of strong products coupled with marketing & distribution muscle behind these products to be successful across the Entire Coding Technology Spectrum.

Risk management is embedded in your Company's operating framework. Your Company has 'Risk Management Policy', to identify, evaluate, categorize and prioritize the risks, right from its early stage and across the life cycle, develop and implement the risk mitigation plan to proactively reduce the potential impact of risk occurrence by providing adequate resources and monitoring continuously. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks.

### **FINANCIAL PERFORMANCE**

Your Company is one of India's leading manufacturer of Coding and Marking Machines and consumable thereof.

The total income of the Company for the year ended March 31, 2019 is ₹ 17,543.15 Lakhs as compared to ₹17,437.04 lakhs during the previous financial year. The net profit after tax stood at ₹ 3008.01 Lakhs in the current year against ₹ 3,170.56 Lakhs in the previous year.

### **INTERNAL CONTROL SYSTEMS**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Internal Audit Control System ensures that the regular internal audits are conducted at both the factories and other functional areas. The findings are then taken up by audit committee along with management response for suitable action. The Company has implemented SAP ERP system which helps to minimize human errors and plugging the loopholes. The Company also has a proper and adequate system of Internal Financial Controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly covering on a continuous basis, the entire gamut of operations and services spanning all locations, business and functions. The Audit Committee monitors the Internal Financial Control System and external audit is conducted to evaluate its effectiveness and necessary steps are taken to further improve the Internal Financial Control System.

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCE MANAGEMENT/ INDUSTRIAL RELATIONS**

Your Company considers people as its biggest assets and 'Believing in People' is at the heart of its human resource strategy. Your Company had cordial relations with employees across all locations during the year. Your Company has established an organisation structure that is agile and focused on delivering business results. With regular communication and sustained efforts it is ensuring that employees are aligned on common objectives and have the right information on business evolution. Your Company strongly believes in fostering a culture of trust and mutual respect amongst all its employees and seeks to ensure that Control Print Limited (CPL) values and principles are understood by all. The Company has a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto covering all the aspects as contained under the "The Sexual Harassment of Women at Workplace (Prohibition and Redressal) Act, 2013".

The total manpower strength of your Company is 771 employees.

### **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

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company adheres to good 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 to 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.

A report on compliance with the provisions of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of the SEBI (LODR) Regulations, 2015 is given hereunder.

## 2. BOARD OF DIRECTORS

The Board comprises such number of Executive and Non-Executive Directors as required under Listing Regulation. As on date of this Report, the Board consists of Six Directors comprising three Non-Executive Independent Directors and two Executive Directors and One Non-Executive Director. The composition of the Board consists of an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure. 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.

Composition of the Board, Category of Directors, Other Directorships, Committee Memberships and Chairmanships of other companies are given in the table below:

Name	Category	No. of other directorships held #	Number of Committees positions held in other public companies #	
			As Chairman	As Member
<b>Mr. Basant Kabra</b> <b>Chairman &amp; Managing Director</b> 40+ years of experience in overall management of the Company.	Promoter Non-Independent	Nil	Nil	Nil
<b>Mr. Shiva Kabra</b> <b>Joint Managing Director</b> 15+ years of experience in the field of marketing, business development and strategy.	Promoter Non-Independent	Nil	Nil	Nil
<b>Ms. Ritu Joshi</b> 20+ years of experience in marketing, consulting, Start-up, and Corporate experience both in the US and in India	Promoter Non-Independent	Nil	Nil	Nil



<b>Mr. Rakesh Agrawal</b> 40+ years of experience in Business Management, Finance, Marketing, Production, Management Information System, Legal etc.	Independent	05*	03*	Nil
<b>Mr. Shyam Sunder Jangid</b> 28+ years of professional experience in the various fields such as Audit, Taxation, Finance, Structuring of Equity & Debt, Corporate Laws etc.	Independent	Nil	Nil	Nil
<b>Mr. Gaurav Himatsingka</b> 27+ years of varied experience in the field of Business Development, Business Management, Finance, Management Information Systems and Legal.	Independent	Nil	Nil	Nil

# excludes directorships in (1) Private Limited Companies (2) Section 8 Companies (3) Companies incorporated outside India and (4) Alternate Directorships. Only Audit Committee and Stakeholders Relationship Committee of public limited companies have been considered for committee position.

\* Including directorship and chairmanship in Audit and Stakeholder's Grievance Committee of Shri Dinesh Mills Limited (listed entity) and Chairmanship in Audit Committee of Shiva Pharmachem Limited (Unlisted public entity).

- i) None of the Directors on the Board are members of more than 10 (Ten) Committees or Chairman of more than 5 (Five) Committees as specified in Regulation 26 of Listing Regulations.
- ii) As on March 31, 2019, Mr. Basant Kabra, Mr. Shiva Kabra and Ms. Ritu Joshi are related to each other. Mr. Shiva Kabra being son of Mr. Basant Kabra and Ms. Ritu Joshi being Daughter of Mr. Basant Kabra. None of other Directors are related to each other.
- iii) The Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act. All Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act.
- iv) Independent Directors of the Company are re-appointed for the second term of five (5) years w.e.f. April 01, 2019 as per the provisions of Section 149 of the Act and Regulation 25(2) of SEBI (LODR) Regulations, 2015 and are not liable to retire by rotation.
- v) During the year a separate meeting of Independent Directors was held inter-alia to review the performance of Non-Independent Directors and the Board as a whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and its Committees which is necessary for Board of Directors to effectively and reasonably perform their duties.
- vi) The terms and conditions of appointment have been disclosed on the website of the Company under the web link: <https://www.controlprint.com/wp/wp-content/uploads/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf>
- vii) The Board periodically reviews compliance report of all the laws applicable to the Company, prepared by the Company as prescribed under Regulation 17(3) of the Listing Regulations.



**Board Meetings:**

The meetings of the Board of Directors are prescheduled and intimated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. The Board meets at least once a quarter to review the quarterly performance and the financial results. The Board agenda along with notes and detailed background information and explanatory notes are prepared and circulated in advance to all the Board Members.

The Notice of Board Meeting is given well in advance to all the Directors. In compliance with the applicable provisions of the Act and the rules made thereunder, the Company facilitates the participation of Directors in Board / Committee Meetings through video-conference or any other audio visual mode except in respect of such items which are not permitted to be transacted through video-conferencing or any other audio visual mode.

The draft minutes of the Board are sent to the Directors for their comments and then the minutes are entered in the minute's book within 30 days of the conclusion of the meeting.

During the financial year 2018-19, Four **(4) Board Meetings were held viz. on May 25, 2018; July 26, 2018; October 27, 2018 and February 06, 2019** and the gap between the two Board Meetings has not exceeded one hundred and twenty days.

The attendance of each Director at the Board Meetings and at the Annual General Meeting (AGM) are detailed as under:

Name of the Director	Board Meeting		Attendance at the last 27 <sup>th</sup> Annual General Meeting held on July 26, 2018
	Held	Attended	
Mr. Basant Kabra	4	3	Yes
Mr. Shiva Kabra	4	4	Yes
Mr. Rakesh Agrawal	4	3	No
Mr. S. S. Jangid	4	4	Yes
Mr. Gaurav Himatsingka	4	4	Yes
Ms. Ritu Joshi	4	3	No

**3. FAMILIARIZATION PROGRAMME**

The Independent Directors are made aware of their role and responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment. Regular updates on relevant statutory and regulatory changes are regularly circulated to the Directors.

The Independent Directors are apprised by the various programme/power point presentation to enable them to understand the Company, its operations, business, industry and environment in which it functions and the regulatory environment applicable to it. Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization programme.

The details of familiarization programme have been disclosed on the website of the Company under the web link: <https://www.controlprint.com/wp-content/uploads/Familiarisation-Programme-for-Independent-Directors.pdf>

**4. COMMITTEE OF THE BOARD**

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and needs a closer review. The Board Committees are formed with approval of the Board and function under their respective defined roles. These Board Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board. To ensure good governance, the

minutes of the Committee meetings are placed before the Board for its review.

The Board has constituted the following Committees:

**AUDIT COMMITTEE:**

The Company has constituted a well qualified and independent Audit Committee as required under Section 177 of the Companies Act, 2013 as also in fulfillment of the requirements of Regulations 18 of the SEBI (LODR) Regulations, 2015. The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting.

**Terms of Reference are as under:**

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - a. matters required to be included in the Director's Responsibility Statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. changes, if any, in Accounting Policies and Practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions;
  - g. modified opinion(s) in the draft Audit Report;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the

matter to the Board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. Reviewing the utilization of loans and/or advances from/investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.

During the year under review, the Audit Committee also reviewed the following:

1. Financial Statements of its Subsidiary Company;
2. Statement of Related Party Transactions ;
3. Internal Audit Report

**Composition, Name of Members and Chairman:**

The Audit Committee comprises of 3 (Three) Non-executive and Independent Directors as members namely Mr. S. S. Jangid, Mr. Rakesh Agrawal and Mr. Gaurav Himatsingka. All members are well versed with finance, accounts, corporate laws and general business practices. Mr. S. S. Jangid, Chairman of the Committee is an Independent Director and has accounting or related financial management experience and has ability to understand the financial statements.

The meetings of Audit Committee are also attended by the Chief Financial Officer and Partner of Statutory Auditors as special invitees. The Company Secretary of the Company acts as the Secretary of the Audit Committee. Minutes of the Committee meetings are circulated to the Members and placed before Board for its noting.

**Details of meetings and attendance of the Audit Committee:**

4 (Four) Audit Committee meetings were held on **May 25, 2018; July 26, 2018; October 27, 2018; and February 06, 2019** during the financial year and the gap between the two meetings did not exceed one hundred and twenty days. The Chairman of the Audit Committee attended the last 27th AGM held on July 26, 2018.

The Composition of the Audit Committee and the details of meetings attended by its members are given below:

Name	Category	Designation	No. of Meetings	
			Held	Attended
Mr. S. S. Jangid	Independent	Chairman	4	4
Mr. Rakesh Agrawal	Independent	Member	4	3
Mr. Gaurav Himatsingka	Independent	Member	4	4

**NOMINATION AND REMUNERATION COMMITTEE (N&RC) :**

The role of the Nomination and Remuneration Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015.

**Terms of Reference of the N&RC are as under:**

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down ;
2. Recommend to the Board their appointment and removal ;

3. Carry out evaluation of every director's performance ;
4. Formulate the criteria for determining qualifications, positive attributes and independence of a director ;
5. Recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees ;
6. Formulation of criteria for evaluation of Independent Directors and the Board;
7. Devise a policy on Board diversity;
8. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance;
9. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

#### **Composition, Name of Members and Chairman:**

The Nomination and Remuneration Committee (N&RC) comprises of 3 (Three) Non-Executive Directors, the Chairman being Non-Executive and Independent director. The Company Secretary acts as the Secretary of the Committee. N&RC meetings were held on May 25, 2018 and February 06, 2019.

The Composition of the N&RC and the details of meetings attended by its members are given below:

Name	Category	Designation	No. of Meetings	
			Held	Attended
Mr. S. S. Jangid	Independent	Chairman	2	2
Mr. Rakesh Agrawal	Independent	Member	2	2
Mr. Gaurav Himatsingka	Independent	Member	2	2

#### **Performance evaluation criteria:**

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of (a) Independent Directors (b) Board of Directors pursuant to Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015. The evaluation of the performance of individual directors (including Independent Directors and Non-Independent Directors) was carried out in a manner as detailed in the Board's Report.

#### **Nomination and Remuneration Policy:**

In terms of the Section 178 of the Companies Act, 2013 and the Regulation 19 of the SEBI (LODR) Regulations, 2015 the Remuneration Policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management of the Company had been formulated by the N&RC of the Company and approved by the Board of Directors. The Nomination and Remuneration Committee has designed the remuneration policy in order to attract, motivate and retain the executive talent needed to achieve superior performance in a competitive market. The Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Board of Directors has approved Nomination and Remuneration policy and it is available on the Company's website under the web link: [https://www.controlprint.com/wp-content/uploads/Nomination\\_and\\_Remuneration-Policy.pdf](https://www.controlprint.com/wp-content/uploads/Nomination_and_Remuneration-Policy.pdf)

#### **Remuneration paid to Executive Directors:**

The Executive Directors including Managing Director and Joint Managing Directors are paid remuneration by way of salary, commission, perquisites, incentives and allowances, as recommended by the Committee and the Board of Directors and approved by the Members of the Company from time to time.

The details of remuneration paid to the Executive Directors during the financial year 2018-19 are given as under:

Name	Salary	Allowances, Perquisites and other benefits	Commission*	Total
Mr. Basant Kabra (Managing Director)	2,850,000	1,708,202	14,000,000	18,558,202
Mr. Shiva Kabra (Joint Managing Director)	4,200,000	2,331,849	12,000,000	18,531,849

#### Remuneration paid to Non-Executive Directors

The Non-Executive Directors are paid sitting fees for attending meetings of the Board of Directors and Committee thereof. There were no material pecuniary relationships or transactions with Non-Executive Directors. The details of sitting fees paid to the Non-Executive Directors during the financial year 2018-19 are given as under:

Name	Sitting Fees paid during FY 2018-19		Total
	Board Meeting	Committee Meeting	
Mr. S. S. Jangid	200,000	300,000	500,000
Mr. Rakesh Agrawal	150,000	160,000	310,000
Mr. Gaurav Himatsingka	200,000	240,000	440,000
Ms. Ritu Joshi	150,000	20,000	170,000

#### Details of Equity Share held by Directors of the Company

The numbers of shares held by the Directors in the company as on March 31, 2019 were as under:

Sr. No.	Name of Directors	No. of Shares
1	Mr. Basant Kabra (Managing Director)	689,632
2	Mr. Shiva Kabra (Joint Managing Director)	1,570,560
3	Ms. Ritu Joshi (Non-Executive Director)	544,213
4	Mr. Gaurav Himatsingka (Independent Director)	15,000
5	Mr. Shyam Sunder Jangid (Independent Director)	Nil
6	Mr. Rakesh Agrawal (Independent Director)	Nil

#### STAKEHOLDERS RELATIONSHIP COMMITTEE [SRC]:

The composition of the Stakeholders Relationship Committee is in compliance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015.

The Stakeholders Relationship Committee of the Board of Directors comprises of 3 (Three) Directors viz., Mr. S. S. Jangid, Mr. Basant Kabra and Mr. Gaurav Himatsingka. The Company Secretary acts as the Compliance Officer of the Company. SRC meetings were held on May 25, 2018; October 27, 2018 and February 06, 2019.

The Composition of the SRC and the details of meetings attended by its members are given below:

Name	Category	Designation	No. of Meetings	
			Held	Attended
Mr. S. S. Jangid	Independent	Chairman	3	3
Mr. Basant Kabra	Non-Independent	Member	3	2
Mr. Gaurav Himatsingka*	Independent	Member	3	2

\*Mr. Gaurav Himatsingka was inducted to the committee on May 25, 2018. He was entitled to attend 2 meetings during the year.

**Terms of Reference:**

- 1) To specifically look in to redressing members and investors' complaints in the following areas-
  - (a) Transfer of shares (b) Non-receipt of annual report including financial statements and other documents under Companies Act, 2013; (c) Non-receipt of declared dividend; (d) Non-receipt of shares lodged for transfer; (e) Issue of duplicate share certificates; (f) Forged transfers; and Any other matter of Shareholder's interest.
- 2) The Committee reviews the system of dealing with and responding to correspondence from all categories of investors. The details of complaint letters, if any, received from Stock Exchanges/ SEBI and responses thereto are reviewed by the Committee. The Committee also reviews/ approves initiatives for further improvements in servicing investors.
- 3) Review of measures taken for effective exercise of voting rights by shareholders.
- 4) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 5) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company.

**For any clarification/complaint, the Members may contact:**

The Company Secretary & Compliance Officer :  
 Control Print Limited  
 C-106, Hind Saurashtra Industrial Estate, Marol Naka,  
 Andheri (East), Mumbai - 400 059.  
 Tel: +91-22-2859 9065 / 6693 8900  
 Email: [companysecretary@controlprint.com](mailto:companysecretary@controlprint.com)

**The details of shareholder grievances received and resolved during FY 2018-19 is given below:**

Particulars	Number of Complaints
Investor Complaints pending at the beginning of the year	0
Investor Complaints received during the year	39
Investor Complaints resolved during the year	39
Investor Complaints unresolved at the end of the year	0

All the queries and complaints received during the financial year ended March 31, 2019, were duly redressed. All requests for dematerialization of shares were carried out within the stipulated time period and no share certificate was pending for dematerialization.

**CORPORATE SOCIAL RESPONSIBILITY [CSR] COMMITTEE :**

The Company has constituted a Corporate Social Responsibility [CSR] Committee of directors as required under Section 135 of the Companies Act, 2013 and the Rules framed thereunder. The Committee's responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy' and to suggest remedial measures wherever necessary.

**Terms of Reference of the CSR Committee are as under:**

- 1) Formulate and recommend to the Board, a CSR Policy to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- 2) Recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the Company;
- 3) Monitor the implementation of the CSR activities undertaken by the Company.



**Composition, Meetings and attendance of CSR Committee:**

CSR Committee meetings were held on **May 25, 2018** and **February 06, 2019**. The Composition of the CSR Committee and the details of meetings attended by its members are given below:

Name	Category	Designation	No. of Meetings	
			Held	Attended
Mr. S. S. Jangid*	Independent	Chairman/Member	2	2
Mr. Basant Kabra*	Non - Independent	Member	2	1**
Mr. Shiva Kabra	Non - Independent	Member	2	2
Ms. Ritu Joshi*	Non - Independent	Chairman	2	1**

\*The Corporate Social Responsibility Committee was reconstituted at the Board Meeting held on May 25, 2018. Accordingly, a) Mr. Basant Kabra ceased to be a member of the Committee; 2) Ms. Ritu Joshi was inducted to the Committee as Chairman; 3) Mr. S S Jangid ceased to be Chairman of the Committee.

\*\* Mr. Basant Kabra and Ms. Ritu Joshi were entitled to attend 1 meeting during the year.

The Board of Directors review the Minutes of the CSR Committee Meetings at subsequent Board Meetings. The Company Secretary acts as a Secretary to the Committee.

Further, the brief outline of the CSR Policy of the Company and the initiatives undertaken by the Company during the financial year 2018-19 are set out in this Annual Report in the format prescribed in the Companies (Corporate Social Responsibility Policy), Rules, 2014.

**5. GENERAL BODY MEETINGS**

**Details of location, date and time of holding the last three Annual General Meetings:**

Year	Date of Meeting	Time	Place of Meeting
2015-16	August 05, 2016	12.00 Noon	Mirage Hotel, International Airport, Approach Road, Marol Naka, Andheri (East), Mumbai - 400 059.
2016-17	September 15, 2017	11.00 a.m.	Peninsula Grand Hotel, Saki Naka Junction, Andheri (East), Mumbai - 400 072
2017-18	July 26, 2018	3.30 p.m.	Mirage Hotel, International Airport, Approach Road, Marol Naka, Andheri (East), Mumbai - 400 059.

**Details of special resolutions passed in the previous three Annual General Meetings:**

Year	Date of Meeting	Subject matter of special resolution
2015-16	August 05, 2016	No Special Resolution was passed.
2016-17	September 15, 2017	Adoption of newly substituted Articles of Association of the Company as per Companies Act, 2013.
2017-18	July 26, 2018	1) Re-appointment and increase in remuneration of Mr. Basant Kabra (DIN 00176807) as Managing Director; and 2) Approval to deliver documents through a particular mode as may be sought by the member

**Extra-ordinary General Meeting:**

No Extra-ordinary General Meeting of the members was held during the year.



## Postal Ballot:

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a notice of postal ballot dated February 06, 2019 along with Postal Ballot Form and Postage prepaid envelope (hereinafter referred to as "Postal Ballot Notice"), was sent to the Members of the Company holding shares on the cut-off date of Monday, February 18, 2019. The Notice was dispatched through physical mode and additionally dispatched by electronic mode to those Members whose e-mail ids were registered with the Company or depository participant for their approval.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Companies Act, 2013 read with the relevant rules, the Company provided e-voting facility to all its Members in order to enable them to cast their votes electronically. CDSL was appointed as an agency for providing e-voting facility to all its Members to enable them to cast their votes electronically. The e-voting portal of CDSL for voting purpose remained open from Monday, February 25, 2019, 9:00 A.M. to Tuesday, March 26, 2019, 5:00 P.M and thereafter the same was disabled.

M/s Nilesh Shah & Associates, Practicing Company Secretary, the Scrutinizer had carried out the scrutiny of all Postal Ballot Form received physically as well as votes polled electronically up to 5:00 p.m. on March 26, 2019 and submitted report on March 28, 2019.

Summary of the voting results is as under:

Particulars of Resolutions	Consolidated (e-voting and voting through Postal Ballot forms)				
	No. of Votes polled	No. of Votes in favour	No. of Votes against	% of Votes in favour	% of Votes against
1. Re-appointment of Mr. Shiva Kabra as Joint Managing Director of the Company.	9,155,870	9,155,185*	685	99.99%	0.1%
* 1,570,560 number of votes cast by Mr. Shiva Kabra for his re-appointment not counted for this resolution.					
2. Re-appointment of Mr. Rakesh Agrawal as Independent Director of the Company.	10,726,425	10,725,931	494	99.99%	0.10%
3. Re-appointment of Mr. Shyam Sunder Jangid as Independent Director of the Company.	10,726,425	9,297,770	1,428,655	86.68%	13.32%
4. Re-appointment of Mr. Gaurav Himatsingka as Independent Director of the Company.	10,711,725	9,283,070*	1,428,655	86.66%	13.34%
* 15,000 number of votes cast by Mr. Gaurav Himatsingka for his re-appointment not counted for this resolution.					

There is no immediate proposal for passing any resolution through Postal Ballot.

## 6. DISCLOSURES

### i) Related Party Transactions :

During the financial year 2018-19, the Company had not entered into any material transactions with any of its related parties that may have potential conflict with the interests of the Company at large. The related party transactions entered into with the related parties as defined under Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and the same have been approved by the Audit Committee. The disclosure of transactions with related parties is disclosed in the Notes to accounts of the Standalone Financial Statements. The Board of Directors have approved a policy for related party transactions which has been uploaded on the Company's website: <https://www.controlprint.com/wp-content/uploads/Related-Party-Transactions-Policy.pdf>

**ii) Details of non-compliance/penalties/strictures imposed on the Company by the Statutory Authorities**

There were no instances of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter relating to the capital market during the last three years.

**iii) Whistle blower/Vigil Mechanism**

Your Company has a Vigil Mechanism in place as required under Section 177 of the Act and the SEBI (LODR) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The mechanism provides for adequate safeguards against victimization of persons who use such mechanism and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information and make provisions for direct access to the Chairman of the Audit Committee. The Policy is disclosed on the Company's website with the following link : <https://www.controlprint.com/wp-content/uploads/Vigil-Mechanism-or-Whistle-Blower-Policy.pdf>

**iv) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of the Listing Regulation**

The Company has complied with all the mandatory requirements of Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015. The Company has also complied with the requirements of the Corporate Governance Report provided in sub-regulation (2) to (10) of Part C of Schedule V of the SEBI (LODR) Regulations, 2015.

**v) Proceeds from public issues, right issues, preferential issues etc:**

There was no public/ right/ preferential issue during the year.

**vi) CEO & CFO Certification**

In terms of the requirements of Regulation 17(8) of the SEBI (LODR) Regulations, 2015, Mr. Basant Kabra, Managing Director and Mr. Rahul Khettry, CFO have submitted necessary certificate to the Board of Directors stating the particulars specified under the said regulation.

**vii) Material Subsidiary:**

The Company does not have any "material subsidiary" as defined in the SEBI (LODR) Regulations, 2015. Accordingly, the requirement of appointing an Independent Director of the Company on the Board of Directors of the material unlisted subsidiary company as per Regulation 24 of the SEBI (LODR) Regulations, 2015 does not apply. The Company's policy on "material subsidiary" is placed on the company's website and can be accessed through <https://www.controlprint.com/wp-content/uploads/Policy-for-Determining-Material-Subsidiary.pdf>

The Company overseas and monitors the performance of subsidiary company by following means:

- i. The Audit Committee reviews the financial statements and, in particular the investments made by the unlisted subsidiary company.
- ii. The minutes of the meetings of the Board of Directors of the unlisted subsidiary company are placed before the Board of Directors of the Company.
- iii. A statement of all significant transactions and arrangements entered into by the unlisted subsidiary company is placed before the Board of Directors of the Company.

**viii) Code of Conduct**

The Company has laid down a code of conduct, namely, "Code of Conduct" to ensure compliance with the standards of business conduct and ethics. It serves as a guideline in critical areas such as conflict of interest, confidentiality, etc. It applies to all Board Members, senior employees and its subsidiary. All Board members and the Senior Management personnel have affirmed compliance with the code for the year 2018-19. A



**Date of Book Closure:**

The books will remain closed from Thursday, August 15, to Wednesday, August 21, 2019 (both days inclusive).

**Particulars of Dividend Payment:**

The Board, at its meeting held on February 06, 2019, declared an interim dividend of ₹ 3.00 per equity share i.e. @ 30% for the financial year 2018-19 absorbing a sum of ₹ 591 lakhs including dividend distribution tax. The same was paid to the shareholders on February 20, 2019.

In addition to the interim dividend, the Board of Directors of your Company has recommended a final dividend of ₹ 3.50 per equity share i.e. @35 % for the financial year 2018-19. The Dividend, if approved by shareholders will be paid / dispatched on or after five days of conclusion of AGM.

**CREDIT RATING**

During the year under review, following ratings reviewed by CRISIL, a Credit Rating Agency on the Long-Term and Short Term bank facility(ies) of the Company.

Bank Loan Facilities Rated	Rating
Long-Term Rating	CRISILA- /Stable
Short-Term Rating	CRISILA2+

**COMMODITY PRICE RISK AND COMMODITY HEDGING ACTIVITIES**

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated November 15, 2018.

**Listing on Stock Exchange:**

The equity shares of the Company are listed at BSE Limited [BSE] and National Stock Exchange of India Limited [NSE].

Name & Address of Stock Exchange	Stock Code
The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	522295
National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.	CONTROLPR

**International Securities Identification Number (ISIN):** INE663B01015

**Annual Listing Fees and Custodial Fees:**

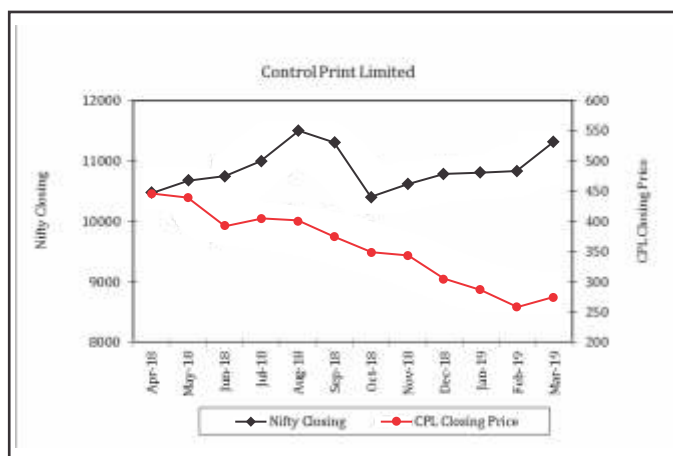
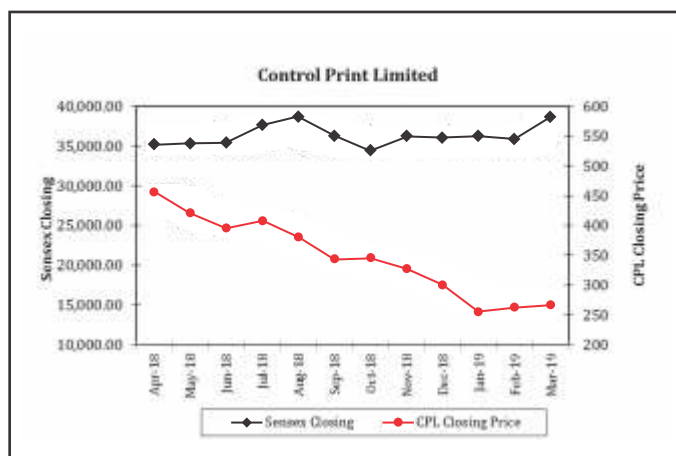
The listing fees and custodial fees for the Financial Year 2019-20 have been paid by the Company within the stipulated time.

**Market Price Data:**

Details of high and low price and the number of shares traded during each month in the last financial year on BSE Limited and National Stock Exchange of India Limited are as under:

Particulars	BSE Limited		National Stock Exchange of India Limited	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April - 2018	469.00	422.10	469.00	418.20
May - 2018	464.20	416.00	463.00	420.00
June - 2018	435.60	365.00	433.75	365.40
July - 2018	425.15	380.05	428.75	378.00
August - 2018	429.20	370.00	429.15	373.70
September - 2018	394.00	340.00	395.45	337.00
October - 2018	376.00	325.00	387.00	330.00
November - 2018	362.00	325.20	371.50	325.00
December - 2018	330.00	288.00	332.95	292.15
January - 2019	326.00	235.35	336.90	236.05
February - 2019	278.00	235.60	275.50	241.00
March - 2019	298.00	259.05	290.00	256.60

[Source: This information is compiled from the data available from the websites of BSE and NSE]



### Unpaid/Unclaimed Dividend:

Pursuant to Sections 124 and 125 of Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") dividends not encashed / claimed within seven years from the date of declaration are to be transferred to the Investor Education and Protection Fund (IEPF) Authority.

Shareholders of the Company who have not received or encashed their dividend warrants for the financial years, as mentioned below, are requested to claim the unpaid/unclaimed dividend from the Company before its transfer to the above mentioned Fund:

Year of Declaration	Date of Declaration	Interim/ Final	Unclaimed Amount as on March 31, 2019 (₹ )	Date of Transfer to IEPF
2011-2012	September 14,2012	Final	470,730.00	October 21, 2019
2012-2013	August 12, 2013	Final	491,538.00	September 19, 2020
2013-2014	September 12, 2014	Final	612,440.00	October 19, 2021
2014-2015	February 14, 2015	Interim	502,088.00	March 21, 2022
2014-2015	September 25, 2015	Final	296,388.00	November 2, 2022
2015-2016	January 04, 2016	Interim	956,812.00	February 11, 2023
2015-2016	August 05, 2016	Final	797,720.00	September 12, 2023
2016-2017	February 13, 2017	Interim	991,130.00	March 20, 2024
2016-2017	September 15, 2017	Final	1,331,186.50	October 22, 2024
2017-2018	January 31, 2018	Interim	1,183,674.00	March 09, 2025
2017-2018	July 26, 2018	Final	1,298,367.00	September 01, 2025
2018-2019	February 06, 2019	Interim	1,104,429.00	March 15, 2026

During the year under review, the Company has not transferred any amount to Investor Education and Protection Fund since no dividend was declared in FY 2010-11. The Company updated the details of unclaimed / unpaid dividend on the Company's website [www.controlprint.com](http://www.controlprint.com) and on MCA website [www.mca.gov.in](http://www.mca.gov.in) from time to time.

**Registrar and Transfer Agent:**

**BIGSHARE SERVICES PRIVATE LIMITED**

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasat Oasis Apartments, Makwana Road,  
Andheri (E), Mumbai - 400059  
Tel.: (022) 6263 8200  
Fax: (022) 6263 8299  
E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**Share Transfer System:**

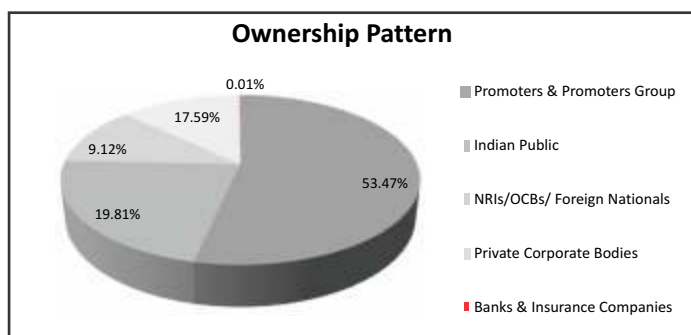
The Company's equity shares which are in compulsory dematerialized (demat) form are transferable through the depository system. Equity Shares in physical form are processed by the Registrar and Share Transfer Agents, Bigshare Services Private Limited and approved by the Stakeholders Relationship Committee of the Board. The share transfers are normally processed within 15 days from the date of receipt of the documents, if they are complete in all respects.

### Distribution of Shareholding as on March 31, 2019:

Sr. No.	Shareholding No. of Shares		Shares	% To Capital	No. of Holders	% to No. of Holders
	From	To				
1	1	500	1,318,574	8.07	10,983	91.18
2	501	1000	375,928	2.30	510	4.23
3	1001	2000	402,458	2.46	281	2.33
4	2001	3000	252,975	1.55	100	0.83
5	3001	4000	128,841	0.79	37	0.31
6	4001	5000	82,981	0.51	18	0.15
7	5001	10000	352,092	2.16	50	0.41
8	10001	10001 & above	13,417,863	82.16	67	0.56
<b>Total</b>			<b>16,331,712</b>	<b>100</b>	<b>12,046</b>	<b>100</b>

### Ownership Pattern as on March 31, 2019 :

Category	No. of Shares	%
Promoters & Promoters Group	8,731,856	53.47
Indian Public	3,235,774	19.81
NRIs/OCBs/ Foreign Nationals	1,489,873	9.12
Private Corporate Bodies	2,872,272	17.59
Banks & Insurance Companies	1,937	0.01
<b>Total</b>	<b>16,331,712</b>	<b>100</b>



### Dematerialization of shares and liquidity:

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both the Central Depository Services (India) Limited [CDSL] and National Securities Depository Limited [NSDL]. The International Security Identification Number [ISIN] is an identification number of traded shares. This number is to be quoted in each transaction relating to the dematerialized shares of the Company. The ISIN of the Company is mentioned above. As on March 31, 2019, a total of 15,847,202 Equity Shares which forms 97.03% of the Company's paid-up capital stands in the dematerialized form and 4,84,510 shares which form 2.97% of the Company's paid-up capital stand in the physical form. Share dematerialized upto March 31, 2019 are as under.



Particulars	As on March 31, 2019	
	No. of Shares	%
<b>Share in Demat form</b>		
- NSDL	14,523,616	88.93%
- CDSL	1,323,586	08.10%
<b>Shares in Physical Form</b>	<b>484,510</b>	<b>02.97%</b>
<b>Total</b>	<b>16,331,712</b>	<b>100%</b>

**ADRs/GDRs/Warrants:**

The Company has not issued any GDRs/ADRs/Warrants or any other convertible instruments.

**Plant Locations (Factory/Warehouse):**

- a) Village Bhatian, Near TVS Factory, Bharatgarh Road, Nalagarh - 174 101, Dist. Solan, Himachal Pradesh.
- b) Ward No. 8, Village Hudumpur, Mouza Chayani, Palasbari, District - Kamrup, Assam - 781 128.
- c) 1, Highway Indl Estate, Off Western Express Highway, Village Sativali, Tal. Vasai, Dist. Vasai 401208, Maharashtra.

**Address for Correspondence**

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

**The Company Secretary  
Control Print Limited**

C -106, Hind Saurashtra Industrial Estate,  
Andheri - Kurla Road, Marol Naka,  
Andheri (East), Mumbai - 400 059  
Tel: (022) - 2859 9065  
6693 8900  
Email- [companysecretary@controlprint.com](mailto:companysecretary@controlprint.com)

**Registrar & Share Transfer Agent  
Bigshare Services Private Limited**

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasat Oasis Apartments, Makwana Road,  
Andheri (E), Mumbai - 400059  
Tel.: (022) 6263 8200  
Fax: (022) 6263 8299  
Email - [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

## DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2019.

For **CONTROL PRINT LIMITED**

Place: Mumbai  
Date: May 16, 2019

**Basant Kabra**  
Managing Director  
DIN 00176807

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## CERTIFICATE IN TERMS OF 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENT) REGULATIONS, 2015

To,  
**The Board of Directors**  
**Control Print Limited**

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Control Print Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2019 and that to the best of our knowledge and belief, we state that:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - i. significant changes, if any, in internal control over financial reporting during the year;
  - ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. We have not come across any instances of fraud or fraudulent activities during the year.

For **Control Print Limited**

Place: Mumbai  
Date: May 16, 2019

**Basant Kabra**  
Managing Director  
(DIN: 00176807)

**Rahul Khettry**  
Chief Financial Officer

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Control Print Limited**, having CIN: L22219MH1991PLC059800 and having registered office situated at C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka, Andheri (East), Mumbai 400059 (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and carried by us and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **March 31, 2019** have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory:

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Basant Kabra	00176807	01/01/2008
2	Shiva Kabra	00190173	01/07/2006
3	Gaurav Himatsingka	00050776	24/01/2006
4	Rakesh Agrawal	00057955	30/10/2010
5	Shyam Sunder Jangid	01186353	30/07/2003
6	Ritu Joshi	02600483	25/12/2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Name:- **Nilesh Shah (Partner)**  
For:- **Nilesh Shah & Associates**  
FCS : 4554  
C.P. : 2631

Place: Mumbai  
Date: May 16, 2019

## INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

[Pursuant to Clause E of Schedule V of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
Control Print Limited

We have examined the compliance of the conditions of corporate governance by Control Print Limited, ("the Company") for the year ended March 31, 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The Compliance of the conditions of corporate governance is the responsibility of the Management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certificate of corporate governance (Revised) issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the code of ethics issued by the ICAI.

In our opinion and to the best of our information, based on the records, documents, books and other information furnished to us during the aforesaid audit by the Company, its officers and agents, we confirm that the Company has complied with the corporate governance as stipulated in the listing regulation to the extent applicable to the Company, during the aforesaid period under audit.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Jhavar Mantri and Associates**

Chartered Accountants

FRN 113221W

**Naresh Jhavar**

Partner

Membership No. 045145

Place: Mumbai

Date: May 16, 2019

## **INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS**

TO THE MEMBERS OF CONTROL PRINT LIMITED

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying Standalone Financial Statements of Control Print Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2019, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Cash Flow Statement for the year then ended and notes to financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (the 'Act'), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2019, and its total comprehensive income (comprising of profit and other comprehensive income), the changes in equity and its cash flow for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with ethical requirements that are relevant to our audit of financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and Code of Ethics. We believe that the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report

#### **Information other than the Standalone Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate

internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report

because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

We did not audit the financial statements of Colombo Branch included in the Standalone Financial Statements of the Company whose financial statements reflect the total assets of ₹ 228.06 Lakhs as at 31<sup>st</sup> March 2019 and the total revenue of ₹ 130.26 Lakhs for the year ended on that date. The financial statement of above branch has been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of branch, is based solely on the report of such branch auditor.

Our opinion is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 (the "Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure 'A'** statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The reports on the accounts of the branch office of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report;
  - d. The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - e. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;
  - f. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
  - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refers to our separate report in **Annexure 'B'**;
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
    - i. The Company has disclosed the impact of pending litigation as at March 31, 2019 on its financial position in its standalone financial statements - Refer Note 41 to the standalone financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

For **Jhavar Mantri & Associates**  
**Chartered Accountants**  
Firm Registration Number: 113221W

**Naresh Jhavar**  
**Partner**  
Membership No. 045145

Place: Mumbai  
Dated: May 16, 2019



## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- 1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment;
- (b) The Company has a program of verification to cover all the items of property, plant and equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. Pursuant to the program, certain property, plant and equipment were physically verified by the management during the year and whatever discrepancies noticed on such verification has been properly dealt in the books of accounts.
- (c) The title deeds of immovable properties, as disclosed in Note 2 on property, plant and equipment to the standalone financial statements, are held in the name of the Company.
- 2) As per the information and explanations given to us, the inventories have been physically verified at reasonable intervals during the year by the management except materials lying with third parties, where confirmations are obtained. The discrepancies noticed on the physical verification of inventory as compared to book stock have been properly dealt with in the books of accounts by the Company by writing back inventories amounting to Rs.0.14 Lakhs during the year.
- 3) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3 (iii) (a), (b) and (c) of the said Order are not applicable to the Company.  
  
There is a transfer of Rs. 14.63 Lakhs during the year along with the opening outstanding balance of Rs. 33.02 Lakhs, (outstanding as on year end Rs. 47.65 Lakhs) granted to the wholly owned subsidiary company viz. Liberty Chemicals Private Limited.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act 2013, with respect to Loans and Advances made, guarantee given and investments made.
- 5) The Company has not accepted any deposits during the year from the public covered under Sections 73 to 76 of the Companies Act 2013.
- 6) As informed to us, the Central Government has prescribed maintenance of cost records under Section 148(1) of the Act. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- 7) According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company is regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it to the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
  - (c) Details of dues of Income-tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited as on March 31, 2019 on account of disputes are given below:

## INDEPENDENT AUDITOR'S REPORT (STANDALONE)

(₹ In Lakhs)

Name of Statute	Nature of Dues	Forum where dispute is pending	Amount (Involved)	Amount (Paid)	Amount (Unpaid)
Central Sales Tax Act, Local Sales Tax Act	Sales Tax for FY 2009-10	DCST (Appeals), Shimla	139.32	12.00	127.32
	Sales Tax for FY 2010-11	DCST (Appeals), Mumbai	95.04	44.00	51.04
	Sales Tax for FY 2012-13	DCST (Appeals), Mumbai	154.00	57.28	96.72

- 8) According to the records of the Company examined by us and the information and explanations provided to us, the Company has not defaulted in repayment of loans or borrowings to any Financial Institutions or Banks or dues to debenture holders as at the Balance Sheet date.
- 9) In our opinion, and according to the information and explanations given to us, the company has not raised any money by way of term loans or initial public offer or further public offer including debt instruments during the year.
- 10) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- 11) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- 12) The company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, accordingly, paragraph 3(xii) of the Order is not applicable.
- 13) The Company has entered into transactions with related parties in compliance with sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required by applicable Ind AS.
- 14) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

**For Jhawar Mantri & Associates**  
**Chartered Accountants**  
 Firm Registration Number: 113221W

**Naresh Jhawar**  
**Partner**  
 Membership No. 045145

Place: Mumbai  
 Dated: May 16, 2019

## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 (g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### **Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **Control Print Limited ("the Company")** as of March 31, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for the Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that the transactions are recorded as necessary to permit preparation of Financial Statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company;

and

3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material aspects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Jhavar Mantri & Associates**  
**Chartered Accountants**  
Firm Registration Number: 113221W

**Naresh Jhavar**  
**Partner**  
Membership No. 045145

Place: Mumbai  
Dated: May 16, 2019

## STANDALONE BALANCE SHEET AS AT MARCH 31, 2019

₹ in Lakhs

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>I. ASSETS</b>			
<b>1. Non-current Assets</b>			
(a) Property, Plant and Equipment	2	8,136.97	7,687.44
(b) Capital Work-in-Progress	3	7.42	273.57
(c) Goodwill		-	-
(d) Other Intangible Assets	4	279.16	349.26
(e) Intangible Assets under Development	5	9.50	20.00
<b>(f) Financial Assets</b>			
(i) Investments	6	551.16	551.16
(ii) Loans	7	16.89	25.19
(iii) Other Financial Assets	8	98.06	117.69
		<b>9,099.16</b>	<b>9,024.31</b>
<b>2. Current Assets</b>			
(a) Inventories	9	6,183.47	6,549.58
<b>(b) Financial Assets</b>			
(i) Investments	10	3,342.53	1,616.63
(ii) Trade Receivables	11	4,695.29	4,236.48
(iii) Cash and Cash Equivalents	12	92.77	251.20
(iv) Bank Balances other than Cash and Cash Equivalents	13	128.41	118.17
(v) Other Financial Assets	14	1,113.14	1,409.16
(c) Other Current Assets	15	645.11	492.31
		<b>16,200.72</b>	<b>14,673.53</b>
		<b>25,299.88</b>	<b>23,697.84</b>
<b>TOTAL ASSETS</b>			
<b>II. EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
(a) Equity Share Capital	16	1,633.17	1,633.17
(b) Other Equity	17	18,692.49	16,748.96
		<b>20,325.66</b>	<b>18,382.13</b>
<b>2. Liabilities</b>			
<b>Non-current Liabilities</b>			
(a) Provisions	18	585.64	556.23
(b) Deferred Tax Liabilities (Net)	19	1,044.46	1,298.52
(c) Other Non Current Liabilities	20	89.30	97.31
<b>Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	21	-	-
(ii) Trade Payables	22		
Total Outstanding Dues of Micro & Small Enterprises		132.75	39.26
Total Outstanding Dues of Creditors other than Micro & Small Enterprises		839.32	1,164.16
(iii) Other Financial Liabilities	23	1,265.34	1,173.53
(b) Other Current Liabilities	24	361.96	282.26
(c) Provisions	25	548.45	585.16
(d) Other Current Tax Liabilities (Net)	26	107.00	119.28
		<b>4,974.22</b>	<b>5,315.71</b>
		<b>25,299.88</b>	<b>23,697.84</b>
<b>TOTAL EQUITY AND LIABILITIES</b>			
<b>Significant Accounting Policies</b>			
<b>Notes to the Standalone Financial Statements</b>			
The accompanying notes are an integral part of these Standalone Financial Statements.			

As per our report of even date attached  
For **Jhawar Mantri & Associates**

Chartered Accountants  
Firm Registration No. 113221W

**Naresh Jhawar**

Partner  
Membership No. 045145

Place: Mumbai  
Date : May 16, 2019

For and on behalf of the Board of Directors

**Basant Kabra**  
Managing Director  
DIN 00176807

**Reena Shah**  
Company Secretary

**Shiva Kabra**  
Joint Managing Director  
DIN 00190173

**Rahul Khettry**  
Chief Financial Officer

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

₹ in Lakhs

Particulars	Note No.	2018-19	2017-18
I. Revenue from Operations	27	17,459.70	17,393.48
II. Other Income	28	83.45	43.56
<b>III. Total Income (I + II)</b>		<b>17,543.15</b>	<b>17,437.04</b>
<b>IV. Expenses</b>			
Cost of Material Consumed	29	5,125.57	5,501.09
Purchase of Stock-in-Trade	30	932.02	725.78
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	31	82.11	(696.69)
Manufacturing & Operating Costs	32	692.76	731.88
Employee Benefits Expense	33	3,844.88	3,301.17
Finance Costs	34	26.49	130.42
Depreciation and Amortization Expense	35	742.88	684.62
Other Expenses	36	2,784.37	2,814.24
<b>Total Expenses (IV)</b>		<b>14,231.08</b>	<b>13,192.51</b>
<b>V. Profit before Exceptional Items &amp; Tax (III-IV)</b>		<b>3,312.07</b>	<b>4,244.53</b>
VI. Exceptional Items	37	(449.67)	393.31
<b>VII. Profit Before Tax (V-VI)</b>		<b>3,761.74</b>	<b>3,851.22</b>
VIII. Tax Expense :			
(1) Current Tax		816.00	860.48
(2) Deferred Tax		(59.17)	(129.59)
(3) Tax Adjustments for Earlier Years		-	(42.38)
<b>Total Tax Expenses (VIII)</b>		<b>756.83</b>	<b>688.51</b>
<b>IX. Profit for the year from continuing operations (VII-VIII)</b>		<b>3,004.91</b>	<b>3,162.71</b>
<b>X. Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss			
(1) Remeasurement of net defined benefit plans		3.96	9.98
(2) Income tax relating to above item		(0.86)	(2.13)
<b>Total Other Comprehensive Income (Net of Tax) (X)</b>		<b>3.10</b>	<b>7.85</b>
<b>XI. Total Comprehensive Income for the Year</b>		<b>3,008.01</b>	<b>3,170.56</b>
XII. Earnings per equity share of ₹ 10 each :	38		
Basic (₹)		18.40	19.99
Diluted (₹)		18.40	19.99
<b>Significant Accounting Policies</b>	<b>1</b>		
<b>Notes to the Standalone Financial Statements</b>	<b>2 to 46</b>		

The accompanying notes are an integral part of these Standalone Financial Statements.

As per our report of even date attached  
For **Jhawar Mantri & Associates**  
Chartered Accountants  
Firm Registration No. 113221W

**Naresh Jhawar**  
Partner  
Membership No. 045145

Place: Mumbai  
Date : May 16, 2019

For and on behalf of the Board of Directors

**Basant Kabra**  
Managing Director  
DIN 00176807

**Reena Shah**  
Company Secretary

**Shiva Kabra**  
Joint Managing Director  
DIN 00190173

**Rahul Khettry**  
Chief Financial Officer

## STANDALONE STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

### A. Equity Share Capital

Particulars	Notes	₹ in Lakhs
<b>As at April 01, 2017</b>		<b>1,567.24</b>
Change in equity share capital	16	
Equity Shares of ₹ 10/- each fully paid up issued during the year through Qualified Institutional Placement (QIP)		65.93
<b>As at March 31, 2018</b>		<b>1,633.17</b>
Change in equity share capital	16	-
<b>As at March 31, 2019</b>		<b>1,633.17</b>

### B. Other Equity

₹ in Lakhs

Particulars	Capital Reserve	Securities Premium	General Reserve	Revaluation Reserves	Retained Earnings	Total
<b>Balance as at April 01, 2017</b>	<b>83.56</b>	<b>2,303.86</b>	<b>999.12</b>	<b>1,853.31</b>	<b>6,903.91</b>	<b>12,143.76</b>
Profit for the Year	-	-	-	-	3,162.71	3,162.71
Other Comprehensive Income	-	-	-	-	7.85	7.85
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,170.56</b>	<b>3,170.56</b>
Premium on 659,340 Shares issued during the year through Qualified Institutional Placement (QIP) after adjustment of QIP Issue Expenses (₹ 63.22 Lakhs)	-	2,870.85	-	-	-	2,870.85
Final Dividend including Dividend Distribution Tax	-	-	-	-	(660.20)	(660.20)
Interim Dividend including Dividend Distribution Tax	-	-	-	-	(589.69)	(589.69)
Transfer from/to Exchange Fluctuation Translation Reserve	-	-	-	-	(11.33)	(11.33)
Transfer of Depreciation on Revalued Asset	-	-	-	(173.36)	173.36	-
Deferred Tax Liability Reversal on Depreciation on Revaluation & sale of revalued Fixed Asset	-	-	-	60.00	-	60.00
Effect of Depreciation on Fixed Asset as per Ind AS	-	-	-	-	(174.51)	(174.51)
Others	-	-	-	-	(60.47)	(60.47)
<b>Balance as at March 31, 2018</b>	<b>83.56</b>	<b>5,174.71</b>	<b>999.12</b>	<b>1,739.95</b>	<b>8,751.63</b>	<b>16,748.96</b>
Profit for the Year	-	-	-	-	3,004.91	3,004.91
Other Comprehensive Income	-	-	-	-	3.10	3.10



## STATEMENT OF CHANGES IN EQUITY

## B. Other Equity

₹ in Lakhs

Particulars	Capital Reserve	Securities Premium	General Reserve	Revaluation Reserves	Retained Earnings	Total
<b>Total Comprehensive Income for the year</b>	-	-	-	-	<b>3,008.01</b>	<b>3,008.01</b>
Final Dividend including Dividend Distribution Tax	-	-	-	-	(689.11)	(689.11)
Interim Dividend including Dividend Distribution Tax	-	-	-	-	(590.66)	(590.66)
Transfer from/to Exchange Fluctuation Translation Reserve	-	-	-	-	20.41	20.41
Transfer of Depreciation on Revalued Asset	-	-	-	(167.58)	167.58	-
Deferred Tax Liability Reversal on Depreciation of Revalued Assets	-	-	-	194.88	-	194.88
<b>Balance as at March 31, 2019</b>	<b>83.56</b>	<b>5,174.71</b>	<b>999.12</b>	<b>1,767.25</b>	<b>10,667.86</b>	<b>18,692.49</b>

## Significant Accounting Policies

1

## Notes to the Standalone Financial Statements 2 to 46

The accompanying notes are an integral part of these Standalone Financial Statements.

**As per our report of even date attached  
For Jhwar Mantri & Associates**

Chartered Accountants  
Firm Registration No. 113221W

**Naresh Jhwar**

Partner  
Membership No. 045145

Place: Mumbai  
Date : May 16, 2019

**For and on behalf of the Board of Directors**

**Basant Kabra**  
Managing Director  
DIN 00176807

**Reena Shah**  
Company Secretary

**Shiva Kabra**  
Joint Managing Director  
DIN 00190173

**Rahul Khetry**  
Chief Financial Officer

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

₹ in Lakhs

Particulars	2018-19	2017-18
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit Before tax as per Statement of Profit and Loss</b>	<b>3,761.74</b>	<b>3,851.22</b>
Adjusted for :		
Other Comprehensive Income	3.96	9.98
Depreciation and Amortisation (Net)	742.88	684.62
Impact of Depreciation due to Ind AS	-	(254.87)
Profit/Loss on Sale of Property, Plant & Equipment (Net)	1.11	0.28
Net Gain on Sale/Fair Valuation of Investments through Profit & Loss	(280.51)	(199.89)
Provision for Warranties	(42.45)	(19.03)
Provision for Doubtful debts	(4.98)	(77.17)
Deferred Revenue Expenditure	-	0.11
Finance Costs	26.49	130.42
Dividend Income	(14.89)	(7.27)
Interest Income	(3.48)	(28.02)
Corporate Social Responsibility Expenses	-	52.70
<b>Operating Profit before Working Capital Changes</b>	<b>4,189.87</b>	<b>4,143.08</b>
Adjustment for changes in :		
(Increase) / Decrease in Trade Receivables	(458.81)	(818.30)
(Increase) / Decrease in Inventories	366.11	(1,142.35)
(Increase) / Decrease in Other Current Assets	149.36	(43.08)
Increase / (Decrease) in Trade Payables	(231.35)	(54.61)
Increase / (Decrease) in Other Payables	191.34	176.42
<b>Cash Generated from Operations</b>	<b>4,206.52</b>	<b>2,261.16</b>
Less: Corporate Social Responsibility Expenses	-	(52.70)
Less: Income Tax Paid during the year	(796.47)	(856.31)
<b>Net Cash (Used in)/ From Operating Activities (Total – A)</b>	<b>3,410.05</b>	<b>1,352.15</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
(Purchase) / Sale / Inter transfer of Property, Plant and Equipment (Net)	(846.74)	(999.03)
(Purchase) / Sale of Investments (Net)	(98.69)	(216.43)
Capital Advances	21.79	(9.85)
Interest received	3.48	28.02
Dividend received	14.89	7.27
<b>Net Cash (Used in)/ From Investing Activities (Total – B)</b>	<b>(905.27)</b>	<b>(1,190.02)</b>

## STANDALONE CASH FLOW STATEMENT

₹ in Lakhs

Particulars	2018-19	2017-18
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Issue of Equity Shares through QIP including Share Premium (Net of QIP Issue Expenses ₹ 63.22 Lakhs)	-	2,936.78
Increase / (Decrease) in Short Term Bank Borrowings	-	(1,473.07)
Dividend Paid including Dividend Distribution Tax	(1,279.77)	(1,249.89)
Finance Costs	(26.49)	(130.42)
<b>Net Cash (Used in)/ From Financing Activities (Total – C)</b>	<b>(1,306.26)</b>	<b>83.40</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>1198.52</b>	<b>245.53</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>369.37</b>	<b>123.84</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>1567.89</b>	<b>369.37</b>

**Notes:**

1. The Cash flow statement has been prepared under the Indirect method as set out in the Indian Accounting Standard (Ind AS 7) - "Statement of Cash Flow".

2. Cash & Cash Equivalents at the end of the year comprise of

(a) Cash and Cash Equivalents (Refer Note-12)	92.77	251.20
(b) Bank Balances other than Cash and Cash Equivalents (Refer Note-13)	128.41	118.17
(c) Investment in Liquid Fund (Refer Note-10)	1,346.71	-
	<b>1,567.89</b>	<b>369.37</b>

**Significant Accounting Policies** **1**

**Notes to the Standalone Financial Statements** **2 to 46**

The accompanying notes are an integral part of these Standalone Financial Statements.

**As per our report of even date attached**

**For Jhavar Mantri & Associates**

Chartered Accountants

Firm Registration No. 113221W

**Naresh Jhavar**

Partner

Membership No. 045145

Place: Mumbai

Date : May 16, 2019

**For and on behalf of the Board of Directors**

**Basant Kabra**

Managing Director

DIN 00176807

**Reena Shah**

Company Secretary

**Shiva Kabra**

Joint Managing Director

DIN 00190173

**Rahul Khetry**

Chief Financial Officer

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

**A) Company Information:** Control Print Limited is a public company domiciled and incorporated in India and its shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The registered office of the Company is situated at C-106, Hind Saurashtra Industrial Estate, Andheri Kurla Road, Marol Naka, Andheri (East), Mumbai, Maharashtra - 400059.

The Company is engaged in manufacturing and supplying of Coding & Marking Machines and its related consumables. It has country wide service network to cater its customers. It has manufacturing facilities in the State of Himachal Pradesh, Assam, and R&D Centre at Vasai (Maharashtra) apart from Overseas Branch at Colombo, Sri Lanka.

The Financial Statements for the year ended March 31, 2019 were approved and adopted by the Board on May 16, 2019.

### **B) Significant Accounting Policies**

#### **(i) Statement of compliance with Ind AS**

The financial statements have been prepared in accordance with Indian Accounting Standard (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standard) Rules, 2015 and other relevant provisions of the Act.

#### **(ii) Basis of Preparation and presentation**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values. All assets and liabilities have been classified as current or non-current based on normal operating cycle of business activities of the Company, which is 12 months.

#### **(iii) Use of estimates**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

#### **(iv) Property, Plant and Equipment**

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any. Freehold land is not depreciated. The cost of an item of property, plant and equipment comprises its cost of purchase and any attributable cost of bringing the asset to its working condition for its intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of the profit and loss.

#### **(v) Capital work in progress**

Property, plant and equipment under construction are disclosed as capital work in progress.

#### **(vi) Intangible Assets**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

**Estimated useful lives of the Intangible assets are as follows:**

Computer Software      6 Years

Technical Know How      6 Years

There are no intangible assets having indefinite useful life

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

**(vii) Leases**

**As a lessee**

Lease of Property, plant and equipment are classified as finance leases where the Company has substantial risks and rewards of ownership. In any other case the same is classified as operating lease. Finance leases are capitalised at the lease's inception period at the fair value of the leased property or, if lower, the present value of the minimum lease payments.

Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured in accordance with lease agreements.

**As a lessor**

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured in accordance with lease agreement.

**(viii) Depreciation and Amortisation**

**Property, plant and equipment**

Depreciation is calculated using the straight line method to allocate their cost, net of their residual values, over their estimated useful lives.

The useful lives have been taken as specified by Schedule II to the Companies Act, 2013 except for coding and marking machines where useful lives have been determined as seven years based on technical evaluation done by the management.

Pro-rata depreciation is charged on property, plant and equipment from/up to the date on which such assets are ready to put to use/are deleted or discarded.

**Intangible Assets**

Intangible assets are amortised over their respective individual estimated useful life on straight line basis commencing from the date such asset is acquired for use in the Company.

Computer Software and Technical Know How are classified as intangible assets and amortised on straight line basis over a period of 6 years.

Pro-rata amortization is charged on intangible assets from/up to the date on which such assets are acquired for use/are deleted or discarded.

**(ix) Impairment of Assets**

A tangible or intangible asset is treated as impaired when the carrying amount of the asset exceeds its estimated recoverable value. Carrying amounts of tangible or intangible assets are reviewed at each balance sheet date to determine Indications of impairment, if any, of those assets. If any such Indication exists, the recoverable amount of the asset is estimated and an impairment loss equal to the excess of the carrying amount over its recoverable value is recognised as an impairment loss and the same is charged to profit and loss account. The impairment loss, if any, recognised in prior accounting period is reversed if there is a change in estimate of recoverable amount.

**(x) Financial Instruments**

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provision of the instrument. All the financial assets and financial liabilities are initially measured at fair value, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and

financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

#### (xi) Financial Assets

##### Classification and Measurement

All recognised financial assets are subsequently measured either at amortised cost or fair value [either through other comprehensive income (FVTOCI) or through profit or loss (FVTPL)] depending on the classification of the financial assets as follows:

- (a) **Financial Asset measured at Amortised Cost:** The Company's financial assets primarily consists of cash and cash equivalents, trade receivables, loans to employees, security deposits and other eligible current and non-current assets which are classified as financial assets carried at amortised cost.
- (b) **Financial Asset measured at Fair Value through Other Comprehensive Income (FVTOCI):** On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments as the same has been recognised in other comprehensive income.
- (c) **Financial assets at fair value through profit or loss (FVTPL):** Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

##### Derecognition of financial assets

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired; the company has transferred the financial asset along with all the risks and rewards or has assumed an obligation to pay the received cash flows in full to a third party under a pass-through arrangement.

On derecognition of a financial asset in its entirety, the difference between the carrying amount measured at the date of derecognition and the consideration received is recognised in profit or loss.

##### Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.

Expected Credit Loss (ECL) is the difference between all contractual cash flows that are due in accordance with the contract and the cash flows expected to receive (i.e. all cash shortfalls).

#### (xii) Financial Liabilities

Financial liabilities of the Company are contractual obligation to deliver cash or another financial asset to another entity. The Company's financial liabilities include long-term and short-term borrowings, trade and other payables and other eligible current and non-current liabilities.

##### Classification Measurement and De-recognition

All recognized financial liabilities are subsequently measured at amortised cost. The Company de-recognise financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. Gain and losses are recognized in profit or loss when the liabilities are derecognized.

#### (xiii) Offsetting of financial instruments

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet only if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**(xiv) Valuation of Inventories**

Inventories are valued at lower of cost and net realisable value after providing for non moving material, obsolescence wherever necessary. The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Inventories are carried in the balance sheet as follows

<b>Inventory</b>	<b>Basis of Valuation</b>
Raw materials, Packing materials, Components	At lower of cost, on weighted average basis and net realisable Value
Work-in Progress	At lower of cost of material on weighted average basis, plus appropriate production overheads and net realizable value
Finished goods -Manufacturing	At lower of cost of material on weighted average basis plus appropriate share of overhead and net realizable value
Finished goods - Trading	At lower of cost, on weighted average basis and net realizable value

**(xv) Translation of Foreign Currency Transactions**

The Company's financial statements are presented in Indian Rupees (INR) which is Company's functional and presentation currency. Transactions denominated in foreign currency are recognised at the rates of exchange prevailing at the date of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at year end date. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise. Income and Expenses of foreign branch have been translated at the average rate for the year.

**(xvi) Revenue Recognition**

The Company derives revenues primarily from sale of manufactured goods, traded goods and related services. Effective April 1, 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) -'Revenue from contracts with customers' using the modified retrospective approach i.e. cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. April 1, 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of Ind-AS 115 was insignificant

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Revenue from sales of manufactured goods, traded goods and related services are recognised when significant risks and rewards of ownership of the goods are transferred to the customer, recovery of the consideration is probable and, the amount of revenue can be measured reliably and all performance obligation related to contract is satisfied. Sales are disclosed net of returns and claims.

Other operating revenue includes sales tax remission, excise duty refund, GST Refund and other export incentives and duty drawback, and is recognized when the right to receive is established.

Other Income includes Interest Income, Dividend Income, gain on Foreign Exchange Fluctuations etc. Interest Income accrued on a time basis by reference to the principal outstanding and the effective interest rate. Dividend Income accounted in the period in which the right to receive the same is established.

**(xvii) Government Grants**

Grants and subsidies from the Government are recognised when there is reasonable assurance that the grant/ subsidy will be received and all the prescribed conditions will be complied with.

Grant or subsidy relating to an expense item is recognised as income in the statement of profit or loss over the periods necessary to match them on a systematic basis to the costs which is intended to compensate.



Grant or subsidy relating to an asset are included in non-current liabilities as deferred income and are credited to statement of profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

**(xviii) Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for their intended use. All other borrowing costs are recognized as expense in the period in which they are incurred.

**(xix) Dividends**

Final dividend on shares are recorded as a liability on the date of approval by the shareholders at the annual general meeting and interim dividend are recorded as a liability on the date of declaration by the Company's Board of Directors.

**(xx) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss after tax for the period attributable to the equity shareholders by the weighted average number of Equity Shares outstanding during the year adjusted for bonus elements in equity shares issued during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss after tax for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period, are adjusted for the effects of all dilutive potential equity shares.

**(xxi) Employee Benefits****Short-term Employee Benefits:**

Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service.

**Long-term Employee Benefits:**Defined Contribution Plans:

Contributions to the employee's provident fund, Employee's Pension Scheme and Employee's State Insurance are recognized as defined contribution plan and charged as expenses during the period in which the employees perform the services.

Defined Benefit Plans:

Retirement benefits in the form of Gratuity is considered as defined benefit plan and determined on actuarial valuation using the Projected Unit Credit Method at the balance sheet date.

Interest Cost, Current Service Cost and Past Service Cost are recognized in profit and loss account immediately. Re-measurement gain and losses arising due to change in actuarial assumptions and estimates are recognized directly in Other Comprehensive Income. Such re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Other Long-term Employee Benefit:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date. Annual leaves can either be availed or encashed subject to restriction on the maximum accumulation of leaves.

Termination Benefits:

Termination benefits are recognized as an expense in the period in which they are incurred.

The employee benefit with regards to both Leave encashment and Gratuity are unfunded.

**(xxii) Exceptional Items**

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the company is treated as an exceptional item and the same is disclosed in the notes to accounts.

**(xxiii) Taxes on Income**

**Current Tax:**

Tax on income for the current period is determined on the basis of estimated taxable income and computed in accordance with the provisions of the relevant tax laws, outcome of past assessments / appeals and legal opinion sought by the Company.

**Deferred Tax:**

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

**Minimum Alternate Tax (MAT) credit:**

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay income tax under the normal provisions during the specified period, resulting in utilization of MAT credit.

In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of Profit & Loss and shown as MAT Credit Entitlement.

**(xxiv) Segment Reporting**

The Company is engaged predominantly into manufacturing of Coding & Marking Machines and consumables thereof. The Company has only One Reportable business segment identified by management namely Coding & Marking Machines and consumable thereof.

**(xxv) 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 the notes to financial statements. Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable. Provisions, contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed as the possibility of outflow of resources is remote.

**(xxvi) Cash Flow Statements**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the net profit for the effects of changes during the period in inventories, operating receivables, payables, transactions of a non-cash nature such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and all other items for which the cash effects are investing or financing cash flows.

For the purpose of presentation in the statement of cash flow, cash and cash equivalents includes cash on hand and balance held with banks and short term investments in liquid Mutual Funds.

**(xxvii) Recent Accounting Pronouncements**

W.e.f. April 01, 2019, Ind AS 116 Leases will replace existing leases standard, Ind AS 17 Leases. Lessee will follow Single Lease Accounting. There is no classification as operating or finance lease for lessee. Under Ind AS 116 Lessee will recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Lessee would recognize depreciation expense on the right of use asset and interest expense on the lease liability, classify the lease payments into principal and interest component. Management is currently reviewing the operating lease contracts in place to determine the impact of this standard.

## 2 PROPERTY, PLANT AND EQUIPMENT

₹ in Lakhs

Particulars	Land	Office Premises	Residential Premises	Factory Premises	Plant and Machinery	Office Equipments	Furniture and Fixtures	Vehicles	Coding & marking Machines on Rental	Total
<b>Gross Block</b>										
<b>As at April 01, 2017</b>	268.06	1,520.12	484.82	3,707.93	1,307.82	556.38	722.84	219.38	1,315.09	10,102.44
Additions	198.81	-	-	11.65	85.30	51.91	5.45	-	400.57	753.69
Deductions/Adjustments	-	-	-	-	0.95	2.88	15.37	-	39.98	59.18
<b>As at March 31, 2018</b>	466.87	1,520.12	484.82	3,719.58	1,392.17	605.41	712.92	219.38	1,675.68	10,796.95
Additions	-	-	-	290.35	463.75	115.46	60.02	11.38	305.53	1,246.49
Deductions/Adjustments	-	3.56	-	-	14.87	9.45	13.24	4.35	169.40	214.87
<b>As at March 31, 2019</b>	466.87	1,516.56	484.82	4,009.93	1,841.05	711.42	759.70	226.41	1,811.81	11,828.57
<b>Accumulated Depreciation</b>										
<b>As at April 01, 2017</b>	-	65.81	46.10	439.82	336.61	353.48	306.20	81.75	912.05	2,541.82
Depreciation For the Year	-	29.06	9.27	195.14	96.78	64.55	67.61	25.74	101.37	589.52
Deductions/Adjustments	-	-	-	-	0.85	2.44	15.38	-	3.16	21.83
<b>As at March 31, 2018</b>	-	94.87	55.37	634.96	432.54	415.59	358.43	107.49	1,010.26	3,109.51
Depreciation For the Year	-	29.05	9.27	198.80	103.07	88.73	62.31	23.69	132.90	647.82
Deductions/Adjustments	-	0.21	-	-	7.11	2.90	12.66	2.77	40.08	65.73
<b>As at March 31, 2019</b>	-	123.71	64.64	833.76	528.50	501.42	408.08	128.41	1,103.08	3,691.60
<b>Net carrying Cost</b>										
<b>As at March 31, 2018</b>	466.87	1425.25	429.45	3084.62	959.63	189.82	354.49	111.89	665.42	7687.44
<b>As at March 31, 2019</b>	466.87	1392.85	420.18	3176.17	1312.55	210.00	351.62	98.00	708.73	8136.97

**3 CAPITAL WORK-IN-PROGRESS**

₹ in Lakhs

Particulars	Amount
<b>Gross Block</b>	
<b>As at April 01, 2017</b>	<b>5.17</b>
Addition during the year	287.95
Capitalisation during the year	19.55
<b>As at March 31, 2018</b>	<b>273.57</b>
Addition during the year	170.16
Capitalisation during the year	436.31
<b>As at March 31, 2019</b>	<b>7.42</b>

**4 INTANGIBLE ASSETS**

Particulars	Computer Software	Amount
<b>Gross Block</b>		
<b>As at April 01, 2017</b>	<b>603.49</b>	<b>603.49</b>
Additions	5.11	5.11
Deductions/Adjustments	-	-
<b>As at March 31, 2018</b>	<b>608.60</b>	<b>608.60</b>
Additions	24.96	24.96
Deductions/Adjustments	-	-
<b>As at March 31, 2019</b>	<b>633.56</b>	<b>633.56</b>
<b>Accumulated Depreciation</b>		
<b>As at April 01, 2017</b>	<b>164.24</b>	<b>164.24</b>
Depreciation For the Year	95.10	95.10
Deductions/Adjustments	-	-
<b>As at March 31, 2018</b>	<b>259.34</b>	<b>259.34</b>
Depreciation For the Year	95.06	95.06
Deductions/Adjustments	-	-
<b>As at March 31, 2019</b>	<b>354.40</b>	<b>354.40</b>
<b>Net carrying Cost</b>		
<b>As at March 31, 2018</b>	<b>349.26</b>	<b>349.26</b>
<b>As at March 31, 2019</b>	<b>279.16</b>	<b>279.16</b>

**5 INTANGIBLE ASSETS UNDER DEVELOPMENT**

Particulars	Amount
<b>Gross Block</b>	
<b>As at April 01, 2017</b>	<b>11.00</b>
Addition during the year	24.50
Capitalisation during the year	15.50
<b>As at March 31, 2018</b>	<b>20.00</b>
Addition during the year	5.50
Capitalisation during the year	16.00
<b>As at March 31, 2019</b>	<b>9.50</b>

**Note:-**

- These figures are inclusive of Assets at Sri Lanka Branch. Depreciation for Assets at Sri Lanka Branch is charged as per standards applicable according to local laws of Sri Lanka and not as per Sch-II of Companies Act, 2013.

Particulars	As at March 31, 2019		As at March 31, 2018	
<b>6 NON CURRENT INVESTMENT</b>				
<b>Investment in Equity Instruments of 100% Wholly - Owned Subsidiary (Unquoted)</b>	<b>No of Shares</b>	<b>₹ in Lakhs</b>	<b>No of Shares</b>	<b>₹ in Lakhs</b>
Liberty Chemicals Private Limited	1,860,000	551.16	1,860,000	551.16
(Face Value of ₹ 10 each, fully paid up, Investment carried at cost)				
Aggregate amount of unquoted investment		551.16		551.16
Aggregate amount of impairment in value of investment		-		-
<b>7 LOANS</b>				
Unsecured, Considered Good				
Loan To Employees		16.89		25.19
		<b>16.89</b>		<b>25.19</b>
<b>8 OTHERS FINANCIAL ASSETS</b>				
Security Deposits With Related Parties		13.80		13.80
Capital Advances		25.31		47.10
Security Deposits		58.95		53.77
Prepaid Expenses		-		3.02
		<b>98.06</b>		<b>117.69</b>
<b>9 INVENTORIES</b>				
Raw Materials & Components		3,380.37		3,684.81
Manufactured Components		32.35		11.66
Work-in-Progress		53.93		61.06
Finished Goods		1,505.42		1,714.95
Stock In Trade		1,130.89		996.34
Overseas Branch Inventory at Cost		80.51		80.76
		<b>6,183.47</b>		<b>6,549.58</b>
<b>Details of Inventories</b>	<b>Quantity (Nos)</b>	<b>₹ in Lakhs</b>	<b>Quantity (Nos)</b>	<b>₹ in Lakhs</b>
Coding & Marking System	1151	1,396.72	1270	1,403.93
Consumables Spares & Raw Materials		4,652.31		5,036.73
Work In Progress		53.93		61.06
Overseas Branch Inventory		80.51		47.86
<b>Total Inventories</b>		<b>6,183.47</b>		<b>6,549.58</b>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

₹ in Lakhs

Particulars	As at March 31, 2019		As at March 31, 2018	
<b>10 CURRENT INVESTMENTS</b>				
<b>(A) Quoted Equity Shares at Fair Value through Profit &amp; loss</b> (Fully paid up Shares of ₹ 10 each unless otherwise specified)	<b>No of Shares</b>	<b>₹ in Lakhs</b>	<b>No of Shares</b>	<b>₹ in Lakhs</b>
Tata Elexi Limited	11,502	110.78	-	-
Arvind Fashions Limited (Face value per Share ₹ 4/- each)	12,400	129.36	-	-
The Anup Engineering Limited	2,296	12.82	-	-
Arvind Limited	62,000	56.39	62,000	237.43
RBL Bank Limited	100	0.68	100	0.48
EIH Limited (Face value per Share of ₹ 2/- each)	1,000	2.06	1,000	1.59
GIC Housing Finance Limited	168,902	455.44	145,104	540.29
Inox Leisure Limited	-	-	13,864	36.75
Reliance Industries Limited	90,100	1228.29	90,100	795.32
<b>Total (A)</b>		<b>1,995.82</b>		<b>1,611.86</b>
<b>(B) Unquoted Mutual Fund at Fair value through Profit &amp; loss account</b>	<b>Units</b>	<b>₹ in Lakhs</b>	<b>Units</b>	<b>₹ in Lakhs</b>
Kotak Liquid Regular Plan Growth (Unit of ₹ 1000/- each)	35,696.181	1346.71	-	-
Kotak Flexi Debt Scheme - (A) Growth (Unit of ₹ 10/- each)	-	-	21,413.527	4.77
<b>Total (B)</b>		<b>1,346.71</b>		<b>4.77</b>
<b>Total (A + B)</b>		<b>3,342.53</b>		<b>1,616.63</b>
Aggregate Amount of Quoted Investment		1,995.82		1,611.86
Aggregate Market value of Quoted Investment		1,995.82		1,611.86
Aggregate Amount of Unquoted Investment		1,346.71		4.77
<b>11 TRADE RECEIVABLES</b>				
<b>Due from Related Parties</b>				
Unsecured, Considered Good		-		-
<b>Others</b>				
Unsecured, Considered Good		4,512.43		4,085.60
Significant Increase in Credit Risk		453.00		634.38
Less: Provision for doubtful debts		(270.14)		(483.50)
Credit Impaired		197.27		104.75
Less: Provision for doubtful debts		(197.27)		(104.75)
		<b>4,695.29</b>		<b>4,236.48</b>

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
<b>12 CASH AND CASH EQUIVALENTS</b>		
Cash on Hand	1.92	2.42
<b>Balances With Banks</b>		
In Current Accounts	90.85	78.78
In Fixed Deposits	-	170.00
	<b>92.77</b>	<b>251.20</b>
<b>13 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS</b>		
Margin Money Deposits	28.04	44.73
Unclaimed Dividend Accounts*	100.37	73.44
	<b>128.41</b>	<b>118.17</b>
* Not available for use by the Company		
<b>14 OTHERS FINANCIAL ASSETS</b>		
Advance to Subsidiary	47.65	33.02
Advances to Employees	18.18	18.55
Balances With Govt Authorities	2.86	166.79
Claim -Reimbursement of Budgetary support Under GST	447.51	365.83
Advance Payment / Amount Receivable-Indirect Taxes	519.53	578.74
Insurance Subsidy Receivable	4.07	3.55
Interest Subsidy Receivable	29.71	63.49
Transport Subsidy Receivable	26.88	14.49
Capital Subsidy Receivable	-	105.31
Other Advances / Claims, etc.	16.75	59.39
	<b>1,113.14</b>	<b>1,409.16</b>
<b>15 OTHER CURRENT ASSETS</b>		
Advances to Vendors	516.48	291.55
Prepaid Expenses	97.18	97.75
Input Credit/ Cenvat Receivable - Indirect Taxes	31.45	103.01
	<b>645.11</b>	<b>492.31</b>



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
<b>16 EQUITY SHARE CAPITAL</b>		
<b>Authorised</b>		
20,000,000 (Previous year 20,000,000) Equity shares of ₹ 10/- each	2,000.00	2,000.00
<b>Issued &amp; subscribed</b>		
16,331,712 (Previous year 16,331,712) Equity shares of ₹ 10/-each fully paid up	1,633.17	1,633.17

Reconciliation of number of shares	As at March 31, 2019		As at March 31, 2018	
	Number of Shares	Share Capital	Number of Shares	Share Capital
<b>As per Last Balance Sheet</b>	16,331,712	1,633.17	15,672,372	1,567.24
Equity Shares of ₹ 10 /- each fully paid up issued during the year through Qualified Institutional Placement (QIP)	-	-	659,340	65.93
<b>Balance at the end of the year</b>	16,331,712	1,633.17	16,331,712	1,633.17

**Note:**

- Of above 5,224,124 Equity Shares were allotted as fully paid up bonus share by Capitalization of General Reserve of the Company on January 14, 2016.
- On 8th January 2018, the Company has issued and allotted 659,340 Equity Shares of ₹ 10/- each at an issue price of ₹ 455 per share to raise ₹ 30 Crore by way of Qualified Institutional Placement ("QIP") under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities Rules, 2014). Expenses related to the issue amounting to ₹ 63.22 lakhs have been adjusted against Securities Premium. The proceeds (net of issue expenses) has been utilised towards reduction of short term bank borrowing for working capital.

**Terms/ Rights attached to Equity Shares:**

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**Details of shareholders holding more than 5% shares in the company**

Shareholder	As at March 31, 2019		As at March 31, 2018	
	Number of Shares	%	Number of Shares	%
Silver Plastochem Private Limited	3,555,350	21.77%	3,555,350	21.77%
Shiva Kabra	1,570,560	9.62%	1,570,560	9.62%
Pushpa Kabra	1,412,731	8.65%	1,412,731	8.65%
SBI Mutual Funds / Alternative Investment Funds(AIFs)	1,428,210	8.74%	391,395	2.39%
India Max Investment Fund Limited	895,102	5.48%	867,102	5.31%

**17 OTHER EQUITY**

₹ in Lakhs

Particulars	Capital Reserve	Securities Premium	General Reserve	Revaluation Reserves	Retained Earnings	Total
<b>Balance as at April 01, 2017</b>	<b>83.56</b>	<b>2,303.86</b>	<b>999.12</b>	<b>1,853.31</b>	<b>6,903.91</b>	<b>12,143.76</b>
Profit for the Year	-	-	-	-	3,162.71	3,162.71
Other Comprehensive Income	-	-	-	-	7.85	7.85
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,170.56</b>	<b>3,170.56</b>
Premium on 659,340 Shares issued during the year through Qualified Institutional Placement (QIP) after adjustment of QIP Issue Expenses (₹ 63.22 Lakhs)	-	2,870.85	-	-	-	2,870.85
Final Dividend including Dividend Distribution Tax	-	-	-	-	(660.20)	(660.20)
Interim Dividend including Dividend Distribution Tax	-	-	-	-	(589.69)	(589.69)
Transfer from/to Exchange Fluctuation Translation Reserve	-	-	-	-	(11.33)	(11.33)
Transfer of Depreciation on Revalued Asset	-	-	-	(173.36)	173.36	-
Deferred Tax Liability Reversal on Depreciation on Revaluation & sale of revalued Fixed Asset	-	-	-	60.00	-	60.00
Effect of Depreciation on Fixed Asset as per Ind AS	-	-	-	-	(174.51)	(174.51)
Others	-	-	-	-	(60.47)	(60.47)
<b>Balance as at March 31, 2018</b>	<b>83.56</b>	<b>5,174.71</b>	<b>999.12</b>	<b>1,739.95</b>	<b>8,751.63</b>	<b>16,748.96</b>
Profit for the Year	-	-	-	-	3,004.91	3,004.91
Other Comprehensive Income	-	-	-	-	3.10	3.10
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,008.01</b>	<b>3,008.01</b>
Final Dividend including Dividend Distribution Tax	-	-	-	-	(689.11)	(689.11)
Interim Dividend including Dividend Distribution Tax	-	-	-	-	(590.66)	(590.66)
Transfer from/to Exchange Fluctuation Translation Reserve	-	-	-	-	20.41	20.41
Transfer of Depreciation on Revalued Asset	-	-	-	(167.58)	167.58	-
Deferred Tax Liability Reversal on Depreciation of Revalued Assets	-	-	-	194.88	-	194.88
<b>Balance as at March 31, 2019</b>	<b>83.56</b>	<b>5,174.71</b>	<b>999.12</b>	<b>1,767.25</b>	<b>10,667.86</b>	<b>18,692.49</b>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
<b>18 PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Provision For Compensated Absences	106.74	92.47
Provision For Gratuity	149.05	128.93
<b>Others</b>		
Provision for Sales Tax Declaration Forms Liability	329.85	334.83
	<b>585.64</b>	<b>556.23</b>
<b>19 DEFERRED TAX LIABILITY - NET</b>		
Related To Property, Plant and Equipment	1,044.46	1,298.52
	<b>1,044.46</b>	<b>1,298.52</b>
<b>20 OTHER NON-CURRENT LIABILITIES</b>		
Deferred Income - Capital subsidy	89.30	97.31
	<b>89.30</b>	<b>97.31</b>
<b>21 BORROWINGS</b>		
<b>Loans Repayable On Demand From Banks</b>		
Secured	-*	-*
*Working Capital Loans from ICICI Bank & Yes Bank are secured by Pari passu charge by way of hypothecation of present and future Stock, Book debts and Pari Passu charge on Land & building, Plant & Machinery & other movable assets located at Guwahati & Registered Office at Andheri East, Mumbai.		
<b>22 TRADE PAYABLE</b>		
Total Outstanding Dues of Micro & Small Enterprises	132.75	39.26
Total Outstanding Dues of Creditors other than Micro & Small Enterprises	839.32	1,164.16
	<b>972.07</b>	<b>1,203.42</b>
<b>The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under</b>		
Principal amount due and remaining unpaid	132.75	39.26
Interest due on above and the unpaid interest	-	-
Interest paid on Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-
	<b>132.75</b>	<b>39.26</b>

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
<b>23 OTHER FINANCIAL LIABILITIES</b>		
Other Payables	1,011.42	883.16
Statutory Dues	153.55	216.93
Unclaimed Dividends	100.37	73.44
	<b>1,265.34</b>	<b>1,173.53</b>
<b>24 OTHER CURRENT LIABILITIES</b>		
Income Received In Advance	354.72	271.24
Advances from Customers	7.24	11.02
	<b>361.96</b>	<b>282.26</b>
<b>25 PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Provision For Compensated Absences	21.35	18.26
Provision For Gratuity	27.57	24.92
<b>Others</b>		
Provision for Warranty	499.53	541.98
	<b>548.45</b>	<b>585.16</b>
<b>26 OTHER CURRENT TAX LIABILITIES (NET)</b>		
Provision for Income Tax (Net of taxes paid)	107.00	119.28
	<b>107.00</b>	<b>119.28</b>
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
<b>27 REVENUE FROM OPERATIONS</b>		
Sale of Manufacturing Goods	14,832.06	15,052.24
Sale of Trading Goods	917.88	857.81
Sale Of Services	1,689.38	1,393.57
	<b>17,439.32</b>	<b>17,303.62</b>
Other Operating Revenues	20.38	89.86
	<b>17,459.70</b>	<b>17,393.48</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

₹ in Lakhs

Particulars	2018-19		2017-18	
<b>Details of Sale of Manufactured Goods</b>	<b>Quantity (Nos)</b>	<b>₹ in Lakhs</b>	<b>Quantity (Nos)</b>	<b>₹ in Lakhs</b>
Coding & Marking Systems	2027	3,191.11	1990	2,910.48
Consumables spares and others		11,640.95		12,141.76
		<b>14,832.06</b>		<b>15,052.24</b>
<b>Details of Sale of Traded Goods</b>				
Coding & Marking Systems	310	240.81	85	152.20
Consumables spares and others		677.07		705.61
		<b>917.88</b>		<b>857.81</b>
<b>Other Operating Revenues</b>				
Duty Drawback Receipts		0.35		5.91
Sales Tax Remission *		-		66.90
Sale Of Scrap		20.03		17.05
		<b>20.38</b>		<b>89.86</b>
* Government Grant under Assam Industrial Policy				
<b>28 OTHER INCOME</b>				
Dividend Income		14.89		7.27
Gain on Foreign Exchange Fluctuations (Net)		54.80		0.20
Interest Income		3.48		28.02
Miscellaneous Receipts		2.28		0.07
Capital Investment Subsidy		8.00		8.00
		<b>83.45</b>		<b>43.56</b>
<b>29 COST OF MATERIALS CONSUMED</b>				
Opening Stock		5,501.09		3,104.99
Add : Purchases		3,037.20		6,069.08
		<b>8,538.29</b>		<b>9,174.07</b>
Less : Closing Stock		3,412.72		3,672.98
<b>Cost of Materials Consumed</b>		<b>5,125.57</b>		<b>5,501.09</b>
<b>Cost of Materials Consumed</b>	<b>₹ in Lakhs</b>	<b>% of Total Consumption</b>	<b>₹ in Lakhs</b>	<b>% of Total Consumption</b>
Imported	1,863.41	36.36%	1,942.06	35.30%
Indigenous	3,262.16	63.64%	3,559.03	64.70%
	<b>5,125.57</b>	<b>100.00%</b>	<b>5,501.09</b>	<b>100.00%</b>

₹ in Lakhs

Particulars	2018-19		2017-18	
<b>30 PURCHASE OF STOCK-IN-TRADE</b>				
Purchase of Traded Goods		932.02		725.78
		<b>932.02</b>		<b>725.78</b>
<b>Details of Purchase of Traded Goods</b>	<b>Quantity (Nos)</b>	<b>₹ in Lakhs</b>	<b>Quantity (Nos)</b>	<b>₹ in Lakhs</b>
Coding & Marking Systems	291	277.19	182	490.51
Consumables spares and others		654.83		235.27
		<b>932.02</b>		<b>725.78</b>
<b>31 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>				
<b>Inventories at the end of the year</b>				
Finished Goods	1,505.42		1,714.95	
Stock-in-Trade	1,130.89		996.34	
Work-in-Progress	53.93	<b>2,690.24</b>	61.06	<b>2,772.35</b>
<b>Inventories at the beginning of the year</b>				
Finished Goods	1,714.95		1,049.08	
Stock-in-Trade	996.34		917.26	
Work-in-Progress	61.06	<b>2,772.35</b>	109.32	<b>2,075.66</b>
		<b>82.11</b>		<b>(696.69)</b>
<b>32 MANUFACTURING &amp; OPERATING COSTS</b>				
Other Manufacturing Expenses		72.58		80.32
Power & Fuel Expenses		39.99		45.61
Royalty Expenses		580.19		605.95
		<b>692.76</b>		<b>731.88</b>
<b>33 EMPLOYEE BENEFIT EXPENSES</b>				
Salaries, Wages, Bonus, etc.		3,293.68		2,760.25
Contributions to Provident and other Funds		139.84		123.49
Staff Welfare Expenses		151.36		157.43
Commission to Directors		260.00		260.00
		<b>3,844.88</b>		<b>3,301.17</b>
<b>34 FINANCE COSTS</b>				
Interest Expenses [Net of Interest subsidy - Nil, Previous year ₹ (29.17) Lakhs]		2.04		102.46
Bank Commission & Charges		24.45		27.96
		<b>26.49</b>		<b>130.42</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

₹ in Lakhs

Particulars	2018-19	2017-18
<b>35 DEPRECIATION AND AMORTISATION EXPENSE</b>		
Amortization/ Impairment On Intangible Assets	95.06	95.10
Depreciation On Property Plant and Equipment	647.82	589.52
	<b>742.88</b>	<b>684.62</b>
<b>36 OTHER EXPENSES</b>		
Auditor's Remuneration	32.35	31.94
Communication Charges	77.61	99.44
Conveyance Expenses	164.17	144.15
Corporate Social Responsibility Expenses	-	52.70
Directors Meeting Fees	14.20	13.33
Donation	0.15	0.21
Electricity Charges	38.87	41.52
Excise Duty Expenses	-	9.97
Freight & Other Expenses	371.56	396.20
General Expenses	119.91	129.52
Insurance Charges	11.04	6.73
Legal Charges	166.50	203.50
Provision for Bad Debts / Sales Tax Declaration Forms	(26.04)	(58.97)
Provision for Warranty	(42.45)	(19.03)
Loss on Foreign Exchange Fluctuations	-	1.83
Loss on Sale Of Fixed Assets (Net)	1.11	0.28
Preliminary Expenses Written Off	-	0.11
Printing & Stationery	33.76	67.47
Professional Charges	169.73	185.00
Rates & Taxes	18.08	13.31
Rent	190.05	179.95
Repairs & Maintenance-Building	14.27	27.41
Repairs & Maintenance-Plant & Machinery	118.35	100.09
Repairs & Maintenance-Others	39.45	93.19
Sales & Market Promotion Expenses	202.61	219.29
Travelling Expenses	639.87	556.77
R&D Expenses	382.33	258.72
Vehicle Expenses	46.89	59.61
	<b>2,784.37</b>	<b>2,814.24</b>



₹ in Lakhs

Particulars	2018-19	2017-18
<b>37 EXCEPTIONAL ITEMS</b>		
Profit on sale of investment*	(280.51)	(199.89)
Inventory written off	(0.14)	612.85
Court Award	(157.04)	-
Expenses Pertaining to earlier years (Net)	(11.98)	(19.65)
	<b>(449.67)</b>	<b>393.31</b>

\* Net of Fair Value Gain of ₹ 278.26 Lakhs  
(Previous year Loss of ₹ 176.90 Lakhs)

### 38 EARNINGS PER EQUITY SHARE

Profit After Tax	3,004.91	3,162.71
Weighted Average Shares Outstanding (Nos.)	16,331,712	15,822,304
Basic Earnings per Equity Share ₹ (Face value of ₹ 10 each)	18.40	19.99
Diluted Earnings per Equity Share ₹ (Face value of ₹ 10 each)	18.40	19.99

### 39 PAYMENT TO AUDITORS INCLUDE\*

(i) Statutory Audit Fees	15.42	13.92
(ii) Limited Review	4.00	4.00
(iii) Tax Audit Fees	2.50	2.50
(iv) Cost Audit Fees	1.65	1.55
(v) Certification Charges	3.00	4.95
(vi) Advisory Services	3.00	3.00
(vii) VAT Audit Fees	1.00	1.20
(viii) Other Professional Matters	0.90	0.82
	<b>31.47</b>	<b>31.94</b>

\* Net of Cenvat Credit / adjustments

### 40 RELATED PARTY DISCLOSURES :

Related Party Disclosures required under Ind AS – 24 are given below:

I. Relationship	Name of the Related Parties
(a) Where Control exists	Silver Plastochem Pvt. Ltd.
(b) Key Management Personnel	Mr. Basant Kabra - Managing Director Mr. Shiva Kabra - Joint Managing Director
(c) Subsidiary Company	Liberty Chemicals Pvt Ltd
(d) Related Party	Miura Trading & Finvest Co. Pvt. Ltd.
II. Transactions during the year with Related Parties:	
Nature of Transaction	Name of Party
(a) Rent paid*	Silver Plastochem Pvt. Ltd.

55.09 55.68

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

₹ in Lakhs

Particulars		2018-19	2017-18
<b>Nature of Transaction</b>	<b>Name of Party</b>		
(b) Reimbursement of expenses	Silver Plastochem Pvt. Ltd.	2.88	2.38
(c) Fees for basic and detailed Engineering Services	Miura Trading & Finvest Co Pvt Ltd	12.00	-
(d) Remuneration excluding Commission	Executive Directors	110.90	118.83
	Ms. Nyana Sabharwal	-	3.38
(e) Commission	Executive Directors	260.00	260.00
(f) Board Meeting Fees	Non - Executive Directors	14.20	14.93
* Rent paid is inclusive of service tax but exclude GST			
<b>III. Balances as on year end :</b>			
<b>Particulars</b>	<b>Name of Party</b>		
(a) Security Deposit	Silver Plastochem Pvt. Ltd.	13.80	13.80
(b) Interest Free Loan to Wholly Owned Subsidiary	Liberty Chemicals Private Limited	47.65	33.02

### 41 CONTINGENT LIABILITIES AND COMMITMENTS

#### I. Contingent Liabilities

(A) Counter Guarantees given by the Company to the bank against the Bank Guarantees	31.76	45.88
(B) Demands against the Company not acknowledged as debts in respect of :-		
Disputed Sales Tax/VAT Demands (Net of Tax Paid ₹ 113.28 Lakhs, P.Y. ₹ 108.28 Lakhs)	275.08	286.97
(C) The Company is in arbitration proceedings with Videojet INC., USA and the amount is not ascertainable pending the outcome of the matter.		

#### II. Commitments

Estimated amount of contracts remaining to be executed on capital account (Net of Advances)	21.88	109.95
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**42** Financial Statements of the Sri Lanka Branch of the Company for the year ended March 31, 2019 is part of Standalone Ind As Financial Statement and the same has been translated in accordance with Ind AS-21 "The effects of changes in the Foreign exchange Rates". The Branch has incurred a Loss of ₹ 41.21 Lakhs during the financial year ended March 31, 2019.

**43** The Company operates in a Single Reportable Segment, viz Coding & Marking Machines and Consumables thereof.

**44** The Company did not spend any amount towards the Corporate Social Responsibility activities in accordance with Sec 135 of The Companies Act 2013 for the FY 2018-19. However, the Company has decided to set up Charitable Trust to facilitate corpus building and sustained support for deeper and lasting impact on its CSR activities. This will enable the company to build organization and expertise and hence get better outcomes in its CSR initiatives. The

Company chose not to undertake adhoc CSR projects but instead consolidate and leverage its CSR effort through the Trust to be set up during the current year. The company is in the process for the formation of the Trust and is expecting the legal formalities to be completed soon and undertake activities through the Trust in the coming year.

#### 45 EMPLOYEE BENEFIT OBLIGATIONS

##### (A) Defined benefit plans:

###### Gratuity Plan

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Company has a defined benefit plan which provides for gratuity, covering eligible employees. The Plan provided a lump sum gratuity amount to eligible employees at retirement, termination or death. Liabilities with regard to Gratuity plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

##### (i) The changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

₹ in Lakhs

Particulars	Gratuity Plan	
	As at March 31, 2019	As at March 31, 2018
Present Value of benefit obligation at the beginning of the period	153.85	134.41
Interest Cost	12.11	10.17
Current Service Cost	25.51	23.67
Past Service Cost	-	9.63
(Benefit Paid Directly by the Employer)	(10.89)	(14.06)
Actuarial (gains)/losses on Obligations- Due to changes in Financial Assumptions	1.71	(4.94)
Actuarial (gains)/losses on Obligations- Due to changes in Experience Adjustments	(5.67)	(5.04)
<b>Present Value of benefit obligation at the End of the period</b>	<b>176.62</b>	<b>153.85</b>

##### (ii) The amounts recognised in Balance sheet are as follows:

Particulars	Gratuity Plan	
	As at March 31, 2019	As at March 31, 2018
Present value of defined benefit obligation	(176.62)	(153.85)
Fair value of plan assets at the end of the period	-	-
Funded Status (Surplus/(Deficit))	(176.62)	(153.85)
<b>Net Asset/(Liability) recognised in the Balance Sheet</b>	<b>(176.62)</b>	<b>(153.85)</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

**(iii) The amounts recognised in Statement of Profit and Loss are as follows:**

Particulars	Gratuity Plan	
	As at March 31, 2019	As at March 31, 2018
Current service cost	25.51	23.67
Net Interest cost	12.11	10.17
Past service cost	-	9.63
<b>Expenses to be recognised in Profit &amp; Loss</b>	<b>37.62</b>	<b>43.47</b>

**(iv) The amounts recognised in Statement of other comprehensive income are as follows:**

Particulars	Gratuity Plan	
	As at March 31, 2019	As at March 31, 2018
Actuarial (Gains)/Losses on obligation for the period	(3.96)	(9.98)
Return on Plan Assets, excluding Interest Income	-	-
Change in asset ceiling	-	-
<b>Net (Income)/Expense for the period recognised in OCI</b>	<b>(3.96)</b>	<b>(9.98)</b>

**(v) The Principal actuarial assumptions & estimates at the Balance Sheet date:**

Particulars	Gratuity Plan	
	As at March 31, 2019	As at March 31, 2018
Discount rate	7.78%	7.87%
Salary Growth Rate	6.00%	6.00%
Employee Turnover Rate	2.00%	2.00%
Mortality Rate during Employment	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Reporting Standard	Ind AS 19	Ind AS 19
Funding Status	Unfunded	Unfunded

Assumptions regarding future mortality have been based on published statistics and mortality tables. The discount rate is based on the Government securities yield.

**(vi) Sensitivity Analysis:**

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Effect of 1% increase		Effect of 1% decrease	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Impact of 1% change in Discount rate	(17.56)	(14.66)	21.10	17.59
Impact of 1% change in Salary Growth rate	20.39	16.88	(17.21)	(14.28)
Impact of 1% change in Employee turnover	3.35	3.13	(3.95)	(3.67)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

**(vii) Expected Future Cash Flows:**

Projected Benefits Payable in future years from the Date of Reporting	As at March 31, 2019	As at March 31, 2018
1 <sup>st</sup> Following Year	27.57	24.92
2 <sup>nd</sup> Following Year	4.12	6.41
3 <sup>rd</sup> Following Year	5.15	6.18
4 <sup>th</sup> Following Year	4.95	4.83
5 <sup>th</sup> Following Year	10.07	6.86
Sum of Years 6 to 10	54.00	48.06
Sum of Years 11 and above	439.76	368.86

**(viii) Characteristics of defined benefit plans and associated risks:**

The Company has an unfunded Defined benefit gratuity plan. Gratuity is paid from company as and when it becomes due and is paid as per company scheme for Gratuity.

Gratuity is a defined benefit plan and company is exposed to following Risks:

- **Salary Risk-** The Present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.
- **Interest Rate Risk-** A falls in the discount rate which is linked to the Government securities. Rate will increase the present value of the liability requiring higher provision.
- **Asset Liability Matching Risk-** The plan faces the ALM risk as to the matching cash flow. Company has to manage payout based on pay as you go basis from own funds.
- **Mortality Risk-** Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

**46** Previous year figures have been regrouped , reclassified wherever necessary

**As per our report of even date attached  
For Jhawar Mantri & Associates**

Chartered Accountants  
Firm Registration No. 113221W

**Naresh Jhawar**

Partner  
Membership No. 045145

Place: Mumbai  
Date : May 16, 2019

**For and on behalf of the Board of Directors**

**Basant Kabra**  
Managing Director  
DIN 00176807

**Reena Shah**  
Company Secretary

**Shiva Kabra**  
Joint Managing Director  
DIN 00190173

**Rahul Khetry**  
Chief Financial Officer

## **INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

TO THE MEMBERS OF CONTROL PRINT LIMITED

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying consolidated financial statements of Control Print Limited ("the Holding Company") and Liberty Chemicals Private Limited ("the Subsidiary Company") together referred to as "the Group", which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of changes in Equity and the Consolidated Cash Flow Statement for the year then ended and notes to financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (the 'Act'), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31<sup>st</sup> March 2019, and its consolidated total comprehensive income (comprising of consolidated profit and consolidated other comprehensive income), the consolidated changes in equity and its consolidated cash flow and for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with ethical requirements that are relevant to our audit of consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and Code of Ethics. We believe that the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report

#### **Information other than the Consolidated Financial Statements and Auditor's Report thereon**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flow of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) as specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of

the assets of the each Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of companies included in the group is responsible for overseeing the financial reporting process of each company.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for explaining our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Group regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

We did not audit the financial statements of Colombo Branch included in the Consolidated Financial Statements of the company whose financial statements reflect total assets of ₹ 228.06 Lakhs as at 31<sup>st</sup> March 2019 and the total revenue of ₹ 130.26 Lakhs for the year ended on that date. The financial statement of above Branch has been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of branch, is based solely on the report of such branch auditor.

Our opinion is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - b. In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
  - c. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (IndAS) specified under Section 133 of the Act;
  - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India are disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refers to our separate report in Annexure 'A';
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, (as amended), in our opinion and to the best of our information and according to the explanations given to us;
    - i. The Group has disclosed the impact of pending litigation as at March 31, 2019 on its consolidated financial position in its consolidated financial statements - Refer Note 41 to the Consolidated Financial Statements;
    - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Company during the year ended March 31, 2019.

For **Jhwar Mantri & Associates**  
**Chartered Accountants**  
Firm Registration Number: 113221W

**Naresh Jhwar**  
**Partner**

Membership No. 045145

Place: Mumbai  
Dated: May 16, 2019

## **ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### **Report on the Internal Financial Controls over financial reporting of the Group under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

In conjunction with our audit of the consolidated financial statements of Control Print Limited ("the Holding Company") and Liberty Chemicals Private Limited ("the Subsidiary Company") together referred to as "the Group" at and for the year ended 31<sup>st</sup> March 2019, we have audited the internal financial controls over financial reporting of the Group, as at that date.

#### **Management's Responsibility for the Internal Financial Controls**

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls over financial reporting of the group based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the group based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls over financial reporting of the group. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with respect to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting of the group and their operating effectiveness. Our audit of internal financial controls over financial reporting of the group included obtaining an understanding of internal financial controls over financial reporting of the group, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting of the group.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting of the group is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting of the group includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that the transactions are recorded as necessary to permit preparation of Financial

## INDEPENDENT AUDITOR'S REPORT (CONSOLIDATED)

Statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting of the group, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting of the group may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Group have, in all material aspects, an adequate internal financial control system over financial reporting of the group and such internal financial controls over financial reporting of the group were operating effectively as at March 31, 2019, based on the internal control over financial reporting of the group criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Jhavar Mantri & Associates**  
**Chartered Accountants**  
Firm Registration Number: 113221W

**Naresh Jhavar**  
**Partner**  
Membership No. 045145

Place: Mumbai  
Dated: May 16, 2019

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

₹ in Lakhs

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>I. ASSETS</b>			
<b>1. Non-current Assets</b>			
(a) Property, Plant and Equipment	2	8,308.43	7,858.91
(b) Capital Work-in-Progress	3	128.27	394.41
(c) Goodwill	4	44.69	67.04
(d) Other Intangible Assets	4	279.16	349.26
(e) Intangible Assets under Development	5	9.50	20.00
<b>(f) Financial Assets</b>			
(i) Investments	6	-	-
(ii) Loans	7	16.89	25.19
(iii) Other Financial Assets	8	170.80	190.43
		<b>8,957.74</b>	<b>8,905.24</b>
<b>2. Current Assets</b>			
(a) Inventories	9	6,183.47	6,549.58
<b>(b) Financial Assets</b>			
(i) Investments	10	3,342.53	1,616.63
(ii) Trade Receivables	11	4,695.29	4,236.48
(iii) Cash and Cash Equivalents	12	93.79	251.94
(iv) Bank Balances other than Cash and Cash Equivalents	13	128.41	118.17
(v) Other Financial Assets	14	1,065.49	1,376.14
(c) Other Current Assets	15	645.11	492.31
		<b>16,154.09</b>	<b>14,641.25</b>
		<b>25,111.83</b>	<b>23,546.49</b>
<b>TOTAL ASSETS</b>			
<b>II. EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
(a) Equity Share Capital	16	1,633.17	1,633.17
(b) Other Equity	17	18,436.14	16,522.89
		<b>20,069.31</b>	<b>18,156.06</b>
<b>2. Liabilities</b>			
<b>Non-current Liabilities</b>			
(a) Provisions	18	585.64	556.23
(b) Deferred Tax Liabilities (Net)	19	1,044.57	1,298.64
(c) Other Non Current Liabilities	20	156.83	164.84
<b>Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	21	-	-
(ii) Trade Payables	22		
Total Outstanding Dues of Micro & Small Enterprises		132.75	39.26
Total Outstanding Dues of Creditors other than Micro & Small Enterprises		839.32	1,164.16
(iii) Other Financial Liabilities	23	1,266.00	1,180.60
(b) Other Current Liabilities	24	361.96	282.26
(c) Provisions	25	548.45	585.16
(d) Other Current Tax Liabilities (Net)	26	107.00	119.28
		<b>5,042.52</b>	<b>5,390.43</b>
		<b>25,111.83</b>	<b>23,546.49</b>
<b>TOTAL EQUITY AND LIABILITIES</b>			
<b>Significant Accounting Policies</b>			
<b>1</b>			
<b>Notes to the Consolidated Financial Statements</b>			
<b>2 to 46</b>			

The accompanying notes are an integral part of these Consolidated Financial Statements.

**As per our report of even date attached  
For Jhawar Mantri & Associates**

Chartered Accountants  
Firm Registration No. 113221W

**Naresh Jhawar**

Partner  
Membership No. 045145

Place: Mumbai  
Date : May 16, 2019

**For and on behalf of the Board of Directors**

**Basant Kabra**  
Managing Director  
DIN 00176807

**Reena Shah**  
Company Secretary

**Shiva Kabra**  
Joint Managing Director  
DIN 00190173

**Rahul Khettry**  
Chief Financial Officer

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

₹ in Lakhs

Particulars	Note No.	2018-19	2017-18
I. Revenue from Operations	27	17,459.70	17,393.48
II. Other Income	28	83.45	43.56
<b>III. Total Income (I + II)</b>		<b>17,543.15</b>	<b>17,437.04</b>
<b>IV. Expenses</b>			
Cost of Material Consumed	29	5,125.57	5,501.09
Purchase of Stock-in-Trade	30	932.02	725.78
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	31	82.11	(696.69)
Manufacturing & Operating Costs	32	692.76	731.88
Employee Benefits Expense	33	3,844.88	3,301.17
Finance Costs	34	26.50	130.43
Depreciation and Amortization Expense	35	765.23	706.97
Other Expenses	36	2,792.29	2,823.57
<b>Total Expenses (IV)</b>		<b>14,261.36</b>	<b>13,224.20</b>
<b>V. Profit before Exceptional Items &amp; Tax (III-IV)</b>		<b>3,281.79</b>	<b>4,212.84</b>
VI. Exceptional Items	37	(449.67)	393.31
<b>VII. Profit Before Tax (V-VI)</b>		<b>3,731.46</b>	<b>3,819.53</b>
VIII. Tax Expense :			
(1) Current Tax		816.00	860.48
(2) Deferred Tax		(59.17)	(129.59)
(3) Tax Adjustments for Earlier Years		-	(42.38)
<b>Total Tax Expenses (VIII)</b>		<b>756.83</b>	<b>688.51</b>
<b>IX. Profit for the year from continuing operations (VII-VIII)</b>		<b>2,974.63</b>	<b>3,131.02</b>
<b>X. Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss			
(1) Remeasurement of net defined benefit plans		3.96	9.98
(2) Income tax relating to above item		(0.86)	(2.13)
<b>Total Other Comprehensive Income (Net of Tax) (X)</b>		<b>3.10</b>	<b>7.85</b>
<b>XI. Total Comprehensive Income for the Year</b>		<b>2,977.73</b>	<b>3,138.87</b>
XII. Earnings per equity share of ₹ 10 each :	38		
Basic (₹)		18.21	19.79
Diluted (₹)		18.21	19.79
<b>Significant Accounting Policies</b>	<b>1</b>		
<b>Notes to the Consolidated Financial Statements</b>	<b>2 to 46</b>		

The accompanying notes are an integral part of these Consolidated Financial Statements.

**As per our report of even date attached**  
**For Jhawar Mantri & Associates**  
Chartered Accountants  
Firm Registration No. 113221W

**Naresh Jhawar**  
Partner  
Membership No. 045145

Place: Mumbai  
Date : May 16, 2019

**For and on behalf of the Board of Directors**

**Basant Kabra**  
Managing Director  
DIN 00176807

**Reena Shah**  
Company Secretary

**Shiva Kabra**  
Joint Managing Director  
DIN 00190173

**Rahul Khettry**  
Chief Financial Officer

## CONSOLIDATED STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

### A. Equity Share Capital

Particulars	Notes	₹ in Lakhs
<b>As at April 01, 2017</b>		<b>1,567.24</b>
Change in equity share capital	16	
Equity Shares of ₹ 10/- each fully paid up issued during the year through Qualified Institutional Placement (QIP)		65.93
<b>As at March 31, 2018</b>		<b>1,633.17</b>
Change in equity share capital	16	-
<b>As at March 31, 2019</b>		<b>1,633.17</b>

### B. Other Equity

₹ in Lakhs

Particulars	Capital Reserve	Securities Premium	General Reserve	Revaluation Reserves	Retained Earnings	Total
<b>Balance as at April 01, 2017</b>	<b>83.56</b>	<b>2,303.86</b>	<b>999.12</b>	<b>1,853.31</b>	<b>6,709.54</b>	<b>11,949.39</b>
Profit for the Year	-	-	-	-	3,131.02	3,131.02
Other Comprehensive Income	-	-	-	-	7.85	7.85
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,138.87</b>	<b>3,138.87</b>
Premium on 659,340 Shares issued during the year through Qualified Institutional Placement (QIP) after adjustment of QIP Issue Expenses (₹ 63.22 Lakhs)	-	2,870.85	-	-	-	2,870.85
Final Dividend including Dividend Distribution Tax	-	-	-	-	(660.20)	(660.20)
Interim Dividend including Dividend Distribution Tax	-	-	-	-	(589.69)	(589.69)
Transfer from/to Exchange Fluctuation Translation Reserve	-	-	-	-	(11.33)	(11.33)
Transfer of Depreciation on Revalued Asset	-	-	-	(173.36)	173.36	-
Deferred Tax Liability Reversal on Depreciation on Revaluation & sale of revalued Fixed Asset	-	-	-	60.00	-	60.00
Effect of Depreciation on Fixed Asset as per Ind AS	-	-	-	-	(174.51)	(174.51)
Others	-	-	-	-	(60.47)	(60.47)
<b>Balance as at March 31, 2018</b>	<b>83.56</b>	<b>5,174.71</b>	<b>999.12</b>	<b>1,739.95</b>	<b>8,525.56</b>	<b>16,522.89</b>
Profit for the Year	-	-	-	-	2,974.63	2,974.63
Other Comprehensive Income	-	-	-	-	3.10	3.10

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

### B. Other Equity

₹ in Lakhs

Particulars	Capital Reserve	Securities Premium	General Reserve	Revaluation Reserves	Retained Earnings	Total
<b>Total Comprehensive Income for the year</b>	-	-	-	-	2,977.73	2,977.73
Final Dividend including Dividend Distribution Tax	-	-	-	-	(689.11)	(689.11)
Interim Dividend including Dividend Distribution Tax	-	-	-	-	(590.66)	(590.66)
Transfer from/to Exchange Fluctuation Translation Reserve	-	-	-	-	20.41	20.41
Transfer of Depreciation on Revalued Asset	-	-	-	(167.58)	167.58	-
Deferred Tax Liability Reversal on Depreciation of Revalued Assets	-	-	-	194.88	-	194.88
<b>Balance as at March 31, 2019</b>	<b>83.56</b>	<b>5,174.71</b>	<b>999.12</b>	<b>1,767.25</b>	<b>10,411.51</b>	<b>18,436.14</b>

### Significant Accounting Policies

1

### Notes to the Consolidated Financial Statements 2 to 46

The accompanying notes are an integral part of these Consolidated Financial Statements.

#### As per our report of even date attached For Jhavar Mantri & Associates

Chartered Accountants  
Firm Registration No. 113221W

#### Naresh Jhavar

Partner  
Membership No. 045145

Place: Mumbai  
Date : May 16, 2019

#### For and on behalf of the Board of Directors

**Basant Kabra**  
Managing Director  
DIN 00176807

**Reena Shah**  
Company Secretary

**Shiva Kabra**  
Joint Managing Director  
DIN 00190173

**Rahul Khetry**  
Chief Financial Officer



## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

₹ in Lakhs

Particulars	2018-19	2017-18
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit Before tax as per Statement of Profit and Loss</b>	<b>3,731.45</b>	<b>3,819.53</b>
Adjusted for :		
Other Comprehensive Income	3.96	9.98
Depreciation and Amortisation (Net)	765.23	706.97
Impact of Depreciation due to Ind AS	-	(254.87)
Profit / Loss on Sale of Property, Plant & Equipment (Net)	1.11	0.28
Net Gain on Sale / Fair Valuation of Investments through Profit & Loss	(280.51)	(199.89)
Provision for Warranties	(42.45)	(19.03)
Provision for Doubtful debts	(4.98)	(77.17)
Deferred Revenue Expenditure	-	0.11
Finance Costs	26.50	130.43
Dividend Income	(14.89)	(7.27)
Interest Income	(3.48)	(28.02)
Corporate Social Responsibility Expenses	-	52.70
<b>Operating Profit before Working Capital Changes</b>	<b>4,181.94</b>	<b>4,133.75</b>
Adjustment for changes in :		
(Increase) / Decrease in Trade Receivables	(458.81)	(818.30)
(Increase) / Decrease in Inventories	366.11	(1,142.35)
(Increase) / Decrease in Other Current Assets	163.99	(39.75)
Increase / (Decrease) in Trade Payables	(231.35)	(54.61)
Increase / (Decrease) in Other Payables	184.94	182.83
<b>Cash Generated from Operations</b>	<b>4,206.82</b>	<b>2,261.57</b>
Less: Corporate Social Responsibility Expenses	-	(52.70)
Less: Income Tax Paid during the year	(796.47)	(856.31)
<b>Net Cash (Used in) / From Operating Activities (Total – A)</b>	<b>3,410.35</b>	<b>1,352.56</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
(Purchase) / Sale / Inter transfer of Property, Plant and Equipment (Net)	(846.76)	(999.03)
(Purchase) / Sale of Investments (Net)	(98.68)	(216.43)
Capital Advances	21.79	(9.85)
Interest received	3.48	28.02
Dividend received	14.89	7.27
<b>Net Cash (Used in) / From Investing Activities (Total – B)</b>	<b>(905.28)</b>	<b>(1,190.02)</b>

## CONSOLIDATED CASH FLOW STATEMENT

₹ in Lakhs

Particulars	2018-19	2017-18
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Issue of Equity Shares through QIP including Share Premium (Net of QIP Issue Expenses ₹ 63.22 Lakhs)	-	2,936.78
Increase / (Decrease) in Short Term Bank Borrowings	-	(1,473.07)
Dividend Paid including Dividend Distribution Tax	(1,279.77)	(1,249.89)
Finance Costs	(26.50)	(130.43)
<b>Net Cash (Used in) / From Financing Activities (Total – C)</b>	<b>(1,306.27)</b>	<b>83.39</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>1198.80</b>	<b>245.93</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>370.11</b>	<b>124.18</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>1568.91</b>	<b>370.11</b>

**Notes:**

- The Cash flow statement has been prepared under the Indirect method as set out in the Indian Accounting Standard (Ind AS 7) - "Statement of Cash Flow".
- Cash & Cash Equivalents at the end of the year comprise of
 

(a) Cash and Cash Equivalents (Refer Note-12)	93.79	251.94
(b) Bank Balances other than Cash and Cash Equivalents (Refer Note-13)	128.41	118.17
(c) Investment in Liquid Fund (Refer Note-10)	1,346.71	-
	<b>1,568.91</b>	<b>370.11</b>

**Significant Accounting Policies** 1

**Notes to the Consolidated Financial Statements** 2 to 46

The accompanying notes are an integral part of these Consolidated Financial Statements.

**As per our report of even date attached**

**For Jhawar Mantri & Associates**

Chartered Accountants  
Firm Registration No. 113221W

**Naresh Jhawar**

Partner  
Membership No. 045145

Place: Mumbai  
Date : May 16, 2019

**For and on behalf of the Board of Directors**

**Basant Kabra**  
Managing Director  
DIN 00176807

**Reena Shah**  
Company Secretary

**Shiva Kabra**  
Joint Managing Director  
DIN 00190173

**Rahul Khettry**  
Chief Financial Officer

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

**A) Company Information:** Control Print Limited is a public company domiciled and incorporated in India and its shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The registered office of the Company is situated at C-106, Hind Saurashtra Industrial Estate, Andheri Kurla Road, Marol Naka, Andheri (East), Mumbai, Maharashtra - 400059.

The Company is engaged in manufacturing and supplying of Coding & Marking Machines and its related consumables. It has country wide service network to cater its customers. It has manufacturing facilities in the State of Himachal Pradesh, Assam, and R&D Centre at Vasai (Maharashtra) apart from Overseas Branch at Colombo, Sri Lanka.

The Consolidated Financial Statements for the year ended March 31, 2019 were approved and adopted by the Board on May 16, 2019.

**B)** The Consolidated Financial Statements comprises of audited Financial statements of Control Print Limited (Parent Company) and the Liberty Chemicals Private Limited (Subsidiary Company) as on March 31, 2019.

**C)** The Financial Statements of the parent Company and its subsidiary have been consolidated on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating Intra-group balances, Intra-group transactions and unrealised profits or losses in accordance with Ind AS 110 - "Consolidated Financial Statements". The deferred tax to be recognised for temporary differences arises from elimination of profits and losses resulting from intra group transactions.

The difference between the cost of investment and share of net assets at the time of acquisition of shares in the subsidiaries and associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

### **D) Significant Accounting Policies**

#### **(i) Statement of compliance with Ind AS**

The financial statements have been prepared in accordance with Indian Accounting Standard (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standard) Rules, 2015 and other relevant provisions of the Act.

#### **(ii) Basis of Preparation and presentation**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values. All assets and liabilities have been classified as current or non-current based on normal operating cycle of business activities of the Company, which is 12 months.

#### **(iii) Use of estimates**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

#### **(iv) Property, Plant and Equipment**

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any. Freehold land is not depreciated. The cost of an item of property, plant and equipment comprises its cost of purchase and any attributable cost of bringing the asset to its working condition for its intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of the profit and loss.

#### **(v) Capital work in progress**

Property, plant and equipment under construction are disclosed as capital work in progress.

#### **(vi) Intangible Assets**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight line basis over their

estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

**Estimated useful lives of the Intangible assets are as follows:**

Computer Software	6 Years
Technical Know How	6 Years

There are no intangible assets having indefinite useful life

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

**(vii) Leases**

**As a lessee**

Lease of Property, plant and equipment are classified as finance leases where the Company has substantial risks and rewards of ownership. In any other case the same is classified as operating lease. Finance leases are capitalised at the lease's inception period at the fair value of the leased property or, if lower, the present value of the minimum lease payments.

Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured in accordance with lease agreements.

**As a lessor**

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured in accordance with lease agreement.

**(viii) Depreciation and Amortisation**

**Property, plant and equipment**

Depreciation is calculated using the straight line method to allocate their cost, net of their residual values, over their estimated useful lives.

The useful lives have been taken as specified by Schedule II to the Companies Act, 2013 except for coding and marking machines where useful lives have been determined as seven years based on technical evaluation done by the management.

Pro-rata depreciation is charged on property, plant and equipment from/up to the date on which such assets are ready to put to use/are deleted or discarded.

**Intangible Assets**

Intangible assets are amortised over their respective individual estimated useful life on straight line basis commencing from the date such asset is acquired for use in the Company.

Computer Software and Technical Know How are classified as intangible assets and amortised on straight line basis over a period of 6 years.

Pro-rata amortization is charged on intangible assets from/up to the date on which such assets are acquired for use/are deleted or discarded.

**(ix) Impairment of Assets**

A tangible or intangible asset is treated as impaired when the carrying amount of the asset exceeds its estimated recoverable value. Carrying amounts of tangible or intangible assets are reviewed at each balance sheet date to determine Indications of impairment, if any, of those assets. If any such Indication exists, the recoverable amount of the asset is estimated and an impairment loss equal to the excess of the carrying amount over its recoverable value is recognised as an impairment loss and the same is charged to profit and loss account. The impairment loss, if any, recognised in prior accounting period is reversed if there is a change in estimate of recoverable amount.

**(x) Financial Instruments**

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provision of the instrument. All the financial assets and financial liabilities are initially measured at fair value, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and

financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

#### **(xi) Financial Assets**

##### **Classification and Measurement**

All recognised financial assets are subsequently measured either at amortised cost or fair value [either through other comprehensive income (FVTOCI) or through profit or loss (FVTPL)] depending on the classification of the financial assets as follows:

- (a) Financial Asset measured at Amortised Cost:** The Company's financial assets primarily consists of cash and cash equivalents, trade receivables, loans to employees, security deposits and other eligible current and non-current assets which are classified as financial assets carried at amortised cost.
- (b) Financial Asset measured at Fair Value through Other Comprehensive Income (FVTOCI):** On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments as the same has been recognised in other comprehensive income.
- (c) Financial assets at fair value through profit or loss (FVTPL):** Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

##### **Derecognition of financial assets**

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired; the company has transferred the financial asset along with all the risks and rewards or has assumed an obligation to pay the received cash flows in full to a third party under a pass-through arrangement.

On derecognition of a financial asset in its entirety, the difference between the carrying amount measured at the date of derecognition and the consideration received is recognised in profit or loss.

##### **Impairment of financial assets**

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.

Expected Credit Loss (ECL) is the difference between all contractual cash flows that are due in accordance with the contract and the cash flows expected to receive (i.e. all cash shortfalls).

#### **(xii) Financial Liabilities**

Financial liabilities of the Company are contractual obligation to deliver cash or another financial asset to another entity. The Company's financial liabilities include long-term and short-term borrowings, trade and other payables and other eligible current and non-current liabilities.

##### **Classification Measurement and De-recognition**

All recognized financial liabilities are subsequently measured at amortised cost. The Company de-recognise financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. Gain and losses are recognized in profit or loss when the liabilities are derecognized.

#### **(xiii) Offsetting of financial instruments**

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet only if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

#### **(xiv) Valuation of Inventories**

Inventories are valued at lower of cost and net realisable value after providing for non moving material, obsolescence wherever necessary. The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Inventories are carried in the balance sheet as follows

Inventory	Basis of Valuation
Raw materials, Packing materials, Components	At lower of cost, on weighted average basis and net realisable Value
Work-in Progress	At lower of cost of material on weighted average basis, plus appropriate production overheads and net realizable value
Finished goods -Manufacturing	At lower of cost of material on weighted average basis plus appropriate share of overhead and net realizable value
Finished goods - Trading	At lower of cost, on weighted average basis and net realizable value

**(xv) Translation of Foreign Currency Transactions**

The Company's financial statements are presented in Indian Rupees (INR) which is Company's functional and presentation currency. Transactions denominated in foreign currency are recognised at the rates of exchange prevailing at the date of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at year end date. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise. Income and Expenses of foreign branch have been translated at the average rate for the year.

**(xvi) Revenue Recognition**

The Company derives revenues primarily from sale of manufactured goods, traded goods and related services. Effective April 1, 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) -'Revenue from contracts with customers' using the modified retrospective approach i.e. cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. April 1, 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of Ind-AS 115 was insignificant

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Revenue from sales of manufactured goods, traded goods and related services are recognised when significant risks and rewards of ownership of the goods are transferred to the customer, recovery of the consideration is probable and, the amount of revenue can be measured reliably and all performance obligation related to contract is satisfied. Sales are disclosed net of returns and claims.

Other operating revenue includes sales tax remission, excise duty refund, GST Refund and other export incentives and duty drawback, and is recognized when the right to receive is established.

Other Income includes Interest Income, Dividend Income, gain on Foreign Exchange Fluctuations etc. Interest Income accrued on a time basis by reference to the principal outstanding and the effective interest rate. Dividend Income accounted in the period in which the right to receive the same is established.

**(xvii) Government Grants**

Grants and subsidies from the Government are recognised when there is reasonable assurance that the grant/ subsidy will be received and all the prescribed conditions will be complied with.

Grant or subsidy relating to an expense item is recognised as income in the statement of profit or loss over the periods necessary to match them on a systematic basis to the costs which is intended to compensate.

Grant or subsidy relating to an asset are included in non-current liabilities as deferred income and are credited to statement of profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

**(xviii) Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for their intended use. All other borrowing costs are recognized as expense in the period in which they are incurred.



**(xix) Dividends**

Final dividend on shares are recorded as a liability on the date of approval by the shareholders at the annual general meeting and interim dividend are recorded as a liability on the date of declaration by the Company's Board of Directors.

**(xx) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss after tax for the period attributable to the equity shareholders by the weighted average number of Equity Shares outstanding during the year adjusted for bonus elements in equity shares issued during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss after tax for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period, are adjusted for the effects of all dilutive potential equity shares.

**(xxi) Employee Benefits**

**Short-term Employee Benefits:**

Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service.

**Long-term Employee Benefits:**

Defined Contribution Plans:

Contributions to the employee's provident fund, Employee's Pension Scheme and Employee's State Insurance are recognized as defined contribution plan and charged as expenses during the period in which the employees perform the services.

Defined Benefit Plans:

Retirement benefits in the form of Gratuity is considered as defined benefit plan and determined on actuarial valuation using the Projected Unit Credit Method at the balance sheet date.

Interest Cost, Current Service Cost and Past Service Cost are recognized in profit and loss account immediately. Re-measurement gain and losses arising due to change in actuarial assumptions and estimates are recognized directly in Other Comprehensive Income. Such re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Other Long-term Employee Benefit:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date. Annual leaves can either be availed or encashed subject to restriction on the maximum accumulation of leaves.

Termination Benefits:

Termination benefits are recognized as an expense in the period in which they are incurred.

The employee benefit with regards to both Leave encashment and Gratuity are unfunded.

**(xxii) Exceptional Items**

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the company is treated as an exceptional item and the same is disclosed in the notes to accounts.

**(xxiii) Taxes on Income**

**Current Tax:**

Tax on income for the current period is determined on the basis of estimated taxable income and computed in accordance with the provisions of the relevant tax laws, outcome of past assessments / appeals and legal opinion sought by the Company.

**Deferred Tax:**

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.



**Minimum Alternate Tax (MAT) credit:**

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay income tax under the normal provisions during the specified period, resulting in utilization of MAT credit.

In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of Profit & Loss and shown as MAT Credit Entitlement.

**(xxiv) Segment Reporting**

The Company is engaged predominantly into manufacturing of Coding & Marking Machines and consumables thereof. The Company has only One Reportable business segment identified by management namely Coding & Marking Machines and consumable thereof.

**(xxv) 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 the notes to financial statements. Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable. Provisions, contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed as the possibility of outflow of resources is remote.

**(xxvi) Cash Flow Statements**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the net profit for the effects of changes during the period in inventories, operating receivables, payables, transactions of a non-cash nature such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and all other items for which the cash effects are investing or financing cash flows.

For the purpose of presentation in the statement of cash flow, cash and cash equivalents includes cash on hand and balance held with banks and short term investments in liquid Mutual Funds.

**(xxvii) Goodwill**

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is initially measured at cost, being the excess of the consideration transferred over the net identifiable assets acquired and liabilities assumed, measured in accordance with Ind AS. Goodwill arising on an acquisition of business is initially recognized at cost at the date of acquisition. After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any.

**(xxviii) Business Combination**

Business Combinations are accounted for using the acquisition method. The cost of acquisition is measured at the aggregate of the fair values at the date of exchange of assets given, liabilities incurred or assumed and equity instruments issued by the Company in exchange for control of the acquiree. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the recognition criteria are stated at their fair values at the acquisition date except certain assets and liabilities required to be measured as per the applicable standard.

**(xxix) Recent Accounting Pronouncements**

W.e.f. April 01, 2019, Ind AS 116 Leases will replace existing leases standard, Ind AS 17 Leases. Lessee will follow Single Lease Accounting. There is no classification as operating or finance lease for lessee. Under Ind AS 116 Lessee will recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Lessee would recognize depreciation expense on the right of use asset and interest expense on the lease liability, classify the lease payments into principal and interest component. Management is currently reviewing the operating lease contracts in place to determine the impact of this standard.

## 2 PROPERTY, PLANT AND EQUIPMENT

₹ in Lakhs

Particulars	Land	Office Premises	Residential Premises	Factory Premises	Plant and Machinery	Office Equipments	Furniture and Fixtures	Vehicles	Coding & marking Machines on Rental	Total
<b>Gross Block</b>										
<b>As at April 01, 2017</b>	<b>439.52</b>	<b>1,520.12</b>	<b>484.82</b>	<b>3,707.93</b>	<b>1,307.82</b>	<b>556.38</b>	<b>722.84</b>	<b>219.38</b>	<b>1,315.09</b>	<b>10,273.90</b>
Additions	198.81	-	-	11.65	85.30	51.91	5.45	-	400.57	753.69
Deductions/Adjustments	-	-	-	-	0.95	2.88	15.37	-	39.98	59.18
<b>As at March 31, 2018</b>	<b>638.33</b>	<b>1,520.12</b>	<b>484.82</b>	<b>3,719.58</b>	<b>1,392.17</b>	<b>605.41</b>	<b>712.92</b>	<b>219.38</b>	<b>1,675.68</b>	<b>10,968.41</b>
Additions	-	-	-	290.35	463.75	115.46	60.02	11.38	305.53	1,246.49
Deductions / Adjustments	-	3.56	-	-	14.87	9.45	13.24	4.35	169.40	214.87
<b>As at March 31, 2019</b>	<b>638.33</b>	<b>1,516.56</b>	<b>484.82</b>	<b>4,009.93</b>	<b>1,841.05</b>	<b>711.42</b>	<b>759.70</b>	<b>226.41</b>	<b>1,811.81</b>	<b>12,000.03</b>
<b>Accumulated Depreciation</b>										
<b>As at April 01, 2017</b>	<b>-</b>	<b>65.81</b>	<b>46.10</b>	<b>439.82</b>	<b>336.61</b>	<b>353.48</b>	<b>306.20</b>	<b>81.75</b>	<b>912.05</b>	<b>2,541.82</b>
Depreciation For the Year	-	29.06	9.27	195.14	96.78	64.55	67.61	25.74	101.37	589.52
Deductions/Adjustments	-	-	-	-	0.86	2.44	15.38	-	3.16	21.84
<b>As at March 31, 2018</b>	<b>-</b>	<b>94.87</b>	<b>55.37</b>	<b>634.96</b>	<b>432.53</b>	<b>415.59</b>	<b>358.43</b>	<b>107.49</b>	<b>1,010.26</b>	<b>3,109.50</b>
Depreciation For the Year	-	29.05	9.27	198.80	103.07	88.73	62.31	23.69	132.90	647.82
Deductions / Adjustments	-	0.21	-	-	7.10	2.90	12.66	2.77	40.08	65.72
<b>As at March 31, 2019</b>	<b>-</b>	<b>123.71</b>	<b>64.64</b>	<b>833.76</b>	<b>528.50</b>	<b>501.42</b>	<b>408.08</b>	<b>128.41</b>	<b>1,103.08</b>	<b>3,691.60</b>
<b>Net carrying Cost</b>										
<b>As at March 31, 2018</b>	<b>638.33</b>	<b>1,425.25</b>	<b>429.45</b>	<b>3,084.62</b>	<b>959.64</b>	<b>189.82</b>	<b>354.49</b>	<b>111.89</b>	<b>665.42</b>	<b>7,858.91</b>
<b>As at March 31, 2019</b>	<b>638.33</b>	<b>1,392.85</b>	<b>420.18</b>	<b>3,176.17</b>	<b>1,312.55</b>	<b>210.00</b>	<b>351.62</b>	<b>98.00</b>	<b>708.73</b>	<b>8,308.43</b>

**3 CAPITAL WORK-IN-PROGRESS**

₹ in Lakhs

Particulars	Amount
<b>Gross Block</b>	
<b>As at April 01, 2017</b>	<b>126.02</b>
Addition during the year	287.95
Capitalisation during the year	19.56
<b>As at March 31, 2018</b>	<b>394.41</b>
Addition during the year	170.16
Capitalisation during the year	436.31
<b>As at March 31, 2019</b>	<b>128.27</b>

**4 INTANGIBLE ASSETS**

Particulars	Computer Software	Goodwill on Consolidation	Total
<b>Gross Block</b>			
<b>As at April 01, 2017</b>	<b>603.49</b>	<b>223.49</b>	<b>826.98</b>
Additions	5.11	-	5.11
Deductions/Adjustments	-	-	-
<b>As at March 31, 2018</b>	<b>608.60</b>	<b>223.49</b>	<b>832.09</b>
Additions	24.96	-	24.96
Deductions / Adjustments	-	-	-
<b>As at March 31, 2019</b>	<b>633.56</b>	<b>223.49</b>	<b>857.05</b>
<b>Accumulated Depreciation</b>			
<b>As at April 01, 2017</b>	<b>164.24</b>	<b>134.10</b>	<b>298.34</b>
Depreciation For the Year	95.10	22.35	117.45
Deductions/Adjustments	-	-	-
<b>As at March 31, 2018</b>	<b>259.34</b>	<b>156.45</b>	<b>415.79</b>
Depreciation For the Year	95.06	22.35	117.41
Deductions / Adjustments	-	-	-
<b>As at March 31, 2019</b>	<b>354.40</b>	<b>178.80</b>	<b>533.20</b>
<b>Net carrying Cost</b>			
<b>As at March 31, 2018</b>	<b>349.26</b>	<b>67.04</b>	<b>416.30</b>
<b>As at March 31, 2019</b>	<b>279.16</b>	<b>44.69</b>	<b>323.85</b>

**5 INTANGIBLE ASSETS UNDER DEVELOPMENT**

Particulars	Amount
<b>Gross Block</b>	
<b>As at April 01, 2017</b>	<b>11.00</b>
Addition during the year	24.50
Capitalisation during the year	15.50
<b>As at March 31, 2018</b>	<b>20.00</b>
Addition during the year	5.50
Capitalisation during the year	16.00
<b>As at March 31, 2019</b>	<b>9.50</b>

**Note:-**

- These figures are inclusive of Assets at Sri Lanka Branch. Depreciation for Assets at Sri Lanka Branch is charged as per standards applicable according to local laws of Sri Lanka and not as per Sch-II of Companies Act, 2013.

Particulars	As at March 31, 2019		As at March 31, 2018	
<b>6 NON CURRENT INVESTMENT</b>				
		-		-
<b>7 LOANS</b>				
Unsecured, Considered Good				
Loan To Employees		16.89		25.19
		<b>16.89</b>		<b>25.19</b>
<b>8 OTHERS FINANCIAL ASSETS</b>				
Security Deposits With Related Parties		13.80		13.80
Capital Advances		97.81		119.60
Security Deposits		58.95		53.77
Prepaid Expenses		-		3.02
Others		0.24		0.24
		<b>170.80</b>		<b>190.43</b>
<b>9 INVENTORIES</b>				
Raw Materials & Components		3,380.37		3,684.81
Manufactured Components		32.35		11.66
Work-in-Progress		53.93		61.06
Finished Goods		1,505.42		1,714.95
Stock In Trade		1,130.89		996.34
Overseas Branch Inventory at Cost		80.51		80.76
		<b>6,183.47</b>		<b>6,549.58</b>
<b>Details of Inventories</b>	<b>Quantity (Nos)</b>	<b>₹ in Lakhs</b>	<b>Quantity (Nos)</b>	<b>₹ in Lakhs</b>
Coding & Marking System	1151	1,396.72	1270	1,403.93
Consumables Spares & Raw Materials		4,652.31		5,036.73
Work In Progress		53.93		61.06
Overseas Branch Inventory		80.51		47.86
<b>Total Inventories</b>		<b>6,183.47</b>		<b>6,549.58</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakhs

Particulars	As at March 31, 2019		As at March 31, 2018	
<b>10 CURRENT INVESTMENTS</b>				
<b>(A) Quoted Equity Shares at Fair Value through Profit &amp; loss</b> (Fully paid up Shares of ₹ 10/- each unless otherwise specified)	<b>No of Shares</b>	<b>₹ in Lakhs</b>	<b>No of Shares</b>	<b>₹ in Lakhs</b>
Tata Elexi Limited	11,502	110.78	-	-
Arvind Fashions Limited (Face value per share ₹ 4/- each)	12,400	129.36	-	-
The Anup Engineering Limited	2,296	12.82	-	-
Arvind Limited	62,000	56.39	62,000	237.43
RBL Bank Limited	100	0.68	100	0.48
EIH Limited (Face value per share of ₹ 2/- each)	1,000	2.06	1,000	1.59
GIC Housing Finance Limited	168,902	455.44	145,104	540.29
Inox Leisure Limited	-	-	13,864	36.75
Reliance Industries Limited	90,100	1,228.29	90,100	795.32
<b>Total (A)</b>		<b>1,995.82</b>		<b>1,611.86</b>
<b>(B) Unquoted Mutual Fund at Fair value through Profit &amp; loss account</b>	<b>Units</b>	<b>₹ in Lakhs</b>	<b>Units</b>	<b>₹ in Lakhs</b>
Kotak Liquid Regular Plan Growth (Units of ₹ 1000/- each)	35,696.181	1,346.71	-	-
Kotak Flexi Debt Scheme - (A) Growth (Units of ₹ 10/- each)	-	-	21,413.527	4.77
<b>Total (B)</b>		<b>1,346.71</b>		<b>4.77</b>
<b>Total (A + B)</b>		<b>3,342.53</b>		<b>1,616.63</b>
Aggregate Amount of Quoted Investment		1,995.82		1,611.86
Aggregate Market value of Quoted Investment		1,995.82		1,611.86
Aggregate Amount of Unquoted Investment		1,346.71		4.77
<b>11 TRADE RECEIVABLES</b>				
<b>Due from Related Parties</b>				
Unsecured, Considered Good		-		-
<b>Others</b>				
Unsecured, Considered Good		4,512.43		4,085.60
Significant Increase in Credit Risk		453.00		634.38
Less: Provision for doubtful debts		(270.14)		(483.50)
Credit Impaired		197.27		104.75
Less: Provision for doubtful debts		(197.27)		(104.75)
		<b>4,695.29</b>		<b>4,236.48</b>

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
<b>12 CASH AND CASH EQUIVALENTS</b>		
Cash on Hand	1.93	2.44
<b>Balances With Banks</b>		
In Current Accounts	91.86	79.50
In Fixed Deposits	-	170.00
	<b>93.79</b>	<b>251.94</b>
<b>13 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS</b>		
Margin Money Deposits	28.04	44.73
Unclaimed Dividend Accounts*	100.37	73.44
	<b>128.41</b>	<b>118.17</b>
* Not available for use by the Company		
<b>14 OTHERS FINANCIAL ASSETS</b>		
Advances to Employees	18.18	18.55
Balances With Govt Authorities	2.86	166.79
Claim -Reimbursement of Budgetary support Under GST	447.51	365.83
Advance Payment / Amount Receivable-Indirect Taxes	519.53	578.74
Insurance Subsidy Receivable	4.07	3.55
Interest Subsidy Receivable	29.71	63.49
Transport Subsidy Receivable	26.88	14.49
Capital Subsidy Receivable	-	105.31
Other Advances / Claims,etc.	16.75	59.39
	<b>1,065.49</b>	<b>1,376.14</b>
<b>15 OTHER CURRENT ASSETS</b>		
Advances to Vendors	516.48	291.55
Prepaid Expenses	97.18	97.75
Input Credit/ Cenvat Receivable - Indirect Taxes	31.45	103.01
	<b>645.11</b>	<b>492.31</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
<b>16 EQUITY SHARE CAPITAL</b>		
<b>Authorised</b>		
20,000,000 (Previous year 20,000,000) Equity shares of ₹ 10/- each	2,000.00	2,000.00
<b>Issued &amp; subscribed</b>		
16,331,712 (Previous year 16,331,712) Equity shares of ₹ 10/-each fully paid up	1,633.17	1,633.17

Reconciliation of number of shares	As at March 31, 2019		As at March 31, 2018	
	Number of Shares	Share Capital	Number of Shares	Share Capital
<b>As per Last Balance Sheet</b>	16,331,712	1,633.17	15,672,372	1,567.24
Equity Shares of ₹ 10 /- each fully paid up issued during the year through Qualified Institutional Placement (QIP)	-	-	659,340	65.93
<b>Balance at the end of the year</b>	16,331,712	1,633.17	16,331,712	1,633.17

**Note:**

- Of above 5,224,124 Equity Shares were allotted as fully paid up bonus share by Capitalization of General Reserve of the Company on January 14, 2016.
- On 8th January 2018, the Company has issued and allotted 659,340 Equity Shares of ₹ 10/- each at an issue price of ₹ 455 per share to raise ₹ 30 Crore by way of Qualified Institutional Placement ("QIP") under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities Rules, 2014). Expenses related to the issue amounting to ₹ 63.22 lakhs have been adjusted against Securities Premium. The proceeds (net of issue expenses) has been utilised towards reduction of short term bank borrowing for working capital.

**Terms/ Rights attached to Equity Shares:**

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**Details of shareholders holding more than 5% shares in the company**

Shareholder	As at March 31, 2019		As at March 31, 2018	
	Number of Shares	%	Number of Shares	%
Silver Plastochem Private Limited	3,555,350	21.77%	3,555,350	21.77%
Shiva Kabra	1,570,560	9.62%	1,570,560	9.62%
Pushpa Kabra	1,412,731	8.65%	1,412,731	8.65%
SBI Mutual Funds / Alternative Investment Funds(AIFs)	1,428,210	8.74%	391,395	2.39%
India Max Investment Fund Limited	895,102	5.48%	867,102	5.31%



**17 OTHER EQUITY**

₹ in Lakhs

Particulars	Capital Reserve	Securities Premium	General Reserve	Revaluation Reserves	Retained Earnings	Total
<b>Balance as at April 01, 2017</b>	<b>83.56</b>	<b>2,303.86</b>	<b>999.12</b>	<b>1,853.31</b>	<b>6,709.54</b>	<b>11,949.39</b>
Profit for the Year	-	-	-	-	3,131.02	3,131.02
Other Comprehensive Income	-	-	-	-	7.85	7.85
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,138.87</b>	<b>3,138.87</b>
Premium on 659,340 Shares issued during the year through Qualified Institutional Placement (QIP) after adjustment of QIP Issue Expenses (₹ 63.22 Lakhs)	-	2,870.85	-	-	-	2,870.85
Final Dividend including Dividend Distribution Tax	-	-	-	-	(660.20)	(660.20)
Interim Dividend including Dividend Distribution Tax	-	-	-	-	(589.69)	(589.69)
Transfer from/to Exchange Fluctuation Translation Reserve	-	-	-	-	(11.33)	(11.33)
Transfer of Depreciation on Revalued Asset	-	-	-	(173.36)	173.36	-
Deferred Tax Liability Reversal on Depreciation on Revaluation & sale of revalued Fixed Asset	-	-	-	60.00	-	60.00
Effect of Depreciation on Fixed Asset as per Ind AS	-	-	-	-	(174.51)	(174.51)
Others	-	-	-	-	(60.47)	(60.47)
<b>Balance as at March 31, 2018</b>	<b>83.56</b>	<b>5,174.71</b>	<b>999.12</b>	<b>1,739.95</b>	<b>8,525.56</b>	<b>16,522.89</b>
Profit for the Year	-	-	-	-	2,974.63	2,974.63
Other Comprehensive Income	-	-	-	-	3.10	3.10
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,977.73</b>	<b>2,977.73</b>
Final Dividend including Dividend Distribution Tax	-	-	-	-	(689.11)	(689.11)
Interim Dividend including Dividend Distribution Tax	-	-	-	-	(590.66)	(590.66)
Transfer from/to Exchange Fluctuation Translation Reserve	-	-	-	-	20.41	20.41
Transfer of Depreciation on Revalued Asset	-	-	-	(167.58)	167.58	-
Deferred Tax Liability Reversal on Depreciation of Revalued Assets	-	-	-	194.88	-	194.88
<b>Balance as at March 31, 2019</b>	<b>83.56</b>	<b>5,174.71</b>	<b>999.12</b>	<b>1,767.25</b>	<b>10,411.51</b>	<b>18,436.14</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
<b>18 PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Provision For Compensated Absences	106.74	92.47
Provision For Gratuity	149.05	128.93
<b>Others</b>		
Provision for Sales Tax Declaration Forms Liability	329.85	334.83
	<b>585.64</b>	<b>556.23</b>
<b>19 DEFERRED TAX LIABILITY - NET</b>		
Related To Property, Plant and Equipment	1,044.57	1,298.64
	<b>1,044.57</b>	<b>1,298.64</b>
<b>20 OTHER NON-CURRENT LIABILITIES</b>		
Deferred Income - Capital subsidy	89.30	97.31
Other Liabilities	67.53	67.53
	<b>156.83</b>	<b>164.84</b>
<b>21 BORROWINGS</b>		
<b>Loans Repayable On Demand From Banks</b>		
Secured	-*	-*
<p>*Working Capital Loans from ICICI Bank &amp; Yes Bank are secured by Pari passu charge by way of hypothecation of present and future Stock, Book debts and Pari Passu charge on Land &amp; building, Plant &amp; Machinery &amp; other movable assets located at Guwahati &amp; Registered Office at Andheri East, Mumbai.</p>		
<b>22 TRADE PAYABLE</b>		
Total Outstanding Dues of Micro & Small Enterprises	132.75	39.26
Total Outstanding Dues of Creditors other than Micro & Small Enterprises	839.32	1,164.16
	<b>972.07</b>	<b>1,203.42</b>
<b>The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under</b>		
Principal amount due and remaining unpaid	132.75	39.26
Interest due on above and the unpaid interest	-	-
Interest paid on Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-
	<b>132.75</b>	<b>39.26</b>

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
<b>23 OTHER FINANCIAL LIABILITIES</b>		
Other Payables	1,012.03	890.15
Statutory Dues	153.60	217.01
Unclaimed Dividends	100.37	73.44
	<b>1,266.00</b>	<b>1,180.60</b>
<b>24 OTHER CURRENT LIABILITIES</b>		
Income Received In Advance	354.72	271.24
Advances from Customers	7.24	11.02
	<b>361.96</b>	<b>282.26</b>
<b>25 PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Provision For Compensated Absences	21.35	18.26
Provision For Gratuity	27.57	24.92
<b>Others</b>		
Provision for Warranty	499.53	541.98
	<b>548.45</b>	<b>585.16</b>
<b>26 OTHER CURRENT TAX LIABILITIES (NET)</b>		
Provision for Income Tax (Net of taxes paid)	107.00	119.28
	<b>107.00</b>	<b>119.28</b>
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
<b>27 REVENUE FROM OPERATIONS</b>		
Sale of Manufacturing Goods	14,832.06	15,052.24
Sale of Trading Goods	917.88	857.81
Sale Of Services	1,689.38	1,393.57
	<b>17,439.32</b>	<b>17,303.62</b>
Other Operating Revenues	20.38	89.86
	<b>17,459.70</b>	<b>17,393.48</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakhs

Particulars	2018-19		2017-18	
<b>Details of Sale of Manufactured Goods</b>	<b>Quantity (Nos)</b>	<b>₹ in Lakhs</b>	<b>Quantity (Nos)</b>	<b>₹ in Lakhs</b>
Coding & Marking Systems	2027	3,191.11	1990	2,910.48
Consumables spares and others		11,640.95		12,141.76
		<b>14,832.06</b>		<b>15,052.24</b>
<b>Details of Sale of Traded Goods</b>				
Coding & Marking Systems	310	240.81	85	152.20
Consumables spares and others		677.07		705.61
		<b>917.88</b>		<b>857.81</b>
<b>Other Operating Revenues</b>				
Duty Drawback Receipts		0.35		5.91
Sales Tax Remission *		-		66.90
Sale Of Scrap		20.03		17.05
		<b>20.38</b>		<b>89.86</b>
* Government Grant under Assam Industrial Policy				
<b>28 OTHER INCOME</b>				
Dividend Income		14.89		7.27
Gain on Foreign Exchange Fluctuations (Net)		54.80		0.20
Interest Income		3.48		28.02
Miscellaneous Receipts		2.28		0.07
Capital Investment Subsidy		8.00		8.00
		<b>83.45</b>		<b>43.56</b>
<b>29 COST OF MATERIALS CONSUMED</b>				
Opening Stock		5,501.09		3,104.99
Add : Purchases		3,037.20		6,069.08
		<b>8,538.29</b>		<b>9,174.07</b>
Less : Closing Stock		3,412.72		3,672.98
<b>Cost of Materials Consumed</b>		<b>5,125.57</b>		<b>5,501.09</b>
<b>Cost of Materials Consumed</b>	<b>₹ in Lakhs</b>	<b>% of Total Consumption</b>	<b>₹ in Lakhs</b>	<b>% of Total Consumption</b>
Imported	1,863.41	36.36%	1,942.06	35.30%
Indigenous	3,262.16	63.64%	3,559.03	64.70%
	<b>5,125.57</b>	<b>100.00%</b>	<b>5,501.09</b>	<b>100.00%</b>

₹ in Lakhs

Particulars	2018-19		2017-18	
<b>30 PURCHASE OF STOCK-IN-TRADE</b>				
Purchase of Traded Goods		932.02		725.78
		<b>932.02</b>		<b>725.78</b>
<b>Details of Purchase of Traded Goods</b>	<b>Quantity (Nos)</b>	<b>₹ in Lakhs</b>	<b>Quantity (Nos)</b>	<b>₹ in Lakhs</b>
Coding & Marking Systems	291	277.19	182	490.51
Consumables spares and others		654.83		235.27
		<b>932.02</b>		<b>725.78</b>
<b>31 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>				
<b>Inventories at the end of the year</b>				
Finished Goods	1,505.42		1,714.95	
Stock-in-Trade	1,130.89		996.34	
Work-in-Progress	53.93	<b>2,690.24</b>	61.06	<b>2,772.35</b>
<b>Inventories at the beginning of the year</b>				
Finished Goods	1,714.95		1,049.08	
Stock-in-Trade	996.34		917.26	
Work-in-Progress	61.06	<b>2,772.35</b>	109.32	<b>2,075.66</b>
		<b>82.11</b>		<b>(696.69)</b>
<b>32 MANUFACTURING &amp; OPERATING COSTS</b>				
Other Manufacturing Expenses		72.58		80.32
Power & Fuel Expenses		39.99		45.61
Royalty Expenses		580.19		605.95
		<b>692.76</b>		<b>731.88</b>
<b>33 EMPLOYEE BENEFIT EXPENSES</b>				
Salaries, Wages, Bonus, etc.		3,293.68		2,760.25
Contributions to Provident and other Funds		139.84		123.49
Staff Welfare Expenses		151.36		157.43
Commission to Directors		260.00		260.00
		<b>3,844.88</b>		<b>3,301.17</b>
<b>34 FINANCE COSTS</b>				
Interest Expenses [Net of Interest subsidy - Nil, Previous year ₹ (29.17) Lakhs]		2.04		102.47
Bank Commission & Charges		24.46		27.96
		<b>26.50</b>		<b>130.43</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakhs

Particulars	2018-19	2017-18
<b>35 DEPRECIATION AND AMORTISATION EXPENSE</b>		
Amortization/ Impairment On Intangible Assets	117.41	117.45
Depreciation On Property Plant and Equipment	647.82	589.52
	<b>765.23</b>	<b>706.97</b>
<b>36 OTHER EXPENSES</b>		
Auditor's Remuneration	33.03	32.62
Communication Charges	77.61	99.44
Conveyance Expenses	164.17	144.15
Corporate Social Responsibility Expenses	-	52.70
Directors Meeting Fees	14.20	13.33
Donation	0.15	0.21
Electricity Charges	38.87	41.52
Excise Duty Expenses	-	9.97
Freight & Other Expenses	371.56	396.20
General Expenses	119.91	129.52
Insurance Charges	11.04	6.73
Legal Charges	166.50	203.50
Provision for Bad Debts / Sales tax Declaration Forms	(26.04)	(58.97)
Provision for Warranty	(42.45)	(19.03)
Loss on Foreign Exchange Fluctuations	-	1.83
Loss on Sale Of Fixed Assets (Net)	1.11	0.28
Preliminary Expenses Written Off	-	0.11
Printing & Stationery	33.76	67.47
Professional Charges	170.32	186.83
Rates & Taxes	24.73	20.13
Rent	190.05	179.95
Repairs & Maintenance-Building	14.27	27.41
Repairs & Maintenance-Plant & Machinery	118.35	100.09
Repairs & Maintenance-Others	39.45	93.19
Sales & Market Promotion Expenses	202.61	219.29
Travelling Expenses	639.87	556.77
R&D Expenses	382.33	258.72
Vehicle expenses	46.89	59.61
	<b>2,792.29</b>	<b>2,823.57</b>





## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakhs

Particulars		2018-19	2017-18
<b>Nature of Transaction</b>	<b>Name of Party</b>		
(b) Reimbursement of expenses	Silver Plastochem Pvt. Ltd.	2.88	2.38
(c) Fees for basic and detailed Engineering Services	Miura Trading & Finvest Co Pvt Ltd	12.00	-
(d) Remuneration excluding Commission	Executive Directors Ms. Nyana Sabharwal	110.90 -	118.83 3.38
(e) Commission	Executive Directors	260.00	260.00
(f) Board Meeting Fees	Non - Executive Directors	14.20	14.93
* Rent paid is inclusive of service tax but exclude GST			
<b>III. Balances as on year end :</b>			
<b>Particulars</b>	<b>Name of Party</b>		
(a) Security Deposit	Silver Plastochem Pvt. Ltd.	13.80	13.80
(b) Interest Free Loan to Wholly Owned Subsidiary	Liberty Chemicals Private Limited	47.65	33.02
<b>41 CONTINGENT LIABILITIES AND COMMITMENTS</b>			
<b>I. Contingent Liabilities</b>			
(A) Counter Guarantees given by the Company to the bank against the Bank Guarantees		31.76	45.88
(B) Demands against the Company not acknowledged as debts in respect of :-			
Disputed Sales Tax/VAT Demands (Net of Tax Paid ₹ 113.28 Lakhs, P.Y. ₹ 108.28 Lakhs)		275.08	286.97
(C) The Company is in arbitration proceedings with Videojet INC., USA and the amount is not ascertainable pending the outcome of the matter.			
<b>II. Commitments</b>			
Estimated amount of contracts remaining to be executed on capital account (Net of Advances)		21.88	109.95

**42** Financial Statements of the Sri Lanka Branch of the Company for the year ended March 31, 2019 is part of Standalone Ind As Financial Statement and the same has been translated in accordance with Ind AS-21 "The effects of changes in the Foreign exchange Rates". The Branch has incurred a Loss of ₹ 41.21 Lakhs during the financial year ended March 31, 2019.

**43** The Company operates in a Single Reportable Segment, viz Coding & Marking Machines and Consumables thereof.

**44** The Company did not spend any amount towards the Corporate Social Responsibility activities in accordance with Sec 135 of The Companies Act 2013 for the FY 2018-19. However, the Company has decided to set up Charitable

Trust to facilitate corpus building and sustained support for deeper and lasting impact on its CSR activities. This will enable the company to build organization and expertise and hence get better outcomes in its CSR initiatives. The Company chose not to undertake adhoc CSR projects but instead consolidate and leverage its CSR effort through the Trust to be set up during the current year. The company is in the process for the formation of the Trust and is expecting the legal formalities to be completed soon and undertake activities through the Trust in the coming year.

#### 45 EMPLOYEE BENEFIT OBLIGATIONS

##### (A) Defined benefit plans:

##### Gratuity Plan

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Company has a defined benefit plan which provides for gratuity, covering eligible employees. The Plan provided a lump sum gratuity amount to eligible employees at retirement, termination or death. Liabilities with regard to Gratuity plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

##### (i) The changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

₹ in Lakhs

Particulars	Gratuity Plan	
	As at March 31, 2019	As at March 31, 2018
Present Value of benefit obligation at the beginning of the period	153.85	134.41
Interest Cost	12.11	10.17
Current Service Cost	25.51	23.67
Past Service Cost	-	9.63
(Benefit Paid Directly by the Employer)	(10.89)	(14.06)
Actuarial (gains)/losses on Obligations- Due to changes in Financial Assumptions	1.71	(4.94)
Actuarial (gains)/losses on Obligations- Due to changes in Experience Adjustments	(5.67)	(5.04)
<b>Present Value of benefit obligation at the End of the period</b>	<b>176.62</b>	<b>153.85</b>

##### (ii) The amounts recognised in Balance sheet are as follows:

Particulars	Gratuity Plan	
	As at March 31, 2019	As at March 31, 2018
Present value of defined benefit obligation	(176.62)	(153.85)
Fair value of plan assets at the end of the period	-	-
Funded Status (Surplus/(Deficit))	(176.62)	(153.85)
<b>Net Asset/(Liability) recognised in the Balance Sheet</b>	<b>(176.62)</b>	<b>(153.85)</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(iii) The amounts recognised in Statement of Profit and Loss are as follows:

Particulars	Gratuity Plan	
	As at March 31, 2019	As at March 31, 2018
Current service cost	25.51	23.67
Net Interest cost	12.11	10.17
Past service cost	-	9.63
<b>Expenses to be recognised in Profit &amp; Loss</b>	<b>37.62</b>	<b>43.47</b>

(iv) The amounts recognised in Statement of other comprehensive income are as follows:

Particulars	Gratuity Plan	
	As at March 31, 2019	As at March 31, 2018
Actuarial (Gains)/Losses on obligation for the period	(3.96)	(9.98)
Return on Plan Assets, excluding Interest Income	-	-
Change in asset ceiling	-	-
<b>Net (Income)/Expense for the period recognised in OCI</b>	<b>(3.96)</b>	<b>(9.98)</b>

(v) The Principal actuarial assumptions & estimates at the Balance Sheet date:

Particulars	Gratuity Plan	
	As at March 31, 2019	As at March 31, 2018
Discount rate	7.78%	7.87%
Salary Growth Rate	6.00%	6.00%
Employee Turnover Rate	2.00%	2.00%
Mortality Rate during Employment	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Reporting Standard	Ind AS 19	Ind AS 19
Funding Status	Unfunded	Unfunded

Assumptions regarding future mortality have been based on published statistics and mortality tables. The discount rate is based on the Government securities yield.

(vi) Sensitivity Analysis:

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Effect of 1% increase		Effect of 1% decrease	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Impact of 1% change in Discount rate	(17.56)	(14.66)	21.10	17.59
Impact of 1% change in Salary Growth rate	20.39	16.88	(17.21)	(14.28)
Impact of 1% change in Employee turnover	3.35	3.13	(3.95)	(3.67)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

**(vii) Expected Future Cash Flows:**

Projected Benefits Payable in future years from the Date of Reporting	As at March 31, 2019	As at March 31, 2018
1 <sup>st</sup> Following Year	27.57	24.92
2 <sup>nd</sup> Following Year	4.12	6.41
3 <sup>rd</sup> Following Year	5.15	6.18
4 <sup>th</sup> Following Year	4.95	4.83
5 <sup>th</sup> Following Year	10.07	6.86
Sum of Years 6 to 10	54.00	48.06
Sum of Years 11 and above	439.76	368.86

**(viii) Characteristics of defined benefit plans and associated risks:**

The Company has an unfunded Defined benefit gratuity plan. Gratuity is paid from company as and when it becomes due and is paid as per company scheme for Gratuity.

Gratuity is a defined benefit plan and company is exposed to following Risks:

- **Salary Risk-** The Present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.
- **Interest Rate Risk-** A falls in the discount rate which is linked to the Government securities. Rate will increase the present value of the liability requiring higher provision.
- **Asset Liability Matching Risk-** The plan faces the ALM risk as to the matching cash flow. Company has to manage payout based on pay as you go basis from own funds.
- **Mortality Risk-** Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

**46** Previous year figures have been regrouped , reclassified wherever necessary

**As per our report of even date attached  
For Jhawar Mantri & Associates**

Chartered Accountants  
Firm Registration No. 113221W

**Naresh Jhawar**

Partner  
Membership No. 045145

Place: Mumbai  
Date : May 16, 2019

**For and on behalf of the Board of Directors**

**Basant Kabra**  
Managing Director  
DIN 00176807

**Reena Shah**  
Company Secretary

**Shiva Kabra**  
Joint Managing Director  
DIN 00190173

**Rahul Khetry**  
Chief Financial Officer

# CONTROL PRINT LIMITED

CIN: L22219MH1991PLC059800

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

Contact details: 022 2859 9065 / 6693 8900

Website: [www.controlprint.com](http://www.controlprint.com) • E-mail: [companysecretary@controlprint.com](mailto:companysecretary@controlprint.com)



## ATTENDANCE SLIP

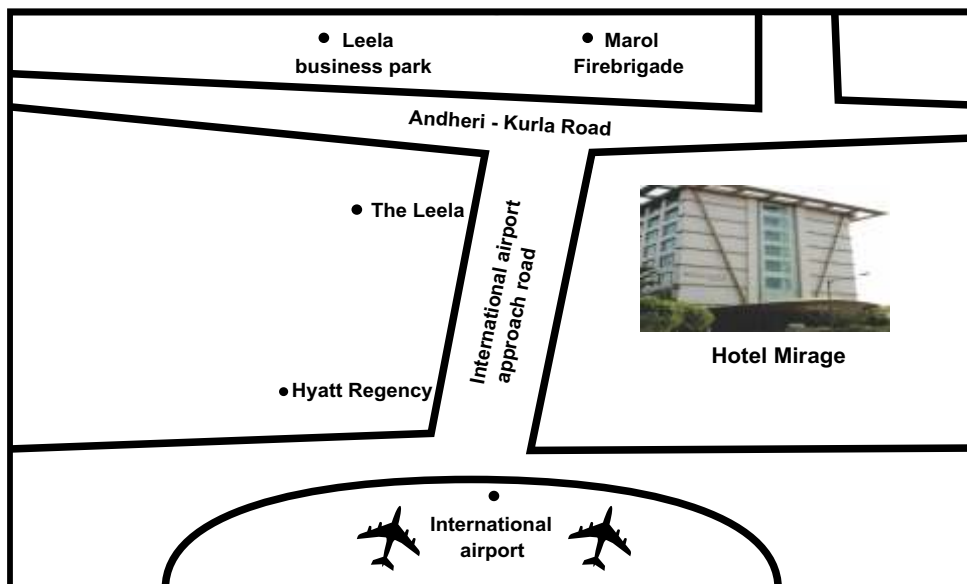
(To be presented at the entrance)

<b>Name and Address of Member :</b>	Folio No :
	DP ID No. :
	Client ID No. :
	No. of Shares :

We/I hereby record our/my presence at the 28<sup>th</sup> Annual General Meeting of the Company held on Wednesday, August 21, 2019 at 4:30 P.M at Mirage Hotel, International Airport Approach Road, Marol Naka, Andheri (East), Mumbai – 400 059.

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

## ROUTE MAP TO THE AGM VENUE



### Landmarks :

**Nearest Bus Stop:** Marol Naka / Mata Ramabai Ambedkar Chawk

**Nearest Metro Station:** Marol Naka

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Website: [www.controlprint.com](http://www.controlprint.com) ; E-mail: [companysecretary@controlprint.com](mailto:companysecretary@controlprint.com)



## Form MGT- 11 (PROXY FORM)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rules 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Folio No./Client Id : \_\_\_\_\_ DP ID : \_\_\_\_\_

I/ We being member(s) of \_\_\_\_\_ Shares of Control Print Limited, hereby appoint

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, August 21, 2019 at 4:30 P.M at Mirage Hotel, International Airport Approach Road, Marol Naka, Andheri (East), Mumbai – 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	Type of Resolution	For (Assent)	Against (Dissent)
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution		
2.	To declare a final dividend of Rs. 3.50 per equity share (Face Value of Rs. 10/-) each for the financial year ended March 31, 2019 and to confirm interim dividend of Rs. 3.00 per equity share already declared and paid for the financial year ended March 31, 2019.	Ordinary Resolution		
3.	To appoint a Director in place of Ms. Ritu Joshi (DIN: 02600483), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution		
<b>Special Business</b>				
4.	Re-classification of Ms. Nyana Sabharwal, from 'Promoter and Promoter Group' to 'Public' category	Ordinary Resolution		
5.	Ratification of Cost Auditor's remuneration	Ordinary Resolution		
6.	To approve continuation of payment of remuneration to Executive Directors and Promoters in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018	Special Resolution		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019 at \_\_\_\_\_

Signature of Member : \_\_\_\_\_ Signature of Proxy Holder : \_\_\_\_\_

Affix  
Revenue  
Stamp

### NOTES:

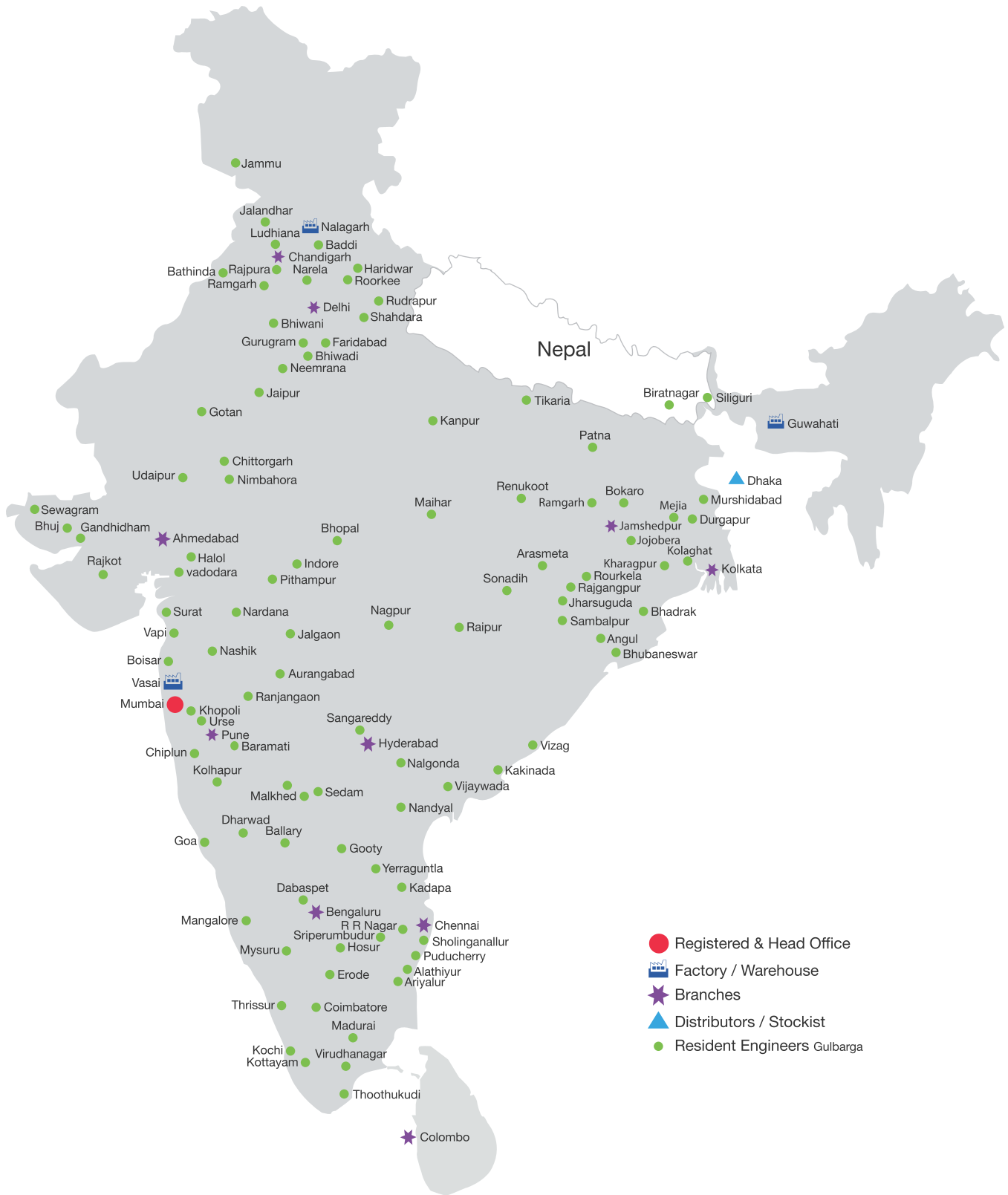
- This proxy form to be effective should be duly completed, dated, signed, stamped and deposited at the Registered Office of the Company not less than 48 (forty eight) hours before the commencement of the Meeting.
- A proxy need not be a Member.
- Please bring your copy of the Annual Report to the Meeting.







# Control Print Network





**CONTROL PRINT LIMITED**

(CIN: L22219MH1991PLC059800)

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

Tel: +91 22 28599065 / 66938900

Fax. +91 22 28528272