
Control Print (India) Limited

WORLD OF CODING AND MARKING



14th Annual Report 2004-2005

BOARD OF DIRECTORS

Mr. R. S. Agrawal *Director*
Mr. Ashok Lohiya *Director*
Mr. S. S. Jangid *Director*
Mr. Basant S. Kabra *Managing Director*
Mr. Anirudha B. Joshi *Wholetime Director*

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Ms. Jayshree Chokhra *Company Secretary*

AUDITORS

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

LISTING ON STOCK EXCHANGES

Mumbai & Kolkata

REGD. OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

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

LEGAL ADVISORS

M/s. Parimal K. Shroff & Co.
Advocates Solicitors & Notary
Mumbai-400 23.

WORKS

3-4-5, Highway Industrial Estate,
Off Western Express Highway,
Village Sativali, Taluka Vasai,
District Thane-401 202 (Maharashtra)

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Our Company

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

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

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

Our Objectives

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

Looking Ahead

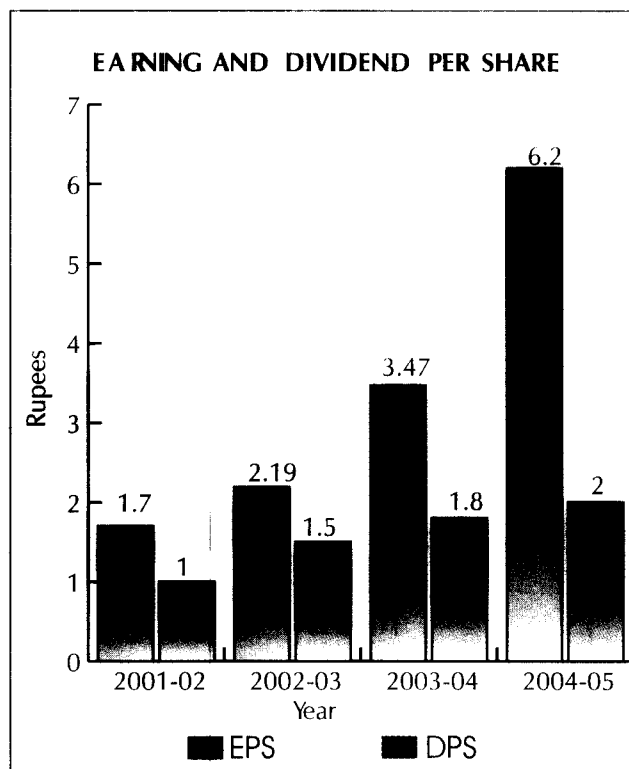
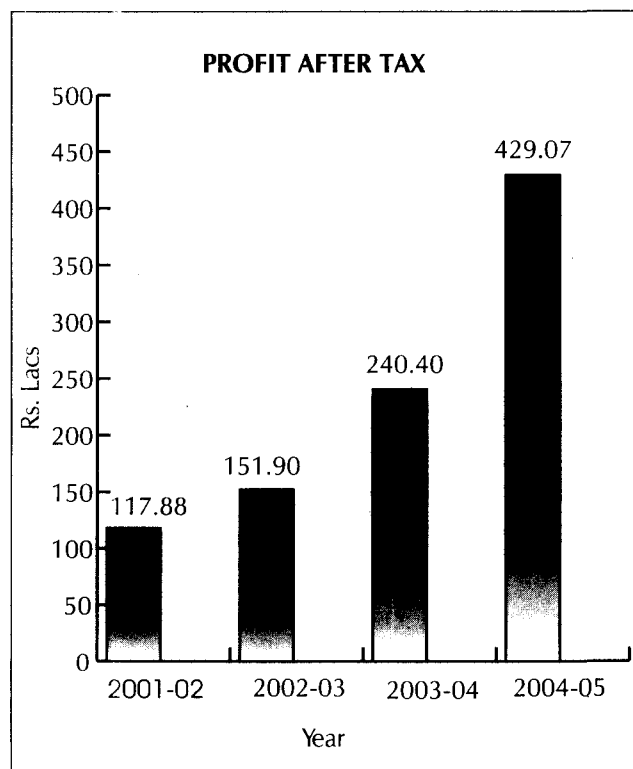
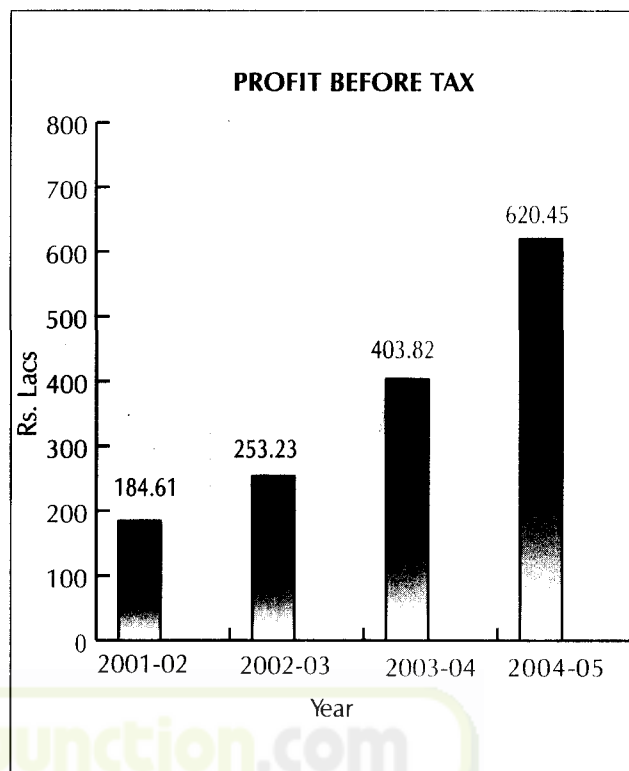
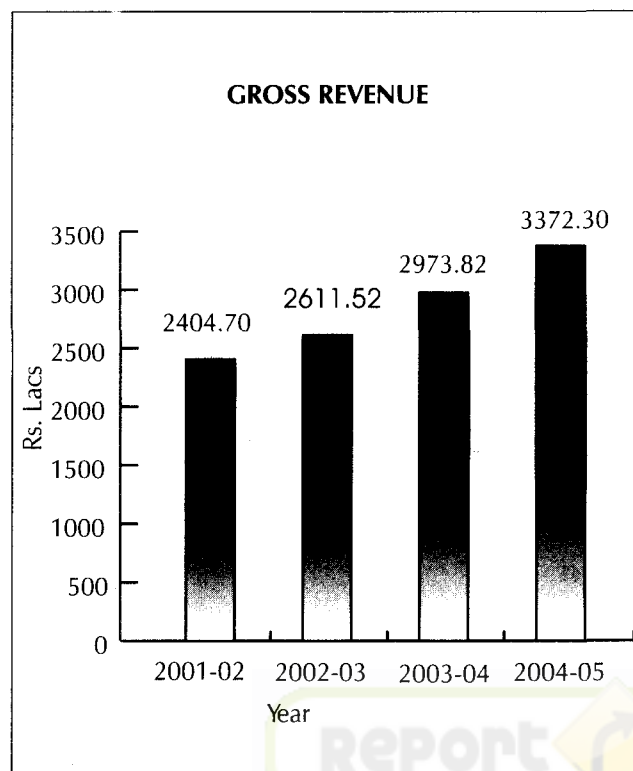
Control Print is in the right place at the right time. With continuous advancements in packaging technology and automation and a commitment from our customers to provide world class products with world class packaging to the end consumer, the Indian Coding & Marking market is poised for continued growth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

Besides the Coding & Marking market our Company is also focusing on developing digital printing systems for various markets & applications including packaging applications, specialty industrial applications, textile printing, and security printing. We are in the process of setting up a manufacturing plant in Baddi, Himanchal Pradesh for the manufacture of our full Contact Coder range and related consumables and later for advanced digital printing systems.

FINANCIAL HIGHLIGHTS

	2004-2005 <i>Rs. lacs</i>	<i>2003-2004</i> <i>Rs. lacs</i>	<i>2002-2003</i> <i>Rs. lacs</i>	<i>2001-2002</i> <i>Rs. lacs</i>
Gross Revenue	3372.30	2973.82	2611.52	2404.70
Profit Before Taxes	620.45	403.82	253.23	184.61
Profit After Taxes	429.07	240.40	151.90	117.88
Dividend	138.44	124.60	103.83	69.22
Funds Employed	2548.98	2356.35	2353.23	2242.57
Net Worth	2257.66	2064.54	2018.13	1970.98
Borrowings	188.61	176.95	251.78	386.60
Debt: Equity Ratio	0.07:1	0.08:1	0.11:1	0.16:1
Net Worth Per Equity Share (Rs. 10/- each) Rs.	32.62	29.83	29.16	28.47
Earning Per Equity Share (Rs. 10/- each) Rs.	6.20	3.47	2.19	1.70
Dividend Per Equity Share (Rs. 10/- each) Rs.	2.00	1.80	1.50	1.00

FINANCIAL HIGHLIGHTS

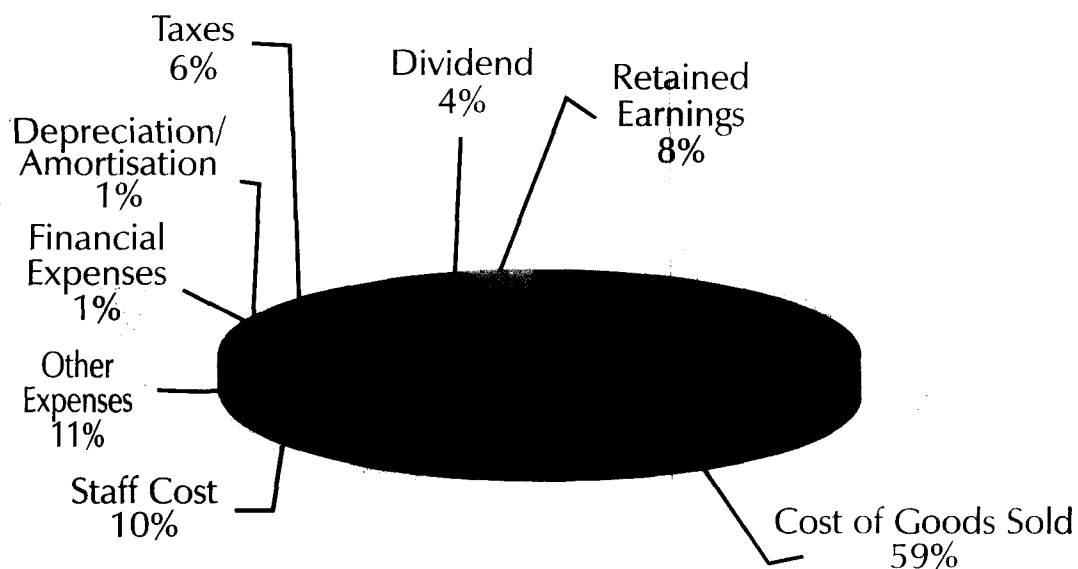


Sources of Total Revenue (Rs. 3372 lacs)

Other Income
2%Sales & Service Income
98%

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Distribution of Total Revenue (Rs. 3372 lacs)



NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of CONTROL PRINT (INDIA) LIMITED will be held on Tuesday, the 13th September 2005, at Hotel Kohinoor Continental, opp. J. B. Nagar, Andheri-Kurla Road, Mumbai-400 059 at 3.00 p.m. to transact the following business:

A. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2005 and the Profit & Loss Account for the year ended on that date, together with the Reports of the Directors and Auditors thereon.
2. To confirm the payment of interim dividend on Equity Shares of the Company for the year ended 31st March, 2005 and to declare final dividend for the year ended 31st March, 2005.
3. To appoint a Director in place of Mr. R. S. Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

B. SPECIAL BUSINESS:

5. To reissue forfeited shares

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Clause 23 (a) of the Listing Agreement with the Stock Exchanges and subject to such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), consent of the Company be and is hereby accorded to the Board to reissue 4,71,650 forfeited equity shares of the Company to such person (s) and/or entity (ies), in such proportion, at such price and on such terms and conditions, as the Board may think appropriate."

“RESOLVED FURTHER that the Board be and is hereby authorised to take all necessary steps in this regard in order to comply with the legal and/or procedural formalities, including authorising any Committee of Directors or any of the Directors/officers/executives of the Company to do all such acts, deeds or things to give effect to the above.”

By Order of the Board of Directors

Jayshree G. Chokhra
Company Secretary

Mumbai, 28th June 2005

Registered Office :

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
2. Proxy Form duly completed and stamped, to be effective, must be received by the Company at its Registered Office at least 48 (forty eight) hours before the time appointed for the meeting.
3. The relevant Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of Item No. 5 of the Notice as set out above, is annexed hereto and forms part of the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 6th September 2005 to 13th September 2005 (both days inclusive).
5. If the dividend on shares as recommended by the Board of Directors is passed at the meeting, payment of such dividend will be made on or after 14th September 2005 to those members whose names are on the Company's Register of Members on 13th September 2005. In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of shares as at the end of business hours on 5th September 2005 as per details furnished by the Depositories for this purpose.
6. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of a company is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

Members who have not so far encashed the dividend warrants in respect of the Interim Dividend 2001-02 (10%), Interim Dividend 2002-03 (10%), Final Dividend 2002-03 (5%), Interim Dividend 2003-04 (12%), Final Dividend 2003-04 (6%) and Interim Dividend 2004-05 (10%) are advised to submit their claim to the Company quoting their folio numbers / DP ID Client ID. Please note that as per section 205C of the Companies Act, 1956, no claim shall lie against the Company or the said

Fund in respect of individual amounts, which remain unclaimed or unpaid for a period of seven years from the date they first became due for payment and no payment, shall be made in respect of any such claims.

7. Members may avail themselves of the facility of nomination in terms of Section 109A of the Companies Act, 1956 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The members holding shares in physical form and desiring to avail of this facility may send their nomination in Form No. 2B duly filled in to the Company's Registrar and Transfer Agent. Members holding shares in demat form may contact their respective depository participants for recording of nomination.
8. Non-Resident Indian shareholders are requested to inform the Company's Registrar and Transfer Agent immediately:
 - a) The change in residential status on return to India for permanent settlement.
 - b) The particulars of Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank if not furnished earlier.
9. Details as required under Clause 49 VI A of the Listing Agreement with the Stock Exchange in respect of the Director seeking re-appointment at the Annual General Meeting, is separately annexed hereto. The Director seeking re-appointment has furnished the prescribed declaration under the Companies (Disqualification of Directors under section 274(1)(g) of the Companies Act, 1956) Rules, 2003.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 5

In February 1995, the Company had issued 24,69,800 Equity Shares of Rs. 10/- each for cash, at a premium of Rs. 20/- per share on Rights Basis to the Equity Shareholders of the Company. As per the terms of the Issue, sum of Rs.15/-, (Rs. 5/- towards share capital and Rs. 10/- towards premium) was payable on Application and balance of Rs. 15/- (Rs. 5/- towards share capital and Rs. 10/- towards premium) was payable on Allotment.

The last date for payment of Allotment Money was 12th June 1995. The Board of Directors of the Company issued one reminder notice to the Equity Shareholders who failed to pay the Allotment Money and granted extension up to 12th November 1995 to pay the unpaid Allotment Money, and also issued final notice granting extension upto 15th November 1996. At its meeting held on 30th December 1997, the Board of Directors of the Company forfeited 4,71,650 Equity Shares of the Company for non-payment of the Allotment Money.

The Company now proposes to re-issue these forfeited shares to part finance its expansion plans. In terms of clause 23 (a) of the Listing Agreement with the Stock Exchange, approval of the shareholders of the company is required to re-issue the forfeited shares to persons other than the existing shareholders.