

MANUAL
FEED
MODE

Board of Directors

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

Management Team

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

Company Secretary

Ms. Jalpa Bhatt

Auditors

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

Registered Office

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

Registrar & Share Transfer Agent

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

Legal Advisor

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

Works

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

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About us

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

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

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

Vision

To be India's leading Coding and Marking Solution Provider

Mission

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

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

Company Values

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

- Integrity
- Reliability
- Innovation
- Excellence
- Precision

Financial Highlights

(₹ in Lakhs)

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

Notice

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

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2010 and the Profit & Loss Account for the year ended on that date, together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. S. Jangid, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.
4. To consider and if thought fit, to pass with or without modification the following resolution as Special Resolution.
“RESOLVED that consent be and is hereby accorded under Section 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) for re-appointment of Mr. Shiva Kabra, Wholetime Director of the Company, with effect from 1st April, 2010 to 31st March, 2013, on terms and conditions as set out in the “Whole time Director's Agreement” dated 17th March, 2010 (the “Agreement”), entered into by the Company with Mr. Shiva Kabra, which Agreement is placed before this meeting and is hereby specifically approved with liberty to the Board of Directors (the “Board”) of the Company to alter and vary terms and conditions of the said Agreement.

A) Salary

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

B) Perquisites

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

C) Commission

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

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

D) Valuation Of Perquisites

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

E) Minimum Remuneraton

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

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

“RESOLVED that as approved by Remuneration Committee and in accordance with the provisions of Section 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) and subject to the approvals as are necessary, consent of the Company be and hereby accorded to revise the remuneration payable to Mr. Basant Kabra, Managing Director of the Company, with effect from 1st August, 2010 by modifying the Clause 5 of the Agreement dated 31st October, 2007, entered into by the Company with Mr. Basant Kabra, which Agreement is placed before this meeting and is hereby specifically approved with liberty to the Board of Directors (the “Board”) of the Company to alter and vary terms and conditions of the said Agreement.

A) Salary

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

B) Perquisites

- a) Housing: Free Furnished accommodation to be provided by the Company. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
- b) Medical Reimbursement: Reimbursement of medical expenses incurred including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and family.
- c) Leave Travel Concession: For self and family every year, incurred in accordance with the Rules of the Company.
- d) Club Fees: Fees of clubs, subject to a maximum of two clubs.
- e) Personal Accident Insurance/Group Life Insurance: Premium shall be paid as per the Rules of the Company.
- f) Provident /Pension Fund: Contribution to Provident Fund and Pension Fund to the extent such contribution, either singly or put together are exempt under the Income Tax Act, 1961.

- g) Gratuity: Half months salary for every completed year of service.
- h) Use of Company's Car with Driver for Company's business.
- i) Telephone & Fax Facility at Residence: Telephone & Fax facility shall be provided at the Managing Director's residence.
- j) Leave and encashment of unavailed leave as per the rules of the Company.

C) Commission

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

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

D) Valuation Of Perquisites

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

E) Minimum Remuneraton

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

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

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

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

By Order of the Board of Directors

Mumbai, 7th August, 2010

Jalpa Bhatt
Company Secretary

Registered Office:

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

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.
2. Proxy Form duly completed and stamped, to be effective, must be received by the Company at its Registered Office at least 48 (forty eight) hours before the time appointed for the Meeting.
3. The relevant Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of Item No.4 and Item No.5 of the Notice as set out above, is annexed hereto and form part of the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2010 to 28th September, 2010 (both days inclusive).
5. Under Section 205A of the Companies Act, 1956, the amount of Dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of a Company is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Members who have not so far encashed the dividend warrants in respect of the Interim Dividend 2003-04 (12%), Final Dividend 2003-04 (6%), Interim Dividend 2004-05 (10%), Final Dividend 2004-05 (10%), Interim Dividend 2005-06 (10%), Final Dividend 2005-06 (10%), Final Dividend 2006-07 (20%) and Final Dividend 2007-2008 (20%) are advised to submit their claim to the Company quoting their folio numbers / DP ID Client ID. Please note that as per section 205C of the Companies Act, 1956, no claim shall lie against the Company or the said Fund in respect of individual amounts, which remain unclaimed or unpaid for a period of seven years from the date they first became due for payment and no payment, shall be made in respect of any such claims.
6. Members may avail themselves of the facility of nomination in terms of Section 109A of the Companies Act, 1956 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The members holding shares in physical form and desiring to avail of this facility may send their nomination in Form No. 2B duly filled in to the Company's Registrar and Transfer Agent. Members holding shares in demat form may contact their respective depository participants for recording of nomination.
7. Details as required under Clause 49 VI A of the Listing Agreement with the Stock Exchange in respect of the Director seeking re-appointment at the Annual General Meeting, is separately annexed hereto. The Director seeking re-appointment has furnished the prescribed declaration under the Companies (Disqualification of Directors under section 274(1)(g) of the Companies Act, 1956) Rules, 2003.

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

Item No. 4

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

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

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

I) General Information

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

II) Information About The Appointee

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