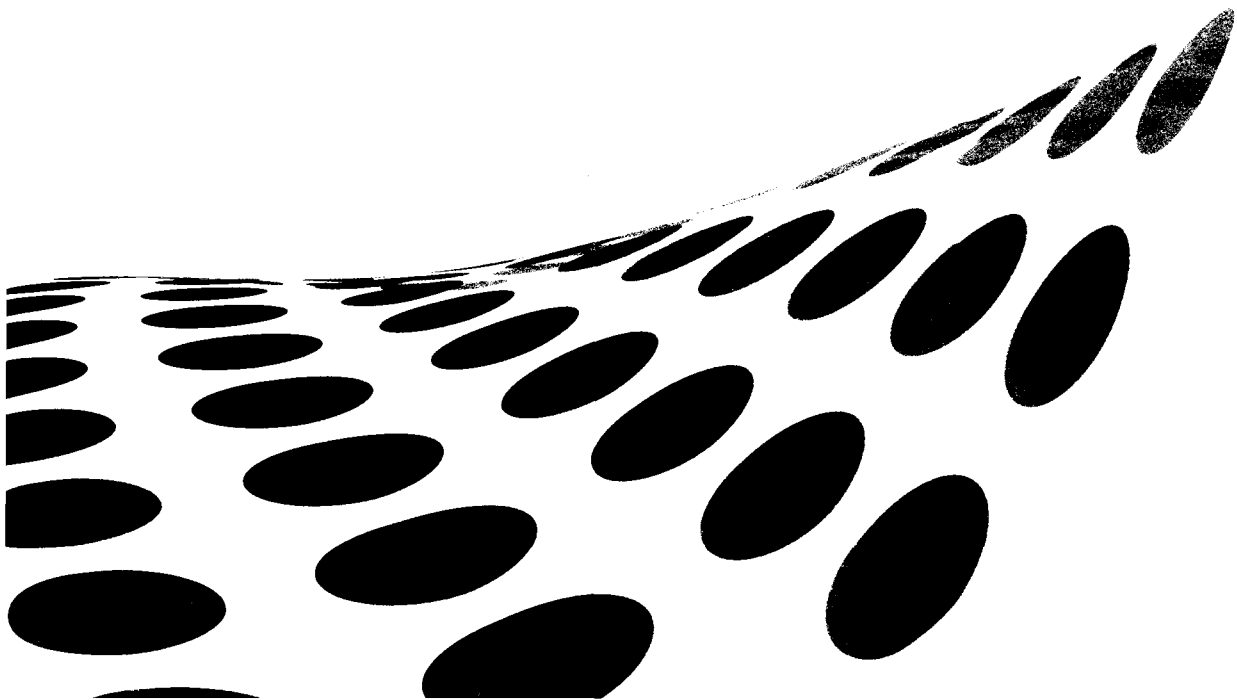


ANNUAL REPORT 2012-13



Board of Directors

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

Management Team

Mr. Basant S. Kabra (Managing Director)
Mr. Shiva Kabra (Wholetime Director)

Company Secretary and Chief Financial Officer

Ms. Saroj Agarwal

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) Private Limited
13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane,
Off. Andheri Kurla Road, Sakinaka, 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 Solutions 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)

FINANCIAL YEAR	2012-13	2011-12	2010-11	2009-10	2008-09
Gross Revenue	8082.64	7064.65	6285.01	4753.87	3793.51
Profit before Tax	1503.61	1101.66	762.27	224.71	85.56
Profit After Tax	1244.00	840.94	580.61	208.68	19.62
Dividend	181.46	173.46	NIL	NIL	NIL
Funds Employed	7497.70	6335.79	6337.10	5463.30	4628.40
Net Worth	7199.41	6003.94	5326.77	4606.77	4312.75
Borrowings	298.29	331.85	1010.33	856.53	315.65
Debt: Equity Ratio	0.04:1	0.05:1	0.19:1	0.18:1	0.07:1
Net Worth Per Equity Share (₹10/- each)	79.35	69.22	61.42	55.88	54.97
Earning Per Equity Share (₹10/- each)	₹14.09	₹9.70	₹7.09	₹2.59	₹0.26
Dividend Per Equity Share (₹10/- each)	₹2.00	₹2.00	NIL	NIL	NIL
Promoters Shareholding in %	48.99	46.05	45.76	43.59	41.34
Paid up Capital	907.32	867.32	867.32	824.38	784.58

NOTICE

Notice is hereby given that the Twenty-second Annual General Meeting of the Members of CONTROL PRINT LIMITED will be held on Monday, 12th August, 2013 at Mirage Hotel, International Airport Approach Road, Marol, Andheri (East), Mumbai - 400 059 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2013 and the Profit & Loss Account for the year ended on that date, together with the Reports of the Directors and Auditors thereon.
2. To declare final dividend of ₹2/- (Rupees Two Only) per equity share of the face value of ₹10/- each for the Financial Year ended 31st March, 2013.
3. To appoint a Director in place of Mr. S. S. Jangid, who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to Section 224 and other applicable provisions of the Companies Act, 1956, M/s. Dosi & Jain, Chartered Accountants, having Firm Registration No. FRN112435W, the retiring Auditors of the Company, having offered themselves for re-appointment, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of the 22nd Annual General Meeting up to the conclusion of the 23rd Annual General Meeting of the Company at a remuneration to be fixed by the Board & reimbursement of out of pocket expenses, if any incurred in connection with the audit.”

SPECIAL BUSINESS:

5. Re-appointment of Managing Director

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 for re-appointment of Mr. Basant Kabra, Managing Director of the Company, with effect from 1st January, 2013 to 31st December, 2015 on terms and conditions set out in the “Managing Director’s Agreement” dated 14th May, 2013 (the “Agreement”), entered into by the Company with Mr. Basant Kabra, which Agreement is placed before this meeting and is hereby specifically approved with liberty to the Board of Directors (“the Board”) of the Company to alter and vary terms and conditions of the said Agreement.

A. SALARY:

₹2,25,000/- (Rupees Two lacs Twentyfive 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. 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, whether in India or abroad, including premium paid on health insurance policies 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, towards travel undertaken in India or abroad.
- d. Club Fees: Fees of clubs, subject to the maximum of three 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, Internet & 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, perquisites and commission payable to Managing 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 REMUNERATION:

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

6. Re-appointment of Wholetime Director

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 for re-appointment of Mr. Shiva Kabra, Wholetime Director of the Company, with effect from 1st April, 2013 to 31st March, 2016, on terms and conditions set out in the “Wholetime Directors Agreement” dated 14th May, 2013 (the “Agreement”), entered into by the Company with Mr. Shiva Kabra, which 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/- (Rupees 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, whether in India or abroad, including premium paid on health insurance policies 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 towards travel undertaken in India or abroad.
- 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, Internet & 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.

By Order of the Board of Directors

For CONTROL PRINT LIMITED

Sd/-

Saroj Agarwal
Company Secretary

Mumbai, 30th May, 2013

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/HERSELF 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 Nos. 5 & 6 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 3rd August, 2013 to 12th August, 2013 (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 Final Dividend 2005-06 (10%) Final Dividend 2006-07 (20%) Final Dividend 2007-08 (20%) and Final Dividend 2011-12 (20%) are advised to submit their claim to the Company quoting their folio numbers / DP ID Client ID. **Dividend declared on 15th September, 2006 is due for transfer to Investor Education and Protection Fund (IEPF). Members who have not encashed their dividend warrant pertaining to the aforesaid years may approach the Company/its Registrar, for obtaining payments thereof.**
6. All 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, between 11.00 a.m. to 1.00 p.m. up to the Annual General Meeting.
7. The Certificate from the Auditors of the Company confirming compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 with respect to Companies Preferential Issue made in 2012 will be available for inspection at the Meeting.
8. Investor Grievance Redressal : The Company has designated an exclusive e-mail id viz. companysecretary@controlprint.com to enable investors to register their complaints, if any.
9. Details as required under Clause 49 VI A of the Listing Agreement with the Stock Exchange in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, is separately annexed hereto.
10. 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.
11. Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.