



GROWTH TRAJECTORY



Annual Report
2015 -16

CONTENTS

OVERVIEW

Financial Highlights	2
CSR Highlights	4

REPORTS

Board's Report	5
Management Discussion and Analysis	32
Report on Corporate Governance	35

FINANCIAL STATEMENTS

STANDALONE FINANCIAL STATEMENTS

Independent Auditors' Report	51
Balance Sheet	56
Statement of Profit and Loss Account	57
Cash Flow Statement	58
Notes	63

CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Auditors' Report	79
Consolidated Balance Sheet	80
Consolidated Profit and Loss Account	81
Consolidated Cash Flow Statement	82
Consolidated Notes	85
Form AOC-1	101

BOARD OF DIRECTORS

Mr. Basant Kabra
Chairman & Managing Director



Mr. Shiva Kabra
Whole-time Director



Ms. Nyana Sabharwal
Whole-time Director



Mr. Rakesh Agrawal
Independent Director



Mr. S.S. Jangid
Independent Director



Mr. Gaurav Himatsingka
Independent Director

CHIEF FINANCIAL OFFICER

Mr. Rahul Khetry

STATUTORY AUDITORS

M/s. Dosi & Jain,
Chartered Accountants

REGISTERED OFFICE

C-106, Hind Saurashtra Industrial Estate,
Andheri-Kurla Road, Marol Naka,
Andheri (East), Mumbai - 400059.
CIN: L22219MH1991PLC059800
Tel: (022)- 28599065, 66938900
Fax: (022)- 28528272
Email: companysecretary@controlprint.com

COMPANY SECRETARY

Ms. Shama Pawar

LEGAL ADVISOR

M/s. Parimal K. Shroff & Co.,
Advocates Solicitors & Notary

**REGISTRAR & SHARE
TRANSFER AGENT**

Bigshare Services Private Limited
E/2, Ansa Industrial Estate,
Saki-Vihar Road., Sakinaka,
Andheri (East), Mumbai-400072.
Tel: (022) – 40430200
Fax: (022) – 28475207
Email: investor@bigshareonline.com

STANDALONE FINANCIAL HIGHLIGHTS

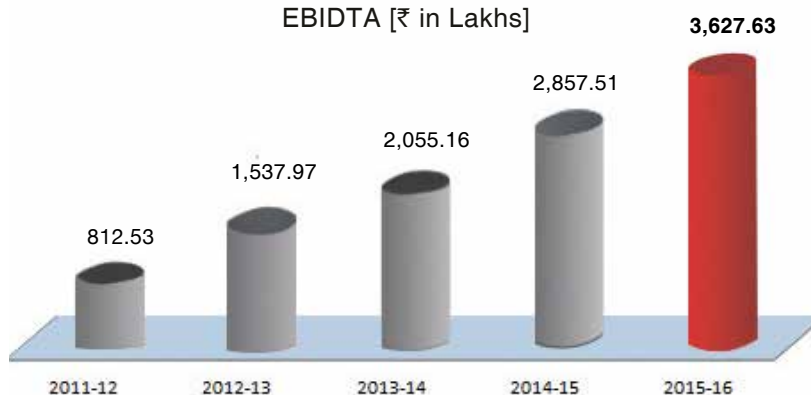
(₹ in Lakhs)

FINANCIAL YEAR	2015-16	2014-15	2013-14	2012-13	2011-12
Revenue	13,452.15	11,292.32	9,195.80	8,082.67	6,686.56
Profit Before Tax	3,359.26	2,794.91	1,945.07	1,515.78	1,117.39
Profit After Tax	2,644.80	1,915.25	1,411.20	1,244.00	840.94
Net Worth	12,201.03	10,184.33	8,467.33	7,199.41	6,003.94
Earning Per Equity Share (₹)	17.12	13.38	15.55	14.09	9.70
Dividend Per Equity Share (₹)	6.00	4.00	2.50	2.00	2.00

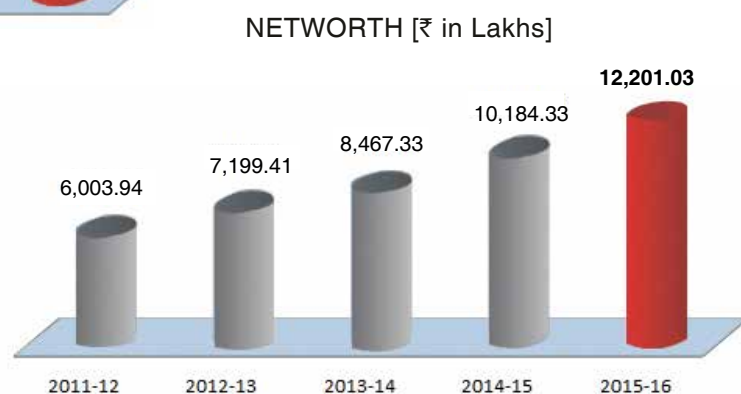
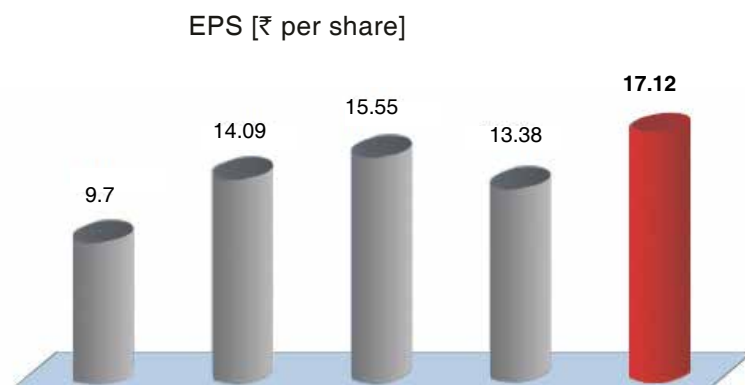
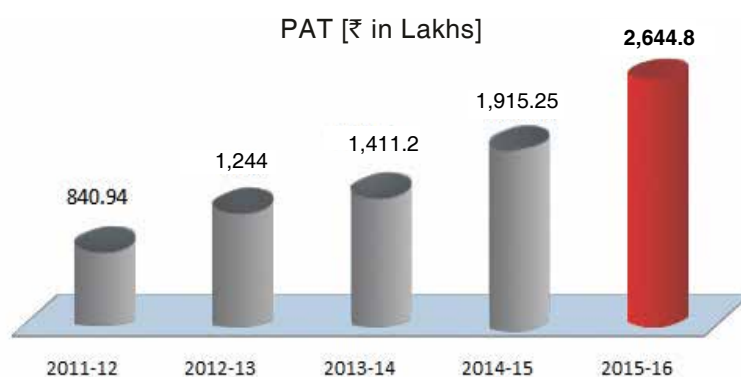
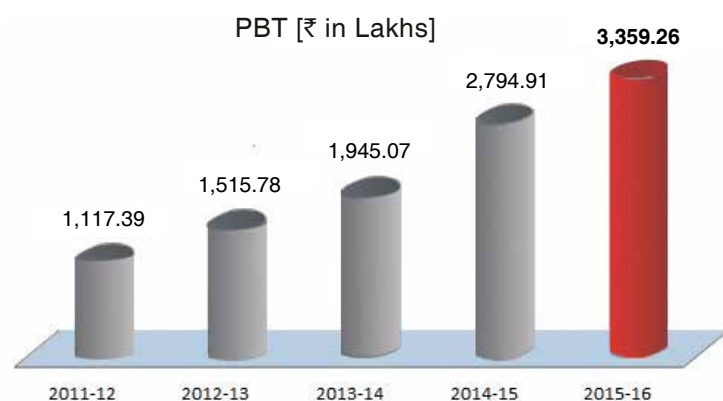
Revenue [₹ in Lakhs]



EBIDTA [₹ in Lakhs]



STANDALONE FINANCIAL HIGHLIGHTS



CONTROL PRINT'S CSR HIGHLIGHTS

Control Print Limited's (CPL's) Corporate Social Responsibility ("CSR") program is designed to inspire and equip future generation of change-makers to strive for innovation and galvanise technological advancements of products made in India, transforming India into a global manufacturing hub.



"Teacher and Principal trainings have been conducted to improve teaching skills, development of an overall school improvement plan, use of resources in the classroom, engage teachers in student development."



"Set-up a computer lab in Pune school in order to motivate students to learn and also encouraged teachers to attend trainings."



"Students engagement activities at Pune School to learn and enhance spoken English skills."

BOARD'S REPORT

To,

The Members of Control Print Limited,

On behalf of the Board of Directors, I am happy to present the 25th Directors' Report of your Company with the Balance Sheet and Profit & Loss Account for the year ended March 31, 2016.

FINANCIAL PERFORMANCE

Your Company's financial for the year ended March 31, 2016 as compared to the previous financial year ended March 31, 2015 is summarized below:

(₹ in Lakhs)

Particulars	2015-16	2014-15
Revenue from Operations	13,452.14	11,292.32
Other Income	55.23	129.08
Total Income	13,507.37	11,421.40
Profit before Depreciation & Tax	3,464.13	2,752.77
Less: Depreciation	265.90	191.78
Net Profit before Taxation and Exceptional Items	3,198.23	2,560.99
Add: Exceptional Items	161.03	233.92
Less: Provision for Taxation	740.00	790.00
Less: Deferred Tax	41.87	(11.23)
Less: Prior Period Adjustments	(67.41)	100.89
Net Profit after Tax	2,644.80	1,915.25

PERFORMANCE OVERVIEW

Your Company is India's one of the leading player in Coding and Marking Solutions provider. Total revenue from operations (net) for the year was ₹13,452.14 Lakhs, 19.13% growth over previous year of ₹11,292.32 Lakhs. Net profit after tax increased to ₹2,644.80 Lakhs in the current year from ₹1,915.25 Lakhs in the previous year, registering a growth of 38.09%.

Your Company had a successful FY2015-16 with strong financial results, reflecting our focus on delivering superior performance. Despite of certain economic conditions, your Company has improved its performance during the year.

Your Company prepares its financial statements in compliance with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. Overall the financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent and reasonable basis, so as to reflect in a true and fair manner the form and substance of transactions and reasonably present your Company's state of affairs, profit and cash flows for the year ended March 31, 2016.

There is no change in the nature of business of your Company during the year under review. There are no material changes and commitments affecting the financial position of your Company which occurred between the end of financial year 2015-16 and the date of this report.

DIVIDEND

During the year, the Board of Directors of the Company at their meeting held on January 4, 2016, declared and paid an interim dividend of ₹4/- per share (40%), on account of completing 25th year from its incorporation. Total outflow on account of interim dividend payout including dividend distribution tax amounted to ₹503.01 Lakhs.

Furthermore, in line with the excellent performance during the year, your Directors are pleased to recommend for approval of members, a final dividend of ₹2 per share (20%) for the financial year 2015-16. Total outflow on account of final dividend payout including dividend distribution tax amounts to ₹377.26 Lakhs.

The total outflow on account of total dividend (interim and final dividend) and dividend distribution tax would amount to ₹880.27 Lakhs as compared to ₹472.68 Lakhs in the previous year.

FIXED DEPOSITS

In terms of the provision of Sections 73 and 74 of the Companies Act, 2013 read with the relevant rules, your Company has not accepted any fixed deposits during the year under review.

TRANSFER TO RESERVES

Your Company did not transfer any sum to General Reserve for the year under review.

TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND

Pursuant to the Section 205C and other applicable provisions of Companies Act, 1956 (the corresponding provision in the Companies Act, 2013 have not been notified, and hence the earlier law is still applicable in respect of these provisions), the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend was required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and no claim shall lie against the Company.

Accordingly, an amount of ₹409,194/- being unclaimed/unpaid dividend for the year 2007-08 and which remained unpaid and unclaimed for a period of 7 years had been transferred by the Company to the IEPF. The Company updates the details of unclaimed / unpaid dividend on the Company's website: www.controlprint.com and on MCA website: www.mca.gov.in from time to time.

CHANGES IN THE SHARE CAPITAL

A) Authorised Capital

The Company had vide resolution passed through Postal Ballot/E-voting on December 28, 2015, increased Authorised Share Capital from ₹150,000,000/- (Rupees Fifteen Crores Only) to ₹200,000,000/- (Rupees Twenty Crore Only) divided into 20,000,000 (Two Crore) Equity Shares of ₹10/- (Rupees Ten Only) each.

B) Issued, Subscribed and Paid-up Capital

a) Conversion of warrants

The Members are aware that the Company had issued and allotted 1,000,000 warrants to Promoter and Promoter Group on preferential basis through Postal Ballot on December 11, 2013 with an option to convert it into Equity Shares of the Company. During the financial year 2014-15, Promoter and Promoter group had exercised their right of converting 400,000 warrants into equity

shares. During the year, Promoter and Promoter group had exercised their right of converting the balance warrants into equity shares by paying the remaining amount of the total consideration of the issue value, amounting to ₹53.23/- per share. Accordingly, 600,000 warrants were converted into 600,000 equity shares of ₹10/- each on June 30, 2015.

b) Bonus Shares

During the year, your Company had issued and allotted 5,224,124 Bonus Equity shares in the ratio of 1 (One) Bonus Equity Share for every 2 (Two) existing Equity Shares held by the shareholders of the Company.

Consequently, the Issued, Subscribed and Paid-up Capital of the Company has increased from ₹98,482,480/- to ₹156,723,720/- comprising of 15,672,372 Equity Shares of ₹10/- each.

SUBSIDIARY COMPANY

As on March 31, 2016, 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 (“the Act”), a statement containing salient features of the financial statements of the Company’s subsidiary (which includes associate companies and joint ventures) in Form AOC-1 is attached to the financial statements of the Company. Pursuant to the provision of Section 136 of the Act, the financial statements of the Company including consolidated financial statements along with the relevant documents and separate audited financial statements in respect of subsidiaries are 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 your 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 Act. 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: <http://controlprint.com>.

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

Separate reports on Corporate Governance and Management Discussion and Analysis as required by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as “SEBI (LODR)”] 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).

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Retirement by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013, Ms. Nyana Sabharwal (DIN: 02997515) retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. Appropriate resolution for her re-appointment is being placed for your approval at the ensuing AGM. The brief resume of the Directors and other related information has been detailed in the Notice convening the 25th AGM of your Company.

Re-appointment of Mr. Shiva Kabra as a Whole-time Director

Mr. Shiva Kabra was appointed as a Whole-time Director of the Company for a period of three years with effect from January 1, 2013. On the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on May 25, 2016, has re-appointed Mr. Shiva Kabra (DIN: 00190173) as a Whole time Director of the Company for a further period of three years with effect from April 1, 2016, subject to the approval of the members.

Appointment

The Board at its meeting held on January 4, 2016, appointed following officials as Key Managerial Personnel pursuant to the provision of Section 203 of the Companies Act, 2013:

- 1) Mr. Rahul Khetry as a Chief Financial Officer of the Company w.e.f. January 4, 2016;
- 2) Ms. Shama Pawar as a Company Secretary of the Company w.e.f. January 18, 2016.

Suspension from Services

During the year, the Company had suspended Ms. Saroj Agarwal from the services of Chief Financial Officer and Company Secretary of the Company w.e.f. July 10, 2015.

Declaration of Independence by Independent Directors

The Board confirms that all Independent Directors of the Company have given a declaration to the Board that they meet the criterion of independence as prescribed under Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI (LODR).

EVALUATION OF THE BOARDS' PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013, the Board is required to carry out annual evaluation of its own performance and that of its committees and individual Directors. Accordingly, your Company has carried out the performance evaluation as required during the year under review.

REMUNERATION POLICY

The Company has a Remuneration Policy in place for identification of independence, qualifications, and positive attributes of Directors, Key Managerial Personnel and other Senior Management Employees, forms part of Corporate Governance Report of this Annual Report.

MEETINGS OF THE BOARD

During the year, the Board of Directors met nine times. For further details of the meetings of the Board, please refer to the Corporate Governance Report, which forms part of this Annual Report.

AUDITORS AND INFORMATION ON AUDITORS' OBSERVATIONS

Statutory Auditors

M/s. Dosi & Jain, Chartered Accountants, Mumbai (FRN:112435W) were appointed as Statutory Auditors of your Company, for a period of three years upto FY2016-17 at the Annual General Meeting (AGM) held on September 12, 2014. However, as per the first proviso of Section 139(1) of the Companies Act, 2013 ("the Act"), the appointment of auditors has to be ratified by the Members at every AGM.