

# COMPANY INFORMATION

## CHIEF FINANCIAL OFFICER

Mr. Rahul Khetry

## COMPANY SECRETARY

Ms. Reena Shah

## STATUTORY AUDITORS

M/s. Naresh Jhawar & 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  
Fax: (022) - 2852 8272  
Email: [companysecretary@controlprint.com](mailto:companysecretary@controlprint.com)  
Website: [www.controlprint.com](http://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 (E), Mumbai-400059.  
Tel: (022) – 6263 8200  
Fax: (022) – 6263 8299  
Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

# CONTENTS

Board of Directors.....	01
Financial Highlights .....	02
CSR Highlights .....	04
Notice of the Annual General Meeting.....	05
Board's Report with Annexures.....	13
Management Discussion and Analysis.....	40
Report on Corporate Governance .....	43
Independent Auditor's Report.....	60
Standalone Financial Statements with Notes .....	66
Consolidated Auditor's Report.....	100
Consolidated Financial Statements with Notes ..	104
Attendance Slip and Route Map.....	133
Proxy Form .....	134

## BOARD OF DIRECTORS



### **MR. BASANT KABRA**

Chairman & Managing Director

He holds a degree of Bachelors in Chemical Engineering, having more than four decades of experience in overall management of the Company.



### **MR. RAKESH AGRAWAL**

Independent Director

He is a Post Graduate (Master of Engineering – Chemical) from Stevens Institute of Technology, New Jersey. He introduced Engineering Thermoplastics in India by setting up ABS Plastics Ltd, the first plant in the country to manufacture ABS and SAN resins and pioneered the market for these products in India.



### **MR. SHYAM SUNDER JANGID**

Independent Director

He is Law Graduate, Chartered Accountants, Company Secretary and also completed MBA from Indian School of Business Management & Administration. He is Practicing Chartered Accountant and has over 28 years of professional experience in the various fields such as Audit, Taxation, Finance, Structuring of Equity & Debt, Corporate Laws etc.



### **MR. GAURAV HIMATSINGKA**

Independent Director

He is a gold medallist in Financial Accounts and Management and has completed Diploma in Business Administration at Swansea Institute of Higher Education, University of Wales, U.K.



### **MS. RITU JOSHI**

Non-Executive Non Independent Director

She holds a Bachelor's degree in Economics and Statistics and Master's degree in Management Information Systems and a second Master's degree in Indology. She brings over 20 years of experience in marketing, consulting, Start-up, and Corporate experience both in the US and in India.



### **MR. SHIVA KABRA**

Joint Managing Director

He is graduate in Economics and Mathematics from Grinnell College, USA and holds a degree of Masters in Business Administration from INSEAD, France. He oversees the marketing, business development and strategy of the Company.

## STANDALONE FINANCIAL HIGHLIGHTS

( ₹ in crore)

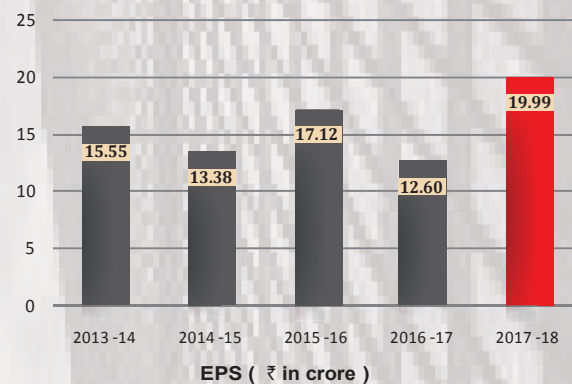
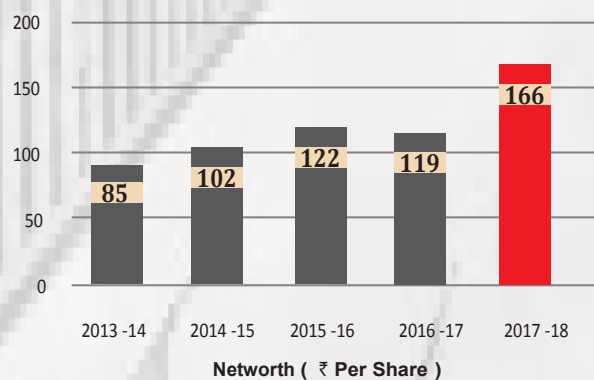
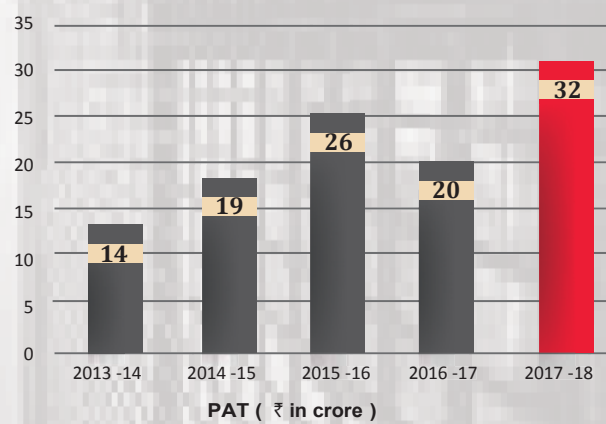
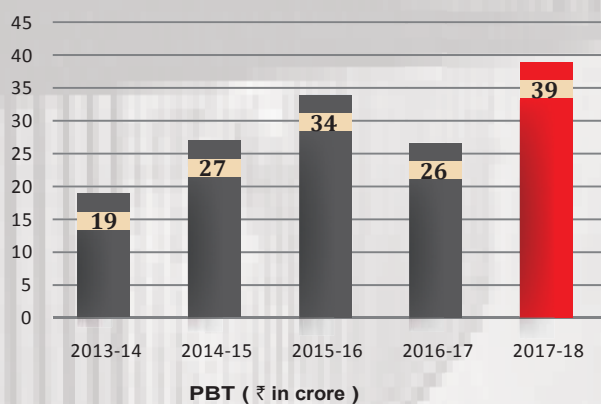
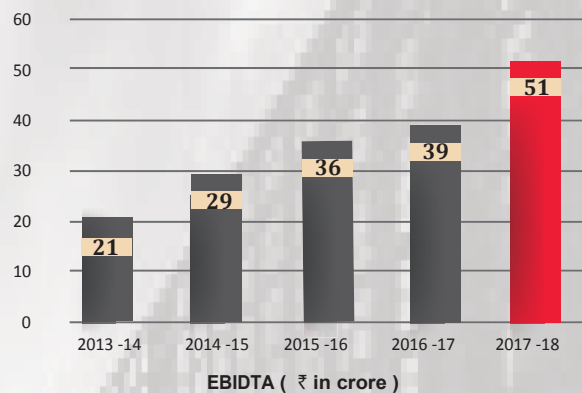
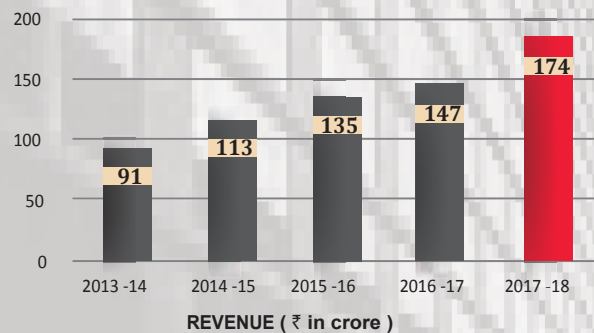
Particulars	FY2017 - 18	FY2016 - 17	FY 2015-16	FY 2014-15	FY2013-14
Revenue	173.93	147.34	134.52	112.92	91.06
Profit before Tax	38.51	26.05 <sup>#</sup>	34.27	26.94	19.36
Profit After Tax	31.63	19.75 <sup>#</sup>	26.45	19.15	14.11
Dividend outgo including Dividend Distribution Tax	12.79	11.32	7.31	4.72	2.76
Funds Employed	166.42	133.31	110.04	110.04	89.95
Net Worth	166.42	118.58	122.01	101.84	84.67
Borrowings	0	14.73	13.12	8.17	5.27
Debt Equity Ratio	0	0.11:1	0.08:1	0.08:1	0.06:1
Net Worth Per Equity Share of ₹ 10/-	101.9	87.34 <sup>#</sup>	77.85	64.98 <sup>*</sup>	93.32
Earning Per Equity Share of ₹ 10/-	19.99	12.60 <sup>#</sup>	17.12	13.38 <sup>*</sup>	15.55
Dividend Per Equity Share of ₹ 10/-	6.5	6.00	6.00	4.00	2.50
Promoters Shareholding in Percentage (%)	53.9	55.90	55.83	53.14	49.08
Paid up Capital	16.33	15.67	15.67	9.85	9.07

**Note:**

\* Adjusted for Issuance of Bonus Shares

# After Restatement as per Ind-AS

## STANDALONE PERFORMANCE HIGHLIGHTS





## CSR HIGHLIGHTS DURING FINANCIAL YEAR 2017-18

**LEARNING LINK FOUNDATION (LLF):** LLF enhances the quality of education by designing and implementing comprehensive solutions that focus on improving student learning. LLF initiatives provide need-aligned professional development for school leaders and teachers, remedial learning for students to bridge learning gaps, and build student interest and engagement through subject enrichment sessions.



**ASEEMA FOUNDATION:** To equip children from marginalized communities with high quality, value based education, enabling development of their limitless potential. Aseema's Pre-Primary program encourages children to engage in learning activities of their choice at their own pace. The children enjoy learning by making discoveries with the materials, cultivating concentration, motivation, self-discipline and compassion.



**CUDDLES FOUNDATION:** Provides holistic nutritional support to underprivileged children afflicted with cancer and enables higher chance to cure and reduce mobility.





## 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.: 022-28599065/66938900, Fax : 022-28528272  
Website: [www.controlprint.com](http://www.controlprint.com). Email: [companysecretary@controlprint.com](mailto:companysecretary@controlprint.com)

### NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting (AGM) of the Members of **CONTROL PRINT LIMITED** ('the Company') will be held on **THURSDAY, JULY 26, 2018 at 3.30 P.M.** at Mirage Hotel, International Airport Approach Road, Marol, 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, 2018, 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, 2018 and to confirm interim dividend of ₹ 3.00 per equity share already declared and paid for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Shiva Kabra (DIN: 00190173), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 4. Appointment of Ms. Ritu Joshi (DIN: 2600483) as a Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) Ms. Ritu Joshi (DIN: 2600483) who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 25, 2017 and who holds office up to the date of this Annual General Meeting ('AGM') and who is eligible for appointment and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

##### 5. Re-appointment and increase in remuneration of Mr. Basant Kabra (DIN: 00176807) as Managing Director

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 152, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other consents and approvals as may be required and pursuant to Articles of the Articles of Association of the Company and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings, the consent of the Members of the Company be and is hereby accorded for re-appointment and increase in remuneration of Mr. Basant Kabra (DIN : 00176807), Managing Director of the Company for a period of three (3) years w.e.f January 01, 2019 to December 31, 2021, liable to retire by rotation, on the following terms and conditions:

1. **Tenure of Re-appointment:** From January 01, 2019 to December 31, 2021.

2. **Remuneration Payable:** ₹ 2,75,000/- (Rupees Two Lakh Seventy Five Thousand Only) per month; with such increases as may be decided by the Board of Directors from time to time.

3. **Other Perquisites and Benefits :**

**A. 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: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
- 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.

**B. 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 197 and 198 of the Companies Act, 2013.

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 197 and 198 and other applicable provisions of the Companies Act, 2013.

**C. 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.

4. **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 V to the Companies Act, 2013, from time to time.

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

6. **Ratification of Cost Auditor's Remuneration**

To consider and, if thought fit, to pass 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, 2019.



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

**7. Approval to deliver documents through a particular mode as may be sought by the member**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 20 of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as ‘the Act’), consent of the Company be and is hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their address, or by such electronic or other mode prescribed under the Act and as desired by Member(s), from time to time.

**RESOLVED FURTHER THAT** upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and/ or charge such fees from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the member for delivery of such document through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week advance of the dispatch of the document by the Company.

**RESOLVED FURTHER THAT** Board be and is hereby authorize 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 7 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), 2015”] and Secretarial Standard-2 [SS-2], of persons seeking appointment / re-appointment as Directors under Item No. 3 to 5 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 Friday, July 20, 2018 to Thursday, July 26, 2018 (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 payable 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 Thursday, July 19, 2018; 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 Thursday, July 19, 2018.
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 Apartment, Andheri (E), Mumbai - 400 059, Tel.: 022-6263 8200 or email 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, 2018 to the Company atleast 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 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 Participant(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 2017-2018 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. 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 the Regulation 44 of the SEBI (LODR), 2015, the Company is pleased to provide its members facility to exercise their right to vote at the 27<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
Monday, July 23, 2018	Wednesday, July 25, 2018

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. Thursday, July 19, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

- B) The facility for voting through ballot/polling paper shall also be made available at the venue of the 27<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.