

Annual Report

2016-17



COMPANY INFORMATION

CHIEF FINANCIAL OFFICER

Mr. Rahul Khettry

STATUTORY AUDITORS

M/s. Dosi & Jain,
Chartered Accountants

LEGAL ADVISOR

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

REGISTERED OFFICE

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
Website: <https://www.controlprint.com>

COMPANY SECRETARY

Ms. Reena Shah

BANKERS

ICICI 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
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis Apartments,
Makwana Road, Andheri (East),
Mumbai-400059.
Tel: (022) - 6263 8200
Fax: (022) - 6263 8299
Email: investor@bigshareonline.com
Website: <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
Auditors' Certificate on Corporate Governance	61
Declaration on Financial Statements	62
Independent Auditor's Report	63
Standalone Financial Statements with Notes	68
Consolidated Auditor's Report	91
Consolidated Financial Statements with Notes	94
Attendance Slip and Route Map	
Proxy Form	

BOARD OF DIRECTORS



1

2

3

4

5

6

1. **Mr. Gaurav Himatsingka**
Independent Director

3. **Mr. Basant Kabra**
Managing Director

5. **Ms. Nyana Sabharwal**
Whole-time Director

2. **Mr. S. S. Jangid**
Independent Director

4. **Mr. Rakesh Agrawal**
Independent Director

6. **Mr. Shiva Kabra**
Whole-time Director

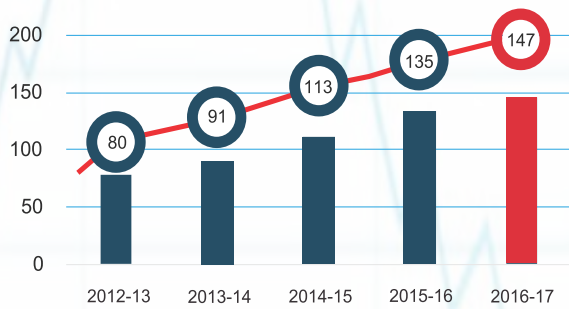
STANDALONE FINANCIAL HIGHLIGHTS

(₹ in crore)

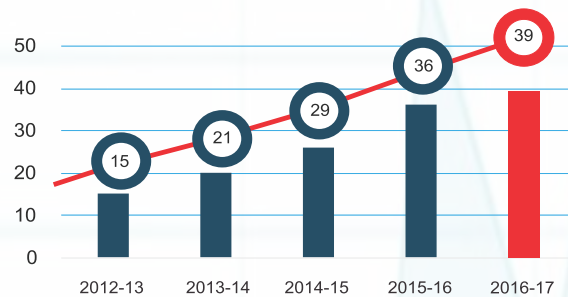
Particulars	FY2016 - 17	FY 2015-16	FY 2014-15	FY2013-14	FY 2012-13
Revenue	147.35	134.52	112.92	91.06	79.82
Profit before Tax	34.09	34.27	26.94	19.36	15.04
Profit after Tax	26.08	26.45	19.15	14.11	12.44
Dividend outgo including Dividend Distribution Tax	11.32	8.81	4.72	2.76	2.12
Funds Employed	135.13	110.04	110.04	89.95	74.98
Net Worth	136.89	122.01	101.84	84.67	71.99
Borrowings	14.73	13.12	8.17	5.27	2.98
Debt Equity Ratio	0.11:1	0.08:1	0.08:1	0.06:1	0.04:1
Net Worth Per Equity Share (₹ 10/- each)	87.34	77.85	64.98*	93.32	79.35
Earning Per Equity Share (₹ 10/- each)	16.64	17.12	13.38*	15.55	14.09
Dividend Per Equity Share (₹ 10/- each)	6.00	6.00	4.00	2.50	2.00
Promoters Shareholding in %	55.90	55.83	53.14	49.08	48.99
Paid up Capital	15.67	15.67	9.85	9.07	9.07

* Adjusted for Issuance of Bonus Shares

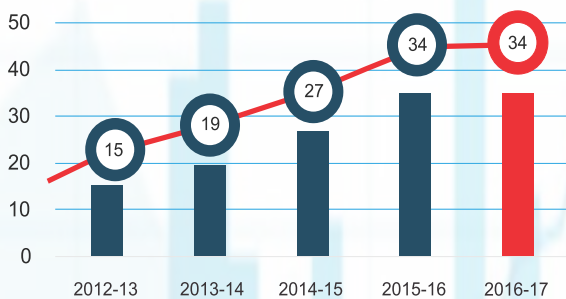
STANDALONE PERFORMANCE HIGHLIGHTS



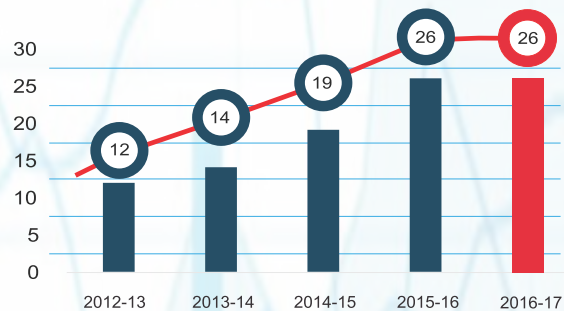
REVENUE (₹ in crore)



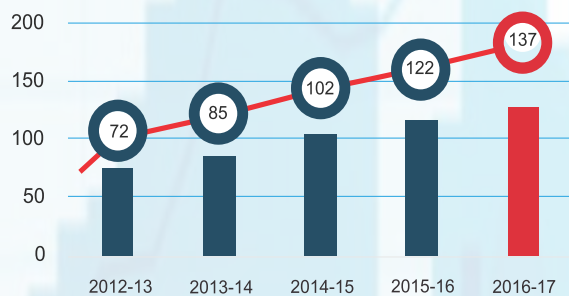
EBITDA (₹ in crore)



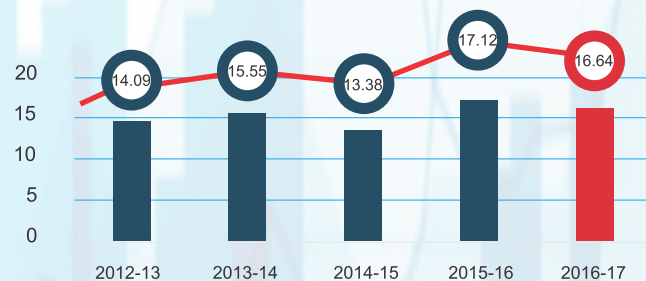
PBT (₹ in crore)



PAT (₹ in crore)



NETWORTH (₹ in crore)



EPS (₹ per share)

CSR HIGHLIGHTS DURING FINANCIAL YEAR 2016-17

LEARNING LINK FOUNDATION : Improves the quality of education in Government Schools by harnessing the power of technology in education. In addition the programme develop 21st century Skills, Leadership with students, teachers and the School Principal.



JAI VAKEEL FOUNDATION : This programme supports the education of Children with special needs to develop their cognitive social skills. Students participate in various extracurricular activities like dance, music, sports, yoga and art.



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.: 022-2859 9065 / 6693 8900, Fax : 022-2852 8272

Website: www.controlprint.com. Email: companysecretary@controlprint.com

NOTICE

Notice is hereby given that the twenty-sixth Annual General Meeting (AGM) of the Members of **CONTROL PRINT LIMITED** will be held on Friday, September 15, 2017 at Peninsula Grand Hotel, Saki Naka Junction, Andheri (East), Mumbai - 400 072 at 11.00 a.m. 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, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 2.50/- (Rupees Two and Fifty Paise Only) and to declare final dividend of ₹ 3.50/- (Rupees Three and Fifty Paise Only) per equity share of the face value of ₹ 10/- each for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Basant Kabra (DIN: 00176807), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** for the appointment of Statutory Auditors of the company :

"RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Jhavar Mantri & Associates, Chartered Accountants (Firm Registration No. 113221W), be and hereby appointed as Statutory Auditors of the Company, in place of retiring Auditors, M/s. Dosi & Jain, Chartered Accountants (Firm Registration No. 112435W), to hold office from the conclusion of this 26th AGM until the conclusion of the 31st AGM to be held in the year 2022, subject to ratification by members every year, at such remuneration plus applicable tax and reimbursement of actual out of pocket expenses as may be mutually agreed between the Board of Directors of the Company (including a Committee thereof) and the Statutory Auditors."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution as **Special Resolution** for adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the draft regulations contained in the Articles of Association of the Company as submitted to this Annual General Meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company and the same be approved and adopted as the new Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may

be deemed necessary, proper, desirable and expedient in its absolute discretion, to give effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director(s) of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution."

6. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution** for ratification of Cost Auditor's remuneration:

"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 ₹ 1,55,000/- (Rupees One Lac Fifty Five Thousand Only) plus applicable tax and reimbursement of actual out of pocket expenses, if any, to Mr. Paresh Jaysih Sampat, Cost Accountants, (Membership No. 33451), who were appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2018."

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. 5 to 6 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 and Secretarial Standard-2 [SS-2], of persons seeking appointment / re-appointment as Directors under Item No. 3 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 Saturday, September 09, 2017 to Friday, September 15, 2017 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the AGM.
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 Annual General Meeting.
5. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be paid on or after seven days from 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 Friday, September 08, 2017; 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 Friday, September 08, 2017.
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, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartment, Makwana Apartment, Andheri (E), Mumbai - 400 059.
 9. Shareholders are requested to forward their queries on the accounts for the financial year ended March 31, 2017 to the Company at least 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 along with Attendance Slip.
 12. 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) Regulation 2015, the Company is pleased to provide its members facility to exercise their right to vote at the 26th Annual General Meeting (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
Tuesday, September 12, 2017	Thursday, September 14, 2017

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. Friday, September 08, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- B) The facility for voting through ballot/polling paper shall also be made available at the venue of the 26th 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) Mr. Nilesh Shah (Membership No. FCS-4554) or failing him Ms. Hetal Shah (Membership No. FCS-8063) 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.
- D) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- E) The result declared along with the Scrutinizer's Report shall be placed on the Company's website at www.controlprint.com and on the website of CDSL. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company are listed.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, September 12, 2017 at 9:00 A.M. and ends on Thursday, September 14, 2017 at 5:00 P.M. During this period Member's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, September 08, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.