

NOTICE

Notice is hereby given that the Twenty-third Annual General Meeting of the Members of CONTROL PRINT LIMITED will be held on Friday, 12th September, 2014 at Mirage Hotel, International Airport Approach Road, Marol Naka, Andheri (East), Mumbai - 400 059 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Profit & Loss Account for the year ended on that date, together with the Reports of the Directors and Auditors thereon; and
2. To declare final dividend of ` 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share of the face value of ` 10/- each for the Financial Year ended 31st March, 2014.
3. To appoint a Director in place of Mr. Basant Kabra, 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 139 and other applicable provisions of the Companies Act, 2013 M/s. Dosi & Jain, Chartered Accountants, having Firm Registration No. 112435W, 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 23rd Annual General Meeting up to the conclusion of the 26th Annual General Meeting subject to ratification by shareholders at each Annual General Meeting to be held hereafter, at a remuneration to be mutually agreed between the Auditor and the Board of Directors.”

SPECIAL BUSINESS:

5. Appointment of Mr. Rakesh Agrawal as an Independent Director.

To consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder Mr. Rakesh Agrawal (DIN 00057955), who was appointed as a Director liable to retire by rotation, be and is hereby appointed as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1st April 2014 upto 31st March 2019.”

6. Appointment of Mr. S. S. Jangid as an Independent Director.

To consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder Mr. S. S. Jangid (DIN 01186353), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1st April 2014 upto 31st March 2019.”

7. Appointment of Mr. Gaurav Himatsingka as an Independent Director.

To consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder Mr. Gaurav Himatsingka (DIN 00050776), who was appointed as a Director liable to retire by rotation, be and is hereby appointed as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1st April 2014 upto 31st March 2019.”

8. Ratification of Remuneration to Cost Auditor

To consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to Section 141,148 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with relevant Cost Accounting Rules and subject to the approval of Central Government as may be required, the Company hereby approves and ratifies the remuneration of ` 155,000/- (Rupees One Lakh Fifty Five Thousand Only) plus applicable taxes and out of pocket expenses payable to Mr. Paresh Jayish Sampat (Membership No. 33451), Cost Accountants, appointed as Cost Auditors of the Company for the financial year 2014-15.”

By Order of the Board of Directors
For **CONTROL PRINT LIMITED**

Saroj Agarwal
Company Secretary

Mumbai, 30th May, 2014

Registered Office:

C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road,
Marol Naka, Andheri (East), Mumbai – 400 059.
CIN: L22219MH1991PLC059800

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 Register of Members and Share Transfer Books of the Company will remain closed from 8th September 2014 to 12th September 2014 (both days inclusive).
4. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfer Agents of the Company, Sharepro Services (India) Private Limited at 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri-East, Mumbai 400 072.
5. Members who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrars and Share Transfer Agents of the Company at the above address and in case shares are held in demat form, to their respective Depository Participants.
6. Electronic Clearing Service ('ECS') is available for quick remittance of dividend without possible loss/delay in postal transit. Members are requested to fill in the form which can be obtained from the Company's Registrars and Share Transfer Agents and forward the same to the Company's Registrars and Share Transfer Agents if the shares are held in physical form and to the Depository Participant in case the shares are held in dematerialized form.
7. 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 2007-08 (20%), Final Dividend 2011-12 (20%) and Final Dividend 2012-13 (20%) are advised to submit their claim to the Company quoting their folio numbers / DP ID Client ID. **Dividend declared on 24th September 2007 and 23rd September, 2008 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.**
8. All documents referred to in the accompanying Notice and the Explanatory Statement including the draft letter of appointment proposed to be issued to the Independent Directors 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.
9. 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.

10. 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.
11. Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 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. SH.13 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.
12. Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
13. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The detailed procedure for e-Voting is annexed with the Annual Report.
14. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably addressed.

By Order of the Board of Directors
For **CONTROL PRINT LIMITED**

Saroj Agarwal
Company Secretary

Mumbai, 30th May, 2014

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