

# CONTROL PRINT LIMITED

Registered Office: C-106, Hind Saurashtra Indl. Estate, Andheri-Kurla Road,  
Marol Naka, Mumbai 400 059.

Phone: +91 22 28599065 Fax: +91 22 28528272

CIN: L22219MH1991PLC059800 Website: www.controlprint.com



## POSTAL BALLOT

### **Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014**

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), Clause 35B of the Listing Agreement with Stock Exchanges and other applicable laws and regulations, that the resolutions appended are proposed to be passed by way of Postal Ballot / e-voting.

The Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Postal Ballot or e-voting (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

The Board of Directors of your Company at its Meeting held on 17<sup>th</sup> November, 2015 have appointed Mr. Nilesh Shah, Company Secretary in Whole-time Practice as the "Scrutinizer" for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to read carefully the instructions printed in the enclosed Postal Ballot Form and return the same duly completed and signed, in the Business Reply Envelope enclosed, so as to reach the Scrutinizer on or before Saturday, 26<sup>th</sup> December, 2015 by 5.30 P.M.

Members desiring to opt for e voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot in this Postal Ballot Notice include votes received electronically.

After completion of scrutiny, the Scrutinizer will submit his report, addressed to the Chairman of the Board of Directors of your Company. The results of the Postal Ballot will be announced by Mr. Basant S. Kabra (DIN: 00176807), Managing Director and failing him by Mr. Shiva Kabra (DIN: 00190173), Whole Time Director of the Company, at the Registered Office of your Company on Monday, 28<sup>th</sup> December, 2015 at 5:30 p.m. The aforesaid result would be displayed along with the Scrutinizer's report on the Company's website viz. www.controlprint.com and intimated to the Stock Exchanges where the shares of the Company are listed and shall be published in the newspapers.

### **RESOLUTIONS:**

#### **Item no. 1 – Increase in Authorized Share Capital:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased to ₹ 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore only) Equity Shares of ₹ 10 (Rupees Ten only) each from ₹ 15,00,00,000 (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of ₹ 10 (Rupees Ten only) each by creating an additional 50,00,000 (Fifty Lakh only) Equity Shares of ₹ 10 (Rupees Ten only) each aggregating to ₹ 5,00,00,000 (Rupees Five Crore only)."

#### **Item no. 2 – Alteration of Capital Clause of Memorandum of Association:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act 2013, Clause V of the Memorandum of Association of the Company be and is hereby amended and be substituted by the following:

V. *The Authorized Share Capital of the Company is ₹ 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each subject to increase or decrease in its shares being subdivided or consolidated in accordance with the regulations of the Company and the legislative provision for the time being in force in this behalf. The shares in the capital for the time being whether original or increase may be divided in several classes with preferential, special, qualified or deferred rights, privileges or conditions attached thereto.*

**RESOLVED FURTHER THAT** the any one Director and / or Company Secretary of the Company be and are hereby jointly and / or severally authorized to sign e-forms, other forms, returns, documents as may be required to be filed with the Ministry of Corporate Affairs, Registrar of Companies and to do all acts, deeds and things necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection."

**Item no. 3 – Approval for the issue of Bonus Shares by capitalisation of reserves:**

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

**“RESOLVED THAT** in accordance with Section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Articles 115(1) of the Articles of Association of the Company together with the applicable regulations/guidelines issued by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and Bombay Stock Exchange Ltd. (BSE) in this behalf and subject to such approvals, consent, permissions and sanctions as may be necessary from appropriate authorities, the approval be and is hereby accorded to the Board of Directors of the Company, including any committee thereof (hereinafter referred to as the Board) for capitalization of sum of ₹ 5,22,41,240/- (Rupees Five Crore Twenty Two Lakh Forty One Thousand Two Hundred Forty Only) from free reserves of the Company built out of the genuine profits over the years or any other permitted reserves/surplus of the Company for the purpose of issue of Bonus Equity Shares of ₹ 10/- each credited as fully paid-up to the holders of the Equity Shares of the Company in the proportion of 1 (One) Bonus Equity Shares of ₹ 10/- (Rupees Ten only) each, for every 2 (Two) fully paid-up Equity Share of ₹ 10/- (Rupees Ten only) each held by Member (i.e. 1:2) to such member whose name appears on the Register of Members/ List of Beneficial Owners on the “Book Closure Date/Record Date”, to be decided in consultation with BSE and the Bonus Shares so distributed shall for all purpose be treated as an increase in the paid-up share capital of the Company held by each such member, and not as income or in lieu of dividend.”

**RESOLVED FURTHER THAT** all such new Bonus Equity Shares issued and allotted shall rank pari-passu in all respects, including the full dividend for the financial year in which the shares are allotted with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** fractions, if any arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof shall be allotted by the Board to nominee(s) to be appointed by Board, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

**RESOLVED FURTHER THAT** the issue and allotment of such Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FII) and other foreign investors shall be subject to permission and/or approval of the Reserve Bank of India (RBI), or any other authority as may be necessary.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue and allotment of Bonus Shares including but without limitation to filing of any documents with any statutory/other concerned authorities if any and to settle any question, difficulty or doubt that may arise in regard thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

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

**Basant Kabra**  
**Managing Director**  
(DIN: 00176807)

Mumbai, 17<sup>th</sup> November, 2015

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

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolutions at Item Nos. 1 to 3 above, are appended herein for your consideration.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Postal Ballot / voting by electronic means (e-voting).
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an

agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of voting through postal forms. E-voting facility is optional.

4. The notice is being sent to all the members by post / courier (and electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, 17<sup>th</sup> November, 2015 and these will be considered for voting.
5. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
6. The dispatch of the Postal Ballot Notices will be completed on Monday, 23<sup>rd</sup> November 2015. The voting through Postal Ballot/e-voting will commence on Wednesday 25<sup>th</sup> November, 2015 at 9.00 AM and will end on Saturday, 26<sup>th</sup> December 2015 at 5.30 P.M
7. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
8. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [companysecretary@controlprint.com](mailto:companysecretary@controlprint.com). The Registrar and Transfer Agent / Company shall forward the same along with Business Reply Envelope to the Member.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.30 P.M.) on Saturday, 26<sup>th</sup> December, 2015. If any postal ballot is received after 5.30 P.M. on Saturday, 26<sup>th</sup> December, 2015, it will be considered that no reply from the Member has been received.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, at 5.30 P.M., on Monday, 28<sup>th</sup> December, 2015 at the Registered Office and will also be displayed on the website of the Company ([www.controlprint.com](http://www.controlprint.com)), besides being communicated to the Stock Exchanges and Depository on the said date.
13. The date of declaration of results of the postal ballot, i.e. Monday, 28<sup>th</sup> December, 2015, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours till Saturday, 26<sup>th</sup> December, 2015.

#### **Voting through electronic means**

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of voting through physical Postal Ballot Form. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

#### **The instructions for e-voting are as follows :**

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process :
  - a) Open email and open the PDF file titled '[CPL e-voting.pdf](#)', using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
  - b) Launch your internet browser and type out the following URL : <https://www.evoting.nsdl.com>.
  - c) Click on Shareholder – Login.
  - d) Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
  - e) The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
  - f) The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
  - g) Select 'EVSN' (E-Voting Serial Number) of **Control Print Limited**.
  - h) Now you are ready for e-voting as the Cast Vote page opens.
  - i) Cast your vote by selecting the option of your choice and click on 'submit'. Remember to 'Confirm' when prompted.

- j) On confirmation, the message 'Vote cast successfully' will be displayed.
  - k) Once you have voted on a resolution, you will not be allowed to modify your vote.
2. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail to [nilesh@ngshah.com](mailto:nilesh@ngshah.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  3. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted :
    - a. The initial password is provided at the bottom of the Postal Ballot Form.
    - b. Please follow all the steps from (a) to (k) mentioned above, in order to successfully cast your vote.
  4. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  5. If you as a Demat account holder have forgotten the existing password, then enter the User ID and the image verification code and click on "Forget User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.:1800-222-990. "Forget User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  6. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
  7. The e-voting period commences on 25<sup>th</sup> November, 2015 (9:00 A.M.) and ends on 26<sup>th</sup> December, 2015 (5:30 P.M.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. 17<sup>th</sup> November, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
  8. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date, i.e. 17<sup>th</sup> November, 2015.

#### **Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013**

##### **Item nos. 1 to 3**

We are pleased to state that your Company is in the process of completing its "Silver Jubilee" during this financial year. The Board of Directors of the Company are glad to intimate that on the occasion of this silver jubilee year and to celebrate the crossing of such a milestone of corporate journey the Company has decided to issue Bonus Equity Shares to the existing equity shareholders as on the Book Closure/Record date to be decided by the Board of Directors of the Company in consultation with BSE where Equity Shares of the Company are listed.

You will appreciate that the Company has accumulated reasonable amount of free reserves generated out of the profits of the Company over the years. Your Company has been always following the practice of rewarding its shareholders by way of dividend which has also been paid for past 4 years continuously and whenever there is surplus available with the Company. In order to share part of the reserves accumulated by the Company, the Board of Directors have recommended the resolution for issue of 1 (one) Equity Share as bonus Equity Shares to all the shareholders as on Book Closure/ Record Date for every 2 (two) Equity Shares held.

By issuance of 52,24,124 fully paid up Equity Shares of ₹10/- each by way of Bonus Equity Shares, the paid up Equity Share Capital of the Company will increase from ₹10,44,82,480/- to ₹ 15,67,23,720/-. Since the aforesaid increase is not within the Authorized Capital of the Company, a requisite resolution for increase in Authorized Share Capital has also been recommended for approval in the earlier item of this postal ballot notice.

The Bonus Equity Shares so allotted will rank pari-passu in all respects including dividend with the existing Equity Shares of the Company. Accordingly the resolutions set forth in this notice are proposed to be passed by way of postal ballot instead of passing the same in general meeting in terms of the provisions of the Companies Act 2013. The said proposal for issuance of Bonus Equity Shares is beneficial to the members of the Company as well as to the Company. The Board of Directors therefore recommends the said resolutions for the approval of the members as ordinary / special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives in any way are concerned or interested financially or otherwise in the resolution at Item 1 to 3 of the Notice except to the extent of their shareholding in the Company, if any.

The Board recommends the resolutions set forth in Item Nos. 1 to 3 for the approval of the Members.