CONTROL PRINT

February 21, 2019

To,

The Listing Compliance Department **Bombay Stock Exchange Limited** P. J. Towers, Dalal Street, Fort, Mumbai – 400 001 **Scrip Code – 522295**	Listing Department, **National Stock Exchange of India Limited**, Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 **Symbol - CONTROLPR**

Sub: Postal Ballot Notice

Dear Sir/Madam,

This is with reference to our letter dated February 06, 2019, regarding approval of Postal Ballot Notice by the Board of Directors at their meeting held on even date, for seeking approval of Members of the Company for businesses as specified therein,.

Please find enclosed Notice along with Explanatory Statement and Postal Ballot Form which will be sent to the Members of the Company whose names appears on the Register of Members/List of Beneficial Owners as on Monday, February 18, 2019.

Kindly take the same on your record.

Thanking you,

For **Control Print Limited**

CONTROL PRINT LIMITED MUMBAI 400 059.

Reena Shah
Company Secretary & Compliance Officer

Encl: As above

CONTROL PRINT

CONTROL PRINT LIMITED

(CIN: L22219MH1991PLC059800)
Regd. Off: C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka,
Andheri (East), Mumbai – 400 059. Tel .No.:022-28599065/ 66938900
Email: companysecretary@controlprint.com | Website: www.controlprint.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), for seeking consent of the members, to pass the proposed resolutions mentioned below through Postal Ballot including by way of Electronic Voting. The proposed resolutions and explanatory statement, pursuant to Section 102(1) of the Act setting out all material facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope (BRE).

The Board of Directors at its meeting held on February 06, 2019 appointed M/s. Nilesh Shah & Associates, Practicing Company Secretary (Firm Registration No. P2003MH008800) as the Scrutinizer for conducting the postal ballot voting process (physical and e-voting) in a fair and transparent manner in accordance with prescribed procedure.

Members desiring to exercise their vote(s) by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by the courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self- addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutiniser before 5.00 p.m. on Tuesday, March 26, 2019 to be eligible for being considered, failing which it will be strictly considered as invalid.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with the Rules, Control Print Limited (the "Company") is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post.

The postal ballot results shall be declared on or before 5.00 p.m. on Thursday, March 28, 2019 at the Registered office of the Company and shall be placed on the Company's website www.controlprint.com and communicated to the Stock Exchanges and CDSL(e-voting agency).

Special Business

Item No. 1:

Re-appointment of Mr. Shiva Kabra (DIN 00190173) as Joint Managing Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board and subject to provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, 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), consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Shiva

Kabra (DIN : 00190173) as Joint Managing Director of the Company for a period of 3 years w.e.f. from April 1, 2019 to March 31, 2022, liable to retire by rotation, on the following terms and conditions :

A.	**Salary**	:	₹ 4,50,000/- (Rupees Four Lakh Fifty Thousand only) per month, with such increases as may be decided by the Board of Directors from time to time.
B.	**Perquisites**	:	**(i)** **Housing:** Furnished accommodation to be provided by the Company, and if the Company's accommodation is not provided, the Executive Director shall be entitled to the House Rent Allowance subject to the ceiling of 60% of the Salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. **(ii)** **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. **(iii)** **Leave Travel Concession:** For self and family every year incurred towards travel undertaken in India or abroad. **(iv)** **Club Fees:** Fees of clubs, subject to a maximum of three clubs. **(v)** **Personal Accident Insurance/Group Life Insurance:** Premium shall be paid as per Rules of the Company. **(vi)** **Provident Fund/Pension:** Contribute to Provident Fund and Pension Fund to the extent such contribution, either singly or put together are exempt under the Income Tax Act, 1961. **(vii)** **Gratuity:** Gratuity payable shall be in accordance with the provision of the Payment of the Gratuity Act. **(viii)** **Car:** Use of car with driver for Company's business. **(ix)** **Leave Encashment:** Leave encashment of unavailed leave as per the rules of the Company. **(x)** Telephone, Internet & Fax facility shall be provided at the Executive Director's residence. The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.
C.	**Commission**	:	In addition to the above, an amount by way of commission calculated with reference to the net profits of the Company in a financial year, subject to the overall ceilings stipulated in Sections 197 and 198 of the Companies Act, 2013.
D.	**Minimum Remuneration**	:	Notwithstanding anything to the contrary contained herein, where, in any financial year during the tenure of Mr. Shiva Kabra, the Company has no profits or its profits are inadequate, the Company will pay remuneration as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 2:

Re-appointment of Mr.RakeshAgrawal (DIN 00057955) as Independent Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with schedule IV and other applicable

provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") and other applicable provisions of the Listing Regulation (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rakesh Agrawal (DIN 00057955), who was appointed as an Independent Director and who holds office of Independent Director up to March 31,2019 and being eligible has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from April 01, 2019 to March 31, 2024 in such a manner that he will continue to hold office of Independent Director till expiry of second term of appointment even on attaining the age of 75 years in the year 2021."

Item No. 3:

Re-appointment of Mr.Shyam Sunder Jangid(DIN : 01186353) as Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shyam Sunder Jangid (DIN 01186353), who was appointed as an Independent Director and who holds office of Independent Director up to March 31,2019 and being eligible has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from April 01, 2019 to March 31, 2024."

Item No. 4:

Re-appointment of Mr. Gaurav Himatsingka (DIN 00050776) as Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Gaurav Himatsingka (DIN 00050776), who was appointed as an Independent Director and who holds office of Independent Director up to March 31,2019 and being eligible has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from April 01, 2019 to March 31, 2024."

By order of the Board
For Control Print Limited
Sd/-
Reena Shah
Company Secretary

Date: February 06, 2019
Place: Mumbai

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

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NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts and reasons for the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners on February 18, 2019 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/postal Ballot and send it to the Scrutinizer at the address as mentioned in the BRE.
4. Electronic copy of the Postal Ballot Notice along with the Postal Ballot Form is being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. The Notice will be displayed on the website of the Company (www.controlprint.com) and of CDSL (www.evotingindia.com).
5. 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.
6. 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, during normal business hours (10.00 am to 5.00 pm). up to the date of completion of Postal Ballot.
7. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the results of the voting by Postal Ballot will be announced on or before Thursday, March 28, 2019, at the Registered Office of the Company. 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 the Stock Exchanges, where the equity shares of the Company are listed.
8. Resolutions passed by the Members by means of Postal ballot including e-voting is deemed to have been passed at a General Meeting of the Members.

Voting through electronic means

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 CDSL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

(I) The voting period begins on **Monday, February 25, 2019 at 9:00 A.M.** and ends on **Tuesday, March 26, 2019 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, February 18, 2019 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.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) · Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. · In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details O**R** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. · If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN of the "CONTROL PRINT LIMITED".

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

ANNEXURE I

Item No. 1

At the 25th AGM held on August 05, 2016, the members approved the re-appointment and terms of appointment of Mr. Shiva Kabra as Whole-Time Director of the Company for a period of three years with effect from April 1, 2016.

The Members of the Company further by passing an Ordinary Resolution through Postal Ballot Notice dated August 29, 2017, approved the change in designation of Mr. Shiva Kabra as Joint Managing Director of the Company.

The present tenure of Mr. Shiva Kabra, will expire on March 31, 2019.

Considering the significant contribution made by Mr. Shiva Kabra in the development and growth of the Company and on the basis of the recommendation of Nomination and Remuneration Committee, it is proposed to re-appoint Mr. Shiva Kabra as Joint Managing Director for a further period of three(3) years, with effect from April 01, 2019, subject to the approval of the Members as specified in Item No. 1 of this Notice.

Further details of Mr. Shiva Kabra have been given in the **Annexure II** to this Notice.

Mr. Shiva Kabra is a dynamic executive and takes very keen interest in the business of the Company. He is responsible and looks after the marketing and general conduct and management of the business affairs of the Company. He has been instrumental in entering into technology partnership at international levels for products with improved and better technology and for launch of new product portfolios and upgraded products. He has the required experience and qualification in the marketing and the Industry in which the Company operates.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

None of the Directors, Key Managerial Personnel or their relatives except, Mr.Shiva Kabra, Mr. Basant Kabra and Ms.Ritu Joshi being related to each other are concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out in the Item No. 1 of the accompanying Notice for the approval by the Members of the Company.

Item Nos. 2, 3 and 4

As per provisions of Section 149, 152, Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and erstwhile clause 49 of the Listing Agreement with the Stock Exchanges, the Company had appointed Mr. Rakesh Agrawal (DIN 00057955), Mr. Shyam Sunder Jangid (DIN 01186353) and Mr. Gaurav Himatsingka (DIN 00050776) as Independent Directors on the Board of the Company for a period of 5 years w.e.f. April 01, 2014. They hold office as Independent Directors of the Company upto March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act)and are eligible for re-appointment for another term under the applicable provisions of Companies Act, 2013 read with applicable Listing Regulations as amended from time to time.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Rakesh Agrawal, Mr. Shyam Sunder Jangid and Mr. Gaurav Himatsingka as Independent Directors for a second term of five consecutive years effective from April 01, 2019 on the Board of the Company.

Out of the three proposed Re-appointees, Mr. Rakesh Agrawal will be attaining the age of 75 years in the year 2021, and pursuant to Regulation 17(1A) of the Listing Regulation continuation of Directorship will require the approval of Members by way of Special resolution.

Considering the position occupied by Mr. Rakesh Agrawal as a member of other Statutory Committees and the valuable advice and guidance provided by him to the Board of Directors and Management from time to time, the Nomination and Remuneration Committee opined that the Company has benefited immensely through Mr. Rakesh Agrawal's association and the suggestions made by him enhanced the value of the Company and recommended the continuation of directorship of Mr. Rakesh Agrawal till expiry of second term of his re-appointment even after his attaining age of 75 years in the year 2021.

Hence, the Board, based on the performance evaluation of Independent Directors viz; effectiveness of leadership, efficiency of meetings, time and focus given to particular areas, information issues, corporate governance standards etc. and as per the recommendation of the Nomination and Remuneration Committee, considers that, the continued association of Mr. Rakesh Agrawal, Mr. Shyam Sunder Jangid and Mr. Gaurav Himatsingka would be beneficial to the Company and it is desirable to continue to avail their service as Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years effective from April 01, 2019 on the Board of the Company.

Mr. Rakesh Agrawal, Mr. Shyam Sunder Jangid and Mr. Gaurav Himatsingka are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declaration from Mr. Rakesh Agrawal, Mr. Shyam Sunder Jangid and Mr. Gaurav Himatsingka that they meet with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation').

The Company has received notices in writing from member under Section 160 of the Act proposing the candidature of Mr. Rakesh Agrawal, Mr.Shyam Sunder Jangid and Mr. Gaurav Himatsingka for the office of Independent Directors of the Company.

In the opinion of the Board, Mr. Rakesh Agrawal, Mr. Shyam Sunder Jangid and Mr. Gaurav Himatsingka fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. They are independent of the Management.

Further details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 2, 3 and 4 have been given in the **Annexure –II** to this Notice.

Copy of draft letters of appointment of Mr. Rakesh Agrawal, Mr. Shyam Sunder Jangid and Mr. Gaurav Himatsingka setting out the terms and conditions of appointment are available for inspection by the members at the head office/registered office as well as Corporate Office of the Company.

Mr. Rakesh Agrawal, Mr. Shyam Sunder Jangid and Mr. Gaurav Himatsingka are interested in the resolutions set out respectively at Item Nos. 2, 3 and 4 of the Notice with regard to their respective re-appointments.

The relatives of Mr. Rakesh Agrawal, Mr. Shyam Sunder Jangid and Mr. Gaurav Himatsingka may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolutions set out in the Item Nos. 2, 3 and 4 of the accompanying Notice for the approval by the Members of the Company.

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ANNEXURE II

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings]

Name of Directors	Mr. Shiva Kabra	Mr.RakeshAgrawal	Mr.Shyam Sunder Jangid	Mr. Gaurav Himatsingka
Age	41 Years	73 Years	63 Years	49 Years
Qualifications	Graduate in Economics and Mathematics from Grinnell College, USA and holds a degree of Masters in Business Administration from INSEAD, France.	Master of Engineering (Chemicals)	Practicing Chartered Accountant with additional degrees in Law (LLB) and Secretarial (ACS), PGDIS	B.Com., Diploma in Business Administration, from Swansea Institute of Higher Education, University of Wales, U.K.
Experience/ expertise in specific functional areas	15+ years of experience in the field of marketing, business development and strategy.	40+ years of experience in Business Management, Finance, Marketing, Production, Management Information System, Legal etc	28+ years of professional experience in the various fields such as Audit, Taxation, Finance, Structuring of Equity & Debt, Corporate Laws etc.	27+ years of varied experience in the field of Business Development, Business Management, Finance, Management Information Systems and Legal.
Terms and Conditions of Appointment/re-appointment along with details of remuneration sought to be paid	As per the resolution at Item No. 1 of the notice with explanatory statement thereto and as per existing approved terms and conditions.	As per the resolution at Item No. 2 of the notice with explanatory statement thereto and as per existing approved terms and conditions.	As per the resolution at Item No. 3 of the notice with explanatory statement thereto and as per existing approved terms and conditions.	As per the resolution at Item No. 4 of the notice with explanatory statement thereto and as per existing approved terms and conditions.
Remuneration last drawn (During F.Y. 2017 - 18) (including, sitting fees, if any)	Rs. 184.42 Lakhs	Rs. 3.35 lakhs	Rs. 5.75 lakhs	Rs. 5.25 lakhs
Date of first appointment on the Board	1st July 2006	30th October 2010	30th July 2003	24th January, 2006
Shareholding in the Company as on December 31, 2018	1,570,560	NIL	NIL	15,000
Relationship with other Directors, Manager and other Key Managerial Personnel	Son of Mr. Basant Kabra, Managing Director and Brother of Ms.Ritu Joshi, Non-executive Director of the Company	Not related to any other Director, Manager and Key Managerial Personnel.	Not related to any other Director, Manager and Key Managerial Personnel.	Not related to any other Director, Manager and Key Managerial Personnel.

Name of Directors	Mr. Shiva Kabra	Mr.RakeshAgrawal	Mr.Shyam Sunder Jangid	Mr. Gaurav Himatsingka
No. of Meetings of the Board attended during the financial year 2017-18	6	5	6	6
Directorship of other Board as on February 06, 2019	· Silver Plastochem Private Limited · Liberty Chemicals Private Limited · Silver Containers Private Limited	· Uttarayan Investment private limited · Geetganga Properties private limited · Uttarayan Foundation and Museum for Arts · Fernway Textiles Limited · Fernway Technologies Limited · Shiva Performance Materials Private Limited · SES Engineering Private Limited · Jaspur Properties Private Limited · Monet Properties Private Limited · Ankshree Investments and Trading Company Limited · Shiva Pharmachem Limited · Geetganga Investment Private Limited · Tash Investment Private Limited · Shri Dinesh Mills Limited	· Corporate Monecap Private Limited	· Miura Trading and Finvest Private Limited · Marytime Trimpex Pvt. Ltd. · Skunk Agents Pvt Ltd · Miura Infrastructure Private Limited · PAN Trimpex Private Limited · Unique Personal Sourcing Private Limited
Membership/Chairmanship of mandatory Committee of other Board as on December 31, 2018	Nil	**Shiva Pharmachem Ltd.** Audit Committee- **Chairman** **Shri Dinesh Mills Limited** Audit Committee and Shareholder's Grievance Committee - **Chairman**	Nil	Nil

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CONTROL PRINT LIMITED

(CIN: L22219MH1991PLC059800)
Regd. Off: C-106, Hind Saurashtra Industrial Estate, Andheri-Kurla Road, Marol Naka,
Andheri (East), Mumbai – 400 059. Tel .No.: 022-28599065/ 66938900
Email: companysecretary@controlprint.com | Website: www.controlprint.com

POSTAL BALLOT FORM

Please read the instructions printed overleaf carefully before completing this form

Sr. No.:

1. Name(s) and Registered Address of the sole/ first named Member :

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No./DP ID No. / Client ID No. :

4. Number of shares held : :

I/we hereby exercise my/our vote(s) in respect of the Resolutions enumerated below by recording, my/our assent or dissent to the said Resolutions by placing the tick mark (√) at the appropriate box below:

Item No.	Resolution	Type of Resolution(s)	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Re-appointment of Mr. Shiva Kabra (DIN 00190173) as Joint Managing Director of the Company	Ordinary		
2	Re-appointment of Mr.Rakesh Agrawal (DIN 00057955)as Independent Director of the Company	Special		
3	Re-appointment of Mr.Shyam Sunder Jangid(DIN : 01186353) as Independent Director of the Company	Special		
4	Re-appointment of Mr. Gaurav Himatsingka (DIN 00050776) as Independent Director of the Company	Special		

Place: …….

Date: ……..

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link https://www.evotingindia.com. The e-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
Monday, February 25, 2019 at 9:00 A.M.	Tuesday, March 26, 2019 at 5:00 P.M.

Note:

1. Please read the instructions printed overleaf carefully before filling this Form and for e-voting, please refer to the instructions for 'Voting through Electronic Means' provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the scrutinizer is Tuesday, March 26, 2019 up to 5.00 P.M.

GENERAL INSTRUCTIONS:

- Kindly note that the member(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case a member casts the vote both by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
- The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- The Company shall announce the results of the Postal Ballot at its Registered Office on or before Thursday, March 28, 2019. The date of declaration of Postal Ballot results will be taken as last date specified by the Company for receipt of duly completed Postal Ballot Form and e-voting.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed Business Reply Envelope, properly sealed with adhesive or adhesive tape.
- The members are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- The votes should be cast either in favour of or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing (√) in both the columns will render the Form invalid.
- The Postal Ballot Form should be signed by the Member as per the specimen signatures registered with the Registrar and Share Transfer Agent/ Depository(ies). In case of joint holding, this form should be completed and signed by the first named member and in his absence, by the next named member.
- In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected and treated invalid.
- Duly completed Postal Ballot Form should reach the Scrutinizer before 5.00 P.M. on Tuesday, March 26, 2019. Postal Ballot Form received after this date will be treated as invalid. The members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- Members are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint members.
- 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 secretarialofficer@controlprint.com