May 29, 2020

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 May 20, 2020, 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 which will be sent to the Members of the Company whose names appears on the Register of Members/List of Beneficial Owners as on Friday May 22, 2020.

Kindly take the same on your record.

Thanking you,

For **Control Print Limited**

REENA
TEJAS
SHAH

Reena Shah
Company Secretary & Compliance Officer

Encl: As above

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 | Fax:022-28528272 |
Email: companysecretary@controlprint.com | Website: www.controlprint.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to provisions of Section 110 of the Companies Act, 2013 read with Section 108 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and any other applicable Laws and Regulations as the case may be, the Control Print Limited is seeking consent of its Members for passing Resolution through Remote E-Voting only in terms of mechanism provided by the Ministry of Corporate Affairs vide their General Circular No. 14/2020 dated April 08, 2020 read with General Circular No. 17/2020 dated April 13, 2020.

The Ministry of Corporate Affairs, Government of India ("MCA") in terms of General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 ("MCA Circulars"), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing have advised Companies to take all decisions of urgent nature requiring Members' approval other than items of Ordinary Business or Business where any Person has a right to be heard through the mechanism of Postal Ballot /E-Voting in accordance with the provisions of the Act and rules made thereunder without holding a General Meeting that requires physical presence of Members at a common Venue, following process provided under the said circulars..

The Ministry of Corporate Affairs, Government of India has clarified that for Companies that are required to provide E-Voting facility under the Companies Act, 2013, while they are transacting any business (es) only by Postal Ballot up to June 30, 2020 or till further Orders, whichever is earlier, the requirements provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as well as the framework provided in the Ministry of Corporate Affairs Circulars will be applicable mutatis mutandis.

Accordingly, the voting on the Resolutions proposed in this Notice will be done only by Electronic Voting (Remote E-Voting).

For avoidance of any doubt due to the general understanding of meaning of 'Postal Ballot' as Voting by Post (which is not contemplated in this Notice), the term 'Remote E-Voting' is consciously used in this Notice (instead of using the term 'Postal Ballot') which appropriately clarifies that the manner of Voting on the Resolutions is restricted to Voting only through Remote E-Voting Hence, in compliance with the requirements of the MCA Circulars, Hard copy of Postal Ballot Notice along with Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the Members for the present Postal Ballot and Members are required to communicate their Assent or Dissent through the Remote E-Voting System only.

The present Postal Ballot is accordingly being initiated in compliance with the said MCA Circulars.

The Board of Directors of the Company now propose to obtain the consent of the Members of the Company by way of remote eVoting for the matters as considered in the Resolution appended below.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Resolution setting out Material facts and the reasons for the Resolution is also annexed herewith.

You are requested to peruse the proposed Resolution along with its respective Explanatory Statement and thereafter record your Assent or Dissent by means of Remote E-Voting facility provided by the Company.

The Board of Directors at its meeting held on May 20, 2020 appointed M/s. Nilesh Shah & Associates, Practicing Company Secretary (Firm Registration No. P2003MH008800) as the Scrutinizer for conducting process of Remote E-Voting in accordance with the provisions of the Act, Rules and the MCA Circulars in a fair and transparent manner.

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 to all its Members to enable them to cast their votes Electronically instead of dispatching the Physical Postal Ballot Notice, Postal Ballot Form and other Papers by Post or Courier.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing Remote E-Voting facility to all its Members.

Remote E-Voting shall commence from Monday, June 01, 2020 at 9.00 A.M. (IST) and ends on Tuesday, June 30, 2020 at 5.00 P.M. (IST).

The Scrutinizer will submit his report to Chairman/Managing Director/Joint Managing Director/Company Secretary of the Company for declaration of the result of Remote E-Voting on or before July 02, 2020.

Special Business

Alteration of Memorandum of Association (MOA) 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 Section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as "the Board") is hereby authorised to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association of the Company.

a) Alteration of existing Object Clause III A by inserting the new main object as clause no. 2 after clause no. 1 of "THE MAIN OBJECTS, TO BE PURSUED BY THE COMPANY ON ITS INCORPROATION IS" as follows:

2. To carry on the business of preparing, manufacturing of surgical products, basic drugs, analytical chemists, pharmaceuticals, medicines, chemicals, biological, biochemical, electrolytic drugs, ingredients products and compounds and to buy, import, develop, manufacture, market, export, promote and dealing in Safety and Healthcare material, all kinds and varieties of patent and non patent medicines, drugs, mixtures, formulations, capsules, tablets, pill, powders, pharmaceutical, chemical, medical and medicinal products, preparations and materials, sterilized injections, vaccines, immunogenic, and surgical dressings products and services for consumer, hospitals, nursing homes, industrial, medical and technical market in India and elsewhere.

b) Clause III A of the existing Object Clause THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPROATION be substituted by new heading titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION".

c) Subsequent to insertion of new object Clause no. 2 after Clause no. 1 in the Main Object Clause being III (A), the serial no. 2 to 53 in the objects incidental or ancillary to the attainment of the main objects i.e. III (B) of the Memorandum of Association be renumbered as 3 to 54 and existing sub-clause 54 to 67 as appearing under the existing Clause III (C) i.e. Other Objects be renumbered as 55 to 68.

d) The existing Clause III B "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTIVES" be substituted by the new heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A".

e) The existing Sub-clauses 54 to 67 as appearing under the existing Clause III (C) i.e. "OTHER OBJECTS", be shifted under the new Clause III (B) i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)" vide creation of new sub-clauses no. 55 to 68. The existing Clause III(C) i.e. "OTHER OBJECTS" be deleted.

f) The existing Clause IV is substituted by the following Clause:

"IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

g) The words and expressions used according to the provisions of the "Companies Act, 1956" shall be replaced in accordance with the provisions of "Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors
For **Control Print Limited**
Sd/-
Reena Shah
Company Secretary

Date: May 20, 2020
Place: Mumbai

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(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 is being sent by Email to all Shareholders/Beneficiaries whose Names appears on the Register of Members/Record of Depositories as on Friday, May 22, 2020 as received from National Securities Depository Limited (NSDL)/Central Depository Services Limited (CDSL) in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and Ministry of Corporate Affairs, Government of India - General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020.

3. Voting Rights shall be reckoned on the Shares registered in the name of the Shareholders as on that date. A person who is not a Member as on Cut Off date (Record Date) which is Friday, May 22, 2020 should treat this notice for information purpose only.

4. Members can cast their vote online from **Monday, June 01, 2020 at 9:00 A.M.** and ends on **Tuesday, June 30, 2020 at 5:00 P.M.** as the e-voting module shall be disabled for voting by thereafter. No voting shall be allowed beyond **5:00 P.M. of June 30, 2020.**

5. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for online inspection which is uploaded on the website of the Company.

6. The Board of Directors of the Company had appointed M/s. Nilesh Shah & Associates, Practicing Company Secretary (Firm Registration No. P2003MH008800) as the Scrutinizer for conducting the Postal Ballot Voting process in a fair and transparent manner.

7. Due to non-availability of Postal and Courier services and imposition of Lockdown in the Country on account of threat posed by COVID-19 Pandemic situation, the Company is sending this Postal Ballot Notice in Electronic Form only to its Members and express its genuine inability and constraint to dispatch Hard copy of Postal Ballot Notice along with Postal Ballot Form and Pre-Paid Business Reply Envelope to its Members, since neither any printing unit is functioning nor any Postal or Courier services available at present on account of ongoing Lockdown situation in the Country.

   Therefore, those shareholders who have not yet registered their email address can get their email addresses registered by following the procedure given below:

   (i) In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the postal ballot/ e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: **https://bigshareonline.com/InvestorRegistration.aspx** and following the registration process as guided thereafter. Post successful registration of the email, the members would get a confirmation on their email id. In case of any queries, members may contact Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited thru website **https://bigshareonline.com/**

   ii) It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned Depository Participant(s) and in respect of Physical Holdings with the Company's Registrar and Share Transfer Agent M/s Bigshare Services Private Limited by sending an E-mail at investor@bigshareonline.com /shweta@bigshareonline.com or at Co's email id secretarialofficer@controlprint.com by following due procedure.

8. **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. 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 e-voting period begins on **Monday, June 01, 2020** at **9:00 A.M.** and ends on **Tuesday, June 30, 2020** 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 Friday, May 22, 2020 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 **OR** 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).

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

(ix) 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.

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

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

(xii) 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.

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

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

(xvii) 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.

(xviii) **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.**

(xix) **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.

(xx) 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.

9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the results of the voting by remote eVoting will be announced on or before Thursday, July 02, 2020. 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.

10. Resolution passed by the Members through Postal Ballot (Remote eVoting) is deemed to have been passed on the last date of E-Voting as if it has been passed at a General Meeting by the Members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE:

Considering opportunities available in healthcare / medical Industry due to massive impact of COVID-19 Pandemic, by manufacturing and dealing in chemical, chemical products, Mask and other products. In order to facilitate carrying out the said new activities, the Board of Directors of the Company intends to incorporate the said activities in the main object clause of the Memorandum of Association of the Company, in addition to existing Object. The Board is of the opinion that it would be in the extensive benefit of the Company and the same will expand the area of operation and shall add to the profitability of the Company.

The present Memorandum of Association was adopted by the Company at the time of incorporation in 1991 under the Companies Act, 1956. Since then the Companies Act has been replaced with the Companies Act, 2013. The said new Act has changed the structure/format of the memorandum of association. As good governance practice, it is desired that Memorandum of Association to be amended to reflect the updated position in a lucid and coherent manner.

Accordingly, in order to incorporate new object and with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act, in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company.

The Board of Directors at its meeting held on May 20, 2020 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

In terms of Section 13 of the Act, the consent of the Members by way of special resolution is required for alteration of MOA of the Company. The Board recommends the special resolution set forth in the accompanying Notice for approval of the Members. The proposed draft of MOA is being uploaded on the Company's website for online inspection of the Members.

None of the directors and key managerial personnel and their relatives are in any way, financially or otherwise, interested or concerned in this resolution except to the extent of their shareholding in the Company.

By Order of the Board of Directors
For **Control Print Limited**
Sd/-
Reena Shah
Company Secretary

Date: May 20, 2020
Place: Mumbai

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