

January 31, 2025

To,
The Listing Compliance Department
BSE Limited
P. J. Towers, Dalal Street, Fort,
Mumbai – 400 001
Scrip Code – 522295

The Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
Symbol - CONTROLPR

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Further to our letter dated 18th January, 2025 and pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of Members of the Company for the matters mentioned in the Notice.

The Postal Ballot Notice is being sent by electronic mode to those Members whose names appears in the Register of Members and the Register of Beneficial maintained by the depositories as on Friday, January 24, 2025 (cut-off date) and whose email IDs are registered with the Company/ Depositories.

The Company has engaged the services of Bigshare Services Private Limited for the purpose of providing e-voting facility to its Members. The remote e-voting will commence from Saturday, February 01, 2025 at 09.00 A.M. (IST) and ends on Sunday, March 02, 2025 at 5.00 P.M. (IST).

The Postal Ballot Notice is enclosed and also available on the website of the Company at www.controlprint.com.

Kindly take the above on your record.

Yours faithfully,
For **Control Print Limited**



Murli Manohar Thanvi
Company Secretary & Compliance Officer

Place: Mumbai

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 |
Email: companysecretary@controlprint.com | 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 the provisions of Sections 108 and 110 of the Companies Act, 2013, ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with General Circular No. 09/2024 dated September 19, 2024 read with General Circulars No. 20/2020 dated May 5, 2020, No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the resolution(s) as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Companies Act ('Act') read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository Participant(s). The details of the procedure to cast the vote form part of this Notice.

The e-voting period commences from 09:00 A.M. (IST) on Saturday, February 01, 2025 and ends on 05:00 P.M. (IST) Sunday, March 02, 2025.

The Company has appointed Mr. Nilesh Shah (FCS-4554) or failing him Ms. Hetal Shah (FCS-8063) or failing her Mr. Mahesh Darji (FCS-7175) of M/s. Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit its report to the Chairman of the Company or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting process. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.controlprint.com and on the website of Bigshare Services Private Limited.

1. To consider and approve one or more Employee Stock Option Schemes to be offered to the Employees of the Company directly or through an irrevocable Trust

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

“RESOLVED THAT pursuant to (A) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars/notifications/guidance/frequently asked questions issued thereunder (collectively referred as “SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) (the “Act”); (B) provisions contained in the Memorandum of Association and the Articles of Association of the Company and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (“NRC”) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to introduce and implement one or more employee stock option schemes and to create, grant, offer, issue and allot, directly or through an irrevocable employee welfare trust of the Company to be set-up by the Company, at any time, to the present and / or future employees of the Company working in India or abroad and / or directors whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director and an employee who is a promoter or a person belonging to the promoter group; or a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company, as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as “employees” or “said employees”) under one or more Employee Stock Option Schemes, 7,99,710 (Seven Lakh Ninety Nine Thousand Seven Hundred and Ten Only) equity shares of the Company of face value of Rs. 10/- only (Rupees Ten Only), each fully paid-up, as stock options convertible into an equal number of equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company), at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of the Employee Stock Options Schemes.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice convening this Meeting, which are hereby approved by the Members, the Board/ Nomination and Remuneration Committee be and is hereby authorised to formulate, evolve, decide upon, administer, superintend and implement Employee Stock Options Schemes administered by the Board or through a Trust, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to issue and allot equity shares directly or through a Trust set up for this purposes, upon exercise of stock options, from time to time, granted under one or more Employee Stock Option Schemes and such equity shares allotted shall in all respects rank *pari passu inter-se* and with the then existing equity shares of the Company.

RESOLVED FURTHER THAT as is required, the Company shall conform to the accounting policies as applicable to the Company, from time to time.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under Employee Stock Options Schemes.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in Employee Stock Option Schemes, as it may deem fit, from time to time or to suspend, withdraw or revive Employee Stock Options Schemes, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under Employee Stock Options Schemes.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased/ adjusted, accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution(s), the Board / Nomination and Remuneration Committee be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to Employee Stock Options Schemes; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of Employee Stock Options Schemes and the issuance of the equity shares (including to amend or modify any of the terms thereof), as and when required as per the provisions of the Act and all other applicable laws and regulations.”

- 2. To consider and approve one or more Employee Stock Option Schemes to be offered to the employees of the subsidiaries or its associate companies, of the Company, in India or outside India, in the present or future, directly or through an irrevocable trust**

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

“RESOLVED THAT pursuant to (A) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars/notifications/guidance/frequently asked questions issued thereunder (collectively referred as “SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) (the “Act”); (B) provisions contained in the Memorandum of Association and the Articles of Association of the Company and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (“NRC”) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to introduce and implement one or more employee stock option schemes and to create, grant, offer, issue and allot, directly, at any time, to the present and / or future permanent employees of the subsidiaries or its associate companies of the Company working in India or abroad and / or directors whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director and an employee who is a promoter or a person belonging to the promoter group; or a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company as allowed under applicable rules, regulations, guidelines and laws under an Employee Stock Options Schemes, 7,99,710 (Seven Lakh Ninety Nine Thousand Seven Hundred and Ten Only) equity shares of the Company of face value of Rs.10/- only (Rupees Ten Only), each fully paid-up, as stock options convertible into an equal number of equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company), at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of Employee Stock Options Schemes.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice convening this Meeting, which are hereby approved by the Members, the Board/ Nomination and Remuneration Committee be and is hereby authorised to formulate, evolve, decide upon, administer, superintend and implement Employee Stock Options Schemes administered by the Board or through a Trust, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to issue and allot equity shares directly or through a Trust set up for this purposes, upon exercise of stock options, from time to time, granted under one or more Employee Stock Option Schemes and such equity shares allotted shall in all respects rank pari passu inter-se and with the then existing equity shares of the Company.

RESOLVED FURTHER THAT as is required, the Company shall conform to the accounting policies as applicable to the Company, from time to time.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under Employee Stock Options Schemes.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in Employee Stock Options Schemes, as it may deem fit, from time to time or to suspend, withdraw or revive Employee Stock Options Schemes, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under Employee Stock Options Schemes.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), the Board / Nomination and Remuneration Committee be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to Employee Stock Options Schemes; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of Employee Stock Options Schemes and the issuance of the equity shares (including to amend or modify any of the terms thereof), as and when required as per the provisions of the Act and all other applicable laws and regulations.”

3. To consider and approve Grant of options, equal to or exceeding one per cent of the issued capital under the Employee Stock Option Scheme to identified employees, during any one year

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

“RESOLVED THAT pursuant to (A) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars/notifications/guidance/frequently asked questions issued thereunder (collectively referred as “SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the provisions of any other

applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) (the "Act"); (B) provisions contained in the Memorandum of Association and the Articles of Association of the Company and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to introduce and implement one or more employee stock option schemes and to create, grant, offer, issue and allot, directly, at any time, stock options convertible into equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company) or Equity shares, equal to or exceeding one per cent of the issued capital under the Employee Stock Option Scheme to the present and / or future identified employees of the Company or its subsidiaries or associate companies working in India or abroad and / or directors whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director and an employee who is a promoter or a person belonging to the promoter group; or a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company as allowed under applicable rules, regulations, guidelines and laws on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of Employee Stock Options Schemes.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice convening this Meeting, which are hereby approved by the Members, the Board/ Nomination and Remuneration Committee be and is hereby authorised to formulate, evolve, decide upon, administer, superintend and implement Employee Stock Options Schemes administered by the Board or through a Trust, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to issue and allot equity shares directly or through a Trust set up for this purposes, upon exercise of stock options, from time to time, granted under one or more Employee Stock Option Schemes and such equity shares allotted shall in all respects rank pari passu inter-se and with the then existing equity shares of the Company.

RESOLVED FURTHER THAT as is required, the Company shall conform to the accounting policies as applicable to the Company, from time to time.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under Employee Stock Options Schemes.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in Employee Stock Options Schemes, as it may deem fit, from time to time or to suspend, withdraw or revive Employee Stock Options Schemes, from time to time, in conformity with



the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under Employee Stock Options Schemes.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), the Board / Nomination and Remuneration Committee be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to Employee Stock Options Schemes; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of Employee Stock Options Schemes and the issuance of the equity shares (including to amend or modify any of the terms thereof) as and when required as per the provisions of the Act and all other applicable laws and regulations.”

4. Approval for the establishment of an irrevocable Employee Welfare Trust and authorization for secondary acquisition of Shares for implementing an Employee Stock Option Scheme

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

“**RESOLVED THAT** pursuant to (A) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars/notifications/guidance/frequently asked questions issued thereunder (collectively referred as “SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) (the “Act”); (B) provisions contained in the Memorandum of Association and the Articles of Association of the Company and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (“NRC”) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to:

1. Establish an irrevocable Employee Welfare Trust ("Trust") for the purpose of implementing and administering the Company's Employee Stock Option Scheme.
2. Authorize the Trust to acquire by way of secondary acquisition of upto 7,99,710 (Seven Lakh Ninety Nine Thousand Seven Hundred and Ten Only) Equity Shares of the Company by the Trust, in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board for the purpose of implementation of the Employee Stock Option Scheme, in due compliance with the

provisions of the SEBI (SBEB & SE) Regulations, 2021 for the benefit of present and future employees as per the Employee Stock Option Schemes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to a) Draft, finalize, and execute the Trust Deed and any other necessary documents for the establishment and operation of the Trust; b) Determine the terms and conditions for the secondary acquisition of shares by the Trust, including the timing, manner, and quantum of such acquisitions, in compliance with the SEBI SBEB & SE Regulations; c) Take all necessary actions to ensure compliance with applicable laws, including making requisite filings with regulatory authorities; d) Delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company to give effect to this resolution.

RESOLVED FURTHER THAT the Trust shall be managed and administered in accordance with the SEBI (SBEB & SE) Regulations, 2021 and the terms of the Trust Deed, ensuring that the total number of shares under secondary acquisition held by the Trust shall not exceed the limits prescribed under the SEBI (SBEB & SE) Regulations, 2021.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT the trustee of the Trust shall ensure compliance with the provisions of the SBEB Regulations, Rules made under the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of accounts, records and documents in relation to the Scheme and the Trust with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), the Board / Nomination and Remuneration Committee be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to Employee Stock Options Schemes; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Employee Welfare Trust and the issuance/ Secondary acquisition of the equity shares as and when required as per the provisions of the Act and all other applicable laws and regulations.”

5. To approve grant of financial assistance/provision of money by the Company to the Employee Welfare Trust to fund the acquisition of its equity shares, in terms of the Employee stock option scheme

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

"RESOLVED THAT pursuant to the provisions of Section 67 and other applicable provisions of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, all applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), as amended and enacted from time to time read with all circulars/notifications/guidance/frequently asked questions issued thereunder (collectively referred as "SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time); provisions contained in the Memorandum of Association and the Articles of Association of the Company and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), the consent of the members be and is hereby accorded for the grant of interest free financial assistance by the Company to the Employee Welfare Trust ("the Trust") in one or more tranches to acquire, hold, and deal in such number of equity shares of the Company, from the secondary market through the Trust not exceeding 7,99,710 (Seven Lakh Ninety Nine Thousand Seven Hundred and Ten Only) fully paid up equity shares of the Company of Face value Rs. 10/-, being below the ceiling of 5 % of the paid up share capital of the Company as on 31st March 2024, which may be set up in any permissible manner, at any time, stock options convertible into equity shares, from the secondary market, at such price and on such terms as may be deemed appropriate by the Board of Directors or the Nomination and Remuneration Committee, to administer and implement the Employee Stock Option Plan ("ESOP") of the Company.

RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Equity Shares that can be acquired from the secondary market in any financial year by the Trust shall not exceed 2% of the paid-up equity share capital (or such other limit as may be prescribed under the SBEB Regulations from time to time) as at the end of the financial year preceding the date of the intended acquisition.

RESOLVED FURTHER THAT the financial assistance provided by the Company to the Trust shall be repayable to and recoverable by the Company from time to time during the term of the Employee stock option scheme subject to exercise price being paid by the employees on exercise of stock options under the Scheme.



RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), the Board / Nomination and Remuneration Committee be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to Employee Stock Options Schemes; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Employee Welfare Trust and the issuance/ Secondary acquisition of the equity shares as and when required as per the provisions of the Act and all other applicable laws and regulations.”

6. Remuneration of Cost Auditors for the Financial Year ending 31st March 2025

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the consent of the Members be and is hereby accorded to pay remuneration of Rs.1,75,000 (Rupees One Lakh Seventy Five Thousand Only) plus applicable taxes and reimbursement of actual out of pocket expenses, if any, to M/s Tapan Gaitonde & Co., Cost Accountants (Firm Registration No: 38637), who were appointed as Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March 2025.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorise to do all acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution.”

By Order of the Board of Directors
For **Control Print Limited**

Date: January 18, 2025
Place: Mumbai

Sd/-
Murli Manohar Thanvi
Company Secretary & Compliance Officer

Registered Office:

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the above items of business to be transacted is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and has received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on **January 24, 2025** ("Cut-Off Date") and whose e-mail addresses are registered with the Company / Depositories. For Members who have not registered their e-mail address, please follow the instructions given under Note No. 9.
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. Physical copies of this Postal Ballot Notice and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as of being the cut-off date, are entitled to vote on the Resolution(s) set forth in this Notice. A person who is not a Member as of the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer an e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of Bigshare Services Private Limited ("Bigshare") for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.controlprint.com.websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com](http://www.controlprint.com.websites.of.the.Stock.Exchanges.i.e.BSE.Limited.and.National.Stock.Exchange.of.India.Limited.at.www.bseindia.com.and.www.nseindia.com) respectively, and on the website of Bigshare i.e. <https://ivote.bigshareonline.com/landing>.
7. All the relevant documents referred to in the Notice, shall be available for inspection for Members through electronic mode from February 01, 2025 to March 02, 2025. Members seeking to inspect such documents can send an e-mail to basis the request being sent Secretarialofficer@controlprint.com mentioning their name, Folio no./ Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 24th January, 2025, being the cut-off date fixed for the purpose.
9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card by email to investor@bigshareonline.com/ shwetash@bigshareonline.com or at Co's email id secretarialofficer@controlprint.com by following due procedure.

10. The Scrutinizer will submit his report to the Chairman or a Director authorized by the Board after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before March 04, 2025 at the Registered Office of the Company at C-106, Hind Saurashtra Industrial Estate, Marol Naka, Andheri - Kurla Road, Andheri (East), Mumbai 400 059. The resolutions, if passed by requisite majority shall be deemed to have been passed on March 02, 2025, being the last date specified by the Company for e-voting.
11. The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., www.controlprint.com and website of Bigshare i.e. <https://ivote.bigshareonline.com/landing>.
12. **THE E-VOTING INTRUCTIONS FOR SHAREHOLDERS FOR POSTAL BALLOT ARE AS UNDER:**
 - i. The voting period begins at **9:00 A.M. (IST) on Saturday, February 01, 2025**, and shall ends at **5:00 P.M. (IST) on Sunday, March 02, 2025**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **24th January, 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
 - ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of Members	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen

	will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**'



- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.
Investor vote File Upload:
- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

Item No 1, 2, 3, 4 and 5

The Board of Directors of Control Print Limited (“the Company”), at its meeting held on January 18, 2025, has proposed the adoption of an Employee Stock Option Schemes for the benefit of eligible employees of the Company and its Group Companies, including subsidiaries and associate companies, subject to the approval of the members by way of a special resolution. The objective of implementing such Employee Stock Option Schemes is to provide an effective mechanism for attracting, incentivizing, and retaining key talent, aligning their interests with those of the shareholders, and fostering a sense of ownership and long-term commitment.

The key objectives of implementing one or more Employee Stock Option Schemes are:

- To motivate employees to contribute to the sustained growth and profitability of the Company.
- To attract and retain high-calibre talent by offering long-term wealth creation opportunities.
- To align employees’ interests with those of shareholders, fostering a culture of ownership and accountability.
- To create long-term incentives that encourage employee retention and commitment to the Company’s strategic vision.
- To enhance employee participation in the Company’s success, reinforcing their engagement and performance.

Scope and Implementation of the Employee Stock Option Schemes

The Employee Stock Option Schemes are proposed to be extended to:

- Eligible employees and Directors of the Company.
- Eligible employees of Group Companies, including subsidiary and associate companies, in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB & SE Regulations”) and the Companies Act, 2013 (“the Act”).

The Board has also proposed to implement these Employee Stock Option Schemes either directly or through the trust route, wherein an irrevocable Employee Welfare Trust (“the Trust”) will be established to acquire, hold, and allocate equity shares of the Company to eligible employees. The Trust shall acquire shares through secondary acquisition from the stock market, subject to compliance with applicable regulatory limits.

To enable the Trust to purchase shares for the schemes, the Company proposes to extend financial assistance/provision of funds to the Trust, in compliance with Regulation 3(8) of the SEBI (SBEB & SE) Regulations, 2021 and Section 67 of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014.

Approval Sought from Shareholders

In accordance with the SEBI (SBEB & SE) Regulations and the Companies Act, 2013, the Company seeks the approval of shareholders by way of separate special resolutions for the following:

- 1) Approval of One or More Employee Stock Option Schemes and Grant of Options to the Employees of the Company.

Approval is sought for the adoption and implementation of one or more Employee Stock Option Schemes and the grant of stock options to eligible employees and Directors of the Company, as per the terms and conditions specified under the applicable scheme(s).

- 2) Approval for Grant of Stock Options to Employees of Group Companies, including Subsidiaries and Associates.

Under the SEBI SBEB & SE Regulations, shareholder approval vide a separate special resolution is required for extending ESOP benefits to employees of subsidiary and associate companies. This resolution seeks approval to allow the Company to grant stock options to eligible employees of such entities.

- 3) Approval for Grant of Options Equal to or Exceeding one per cent of the Issued Share Capital to Identified Employees

As per Regulation 6(3)(d) of the SEBI (SBEB & SE) Regulations 2021, a separate shareholder approval is required for granting options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company to any identified employee at the time of grant. This special resolution seeks specific approval for such grants, if applicable.

- 4) Approval for the establishment of an irrevocable Employee Welfare Trust and authorization for secondary acquisition of Shares for implementing an Employee Stock Option Scheme.

As per regulation 3 (1) of the SEBI (SBEB & SE) Regulations 2021, a company may implement a scheme(s) either directly or by setting up an irrevocable trust, provided further that if the scheme(s) involves secondary acquisition or gift or both, then it shall be mandatory for the company to implement such scheme(s) through a trust(s). Hence this resolution.

- 5) To approve grant of financial assistance/provision of money by the Company to the Employee Welfare Trust to fund the acquisition of its equity shares, in terms of the Employee stock option scheme

As per regulation 3 (8) of the SEBI (SBEB & SE) Regulations 2021, subject to the requirements of the Companies Act, 2013 (18 of 2013) read with Companies (Share Capital and Debenture) Rules, 2014, as amended from time to time, as may be applicable, the company may lend monies to the trust on appropriate terms and conditions to acquire the shares either through new issue or secondary acquisition, for the purpose of implementation of the scheme(s). Hence this resolution.

Regulatory Compliance and Disclosures

The Employee Stock Option Schemes shall comply with the SEBI (SBEB & SE) Regulations, 2021, the Companies Act, 2013, and any other applicable laws. Specific disclosures, including details on grant, vesting schedules, exercise price, and other key terms, as required under the SEBI (SBEB & SE) Regulations, 2021 are as follows:

a.	Brief description of the scheme	Employee Stock Option Scheme where Options would be granted to eligible employees and will be converted into equity shares, administered directly or through a
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		trust which will vest basis passage of time or certain performance criteria.
b.	Total number of stock options to be granted	Equity shares not exceeding 7,99,710 of the issued capital of the Company of face value of Rs.10 only (Rupees Ten Only), each fully paid-up, as stock options convertible into an equal number of equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company)
c.	Identification of classes of employees entitled to participate in the Employee Stock Options Schemes	To be decided by the Board from time to time, in accordance with the applicable regulations.
d.	Requirements of vesting and vesting period	Vesting of Options would be a function of continued employment with the Company (passage of time) and/ or achievement of performance criteria as may be determined by the Board in accordance with the applicable regulations. These criteria will be mentioned in the letter of Grant. Provided that there shall be a minimum period of one year between the grant of options and vesting of options.
e.	Maximum period within which the options shall be vested	The options granted under the proposed scheme shall vest within a period of 5 years from the date of grant in accordance with the applicable regulations unless otherwise determined by the Board.
f.	Exercise price or the formula for arriving at the exercise price	As determined by the Board/Committee in accordance with the applicable regulations, which shall be a price not less than the face value of the shares.
g.	Exercise period and Exercise Process	Can be exercised commencing from the date of Vesting, within the expiry of 10 years from the date of grant. The options may be exercised by the employees as per the process that maybe laid down by the Board commencing from the date of vesting or any other event as maybe defined by the NRC in accordance with the applicable regulations.
h.	The appraisal process for determining the eligibility of employees for the scheme	As determined by the Board in accordance with the applicable regulations.
i.	Maximum number of options to be granted per employee and in aggregate	Such number as may be decided by the Board in accordance with the applicable regulations.
j.	Maximum quantum of benefits to be provided per employee under a scheme	Such amount of benefit that may arise from the exercise of options granted to an employee by the Board. The quantum of options granted to any employee would be as per the approval by the shareholders vide these resolutions, the shareholders vide these resolutions approve grant of options to identified employees, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of such options.

k.	Implementation and administration of Employee Stock Options Schemes	The scheme shall be implemented and administered directly or through a trust.
l.	Issue of new shares or secondary acquisition	In the event the scheme is administered directly, then fresh issue of shares and in the event where it is administered through the Trust, the trust shall issue shares purchased via secondary acquisition on exercise of stock options under the Employee Stock Option Schemes implemented by the Company.
m.	Amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization and repayment.	The Company may provide financial assistance to the Trust in the form of a loan, in one or more tranches, for the purpose of acquiring equity shares of the Company from the secondary market, in accordance with Regulation 3(8) of the SEBI (SBEB & SE) Regulations, 2021 and Section 67 of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014. The total amount of loan that may be provided by the Company to the Trust shall not exceed 5% of the aggregate paid-up share capital and free reserves of the Company, at any point in time, as prescribed under Regulation 3(8) of the SEBI (SBEB & SE) Regulations, 2021. The loan shall be utilized exclusively for the implementation of one or more Employee Stock Option Schemes, including the purchase, holding, and transfer of shares to eligible employees in accordance with the terms of the respective scheme(s). The tenure of the loan shall be aligned with the duration of the schemes, subject to applicable regulatory and contractual requirements. The Trust shall repay the interest free loan through proceeds received from employees upon exercise of stock options, dividends earned on shares held by the Trust (if any), or other permitted means, as per the terms agreed upon between the Company and the Trust. The administration, utilization, and operation of the Trust shall be subject to the oversight of the Board/Nomination & Remuneration Committee, ensuring compliance with all applicable laws and regulations.
n.	Maximum percentage of secondary acquisition that can be made by the trust for the purpose of the scheme	Maximum percentage of secondary acquisition that can be made by the trust for the purpose of this scheme shall be five percent, however, secondary acquisition in a financial year by the trust shall not exceed two percent of the paid up equity capital of the company as at the end of the previous financial year
o.	Accounting policies for the options granted	The company shall comply with applicable regulations for the accounting for the options granted under any Plan.
p.	Method which the company shall use to value its options	As per the applicable regulations.
q.	Lock-in period	There shall be no lock-in period post exercise of options

r.	Terms and conditions for buyback of specified securities	N/A
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Pursuant to Section 102 of the Act, the Board of Directors of the Company do hereby confirm that none of its Directors or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise, except to the extent that the Stock Options may be granted to them pursuant to the Scheme.

The Board accordingly recommends the resolutions set out at item nos. 1, 2, 3, 4 and 5 of this notice for your approval.

ITEM NO.6

M/s. Paresh Jaysih Sampat, Cost Accountants (Firm Registration No: 102421), Cost Auditors of the Company, had notified the Company about his resignation as a Cost Auditors vide letter dated September 28, 2024 explaining his ineligibility to continue as the Cost Auditor for the financial year ending 31st March 2025, due to a new professional assignment that requires him to surrender his Certificate of Practice.

In terms of the provisions of the Act, the resulting vacancy shall be filled by the Board of Directors within thirty days of its occurrence.

The Board of Directors of the Company at their meeting held on October 25, 2024, based on the recommendations of the Audit Committee, appointed M/s Tapan Gaitonde & Co., Cost Accountants (Firm Registration No. 38637), as the Cost Auditors in casual vacancy for the audit of the cost records maintained by the Company for the financial year ending 31st March 2025, at a remuneration of ₹1,75,000 (Rupees One Lakh Seventy Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit.

In accordance with the provisions of Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to Cost Auditors is required to be ratified by the Shareholders of the Company. Accordingly, the consent of the Shareholders is sought for ratification of the remuneration payable to the Cost Auditors.

None of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing of the proposed Resolution.

The Board recommends the resolution as set out in the Item No. 6 of accompanying notice for the approval of members of the Company as an Ordinary Resolution.

By Order of the Board of Directors
For **Control Print Limited**

Date: January 18, 2025
Place: Mumbai

Sd/-
Murli Manohar Thanvi
Company Secretary & Compliance Officer