

**37<sup>TH</sup> ANNUAL REPORT FOR THE YEAR  
ENDED 2011 - 2012**



**MONOTYPE INDIA LIMITED**

**Registered Office:-**

HMP HOUSE,  
4, FAIRLEE PLACE , GROUND FLOOR,  
ROOM NO G16, KOLKATA-700001

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**COMPANY INFORMATION**

**BOARD OF DIRECTORS**

SHRI NARESH MANAKCHAND JAIN  
SHRI ROHITASH BHOMIA  
SHRI ASHISH SETHI  
SHRI AKHILESH VIJAYCHAND JAIN

**AUDITORS**

CHURIWALA & ASSOCIATES  
KOLKATA

**BANKERS**

AXIS BANK LTD.  
FEDERAL BANK

**REGISTERED OFFICE**

HMP HOUSE  
4, FAIRLEE PLACE  
GROUND FLOOR, ROOM NO G16  
KOLKATA-700001  
Email : [monotypeindialtd@gmail.com](mailto:monotypeindialtd@gmail.com)  
[investors.mil@gmail.com](mailto:investors.mil@gmail.com)

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**NOTICE**

**NOTICE** is hereby given that the Thirty Seventh Annual General Meeting (AGM) of the members of Monotype India Limited will be held on Saturday, the September 29, 2012 at 04.00 P.M. at Emami Conference Hall, Association of Corporate Advisers & Executives, 6 Lyons Range, 3<sup>rd</sup> Floor, Unit 2, Kolkata- 700001, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2012 and the Balance Sheet and the Cash Flow Statement as at that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rohitash Bhomia, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Motilal & Associates, Chartered Accountants, Mumbai as Auditors of the Company in place of retiring Auditors M/s Churiwala & Associates, Chartered Accountants, Kolkata to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

“RESOLVED THAT M/s Motilal & Associates, Chartered Accountants, Mumbai (Firm registration No : **106584W**) , be and is hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditors.”

**SPECIAL BUSINESS:**

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

“RESOLVED THAT Shri Ashish Sethi, who was appointed as Additional Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member of the Company in terms of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company.”

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

“RESOLVED THAT Shri Akhilesh Vijaychand Jain, who was appointed as Additional Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member of the Company in terms of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company.”

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

“RESOLVED THAT Section 269 and any other applicable provisions of the Companies Act, 1956 (“the Act”) and pursuant to the provision(s) of the Articles of Association of the Company, approval of members be and is hereby accorded to the appointment of Shri Naresh Manakchand Jain as Whole Time Director (WTD) of the Company, for the period of three years w. e. f. August 13, 2012.”

“RESOLVED FURTHER THAT pursuant to the provision(s) of the Articles of Association of the Company and Section 255, 256 and any other applicable provisions, if any, of the



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Companies Act, 1956, ("the Act"), office of Shri Naresh Manakchand Jain, shall be liable to retire by rotation."

"RESOLVED FURHTER THAT Shri Naresh Manakchand Jain, in his capacity as Whole Time Director, at present be paid no remuneration, however, in future during the tenure of Shri Naresh Manakchand Jain, Whole Time Director, the Company may pay such remuneration, subject to necessary approvals, if required, and in accordance with the provisions of the Companies Act, 1956 read with Schedule XIII of the Act."

"RESOLVED FURHTER THAT Shri Naresh Manakchand Jain, be and is hereby authorised on behalf of the Company to sign, certify and/or file applications, forms, returns, undertakings, documents and other papers as may be required with Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, Income Tax Department, Reserve Bank of India and all other regulatory authorities."

"RESOLVED FURHTER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and deeds as may be necessary in connection with the said appointment."

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

"RESOLVED THAT subject to the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956 and the rules framed there under, Listing Agreement, Securities and Exchange Board of India (Delisting of Equity Share) Regulations, 2009 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter) and all other applicable laws, rules, regulations and guidelines and subject to all such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed with granting such approvals, permissions and sanctions, which may be agreed to, by the Board of Directors of the Company, consent is hereby accorded to delist the Company's equity shares, from The Calcutta Stock Exchange Ltd."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised jointly and severally to file the necessary application to The Calcutta Stock Exchange Ltd and to take all steps as may be necessary to give effect to the aforesaid resolution and to do all such acts deeds, matters and things as may be deemed necessary in this regard."

**By Order of the Board**

**Place : Kolkata**  
**Dated: September 1, 2012**

**(Naresh Manakchand Jain)**  
**Director**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. M/s Niche Technologies Pvt Ltd, D- 511, Bagree Market, 71 B R B Basu Road, Kolkata - 700001 is the Registrar and Share Transfer Agent of the Company. M/s Niche Technologies Pvt Ltd is also the depository interface of the Company.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 27, 2012 to Saturday, September 29, 2012 (both days inclusive).
4. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
5. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
6. As per the provisions of the Companies Act, 1956, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.
7. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. **To support this Green Initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses.** In respect of electronic holdings, with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register the same with our RTA, M/s Niche Technologies Pvt Ltd.
8. Information required to be furnished under Clause 49 of the Listing Agreement for directors seeking appointment/reappointment in forthcoming Annual General Meeting:

<b>i. Name of Director</b>	<b>Shri Rohitash Bhomia</b>
Date of Birth	22/10/1964
Date of Appointment	12/08/2011
Expertise	Marketing & Finance
Qualification	MBA
Other directorship	MONO HERBICIDES LTD
Chairman/Members of the Committee in other Companies	One
No. of shares held in the Company	NIL
<b>ii. Name of Director</b>	<b>Shri Ashish Sethi</b>
Date of Birth	30/11/1977
Date of Appointment	25/10/2011

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Expertise	Accounts & Finance
Qualification	Chartered Accountant
Other directorship	NIL
Chairman/Members of the Committee in other Companies	NIL
No. of shares held in the Company	NIL
<b>iii. Name of Director</b>	<b>Shri Akhilesh Vijaychand Jain</b>
Date of Birth	02/06/1976
Date of Appointment	13/08/2012
Expertise	Accounts & Finance
Qualification	B.Com, C.A(Inter)
Other directorship	Clarus Infrastructure Realties Limited Shri Ambe Punjinvesh Private Limited Vee Vee En Sons (Exports) Pvt Ltd Tarana Plastics And Chemicals Pvt. Ltd. Alexin Healthcare Private Limited Manorath Trading Private Limited Adhiraj Trading Private Limited Image Visual Ad Private Limited
Chairman/Members of the Committee in other Companies	One
No of shares held in the Company	NIL
<b>iv. Name of Director</b>	<b>Shri Naresh Manakchand Jain</b>
Date of Birth	16/09/1964
Date of Appointment	12/08/2011
Expertise	Having wide Securities and Financial Matters
Qualification	B.Com
Other directorship	Pranjali Services Private Limited. Pranjali Infrastructure Private Limited. Pranjali (India) Private Limited. Mono Herbicides Ltd. Elan Stock Broking Private Limited Elan Capital Advisors Private Limited BT Divine Power & Mining Corporation Ltd. Pragiri Finvest (India) Private Limited Plantinum Finvest Private Limited
Chairman/Members of the Committee in other Companies	Two
No. of shares held in the Company	NIL



**EXPLANATORY STATEMENT PURSUANT TO THE SECTION 173 (2) OF THE COMPANIES ACT, 1956**

**ITEM NO. 4**

Shri Ashish Sethi was appointed as an Additional Director of the Company pursuant to the Section 260 of the Companies Act, 1956, effective from October 25, 2011 and hold office as director only upto the date of ensuing AGM. The Company has received a notice from a member in terms of Section 257 of the Companies Act, 1956 proposing the candidature of Shri Ashish Sethi as a Director of the Company.

None of the Directors, except Shri Ashish Sethi himself, is concerned or interested in the proposed resolution.

**ITEM NO. 5**

Shri Akhilesh Vijaychand Jain was appointed as an Additional Director of the Company pursuant to the Section 260 of the Companies Act, 1956, effective from August 13, 2012 and hold office as director only upto the date of ensuing AGM. The Company has received a notice from a member in terms of Section 257 of the Companies Act, 1956 proposing the candidature of Shri Akhilesh Vijaychand Jain as a Director of the Company.

None of the Directors, except Shri Akhilesh Vijaychand Jain himself, is concerned or interested in the proposed resolution.

**ITEM NO. 6**

The Company has received a notice from a member Shri Naveen Gupta in terms of Section 257 of the Companies Act, 1956 proposing the candidature of Shri Naresh Manakchand Jain as a Whole Time Director of the Company.

As per the Section 269 of the Companies Act, 1956, member's approval by way of ordinary resolution is required for appointment of Whole Time Director. Considering the requirement of the Companies Act, 1956, it was justifiable to designate or appoint a Whole Time Director. Further, since the company has been incurring losses since past few years, the Company is unable to pay remuneration for the time being and therefore board recommends the said resolution for approval of members.

Except Shri Naresh Manakchand Jain, none of the Directors of the Company are concerned or interested in the said resolution

**ITEM NO. 7**

The Company's equity shares are presently listed on Bombay Stock Exchange & Calcutta Stock Exchange. Consequent to the recent rapid changes in the capital market and with the availability of nationwide trading facilities coupled with wide and extensive networking of centers on BSE, investors have access to online dealings in the Company's security across the counter and substantial volume of trading is carried out through BSE. The trading volumes at Calcutta Stock Exchange are not there and do not justify the payment



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of listing fees to them. The Company believes that no particular benefit is available to the shareholders of the Company by continuing the listing of equity shares at Calcutta Stock Exchange. The Company is therefore contemplating the delisting of equity shares from Calcutta Stock Exchange.

As per the recent Delisting of Equity Shares Regulations, 2009 issued by Securities and Exchange Board of India (SEBI), an exit opportunities need not to be provided to the shareholders of the Company on delisting of equity shares from Calcutta Stock Exchange, provided the equity shares continued to be listed at BSE.

The proposed voluntary delisting of the Company's equity shares from Calcutta Stock Exchange will apart from saving resulting from the non-payment of annual listing fees, also reduce a lot of administrative work. The delisting will not adversely affect any investors including the Shareholders located in the regions where the stock exchange situates. Pursuant to the Regulations issued by SEBI on voluntary delisting by companies of securities from the Stock Exchanges, it is now proposed to seek the Shareholders' approval by way of a SPECIAL RESOLUTION for voluntary delisting of the company's equity shares from Calcutta Stock Exchange as set out in the Resolution at item no.8.

The Directors recommend the passing of the Resolution at item No. 8 as a Special Resolution.

None of the Directors of the Company is concerned or interested in this matter.

**By Order of the Board**

**Place : Kolkata**  
**Dated: September 1, 2012**

**(Naresh Manakchand Jain)**  
**Director**



**DIRECTORS' REPORT**

To  
The Members of Monotype India Limited

Your Directors have pleasure in presenting the Thirty Seventh Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2012.

**FINANCIAL RESULTS**

The highlights of the Financial Results are as under:

(₹)

<b>PARTICULARS</b>	<b>Year ended 2011-2012</b>	<b>Year ended 2010-2011</b>
<b>Sales and Other Income</b>	-	620,179
Total Expenditure	709,048	509,630
Profit / (Loss) for the year before Tax	(709,048)	110,550
Tax Expense	-	20,496
<b>Profit / (Loss) for the year after tax</b>	<b>(709,048)</b>	<b>90,054</b>
<b>Balance brought forward</b>	<b>(44,213,062)</b>	<b>(44,303,116)</b>
Balance Carried to Balance Sheet	(44,922,110)	(44,213,062)

**OPERATIONS**

The Company will continue to be responsive to changes in market dynamics and consumer behavior and other key factors influencing the business, and will formulate its strategies accordingly.

**DIVIDEND**

With a view to conserve resources for future needs and in the absence of profit of the Company, the Directors regret their inability to propose any dividend for the year under review.

**AMALGAMATION**

During the year under review, pursuant to the order of Hon'ble Calcutta High Court, Kolkata, a Court Convened Meeting was held and members of the Company had approved for the scheme of arrangement providing for merger of M/s. Mono Herbicides Limited, M/s. Gateway Distributors Limited, M/s. Unicorn Vyapaar Limited, M/s. Subhankar Vinimay Limited, M/s. Swagatam Tradevin Limited, M/s. Lotus Financial Management Private Limited with M/s. Monotype India Limited. However, the approval of Hon'ble Calcutta High Court, Kolkata is still pending.

**DIRECTORS**

Shri Ashish Sethi was appointed as additional director in the board meeting held on October 25, 2011.

Shri Akhilesh Vijaychand Jain was appointed as additional director in the board meeting held on August 13, 2012.

Shri Rajesh Jain, Shri Vivek Agrawalla and Shri Ashok Kumar resigned from directorship with effect from January 31, 2012.



The Directors place on record their sincere appreciation for the guidance and valuable contributions by them during his tenure.

In accordance with the requirements of the Companies Act, 1956 and the Articles of Association of the Company, Shri Rohitash Bhomia is liable to retire by rotation and is eligible for re-appointment.

The Board of Directors has in their meeting held on August 13,2012, appointed Shri Naresh Manakchand Jain as Whole-Time Director of the Company subject to approval of members at the forthcoming Annual General Meeting and he will also be acting as Compliance Officer of the Company.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements under Section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2012, the applicable accounting standards had been followed and no material departures have been made from the same;
- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review;
- (iii) That Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That Directors have prepared the annual accounts for the financial year ended 31<sup>st</sup> March, 2012, on a 'going concern' basis.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO**

The particulars relating to conservation of energy and technology absorption are not applicable to the Company. However, efforts are being made to conserve and optimize the use of energy, wherever possible.

During the year under review, your Company has neither earned nor spent any foreign exchange.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

##### **Business Outlook**

Before discussing the business outlook and future plans it is useful to give a brief overview of the Indian Economy.

FY2012 has been a very difficult year for the Indian economy. After 8.6% GDP growth in FY2011, growth has fallen steadily in the first three quarters of FY2012 to 6.1% in October-December 2011. It seems that the country will achieve a growth rate of 6.5% to 7.0% in FY2012 - far less than 8.6% of the previous year. Added to this are the various political uncertainties; high interest rates that have been marginally addressed by the recent reduction of 50 basis point; declining and uncertain inflows of foreign direct and portfolio investments; growing fiscal deficit; widening current account deficit and a weakening rupee; difficult investment climate; and rising inflation.

All these make for difficult times for businesses in financial services sector intermediation.



Let us now move on to the key business plan of MIL.

Your Company is currently engaged in trading activities and is looking for new business avenues and ventures. Your Company is planning for Non-Banking Finance Business Activities and to execute this planning the Company is going to be merged with M/s. Mono Herbicides Limited (A Non-banking Finance Company registered with Reserve Bank of India). The Merger (along with five other Companies including its holding company) is in process at the Hon'ble Calcutta High Court.

After Merger, the major activities of the Company will be trading in shares and securities and Loans Against Shares (LAS). The Company will provide innovative lending solutions to Small and Medium Enterprises (SME).

### **Risk and Concerns**

As an NBFC, your Company will be exposed to credit risk, liquidity risk and interest rate risk. Further, the Company is exposed to risks from market fluctuation of interest rate and stock market fluctuation of the share prices. The object of risk management is to balance the tradeoff between risk and return and ensure optimum risk adjusted Return on Capital.

### **Internal Control Systems and their adequacy**

Your Company has appropriate internal control systems relating to its areas of operations. Our internal control systems are adequate and provide, among other things, reasonable assurance of recording transactions of operations in all material respects and of providing protection against significant misuse or loss of Company assets.

Discussion on Financial Performance with respect to Operational Performance.

The Company has incurred losses during the year under review.

### **Developments in Human Resources**

Since the Company is looking for new avenues of businesses, the challenge to recruit employees with the right knowledge and skill is very important.

### **Cautionary Statement**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectation may be 'forward looking' within the meaning of applicable laws and regulations. Actual results and planning might differ materially from those expressed or implied.

### **DEMATERIALIZATION OF EQUITY SHARES**

The Company's equity shares are available for trading in the Depository systems of the Central Depository Services (India) Limited (CDSL) and in the process of getting services of the National Securities Depository Limited (NSDL). The International Security Identification Number (ISIN) allotted to Monotype India Limited is INE811D01016 for the equity shares of your Company. The status of Equity Capital exists in Electronic Form and Physical Form as on March 31<sup>st</sup>, 2012 is as under:

<b>Particulars</b>	<b>No. of Shares</b>	<b>Percentage (%)</b>
Electronic Mode		
NSDL	Nil	Nil
CDSL	1417921	86.01
Physical Mode	230575	13.99
<b>Total :</b>	<b>1648496</b>	<b>100.00</b>



**CORPORATE GOVERNANCE**

Your Company has successfully implemented the mandatory provisions of Corporate Governance in accordance with the provisions of Clause 49 of the Listing Agreement of the Stock Exchanges. Separate Reports on Corporate Governance and Management Discussion & Analysis are included in the Annual Report and Certificate dated August 13, 2012 of the Auditors of your Company confirming the compliance of conditions of Corporate Governance is also annexed thereto.

**PARTICULARS OF EMPLOYEES**

There was no employee in respect of whom information is required to be given pursuant to the Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended up-to-date.

**AUDITORS**

M/s Churiwala & Associates, Chartered Accountants, Kolkata, the Statutory Auditors will retire at the conclusion of ensuing Annual General Meeting and unwilling for re-appointment. M/s Motilal & Associates, Chartered Accountants, Mumbai has given their consent to act as an Auditor, if appointed in the forthcoming Annual General Meeting. Company has also received a notice from a member proposing M/s Motilal & Associates as an Auditor of the Company.

**AUDITOR'S REPORT**

In respect of observation made by the Auditors in their Report, your Directors wish to state that the respective notes to the accounts are self-explanatory and do not call for any further comments.

**COMPLIANCE CERTIFICATE**

In accordance with the requirements of Section 383(1A) of the Companies Act, 1956, a certificate from M/s Manoj Shaw & Co, Company Secretaries, Kolkata for the year ended 31st March 2012 is attached.

**INDUSTRIAL RELATIONS**

During the year under review, your Company had cordial and harmonious industrial relations at all levels of the Organization.

**STOCK EXCHANGE**

The Company's Securities are listed at The Calcutta Stock Exchange Limited and The Bombay Stock Exchange Limited. Since trading in equity shares of the Company on The Calcutta Stock Exchange Ltd is negligible, Board considers it fit to delist shares from The Calcutta Stock Exchange Ltd. Further, considering the expansion of the BSE and its extensive networking and terminals to other cities where investors have access to on-line dealings in the Company's equity shares on such terminals across the country, it is disproportionate to pay the listing fees to the other said stock exchange. Besides, BSE having nation-wide terminals provide adequate opportunity to shareholders to trade in Company's shares. The delisting will take effect only after all approvals, sanctions and permission has been received.

**PUBLIC DEPOSITS**

During the year under review, your Company has not accepted any fixed deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

**APPRECIATION**

Your Directors place on record their deep appreciation for the continued, support and co - operation extended to the Company by the Banks, Government departments and other agencies.

Your Directors thanks our esteemed shareholders for your continued support.

Your Directors place on record their appreciation of the dedication and commitment of your Company's employees and look forward to their support in the future as well.

**For and on behalf of the Board**

**Place: Mumbai**

**Date: August 13, 2012**

**(Naresh Manakchand Jain)**  
Director

**(Rohitash Bhomaia)**  
Director



## MONOTYPE INDIA LIMITED 2011 - 2012

### FORM

[SEE RULE 3]

#### COMPLIANCE CERTIFICATE

Name of the Company : Monotype India Limited  
Corporate Identification No. : L72900WB1974PLC029679  
Authorised Capital : ₹ 5,00,00,000/-  
Paid - up Capital : ₹ 4,14,84,960/- ( 1,648,496 equity shares of ₹ 10 each  
and 250,000 Preference shares of ₹ 100 each.)

To,  
The Members  
Monotype India Limited  
HMP House, 4, Fairlee Place,  
1<sup>st</sup> Floor, Room No. 104,  
Kolkata,  
West Bengal -700001.

We have examined the registers, records, books and papers of Monotype India Limited (hereinafter referred to as "the Company") as required to be maintained under the Companies Act, 1956 (hereinafter referred to as "the Act") and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2012. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all Registers as stated in **Annexure 'A'** to this Certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the Forms and Returns as stated in **Annexure 'B'** to this Certificate, with the Registrar of Companies and Regional Director.
3. The Company being a public limited company the provisions regarding the paid-up share capital and maximum number of members are not applicable.
4. The Board of Directors duly met 8 (eight) times 28.05.2011, 25.07.2011, 12.08.2011, 29.09.2011, 25.10.2011, 14.11.2011, 07.01.2012 and 14.02.2012 in respect of which, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 27<sup>th</sup> September, 2011 to 29<sup>th</sup> September, 2011 (Both days inclusive).
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2011 was held on 29<sup>th</sup> September, 2011 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. The Company has held Court Convened Meeting on January 07, 2012, at Association of Corporate Advisors & Executives, 6, Lyons Range, 3rd Floor, Unit 2, Kolkata - 700001 at 10.00 a.m., pursuant to the order of Hon'ble Calcutta High Court, Kolkata for approval of the scheme of arrangement providing for merger of M/s. Mono Herbicides Limited, M/s. Gateway Distributors Limited, M/s. Unicorn Vyapaar Limited, M/s. Subhankar Vinimay



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Limited, M/s. Swagatam Tradevin Limited, M/s. Lotus Financial Management Private Limited with M/s. Monotype India Limited as per the Section 391 to 394 of the Companies Act, 1956 during the year under review.

8. The Company has not advanced any loan to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts as specified under Section 297 of the Act.
10. The Company has taken interest free unsecured loan from two companies covered in the register maintained under Section 301 of the Companies Act'1956.
11. No approvals were required to be taken u/s. 314 of the Act
12. The Committee of Directors have approved the transfer / transmission / split / consolidation issue of duplicate share certificates during the financial year.
13. (i) The Company has delivered all the certificates lodged / submitted for transfer / transmission / split / consolidation or any other purpose in accordance with the provisions of the Act.  
(ii) The Company was not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year under review.  
(iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year under review and consequently, there was no unclaimed/unpaid dividend which was required to be transferred to Unpaid Dividend Account of the Company.  
(iv) There was no amount on account of unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which was required to be transferred to Investor Education and Protection Fund.  
(v) The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointments of directors and additional directors have been duly made.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the year.
16. The Company has not appointed any sole-selling agent during the year under review.
17. The Company was not required to obtain the approval of the Central Government, Company Law Board, Regional Director or such other authorities as may be prescribed under the provisions of the Act during the financial year under review.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any securities during the financial year under review.
20. The Company has not bought back any shares during the financial year under review.
21. The Company has not issued any redeemable preference shares/debentures, which were required to be redeemed during the year.



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22. There were no transactions necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits falling within the purview of Section 58A of the Act.
24. The Company has not borrowed money during the year under review falling under Section 293(1)(d) of Companies Act, 1956.
25. The Company has duly complied with the provisions of Section 372A of the Act.
26. The Company has not altered the provisions of the Memorandum of Association with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum of Association with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. There was no prosecution initiated against or show cause notices received by the Company during the year under review for alleged offences under the Act and consequently, no fine / penalty or any other punishment has been imposed on the Company.
32. The Company has not received any money as security from its employees during the year under certification.
33. The provisions of Section 418 of the Act relating to deposit of both the employee's and employer's contribution to Provident Fund with prescribed authorities are not applicable to the Company.

**Signature: FOR M/S MANOJ SHAW & CO**  
**(COMPANY SECRETARIES)**

**Sd/-**

**Place: Kolkata**

**MANOJ PRASAD SHAW**

**Date: August 13, 2012**

**C.P.No. 4194**

It is stated that the compliance of all the applicable provisions of the Companies Act, 1956 is the responsibility of the management. Our examination, on a test-check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities/ statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the Companies Act, 1956.

**Annexure A**
**Registers as maintained by the Company:**

<b>Sr. No.</b>	<b>Particulars of Registers</b>	<b>Vide Section</b>
1.	Register of Members	150
2.	Minutes Book of Board and General Meetings.	193
3.	Register of Directors' shareholding	307
4.	Register of Investments and Loans	372A
5.	Register of contracts in which directors are interested	301
6.	Books and Accounts	209
7.	Register of Index of Members	151
8.	Register of Charges	143

**Annexure B**
**Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31<sup>st</sup> March, 2012**

<b>Sl No.</b>	<b>Form No/Return</b>	<b>Filed U/S</b>	<b>For</b>	<b>Date of filling</b>	<b>Whether filed within prescribed time Yes/No.</b>	<b>If delay in filing whether requisite additional fees paid Yes/No.</b>
1.	Balance Sheet (from 23ACXBRL & 23ACAXBRL)	220	Balance Sheet for 31.03.2011	10.03.2012	No.	Yes
2.	Compliance Certificate (From 66)	383A	Compliance Certificate for 31.03.2011	21.10.2011	Yes	N.A.
3.	Form-32	303	Change in Directorship w.e.f. 31.01.2012	06.03.2012	No	Yes
4.	Form-32	303	Change in Designation of Director w.e.f. 29.09.2011	05.03.2012	No.	Yes
5.	Form-32	303	Change in Directorship w.e.f. 25.10.2011	07.11.2011	Yes	N.A.
6.	Form-32	303	Change in Directorship w.e.f. 12.08.2011	07.09.2011	Yes	N.A.
7.	Form-18	146	Shifting of Registered Office w.e.f. 25.10.2011	08.11.2011	Yes	N.A.



**CORPORATE GOVERNANCE REPORT**
**1. The Company's Philosophy on Code of Corporate Governance**

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. The Company believes that good Corporate Governance practices should be enshrined in all activities of the Company. This would ensure efficient conduct of the affairs of the Company and help the Company achieve its goal of maximizing value for all its stakeholders. The Company has a strong legacy of fair, transparent and ethical governance.

The Company recognizes that good Corporate Governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all the stakeholders.

**2. Board of Directors**

The Board of Directors as on the date consist of Four Directors out of whom 3 (Three) are Non Executive Directors. The Chairman of the Company is Executive Director. The composition of Board is in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Name	Category	No. of Outside Directorship(s) held in Public Limited and Private Limited Companies		No. of Board Committee position held in other Public Limited Companies	
Shri Naresh Manakchand Jain	Whole Time Director	7	2	-	-
Shri Rohitash Bhomia Shri Ashish Sethi	Non-Executive Director	-	1	-	-
	Non-Executive Independent Director	-	-	-	-
Shri Akhilesh Vijaychand Jain	Non-Executive Independent Director	7	1	-	1

Note: - Shri Rajesh Jain and Shri Vivek Agrawalla and Shri Ashok Kumar resigned w.e.f. from January 31, 2012.

Shri Ashish Sethi was inducted in the board w.e.f. from October 25, 2011.

Shri Naresh Manakchand Jain and Shri Rohitash Bhomia were inducted in the board w.e.f. from August 12, 2011.

Shri Akhilesh Vijaychand Jain were inducted in the board w.e.f. from August 13, 2012.

**3. Board Meetings**

The Board held 8 (Eight) Meetings during the year 2011 - 2012 on 28.05.2011, 25.07.2011, 12.08.2011, 29.09.2011, 25.10.2011, 14.11.2011, 07.01.2012 and 14.02.2012.

**Attendance of Directors at Board Meetings and at the Annual General Meeting**

Name of the Directors	No. of Board Meetings Attended	Whether Attended the Last AGM
Shri Naresh Manakchand Jain	6	Yes
Shri Rohitash Bhomia	4	Yes
Shri Ashish Sethi	4	No
Shri Rajesh Jain	7	Yes
Shri Vivek Agrawalla	7	Yes
Shri Ashok Kumar	7	Yes

The Board ensures compliance of all laws applicable to the Company and takes steps to rectify non-compliances, if any.

**4. Committees of the Board**
**(a) Audit Committee**

The Audit committee oversees the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditors and fixation of their remuneration, to review and discuss with the Auditors, adequacy of the internal audit system, major accounting policies, practices and entries, compliance with accounting standards and Listing Agreements and other legal requirements concerning financial statements and related party transactions, if any, and to review the financial statements before they are submitted to the Board of Directors.

**Composition and Attendance**

During the year 2011-2012, 4 (Four) Meetings of the Audit Committee were held on 28<sup>th</sup> May, 2011, 25<sup>th</sup> July, 2011, 14<sup>th</sup> November, 2011 and 14<sup>th</sup> February, 2012.

Name of the Members	Category	No. of Meetings Attended
Shri Rajesh Jain	Director	3
Shri Vivek Agrawalla	Director	3
Shri Ashok Kumar	Director	3
Shri Naresh Manakchand Jain	Director	1
Shri Rohitash Bhomia	Director	2
Shri Ashish Sethi	Director	2

The Members of the Audit Committee have requisite knowledge in the field of Finance, Accounts and Management. Minutes of each Meeting of Audit Committee are placed and discussed before the Board of Directors.

The representative of Statutory Auditors attended the meetings of Audit Committee.

**(b) Remuneration Committee**

The Company has not formed a remuneration committee which is a part of non-mandatory code. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practices and the requirements of law. The Company

does not have any stock option plan or performance linked incentives for its directors. The Company has not paid any remuneration to any of its directors.

**5. Share Transfers and Shareholders/Investors Grievance Committee.**

**(a) Terms of reference**

The Committee into issues relating to share, including transfer/transmission of shares, issue of duplicate share certificates, non-receipt of dividend, annual reports etc. The Committee meets to review status of investor grievances, rectify transfers, approve transmission of shares and issue duplicate share certificates from time to time. Besides, officers of the Company have been authorized to approve issue of share certificates, approve transfer/ transmission of shares, consolidation, sub-division, and split of share certificates.

**(b) Compliance Officer**

The Board has designated Shri Naresh Manakchand Jain, Director of the Company as the Compliance Officer w.e.f August 12, 2011.

**(c) Shareholders/Investors' Grievance Committee:**

**Composition of Shareholders/ Investors' Grievance Committee**

<b>Name</b>	<b>Catagory</b>
Shri Vivek Agrawalla	Chairman
Shri Rajesh Jain	Director
Shri Naresh Manakchand Jain	Director
Shri Ashok Kumar	Director
Shri Ashish Sethi	Director

**Note:** - Shri Rajesh Jain and Shri Vivek Agrawalla resigned w.e.f. from January 31, 2012. Shri Naresh Manakchand Jain was inducted w.e.f. from August 12, 2011. Shri Ashish Sethi was inducted in the board w.e.f. from October 25, 2011.

There are no outstanding complaints and no shares were pending for transfer as on 31st March, 2012.

**6. (a) General Body Meetings:**

The Last three Annual General Meetings were held as per the details given below:

<b>YEAR</b>	<b>DATE</b>	<b>TIME</b>	<b>VENUE</b>
2010-2011	29.09.2011	10.00 A.M.	8, Waterloo Street, Kolkata-700 069
2009-2010	22.07.2010	10.00 A.M.	8, Waterloo Street, Kolkata-700 069
2008-2009	20.08.2009	10.00 A.M.	8, Waterloo Street, Kolkata-700 069

**b) Postal Ballot**

During the year ended 31<sup>st</sup> March, 2012, no resolution was passed by the Company's shareholders requiring voting by postal ballot. At the ensuing Annual General Meeting also, there is no resolution proposed to be passed through postal ballot.

**7. Disclosures****(a) Disclosure on materially significant related party transactions, pecuniary or business relationship with the Company**

There have been no materially significant related party transactions that may have potential conflict with the interests of the Company or its associates, with any of its directors or their relatives during the year 2011-12.

**(b) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchange(s) or SEBI or any Statutory Authority on any matters related to Capital Market:**

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority, on any matter related to capital markets during the last 3 years.

**(c) Whistle Blower Policy:**

The Company has formulated a policy known as 'Whistle Blower Policy' to allow and encourage our employees to bring to the Management's Notice (Audit Committee) directly, without necessarily informing their superiors about suspected unethical behavior, malpractice, wrongful conduct, fraud, violation of the Company's policies including code of conduct, violation of law or questionable accounting or auditing matters by any employee/director in the Company without fear of reprisal.

The Company further undertakes that it has not denied any personnel access to the Audit Committee of the Company in respect of matters involving alleged misconduct/malpractice/unethical behavior and that it has provided protection to 'Whistle Blowers' from unfair termination and other unfair or prejudicial employment practices.

**(d) Details of compliance with the mandatory requirements and adoption of non-mandatory requirements of Clause 49:**

The Company has complied with the mandatory requirements and is in process of adopting non-mandatory requirements of Clause 49, wherever feasible.

**(e) Risk Management:**

The Executive Management controls risk through means of a properly defined framework.

**(f) Code of Conduct:**

The Board of Directors of your Company has laid down the Code of Conduct for all Board Members and Senior Management of the Company, which delineates the principles governing the conduct of employees including Directors, with all the stakeholders of the Company. The code covers transparency, legal compliances, concern of occupational health, safety and environment, a gender friendly work place and philosophy of leading by personal examples.

All Board Members and Senior Management of your Company ensure the compliances with these principles. The Board is responsible for ensuring that these principles are communicated to, understood and observed by all employees. Compliance of the code is subject to the review by the Board supported by the Audit Committee of the Board.

**(g) CEO/CFO Certification**

A certificate from the Director on the Financial Statements of the Company was placed before the Board.

**(h) Meaning of Communication**

- (1) Quarterly results are published in leading newspapers like Business Standard and Central Chronicle.
- (2) Management Discussion and Analysis Report forms part of the Director's Report.

**8. General Shareholder Information**
**(a) Date, Time and Venue of Annual General Meeting:**

The Company will hold its Thirty Seventh Annual General Meeting on Saturday, the September 29, 2012 at 04.00 P.M. at Emami Conference Hall, Association of Corporate Advisers & Executives, 6 Lyons Range, 3<sup>rd</sup> Floor, Unit 2, Kolkata- 700001.

**(b) Financial Calendar (tentative and subject to change)**

The Company expects to announce the unaudited quarterly results for the year 2012-2013, as per the following schedule :

Financial Reporting for the quarter ending June 30, 2012	Within 45 days from the end of the quarter ending June 30, 2012.
Financial Reporting for the quarter ending September 30, 2012	Within 45 days from the end of the quarter ending September 30, 2012
Financial Reporting for the quarter ending December 31, 2012	Within 45 days from the end of the quarter ending December 31, 2012.
Financial Reporting for the quarter ending March 31, 2013	Within 60 days from the end of the quarter ending March 31, 2013.

**(c) Date of Book Closure**

The Company's Register of Members and Share Transfer Book will remain closed from Thursday, the 27<sup>th</sup> September, 2012 to Saturday 29<sup>th</sup> September, 2012 (both days inclusive).

**(d) Dividend Payment Date**

The Board of Directors has not recommended any dividend for the financial year 2011-2012.

**(e) Listing on Stock Exchanges**
**(i) Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers, Dalal Street,  
25<sup>th</sup> Floor, Mumbai – 400 001

**(ii) Calcutta Stock Exchange Association Limited**

7, Lyons Range, Kolkata – 700 001.

**(f) Stock Code**

The Bombay Stock Exchange Limited : 505343  
The Calcutta Stock Exchange Association Limited : 23557  
ISIN : INE811D01016

**(g) Stock Market Data**

Market Price Data- Monthly high/low of Company's Equity shares during the financial year 2011-2012 on the BSE along with performance in comparison to BSE Sensex is given as under :



## MONOTYPE INDIA LIMITED 2011 - 2012

MONTH	Monotype India Limited on BSE		BSE Sensex	
	High (₹)	Low (₹)	High	Low
April, 2011	59.35	51.50	19,811.14	18,976.19
May, 2011	62.95	55.00	19,253.87	17,786.13
June, 2011	65.90	59.55	18,873.39	17,314.38
July, 2011	64.10	42.55	19,131.70	18,131.86
August, 2011	49.15	30.90	18,440.07	15,765.53
September, 2011	29.40	16.20	17,211.80	15,801.01
October, 2011	19.50	14.50	17,908.13	15,745.43
November, 2011	34.55	20.45	17,702.26	15,478.69
December, 2011	58.10	36.20	17,003.71	15,135.86
January, 2012	85.65	59.25	17,258.97	15,358.02
February, 2012	121.80	87.35	18,523.78	17,061.55
March, 2012	180.20	121.80	18,040.69	16,920.61

**(h) Registrar and Transfer Agents for shares held in Physical as well as Depository mode:**

Niche Technologies Pvt Ltd  
D- 511, Bagree Market, 71 B R B Basu Road, Kolkata - 700001.  
Ph -91-33-22357270/22357271  
Fax – 91-33-22156823  
nichetechpl@nichetechpl.com

**(i) Share Transfer System**

The Board has delegated the power of share transfer to Shareholders/Investors' Grievance Committee. The Committee holds meeting at regular intervals to consider all matters concerning transfer and transmission of Shares.

**(j) Distribution and Shareholding Pattern**

Distribution of shareholding of the Company as on March 31, 2012:

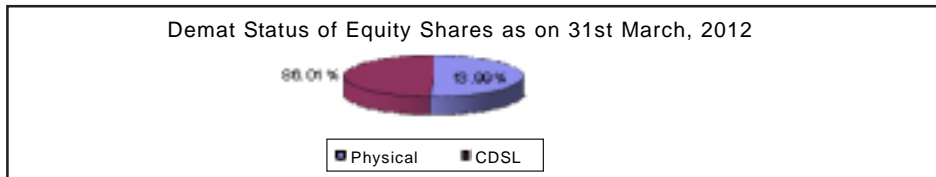
Range of Equity Shares	No of Shareholders	% of total holders	No. of Shares	% to Total
Up to 500	950	86.44	119572	7.25
501 - 1000	88	8.01	63999	3.88
1001 - 2000	21	1.91	27934	1.69
2001 - 3000	12	1.09	32921	2.00
3001 - 4000	3	0.27	10192	0.62
4001 - 5000	9	0.82	44018	2.67
5001 - 10000	13	1.18	83000	5.03
10001 - 50000	2	0.18	26000	1.58
50001 - 100000	-	-	-	-
100001 - Above	1	0.10	1240860	75.28
<b>Total</b>	<b>1099</b>	<b>100.00</b>	<b>1648496</b>	<b>100.00</b>

**(k) Shareholding Pattern of the Company as on March 31, 2012:**

Category		Nos. of Shares held	Percentage of Holding
<b>A.</b>	Promoter and Promoter Group		
	1. Indian Promoters	1240860	75.27
	2. Foreign Promoters	-	-
	Sub Total	<b>1240860</b>	<b>75.27</b>
<b>B.</b>	<b>Public Shareholding</b>		
	1. <u>Institutional Investors</u>		
	- Mutual Funds & UTI	-	-
	- Banks, Financial Institutions, Insurance Companies	14120	0.86
	- Central Government/State Government(s)	-	-
	- Foreign Institutional Investors	-	-
	2. <u>Non-Institutional Investors</u>		
	- Bodies Corporate	48093	2.92
	- Individuals/ HUFs/Others	345023	20.93
	- NRIs	400	0.02
	Sub Total	<b>407636</b>	<b>24.73</b>
	<b>Total</b>	<b>1648496</b>	<b>100.00</b>

**(l) Dematerialization of Securities**

The Company's Shares are available for trading in the Depository System at Central Depository Services (India) Limited (CDSL) and in the process of availing services of National Depository Services Limited. The International Security Identification Number (ISIN) allotted to MONOTYPE INDIA LIMITED is INE811D01016. Demat Status of Company as on 31st March, 2012 is as under:


**(m) PAN Requirement**

SEBI had vide its circulation no. MRD/DOP/Cir-05/2009 dated 20-05-2009 made the requirement of PAN Card of all Transferee(s) compulsory in case of all Physical Transfer of Shares.

**(n) Outstanding GDRs/ADRs/Warrants or any other Convertible Instrument**

Company has not issued any GDRs/ADRs/Warrants or any other convertible instruments or any issue (public issue, right issue, preferential issue etc.) which likely to have impact on Equity Share Capital of the Company.

**(o) Address for Correspondence**

The shareholders may address their communications/ suggestions/ grievances/ queries to:

**MONOTYPE INDIA LIMITED**  
HMP House, 4, Fairlee Place  
Ground Floor, Room No G16  
Kolkata-700001  
Email : investors.mil@gmail.com



**ANNEXURE TO THE REPORT OF THE DIRECTORS**

**CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF  
CONDITIONS OF CORPORATE GOVERNANCE**

To,  
The Shareholders of  
**MONOTYPE INDIA LIMITED**

We have examined the compliance of conditions of Corporate Governance by MONOTYPE INDIA LIMITED for the year ended on 31<sup>st</sup> March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company entered into with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance stipulated in the abovementioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Churiwala & Associates.**  
Firm Registration No 327296E  
**Chartered Accountants**

**(Rupesh Kumar Churiwala)**  
Proprietor  
Membership No 061137

**Place : Kolkata**  
**Date : August 13, 2012**





**MANAGEMENT RESPONSIBILITY STATEMENT**

The Financial Statements are in full conformity with the requirements of the Companies Act, 1956 and the Accounting Standards issued by the Central Government. The Management of the Company accepts responsibility for the integrity and objectivity of these Financial Statements, as well as, for estimates and judgments relating to matters not concluded by the year-end. The management believes that the financial statements reflects fairly the form and substance of transactions and reasonably presents the company's financial condition and results of operations. To ensure this, the Company has installed a system of internal controls, which is reviewed, evaluated and updated on an ongoing basis. Our auditors have conducted audits to provide reasonable assurance that the company's established policies and procedures have been followed. However, there are inherent limitations that should be recognized in weighing the assurances provided by any system of internal controls. These financial statements have been audited by M/s. Churiwala & Associates , Chartered Accountants, Kolkata, the Statutory Auditors of the Company.

**For and on behalf of the Board**

**Place : Kolkata**

**Date : August 13,2012**

**(NARESH MANAKCHAND JAIN)**

Director

**CODE OF CONDUCT DECLARATION**

Pursuant to the clause 49I(D) of the Listing Agreement entered into with the stock exchange, I hereby declare that all the Board members and senior management personnel of the Company have affirmed compliance with the code of conduct for the year ended March 31, 2012.

**For and on behalf of the Board**

**Place : Kolkata**

**Date : August 13,2012**

**(NARESH MANAKCHAND JAIN)**

Director



**AUDITORS' REPORT**

TO  
THE MEMBERS OF  
MONOTYPE INDIA LIMITED

We have audited the attached Balance Sheet of Monotype India Limited (The Company) as at 31st March, 2012 and also the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the financial statements, the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) (Amendment) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 (the Act), and on the basis of such checks as we considered appropriate and according to the information and explanations given to us and subject to non availability of the relevant details / information / records due to the reasons given in Note 12.B.2, we annex hereto a statement on the matters specified in the said order to the extent applicable to the company.
2. Due to reasons given in Note 12.B.5, the accounts of the Company have been prepared on the basis that it is a going concern though the accumulated losses of the Company as on 31.03.2012 have exceeded its entire net worth on that date.
3. As indicated in Note 12.B.2, relevant records in respect of factory and other offices were not available for our verification. Consequently, the figures compiled by the Company for the purpose of these accounts including the quantitative details / information as given under Notes to the accounts could not be verified by us with respect to the primary and secondary records, supplementary documents and details. Accordingly, in the absence of relevant details / records and / or full information reconciliation / confirmation, we are unable to express any opinion on the amounts of various assets and liabilities, expenses and incomes (including adjustments made during the year to such assets and liabilities), the adequacy and compliance thereof with the relevant Accounting Standards issued by the Institute of Chartered Accountants of India and impact thereof on the loss and accumulated losses of the Company.
4. Attention is invited to the following note :
  - a) Note 12.B.1 regarding non-ascertainment of liabilities in respect of items disclosed under contingent liabilities and adequacy of the disclosures/provisions in these respect.
5. The overall impact of adjustments to be carried out including with regard to various legal and other implications arising with respect to our remarks under paras 2 to 4



above or otherwise has not been ascertained and therefore cannot be commented upon by us.

6. Further to the above and subject to our comments in paragraph 1 and the annexure referred therein and subject to and except as given in paragraphs 2 to 4 above, we report that:
- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, the said accounts give in the prescribed manner the information required by the Companies Act, 1956 and proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956;
  - d) On the basis of written representations received from the directors and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
  - e) In our opinion and to the best of our information and according to the explanations given to us and in view of our observation in Para 2 to 4 above and our inability to ascertain and comment on the overall impact as per Para 5, we are unable to express our opinion on whether the said Balance Sheet and the Statement of Profit and Loss are in agreement with the books of account and whether the said accounts gives a true and fair view in conformity with the accounting principles generally accepted in India :
    - i. In case of the Balance Sheet, of the State of Affairs of the Company as at 31.03.2012 ;
    - ii. In the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
    - iii. In case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

**Place: Kolkata**  
**Date: August 13, 2012**

For **Churiwala & Associates**  
Firm Registration No 327296E  
*Chartered Accountants*

**(Rupesh Kumar Churiwala)**  
Proprietor  
Membership No:061137

**ANNEXURE REFERRED TO IN PARAGRAPH 1 OF AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF MONOTYPE INDIA LIMITED FOR THE YEAR ENDED 31 ST MARCH 2012**

- I. The Company does not have any fixed assets. Accordingly, the provisions of clause 4 (i) of the Order are not applicable to the Company.
- II. The Company does not have any inventory. Accordingly, the provisions of clause 4 (ii) of the Order are not applicable to the Company.
- III.
  - (a) According to the information and explanations given to us the Company has not granted any loan, secured or unsecured to the Companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clauses 4(iii) (a) to (d) of the Order are not applicable.
  - (b) As informed the Company has taken interest free unsecured loan from two companies covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year of such loan was ₹ 22,00,000 and the year end balance of such loan was ₹ 3,00,000.
  - (c) In our opinion and according to the information and explanations given to us the other terms and condition for such loan is not prima facie prejudicial to the interest of the Company.
  - (d) The Company is generally regular in payment of principal.
- IV. According to the information and explanations given to us, during the year there was no purchase of inventory, fixed assets and sale of goods and as such clause 4 (iv) of the Order is not applicable to the Company.
- V.
  - (a) In our opinion and according to the information and explanations given to us, there is no transaction that needs to be entered into the register maintained under Section 301 of the Act, 1956.
  - (b) In view of remarks given in Para V(a) requirements of clause v (b) of the Order are not applicable to the Company.
- VI. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and the provisions of Section 58A of the Companies Act, 1956 and rules framed there under.
- VII. As explained to us, due to the situation prevailing in the Company on account of suspension of operation, internal audit of the Company could not be carried out during the year.
- VIII. As informed to us the Central Government has not prescribed for the maintenance of cost records under section 209(1) (d) for any of the products of the Company.
- IX.
  - (a) In the absence of relevant records and documents it is not possible for us to state whether the Company is regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Excise Duty, Custom Duty, Cess and other relevant material statutory dues wherever applicable with the appropriate authorities.
  - (b) In absence of relevant records it is not possible for us to state that there were no disputed amounts payable in respect of Income Tax, Service tax, Cess, Wealth tax, Sales Tax, Customs Duty and Excise Duty which are outstanding as at 31st March, 2012, except to the extent as stated in Note 12.B.1.



## MONOTYPE INDIA LIMITED 2011 - 2012

- X. The accumulated losses of the Company as at the end of the year is more than the fifty percent of its net worth. The Company has incurred cash loss of ₹ 7,09,048/- during the current year.
- XI. In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the Company has not defaulted as on 31st March, 2012 in repayment of dues to financial institutions and debenture-holders.
- XII. We have been informed and explained that the Company has not granted any loans and advances on the basis of security by way of the pledge of shares, debentures and other securities.
- XIII. In our opinion, the Company is not a chit fund or nidhi / mutual fund / society. Accordingly, the provision of the clause 4(xiii) of the Order is not applicable to the Company.
- XIV. The Company is dealing or trading in shares, securities, debentures and other investments and on the basis of the information and documents provided to us, the company has maintained the proper records of the transactions and contracts and timely entries have been made therein.
- XV. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- XVI. During the year the Company has not taken any term loan. In respect of loan taken in earlier years, utilization of such amount, in absence of the relevant records, cannot be commented upon by us.
- XVII. According to the information and explanations given to us, we report that no funds raised on short- term basis have been used for long term investment by the Company.
- XVIII. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- XIX. The Company has not issued any debentures during the year and no debentures were outstanding as at 31st March, 2012. Accordingly, requirements of clause 4 (xix) of the Order are not applicable to the Company.
- XX. The Company has not made any public issue during the year.
- XXI. During the course of our examination of the books of account carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any incidence of fraud on or by the Company nor have we been informed of any such case by the Management.

**Place : Kolkata**  
**Date : August 13, 2012**

For **Churiwala & Associates**  
Firm Registration No 327296E  
*Chartered Accountants*

**(Rupesh Kumar Churiwala)**  
Proprietor  
Membership No:061137



## MONOTYPE INDIA LIMITED 2011 - 2012

### Balance Sheet as at 31st March, 2012

Particulars		Note 31st March, 2012 (₹)	31st March, 2011 (₹)
<b>I EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	41,484,960	41,484,960
Reserves and Surplus	2	(44,895,235)	(44,186,187)
<b>Non-Current Liabilities</b>			
<b>Current Liabilities</b>			
Short-Term Borrowings	3	3,400,000	2,800,000
Other Current Liabilities	4	125,499	12,133
Short-Term Provisions	5	-	15,718
<b>Total</b>		<b><u>115,224</u></b>	<b><u>126,624</u></b>
<b>II ASSETS</b>			
<b>Non-Current Assets</b>			
Long Term Loans and Advances	6	45,663	39,235
<b>Current Assets</b>			
Cash and Cash Equivalents	7	41,185	87,389
Short Term Loans and Advances	8	28,376	-
<b>Total</b>		<b><u>115,224</u></b>	<b><u>126,624</u></b>

Notes forming part of Financial Statements 1-12

As per our report of even date  
For **Churiwala & Associates**  
Chartered Accountants  
(F. No 327296E)

For and on behalf of the Board of Directors of  
**Monotype India Limited**

**(Rupesh Kumar Churiwala)**  
Proprietor  
Membership No: 061137

**(Naresh Manakchand Jain)**  
Director

**(Rohitash Bhomia)**  
Director

Place : Kolkata  
Date : August 13, 2012



## MONOTYPE INDIA LIMITED 2011 - 2012

### Statement of Profit and Loss for the year ended 31st March, 2012

Particulars	Note	31st March, 2012 (₹)	31st March, 2011 (₹)
<b>I INCOME</b>			
Revenue from operations	9	-	521,926
Other income	10	-	98,253
<b>Total revenue</b>		<u>-</u>	<u>620,179</u>
<b>II EXPENDITURE</b>			
Other expenses	11	709,048	509,630
<b>Total expenditure</b>		<u>709,048</u>	<u>509,630</u>
<b>Profit/(Loss) before tax</b>	(I - II)	(709,048)	110,550
Tax expense			
(i) Current Tax		-	20,496
		<u>-</u>	<u>20,496</u>
<b>Profit/(Loss) for the year from continuing operations</b>		<b>(709,048)</b>	<b>90,054</b>
Earnings per share: Basic and Diluted Computed on the basis of total profit/(loss) from continuing operations		<u>(0.43)</u>	<u>0.05</u>

Notes forming part of Financial Statements 1-12

As per our report of even date  
For **Churiwala & Associates**  
Chartered Accountants  
(F. No 327296E)

For and on behalf of the Board of Directors of  
**Monotype India Limited**

**(Rupesh Kumar Churiwala)**  
Proprietor  
Membership No: 061137

**(Naresh Manakchand Jain)**  
Director

**(Rohitash Bhomia)**  
Director

Place : Kolkata  
Date : August 13, 2012



## MONOTYPE INDIA LIMITED 2011 - 2012

### Cash Flow Statement for the year ended 31st March, 2012

	31st March, 2012	31st March, 2011
	₹	₹
<b>Cash flows from operating activities</b>		
Net profit before tax	(709,048)	110,549
<u>Adjustments for</u>		
Add : Non Cash Item/Items required to be disclosed separately		
Depreciation and amortisation	-	-
Less : Profit / (Loss) on sale of investments	-	521,926
Operating profit before working capital changes	(709,048)	(411,377)
<u>Changes in Working Capital:</u>		
Inventories	-	-
Short-term Provision	(15,718)	15,718
Short-term loans and advances	(28,376)	-
Long-term loans and advances	(6,428)	81,127
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	92,476	(108,076)
Other current liabilities	20,890	-
Profit generated from operations	(646,204)	(422,608)
Tax paid (net of refunds)	-	(20,496)
<b>Net Cash generated from operating activities (i)</b>	<b>(646,204)</b>	<b>(443,104)</b>
<b>Cash flows from investing activities</b>		
Capital expenditure on fixed assets, including capital advances	-	-
Interest income	-	-
Sale of Investment	-	569,741
<b>Net cash generated from investing activities (ii)</b>	<b>-</b>	<b>569,741</b>
<b>Cash flows from financing activities</b>		
Proceeds from other short-term borrowings	600,000	(46,886)
Repayment of other short-term borrowings	-	-
<b>Net cash generated from financial activities (iii)</b>	<b>600,000</b>	<b>(46,886)</b>
Net change in cash and cash equivalents (i+ii+iii)	(46,204)	79,751
Cash and cash equivalents at the beginning of the year	87,389	7,638
<b>Cash and cash equivalents at the end of the year</b>	<b>41,185</b>	<b>87,389</b>

Notes forming part of financial statements 1-12

As per our report of even date  
For **Churiwala & Associates**  
Chartered Accountants  
(F. No 327296E)

For and on behalf of the Board of Directors of  
**Monotype India Limited**

**(Rupesh Kumar Churiwala)**  
Proprietor  
Membership No: 061137

**(Naresh Manakchand Jain)**  
Director

**(Rohitash Bhomia)**  
Director

Place : Kolkata  
Date : August 13,2012



**MONOTYPE INDIA LIMITED 2011 - 2012****Notes forming part of the Financial Statements****Note - 1 Share Capital**

Particulars	31st March, 2012 (₹)	31st March, 2011 (₹)
<b>(a) Authorised</b>		
25,00,000 Equity shares of ₹10/- each	25,000,000	25,000,000
2,50,000 Preference shares of ₹100/- each	<u>25,000,000</u>	<u>25,000,000</u>
	<u>50,000,000</u>	<u>50,000,000</u>
<b>(b) Issued, subscribed and fully paid up</b>		
16,48,496 Equity shares of ₹10/- each fully paid up	16,484,960	16,484,960
2,50,000 1%Non Cumulative Redeemable Preference shares of ₹100/- each fully paid up	<u>25,000,000</u>	<u>25,000,000</u>
	<u>41,484,960</u>	<u>41,484,960</u>

**(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period :**

Particulars	31st March, 2012		31st March, 2011	
	No. of Shares	(₹)	No. of Shares	(₹)
Equity shares as at the beginning of the year	1648496	16,484,960	1648496	16,484,960
Equity shares as at the end of the year	1648496	16,484,960	1648496	16,484,960
Preference shares as at the beginning of the year	250000	25,000,000	250000	25,000,000
Preference shares as at the end of the year	250000	25,000,000	250000	25,000,000

**(ii) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares/Name of shareholder	31st March, 2012		31st March, 2011	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares</b>				
Swagatam Tradevin Ltd.	1,240,860	75.27	-	-
Prism Impex Pvt Ltd	-	-	1,123,705	68.17
Sushil Kumar Khaitan	-	-	100,000	6.07
<b>Preference Shares</b>				
Prism Impex Pvt Ltd	-	-	250,000	100.00
Swagatam Tradevin Ltd.	250,000	100.00	-	-

**iii. Terms/rights attached to equity shares**

The Company's authorised capital consists of two classes of shares, referred to as equity shares and preference shares, having par value of ₹ 10/- and ₹ 100/- each respectively. Each holder of equity shares is entitled to one vote per share. The Preference shareholders have a preferential right over equity share holders, in respect of repayment of capital and payment of dividend. However, no such preference shares have been issued by the Company during the years ended 31st March, 2011 & 31st March, 2012. The Preference Shares shall be redeemed at par at the end of 20 years from the date of allotment, i.e. 30.03.2018. The Company has the option to however, redeem the shares at par at any time after the expiry of an initial period of 60 months from the date of allotment, i.e. after 30.03.2003 by giving the shareholders three month notice of its intention to do so.



## MONOTYPE INDIA LIMITED 2011 - 2012

### Notes forming part of the Financial Statements

	31st March, 2012	31st March, 2011
	(₹)	(₹)
<b>Note - 2 Reserves &amp; Surplus</b>		
<b>Surplus on reissue of forfeited shares</b>		
As per Last account	26,875	26,875
	<u>26,875</u>	<u>26,875</u>
<b>Profit &amp; Loss Account</b>		
Balance as per last financial statement	(44,213,062)	(44,303,116)
Add: Profit/(loss) for the year	(709,048)	90,054
Net surplus/(Deficit) in statement of profit and loss	(44,922,110)	(44,213,062)
	<u>(44,895,235)</u>	<u>(44,186,187)</u>
<b>Note - 3 Short-Term Borrowings</b>		
(Unsecured, unless otherwise specified)		
Loans repayable on demand		
From other parties	3,400,000	2,800,000
	<u>3,400,000</u>	<u>2,800,000</u>
<b>Note - 4 Other Current Liabilities</b>		
Trade Payables	104,609	12,133
Other Liabilities	20,890	-
	<u>125,499</u>	<u>12,133</u>
<b>Note - 5 Short Term Provisions</b>		
Provision for Income Tax	-	332,815
Less : Income Tax Paid	-	(317,097)
	-	<u>15,718</u>
<b>Note - 6 Long Term Loans and Advances</b>		
Income tax paid	6,428	-
[Net of provision for tax ₹Nil (Previous Year ₹20,496/-)]		
Deposits	39,235	39,235
	<u>45,663</u>	<u>39,235</u>
<b>Note - 7 Cash and Cash Equivalents</b>		
Balance with scheduled banks		
- In current account	41,185	87,389
	<u>41,185</u>	<u>87,389</u>
<b>Note - 8 Short Term Loans and Advances</b>		
(Unsecured, Considered Good unless otherwise stated)		
Advances to other	28,376	-
	<u>28,376</u>	<u>-</u>



## MONOTYPE INDIA LIMITED 2011 - 2012

### Notes forming part of the Financial Statements

	31st March, 2012	31st March, 2011
	(₹)	(₹)
<b>Note - 9 Revenue from operations</b>		
Profit on Sale of Shares & Securities	-	521,926
	<u>-</u>	<u>521,926</u>
<b>Note - 10 Other income</b>		
Interest Income	-	8,391
Miscellaneous Income (Balance Written off)	-	89,862
	<u>-</u>	<u>98,253</u>
<b>Note - 11 Other expenses</b>		
Advertisement	43,566	26,635
Travelling & conveyance	75,783	-
Miscellaneous expenses	246,295	61,546
Listing fees	28,127	382,612
Payment to Auditor (Refer details below)	11,030	14,339
Professional and legal fees	295,907	1,800
Depository Charges	6,690	10,258
Rent	-	7,040
Rates & Taxes	1,650	5,400
	<u>709,048</u>	<u>509,630</u>
<b>Payment to auditor:</b>		
Audit fee	11,030	11,030
In Other Capacity	-	3,309
	<u>11,030</u>	<u>14,339</u>

**Notes forming part of Financial Statements**
**Note 12:**
**A. The Significant accounting policies are summarized below :**
**a. BASIS OF ACCOUNTING**

The Company prepares its accounts on accrual basis, except otherwise stated, in accordance with the generally accepted accounting policies.

**b. INVESTMENTS**

Long-term investments are stated at cost less provision for diminution in value other than temporary if any. Current investments are stated at cost or market / fair value whichever is lower.

**c. INCOME TAX**

Provision for tax is made for current and deferred tax. Current tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing differences, which are capable of reversal in subsequent periods and recognized using tax rates and tax laws, which have been enacted or substantively enacted. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized. In case of the carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognized only if there is "virtual certainty" that deferred tax assets can be realized against future taxable profits.

**d. PROVISION, CONTINGENT LIABILITIES AND ASSETS**

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty is treated as contingent and disclosed by way of note on the accounts. Contingent assets are not recognized or disclosed in the financial statements. A provision is recognized when an enterprise has a present obligation as a result of past event(s) and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation(s), in respect of which a reliable estimate can be made for the amount of obligation.

**B. Notes on Accounts:**

1. Contingent liabilities in respect of :	<b>As at</b> <b>31.03.2012</b> (₹)	<b>As at</b> <b>31.03.2011</b> (₹)
Excise liability under dispute	16,34,397	16,34,397

The above figures represent the amount as on 31.03.1999, since the updated figures as on 31.03.2012 are not available.

2. The operations of the manufacturing units of the Company at Bangalore has been suspended from 01.08.1999 subsequently closed and disposed off. Further, the marketing and other Offices of the Company have also been closed and have become non operational. Earlier the various credit balances details

retrieved prior to the suspension of operations and such other adjustments as considered necessary by the management are taken on the basis of available records. The balances compiled was not reconciled with the primary and secondary records since various supporting and other related details were not accessible and these records could not be made available for verification.

3. There are no dues due to the small scale and ancillary industrial undertakings.
4. As the manufacturing units of the company at Bangalore had been closed, the management is exploring possibilities of other business activities. Pending utilization of funds in other business activities, these have been deployed temporarily in Shares & Securities / Loans and Advances. In the opinion of the management, the company as such has not undertaken any activity meant for Non-Banking Financial Companies as its business operations, requiring adherence to the requirement of various directions issued by Reserve Bank of India for Non-Banking Financial Companies.
5. The accumulated losses of the company are in excess of its net worth. The management is exploring possibility of other business activities for the company, and accordingly, the accounts have been prepared on the basis that the Company is a going concern.
6. Related party disclosure in accordance with Accounting Standard 18 issued by the Institute of Chartered Accountants of India :
  - a. Name of Related Parties and description of relationship  
 Promoter Company: Swagatam Tradevin Limited  
 Promoter Company: Prism Impex Pvt Limited
  - b. Nature of transaction with the related party  
 Promoter Company: Swagatam Tradevin Limited
 

Payment of Unsecured Loan	-	Nil
Unsecured Loan Taken	-	₹ 3,00,000/-
Amount outstanding at year-end	-	₹ 3,00,000/-
  - c. Nature of transaction with the related party  
 Promoter Company: Prism Impex Pvt Ltd
 

Payment of Unsecured Loan	-	₹ 22,00,000/-
Unsecured Loan Taken	-	₹ 22,00,000/-
Amount outstanding at year-end	-	Nil
  - a. The above related party information has been disclosed to the extent such parties have been identified by the management on the basis of information available. This has been relied upon by the Auditors.
7. The operations of the Company had been closed since 01-08-1999 (Refer Note no. 12.B.2 ), therefore the surplus funds are deployed in deposits and investments and that is the only reportable segment as specified in Accounting Standard 17 issued by the Institute of Chartered Accountants of India.



## 8. Earning Per Share (EPS)

	<b><u>Year ended</u></b> <b><u>Mar 31,2012</u></b>	<b><u>Year ended</u></b> <b><u>Mar 31,2011</u></b>
- Profit / (Loss) after tax (₹)	(7,09,048/-)	90,053/-
- Profit attributable to Equity Shareholders (₹.) – (A)	(7,09,048/-)	90,053/-
- Basic/Weighted average number of Equity Share outstanding during the year – (B)	16,48,496	16,48,496
- Nominal value of Equity Shares (₹)	10.00	10.00
- Basic / Diluted Earning per Shares (₹) – (A) / (B)	(0.43)	0.05

Preference shares being non-cumulative the Earning Per Share has been computed without considering the dividend on preference shares. Accordingly, the Earning Per Share of previous year has been shown on the same basis.

9. a. Provision for current tax has not been made due to losses during the year.
- b. The company has significant amount of carry forward losses and depreciation under the Income Tax Act. However, as a matter of prudence deferred tax assets arising on account of the same has not been created by the management.

**10. Previous year figures:**

During the year ended 31<sup>st</sup> March 2012, Revised Schedule VI notified under the Companies Act, 1956 became applicable to the Company, for preparation and presentation of its Financial Statements. The adoption of Revised Schedule VI does not impact recognition and measurement principles followed for preparation of Financial Statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

**Place: Kolkata**  
**Date: August 13, 2012**

For **CHURIWALA & ASSOCIATES**  
Chartered Accountants  
(Firm's Registration No. 327296E)

**(Rupesh Kumar Churiwala)**  
Proprietor  
Membership no 061137



**MONOTYPE INDIA LIMITED**

Regd. Office: HMP House, 4, Fairlee Place, Ground Floor, Room No G16, Kolkata-700001

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies vide its circular no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices / annual reports etc. through email to its members. To support this green initiative of the MCA whole heartedly, members who have not yet registered their email address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in physical mode are requested to intimate their e-mail address at which they would like to receive the above documents electronically, either to the company or to its Registrar and Share Transfer Agent. Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agent, Niche Technologies Pvt Ltd or to the company.

**CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE**

(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011)

To,  
Niche Technologies Pvt Limited  
D- 511, Bagree Market,  
71 B R B Basu Road,  
Kolkata - 700001.

Dear Sir,

I/We shareholder (s) of Monotype India Ltd, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication in electronic mode (through email).

I/We request you to kindly register my / our below mentioned email id in the Company's records for sending such communication through email.

Folio No...../DP ID No.\*.....and Client ID No.\*.....

\*Applicable for members holding shares in electronic form.

Name of the Sole / First Shareholder : \_\_\_\_\_

Name of the Joint Shareholders (if any) : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

E-mail id for receipt of documents in Electronic mode : \_\_\_\_\_

Date :

Place :

Signature:\_\_\_\_\_

(Sole / First Shareholder)

**Note :**

1. Shareholders are requested to inform the Company's Registrar and Share Transfer Agents as and when there is change in their registered email-id.
2. For shares held in demat form, shareholders are also requested to inform /update their email-ids to their respective Depository Participants



**MONOTYPE INDIA LIMITED 2011 - 2012**

**MONOTYPE INDIA LIMITED**

Regd. Office: HMP House, 4, Fairlee Place, Ground Floor, Room No G16, Kolkata-700001.

**PROXY FORM**

Regd. Folio No. / DPID – Client ID No. \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being a member / members of Monotype India Limited hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Saturday, the September 29, 2012 at 4.00 P.M. at Emami Conference Hall, Association of Corporate Advisers & Executives, 6 Lyons Range, 3<sup>rd</sup> Floor, Unit 2, Kolkata-700001.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Affix  
1 Rupee  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Shareholder/s

Note: The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

**MONOTYPE INDIA LIMITED**

Regd. Office : HMP House, 4, Fairlee Place, Ground Floor, Room No G16, Kolkata-700001.

(To be handed over at entrance of the Meeting Venue)

**ATTENDANCE SLIP**

Regd. Folio No. / DPID – Client ID No. : \_\_\_\_\_

SHAREHOLDER'S NAME : \_\_\_\_\_  
(in Block Capitals)

In case of Proxy  
NAME OF PROXY : \_\_\_\_\_  
(in Block Capitals)

No. of Shares held \_\_\_\_\_

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held on Saturday, the September 29, 2012 at 04.00 P.M. at Emami Conference Hall, Association of Corporate Advisers & Executives, 6 Lyons Range, 3<sup>rd</sup> Floor, Unit 2, Kolkata-700001.

\_\_\_\_\_  
**Signature of Shareholder/s / Proxy**

Note: Please bring this Attendance Slip while coming to the Meeting.



## BOOK POST

If undelivered please return to :

**Niche Technologies Pvt Ltd**

D- 511, Bagree Market

71 B R B Basu Road, Kolkata - 700001.

Ph - 91-33-22357270/22357271

Fax - 91-33-22156823

nichetechpl@nichetechpl.com