



**38<sup>TH</sup> ANNUAL REPORT FOR THE YEAR  
ENDED 2012 - 2013**



**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**

M/S MOTILAL & ASSOCIATES  
MUMBAI

**BANKERS**

AXIS BANK LTD.  
FEDERAL BANK

**REGISTERED OFFICE**

HMP HOUSE  
4, FAIRLEE PLACE  
GROUND FLOOR, ROOM NO G16  
KOLKATA-700001  
Email : monotypeindialtd@gmail.com

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**NOTICE**

**NOTICE** is hereby given that the Thirty Eighth Annual General Meeting (AGM) of the members of the Monotype India Limited will be held on Saturday, the September 28, 2013 at 04.00 P.M. at Association of Corporate Advisers & Executives, 6 Lyons Range, 3rd Floor, Unit 2, Kolkata – 700001, West Bengal to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Balance Sheet and Profit & Loss Account for the year ended March 31, 2013 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 Shri Ashish Sethi, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration for this purpose to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution.

**“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.

**By Order of the Board**

**Place : Kolkata  
Dated: August 10, 2013**

**(Naresh Manakchand Jain)  
Whole Time 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 26, 2013 to Saturday, September 28, 2013 (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>Name of Director</b>	<b>Shri Ashish Sethi</b>
Date of Birth	30/11/1977
Date of Appointment	25/10/2011
Expertise	Accounts & Finance
Qualification	Chartered Accountant
Other directorship	MONO HERBICIDES LTD
Chairman/Members of the Committee in other Companies	One
No. of shares held in the Company	NIL

**DIRECTORS' REPORT**

To  
**The Members of Monotype India Limited**

Your Directors have pleasure in presenting the Thirty Eighth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2013.

**FINANCIAL RESULTS**

The highlights of the Financial Results are as under: (₹)

<b>PARTICULARS</b>	<b>Year ended 2012-2013</b>	<b>Year ended 2011-2012</b>
<b>Sales and Other Income</b>	<b>8,25,000</b>	-
Total Expenditure	2,00,010	7,09,048
Profit/(Loss) for the year before Tax	6,24,990	(7,09,048)
Tax Expense	1,25,000	-
<b>Profit/(Loss) for the year after tax</b>	<b>4,99,990</b>	<b>(7,09,048)</b>

**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 adequate profit of the Company, the Directors regret their inability to propose any dividend for the year under review.

**AMALGAMATION**

The approval of Hon'ble Calcutta High Court, Kolkata is still pending.

**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 31st March, 2013, 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 Profit 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 31st March, 2013, 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.

FY 2013 was not so suitable as compared to the previous year Indian economy. A very unusual and an ethical scenario is going along with the various political uncertainties and high interest rates. The 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.

**Risk and Concerns**

The Company is exposed to risks from market fluctuation of interest rates 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. The Company witnessed profit 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 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 31st, 2013 is as under:

<b>Particulars</b>	<b>No. of Shares</b>	<b>Percentage (%)</b>
Electronic Mode		
NSDL	84354	5.11
CDSL	1346219	81.67
Physical Mode	217923	13.22
<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 are included in the Annual Report and Certificate dated August 10, 2013 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 REPORT**

In respect of observations 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 2013 is attached.

**INDUSTRIAL RELATIONS**

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

**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 thank 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: Kolkata**

**Date: 10th August 2013**

**(Naresh Manakchand Jain) (Rohitash Bhomia)**  
**Whole Time Director Director**



**COMPLIANCE CERTIFICATE**

**Under Rule 3 of the Company (Compliance Certificate) Rules, 2001**

**CIN: L72900WB1974PLC029679**

**Nominal Capital-Rs. 50,000,000/-**

**To**

**The Members,  
M/S MONOTYPE INDIA LIMITED  
HMP HOUSE, 4, FAIRLEE PLACE,  
GROUND FLOOR, ROOM NO G-16,  
KOLKATA-700001, WEST BENGAL**

We have examined the registers, records, books and papers of M/s MONOTYPE INDIA LIMITED as required to be maintained under the Companies Act, 1956 (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 31st March, 2013. In our opinion and to the best of our information and according to the examination carried out by us and explanation furnished to us by the Company and its officers, 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 provisions and 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, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Companies Act and rules made there under.
3. The Company being a Public Limited Company has complied with the requirements of minimum prescribed paid up capital and no comments are required regarding limits to the maximum number of members.
4. The Board of Director duly met 8 times on 15.05.2012, 13.08.2012, 14.08.2012, 01.09.2012, 03.09.2012, 29.09.2012, 05.11.2012 and 15.02.2013 in respect of which Meetings proper notices were given and proceedings were properly recorded and signed including the circular resolutions passed in Minutes Books maintained for the purpose.
5. The Company has closed its Register of Members from 27th September, 2012 to 29th September,2012, (both days inclusive) during the financial year.
6. The Annual General Meeting for the financial year ended 31.03.2012 was held on 29.09.2012 after giving due notice to the members of the Company and resolution passed thereat have been duly recorded in minutes books maintained for the purpose.
7. No Extraordinary General Meeting was held during the financial year.
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 falling within the purview of Section 297 of the Act.





10. The Company has made necessary entries in the registers maintained U/s 301 of the Act.
11. As there was no instance falling within the purview of Sec 314 of the Act, the Company has not obtained any approval from the Board of Directors, Members or Central Government, as the case may be.
12. The Company has not issued any duplicate Share Certificate during the financial year.
13. The Company:
  - I. Has delivered all the certificates on lodgment thereof for transfer wherever applicable, in accordance with the provisions of the act during the financial year.
  - II. Has not deposited any amount in separate Bank Account as no Dividend was declared during the Financial Year.
  - III. Has not posted Warrants to any Members of the Company as no Dividend was declared during the Financial Year.
  - IV. 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. There was an appointment of Whole Time Director, Mr. Naresh Manakchand Jain for the period of three years w.e.f. 13th Day of August, 2012 during the financial year.
16. The Company has not appointed any Sole selling Agents during the Financial Year.
17. The Company Business during the year under scrutiny did not occasion the obtaining of approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such Authorities prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other Firms/Company 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 equity shares during the financial year under review.
20. The Company has not bought back any shares during the financial year.
21. The Company has not issued any Preference Shares or Debentures during the Financial Year. There was no redemption of preference shares during the Financial Year.
22. There were no transactions necessitating the Company to keep in abeyance the right to dividend, right shares and bonus shares, pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The Company has complied with the requirements of the provisions of section 293(1) (d) of the Companies Act, 1956.
25. The Company has complied with the provisions of section 372A of the Act during the year.
26. The Company has not altered the provisions of the Memorandum 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 with respect to the object of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.



29. The Company has not altered the provisions of the Memorandum 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 financial year.
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 sum 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 MANOJ SHAW & CO.  
(COMPANY SECRETARIES)**

**Sd/-  
MANOJ PRASAD SHAW  
C.P. No. 4194**

**Date: 30.05.2013  
Place: Kolkata**

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 31st March, 2013**

<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 (Form 23ACXBRL & 23ACAXBRL)	220	Balance Sheet for 31.03.2012	28.02.2013	Yes	N.A.
2.	Compliance Certificate (Form 66)	383A	Compliance Certificate for 31.03.2012	17.10.2012	Yes	N.A.
3.	Form-25C	269	Appointment of Whole Time Director w.e.f. 13.08.2012	17.10.2012	Yes	N.A.
4.	Form 32	303	Change of Directorship made on 29.09.2012	16.10.2012	Yes	N.A.
5.	Form 23	192	Passing Special Resolution for Delisting of Equity Share on 29.09.2012	16.10.2012	Yes	N.A.
6.	Form 18	146	Shifted of Registered Office w.e.f. 01.09.2012	04.09.2012	Yes	N.A.
7.	Form 32	260 & 303	Appointment of Additional Director and Change in designation made on 13.08.2012	30.08.2012	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	
		Private	Public	Chairman	Member
Shri Naresh Manakchand Jain	Whole Time Director	9	3	-	1
Shri Rohitash Bhomia	Non-Executive Director	-	2	-	1
Shri Ashish Sethi	Non-Executive Independent Director	-	1	1	-
Shri Akhilesh Vijaychand Jain	Non-Executive Independent Director	8	1	-	1

**3. Board Meetings**

The Board held 8 (EIGHT) Meetings during the year 2012 - 2013 on 15.05.2012, 13.08.2012, 14.08.2012, 01.09.2012, 03.09.2012, 29.09.2012, 05.11.2012 and 15.02.2013,

**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	8	YES
Shri Rohitash Bhomia	4	YES
Shri Ashish Sethi	8	YES
Shri Akhilesh Vijaychand Jain	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 2012-2013, 4 (Four) Meetings of the Audit Committee were held on 15th May, 2012, 14th August, 2012, 05th November, 2012 and 15th February, 2013.

Name of the Members	Category	No. of Meetings Attended
Shri Naresh Manakchand Jain	Whole Time Director	4
Shri Ashish Sethi	Independent Director	4
Shri Akhilesh Vijaychand Jain	Independent Director	4
Shri Rohitash Bhomia	Director	4

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**

Name	Category
Shri Naresh Manakchand Jain	Whole Time Director
Shri Akhilesh Vijaychand Jain	Director
Shri Ashish Sethi	Director

**Note:** - Shri Akhilesh Vijaychand Jain was inducted in the board w.e.f. August 13, 2012.

There are no outstanding complaints and no shares were pending for transfer as on 31st March, 2013.

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

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

YEAR	DATE	TIME	VENUE
2011-2012	29.09.2012	04.00 P.M	Emami Conference Hall, Association of Corporate Advisers & Executives, 6 Lyons Range, 3rd Floor, Unit 2, Kolkata- 700001
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

**(b) Postal Ballot**

During the year ended 31st March, 2013, 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 2012-13.

**(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 The Financial Express and Kalantar / Arthik lipi
- (2) Management Discussion and Analysis Report forms part of the Director's Report.

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

The Company will hold its Thirty Eighth Annual General Meeting on Saturday, the September 28, 2013 at 04.00 P.M. at Association of Corporate Advisers & Executives, 6 Lyons Range, 3rd 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 2013-2014, as per the following schedule:

Financial Reporting for the quarter ending June 30, 2013	August 10, 2013.
Financial Reporting for the quarter ending September 30, 2013	November 14, 2013
Financial Reporting for the quarter ending December 31, 2013	February 14, 2014.
Financial Reporting for the quarter ending March 31, 2014	May 14, 2014.

**(c) Date of Book Closure**

The Company's Register of Members and Share Transfer Book will remain closed from Thursday, the 26th September, 2013 to Saturday 28th September, 2013 (both days inclusive).

**(d) Dividend Payment Date**

The Board of Directors has not recommended any dividend for the financial year 2012-2013.

**(e) Listing on Stock Exchanges****(i) BSE Limited**

Phiroze Jeejeebhoy Towers, Dalal Street,  
25th Floor, Mumbai – 400 001

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

7, Lyons Range, Kolkata – 700 001.

**(f) Stock Code**

BSE Limited : 505343

The Calcutta Stock Exchange Association Limited : 23557

International Securities Identification Number (ISIN) : INE811D01016



**(g) Stock Market Data**

Market Price Data- Monthly high/low of Company's Equity shares during the financial year 2012-2013 on the BSE along with performance in comparison to BSE Sensex is given as under:

MONTH	Monotype India Limited on BSE		BSE Sensex	
	High (₹)	Low (₹)	High	Low
April, 2012	178.50	151.15	17664.10	17010.16
May, 2012	181.30	129.25	17432.33	15809.71
June, 2012	211.90	173.35	17448.48	15748.98
July, 2012	191.00	137.60	17631.19	16598.48
August, 2012	147.00	138.00	17972.54	17026.97
September, 2012	154.00	140.00	18869.94	17250.80
October, 2012	186.00	152.00	19137.29	18393.42
November, 2012	240.00	177.00	19,372.70	18,255.69
December, 201	245.00	219.50	19,612.18	19,149.03
January, 2013	260.00	169.00	20,203.66	19508.93
February, 2013	176.90	131.35	19,966.69	18,793.97
March, 2013	253.85	158.70	19,754.66	18,568.43

**(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, 2013:

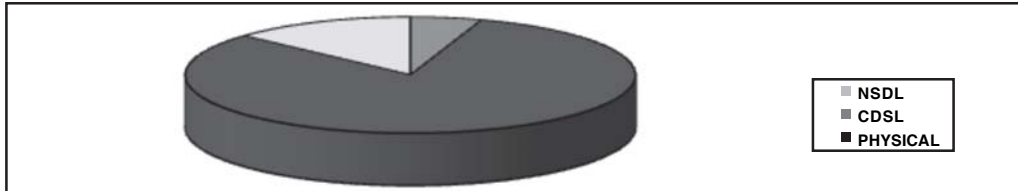
Range of Equity Shares	No of Shareholders	% of total holders	No. of Shares	% to Total
Up to 500	981	89.10	118193	7.17
501 - 1000	82	7.45	58742	3.56
1001 - 2000	19	1.73	26035	1.58
2001 - 3000	8	0.73	20844	1.26
3001 - 4000	1	0.09	3132	0.19
4001 - 5000	1	0.09	4206	0.26
5001 - 10000	1	0.09	7450	0.45
10001 - 50000	6	0.55	99034	6.01
50001 - 100000	1	0.09	70000	4.25
100001 - Above	1	0.09	1240860	75.27
<b>Total</b>	<b>1101</b>	<b>100.00</b>	<b>1648496</b>	<b>100.00</b>

**(k) Shareholding Pattern of the Company as on March 31, 2013:**

Category		Nos. of Shares held	Percentage of Holding
A	<b>Promoter and Promoter Group</b>		
	1. Indian Promoters	<b>1240860</b>	75.27
	2. Foreign Promoters	-	-
	Sub Total	<b>1240860</b>	<b>75.27</b>
B	<b>Public Shareholding</b>		
	1. <u>Institutional Investors</u>		
	- Mutual Funds & UTI		
	- Banks, Financial Institutions, Insurance Companies	14220	0.86
	- Central Government/State Government(s)		
	- Foreign Institutional Investors		
	2. <u>Non-Institutional Investors</u>		
- Bodies Corporate	58849	3.57	
- Individuals/ HUFs/Others	334167	20.28	
- 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 National Securities Depository Limited. The International Security Identification Number (ISIN) allotted to MONOTYPE INDIA LIMITED is INE811D01016. Demat & Physical shares Status of Company as on March 31, 2013 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**

The 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 an impact on the 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: [monotypeindialtd@gmail.com](mailto:monotypeindialtd@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 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company entered into with the Stock Exchanges in India.

The compliance conditions of Corporate Governance are 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 above mentioned 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 Motilal & Associates.  
Firm Registration No 106584W  
Chartered Accountants

(Motilal Jain)  
Proprietor  
Membership No 036811

Place: Kolkata  
Date: August 10, 2013



**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 Motilal & Associates, Chartered Accountants, Mumbai the Statutory Auditors of the Company.

**FOR AND ON BEHALF OF THE BOARD**

**Place: Kolkata  
Date: August 10, 2013**

**(NARESH MANAKCHAND JAIN)  
WHOLE TIME DIRECTOR**

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**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, 2013.

**FOR AND ON BEHALF OF THE BOARD**

**Place: Kolkata  
Date: August 10, 2013**

**(NARESH MANAKCHAND JAIN)  
WHOLE TIME DIRECTOR**



**INDEPENDENT AUDITORS' REPORT**

**To The Members of MONOTYPE INDIA LIMITED**

**REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of **MONOTYPE INDIA LIMITED**, which comprise the Balance Sheet as at March 31st 2013, and the Statement of Profit and Loss and the Cash Flow for the year ended, and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31st 2013;
- b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- c) in the case if Cash Flow Statement, of the cash flows for the year ended on that date.



**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. The Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, applies to the Company.
2. In our opinion, the Balance sheet and the Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standard (AS) referred to in sub-section of Section 211 of the Companies Act, 1956.
3. As required by section 227(3) of the Act, 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 purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet and Statement of Profit and Loss and Cash Flow Statement, dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the Balance Sheet and Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e) on the basis of written representations received from the directors as on March 31st 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31st 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

For Motilal & Associates  
Chartered Accountants  
Firm Registration No.: 106584W

CA Motilal Jain  
Proprietor  
Membership No.: 036811

Place: Kolkata  
Date: 30th May, 2013



**ANNEXURE TO THE AUDITOR'S REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2013**

Referred to in our report of even date

- I. The Company does not have any fixed assets during the year under review. 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) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, paragraph 4 (iii) (a) to (d) of the Order are not applicable.  
(b) The Company has taken unsecured loans from a company, covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year of such loan was ₹.3,56,084 and the year end balance of such loan was ₹.3,56,084.  
(c) The rate of interest and other terms and conditions of such loans are, in our opinion, prima facie, not prejudicial to the interest of the company.
- 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. In our opinion and according to the information and explanations given to us, transaction that needs to be entered into the register maintained under Section 301 of the Act, 1956 has been entered.
- 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 Section 58A and 58AA of the Companies Act, 1956 and rules made and framed there under.
- VII. We have been informed that the company is in the process of appointing a firm of Chartered Accountants to take care of internal audit.
- VIII. As informed to us the Central Government has not prescribed for the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for any of the products of the Company.
- IX. The Company is regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any statutory dues with the appropriate authorities, there is no other undisputed statutory demand outstanding for more than six months from the date they became payable.
- X. The Company has accumulated losses of ₹ 443.95 Lacs which is more than fifty percent of the net worth of the Company. The company has earned cash profit during the financial year and cash loss in the immediately preceding financial year.
- XI. In our opinion, on the basis of audit procedures and according to the information and explanation given to us, the Company has not taken any loans from financial institutions and banks during the year.





- 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 and hence the company is not required to maintain documents and records.
- XIII. In our opinion, the Company is not a Chit Fund or Nidhi Fund or a Mutual Fund / Society. Accordingly, the provision of the clause 4(xiii) of the Order is not applicable to the Company.
- XIV. The Company is not dealing or trading in shares, securities, debentures and other investments and hence not required to maintain records of the transactions.
- XV. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks 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, 2013. 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 explanation 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.

For Motilal & Associates  
Chartered Accountants  
FRN No.: 106584W

CA Motilal Jain  
Proprietor  
Membership No: 036811

Place: Kolkata  
Date: 30th May, 2013



## MONOTYPE INDIA LIMITED 2012 - 2013

### Balance Sheet as at 31st March, 2013

Particulars	Note	31st March, 2013 (₹)	31st March, 2012 (₹)
<b>I EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	41,484,960	41,484,960
Reserves and Surplus	2	(44,395,245)	(44,895,235)
<b>Non-Current Liabilities</b>			
<b>Current Liabilities</b>			
Short-Term Borrowings	3	3,656,084	3,400,000
Other Current Liabilities	4	77,630	125,499
Short-Term Provisions	5	36,072	(6,428)
<b>Total</b>		<b><u>859,501</u></b>	<b><u>108,796</u></b>
<b>II ASSETS</b>			
<b>Non-Current Assets</b>			
Long Term Loans and Advances	6	39,235	39,235
<b>Current Assets</b>			
Trade Receivables	7	742,500	-
Cash and Cash Equivalents	8	77,766	41,185
Short Term Loans and Advances	9	-	28,376
<b>Total</b>		<b><u>859,501</u></b>	<b><u>108,796</u></b>

Notes forming part of Financial Statements 1-12

As per our report of even date  
For Motilal & Associates  
Chartered Accountants  
(F. No 106584W)

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

CA Motilal Jain  
Proprietor  
Membership No: 036811

(Naresh Manakchand Jain)  
Whole Time Director

(Rohitash Bhomia)  
Director

Place : Kolkata  
Date : May 30th, 2013



## MONOTYPE INDIA LIMITED 2012 - 2013

### Statement of Profit and Loss for the year ended 31st March, 2013

Particulars	Note	31st March, 2013 (₹)	31st March, 2012 (₹)
<b>I INCOME</b>			
Revenue from Operations		-	-
Other Income	10	825,000	-
<b>Total Revenue</b>		<b>825,000</b>	<b>-</b>
<b>II EXPENSES</b>			
Other Expenses	11	200,010	709,048
<b>Total Expenses</b>		<b>200,010</b>	<b>709,048</b>
<b>Profit/(Loss) Before Tax</b>	<b>(I - II)</b>	<b>624,990</b>	<b>(709,048)</b>
<b>Tax Expense</b>			
(i) Current Tax		125,000	-
		<b>125,000</b>	<b>-</b>
<b>Profit/(Loss) for the year from continuing operations</b>		<b>499,990</b>	<b>(709,048)</b>
<b>Earnings per share:</b>			
<b>Basic</b>		0.30	(0.43)
<b>Diluted</b>		0.30	(0.43)
Computed on the basis of total profit/(loss) from continuing operations			
Nominal Value of Shares ₹.10 (Previous Year ₹.10)			
No. of Equity Shares used in computation of above		1648496	1648496

Notes forming part of Financial Statements 1-12

As per our report of even date

For Motilal & Associates  
Chartered Accountants  
(F. No 106584W)

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

CA Motilal Jain  
Proprietor  
Membership No: 036811

**(Naresh Manakchand Jain)**  
Whole Time Director

**(Rohitash Bhomia)**  
Director

Place : Kolkata  
Date : May 30th, 2013



## MONOTYPE INDIA LIMITED 2012 - 2013

### Cash Flow Statement for the year ended 31st March, 2013

	31st March, 2013	31st March, 2012
	₹	₹
<b>Cash flows from operating activities before tax</b>		
Net profit before tax	624,990	(709,048)
<u>Adjustments for</u>		
Depreciation and Amortization	-	-
Profit/(Loss) on Sale of Investments	-	-
Operating profit before working capital changes	624,990	(709,048)
<u>Changes in Working Capital:</u>		
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Trade Receivables	(742,500)	
(Increase)/Decrease in Short-Term Loans and Advances	28,376	(28,376)
Long Term Loans & Advances		-
Increase/(Decrease) in Trade and Other Payables	42,500	76,758
Increase/(Decrease) Other Current Liabilities	(172,869)	20,890
Profit generated from operations	(219,503)	(639,776)
Tax paid (net of refunds)	-	
<b>Net Cash From/(Used in ) Operating Activities (A)</b>	<b>(219,503)</b>	<b>(639,776)</b>
<b>Cash Flows from Investing Activities</b>		
Movement in Loans and Advances	-	(6,428)
<b>Net cash from/(Used in) Investing Activities (B)</b>	<b>-</b>	<b>(6,428)</b>
<b>Cash flows from Financing Activities</b>		
Proceeds from Short Term Borrowings	256,084	600,000
<b>Net cash from/(Used in) Financing Activities (C)</b>	<b>256,084</b>	<b>600,000</b>
Increase in Cash and Cash Equivalents during the year(A+B+C)	36,581	(46,204)
Cash and cash equivalents at the beginning of the year	41,185	87,389
<b>Cash and cash equivalents at the end of the year</b>	<b>77,766</b>	<b>41,185</b>

Note: Previous Year figures has been regrouped/rearranged wherever considered necessary.

As per our report of even date

For Motilal & Associates  
Chartered Accountants  
Registration No.: 106584W

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

CA. Motilal Jain  
Proprietor  
M. No. 036811

**(Naresh Manakchand Jain)**  
Whole Time Director

**(Rohitash Bhomia)**  
Director

Place: Kolkata  
Dated: 30th May, 2013



## MONOTYPE INDIA LIMITED 2012 - 2013

### Notes forming part of the Financial Statements

#### Note - 1 Share Capital

Particulars	31st March, 2013 (₹)	31st March, 2012 (₹)
<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, 2013		31st March, 2012	
	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, 2013		31st March, 2012	
	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	1,240,860	75.27
<b>Preference Shares</b>				
Swagatam Tradevin Ltd.	250,000	100.00	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, 2012 & 31st March, 2013. 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 2012 - 2013

### Notes forming part of the Financial Statements

	31st March, 2013 (₹)	31st March, 2012 (₹)
<b>Note - 2 Reserves and 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	(44,922,110)	(44,213,062)
Add: Profit/(loss) for the year	499,990	(709,048)
Net surplus/(Deficit) in statement of profit and loss	<u>(44,422,120)</u>	<u>(44,922,110)</u>
	<u>(44,395,245)</u>	<u>(44,895,235)</u>
<b>Note - 3 Short-Term Borrowings</b>		
(Unsecured, unless otherwise specified)		
Loans repayable on demand		
From other parties	3,656,084	3,400,000
	<u>3,656,084</u>	<u>3,400,000</u>
<b>Note - 4 Other Current Liabilities</b>		
Statutory Dues	-	20,890
Expenses Payable	77,630	104,609
	<u>77,630</u>	<u>125,499</u>
<b>Note - 5 Short Term Provisions</b>		
Provision for Taxation	457,815	332,815
Advance Tax	421,743	339,243
	<u>36,072</u>	<u>(6,428)</u>
<b>Note - 6 Long Term Loans and Advances</b>		
Deposits (Secured)	39,235	39,235
Other Loans and Advances	<u>39,235</u>	<u>39,235</u>
<b>Note - 7 Trade Receivables (Unsecured and considered good)</b>		
More than Six Months	-	-
Others	742,500	-
	<u>742,500</u>	<u>-</u>



## MONOTYPE INDIA LIMITED 2012 - 2013

### Notes forming part of the Financial Statements

	31st March, 2013 (₹)	31st March, 2012 (₹)
<b>Note - 8 Cash and Cash Equivalents</b>		
Balance with banks	69,540	41,185
Cash in hand	8,226	-
	<u>77,766</u>	<u>41,185</u>
<b>Note - 9 Short Term Loans and Advances</b> (Unsecured, Considered Good)		
Advances for Expenses	-	28,376
	<u>-</u>	<u>28,376</u>
<b>Note - 10 Revenue from Operations</b>		
Profit on Sale of Shares & Securities	-	-
	<u>-</u>	<u>-</u>
<b>Note - 10 Other Income</b>		
Interest Income	-	-
Commission Received	825,000	-
Miscellaneous Income (Balance Written off)	-	-
	<u>825,000</u>	<u>-</u>
<b>Note - 11 Other Expenses</b>		
Advertisement	45,077	43,566
Travelling & conveyance	-	75,783
Miscellaneous expenses	45,019	246,295
Listing fees	28,801	28,127
Payment to Auditor (Refer details below)	39,326	11,030
Professional and legal fees	37,854	295,907
Depository Charges	3,933	6,690
Rent	-	-
Rates & Taxes	-	1,650
	<u>200,010</u>	<u>709,048</u>
<b>Payment to Auditor:</b>		
Audit fee	28,090	11,030
Certification Charges	11,236	-
	<u>39,326</u>	<u>11,030</u>



**Note 12 - Notes for Financial Statements for the year ended 31st March, 2013**

**A. Significant Accounting Policies:**

**1. Basis Of Accounting:**

The financial statements have been prepared under the historical cost convention on an accrual system based on principle of going concern and are in accordance with the generally accepted accounting principles and the accounting standards referred to in section 211(3C) of the Companies Act, 1956.

**2. Fixed Assets:**

Fixed assets are capitalized at cost inclusive of freight, duties, taxes, insurance, installation and net of cenvat credit and VAT set off.

**3. Depreciation:**

Depreciation on fixed assets for own use has been provided based on straight-line method and at the rates prescribed by Schedule XIV of the Companies Act, 1956. Depreciation on assets added/disposed off during the year is provided on pro-rata basis from the date of addition or up to the date of disposal, as applicable.

**4. Impairment Of Assets:**

Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the statement of profit and loss and carrying amount of the asset is reduced to its recoverable amount.

Reversal of impairment losses recognized in the prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased.

**5. Investments:**

Long Term Investments are stated at cost except that there is permanent diminution in value of the said investment as required by AS-13. Current investments are carried at cost or market value.

**6. Taxation:**

Income tax expense comprises current tax, deferred tax charge or release and charge on account of fringe benefit tax. The deferred tax charge or credit is recognized using substantially enacted rates. In the case of unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only to the extent there is virtual certainty or realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Such assets are reviewed as at each Balance Sheet date to reassess realization.

**7. Retirement Benefits:**

Provisions for/contributions to retirement benefits schemes are made as follows;

- a) Provident fund on actual liability basis.
- b) Gratuity based on actuarial valuation done as at the reporting date.

**8. Provisions, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past event and it is probable that there will





be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statement except where virtual certainty is there.

**9. Use Of Estimates:**

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported Period. Difference between the actual results and estimates are recognized in the Period in which the results and estimates are recognized in the Period in which the results are known or materialize.

**10. Provisioning/Write-off of Doubtful Debts:**

Unrealizable Debts and Sundry balances has been written-off to present true and fair view of the Management and as per the policy adopted by the Management of the company in the previous years.

**B. Notes on Accounts:**

- | 1) Contingent Liabilities in respect of : | <b>As at<br/>31.03.2013<br/>(₹)</b> | <b>As at<br/>31.03.2012<br/>(₹)</b> |
|---|-------------------------------------|-------------------------------------|
| Excise Liability under dispute            | 16,34,397                           | 16,34,397                           |
- 2) In the opinion of the management, the current assets, loans and advances have the values on realization in the ordinary course of business at least equal to the amounts at which they are stated in the balance sheet except the trade receivables and loans and advances which falls under management's policy for bad and doubtful debts as taken in the previous years.
- 3) Debit and Credit balances are subject to confirmation and reconciliation.
- 4) There are no dues to Micro, Small & Medium Enterprises as at Balance Sheet date and no interest has been paid to any such parties. This is based on the information on such parties having been identified on the basis of information available with the Company and relied upon by the auditors.
- 5) Related Parties Disclosures in accordance with Accounting Standard 18 issued by the Institute of Chartered Accountants of India :-
- Related Parties and description of relationship
- a. Promoter Company : Swagatam Tradevin Limited
- b. Nature of transaction with the related party
- |                                |   |                           |
|--------------------------------|---|---------------------------|
| Promoter Company               | : | Swagatam Tradevin Limited |
| Unsecured Loan Taken           | : | 56,084/-                  |
| Amount Outstanding at year end | : | 3,56,084/-                |
| Previous Year Balance          | : | 3,00,000                  |



## MONOTYPE INDIA LIMITED 2012 - 2013

6) Earning Per Share (EPS)	As at 31.03.2013 (₹)	As at 31.03.2012 (₹)
- Profit / (Loss) after tax	4,99,990	(7,09,048)
- Less : Dividend on Preference Shares	-	-
- Net/ Profit / (loss) for calculation of basic / diluted EPS (A)	4,99,990	(7,09,048)
- Basic / Weighted average number of equity shares Outstanding during the year (B)	16,48,496	16,48,496
- Earnings Per share (EPS) (basic / diluted) (A/B)	0.30	(0.43)
7) Earning in foreign currency:	NIL	NIL
8) Value of Imports calculated on CIF basis	NIL	NIL
9) Expenditure in foreign currency: (on payment basis) (net of tax, where applicable)	NIL	NIL
10) Auditors Remunerations (including Service tax, where applicable)		
a) Audit Fees	28,090	11,030
b) Certification Charges	11,236	NIL
10) The Company operates in one segment and hence no separate disclosure of segment-wise information has been made as per Accounting Standards (AS-17) Segment Reporting issued by the Institute of Chartered Accountants of India.		
11) In view of the revision to the Schedule VI as per notification issued by the Central Government, the financial statement for the year ended 31 <sup>st</sup> March, 2013 have been prepared as per the requirement of the Revised Schedule VI to the Companies Act, 1956. The previous year's figures have been accordingly regrouped/classified to confirm to the year's classification.		

The accompanying notes are an integral part of the financial statement

For Motilal & Associates  
Chartered Accountants  
Registration No.: 106584W

For and on behalf of Board of Directors  
Monotype India Limited

CA. Motilal Jain  
Proprietor  
M. No. 036811

(Naresh Manakchand Jain)  
Whole Time Director

(Rohitash Bhomia)  
Director

Place: Kolkata  
Dated: 30th May, 2013



**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 2012 - 2013**

**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 28, 2013 at 4.00 P.M. at Emami Conference Hall, Association of Corporate Advisers & Executives, 6 Lyons Range, 3rd Floor, Unit 2, Kolkata-700001.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

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 28, 2013 at 04.00 P.M. at Emami Conference Hall, Association of Corporate Advisers & Executives, 6 Lyons Range, 3rd 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

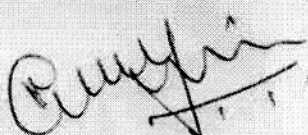


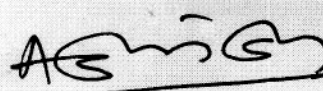
71 B R B Basu Road, Kolkata - 700001

Ph : 91-33-22357270/22357271

Fax : 91-33-22156823

nichetechpl@nichetechpl.com

**FORM A**

1.	Name of the Company	Monotype India Limited
2.	Annual Financial Statements for the Year Ended	31 <sup>st</sup> March, 2013
3.	Type of Audit Observation	Un - Qualified
4.	Frequency of Observation	Not Applicable
5.	To be signed by :	
	Whole Time Director	 Naresh Jain
	Auditor of the company	For Motilal & Associates Chartered Accountants (FRN No. : 106584W)  Motilal Jain Proprietor Membership No : 036811 
	Audit Committee Chairman	 Ashish Sethi

Date : 22<sup>nd</sup> May, 2014

Place : Kolkata