



Monotype India Ltd

MONOTYPE INDIA LIMITED

CIN : L72900MH1974PLC287552

43rd ANNUAL REPORT

2017-2018

CORPORATE INFORMATION

BOARD OF DIRECTORS

| | |
|------------------------|---|
| Mr. Naresh Jain | - Whole Time Director |
| Mr. Harsh Jain | - Executive Director |
| Mr. Akhilesh Jain | - Independent Director (Resigned w.e.f 17.07.2018) |
| Mr. Suryakant Kadakane | - Independent Director |
| Mrs. Preeti Doshi | - Independent Director |
| Mr. Rajendra Redekar | - Independent Director (Appointed w.e.f 17.07.2018) |

CHIEF FINANCIAL OFFICER

Mr. Harsh Jain

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Sneha Soni (Appointed w.e.f 19.07.2017)

STATUTORY AUDITORS

M/s. Motilal & Associates, Chartered Accountants, Mumbai

INTERNAL AUDITOR

M/s. Dhawan & Co., Chartered Accountants, Mumbai

SECRETARIAL AUDITOR

M/s. Rohit Oza & Co., Practicing Company Secretaries

BANKERS

Axis Bank Ltd.

REGISTRARS AND TRANSFER AGENTS

M/s. Niche Technologies Pvt. Ltd.

D-511, Bangree Market,

71 B R B Basu Road,

Kolkata, West Bengal – 700 017

E-mail id.: nichetechpl@nichetechpl.com

Telephone: 033- 22357270/22357271

Website: www.nichetechpl.com

REGISTERED OFFICE

602, 6th Floor Raheja Chambers,

213 Nariman Point, Mumbai- 400 021

E-mail id.: monotypeindia@gmail.com

Telephone: 022-40068190

Website: www.monotypeindia.in

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NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting (AGM) of the members of Monotype India Limited will be held on Friday, the 28th day of September, 2018 at 11:00 a.m. at the registered office of the Company at 602, 6th Floor, "Raheja Chambers", 213 Nariman Point, Mumbai - 400 021 to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Directors' and Auditor's thereon.
2. To appoint a Director in the place of Mr. Harsh Jain (DIN: 02457584), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mr. Rajendra Siddhoji Redekar (DIN: 02713973) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mr. Rajendra Siddhoji Redekar (DIN: 02713973), who was appointed as an Additional Director pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from 17th July, 2018 to 16th July, 2023."

4. Approval of the limits for the Loans and Investments by the Company in terms of the provisions of Section 186 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company

and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board of Directors of
MONOTYPE INDIA LIMITED

Date: 14.08.2018

Place: Mumbai

Sd/-

Sneha S. Soni
Company Secretary
M. No. 51629

NOTES:

1. M/s. Motilal & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 41st Annual General Meeting held on 29th December, 2016 till the conclusion of the AGM of the Company to be held in the calendar year 2021. Pursuant to Notification issued by the Ministry of Corporate Affairs on 07th May, 2018 amending Section 139 of the Companies Act, 2013 and the rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member. Proxies in order to be effective, the instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed herewith.**
3. **A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
4. The explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to items of special business to be transacted at the Annual General Meeting (the “Meeting”) is annexed hereto.
5. Members/Proxies/Authorised Representative are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive) for the purpose of AGM.
7. The Company's Registrars and Share Transfer Agent for its Share Registry Work (Physical and Electronic) are M/s. Niche Technologies Pvt. Ltd. having their office at D- 511, Bagree Market, 71 B R B Basu Road, Kolkata - 700 001. The said Registrar is also the depository interface of the Company.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Niche Technologies

Private Limited, the Company's Registrars and Share Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Niche Technologies Private Limited.

9. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or M/s. Niche Technologies Private Limited for assistance in this regard.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Niche Technologies Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. Members seeking any information with regard to the accounts, are requested to write to the Company atleast 7 days before, so as to enable the Management to keep the information ready at the AGM.
12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.monotypeindia.in. Members holding shares in physical form may submit the same to Niche Technologies Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
14. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
15. Members are requested to bring the copy of the Annual Report sent to them.
16. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
17. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with the Depository Participant (in case of Shares held in dematerialised form) or with M/s. Niche Technologies Pvt. Ltd. (in case of Shares held in physical form).
18. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed herewith and forms part of this Notice.
19. In all correspondence with the Company, Members holding shares in physical mode are requested to quote their Folio numbers and in case their shares are held in the dematerialized mode, Members are requested to quote their DP Id and Client Id.
20. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically through e-voting services provided by CDSL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
21. The instructions for shareholders voting electronically are as under:

- i. The e-voting period begins on 25th September, 2018 at 10:00 A.M. and ends on 27th September, 2018 at 05:00 P.M. During this period, the shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|--|---|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> x Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. x In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)</p> |

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xii. Click on the EVSN for MONOTYPE INDIALIMITED on which you choose to vote.
 - xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xix. Shareholders can also use Mobile app – "m-Voting for e-voting. m-voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their evoting credentials to vote for the company resolution(s).
 - xx. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
22. The facility for voting by polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise

- their right to vote at the AGM.
23. The notice of Annual General Meeting will be sent to the members whose names appears in the register of members / depositories as at closing hours of business on 24th August, 2018.
 24. A copy of this notice and Annual Report 2017-18 has been placed on the website of the Company viz. www.monotypeindia.in and the website of the CDSL.
 25. The Board of Directors has appointed Mr. Rohit Oza, Practicing Company Secretaries (Membership No. 33497, C.P No.16076) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
 26. The results shall be declared after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of the company www.monotypeindia.in and will also be communicated to the Stock Exchanges where the securities of the Company are listed.
 27. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to M/s. Niche Technologies Pvt. Ltd., Registrars and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
 28. As per Regulation 40 (7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA i.e. M/s. Niche Technologies Pvt. Ltd. for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
 29. Members are requested to kindly note that if physical documents viz. Demat Request Forms (DRF) and Share Certificates, etc. are not received from their DPs by the RTA within a period of 15 days from the date of generation of the Demat Request Number (DRN) for dematerialization, the DRN will be treated as rejected / cancelled. This step is taken on the advice of NSDL and CDSL, so that no demat request remains pending beyond a period of 21 days. Upon rejection / cancellation of the DRN, a fresh DRF with new DRN has to be forwarded along with the Share Certificates by the DPs to the RTA. This note is only to caution Members that they should ensure that their DPs do not delay in sending the DRF and Share Certificates to the RTA after generating the DRN.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE 43rd ANNUAL GENERAL MEETING.**Item No. 03:**

The Board of Directors appointed Mr. Rajendra Siddhoji Redekar (DIN: 02713973) as an Additional Director (Independent Director) of the Company with effect from 17th July, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013 who shall hold office upto the forthcoming 43rd Annual General Meeting. Mr. Rajendra Redekar is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has also given a declaration that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under SEBI (LODR) Regulations, 2015. The Company has received notice under section 160 of the Companies Act, 2013 from a member signifying his intension to propose Mr. Rajendra Siddhoji Redekar (DIN: 02713973) for the office of Independent Director of the Company at the forthcoming Annual General Meeting for a term of 5 (five) consecutive years.

Brief resume of Mr. Rajendra Siddhoji Redekar, nature of his expertise in specific functional areas and name of the companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015 are provided in the Corporate Governance Report which forms part of this Annual Report and annexed herewith as **Annexure-A**.

The Board recommends the passing of the Ordinary Resolution as set out at item no. 03 of the accompanying notice for members approval.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rajendra Siddhoji Redekar, are concerned or interested in passing of the abovesaid resolution.

Item No. 04:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186 (3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the 43rd Annual General Meeting for an amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommends the passing of the Special Resolution as set out at item no. 04 of the accompanying notice for members approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in this resolution.

ANNEXURE A TO THE EXPLANATORY STATEMENT

Details of Directors seeking re-appointment at the 43rd Annual General Meeting

| Particulars | Mr. Harsh Jain | Mr. Rajendra Redekar |
|---|--|--|
| Date of Birth (Age) | 20 th August, 1990 (28 years) | 16 th May, 1969 (49 Years) |
| Date of Appointment | 11/02/2015 | 17/07/2018 |
| Qualification | B. Com | B.Com |
| Expertise in specific functional areas | Wide experience in the field of Management & Administration. | Wide experience in the field of Marketing & Finance. |
| Directorships held in other public companies (excluding foreign companies and Section 8 companies) | Jupiter City Developers (India) Limited | Nil |
| Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.) | Nil | Nil |
| Number of shares held in the Company | 452 | Nil |

By Order of the Board of Directors of
MONOTYPE INDIA LIMITED

Date: 14.08.2018
Place: Mumbai

Sd/-

Sneha S. Soni
Company Secretary
M. No. 516299

DIRECTORS' REPORT

To,
The Members of Monotype India Limited

Your Directors have pleasure in presenting the 43rd Annual Report of the Company together with the Audited Financial Statements of the Company for the financial year ended 31st March, 2018.

FINANCIAL PERFORMANCE

(Rs. in Lakhs)

| Particulars | Financial Year 2017-18 | Financial Year 2016-17 |
|-------------------------------------|------------------------|------------------------|
| Income | 21,331.37 | 4,814.36 |
| Less: Expenses | 28,867.20 | 4,728.73 |
| Profit/ (Loss) before tax | (7,535.82) | 85.64 |
| Less: Current Tax | - | 26.50 |
| Less: Deferred Tax | - | (4.04) |
| Less: Excess/Short provision of tax | 8.49 | - |
| Profit After Tax | (7,544.31) | 63.17 |

The income from operations increased to Rs. 21,331.37 Lakhs from Rs. 4,814.36 Lakhs in previous year (increased by 343.08 %). Total expenditure of the Company increased from Rs. 4,728.73 Lakhs to Rs. 28,867.20 (increased by 510.46 %). Loss Before Tax (LBT) stood at 7,535.82 Lakhs and Loss After Tax (LAT) stood at 7,544.31 Lakhs

DIVIDEND

As your Company has incurred net loss during the financial year under review, Your Directors have not recommended any dividend for the financial year ended 31st March, 2018.

TRANSFER TO RESERVES

During the Financial year under review, this item is explained under the head "Reserves & Surplus" forming part of Balance Sheet, as mentioned in the Note No. 11.

DEPOSITS

The Company has not accepted any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Companies Act, 2013 or the details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 Act is not applicable.

STATE OF AFFAIRS OF THE COMPANY

The Company is driven by passionate promoters from the industry engaged in trading in shares, financial services and Investment activities with a view to strengthen its existing platforms and building new ones. The Company continues to focus and grow by nurturing in our business of trading in shares and other financial services.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

During the financial year under review, there were no material change and commitment affecting the financial position of the Company.

DELISTING OF EQUITY SHARES

Presently the equity shares of the Company are listed on Bombay Stock Exchange (BSE), Calcutta Stock Exchange (CSE) and Metropolitan Stock Exchange of India (MSEI). The Board of Directors has decided to delist the equity shares of the Company from CSE and MSEI by passing the Board Resolution in their meeting held on 14th August, 2018 without giving any exit opportunity to the Shareholders as the equity shares of the Company is continued to be listed on BSE which is having nation wide trading terminals. The delisting of the Company's equity shares from CSE and MSEI will not be prejudicial to or affect the interest of the investors.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

During the financial year under review, your Company did not have any subsidiary, associate and joint venture company.

CHANGES IN SHARE CAPITAL

During the financial year under review, there were no changes in the issued, subscribed and paid-up share capital of the Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All related party transactions that were entered into during the financial year under review were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict of interest with the company at large. Therefore there does not exist any details to be mentioned in Form No. AOC-2 which is annexed hereto as **Annexure-I** and forms part of this report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The details of loans, guarantees and investments within the purview of the Section 186 of Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 are given in Notes forming part of financial statement.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, Extract of the Annual Return i.e. Form No. MGT-9 for the financial year ended 31st March, 2018 made under the provisions of Section 92(3) of the Companies Act, 2013 is attached hereto as **Annexure II** which forms part of this Report.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

i. Appointment:

Mr. Rajendra Siddhoji Redekar was appointed as an Additional Director of the Company on 17th July, 2018 who shall hold office upto the date of ensuing Annual General Meeting.

ii. Resignation:

Mr. Akhilesh Jain resigned as Director of the Company with effect from 17th July, 2018 due to pre-occupation. The Board placed on record its deep appreciation for his valuable contribution on the Board during his tenure as Director of the Company.

iii. Retirement by rotation:

In accordance with the provisions of Section 152 (8) of the Companies Act, 2013, Mr. Harsh Jain (DIN: 02457584), Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for his re-appointment. Your Directors recommend his re-appointment.

iv. Declarations by Independent Directors:

The Company has received declarations from all the Independent Directors pursuant to Section 149 (6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

v. Number of meeting of Board of Directors:

During the financial year 2017-18, the Board of Directors met for 6 (six) times on 29/05/2017, 22/06/2017, 19/07/2017, 14/09/2017, 13/12/2017 and 14/02/2017. The intervening gap between any two meetings was within the timeframe prescribed under the Companies Act, 2013. The details pertaining to attendance of Directors at Board Meeting are given in Corporate Governance Report which forms part of this report.

vi. Meeting of Independent Directors:

The Independent Directors of the Company at their meeting held on 14th February, 2018, reviewed the performance of non-independent Directors and the Board as a whole including the Chairman of the meetings by taking into consideration views expressed by the Executive Directors and Non- Executive Directors at various levels pertaining to quality, quantity and timeliness of flow of information between the Company, management and the Board.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the financial year under review, the provisions related to CSR were not applicable to the Company.

COMMITTEES OF THE BOARD

Currently, the Board has 3 (three) Committees:

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Stakeholders Relationship Committee.

The details of the aforesaid committees are given in the Corporate Governance Report which forms part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the financial year ended 31st March, 2018, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors 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 as at 31st March, 2018 and of the profit/loss of the Company for that financial year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. the Company had laid down internal financial controls to be followed by the Company and such financial controls were adequate and were operating effectively.
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the financial year under review, as stipulated under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015 forms part of this report.

ANNUAL EVALUATION OF DIRECTORS, COMMITTEES AND BOARD

The Board has adopted a mechanism for evaluating its own performance and that of its Committees, including the Chairman of the Board. This exercise was carried out by feedback survey from each directors on parameters such as attendance, contribution at the meeting, Board functioning, composition of Board and its Committees, experience, competencies and governance issues.

STATUTORY AUDITORS AND HIS REPORT

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Motilal & Associates, Chartered Accountants (Firm Registration No. 106584W), the Statutory Auditors of the Company have been appointed for a term of 5 (five) consecutive years i.e. upto the conclusion of the AGM to be held in the calendar year 2021. The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company.

The observations / qualifications / disclaimers made by the Statutory Auditors in their report for the financial year ended 31st March, 2018 are self-explanatory and therefore do not call for any further explanation or comments from the Board.

SECRETARIAL AUDITORS AND HIS REPORT

As per the provisions of Section 204 of the Companies Act, 2013, the Board of Directors of the Company has appointed M/s. Rohit Oza & Co., Practising Company Secretaries (Membership No. 33497, C.P. No. 16076) to conduct the Secretarial Audit of the Company for the financial year 2017-18. There are no qualifications, reservation or adverse remark or disclaimer in Secretarial Audit Report i.e. Form MR-3 for the financial year 2017 - 2018. The said report is annexed hereto as **Annexure-III** and forms part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 are given in **Annexure-IV** annexed hereto and forms part of this Report.

RISK MANAGEMENT POLICY

The Board of Directors of the Company has adopted mechanism to identify, assess, monitor and mitigate various risks attached to the business of the Company. Major risks identified pertaining to business and functions of the Company are systematically addressed by taking suitable actions on a continuing basis.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Audit Department monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies.

The Internal Financial Controls with reference to financial statements as designed and implemented by the

Company are adequate. During the financial year under review, no material or serious observation has been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy/Vigil Mechanism for the employee to report genuine concerns/ grievances. The Policy is uploaded on the Company's website at the link: <http://www.monotypeindia.in/policies.html>. The Policy provides for adequate safeguards against the victimisation of the employees who use the vigil mechanism. The vigil mechanism is overseen by the Audit Committee.

PARTICULARS OF EMPLOYEES

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Considering the provisions of Section 197 (12) of the Companies Act, 2013, read with the relevant rules and having referred to provisions of the first proviso to Section 136 (1) of the Companies Act, 2013, the Annual Report is being sent to the members of the Company excluding details of particulars of employees and related disclosures. The said information / details are available for inspection at the Registered Office of the Company during working hours for a period of twenty one days before the date of Annual General Meeting of the Company on any working day provided the member intending to visit for the said inspection has given two days prior notice to the Company Secretary of the Company of his/her date and time of visit for the same.

ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

During the financial year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

CORPORATE GOVERNANCE

Your Company has successfully implemented the mandatory provisions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A Report on Corporate Governance along with a certificate from M/s. Motilal & Associates, Chartered Accountants confirming the compliance of conditions of Corporate Governance which forms part of this Annual Report.

REPORT UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT

Your Company is committed to provide a safe, healthy and congenial atmosphere irrespective of cast, creed or social class of the employee.

Your Company affirms that during the financial year under review, there were no complaints reported under the Sexual Harassment of Woman at workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS AND APPRECIATION

Your Directors take this opportunity to convey thanks to bankers, customers, shareholders, suppliers, business partners/associates, financial institutions and Central and State Governments and other agencies for extending their consistent support, co-operation and encouragement to the Company.

FOR MONOTYPE INDIA LIMITED

Sd/-

Sd/-

Naresh Jain
Whole Time Director
DIN: 00291963

Harsh Jain
Director
DIN: 02457584

Date: 14.08.2018
Place: Mumbai

Annexure - I

FORM NO. AOC-2

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

1. Details of contracts or arrangements or transactions not at arm's length basis – **Not Applicable**
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis - **Not Applicable**
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

FOR MONOTYPE INDIA LIMITED

Sd/-

Naresh Jain
Whole Time Director
DIN: 00291963

Sd/-

Harsh Jain
Director
DIN: 02457584

Date: 14.08.2018
Place: Mumbai

Annexure – II
Form No. MGT-9
(Extract of Annual Return for the financial year ended 31st March, 2018)

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

| | | |
|------|--|--|
| i. | CIN | L72900MH1974PLC287552 |
| ii. | Registration Date | 30/09/1974 |
| iii. | Name of the Company | MONOTYPE INDIA LIMITED |
| iv. | Category/Sub-Category of the Company | Public Company |
| v. | Address of the Registered office and contact details | 602, 6th Floor, "Raheja Chambers", 213, Nariman Point, Mumbai- 400 021 |
| vi. | Whether Listed Company | Yes |
| vii. | Name, Address and Contact details of Registrar and Transfer Agent, if any | Niche Technologies Pvt. Ltd D- 511, Bangree Market, 71 B R B Basu Road, Kolkata, West Bengal – 700 001 Tel.: 033-22357270/22357271 |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|---|----------------------------------|------------------------------------|
| 1 | Other financial service activities, except insurance and pension funding activities, n.e.c. | 64990 | 98.61% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary /Associate | % of shares held | Applicable Section |
|---------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1. | NIL | NIL | NIL | NIL | NIL |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Shareholding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during The year |
|---|---|--------------|---------------------|-------------------|---|--------------|---------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter | | | | | | | | | |
| <i>1) Indian</i> | | | | | | | | | |
| a) Individual/ HUF | 58,50,452 | 0 | 58,50,452 | 0.832 | 58,50,452 | 0 | 58,50,452 | 0.832 | 0.000 |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| d) Bodies Corp | 17,14,82,520 | 0 | 17,14,82,520 | 24.389 | 17,14,82,520 | 0 | 17,14,82,520 | 24.389 | 0.000 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| f) Any Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| Sub-total(A)(1) | 17,73,32,972 | 0 | 17,73,32,972 | 25.221 | 17,73,32,972 | 0 | 17,73,32,972 | 25.221 | 0.000 |
| <i>2) Foreign</i> | | | | | | | | | 0.000 |
| a) NRIs-Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| b) Other-Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| c) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| e) Any Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| Sub-total(A)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| Total Shareholding of Promoter (A) = (A)(1) + (A)(2) | 17,73,32,972 | 0 | 17,73,32,972 | 25.221 | 17,73,32,972 | 0 | 17,73,32,972 | 25.221 | 0.000 |
| B. Public Shareholding | | | | | | | | | |
| <i>1. Institutions</i> | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| b) Banks / FI | 0 | 2,200 | 2,200 | 0.000 | 0 | 2,200 | 2,200 | 0.000 | 0.000 |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| g) FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.000 |
| Sub-total(B)(1) | 0 | 2,200 | 2,200 | 0.000 | 0 | 2,200 | 2,200 | 0.000 | 0.000 |
| <i>2. Non Institutions</i> | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |

| | | | | | | | | | |
|---|---------------------|--------------------|---------------------|---------------|---------------------|--------------------|---------------------|---------------|--------------|
| (i) Indian | 6,10,50,706 | 8,98,566 | 6,19,49,272 | 8.811 | 9,35,04,623 | 8,98,5660 | 9,44,03,189 | 13,426 | 4.615 |
| (ii) Overseas | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 10,10,30,818 | 70,55,107 | 10,80,85,925 | 15.372 | 9,41,48,823 | 68,05,441 | 10,09,54,264 | 14,358 | (1.014) |
| (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 31,08,61,608 | 1,30,12,542 | 32,38,74,150 | 46.062 | 29,52,04,069 | 1,31,76,175 | 30,83,80,244 | 43,859 | (2.203) |
| c) Others (Specify) | | | | | | | | | |
| NRI | 7,481 | 0 | 7,481 | 0.01 | 88,250 | 0 | 88,250 | 0.013 | 0.012 |
| Clearing Members | 3,16,63,889 | 0 | 3,16,63,889 | 4.504 | 2,17,60,770 | 0 | 2,17,60,770 | 3.095 | (1.409) |
| Trusts | 2,00,000 | 0 | 2,00,000 | 0.028 | 2,00,000 | 0 | 2,00,000 | 0.028 | 0 |
| Sub-total(B)(2) | 50,48,20,502 | 2,09,66,215 | 52,57,86,717 | 74.779 | 50,49,06,535 | 2,08,80,182 | 52,57,86,717 | 74.779 | 0.000 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 50,48,20,502 | 2,09,68,415 | 52,57,88,917 | 74.779 | 50,49,06,535 | 2,08,82,382 | 52,57,88,917 | 74.779 | 0.000 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| Grand Total (A+B+C) | 68,21,53,474 | 2,09,68,415 | 70,31,21,889 | 100.00 | 68,22,39,507 | 2,08,82,382 | 70,31,21,889 | 100.00 | 0.000 |

ii. Shareholding of Promoters

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|---------|---|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1. | HARSH JAIN | 452 | 0.000 | 0.000 | 452 | 0.000 | 0.000 | 0.000 |
| 2. | INNOCENT INVESTMENT CONSULTANTS PVT LTD | 8,31,67,800 | 0.000 | 11.828 | 8,31,67,800 | 11.828 | 0.000 | 0.000 |
| 3. | NARESH JAIN | 58,50,000 | 11.828 | 0.000 | 58,50,000 | 0.832 | 0.000 | 0.000 |
| 4. | SANDEEP ISPAT TRADER LLP | 7,59,51,000 | 10.802 | 0.000 | 7,59,51,000 | 10.802 | 0.000 | 0.000 |
| 5. | SWAGATAM TRADEVIN LTD. | 1,23,63,720 | 1.758 | 0.000 | 1,23,63,720 | 1.758 | 0.000 | 0.000 |
| | Total | 17,73,32,972 | 25.221 | 0.000 | 17,73,32,972 | 25.221 | 0.000 | 0.000 |

iii. Change in Promoter's Shareholding (please specify, if there is no change)

| Sr. No. | Name | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | HARSH JAIN | | | | |
| | At the beginning of the year | 452 | 0.000 | 452 | 0.000 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc): | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | 452 | 0.000 | 452 | 0.000 |
| 2. | INNOCENT INVESTMENT CONSULTANTS PVT LTD | | | | |
| | At the beginning of the year | 8,31,67,800 | 11.828 | 8,31,67,800 | 11.828 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc): | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | 8,31,67,800 | 11.828 | 8,31,67,800 | 11.828 |
| | | | | | |
| 3. | NARESH JAIN | | | | |
| | At the beginning of the year | 58,50,000 | 0.832 | 58,50,000 | 0.832 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc): | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | 58,50,000 | 0.832 | 58,50,000 | 0.832 |
| | | | | | |

| | | | | | |
|----|---|------------------------------|--------|-------------|--------|
| 4. | SANDEEP ISPAT TRADER LLP | | | | |
| | At the beginning of the year | 7,59,51,000 | 10.802 | 7,59,51,000 | 10.802 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc): | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | 7,59,51,000 | 10.802 | 7,59,51,000 | 10.802 |
| 5. | SWAGATAM TRADEVIN LTD. | | | | |
| | At the beginning of the year | 1,23,63,720 | 1.758 | 1,23,63,720 | 1.758 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc): | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | 1,23,63,720 | 1.758 | 1,23,63,720 | 1.758 |

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs)

| Sr. No. | For Each of the Top 10 Shareholders | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|----------|---|----------------------------------|---|----------------------------------|
| | | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | BAKUL GARMENTS LLP | | | | | |
| | a) At the Beginning of the Year | | 43,56,017 | 0.620 | 43,56,017 | 0.620 |
| | b) Changes during the year | | | | | |
| | Date | Reason | | | | |
| | 12/05/2017 | Transfer | 8,50,000 | 0.121 | 52,06,017 | 0.740 |
| | 28/07/2017 | Transfer | 13,90,950 | 0.198 | 65,96,967 | 0.938 |
| | c) At the End of the Year | | 65,96,967 | 0.938 | 65,96,967 | 0.938 |
| 2 | BALRAM COMMODITIES TRADE PRIVATE LIMITED | | | | | |
| | a) At the Beginning of the Year | | 47,02,070 | 0.669 | 47,02,070 | 0.669 |
| | b) Changes during the year | | | | | |
| | Date | Reason | | | | |
| | 28/07/2017 | Transfer | 10,31,000 | 0.147 | 57,33,070 | 0.815 |
| | c) At the End of the Year | | 57,33,070 | 0.815 | 57,33,070 | 0.815 |
| 4 | BHOOPESH KUMAR JAIN | | | | | |
| | a) At the Beginning of the Year | | 1,45,00,000 | 2.062 | 1,45,00,000 | 2.062 |
| | b) Changes during the year | | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | 1,45,00,000 | 2.062 | 1,45,00,000 | 2.062 |
| 5 | ENCASH COMMODITIES PRIVATE LIMITED | | | | | |
| | a) At the Beginning of the Year | | 51,77,200 | 0.736 | 51,77,200 | 0.736 |
| | b) Changes during the year | | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | | 51,77,200 | 0.736 | 51,77,200 | 0.736 |
| 6 | FANCOS TRADEMART PRIVATE LIMITED | | | | | |
| | a) At the Beginning of the Year | | 0 | 0.000 | 0 | 0.000 |
| | b) Changes during the year | | | | | |
| | Date | Reason | | | | |
| | 02/06/2017 | Transfer | 52,09,718 | 0.741 | 52,09,718 | 0.741 |
| | 01/09/2017 | Transfer | 6,12,877 | 0.087 | 58,22,595 | 0.828 |
| | c) At the End of the Year | | 58,22,595 | 0.828 | 58,22,595 | 0.828 |

| | | | | | | |
|---|---------------------------------|----------|-------------|-------|-------------|-------|
| 6 | GUINNESS SECURITIES LIMITED | | | | | |
| | a) At the Beginning of the Year | | 90,08,064 | 1.281 | 90,08,064 | 1.281 |
| | b) Changes during the year | | | | | |
| | Date | Reason | | | | |
| | 07/04/2017 | Transfer | 9,04,000 | 0.129 | 99,12,064 | 1.410 |
| | 14/04/2017 | Transfer | 10,000 | 0.001 | 99,22,064 | 1.411 |
| | 21/04/2017 | Transfer | 9,95,000 | 0.142 | 1,09,17,064 | 1.553 |
| | 12/05/2017 | Transfer | (36,99,303) | 0.526 | 72,17,761 | 1.027 |
| | 26/05/2017 | Transfer | 40,00,000 | 0.569 | 1,12,17,761 | 1.595 |
| | 16/06/2017 | Transfer | 2,74,955 | 0.039 | 1,14,92,716 | 1.635 |
| | 23/06/2017 | Transfer | 13,60,723 | 0.194 | 1,28,53,439 | 1.828 |
| | 14/07/2017 | Transfer | (4,10,030) | 0.058 | 1,24,43,409 | 1.770 |
| | 28/07/2017 | Transfer | (58,36,800) | 0.830 | 66,06,609 | 0.940 |
| | 04/08/2017 | Transfer | (9,12,892) | 0.130 | 56,93,717 | 0.810 |
| | 11/08/2017 | Transfer | (3,68,537) | 0.052 | 53,25,180 | 0.757 |
| | 18/08/2017 | Transfer | (5,00,000) | 0.071 | 48,25,180 | 0.686 |
| | 25/08/2017 | Transfer | 2,99,810 | 0.043 | 51,24,990 | 0.729 |
| | 08/09/2017 | Transfer | 1,41,000 | 0.020 | 52,65,990 | 0.749 |
| | 15/09/2017 | Transfer | 3,45,324 | 0.049 | 56,11,314 | 0.798 |
| | 22/09/2017 | Transfer | 8,72,294 | 0.124 | 64,83,608 | 0.922 |
| | 30/09/2017 | Transfer | (28,70,194) | 0.408 | 36,13,414 | 0.514 |
| | 20/10/2017 | Transfer | 10,000 | 0.001 | 36,23,414 | 0.515 |
| | 27/10/2017 | Transfer | 27,205 | 0.004 | 36,50,619 | 0.519 |
| | 03/11/2017 | Transfer | 10,44,874 | 0.149 | 46,95,493 | 0.668 |
| | 05/01/2018 | Transfer | 4,10,030 | 0.058 | 51,05,523 | 0.726 |
| | 09/03/2018 | Transfer | (1) | 0.000 | 51,05,522 | 0.726 |
| | c) At the End of the Year | | 51,05,522 | 0.726 | 51,05,522 | 0.726 |
| 7 | MINA COMMOSALES LLP . | | | | | |
| | a) At the Beginning of the Year | | 0 | 0.000 | 0 | 0.000 |
| | b) Changes during the year | | | | | |
| | Date | Reason | | | | |
| | 11/08/2017 | Transfer | 8,51,491 | 0.121 | 8,51,491 | 0.121 |
| | 23/03/2018 | Transfer | 22,81,109 | 0.324 | 31,32,600 | 0.446 |
| | 31/03/2018 | Transfer | 33,46,161 | 0.476 | 64,78,761 | 0.921 |
| | c) At the End of the Year | | 64,78,761 | 0.921 | 64,78,761 | 0.921 |
| 8 | OM SARVAVIDYA CONSULTANTS LLP | | | | | |
| | a) At the Beginning of the Year | | 48,87,578 | 0.695 | 48,87,578 | 0.695 |
| | b) Changes during the year | | | | | |
| | Date | Reason | | | | |
| | 21/04/2017 | Transfer | 7,74,000 | 0.110 | 56,61,578 | 0.805 |
| | 02/06/2017 | Transfer | 4,80,120 | 0.068 | 61,41,698 | 0.873 |
| | c) At the End of the Year | | 61,41,698 | 0.873 | 61,41,698 | 0.873 |

| | | | | | | |
|----|----------------------------------|----------|-------------|-------|-----------|-------|
| 9 | R K STOCKHOLDING PVT. LTD. | | | | | |
| | a) At the Beginning of the Year | | 71,72,756 | 1.020 | 71,72,756 | 1.020 |
| | b) Changes during the year | | | | | |
| | Date | Reason | | | | |
| | 07/04/2017 | Transfer | 7,28,000 | 0.104 | 79,00,756 | 1.124 |
| | 14/04/2017 | Transfer | 1,46,617 | 0.021 | 80,47,373 | 1.145 |
| | 21/04/2017 | Transfer | 1,03,042 | 0.015 | 81,50,415 | 1.159 |
| | 28/04/2017 | Transfer | 43,417 | 0.006 | 81,93,832 | 1.165 |
| | 05/05/2017 | Transfer | 6,51,602 | 0.093 | 88,45,434 | 1.258 |
| | 19/05/2017 | Transfer | 6,53,499 | 0.093 | 94,98,933 | 1.351 |
| | 02/06/2017 | Transfer | (83,05,167) | 1.181 | 11,93,766 | 0.170 |
| | 09/06/2017 | Transfer | 3,70,000 | 0.053 | 15,63,766 | 0.222 |
| | 16/06/2017 | Transfer | 14,46,000 | 0.206 | 30,09,766 | 0.428 |
| | 23/06/2017 | Transfer | 5,49,520 | 0.078 | 35,59,286 | 0.506 |
| | 14/07/2017 | Transfer | 30,010 | 0.004 | 35,89,296 | 0.510 |
| | 21/07/2017 | Transfer | 67,500 | 0.010 | 36,56,796 | 0.520 |
| | 28/07/2017 | Transfer | 2,04,167 | 0.029 | 38,60,963 | 0.549 |
| | 04/08/2017 | Transfer | 61,200 | 0.009 | 39,22,163 | 0.558 |
| | 11/08/2017 | Transfer | 70,000 | 0.010 | 39,92,163 | 0.568 |
| | 01/09/2017 | Transfer | (39,92,163) | 0.568 | 0 | 0.000 |
| | 15/09/2017 | Transfer | 100 | 0.000 | 100 | 0.000 |
| | 22/09/2017 | Transfer | 1,25,000 | 0.018 | 1,25,100 | 0.018 |
| | 27/10/2017 | Transfer | 2,00,000 | 0.028 | 3,25,100 | 0.046 |
| | 10/11/2017 | Transfer | 20,000 | 0.003 | 3,45,100 | 0.049 |
| | c) At the End of the Year | | 3,45,100 | 0.049 | 3,45,100 | 0.049 |
| 10 | RATNANIDHI ADVISORY SERVICES LLP | | | | | |
| | a) At the Beginning of the Year | | 61,61,521 | 0.876 | 61,61,521 | 0.876 |
| | b) Changes during the year | | | | | |
| | Date | Reason | | | | |
| | 21/04/2017 | Transfer | 1,28,389 | 0.018 | 62,89,910 | 0.895 |
| | 26/05/2017 | Transfer | 1,87,500 | 0.027 | 64,77,410 | 0.921 |
| | 02/06/2017 | Transfer | 2,64,843 | 0.038 | 67,42,253 | 0.959 |
| | 13/10/2017 | Transfer | 88,036 | 0.013 | 68,30,289 | 0.971 |
| | 27/10/2017 | Transfer | 18,341 | 0.003 | 68,48,630 | 0.974 |
| | 22/12/2017 | Transfer | 9,18,617 | 0.131 | 77,67,247 | 1.105 |
| | 09/03/2018 | Transfer | 1,83,413 | 0.026 | 79,50,660 | 1.131 |
| | c) At the End of the Year | | 79,50,660 | 1.131 | 79,50,660 | 1.131 |

| | | | | | | |
|----|--|----------|--------------------|--------------|--------------------|---------------|
| 11 | RELIANCE SECURITIES LIMITED | | | | | |
| | a) At the Beginning of the Year | | 0 | 0.000 | 0 | 0.000 |
| | b) Changes during the year | | | | | |
| | Date | Reason | | | | |
| | 30/06/2017 | Transfer | 32,30,313 | 0.459 | 32,30,313 | 0.459 |
| | 04/08/2017 | Transfer | 25,08,919 | 0.357 | 57,39,232 | 0.816 |
| | 11/08/2017 | Transfer | 6,78,627 | 0.097 | 64,17,859 | 0.913 |
| | 25/08/2017 | Transfer | 4,38,586 | 0.062 | 68,56,445 | 0.975 |
| | 01/09/2017 | Transfer | 1,88,294 | 0.027 | 70,44,739 | 1.002 |
| | c) At the End of the Year | | 70,44,739 | 1.002 | 70,44,739 | 1.002 |
| 12 | SAIRAM COMMODITY TRADE PRIVATE LIMITED | | | | | |
| | a) At the Beginning of the Year | | 40,22,000 | 0.572 | 40,22,000 | 0.572 |
| | b) Changes during the year | | | | | |
| | Date | Reason | | | | |
| | 27/10/2017 | Transfer | 1,00,000 | 0.014 | 41,22,000 | 0.586 |
| | c) At the End of the Year | | 41,22,000 | 0.586 | 41,22,000 | 0.586 |
| 13 | TISTA TRADELINKS PRIVATE LIMITED | | | | | |
| | a) At the Beginning of the Year | | 54,80,632 | 0.779 | 54,80,632 | 0.779 |
| | b) Changes during the year | | | | | |
| | Date | Reason | | | | |
| | 02/06/2017 | Transfer | 1,14,203 | 0.016 | 55,94,835 | 0.796 |
| | 16/03/2018 | Transfer | 76,000 | 0.011 | 56,70,835 | 0.807 |
| | c) At the End of the Year | | 56,70,835 | 0.807 | 56,70,835 | 0.807 |
| | TOTAL | | 6,54,67,838 | 9.311 | 8,06,89,147 | 11.476 |

v. Shareholding of Directors and Key Managerial Personnel

| Sr. No. | Name | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|---------------------------------|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | HARSH JAIN | | | | |
| | a) At the Beginning of the Year | 452 | 0.000 | 452 | 0.000 |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | 452 | 0.000 | 452 | 0.000 |
| 2 | NARESH JAIN | | | | |
| | a) At the Beginning of the Year | 58,50,000 | 0.832 | 58,50,000 | 0.832 |
| | b) Changes during the year | [NO CHANGES DURING THE YEAR] | | | |
| | c) At the End of the Year | 58,50,000 | 0.832 | 58,50,000 | 0.832 |
| | TOTAL | 58,50,452 | 0.832 | 58,50,452 | 0.832 |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Rs.)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|---|------------------------|-----------------|---------------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 66,07,188 | 76,30,05,734 | Nil | 76,96,12,922 |
| ii) Interest due but not paid | 2,10,63,194 | 5,89,20,501 | Nil | 7,99,83,695 |
| iii) Interest accrued but not due | Nil | Nil | Nil | Nil |
| | | | Nil | |
| Total (i + ii + iii) | 2,76,70,382 | 82,19,26,235 | | 84,95,96,617 |
| Change in Indebtedness during the financial year | | | | |
| - Addition | 54,53,328 | 20,75,49,723 | Nil | 21,30,03,051 |
| - Reduction | 41,26,972 | 45,76,96,483 | Nil | 46,18,23,455 |
| Net Change | 13,26,356 | (25,01,46,760) | Nil | (24,88,20,404) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 2,40,88,743 | 53,19,09,724 | Nil | 55,59,98,467 |
| ii) Interest due but not paid | 49,07,995 | 3,98,69,751 | Nil | 4,47,77,746 |
| iii) Interest accrued but not due | Nil | Nil | Nil | Nil |
| Total (i + ii + iii) | 2,89,96,738 | 57,17,79,475 | Nil | 60,07,76,213 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in Rs.)

| Sr. No. | Particulars of Remuneration | Name of MD/ WTD/ Manager/Director | | Total Amount |
|---------|---|-----------------------------------|---------------------------------|----------------------------------|
| 1. | Gross salary | Mr. Naresh Jain | Mr. Harsh Jain | 30,00,000.00 |
| | a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961 | 18,00,000.00 | 12,00,000.00 | |
| | b) Value of perquisites/s 17(2) Income-tax Act, 1961 | - | - | |
| | c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961 | - | - | |
| 2. | Stock Option | - | - | - |
| 3. | Sweat Equity | - | - | - |
| 4. | Commission - as % of profit - others, specify | - | - | - |
| 5. | Others, please specify | - | - | - |
| 6. | Total | 18,00,000.00 | 12,00,000.00 | 30,00,000.00 |
| | Ceilings as per the Companies Act, 2013 | 5% of Net Profit of the Company | 1% of Net Profit of the Company | 10% of net Profit of the Company |

B. Remuneration to other Directors

(Amount in Rs.)

| Sr. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | Total Amount |
|---------|--|--|---------------|---------------|---------------|
| | <u>Independent Directors</u> | Suryakant kadakane | Akhilesh Jain | Preeti Doshi | |
| | . Fee for attending board and committee meetings . Commission . Others, please specify | 16,000 | 14,000 | 12,000 | 42,000 |
| | Total(1) | 16,000 | 14,000 | 12,000 | 42,000 |
| | <u>Other Non-Executive Directors</u> | - | - | | - |
| | . Fee for attending board committee meetings . Commission . Others, please specify | | | | |
| | Total(2) | - | - | | - |
| | Total(B)=(1+2) | 16,000 | 14,000 | 12,000 | 42,000 |
| | Total Managerial Remuneration | 16,000 | 14,000 | 12,000 | 42,000 |
| | Overall Ceiling as per the Companies Act, 2013 | 1% of Net Profit of the Company (excluding sitting fees) | | | |

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Amount in ₹)

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | |
|---------|--|--------------------------|----------|
| | | Company Secretary | CFO |
| 1. | Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2) Income-tax Act, 1961 (c)Profits in lieu of salary under section 17(3)Income-tax Act, 1961 | 2,93,561 | - |
| 2. | Stock Option | - | - |
| 3. | Sweat Equity | - | - |
| 4. | Commission - as%of profit -others, specify... | - | - |
| 5. | Others, please specify | - | - |
| 6. | Total | 2,93,561 | - |

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

| Type | Section of the companies Act | Brief description | Details of Penalty/Punishment/Compounding fees imposed | Authority[RD/NCLT/Court] | Appeal made. If any(give details) |
|-----------------------------|------------------------------|-------------------|--|--------------------------|-----------------------------------|
| A.Company | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| B.Directors | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| C.Other Officers in Default | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |

FOR MONOTYPE INDIA LIMITED

Sd/-

Sd/-

Date: 14.08.2018
Place: Mumbai

Naresh Jain
Whole Time Director
DIN: 00291963

Harsh Jain
Director
DIN: 02457584

Annexure – III

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
MONOTYPE INDIA LTD.
CIN.: L72900MH1974PLC287552
602, 6th Floor, Raheja Chambers,
213 Nariman Point,
Mumbai – 400 021

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Monotype India Limited** (hereinafter called “**the company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions of the applicable acts listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2018 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”);
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009#;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014#;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008#;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009#; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998#.
- # The Regulations or Guidelines, were not applicable for the period under review**

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”]

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further Report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that there is a scope to improve systems and processes in the Company and operations of the Company to monitor and ensure compliances with applicable Laws, Rules, regulations and guidelines.

We further report that during the year under report, the company had the following one event which had bearing on the state of the affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines etc.

- Metropolitan Stock Exchange has approved and permitted for trading on the Exchange of 70,31,21,889 equity shares of Re. 1/- each with effect from 08th August, 2017.

**For Rohit Oza & Co.,
Company Secretaries**

**PLACE: Mumbai
DATE: 14th August, 2018**

Sd/-

**CS ROHIT OZA
PROPRIETOR
ACS No.: 33497
COP No. : 16076**

Note: This report is to be read with our letter of even date that is annexed as Annexure-I and forms an integral part of this report.

Annexure - I

To,
The Members,
MONOTYPE INDIA LTD.
CIN.: L72900MH1974PLC287552
Office No 602, 6th Floor,
Raheja Chambers, 213 Nariman Point
Mumbai 400021

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

PLACE: Mumbai
DATE: 14th August, 2018

**For Rohit Oza & Co.,
Company Secretaries**

Sd/-

**CS ROHIT OZA
PROPRIETOR
ACS No.: 33497
COP No. : 16076**

Annexure – IV

Particulars under Section 134 (3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are given as under:

A. Conservation of Energy:-

| | | |
|-------|---|--|
| (i) | the steps taken or impact on conservation of energy; | Company ensures that the operations are conducted in the manner whereby optimum utilisation and maximum possible savings of energy is achieved |
| (ii) | the steps taken by the company for utilising alternate sources of energy; | No alternate source has been adopted |
| (iii) | the capital investment on energy conservation equipments; | No specific investment has been made in reduction in energy consumption |

B. Technology Absorption :-

| | | |
|-------|--|---|
| (i) | the efforts made towards technology absorption; | No outside technology is used by the Company. |
| (ii) | the benefits derived like product improvement, cost reduction, product development or import substitution; | Not Applicable |
| (iii) | in case of imported technology (imported during the last three years reckoned from the beginning of the financial year); | (a) the details of technology imported: Nil (b) the year of import: NA (c) whether the technology been fully absorbed: NA (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and : NA |
| (iv) | the expenditure incurred on Research and Development. | Not Applicable |

C. Foreign exchange earnings and Outgo:-

As regards, the Foreign Exchange earned in terms of actual inflows during the financial year and the Foreign Exchange outgo during the financial year in terms of actual outflows, members are requested to refer to Note No. 28 in notes forming part of accounts for the financial year ended 31st March, 2018.

FOR MONOTYPE INDIA LIMITED

Sd/-

Sd/-

Date: 14.08.2018
Place: Mumbai

Naresh Jain
Whole Time Director
DIN: 00291963

Harsh Jain
Director
DIN: 02457584

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors are pleased to present the Management Discussion and Analysis Report for the financial year ended 31st March, 2018 as stipulated under Regulation 34 (2) (e) read with Schedule VB of SEBI (LODR) Regulations, 2015.

The management of the Company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the Company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company is engaged in trading in shares, financial services and Investment activities where the outlook of the business seems to be encouraging over and above.

OPPORTUNITY AND THREATS

As a Financial and Investment Company, your company is engaged in providing finance and to make investment in any form whatsoever including investment in shares, stocks, bonds or other securities and to carry on the business of financing, industrial or other enterprises and to act as financial advisors In companies, corporations, enterprises, business organizations or any other association of persons. The Company is exposed to all risks & threat which financial market faces. In financial services business, effective risk management has become very crucial. Your Company is exposed to credit risk and many other risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

OUTLOOK

Monotype India Limited remains confident of the long term growth prospects & opportunities ahead of it in its business and chosen customer segments.

FINANCIAL PERFORMANCE

The company reflected an income of Rs. 2,13,31,37,283/- which relates to income from Sale of Shares & Securities amounting to Rs. 2,10,34,54,495/- and other income amounting to Rs. 2,96,82,788/-. The Company in the financial Year 2017-18, has made a net loss of Rs. 75,44,30,991/- as compared to profit of Rs. 63,17,487/- in the previous year. The Directors are hopeful that company will do better in future.

CAUTIONARY STATEMENT

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

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company is committed to good corporate governance practices which contribute towards sustaining and developing the business of the Company. It is a reflection of the Company's culture, policies, relationship with stakeholders, commitment of values & ethical business conduct, transparency, independence, accountability, responsibility and disclosures are important part of your Company's Corporate Governance. The Company continues to focus its resources, strengths and strategies to achieve the highest standards of Corporate Governance and endeavours to implement the code of Corporate Governance in its true spirit.

BOARD OF DIRECTORS

The Board of the Company consist of 5 (five) Directors out of whom 3 (Three) are Independent Directors and 2 (two) are Executive and Promoter Directors. The composition of Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

During the financial year 2017-18, 6 (Six) Board Meetings were held on 29/05/2017, 22/06/2017, 19/07/2017, 14/09/2017, 13/12/2017 and 14/02/2018, the intervening gap between any two meetings is not exceeding 120 days.

The details pertaining to attendance of directors at the board meetings, number of other directorship in listed/unlisted public companies, memberships/chairmanship held by Directors in the Committees of various other companies as on 31st March, 2018 are given hereunder:

| Name of Directors | Category | Attendance particulars | | No. of other Directorship (s) held excluding Monotype India Limited## | Committee position held in other Companies including Monotype India Limited## | |
|------------------------|---------------------------------|------------------------|--------------|---|---|----------|
| | | No. of Board Meetings | Last AGM | | Public | Chairman |
| Mr. Naresh Jain^ | Whole Time Director (Executive) | 6 | Attended | 4 | 0 | 2 |
| Mr. Harsh Jain^ | Director (Executive) & CFO | 6 | Not Attended | 1 | 0 | 1 |
| *Mr. Akhilesh Jain | Independent Director | 5 | Attended | 0 | 1 | 1 |
| Mrs. Preeti Doshi | Independent Director | 6 | Not Attended | 2 | 0 | 2 |
| Mr. Suryakant Kadakane | Independent Director | 6 | Not Attended | 2 | 3 | 1 |

#Excluding Private Company, Foreign Companies, Section 8 Companies and Alternate Directorships.

##Includes only Audit Committee and Stakeholders Relationship Committee.

*Mr. Akhilesh Jain resigned as an Independent Director of the Company w.e.f 17th July, 2018.

^Mr. Naresh Jain and Mr. Harsh Jain are related to each other.

BOARD COMMITTEES

In compliance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board constituted / reconstituted the following committees: (i) Audit Committee (ii) Stakeholders Relationship Committee (iii) Nomination & Remuneration Committee. The Board determines the constitution, roles and terms of reference of the aforesaid committees.

i. Audit Committee

The Audit Committee of the Company as on 31st March, 2018 is comprised of 3 (three) Directors out of which 2 (two) are Independent Directors and 1 (One) is Executive and Promoter Director. The Company Secretary of the Company acts as Secretary of the Committee. All the members of the Audit Committee are financially literate and one member have accounting related / financial management expertise. The Composition of the Audit Committee is in conformity with the requirements laid down in SEBI (LODR) Regulations, 2015. The Chief Financial Officer, representatives of Statutory Auditors, the head of Internal Auditors, Finance & Accounts department were invited to the meetings of the Audit Committee.

During the financial year 2017-18, 4 (four) meetings of the Audit Committee were held on 29/05/2017, 14/09/2017, 13/12/2017 and 14/02/2018. During the financial year 2017-18, the details of the composition of Audit Committee and attendance of the members in the meetings of the said Committee are given below:

| Sr. No. | Name of the Directors | Designation | No. of Meetings Attended |
|---------|------------------------|-------------|--------------------------|
| 1. | Mr. Suryakant Kadakane | Chairman | 4 |
| 1. | *Mr. Akhilesh Jain | Member | 4 |
| 3. | Mr. Naresh Jain | Member | 4 |

* Mr. Akhilesh Jain resigned as an Independent Director of the Company w.e.f 17th July, 2018

Roles, Responsibility and Terms of Reference of Audit Committee:

The power, terms of reference and role of the Audit Committee cover all such matters specified under Section 177 of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and includes all other matters as may be directed by Board from time to time.

ii. Nomination and Remuneration Committee

The Company has constituted the Nomination and Remuneration Committee in accordance with the provisions of Section 178 (1) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Nomination and Remuneration Committee consist of 3 (three) Directors, all of whom are Independent Directors.

During the financial year under review, 1 (one) meeting of the Nomination and Remuneration Committee were held on 19th July, 2017. The details of composition of the above committee as on 31st March, 2018 are given below:

| Sr. No. | Name of the Members | Designation | No. of Meetings Attended during the F.Y. 2017-18 |
|---------|------------------------|-------------|--|
| 1. | *Mr. Akhilesh Jain | Chairman | 1 |
| 2. | Mr. Suryakant Kadakane | Member | 1 |
| 3. | Mrs. Preeti Doshi | Member | 0 |

* Mr. Akhilesh Jain resigned as an Independent Director of the Company w.e.f 17th July, 2018

Terms of reference of Nomination and Remuneration Committee:

- To identify persons who are qualified to become directors or who can be appointed in the senior management.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.

- (d) To recommend the appointment/ removal of directors or senior management personnel.
- (e) To carry out evaluation of every director's performance.
- (f) To formulate criteria for determining qualifications, positive attributes and independence of a director
- (g) To recommend to the Board, policy relating to remuneration for the directors, key managerial personnel and other senior employees and to review the policy at regular intervals

Remuneration Policy for Executive and Non Executive and Independent Directors are as follows:

Executive Directors:

The remuneration, if any, payable to executive directors shall be paid in consultation with the Nomination & Remuneration Committee who decides the remuneration structure for Executive Directors by considering the financial position of the company, qualification, experience of the directors, trend in the industry, past performance, past remuneration and limits prescribed under The Companies Act, 2013 for remuneration of Executive Directors i.e. 10 % of net profit of the company calculated in the manner prescribed under the Companies Act, 2013 and subject to necessary approvals thereunder. The Nomination & Remuneration Committee ensures that remuneration, if any, payable to executive directors does not exceeds the prescribed limits under the Companies Act, 2013 / within the approved limits by passing the members resolution.

Non Executive and Independent Directors:

The Non-Executive and Independent Directors of the Company may be paid remuneration periodically or may be paid commission within the overall limit of 1% of the Net Profit of the Company calculated in the manner prescribed under the Companies Act, 2013 and subject to necessary approvals thereunder. In addition to commission, if any, Non-Executive Directors are paid sitting fees and actual reimbursement of expenses incurred for attending each meeting of the Board and Committees. The Nomination & Remuneration Committee ensures that, such commission, if any, payable should not exceed the prescribed limits under the Companies Act, 2013.

Remuneration paid to the Directors for the financial year ended 31st March, 2018 are as follows:

| Sr. No. | Name of Directors | Sitting Fees | Salary and Perquisites | Commission | No. of shares Held |
|---------|------------------------|--------------|------------------------|------------|--------------------|
| | | | (Amount in Rs.) | | |
| 1 | Mr. Naresh Jain | Nil | 18,00,000.00 | Nil | 58,50,000 |
| 2 | Mr. Suryakant Kadakane | 16,000.00 | Nil | Nil | Nil |
| 3 | Mr. Akhilesh Jain | 14,000.00 | Nil | Nil | Nil |
| 4 | Mr. Harsh Jain | Nil | 12,00,000.00 | Nil | 452 |
| 5 | Mrs. Preeti Doshi | 12,000.00 | Nil | Nil | Nil |

iii. Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company as on 31st March, 2018 is comprised of 3 (three) Directors out of which 1 (One) is Independent Director and 2 (two) is Executive Director. During the financial year ended 31st March, 2018, the Stakeholders Relationship Committee met 7 (Seven) times on 18/05/2017, 28/08/2017, 04/09/2017, 06/11/2017, 05/12/2017, 10/01/2018 and 20/03/2018. The details of the composition of Stakeholders Relationship Committee as on 31st March, 2018 and attendance of the members in the meetings of the said Committee are given below:

| Name of the Members | Category | No. of Meetings attended during the F.Y. 2017-18 |
|---------------------|----------|--|
| Mr. Akhilesh Jain | Chairman | 7 |
| Mr. Naresh Jain | Member | 7 |
| Mr. Harsh Jain | Member | 7 |

* Mr. Akhilesh Jain resigned as an Independent Director of the Company w.e.f 17th July, 2018

During the financial year under review, the Company received one complaint during the quarter ended 30th June, 2017 from the shareholder and the same was resolved within the said quarter. The Stakeholders Relationship Committee resolves complaints of investors pertaining to transfer, transmission, dematerialization of shares, non-receipt of dividends, non-receipt of annual report. In addition to this, it also oversees the performance of the Company's Registrars and Share Transfer Agent and also perform such other functions as may be necessary for discharge of its obligation.

Name of Compliance Officer: Ms. Sneha Soni (Appointed w.e.f 19/07/2017)

CODE OF CONDUCT

The Company has laid down a Code of Conduct for all Board Members and the Senior Management Personnel. The Code of Conduct is available on the Company's website viz. www.monotypeindia.in. All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration to this effect signed by the Whole Time Director of the Company forms part of this Report.

ANNUAL GENERAL MEETINGS

Location, Date and Time of Annual General Meetings held during the last 3 (three) Financial Years

| AGM | Financial Year | Date & Time | Venue | Special Resolutions passed |
|------|----------------|--|--|----------------------------|
| 42nd | 2016-2017 | 11 th September, 2017 at 12:00 p.m. | 602, 6 th Floor, Raheja Chambers, 213, Nariman Point, Mumbai – 400021 | 2 |
| 41st | 2015-2016 | 29 th December, 2016 at 11:00 a.m. | 602, 6 th Floor, Raheja Chambers, 213 Nariman Point, Mumbai – 400021 | 0 |
| 40th | 2014-2015 | 30 th September, 2015 at 04:00 p.m. | 7/2 K. B. Sarani, Jessore Road, near ILS Hospital, Opp. Bhutan Consulate, Kolkata – 700080 | 1 |

RESOLUTION PASSED BY POSTAL BALLOT DURING THE FINANCIAL YEAR ENDED 31st MARCH, 2018

During the financial year under review, no special resolution was passed by the Company's shareholders requiring voting by postal ballot.

DISCLOSURES

- The Company has no material significant related party transactions that may have a potential conflict with the interest of the Company. The details of transaction between the Company and the related parties are given under Notes to the Financial Statements for the financial year ended 31st March, 2018. The Board has approved a policy for related party transactions which has been uploaded on the Company's website and web link thereto is www.monotypeindia.in.
- The Company has complied with all the requirements of Regulatory Authorities. There has not been any non-compliance by the Company and no penalties or strictures imposed by SEBI or Stock Exchanges or any statutory authority on any matter relating to capital markets during the last three years.
- The Board of Directors have approved and adopted the Whistle Blower Policy. This Policy can be viewed on the Company's website viz. www.monotypeindia.in.
- A qualified Practicing Company Secretary conducts Share Capital Reconciliation Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository

Services (India) Limited (CDSL) along with shares held in physical form and the total issued and listed capital. The Share Capital Reconciliation Audit Report confirms that the total issued/ paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

- e) The Company has structured a Risk Management policy in terms of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The risk framework covers the management's approach and initiatives taken to mitigate a host of business and industry risk by identifying such risks and redefining processes, decision making authorities, authorisation levels, risk and control documentation etc. and reviewing these periodically.
- f) Pursuant to the SEBI (Prohibition of Insider Trading), Regulations, 2015 for curbing insider trading in securities by insiders of the Company, the Board has adopted the Insider Trading Code for Regulating, Monitoring and Reporting of Trading by Directors, Officers and Specified Persons. The Company Secretary of the Company is the Compliance Officer for ensuring compliance with the provisions of the Code.

MEANS OF COMMUNICATION

- a) **Financial Results:** As required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Quarterly and Half-Yearly Results of the Company and the Annual Audited accounts are published within the prescribed time. The financial results are published in two newspapers viz. Financial Express (English Daily) and Mumbai Mitra (vernacular language newspaper) and also uploaded on the Company's website.
- b) **Press Releases, Presentations:** Press releases, if any, and all communications to Stock Exchanges are displayed on the Company's website viz. www.monotypeindia.in. Official announcements are sent to the Stock Exchanges through online portals.
- c) **Website:** The Company's corporate website www.monotypeindia.in provides information about the Company's business.
- d) **Annual Report:** Annual Report containing, inter alia, Audited Financial Statements, Directors' Report, Auditors' Report and other important information including Corporate Governance Report and the Management Discussion and Analysis Report (MDAR) which forms part of the Annual Report is circulated to the members by e-mail to those shareholders whose e-mail id's are registered with the Company and hard copies are sent to those shareholders whose email id's are not registered as the Company supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India.

GENERAL SHAREHOLDER INFORMATION

| | |
|--|---|
| Date, Time and Venue of the 43 rd Annual General Meeting | 28 th September, 2018 at 11:00 a.m. at Registered Office of the Company situated at 602, 6 th floor, "Raheja Chambers", 213, Nariman Point, Mumbai - 400 021. |
| Financial Calendar for the year starting from 1 st April, 2018 – 31 st March, 2019 (Tentative) | <ul style="list-style-type: none"> • Financial results for the quarter ended 30th June, 2018 - Second week of August, 2018. • Financial results for the half year ended 30th September, 2018 - Second week of November, 2018. • Financial results for the quarter ended 31st December, 2018 - Second week of February, 2019. • Financial results for the half year ended 31st March, 2019 - Last week of May, 2019 |
| Date of Book Closure | 22 nd September, 2018 to 28 th September, 2018 |
| Listing on Stock Exchanges: Equity Shares | <p>i. BSE Limited P. J. Towers, Dalal Street, Fort, Mumbai -400 001. Telephone: 022 - 2272 1233/34 Facsimile: 022 - 2272 1919 (Security code - 509550)</p> <p>ii. The Calcutta Stock Exchange Limited 7, Lyons Range, Dalhousie, Murghighata, B B D Bhag, Kolkata-700001 Telephone: 033 - 22357270/22357271 Facsimile: 033- 22156823 (Scrip Code :- 023557)</p> <p>iii. Metropolitan Stock Exchange of India Limited Vibgyor Towers, 4th floor, Plot No C 62, G-Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E.), Mumbai- 400098 Telephone: 022 – 6112 9000 (Scrip Code: MONOT)</p> |
| Listing Fees | The Company has paid the listing fees to stock exchanges where the securities of the Company are listed for the financial year 2018-2019. |
| International Securities Identification No. (ISIN) | INE811D01024 |
| Registrar & Share Transfer Agent | M/s. Niche Technologies Pvt. Ltd. D- 511, Bangree Market, 71 B R B Basu Road, Kolkata – 700 001, West Bengal Tel.: 033- 22357270/22357271 Fax: 033- 22156823 e-Mail id.: nichetechpl@nichetechpl.com Website : www.nichetechpl.com |
| Share Transfer System | The transfer of shares of the Company held in dematerialized form are duly processed by NSDL/CDSL through their respective depository participants. Shares which are in physical form are processed by the Registrars & Share Transfer Agent and the certificates are dispatched directly to the investors. The Company obtains from a Company Secretary in Practice, half yearly certificate of compliance with the share transfer formalities as required under regulation 40 (9) of the SEBI (LODR) Regulations, 2015 and files a copy of the said certificate with the Stock Exchange where the securities of the Company are listed. |

MARKET PRICE DATA

Monthly High and Low (in ₹) of Company's Equity shares during the financial year ended 31st March, 2018 on the Bombay Stock Exchange is stated hereunder

| Month | Open Price | High Price | Low Price | Close Price | No. of Shares |
|-----------------|------------|------------|-----------|-------------|---------------|
| April, 2017 | 14.50 | 15.59 | 12.73 | 14.55 | 73,50,663 |
| May, 2017 | 14.50 | 20.10 | 12.47 | 20.05 | 62,47,205 |
| June, 2017 | 20.00 | 22.00 | 17.80 | 19.85 | 64,54,534 |
| July, 2017 | 19.85 | 22.55 | 19.10 | 22.40 | 19,83,036 |
| August, 2017 | 21.30 | 22.00 | 15.70 | 16.05 | 24,17,628 |
| September, 2017 | 15.25 | 17.40 | 13.30 | 13.75 | 54,39,785 |
| October, 2017 | 14.00 | 14.00 | 7.20 | 7.20 | 54,99,488 |
| November, 2017 | 6.84 | 7.00 | 5.50 | 5.50 | 7,36,626 |
| December, 2017 | 5.50 | 5.50 | 5.50 | 5.50 | 19,52,394 |
| January, 2018 | 5.39 | 5.39 | 3.85 | 3.85 | 96,700 |
| February, 2018 | 3.85 | 3.85 | 2.20 | 2.20 | 10,08,009 |
| March, 2018 | 2.20 | 2.20 | 2.20 | 2.20 | 20,39,411 |

DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH, 2018

| Range of Equity Shares | No. of Shareholders | % of total shareholders | Total Shares | % of Total |
|------------------------|---------------------|-------------------------|---------------------|-----------------|
| Upto 500 | 848 | 21.0788 | 96,465 | 0.0137 |
| 501 - 1,000 | 231 | 5.7420 | 1,80,391 | 0.0257 |
| 1,001 - 5,000 | 458 | 11.3845 | 10,56,549 | 0.1503 |
| 5,001 - 10,000 | 104 | 2.5851 | 7,81,842 | 0.1112 |
| 10,001 - 50,000 | 599 | 14.8894 | 2,12,75,847 | 3.0259 |
| 50,001 - 1,00,000 | 876 | 21.7748 | 7,91,57,242 | 11.2580 |
| 1,00,001 - and above | 907 | 22.5454 | 60,05,73,553 | 85.4153 |
| Total | 4023 | 100.0000 | 70,31,21,889 | 100.0000 |

DEMATERIALISATION OF SHARES AS ON 31st MARCH 2018

| Particulars | No. of Equity Shares | % of Share Capital |
|--------------|----------------------|--------------------|
| NSDL | 28,21,24,715 | 40.12 |
| CDSL | 40,01,14,792 | 56.91 |
| Physical | 2,08,82,382 | 2.97 |
| Total | 70,31,21,889 | 100.00 |

68,22,39,507 equity share were held in demat form as on 31st March, 2018, constituting 97.03 % of the total paid-up share capital.

ADDRESS FOR CORRESPONDENCE

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

**The Company Secretary,
MONOTYPE INDIA LIMITED**
602, 6th floor, "Raheja Chambers",
213, Nariman Point,
Mumbai- 400 021
e-Mail id.:monotypeindia@gmail.com
Tel.: 022 40068190
Website: www.monotypeindia.in

NICHE TECHNOLOGIES PVT. LTD.
D- 511, Bangree Market,
71 B R B Basu Road,
Kolkata – 700 001, West Bengal
e-Mail Id.: nichetechpl@nichetechpl.com
Tel.: 033- 22357270/22357271
Website : www.nichetechpl.com

CATEGORIES OF SHAREHOLDERS: (AS ON 31st MARCH, 2018)

| Categories | | Total no. shares held | % of total shareholding |
|-------------------|---|------------------------------|--------------------------------|
| a. | Promoters | 17,73,32,972 | 25.22 |
| b. | Public | | |
| | Institution | | |
| | Foreign Portfolio Investor, Companies, (Central/ State Govt. Institution/ Non-Govt. Institution), | 2,200 | 0.00 |
| | Non-Institutions | | |
| | Individuals | 40,93,34,508 | 58.22 |
| | Clearing Member | 2,17,60,770 | 3.09 |
| | Bodies Corporate | 9,44,03,189 | 13.43 |
| | Non Resident Indian | 88,250 | 0.01 |
| | Trusts | 2,00,000 | 0.03 |
| | Total | 70,31,21,889 | 100.00 |

DECLARATION ON CODE OF CONDUCT

To the best of my knowledge and belief, I hereby affirm that the Board Members and Senior Management Personnel of the Company have fully complied with the provisions of Code of Conduct as laid down by the Company for Directors and Senior Management Personnel during the financial year ended 31st March, 2018.

FOR MONOTYPE INDIA LIMITED

Date: 14.08.2018
Place: Mumbai

Sd/-

NARESH JAIN
WHOLE TIME DIRECTOR
DIN : 00291963

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
MONOTYPE INDIA LIMITED

We have examined the compliance of conditions of Corporate Governance of Monotype India Limited ('the Company') for the financial year ended 31st March, 2018 as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of an 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 and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**For MOTILAL & ASSOCIATES,
Chartered Accountants
FRN:106584W**

Sd/-

**Motilal Jain
Partner
M. No. 036811**

**Place : Mumbai
Date : 14.08.2018**

CEO & CFO CERTIFICATION

To,
The Members of
MONOTYPE INDIA LIMITED

We, Naresh Jain, Whole Time Director and Harsh Jain, Director & Chief Financial Officer, certify that:

- A. We have reviewed financial statements and the cash flow statement for the financial year 2017-18 and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2017-18, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have not noticed any deficiency in the design of operation of such internal controls or of which we are aware that needs to be rectified or informed to the auditors and the Audit Committee.
- D. During the financial year under review, we have indicated to the Auditors and the Audit Committee that:
- (1) There were no significant changes in internal control over financial reporting;
 - (2) There are no significant changes in accounting policies during the financial year under review; and
 - (3) There are no instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting of which we have become aware.

FOR MONOTYPE INDIA LIMITED

Sd/-

Naresh Jain
Whole Time Director
DIN: 00291963

Sd/-

Harsh Jain
Director
DIN: 02457584

Date: 30.05.2018
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

To the Members of **MONOTYPE INDIA LIMITED**

REPORT ON THE IND AS FINANCIAL STATEMENTS

We have audited the accompanying Ind AS financial statements of **MONOTYPE INDIA LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE IND AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid

Ind AS 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, of the state of affairs of the Company as at 31st March 2018 and its Loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and 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 proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements, if any;
 - ii. the Company does not have any material foreseeable losses, on long-term contracts including derivative contracts; and
 - iii. The Company is not required to transfer any amounts to the Investor Education and Protection Fund by the Company.

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

Sd/-

**Motilal Jain
Partner
M. No. 036811**

**Place : Mumbai
Date :30/05/2018**

“Annexure A” Referred to in Independent Auditors' Report

- (i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets;
- b. Fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- c. The Company does not hold any immovable properties.
- (ii) According to the information and explanation given to us the nature of the Company's business is such that it does not hold any physical inventories. Accordingly, the provisions of the Clause 3(ii) of the Order is not applicable to the Company hence not commented upon.
- (iii) a. According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the Company has granted unsecured loans to one (1) party covered in the register required to be maintained under Section 189 of the Companies Act, 2013, Maximum amount outstanding during the year Rs. 69,50,000/-and total loan amount outstanding as at balance sheet date Rs. 69,50,000/-.
- b. In our opinion, the terms and conditions of the loans granted to the said party is, prima facie, prejudicial to the interest of the company on account of the fact that the loans granted are interest free.
- c. No terms and conditions have been stipulated for the grant of such loan, hence we cannot report on the same.
- (iv) In our opinion and according to information and explanations given to us, the Company has advanced loan to Directors/to a company in which the director is interested to which, the provisions of Section 185 of the Companies Act, 2013 apply.

| Name of Director | Company in which Director is interested | Maximum Outstanding amount during the year | Amount Outstanding as at Balance sheet Date |
|------------------|---|--|---|
| Naresh Jain | Pranjali(India) Pvt. Ltd. | Rs. 69,50,000 | Rs. 69,50,000 |

In our opinion and according to the information and explanations given to us, the Company has not made investment and given guarantee/provided security which falls under the purview of section 186 of the Companies Act, 2013 and hence not commented upon.

- (v) The Company has not accepted any deposits from the public. Accordingly paragraph 3(v) of the order is not applicable to the company and hence not commented upon.
- (vi) As per the information and explanation given to us, the maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company and hence not commented upon.
- (vii) a. According to the information and explanation given to us, no undisputed amount is payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, Goods and Services Tax, Cess and other material statutory dues were outstanding, at the year end, for the period of more than six months from the date they become payable except for the dues outlined below:

Statement of Arrears of Statutory Dues Outstanding for More than Six Months:

| Name of the Statute | Nature of the Dues | Amount (Rs.) | Period to which the amount relates | Due Date | Date of Payment |
|----------------------|---|--------------|------------------------------------|---------------|------------------|
| Income Tax Act, 1961 | Income Tax | 35,88,481/-* | F.Y.2014 - 15 | 30/09/2015 | Unpaid till date |
| Income Tax Act, 1961 | Income Tax | 58,87,596/-* | F.Y.2015 - 16 | 30/09/2016 | Unpaid till date |
| Income Tax Act, 1961 | TDS default | 65,68,916/- | F.Y.2015 - 16 | Various dates | Unpaid till date |
| Income Tax Act, 1961 | TDS Interest on Late payment of TDS | 2,71,930/- | F.Y 2014-15 | - | Unpaid till date |
| Income Tax Act, 1961 | TDS Return Late filing Levy | 13,800/- | F.Y 2014-15 | - | Unpaid till date |
| Income Tax Act, 1961 | TDS interest u/s 220(2) | 1,540/- | F.Y 2014-15 | - | Unpaid till date |
| Income Tax Act, 1961 | TDS Interest on payment Default u/s 201 | 1,035,330/- | F.Y.2015 - 16 | - | Unpaid till date |
| Income Tax Act, 1961 | TDS Interest on payment Default u/s 201 | 549,669/- | F.Y.2016 - 17 | - | Unpaid till date |
| Income Tax Act, 1961 | TDS interest u/s 220(2) | 32/- | F.Y.2016 - 17 | - | Unpaid till date |

(*) Income Tax pertaining to the F.Y. 2014-15 & 2015-16 has not been paid by the Company. Assessment for the same has not been completed as on the date. The amount outstanding is as per the Company's estimate of Outstanding Income Tax and does not include any corresponding Interest or Penalty under the Income Tax Act, 1961 for the aforesaid years.

- b. According to the information and explanations given to us and based on the audit procedures conducted by us, there are no income tax dues which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings from financial institution, banks, government or debenture holders during the year.
- (ix) According to the information and explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the company and hence, not commented upon.
- (x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that there were no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year under review.

- (xi) According to the information and explanations given to us the Managerial remuneration paid during the year under review is in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Consequently, provisions of clause 3(xii) of the Order are not applicable to the company and hence, not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting under clause 3 (xiv) are not applicable to the company and hence, not commented upon.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to get registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For MOTILAL & ASSOCIATES,
Chartered Accountants
FRN: 106584W**

Sd/-

**Motilal Jain
Partner
M. No. 036811**

**Place : Mumbai
Date : 30th May, 2018**

“Annexure B” Referred to in Independent Auditors' Report**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

We have audited the internal financial controls over financial reporting of **MONOTYPE INDIA LIMITED** (“the Company”) as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial control over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Motilal & Associates,
Chartered Accountants
Firm's Registration No.106584W**

Sd/-

**Motilal Jain
Partner
M. No. 036811**

**Place : Mumbai
Date :30/05/2018**

Balance Sheet as at 31st March, 2018

(Amount in ₹)

| Particulars | Note No. | As at 31.03.2018 | As at 31.03.2017 | As at 01.04.2016 |
|--------------------------------------|----------|---------------------|----------------------|----------------------|
| ASSETS | | | | |
| Non-current assets | | | | |
| Property, Plant and Equipment | 3 | 1,929,820 | 2,833,181 | 4,962,952 |
| Financial Assets | | | | |
| Trade receivables | 4(a) | - | 2,127,712 | - |
| Loans | 4(b) | - | 68,397,278 | 113,256,230 |
| Other non-current assets | 5 | 251,069,635 | 337,369,635 | 335,905,000 |
| Total Non-Current Assets | | 252,999,455 | 410,727,806 | 454,124,182 |
| Current assets | | | | |
| Inventories | 6 | 409,664,064 | 1,286,571,568 | 1,053,373,865 |
| Financial Assets | | | | |
| Trade receivables | 7(a) | 84,158,130 | 104,397,607 | 94,064,865 |
| Cash and cash equivalents | 7(b) | 554,820 | (15,932,617) | 7,630,353 |
| Loans | 7(c) | 16,575,333 | - | 25,737,777 |
| Current Tax Assets (Net) | 8 | - | 1,225,487 | - |
| Other current assets | 9 | 107,868 | 1,500,000 | 2,723,013 |
| Total Current Assets | | 511,060,215 | 1,377,762,046 | 1,183,529,873 |
| Total Assets | | 764,059,670 | 1,788,489,852 | 1,637,654,055 |
| EQUITY AND LIABILITIES | | | | |
| Equity | | | | |
| Equity Share capital | 10 | 703,121,889 | 703,121,889 | 728,121,889 |
| Other Equity | 11 | (714,709,384) | 39,721,607 | 18,404,120 |
| Total Equity | | (11,587,495) | 742,843,496 | 746,526,009 |
| Liabilities | | | | |
| Non-current liabilities | | | | |
| Financial Liabilities | | | | |
| Borrowings | 12 | 619,532 | 748,226,485 | 853,597,896 |
| Deferred tax liabilities (Net) | 13 | - | - | 403,961 |
| Total Non-Current Liabilities | | 619,532 | 748,226,485 | 854,001,857 |
| Current liabilities | | | | |
| Financial Liabilities | | | | |
| Borrowings | 14(a) | 598,955,843 | 100,288,493 | - |
| Trade payables | 14(b) | 83,951,034 | 60,931,159 | 7,038,281 |
| Other financial liabilities | 14(c) | 55,378,236 | 111,880,933 | 974,272 |
| Other current liabilities | 15 | 28,661,957 | 13,122,797 | 19,432,085 |
| Provisions | 16 | - | - | 9,681,552 |
| Current Tax Liabilities (Net) | 17 | 8,080,563 | 11,196,490 | - |
| Total Current Liabilities | | 775,027,633 | 297,419,871 | 37,126,189 |
| Total Liabilities | | 775,647,165 | 1,045,646,356 | 891,128,046 |
| Total EQUITY AND LIABILITIES | | 764,059,670 | 1,788,489,852 | 1,637,654,055 |

For Motilal & Associates,
Chartered Accountants
Firm Regn No. 106584W

For MONOTYPE INDIA LIMITED
(CIN: L72900MH1974PLC287552)

Sd/-
Motilal Jain
Partner
Membership No. 036811

Sd/-
Naresh Jain
Whole Time Director
DIN: 00291963

Sd/-
Harsh Jain
Director & CFO
DIN: 02457584

Sd/-
Sneha Soni
Company Secretary
M. No. 51629

Date : 30th May, 2018
Place : Mumbai

Statement of Profit and Loss for the financial year ended 31st March, 2018

(Amount in ₹)

| Particulars | Note No. | Financial Year ended 31.03.2018 | Financial Year ended 31.03.2017 |
|---|----------|---------------------------------|---------------------------------|
| Income | | | |
| Revenue From Operations | 18 | 2,103,454,495 | 471,125,825 |
| Other Income | 19 | 29,682,788 | 10,310,342 |
| Total Income | | 2,133,137,283 | 481,436,167 |
| EXPENSES | | | |
| Purchases of Stock-in-Trade | 20 | 1,934,718,828 | 652,861,851 |
| Changes in inventories of finished goods, Stock-in-Trade and work-in-progress | 21 | 876,907,504 | (243,197,703) |
| Employee benefits expense | 22 | 3,932,067 | 3,386,064 |
| Finance costs | 23 | 50,213,583 | 53,693,553 |
| Depreciation and amortization expense | 3 | 937,861 | 2,469,743 |
| Other expenses | 24 | 20,009,714 | 3,659,133 |
| Total expenses | | 2,886,719,557 | 472,872,641 |
| Profit/(loss) before exceptional items and tax | | (753,582,275) | 8,563,526 |
| Exceptional Items | | - | - |
| Profit/(loss) before tax | | (753,582,275) | 8,563,526 |
| Tax expense: | | | |
| (1) Current tax | | - | 2,650,000 |
| (2) Deferred tax | | - | (403,961) |
| (3) Excess/Short provision of tax | | 848,716 | - |
| Profit (Loss) for the period from continuing operations | | (754,430,991) | 6,317,487 |
| Profit/(loss) from discontinued operations | | | |
| Tax expense of discontinued operations | | | |
| Profit/(loss) from Discontinued operations (after tax) | | - | - |
| Profit/(loss) for the period | | (754,430,991) | 6,317,487 |
| Other Comprehensive Income | | | |
| (i) Items that will not be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| Total Comprehensive Income for the period | | (754,430,991) | 6,317,487 |
| Earnings per equity share | | | |
| (1) Basic | 25 | (1.07) | 0.01 |
| (2) Diluted | | (1.07) | 0.01 |

For Motilal & Associates,
Chartered Accountants
Firm Regn No. 106584W

For MONOTYPE INDIA LIMITED
(CIN: L72900MH1974PLC287552)

Sd/-
Motilal Jain
Partner
Membership No. 036811

Sd/-
Naresh Jain
Whole Time Director
DIN: 00291963

Sd/-
Harsh Jain
Director & CFO
DIN: 02457584

Sd/-
Sneha Soni
Company Secretary
M. No. 51629

Date : 30th May, 2018
Place : Mumbai

Cash Flow Statement for the financial year ended as at 31st March 2018

(Amount in ₹)

| Particulars | Note No. | Year Ended 31.03.2018 | Year Ended 31.03.2017 |
|---|------------|--------------------------|--------------------------|
| Cash flows from Operating Activities | | | |
| Net Profit before Tax | | (753,582,275) | 8,563,526 |
| Adjusted For : | | | |
| Depreciation and Amortization | | 937,861 | 2,469,743 |
| Interest Income | | (2,547,668) | (10,256,742) |
| Finance costs | | 50,213,583 | 53,693,553 |
| Operating profit / (Loss) before working capital changes | | (704,978,499) | 54,470,080 |
| Changes in Working Capital: | | | |
| Trade Receivables | | 22,367,189 | (12,460,455) |
| Inventories | | 876,907,504 | (243,197,703) |
| Loans & Other Financial Assets | | 138,121,945 | 69,132,094 |
| Other Assets | | 2,617,619 | (2,474) |
| Trade Payables | | 23,019,875 | 53,892,878 |
| Other Financial Liabilities | | (56,502,697) | 110,906,661 |
| Provision | | - | (9,681,552) |
| Other Liabilities | | 12,423,233 | 4,887,202 |
| Cash Generated from / (used in) Operation before Extraordinary Items | | 313,976,171 | 27,946,731 |
| Cash flow from extraordinary items | | - | - |
| Cash generated from / (used in) operations | | 313,976,171 | 27,946,731 |
| Tax paid (net of refunds) | | (848,716) | (2,650,000) |
| Net cash flow from operating activities | A | 313,127,455 | 25,296,731 |
| Cash flows from Investing Activities | | | |
| Purchase of Fixed Assets | | (34,500) | (339,972) |
| Interest received | | 2,547,668 | 10,256,742 |
| Net cash flow from / (used in) investing activities | | 2,513,168 | 9,916,770 |
| Cash flows from Financing Activities | | | |
| Repayment from long-term borrowings | | (747,606,953) | (105,371,411) |
| Proceeds from Short-term borrowings | | 498,667,350 | 100,288,493 |
| Finance cost | | (50,213,583) | (53,693,553) |
| Net cash flow from / (used in) Financing activities | (C) | (299,153,186) | (58,776,471) |
| Net increase / (decrease) in Cash and Cash Equivalents (A+B+C) | | 16,487,437 | (23,562,970) |
| Cash and cash equivalents as at the beginning of the year | | (15,932,617) | 7,630,353 |
| Cash and cash equivalents as at end of the year | | 554,820 | (15,932,617) |
| Net increase / (decrease) in Cash and Cash Equivalents | | 16,487,437 | (23,562,970) |

See accompanying notes forming part of the financial statements

1

For Motilal & Associates,
Chartered Accountants
Firm Regn No. 106584W

For MONOTYPE INDIA LIMITED
(CIN: L72900MH1974PLC287552)

Sd/-
Motilal Jain
Partner
Membership No. 036811

Sd/-
Naresh Jain
Whole Time Director
DIN: 00291963

Sd/-
Harsh Jain
Director & CFO
DIN: 02457584

Sd/-
Sneha Soni
Company Secretary
M. No. 51629

Date : 30th May, 2018
Place : Mumbai

Notes forming part of the financial statements**1. General Information**

The Company was incorporated on 30th September, 1974, at Calcutta as a Private Limited Company under the Companies Act, 1956 and converted into a Public Limited Company on 23rd October, 1976. Hon'ble Calcutta High Court vide order dated 09th December, 2014 had approved the scheme for amalgamation of Mono Herbicides Ltd, Gateway Distributor Limited, Unicorn Vyapar Limited, Subhankar Vinimay Limited, Swagatam Tradevin Limited and Lotus Financial Management Private Limited with Monotype India Limited. Shares of Company are Listed on BSE (Scrip Code: 505343), Calcutta Stock Exchange (Scrip Code: 023557) and Metropolitan Stock Exchange of India (Scrip Code: MONOT)

2. Significant Accounting Policies**A. Basic of Preparations****i. Statement of Compliance**

These Financial Statements have been prepared in accordance with Indian Accounting standards ('Ind AS') as notified by the Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act and rules made thereunder.

The Financial Statements up to the financial year ended 31st March, 2017 were prepared in accordance with accounting standards as per Companies (Accounting Standard) Rules, 2006 (as amended) as notified under Section 133 of the Act and other relevant provision of the Act (and rules thereunder (referred as "Indian GAAP" or "Previous GAAP").

This Financial Statements for the financial year ended 31st March, 2018 are the first Financial Statements of the Company under Ind AS. Refer Note 26 for an explanation how the transition from previous GAAP to Ind AS has affected the Company's financial Position, financial performance and Cash flows.

These Financial Statements were approved by the Board of Directors and authorised for issue on 30th May, 2018.

The accounting policies are applied consistently to all the periods presented in the Financial Statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS.

ii. Use of Estimates and Judgements

The preparation of Financial Statements in conformity with Ind AS requires management to make judgments, estimates and assumptions in the application of accounting policies that affects the reported amounts of assets, liabilities etc. at the date of these Financial Statements and the reported amounts of revenues and expenses for the years presented.

Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised in Financial Statements in the period in which the estimate is revised if the revision affects only that period or in the period of the revision & Future period if revision affects both current and future periods.

The areas involving critical estimates or judgements are

- a. Impairment of Financial Assets such as Trade Receivable.
- b. Impairment of Non-Financial Assets.
- c. Estimates of Tax Expenses and Liability.
- d. Revenue recognitions.

B. Current and Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act. The company classifies all other liability as non-current. Deferred Tax and liabilities are classified as Non-Current assets and Liabilities.

C. Revenue Recognition.

- i. Revenue is measured at the fair value of the consideration received or receivable. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefit will flow to the entity. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specific of each agreement.
- ii. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the effective interest rate applicable.
- iii. Profits / Losses from share trading is determined on the basis of the "First In First Out" method.

D. Property, plant and equipment and depreciation**i. Initial Recognition and Measurement**

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Capital work-in-progress comprises cost of property, plant and equipment and related expenses that are not yet ready for their intended use at the reporting date. Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as Capital Advances under other non-current assets.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

ii. Subsequent Cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow the entity and the cost can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

iii. Depreciation / amortisation on property, plant and equipment

Depreciation on all the assets have been provided at the rates and in the manner prescribed in Schedule II of the Act on Written Down Value Method. Depreciation on additions to assets or on sale / disposal of assets is calculated on the basis of Pro rata basis from date of such addition or up to the month of such sale / scrapped, as the case may be.

E. Financial Instruments

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from

the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets and financial liabilities are offset against each other and the net amount reported in the balance sheet if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

i. Financial Assets

Financial assets are divided into the following categories:

- a. financial assets carried at amortised cost
- b. financial assets at fair value through other comprehensive income
- c. financial assets at fair value through profit and loss;

Financial assets are assigned to the different categories by management on initial recognition, depending on the nature and purpose of the financial assets. The designation of financial assets is re-evaluated at every reporting date at which a choice of classification or accounting treatment is available.

Financial Assets like Investments in Subsidiaries are measured at Cost as allowed by Ind-AS 27 – Separate Financial Statements and hence are not fair valued.

ii. Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These are non-derivative financial assets that are not quoted in an active market. Loans and receivables (including trade and other receivables, bank and cash balances) are measured subsequent to initial recognition at amortized cost using the effective interest method, less provision for impairment. Any change in their value through impairment or reversal of impairment is recognized in the Statement of profit and loss.

In accordance with Ind AS 109: Financial Instruments, the Company recognizes impairment loss allowance on trade receivables and content advances based on historically observed default rates. Impairment loss allowance recognized during the financial year is charged to Statement of profit and loss.

iii. Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income are non-derivative financial assets held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses in the statement of profit and loss.

iv. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. It includes non-derivative financial assets that are either designated as such or do not qualify for inclusion in any of the other categories of financial assets. Gains and losses arising from investments classified under this category is recognized in the Statement of profit and loss when they are sold or when the investment is impaired.

v. Impairment of Financial Assets

In the case of impairment, any loss previously recognized in other comprehensive income is transferred to the Statement of profit and loss. Impairment losses recognized in the Statement of profit and loss on equity instruments are not reversed through the Statement of profit and loss. Impairment losses recognized previously on debt securities are reversed through the Statement of profit and loss when the increase can be related objectively to an event occurring after the impairment loss was recognized in the Statement of profit and loss.

When the Company considers that fair value of financial assets can be reliably measured, the fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. The Company applies its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at each balance sheet date. Equity instruments measured at fair value through profit or loss that do not have a quoted price in an active market and whose fair value cannot be reliably measured are measured at costless impairment at the end of each reporting period.

An assessment for impairment is undertaken at least at each balance sheet date.

vi. Derecognition of Financial Assets

A financial asset is derecognized only where the contractual rights to the cash flows from the asset expire or the financial asset is transferred and that transfer qualifies for derecognition. A financial asset is transferred if the contractual rights to receive the cash flows of the asset have been transferred or the Company retains the contractual rights to receive the cash flows of the asset but assumes a contractual obligation to pay the cash flows to one or more recipients. A financial asset that is transferred qualifies for derecognition if the Company transfers substantially all the risks and rewards of ownership of the asset, or if the Company neither retains nor transfers substantially all the risks and rewards of ownership but does transfer control of that asset.

vii. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company is recognised at the proceeds received, net of direct issue costs.

viii. Financial Liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition they are classified as financial liabilities at fair value through profit or loss.

ix. Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

x. Derecognition

A financial liability is derecognized only when the obligation is extinguished, that is, when the obligation is discharged or cancelled or expires. Changes in liabilities' fair value that are reported in profit or loss are included in the Statement of profit and loss within finance costs or finance income.

F. Inventory

Inventories are measured at the lower of cost and net realisable value after providing for obsolescence, if any. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and

other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

G. Impairment of Non-Financial Assets - Property, Plant & Equipment

The Company assesses at each reporting dates as to whether there is any indication that any property, plant and equipment may be impaired. If any such indication exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any.

An impairment loss is recognized in the Statement of the Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

H. Borrowing Cost.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

I. Cash and Cash Equivalent

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments which are readily convertible into known amounts of cash and are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

J. Cash Flow Statement

Cash flow are reported using Indirect method, where by net profit before tax is adjusted for the effects of transaction of non-cash nature any deferrals or accruals of past or future operating cash receipts or payments and items of income and expenses associates with investing or financing activity. The Cash flows from operating, financing and investing activity is shown separately.

K. Provisions and contingencies

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the Financial Statements.

L. Tax Expenses

Taxation on profit and loss comprises current tax and deferred tax. Tax is recognized in the Statement of

profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income in which case tax impact is also recognized in equity or other comprehensive income.

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted at the balance sheet date along with any adjustment relating to tax payable in previous years.

Deferred income tax is provided in full, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Deferred income tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax against which the MAT paid will be adjusted.

M. Earnings Per Share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

N. Employee Benefits

i) Short term employee benefits:

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

ii) The Company is exempted from Payment of Gratuity Act, 1972 in view of its strength of employees being less than threshold limit attracting the applicability of the said statute and as such no provision has been made for the said liability. Leave encashment is not provided on actuarial basis in view of employees being less than 10 and same is charged on actual basis.

O. First time adoption of Ind AS

For all periods, up to and including the financial year ended 31st March, 2018, the Company prepared its Financial Statements in accordance with accounting standards notified under the Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or Previous GAAP).

These Financial Statements for the financial year ended 31st March, 2018 have been prepared in accordance with Indian Accounting Standards ("Ind-AS") consequent to the notification of the

Companies (Indian Accounting Standards) Rules, 2015 (the Rules) issued by the MCA. These are the first Ind-AS Financial Statements of the Company, wherein the Company has restated its Balance Sheet as at 1st April, 2016 and Financial Statements for the financial year ended and as at 31st March, 2017 also as per Ind-AS. Consequently, in preparing these Ind AS Financial Statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below.

Exemptions and Exceptions availed

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS

i) Fair value as deemed cost exemption

The Company has elected to measure items of property, plant and equipment and intangible assets at its carrying value at deemed cost at the transition date.

The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements.

3. PROPERTY, PLANT AND EQUIPMENT

| Description of Assets | Computer | Office Equipment | Furniture and Fixtures | Vehicles | Total |
|-------------------------------------|----------------|------------------|------------------------|------------------|------------------|
| A. Cost or deemed cost | | | | | |
| Balance as at April 1, 2016 | 110,353 | - | 10,244 | 6,251,015 | 6,371,612 |
| Additional | 152,200 | 112,011 | 75,761 | - | 339,972 |
| Balance as at March 31, 2017 | 262,553 | 112,011 | 86,005 | 6,251,015 | 6,711,584 |
| Additional | 34,500 | - | - | - | 34,500 |
| Balance as at March 31, 2018 | 297,053 | 112,011 | 86,005 | 6,251,015 | 6,746,084 |
| B. Accumulated depreciation | | | | | |
| Balance as at April 1, 2016 | 61,770.00 | - | 4,612.00 | 1,342,278.00 | 1,408,660 |
| Additional | 77,046 | 23,156 | 9,862 | 2,359,679 | 2,469,743 |
| Balance as at March 31, 2017 | 138,816 | 23,156 | 14,474 | 3,701,957 | 3,878,403 |
| Additional | 83,224 | 40,047 | 18,519 | 796,071 | 937,861 |
| Balance as at March 31, 2018 | 222,040 | 63,203 | 32,993 | 4,498,028 | 4,816,264 |
| C. Carrying Amount | | | | | |
| Balance as at April 1, 2016 | 48,583 | - | 5,632 | 4,908,737 | 4,962,952 |
| Addition | 152,200 | 112,011 | 75,761 | - | 339,972 |
| Depreciation Expenses | (77,046) | (23,156) | (9,862) | (2,359,679) | (2,469,743) |
| Balance as at March 31, 2017 | 123,737 | 88,855 | 71,531 | 2,549,058 | 2,833,181 |
| Addition | 34,500 | - | - | - | 34,500 |
| Depreciation Expenses | (83,224.00) | (40,047) | (18,519.00) | (796,071.00) | (937,861) |
| Balance as at March 31, 2018 | 75,013 | 48,808 | 53,012 | 1,752,987 | 1,929,820 |

Notes to the Standalone Financial Statements

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As at 01.04.2016 |
|--|---------------------|----------------------|----------------------|
| 4. Financial Assets | | | |
| 4(a). Trade Receivables | | | |
| Unsecured Considered Good | - | 2,127,712 | |
| Total | - | 2,127,712 | - |
| 4(b). Loans | | | |
| <u>Unsecured, considered good</u> | | | |
| Security Deposits | - | - | 339,235 |
| Loans to related parties | - | 6,950,000 | |
| Other loans | - | 61,447,278 | 112,916,995 |
| Total | - | 68,397,278 | 113,256,230 |
| Total Financial Assets | - | 70,524,990 | 113,256,230 |
| 5. Other non-current assets | | | |
| Capital Advances | 250,500,000 | 336,800,000 | 335,905,000 |
| Security Deposits | 569,635 | 569,635 | |
| Total | 251,069,635 | 337,369,635 | 335,905,000 |
| 6. Inventories | | | |
| Stock-in-trade | 409,664,064 | 1,286,571,568 | 1,053,373,865 |
| Total | 409,664,064 | 1,286,571,568 | 1,053,373,865 |
| Current Financial Assets | | | |
| 7. Financial Assets (Current Assets) | | | |
| 7(a). Trade Receivables | | | |
| Unsecured Considered Good | 84,158,130 | 104,397,607 | 94,064,865 |
| Total | 84,158,130 | 104,397,607 | 94,064,865 |
| 7(b). Cash and Cash Equivalents | | | |
| Balances With Banks | 387,976 | (16,068,979) | 7,571,023 |
| Cash on hand | 166,844 | 136,362 | 59,330 |
| Total | 554,820 | (15,932,617) | 7,630,353 |
| 7(c). Loans | | | |
| <u>Secured, considered good</u> | | | |
| Other loans | - | - | 13,060,959 |
| | - | - | 13,060,959 |
| <u>Unsecured, considered good</u> | | | |
| Security Deposits | - | - | |
| Loans to related parties | 6,950,000 | - | 6,950,000 |
| Other loans | 9,625,333 | - | 5,726,818 |
| Covered by section 188/189 | - | - | |
| | 16,575,333 | - | 12,676,818 |
| Total | 16,575,333 | - | 25,737,777 |
| Total Financial Assets (Current Assets) | 101,288,283 | 88,464,990 | 127,432,995 |
| 8. Current Tax (Net) | | | |
| Current Tax (Net) | - | 1,225,487 | - |
| Total | - | 1,225,487 | - |
| 9. Other current assets | | | |
| Other advances | 107,868 | 1,500,000 | 2,723,013 |
| Total | 107,868 | 1,500,000 | 2,723,013 |

10. Share capital

1. The Company has only one class of equity share having par value of Rs 1 per share.

(Amount in ₹)

| Particulars | 31.03.2018 | 31.03.2017 | 01.04.2016 |
|--|--------------------|--------------------|--------------------|
| Authorised Capital | | | |
| 72,50,00,000 (31-03-17 & 01-04-16 : 72,50,00,000) Equity shares of Rs 1 each | 725,000,000 | 725,000,000 | 725,000,000 |
| 2,50,000 (31-03-17 & 01-04-16 : 2,50,000) Equity shares of Rs 100 each | 25,000,000 | 25,000,000 | 25,000,000 |
| Issued, Subscribed and fully paid up | | | |
| 70,31,21,889 (31-03-17 & 01-04-16 : 70,31,21,889) Equity shares of Rs 1 each | 703,121,889 | 703,121,889 | 703,121,889 |
| Preference Shares (31-03-17 - Nil, 31-03-16 - 2,50,000) of Rs 100 Each | - | - | 25,000,000 |
| | 703,121,889 | 703,121,889 | 728,121,889 |

2. Reconciliation of the number of shares outstanding and amount at the beginning and at the end of the year

| Particulars | 2017-18 | | 2016-17 | | 2015-16 | |
|--|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
| | No of Shares | Amount in Rs | No of Shares | Amount in Rs | No of Shares | Amount in Rs |
| Equity Shares of par value Rs 1/- fully paid up | | | | | | |
| At the beginning of its beginning | 703,121,889 | 703,121,889 | 703,121,889 | 703,121,889 | 703,121,889 | 703,121,889 |
| Add : Fresh Issue | - | - | - | - | - | - |
| Outstanding at the end of the year | 703,121,889 | 703,121,889 | 703,121,889 | 703,121,889 | 703,121,889 | 703,121,889 |
| Preference Shares of par Value Rs 100/- Fully Paid up | | | | | | |
| At the beginning of its beginning | - | - | 250,000 | 25,000,000 | 250,000 | 25,000,000 |
| Less : Cross holding cancel (refer note 29) | - | - | (250,000) | (25,000,000) | - | - |
| Outstanding at the end of the year | - | - | - | - | 250,000 | 25,000,000 |

iii. Terms/rights attached to equity shares;

The Company has only one class of equity share having par value of Rs 1 per share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and rights issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities in proportion to their shareholding.

iv. Details of shares held by shareholder holding more than 5% of the paid-up equity capital

| Particulars | As at 31.03.2018 | | As at 31.03.2017 | | As at 01.04.2016 | |
|---|------------------|--------|------------------|--------|------------------|--------|
| | No of Shares | % Held | No of Shares | % Held | No of Shares | % Held |
| Innocent Investment Consultants Pvt. Ltd. | | | | | 83,167,800 | 11.83% |
| Sandeep Ispat Traders Pvt. Ltd. | | | | | 75,951,000 | 10.80% |
| Innocent Investment Consultants LLP | 83,167,800 | 11.83% | 83,167,800 | 11.83% | | |
| Sandeep Ispat Traders LLP | 75,951,000 | 10.80% | 75,951,000 | 10.80% | 3,231,300.00 | 0.46% |

11 : Other Equity

| Particular | 31.03.2018 | 31.03.2017 | 01.04.2016 |
|--|----------------------|--------------------|---------------------|
| A. Capital Reserves | | | |
| Balance at the beginning of the year | 26,875 | 26,875 | 26,875 |
| Addition / (Utilisation during the Year) | - | - | - |
| Balance at the end of the year | 26,875 | 26,875 | 26,875 |
| B. Share Premium Account | | | |
| Balance at the beginning of the year | 17,081,281 | 17,081,281 | 17,081,281 |
| Addition / (Utilisation during the Year) | - | - | - |
| Balance at the end of the year | 17,081,281 | 17,081,281 | 17,081,281 |
| C. Amalgamation Reserve | | | |
| Balance at the beginning of the year | - | - | - |
| Addition / (Utilisation during the Year) | - | 15,000,000 | - |
| Less : Transfer to General Reserve | - | (15,000,000) | - |
| Balance at the end of the year | - | - | - |
| D. General Reserve | | | |
| Balance at the beginning of the year | 29,528,551 | 14,528,551 | 14,528,551 |
| Add : transfer from Amalgamation reserve | - | 15,000,000 | - |
| Balance at the end of the year | 29,528,551 | 29,528,551 | 14,528,551 |
| E. Surplus/ (Deficit) in the Statement of Profit and Loss | | | |
| Balance as per the last Balance Sheet | (6,915,100) | (13,232,587) | (27,146,928) |
| Add : Profit for the year | (754,430,991) | 6,317,487 | 13,914,341 |
| Balance at the end of the Year | (761,346,091) | (6,915,100) | (13,232,587) |
| Total Other Equity | (714,709,384) | 39,721,607 | 18,404,120 |

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As at 01.04.2016 |
|---|---------------------|---------------------|---------------------|
| Non Current Financial Liabilities | | | |
| 12. Borrowing | | | |
| <u>Secured</u> | | | |
| from banks | 619,532 | 1,820,370 | 2,902,008 |
| Other loans | - | - | 105,205,179 |
| | 619,532 | 1,820,370 | 108,107,187 |
| <u>Unsecured</u> | | | |
| from other parties | - | 612,169,514 | |
| Loans from related parties | - | 134,236,601 | 121,671,191 |
| Other loans | - | - | 623,819,518 |
| | - | 746,406,115 | 745,490,709 |
| Total | 619,532 | 748,226,485 | 853,597,896 |
| 13. Deferred Tax (Assets) / Liabilities | | | |
| Deferred Tax (Assets) / Liabilities Components | | | |
| Depreciation on fixed assets | - | - | 403,961 |
| Net Deferred Tax (Assets) / Liabilities at the end of the year | - | - | 403,961 |
| Net deferred tax liability at the beginning of the year | | 403,961 | - |
| Deferred tax Expense / (Income) for the year | - | (403,961) | 403,961 |
| 14. Current Financial Liabilities | | | |
| 14(a). Borrowings | | | |
| <u>secured</u> | | | |
| Loans repayable on demand | | | |
| from other parties | 27,176,368 | - | |
| | 27,176,368 | - | - |
| <u>Unsecured</u> | | | |
| Loans from related parties | 88,364,744 | - | |
| Other loans | 483,414,731 | 100,288,493 | |
| | 571,779,475 | 100,288,493 | - |
| Total | 598,955,843 | 100,288,493 | - |
| 14(b). Trade payables | | | |
| Total outstanding dues to Small Enterprises and Medium Enterprises | | | |
| Total outstanding dues to other than Small Enterprises and Medium Enterprises | 83,951,034 | 60,931,159 | 7,038,281 |
| Total | 83,951,034 | 60,931,159 | 7,038,281 |
| 14(c). Other financial liabilities | | | |
| Current maturities of long-term debt | 1,200,838 | 1,081,639 | 974,272 |
| Others | 54,177,398 | 110,799,294 | |
| Total | 55,378,236 | 111,880,933 | 974,272 |
| Total Current Financial Liabilities | 738,285,113 | 273,100,585 | 8,012,552 |
| 15. Other current liabilities | | | |
| other advances | 10,500,000 | - | |
| others | 18,161,957 | 13,122,797 | 19,432,085 |
| Total | 28,661,957 | 13,122,797 | 19,432,085 |
| 16. Current Provisions | | | |
| Provision for employee benefits | - | - | 224,870 |
| Others | - | - | 9,456,682 |
| Total | - | - | 9,681,552 |
| 17. Current Tax Liabilities (Net) | | | |
| Current Tax Liabilities (Net) | 8,080,563 | 11,196,490 | - |
| Total | 8,080,563 | 11,196,490 | - |

| Particulars | Financial Year ended 31.03.2018 | Financial Year ended 31.03.2017 |
|---|------------------------------------|------------------------------------|
| 18. Revenue From Operations | | |
| Sale of products | 2,048,132,529 | 295,274,248 |
| Other operating revenues | 55,321,966 | 175,851,577 |
| Total | 2,103,454,495 | 471,125,825 |
| 19. Other Income | | |
| Interest Income | 2,547,668 | 10,256,742 |
| Dividend Income | 15,120 | 3,600 |
| Other non-operating income | - | 50,000 |
| Office Space Sharing Income | 120,000 | - |
| Advisory Charges | 27,000,000 | - |
| Total | 29,682,788 | 10,310,342 |
| 20. Purchase of Stock in Trade | | |
| Traded Goods | 1,934,718,828 | 652,861,851 |
| Total | 1,934,718,828 | 652,861,851 |
| 21. Changes in inventory of Traded Goods (refer note 28) | | |
| Opening Stock | 1,286,571,568 | 1,043,373,865 |
| Closing Stock | 409,664,064 | 1,286,571,568 |
| Total | 876,907,504 | (243,197,703) |
| 22. Employee benefits expense | | |
| Salaries and wages | 3,932,067 | 3,386,064 |
| Total | 3,932,067 | 3,386,064 |
| 23. Finance costs | | |
| Interest | 50,193,892 | 53,682,309 |
| Bank Charges | 19,690 | 11,244 |
| Total | 50,213,583 | 53,693,553 |

| Particulars | Financial Year ended 31.03.2018 | Financial Year ended 31.03.2017 |
|---|------------------------------------|------------------------------------|
| 24. Other expenses | | |
| Auditor Remunerations | 77,360 | 86,250 |
| Advertisement | 26,268 | 58,654 |
| Annual Custody Fees | 99,522 | 234,427 |
| Conveyance Expenses | 1,400 | - |
| Directors Sitting Fees | 42,000 | 48,000 |
| Electricity Expenses | 99,237 | 97,758 |
| Listing Fees | 387,800 | 229,000 |
| Subscription Fees | 118,000 | - |
| Office Expenses | - | 36,416 |
| Postage & Telegram | 36,172 | 124,509 |
| Printing & Stationery | 99,122 | 100,337 |
| Petrol Expenses | 53,250 | - |
| Penalty Amount | 45,260 | - |
| Profession Tax | 5,000 | - |
| Professional Fees | 80,400 | 379,396 |
| Processing Fees Companies | 118,000 | - |
| Registrar Fees | 55,157 | 205,792 |
| Telephone Expenses | 33,900 | 31,726 |
| ROC Filling Fees | 7,400 | 47,600 |
| Office Rent | 1,650,870 | 1,564,930 |
| Demat Charges | 5,003 | 81,614 |
| E-Voting Charges | 15,136 | 16,294 |
| Sundry Balance Written off | 96,018 | - |
| Housekeeping Expenses | - | 12,258 |
| Repairs and Maintenance Expenses | - | 144,540 |
| Loss on trading in derivative | 16,790,971 | - |
| Society Maintenance Expenses | - | 8,224 |
| Transport Charges | - | 34,000 |
| Miscellaneous Expenses | 66,468 | 117,408 |
| | 20,009,714 | 3,659,133 |
| * Auditors Remuneration | | |
| Auditor | 75,000 | 74,750 |
| For taxation matters | - | 11,500 |
| For Certification Charges | 2,360 | - |
| | 77,360 | 86,250 |
| 25. Earning Per Share | | |
| Profit for the year | (754,430,991) | 6,317,487 |
| Amount available for equity share holders | (754,430,991) | 6,317,487 |
| Weighted average number of Equity Shares for basic EPS [nos.] | 703,121,889 | 703,121,889 |
| Basic EPS / Diluted EPS | (1.07) | 0.01 |
| Nominal value of shares (₹) | 1 | 1 |

26. FIRST TIME IND AS ADOPTION RECONCILIATIONS

26(a). Effect of Ind AS adoption on the standalone balance sheet as at 31.03.2017 and 01.04.2016

| Particulars | As at 31.03.2017 | | | As at 01.04.2016 | | |
|-------------------------------------|----------------------|-------------------|----------------------|----------------------|-------------------|----------------------|
| | As per Previous GAAP | Transition Effect | As per IND AS | As per Previous GAAP | Transition Effect | As per IND AS |
| ASSETS | | | | | | |
| Non-current assets | | | | | | |
| Property, Plant and Equipment | 2,833,181 | - | 2,833,181 | 4,962,952 | - | 4,962,952 |
| Financial Assets | | | | | | |
| Trade receivables | 2,127,712 | - | 2,127,712 | - | - | - |
| Loans | 68,397,278 | - | 68,397,278 | 113,256,230 | - | 113,256,230 |
| Other non-current assets | 337,369,635 | - | 337,369,635 | 335,905,000 | - | 335,905,000 |
| Total Non-Current Assets | 410,727,806 | - | 410,727,806 | 454,124,182 | - | 454,124,182 |
| Current assets | | | | | | |
| Inventories | 1,286,571,568 | - | 1,286,571,568 | 1,053,373,865 | - | 1,053,373,865 |
| Financial Assets | | | | | | |
| Trade receivables | 104,397,607 | - | 104,397,607 | 94,064,865 | - | 94,064,865 |
| Cash and cash equivalents | (15,932,617) | - | (15,932,617) | 7,630,353 | - | 7,630,353 |
| Loans | - | - | - | 25,737,777 | - | 25,737,777 |
| Current Tax Assets (Net) | 1,225,487 | - | 1,225,487 | - | - | - |
| Other current assets | 1,500,000 | - | 1,500,000 | 2,723,013 | - | 2,723,013 |
| Total Current Assets | 1,377,762,046 | - | 1,377,762,046 | 1,183,529,873 | - | 1,183,529,873 |
| Total Assets | 1,788,489,852 | | 1,788,489,852 | 1,637,654,055 | | 1,637,654,055 |
| EQUITY AND LIABILITIES | | | | | | |
| Equity | | | | | | |
| Equity Share capital | 703,121,889 | - | 703,121,889 | 728,121,889 | - | 728,121,889 |
| Other Equity | 39,721,607 | - | 39,721,607 | 18,404,120 | - | 18,404,120 |
| Total Equity | 742,843,496 | - | 742,843,496 | 746,526,009 | - | 746,526,009 |
| Liabilities | | | | | | |
| Non-current liabilities | | | | | | |
| Financial Liabilities | | | | | | |
| Borrowings | 748,226,485 | - | 748,226,485 | 853,597,896 | - | 853,597,896 |
| Deferred tax liabilities (Net) | - | - | - | 403,961 | - | 403,961 |
| Total Non-Current Liabilities | 748,226,485 | - | 748,226,485 | 854,001,857 | - | 854,001,857 |
| Current liabilities | | | | | | |
| Financial Liabilities | | | | | | |
| Borrowings | 100,288,493 | - | 100,288,493 | - | - | - |
| Trade payables | 60,931,159 | - | 60,931,159 | 7,038,281 | - | 7,038,281 |
| Other financial liabilities | 111,880,933 | - | 111,880,933 | 974,272 | - | 974,272 |
| Other current liabilities | 13,122,797 | - | 13,122,797 | 19,432,085 | - | 19,432,085 |
| Provisions | - | - | - | 9,681,552 | - | 9,681,552 |
| Current Tax Liabilities (Net) | 11,196,490 | - | 11,196,490 | - | - | - |
| Total Current Liabilities | 297,419,871 | - | 297,419,871 | 37,126,189 | - | 37,126,189 |
| Total Liabilities | 1,045,646,356 | - | 1,045,646,356 | 891,128,046 | - | 891,128,046 |
| Total EQUITY AND LIABILITIES | 1,788,489,852 | | 1,788,489,852 | 1,637,654,055 | | 1,637,654,055 |

26(b). Reconciliation of total equity as at 31st, March 2017 and 1st April, 2016

| Particulars | As at 31.03.2017 | As at 01.04.2016 |
|--|------------------|--------------------|
| Total equity / shareholders' fund as per Indian GAAP | 742,843,496 | 746,526,009 |
| Adjustment : | - | - |
| TOTAL EQUITY / SHAREHOLDERS' FUND AS PER IND AS | - | 742,843,496 |

26(c). Effect of Ind AS adoption on the statement of profit and loss for the financial year ended 31st March, 2017

| Particulars | 2016-17 | Transition Effect | As Per IND AS |
|---|--------------------|-------------------|--------------------|
| Income | | | |
| Revenue From Operations | 471,125,825 | - | 471,125,825 |
| Other Income | 10,310,342 | - | 10,310,342 |
| Total Income | 481,436,167 | | 481,436,167 |
| EXPENSES | | | |
| Purchases of Stock-in-Trade | 652,861,851 | - | 652,861,851 |
| Changes in inventories of finished goods, Stock-in-Trade and work-in-progress | (243,197,703) | - | (243,197,703) |
| Employee benefits expense | 3,386,064 | - | 3,386,064 |
| Finance costs | 53,693,553 | - | 53,693,553 |
| Depreciation and amortization expense | 2,469,743 | - | 2,469,743 |
| Other expenses | 3,659,133 | - | 3,659,133 |
| Total expenses | 472,872,641 | | 472,872,641 |
| Profit/(loss) before exceptional items and tax | 8,563,526 | - | 8,563,526 |
| Exceptional Items | - | - | - |
| Profit/(loss) before tax | 8,563,526 | | 8,563,526 |

27. Micro, Small and Medium Enterprises

The Company has no dues to Micro, Small and Medium enterprises as at 31st March, 2018, on the basis of information provided by the parties and available on record. Further, there is no interest paid / payable to micro and small enterprises during the said financial year.

28. Transaction in Foreign Currency

| Sr. No. | Particulars | 31.03.2018 | 31.03.2017 |
|---------|---------------------------------|------------|------------|
| 1 | Earning in Foreign Currency | Nil | Nil |
| 2 | CIF Value of Imports | Nil | Nil |
| 3 | Expenditure in Foreign Currency | Nil | Nil |

29. Hon'ble Calcutta High Court vide order dated 09th December, 2014 had approved the scheme for amalgamation of Mono herbicides Ltd, Gateway Distributor Limited, Unicorn Vyapar Limited, Subhankar Vinimay Limited, Swagatam Tradevin Limited and Lotus Financial Management Private Limited with Monotype India Limited. At the time of Merger, Swagatam Tradevin Limited had Preference Shares of Monotype India Limited in its Stock in Trade and the same was transferred as stock in Trade in books of Monotype India Limited. In Current Financial Year, Company have corrected treatment of Stock in trade & Preference Share Capital (i.e. Eliminating Intercompany holding) in its books and corresponding impact of the same has been given in Amalgamation Adjustment Reserve and subsequently balance of Amalgamation Adjustment Reserve have been transferred to General Reserve.

30. Segment Information

Company is engaged in the business of Trading in Shares and incidental activities thereto which, in the context of Ind AS 108 on Operating Segments, constitutes a single reportable segment.

31. Related Party Transaction

Disclosure in accordance with Accounting Standard-18 – Related Party transactions during the financial year ended 31st March, 2018.

i) Companies/ Firms in which Director, Director's relatives are Directors/ Shareholders/ Partners:**Companies**

| | |
|---|---|
| 52 Weeks Entertainment Ltd. | BT Divine Power & Mining Corporation Ltd. |
| Elan Capital Advisors Pvt. Ltd. | Pranjali Infrastructure Pvt. Ltd. |
| Cinch Multitrade Pvt. Ltd. | Divine Power & Mining Corporation Ltd. |
| Pranjali Services Pvt. Ltd. | Harvey World Destinations Pvt. Ltd. |
| Four Lions Films Pvt. Ltd. | Pranjali (India) Pvt. Ltd. |
| Venus Integrated Textile Park Pvt. Ltd. | Adrina Realities Pvt. Ltd |
| Jupicos Sports Private Limited | Jupiter City Developers (India) Ltd. |

LLP

| | |
|-------------------------------------|---------------------------|
| Innocent Investment Consultants LLP | Sandeep Ispat Traders LLP |
|-------------------------------------|---------------------------|

ii) Key management personnel

| | |
|-----------------------------------|--------------------------------|
| Naresh Jain (Whole Time Director) | Harsh Jain (CFO and Director) |
| *Rohitash Bhomia (Director) | Sneha Soni (Company Secretary) |

iii) Relatives of Key management personnel

| |
|---|
| Karishma Jain (Daughter of Whole Time Director) |
| Babita Jain (Wife of Whole Time Director) |

Significant Transactions with related parties are as under:

| Sr. No. | Name of Party | Nature of Transaction | Current Year (2017-18) Amount in ₹ | Previous Year (2016-2017) Amount in ₹ |
|---------|---------------------------------|---------------------------------|------------------------------------|---------------------------------------|
| 1 | Harsh Jain | Director Remuneration | 12,00,000 | 12,00,000 |
| | | Remuneration Payable at the end | 1,15,000 | 80,000 |
| | | Loan Taken | 45,00,000 | 1,80,00,000 |
| | | Loan Repaid | 1,71,00,000 | 54,00,000 |
| | | Loan O/s at year end | Nil | 1,26,00,000 |
| 2 | Naresh Jain | Director Remuneration | 18,00,000 | 18,00,000 |
| | | Remuneration Payable at the end | 70,000 | 1,20,000 |
| | | Reimbursement of Exp. | 600 | 12,285 |
| | | Loan Taken | 1,54,50,000 | 72,90,000 |
| | | Loan Repaid | 1,60,97,285 | 56,25,000 |
| 3 | Rohitash Bhomia | Loan O/s at year end | 10,30,000 | 16,77,285 |
| | | Loan O/s at year end | 10,00,000 | 10,00,000 |
| 4 | 52 Weeks Entertainment Ltd. | Interest Expenses | 1,07,05,271 | 1,03,43,685 |
| | | Loan Taken | 7,78,00,000 | 1,25,00,000 |
| | | Loan Repaid | 12,46,29,843 | 2,35,21,191 |
| | | Loan O/s at year end | 8,28,34,744 | 11,89,59,316 |
| 5 | Elan Capital Advisors Pvt. Ltd. | Rent Paid | Nil | 45,000 |
| | | Reimbursement of Expense | 800 | 38,600 |
| | | Rent Payable at year end | - | - |
| 6 | Pranjali (India) Pvt. Ltd. | Loan Receivable at year end | 69,50,000 | 69,50,000 |
| 7 | Cinch Multitrade Pvt. Ltd. | Loan Taken | 42,50,000 | - |
| | | Loan Repaid | 7,50,000 | - |
| | | Loan O/s at year end | 35,00,000 | - |
| 8 | Sneha Soni (CS) | Remuneration for the year | 2,93,561 | Nil |
| | | Remuneration Payable at the end | 30,848 | Nil |
| 9 | Pradeep Gupta (CS) | Remuneration for the year | Nil | 3,25,000 |
| | | Remuneration Payable at the end | Nil | 24,870 |

* Mr. Rohitash Bhomia resigned as a Director of the Company w.e.f 13th August, 2016

32. Contingent Liability to the extended not provided for

Central Excise Liability under dispute ₹ 16,34,397/- (P.Y ₹ 16,34,397/-).

33. Prior Year Comparatives

Previous year's figures have been regrouped, rearranged or recasted wherever necessary to confirm to this year's classification. Figures in brackets pertain to previous year.

As per our report on even date

**For Motilal & Associates,
Chartered Accountants**
Firm Regn No. 106584W

For MONOTYPE INDIA LIMITED
(CIN: L72900MH1974PLC287552)

Sd/-
Motilal Jain
Partner
Membership No. 036811

Sd/-
Naresh Jain
Whole Time Director
DIN: 00291963

Sd/-
Harsh Jain
Director & CFO
DIN: 02457584

Sd/-
Sneha Soni
Company Secretary
M. No. 51629

Date : 30th May, 2018
Place : Mumbai

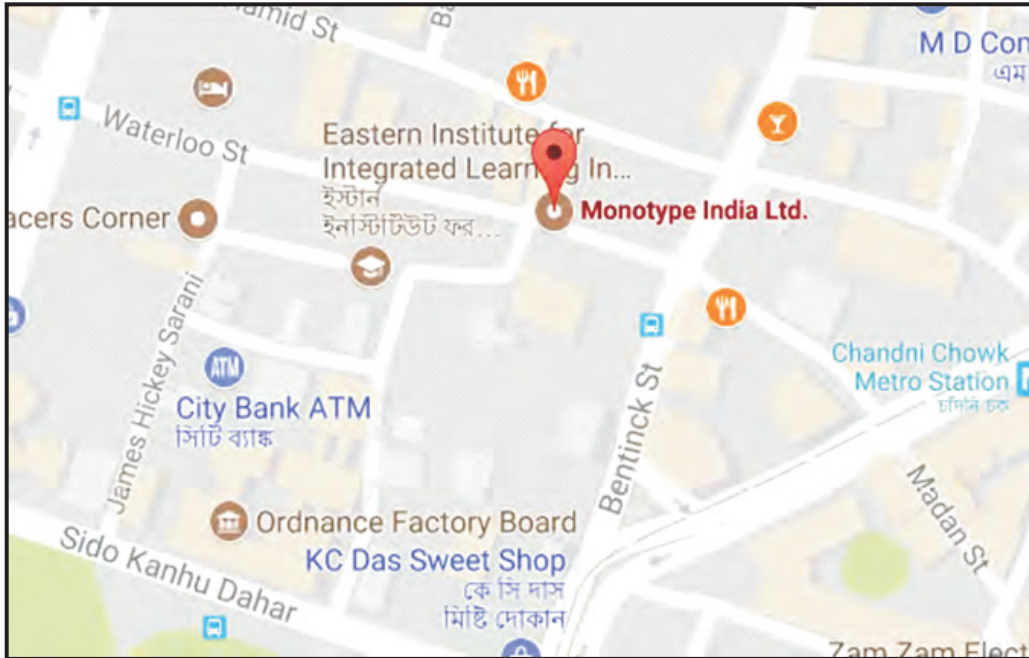
Route map to the AGM Venue

Date: 28th September, 2018

Time: 11:00 a.m.

Venue: 602, 6th Floor, Raheja Chambers, 213, Nariman Point, Mumbai - 400 021.

Landmark: Near Dalamal Tower



MONOTYPE INDIA LIMITED**Regd. Off.:** 602, 6th Floor, "Raheja Chambers", 213 Nariman Point, Mumbai - 400 021;**CIN:** L72900MH1974PLC287552; **E- Mail id.:** monotypeindia@gmail.com;**Website:** www.monotypeindia.in; **Tel.:** 022 40068190 / 91**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

| | |
|------------|---------------|
| DP id * | Folio No. |
| Client id* | No. of Shares |

Name and Address of Shareholder/Proxyholder:-

I hereby record my presence at the 43rd Annual General Meeting of the Company held on 28th September, 2018 at 11:00 a.m. at the registered office of the Company i.e. 602, 6th Floor, Raheja Chambers, 213 Nariman Point, Mumbai – 400 021.

Signature of the Shareholder or Proxy

MONOTYPE INDIA LIMITED**Regd. Off.:** 602, 6th Floor, "Raheja Chambers", 213 Nariman Point, Mumbai - 400 021;**CIN:** L72900MH1974PLC287552; **E- Mail id.:** monotypeindialtd@gmail.com;**Website:** www.monotypeindia.in; **Tel.:** 022 40068190 / 91**Form No. MGT-11****PROXY FORM**

(Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

| | |
|---------------------|-------------------|
| Name of member(s): | Email id: |
| Registered Address: | Folio No./ DP id: |
| | Client id : |

I/We, being the member(s) of _____ shares of Monotype India Limited, hereby appoint:

1. Name: _____

Address: _____

Email id: _____ Signature: _____ or failing him/her

2. Name: _____

Address: _____

Email id: _____ Signature: _____ or failing him/her

3. Name: _____

Address: _____

Email id: _____ Signature: _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company, to be held on Friday, 28th September, 2018 at 11:00 a.m. at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolutions | | Optional | |
|---------------------------|---|----------|---------|
| | | For | Against |
| Ordinary Business: | | | |
| 1 | Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and Report of the Directors and Auditor's thereon | | |
| 2 | Appointment of a Director in place of Mr. Harsh N. Jain (DIN: 02457584) who retires by rotation and being eligible offers himself for re-appointment. | | |
| Special Business: | | | |
| 3 | Appointment of Mr. Rajendra Redekar (DIN: 02713973) as an Independent Director of the Company. | | |
| 4 | Approval of the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013 | | |

Signed this day of _____, 2018

| |
|--|
| Affix One Rupee Revenue Stamp |
|--|

 Signature of Shareholder

 Signature of first proxy holder

 Signature of second proxy holder

 Signature of third proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The Proxy holder may vote either for or against each resolution in the Meeting, provided that he / she or the Member(s) has / have not casted the vote through remote e-voting facility. Please put 'X' in the appropriate Column against the resolutions indicated in the Box.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

MONOTYPE INDIA LIMITED**Regd. Off.:** 602, 6th Floor, "Raheja Chambers", 213 Nariman Point, Mumbai - 400 021;**CIN:** L72900MH1974PLC287552; **E- Mail id.:** monotypeindialtd@gmail.com;**Website:** www.monotypeindia.in; **Tel.:** 022 40068190 / 91**POLLING PAPER****(Form No. MGT -12)**

(Pursuant to section 109 (5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014)

BALLOT PAPER

| Sr. No. | Particulars | Details |
|----------------|---|----------------|
| 1 | Name of the First Named Shareholder | |
| 2 | Postal Address | |
| 3 | Registered Folio No./*DP id/Client id (Applicable to investors holding shares in dematerialized form) | |
| 4 | Class of Share | Equity |

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

| Sr. No. | Item(s) | No. of Shares held by me | I assent to the resolution | I dissent to the resolution |
|----------------|--|---------------------------------|-----------------------------------|------------------------------------|
| 1. | Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 and Report of the Directors' and Auditor's thereon. | | | |
| 2. | Appointment of a Director in place of Mr. Harsh N. Jain (DIN: 02457584) who retires by rotation and being eligible offers himself for re-appointment. | | | |
| 3. | Appointment of Mr. Rajendra Redekar (DIN: 02713973) as an Independent Director of the Company. | | | |
| 4. | Approval of the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013 | | | |

Date:**Place:**

Signature of Shareholder

Book Post

If Undelivered please return to:

MONOTYPE INDIA LIMITED

Regd. Off.:

602, 6th Floor, "Raheja Chamber",
213, Nariman Point,
Mumbai- 400 021