

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: **MONOTYPE INDIA LIMITED**
 Quarter ending on : 30th June, 2014

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No/ N.A. | Remarks |
|--|-----------------------------|--------------------------------|---|
| I Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | YES | Board Constituted by Four Members. 1 Whole Time Director & Chairman 1 Executive Director 2 Independent Directors |
| (B) Non-executive Directors' Compensation & Disclosures | 49 (IB) | N.A. | No Fees Is Being Paid To Non Executive Directors |
| (C) Other Provisions as to Board and Committees | 49 (IC) | YES | Complied |
| D) Code of Conduct | (49 (ID) | YES | Disclosed In Annual Report for the Year Ended 31 st March, 2013. |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | YES | |
| (B) Meeting of Audit Committee | | YES | Held On 28 th May 2014. |
| (C) Powers of Audit Committee 49 (IIC) | 49 (IIB) | YES | Implemented |
| (D) Role of Audit Committee | 49 II(D) | YES | Performed |
| (E) Review of Information by Audit Committee | 49 (IIE) | YES | Reviewed the Management Discussion Report. |
| III. Subsidiary Companies | 49 (III) | N.A. | N.A |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of Related Party Transactions | 49 (IV A) | YES | Disclosed In Annual Report for the Year Ended 31 st March, 2013. |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | YES | No Different Treatment for the preparation of the Financial Treatment. |
| (C) Board Disclosures | 49 (IV C) | YES | Risk Assessment Reviewed |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D) | N.A. | No Issues Made during the Quarter under Review. |
| (E) Remuneration of Directors | 49 (IV E) | N.A. | |



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|------------------------------------|-----------|-----|---|
| (F) Management | 49 (IV F) | YES | MDA Reports Disclosed in the Annual Report for the Year Ended 31 st March, 2013. |
| (G) Shareholders | 49 (IV G) | YES | Share Holders well intimated about the appointment and Re- Appointment of the Directors. |
| V.CEO/CFO Certification | 49 (V) | YES | Disclosed In Annual Report for the Year Ended 31 st March, 2013. |
| VI. Report on Corporate Governance | 49 (VI) | YES | Disclosed In Annual Report for the Year Ended 31 st March,2013 |
| VII. Compliance | 49 (VII) | YES | The Company has obtained the Compliance Certificate from the Statutory Auditor and the same was disclosed in the Annual Report for the year Ended 31 st March, 2013. |

For **MONOTYPE INDIA LIMITED**




WHOLE TIME DIRECTOR