

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

Name of the Company: **MONOTYPE INDIA LIMITED**

Quarter ending on : **31ST MARCH, 2013**

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	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	N.A.	NO FEES IS BEING PAID TO NON-EXECUTIVE DIRECTOR
(C) Other Provisions as to Board and Committees	49 (IC)	YES	
D) Code of Conduct	(49 (ID)	YES	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee		YES	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
III. Subsidiary Companies	49 (III)	N.A.	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	YES	WILL BE COMPLIED WITH AT THE AGM
(F) Management	49 (IV F)	YES	WILL BE COMPLIED WITH AT THE AGM
(G) Shareholders	49 (IV G)	YES	WILL BE COMPLIED WITH AT THE AGM
V. CEO/CFO Certification	49 (V)	YES	WILL BE COMPLIED WITH AT THE AGM
VI. Report on Corporate Governance	49 (VI)	YES	WILL BE COMPLIED WITH AT THE AGM
VII. Compliance	49 (VII)	YES	WILL BE COMPLIED WITH AT THE AGM

For **MONOTYPE INDIA LIMITED**




WHOLE TIME DIRECTOR