

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

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

Quarter ending on : **30TH September, 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	Board Constituted by Four Members.
(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	
D) Code of Conduct	(49 (ID)	YES	Disclosed In Annual Report
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee		YES	Held On 10 th August 2013
(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.	N.A
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	YES	Disclosed In Annual Report 2012-13
(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.	No Issues Made during the Quarter under Review.
(E) Remuneration of Directors	49 (IV E)	N.A.	
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	
V. CEO/CFO Certification	49 (V)	YES	Disclosed in Annual Report 2012-13
VI. Report on Corporate Governance	49 (VI)	YES	Disclosed in Annual Report 2012-13
VII. Compliance	49 (VII)	YES	Complied

For **MONOTYPE INDIA LIMITED**

WHOLE TIME DIRECTOR

