

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

Name of the Company: **MONOTYPE INDIA LIMITED**  
 Quarter ending on : 30<sup>th</sup> September, 2015  
 BSE CODE: 505343

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/ N.A.	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIIIA)	Yes	There are related party transaction for this Quarter and will be Disclosed in the Annual Report.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	On a going concern basis and As per accounting standard.
(C) Remuneration of Directors	49 (VIIIC)	Yes	No sitting fees Being Paid to Non Executive Directors
(D) Management	49 (VIIID)	Yes	Details are part of proper



			disclosure in the Annual Report. Earlier disclosures were disclosed in last annual Report
(E) Shareholders	49 (VIII E)	Yes.	There is no new appointment in this Quarter
(F) Proceeds from public issues, rights issues, preferential issues, etc.	49 (VIII F)	N.A	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Details are part of proper disclosure in the Annual Report. Earlier disclosures were disclosed in last annual Report
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Details are part of proper disclosure in the Annual Report. Earlier disclosures were disclosed in last annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	Details are part of proper disclosure in the Annual Report. Earlier disclosures were disclosed in last annual Report

For **MONOTYPE INDIA LIMITED**



**DIRECTOR**