

**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, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/ N.A.	Remarks
<b>I Board of Directors</b>	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 <sup>st</sup> March, 2014.
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee		YES	Held On 13 <sup>th</sup> August, 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.
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	N.A
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	YES	Disclosed In Annual Report for the Year Ended 31 <sup>st</sup> March, 2014.
(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.	



(F) Management	49 (IV F)	YES	MDA Reports Disclosed in the Annual Report for the Year Ended 31 <sup>st</sup> March, 2014.
(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 <sup>st</sup> March, 2014.
VI. Report on Corporate Governance	49 (VI)	YES	Disclosed In Annual Report for the Year Ended 31 <sup>st</sup> March, 2014
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 <sup>st</sup> March, 2014.

For MONOTYPE INDIA LIMITED

  
 WHOLE TIME DIRECTOR \* 