

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, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/ N.A.	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	N.A.	
(D) Other Provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	Will Disclose in the Annual Report for the year ended 31 st March, 2015.
(F) Whistle Blower Policy	49 (IIF)	NO	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	Last meeting held on 11 th February, 2015
(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	
IV. Nomination and Remuneration Committee	49 (IV)	YES	
V. Subsidiary Companies	49 (V)	N.A.	N.A
VI. Risk Management	49 (VI)	YES	Complied
VII. Related Party Transactions	49 (VII)	YES	Complied
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIIA)	YES	Will Disclose in the Annual Report for the year ended 31 st March, 2015.



(B) Disclosure of Accounting Treatment	49 (VIIB)	YES	No different Treatment for the preparation of the Financial Statement.
(C) Remuneration of Directors	49 (VIIC)	NO	No remuneration is Being Paid to Non Executive Directors
(D) Management	49 (VIID)	YES	Will Disclose in the Annual Report for the year ended 31 st March, 2015.
(E) Shareholders	49 (VIIE)	N.A.	
(F) Proceeds from public issues, rights issues, preferential issues, etc.	49 (VIIF)	YES	Allotment of shares Pursuant to the Scheme of Arrangement
IX. CEO/CFO Certification	49 (IX)	YES	Will Disclose in the Annual Report for the year ended 31 st March, 2015.
X. Report on Corporate Governance	49 (X)	YES	Will Disclose in the Annual Report for the year ended 31 st March, 2015.
XI. Compliance	49 (XI)	YES	Will Disclose in the Annual Report for the year ended 31 st March, 2015.

For MONOTYPE INDIA LIMITED



DIRECTOR