

MONOTYPE INDIA LIMITED

Regd. Office: "Shantiniketan Buliding", 3rd Floor, Room No 314, 8 Camac Street, Kolkata – 700 017.
Tel: (033)3201 6182 CIN: L72900WB1974PLC029679 Email:monotypeindialtd@gmail.com
Website: www.monotypeindia.in

NOTICE TO THE MEMBERS
OF
MONOTYPE INDIA LIMITED (THE COMPANY)
PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Companies Rules") including any statutory modification(s) or re-enactment thereof for the time being in force, that the Company is seeking consent/ approval of the Members of the Company for the following proposals to be passed as Special Resolutions by way of Postal Ballot:

1. Amend Clause 2 of the Memorandum of Association of the Company

The resolutions proposed to be passed and the Explanatory Statement pertaining thereto stating all material facts and the reasons for the proposed resolutions are appended below for consideration of the Members. The attached Postal Ballot Form is to be used by the Members for the purpose of exercising vote in respect of the said resolutions.

You are requested to read carefully the instructions in Note-9 of the accompanying notice of the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed envelope so as to reach the Scrutinizer on or before the close of business hours on 10/05/2016.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form, for your consideration.

The Company has, in compliance with Rule 22(5) of the Companies Rules, appointed Shri Rahul Jain Practicing Chartered Accountant, Kolkata, as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

Members having shares in demat form and in physical form may vote either by way of Postal Ballot or by way of remote e-voting. In case Members wish to exercise their vote by using e-voting facility, they are required to follow the instructions in Note-10 of the accompanying notice.

Shri Rahul Jain, Scrutinizer will submit his report to the Chairman and in his absence to the Directors of the Company. The results of the Postal Ballot will be declared on **12/05/2016 at 4.00 PM** at the registered office of the Company and will be communicated to the Stock Exchanges where the shares of the Company are listed.

The date of declaration of the result shall be deemed to be the date of passing of the said resolutions.

SPECIAL BUSINESS:

Shifting of the registered Office from the State of West Bengal to the State of Maharashtra and Alteration Of Memorandum of Association

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 12,13 and other applicable provisions, if any, of the Companies Act, 2013(including any amendments thereto or re-enactment thereof) (the “Act”) read with Rule 30 of the Companies(Incorporation) Rules, 2014 and relevant provisions of the Articles of Association of the company, and subject to approval of the Central Government (Regional director Eastern Region) , shifting of the registered office of the Company from the state of West Bengal(i.e. from the jurisdiction of Registrar of Companies, Kolkata, West Bengal) to the State of Maharashtra be and is hereby approved and Clause 2 of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following clause:

“2 The registered office of the company will be situated in the state of Maharashtra.

RESOLVED FURTHER that the Board of Directors and Company Secretary of the company be and is hereby authorised to take such step and action as may be deemed necessary to give effect to the aforesaid resolution including filing of Petition under Section-13 of the Companies Act, 2013 and other applicable provision if any, before the Regional Director and to act for every purpose in connection therewith and/or incidental thereto.

**By Order of the Board
For MONOTYPE INDIA LIMITED**

**Sd/-
(NARESH MANAKCHAND JAIN)
WHOLE TIME DIRECTOR
DIN 00291963**

**Place: Kolkata
Date: 08.3.2016**

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Notice is being sent to all the members whose names appear in the Register of Members/ List of Beneficial Owners as of the cut-off date of 25-03-2016.
3. The Board of Directors of the Company has appointed **Sri Rahul Jain** (Membership No. 304099), Practicing Chartered Accountant, as the Scrutinizer for conducting the Postal Ballot voting process. After completion of his scrutiny, he will submit his report to the Chairman and in his absence to the Directors of the Company. The results of the Postal Ballot will be declared on **12th May, 2016** at the registered office of the Company and will be communicated to the Stock Exchanges where the shares of the Company are listed.
4. Notice of Postal Ballot is being sent to those Shareholders who have registered their E-Mail IDs for receipt of documents in electronic and to others the Notice is being sent by post along with Postal Ballot Form. Shareholders who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link www.monotypeindia.in or seek duplicate Postal Ballot Form from the Company/RTA.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders of the cut-off date of 25-03-2016.
6. **In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and sections 108, 110 of the Companies Act 2013 and the Rules made there under, the company has provided facility to the members to exercise their votes electronically and the members may vote on all resolutions through the e-voting service facility provided by CDSL.**
7. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of Dispatch of Notice and postal Ballot form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Kolkata, West Bengal.

8. GENERAL INSTRUCTIONS:

- I. A shareholder can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. In case a shareholder opts for e-voting, he cannot exercise his vote through Postal Ballot Form and vice-versa. In case a shareholder opts for both the method, then voting cast through e-voting shall be considered.
- II. Voting period commences on and from **April 11th, 2016 at 10.00 A.M. and ends on May 10th, 2016 at 5.00 P.M.**

- III. The results of the Postal Ballot and e-voting will be announced on **12th May 2016** at the Registered Office of the Company and shall also be published in the newspapers.
- IV. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/ beneficial owners of the Company as of the cut-off date of **25th March, 2016**.
- V. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.

9. INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM:

- I. The members are requested to carefully read the instructions printed hereunder and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the scrutinizer, on or before 10th May, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- II. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy is permitted thereof.
- III. Envelopes containing postal ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.
- IV. A member desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form (hereinafter called the 'Form') and send it to the Scrutinizer at the address in the attached self-addressed Business Reply Envelope. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier at the expenses of the shareholder, shall also be accepted by the Company.
- V. There shall be one Postal Ballot for every Folio/Client ID irrespective of the number of the joint holder. A proxy shall not exercise the postal ballot.
- VI. The Form should be completed and signed by the registered member. In case of joint share holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
- VII. The signature of the member in the Form should be exactly similar to the specimen signature available on the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
- VIII. In case of minors, the Form should be signed by the natural guardian of the minor as per the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
- IX. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution /appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- X. Unsigned Forms will be rejected. The scrutinizer's decision on the validity of the Form shall be final and binding.

- XI. A Member may request for duplicate Postal Ballot Forms, if so required. However, duly completed Postal Ballot Form should reach the Company/Scrutinizer not later than by the close of working hours of Tuesday, the 10th May, 2016. Forms received after this date will be strictly treated as if the reply from such member has not been received.
- XII. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members by the close of working hours of Friday, 25th March, 2016 taken as the cut-off date.
- XIII. Members are requested not to send any other paper along with the Form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- XIV. The Scrutinizer will finalize his report on the scrutiny of the Forms received and submit his report to the Chairman of the Company. The decision of the Chairman on the basis of the said report shall be final, conclusive and binding. The result of the postal ballot finalized as above will be placed on the Notice Board of the Company at its Registered Office on Thursday, the 12th May, 2016 and will also be posted on the Company's website www.monotypeindia.in
- XV. The date of declaration of postal ballot result will be taken as the date of passing of resolutions.
- XVI. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to
- **MR. Pradeep Kumar Gupta**
Monotype India Limited
Regd. Off: Shantiniketan Buliding", 3rd Floor,
Room No 314, 8 Camac Street, Kolkata – 700 017
Phone no.: 033-32016182 E-mail: monotypeindialtd@gmail.com

10. INSTRUCTIONS FOR VOTING BY ELECTRONIC VOTING MEANS :

- I. In compliance with provisions of Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their vote electronically, as an alternative to vote through postal ballot, the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL)

The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 11th April, 2016 (10:00 am) and ends on 10th May, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25th March, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
- a. For CDSL:
- b. 16 digits beneficiary ID,

- c. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- d. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. "MONOTYPE INDIA LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.

11. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at piyushhirawat@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 10th May 2016, upto 5:00 pm without which the vote shall not be treated as valid.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th March, 2016.
13. The shareholders shall have one vote per equity share held by them as on the cut-off date of 25th March, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
14. The Notice of Postal Ballot will be sent to all the members, whose names appear in the register of members / depositories as at closing hours of business, on 25th March, 2016. The Notice of the Postal Ballot will also be sent electronically to those members whose e-mail IDs are registered with the Company / Depository Participant(s).
15. Mr Rahul Jain, Practicing Chartered Accountant M.No 304099 has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through postal ballot in a fair and transparent manner. The Scrutinizer will submit within a period not exceeding 48 hours from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
16. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.monotypeindia.in and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. The Calcutta Stock Exchange Limited and Bombay Stock Exchange Limited where shares are listed.

**By Order of the Board
For MONOTYPE INDIA LIMITED**

**Sd/-
(NARESH MANAKCHAND JAIN)
WHOLE TIME DIRECTOR
DIN 00291963**

**Place: Kolkata
Date: 08.3.2016**

Explanatory Statement and reason for proposing the resolution as stated in the Notice

The company was incorporated under the Companies Act, 1956 in the State of West Bengal. As per Clause 2 of the Memorandum of Association of the Company, the registered office of the company is at present in the state of West Bengal.

Considering the fact that the operational and business activities of the company are undertaken from Mumbai, Maharashtra and also that majority of the Directors of the company are based in Mumbai, it is proposed that the Registered Office of the Company be shifted to the Mumbai. Such a change would enable the Directors to guide the company more effectively and efficiently and also result in operational convenience.

In terms of Section 12,13 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder shifting of the registered office from one state to another and alteration of the Memorandum of Association requires the approval of Members by way of Special Resolution.

After the proposal is approved by the members, a petition is required to be made, under Section 13(4) of the Companies Act, 2013, to the Central Government for approval of the alteration to the Memorandum of Association of the Company pursuant to shift of the Company's registered office from the state of West Bengal to the state of Maharashtra.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution of the notice except to the extent of their shareholding in the company, if any.

The Board recommends the resolution to the Members for their consideration and approval.

**By Order of the Board
For MONOTYPE INDIA LIMITED**

**Sd/-
(NARESH MANAKCHAND JAIN)
WHOLE TIME DIRECTOR
DIN 00291963**

**Place: Kolkata
Date: 08.3.2016**