






FORM A

Pursuant to Clause 31 of the Listing Agreement Covering letter of the Annual
Audit Report to be filed with the stock exchanges
SEBI Circular No. CIR/CFD/DIL/7/2012, Dated 13th August, 2012

1.	Name of the Company	Monotype India Limited
2.	Annual Financial Statements for the Year Ended	31 st March 2015
3.	Type of Audit Observation	Un - Qualified
4.	Frequency of Observation	Not Applicable
5.	To be signed by :	
	Director	  Mr. Naresh Jain
	Auditor of the company	For Motilal & Associates Chartered Accountants FRN No. : 106584 ^W   Motilal Jain Proprietor Membership No : 036811
	Audit Committee Chairman/Member	 Mr. Ashish Sethi

Date: 13th August, 2015
Place: Kolkata





Monotype India Ltd.

MONOTYPE INDIA LIMITED

ANNUAL REPORT

2014-2015

Registered Office:
SHANTINIKETAN BUILDING, 3RD FLOOR,,
ROOM NO 314, 8 CAMAC STREET,
KOLKATA-700017

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Naresh Manakchand Jain
Shri Rohitash Bhomia
Shri Ashish Sethi
Shri Akhilesh Vijaychand Jain
Shri Harsh Jain
Mrs. Sudarshana Mitra

AUDITORS

M/s Motilal & Associates
Mumbai
FRN No. 106584W

COMPANY SECRETARY

Mrs. Sayani Datta
From 11/02/2015 To 03/04/2015

Mr. Pradeep Kumar Gupta.
Appointed from 06.04.2015

BANKERS

AXIS BANK LTD.

REGISTERED OFFICE

SHANTINIKETAN BUILDING,
3RD FLOOR,, ROOM NO 314,
8 CAMAC STREET KOLKATA-700017

EMAIL : - monotypeindialtd@gmail.com

CIN No :- L72900WB1974PLC029679

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NOTICE

NOTICE is hereby given that the 40th Annual General Meeting (AGM) of the members of Monotype India Limited will be held on 30th September, 2015 at 4.00 P.M at 7/2 K.B Sarani, Jessore Road, Near ILS Hospital, Opp Bhutan Consulate, Kolkata - 700080, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Balance sheet and Profit & Loss Account for the year ended March 31, 2015 and the Balance Sheet and the Cash Flow Statement as at that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Naresh Manakchand Jain, (DIN - 00291963) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 30th September, 2014 the appointment of M/s. Motilal Jain & Associates. - Chartered Accountants (Firm Registration NO. 106584W) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2016 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

SPECIAL BUSINESS:

4. To appoint Mr. Akhilesh Vijaychand Jain as an Independent Director

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

RESOLVED THAT pursuant to Section 149, 152 and other applicable provision of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, the appointment of Mr. Akhilesh Vijaychand Jain (Din: 00027658), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 as an Independent Director of the Company, by the Nomination & Remuneration Committee at their meeting held on 13/11/2014 and the Board at their meeting held on 13th November, 2014 for a period of 5-years, from 13th November, 2014 to 12th November, 2019 not retire by rotation, be and is hereby approved and accordingly ratified.

5. To appoint Mr. Ashish Sethi as an Independent Director

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

RESOLVED THAT pursuant to Section 149, 152 and other applicable provision of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, the appointment of Mr. Ashish Sethi (Din: 03605153), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 as an Independent Director of the Company, by the Nomination & Remuneration Committee at their meeting held on 13/11/2014 and the Board at their meeting held on 13th November, 2014 for a period of 5-years, from 13th November, 2014 to 12th November, 2019 not retire by rotation, be and is hereby approved and accordingly ratified.

6. To appoint Mr. Harsh Jain as Executive Director (DIN – 02457584)

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Harsh Jain (DIN 02457584), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11th February, 2015 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Executive Director of the Company to hold office and liable to retire by rotation.”

7. Remuneration Payable To Mr. Harsh Jain (DIN: 02457584)

To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT**, pursuant to provisions of section 197, 198 of the Companies Act, 2013 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the members be and is hereby accorded for the payment of remuneration of Rs 1200000 p.a. (inclusive of all) to Mr. Harsh Jain (DIN : 02457584) , Executive Director of the company.

8. To appoint Mrs. Sudarshana Mitra as an Independent Director

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

RESOLVED THAT pursuant to Section 149, 152 and other applicable provision of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, the appointment of Mrs. Sudarshana Mitra (Din: 06746680), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March, 2015 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, and who has submitted a declaration under Section 160 of the Companies Act, 2013 signifying her intention that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, for a period of 5-years, from 31st March, 2015 to 30th March, 2020 not retire by rotation , be and is hereby approved and accordingly ratified.

9. Borrowing Powers of the Company.

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

RESOLVED THAT pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors to borrow moneys, from time to time, whether as rupee loans, foreign currency loans, debentures , bonds and/ or other instruments or non fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors up to an amount the aggregate outstanding of which should not exceed, at any given time, Rs.200 crore.

RESLOVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of such borrowings, finalise and execute all such deeds, documents and writing as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or any other officer of the Company or any other person

By Order of the Board

Place : Kolkata
Dated: August 13th, 2015

Sd/-
(Naresh Manakchand Jain)
DIN : 00291963
Whole Time Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. M/s Niche Technologies Pvt Ltd, D- 511, Bagree Market, 71 B R B Basu Road, Kolkata - 700001 is the Registrar and Share Transfer Agent of the Company. M/s Niche Technologies Pvt Ltd is also the depository interface of the Company.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2015 to 30th September, 2015 (both the days inclusive) for the purpose of forthcoming Annual General Meeting.
4. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
5. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
6. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
7. Members are requested to bring the copy of the Annual Report sent to them.
8. With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2014-15 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.
9. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are appended herein below.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
11. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.
12. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

13. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this Green Initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses. In respect of electronic holdings, with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register the same with our RTA, M/s Niche Technologies Pvt Ltd.
14. Information required to be furnished under Clause 49 of the Listing Agreement for directors seeking appointment/reappointment in forthcoming Annual General Meeting:

Name of Director	Mr.Naresh Jain (DIN No. 00291963)
Date of Birth	16/09/1964
Date of Appointment	12/08/2011
Expertise	Management & Administration
Qualification	B.Com
Other directorship	1) Pranjali Infrastructure Private Limited. 2) Pranjali Services Private Limited. 3) Pranjali (India) Private Limited. 4) Bt Divine Power And Mining Corporation Limited 5) Divine Power & Mining Corporation Limited 6) Elan Capital Advisors Private Limited 7) Cinch Multitrade Private Limited 8) Truce Multitrade Private Limited
No. of shares held in the Company	58,50,000
Committee Member/Chairman	Audit Committee, Nomination and Remuneration Committee, Member of Risk Management Committee, Shareholder/investors' Grievance committee, Share transfer committee

Name of Director	Mrs.Sudarshana Mitra (DIN No. 06746680)
Date of Birth	17/02/1953
Date of Appointment	31/03/2015
Expertise	Real-estate & Marketing.
Qualification	Business
Other directorship	1) Awadhoot Marketing Private Limited 2) Agam Capital Limited
No. of shares held in the Company	
Committee Member/Chairman	-

Name of Director	Mr. Akhilesh Vijaychand Jain (DIN No. 00027658)
Date of Birth	02/06/1976
Date of Appointment	13/08/2012
Expertise	Accounts & Finance
Qualification	B.Com ,C.A (Inter)
Other directorship	<ol style="list-style-type: none"> 1) Shri Ambe Punjinvesh Private Limited 2) Vee Vee En Sons (Exports) Pvt Ltd 3) Tarana Plastics And Chemicals Private Limited 4) Alexin Healthcare Private Limited 5) Glitterati Entertainment Solutions Private Limited 6) Manorath Trading Private Limited 7) Image Visual Ad Private Limited 8) Rexort Finsec Private Limited 9) Starpoint Commerce Pvt Ltd 10) Ferns Constructions Private Limited
No. of shares held in the Company	NIL
Committee Member/Chairman	Audit Committee, Nomination and Remuneration Committee, Member of Risk Management Committee Shareholder/investors' Grievance committee

Name of Director	Mr. Ashish Sethi (DIN No. 03605153)
Date of Birth	30/11/1977
Date of Appointment	25/10/2011
Expertise	Accounts & Finance
Qualification	Chartered Accountant
Other directorship	NIL
No. of shares held in the Company	NIL
Committee Member/Chairman	Audit Committee, Nomination and Remuneration Committee, Member of Risk Management Committee

Name of Director	Mr. Harsh Jain (DIN No. 00027658)
Date of Birth	20/08/1990
Date of Appointment	11/02/2015
Expertise	Management & Administration
Qualification	Business Administration
Other directorship	<ol style="list-style-type: none"> 1) Adrina Realties Private Limited 2) Elan Capital Advisors Private Limited 3) Truce Multitrade Private Limited 4) Cinch Multitrade Private Limited
No. of shares held in the Company	452
Committee Member/Chairman	Shareholder/investors' Grievance committee

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING.**ITEM NO. 4:**

Mr. Akhilesh Vijaychand Jain was appointed as an Independent Director of the company. As per section 149(6) of the Companies Act, 2013, he furnished a declaration that he meets with the criteria for independence to act as an Independent Director of the Company.

On the recommendation of the Nomination & Remuneration Committee at their meeting held on 13th November, 2014 Board at their meeting held on 13/11/2014 ratified his appointment in continuation as an independent director the company for a period of 5-years from 13th November, 2014 up to 12th November, 2019 and he is not liable to retire by rotation. He is only entitled for sitting fees.

The Company has received from Mr. Akhilesh Vijaychand Jain : (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR -8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the extent applicable, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Akhilesh Vijaychand Jain - the Independent Director whose appointment needs to be confirmed by way of ratification, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Akhilesh Vijaychand Jain as an Independent Director setting out the terms and conditions is available for inspection without

any fee by any members of the Company at the Company's registered office during 11 p.m. to 2 p.m. hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Akhilesh Vijaychand Jain, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

ITEM NO. 5:

Mr. Ashish Sethi was appointed as an Independent Director of the company. As per section 149(6) of the Companies Act, 2013, he furnished a declaration that he meets with the criteria for independence to act as an Independent Director of the Company.

On the recommendation of the Nomination & Remuneration Committee at their meeting held on 13th November, 2014 Board at their meeting held on 13/11/2014 ratified his appointment in continuation as an independent director the company for a period of 5-years from 13th November, 2014 upto 12th November, 2019 and he is not liable to retire by rotation. He is only entitled for sitting fees.

The Company has received from Mr. Ashish Sethi : (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR -8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the extent applicable, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Ashish Sethi - the Independent Director who appointment needs to be confirmed by way of ratification, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Sailendra Patni as an Independent Director setting out the terms and conditions is available for inspection without any fee by any members of the Company at the Company's registered office during 11 p.m. to 2 p.m. hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Ashish Sethi, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

ITEM NO. 6 & 7:

Mr. Harsh Jain was appointed as an Additional Director of the company. As per section 161 of the Companies Act, 2013, w.e.f 11th February, 2015. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing his candidature for continuation in the office of the Board as an Independent Director.

The Company has received from Mr. Harsh Jain: (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR -8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the extent applicable, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Harsh Jain - who appointment needs to be confirmed by th Share holders who fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under , and he is Executive Director of the Management. A copy of the draft letter for the appointment of Mr. Harsh Jain as Director setting out the terms and conditions is available for inspection without any fee by any members of the Company at the Company's registered office during 11 p.m. to 2 p.m. hours on working days up to the date of the AGM.

Mr. Harsh Jain is the Marketing head of the company, the company under his leadership, had witness impressive growth in sales number. The remuneration committee of Board which at its meeting held on 30th May, 2015, had approved revision in salary payable to Mr. Harsh Jain. The Directors recommend approval of the resolution.

No director, key managerial personnel or their relatives, except Mr. Harsh Jain, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 6 & 7 for the approval of the members.

ITEM NO. 8:

Mrs. Sudarshana Mitra was appointed as an Additional Director of the company. As per section 161 of the Companies Act, 2013, w.e.f 31st March, 2015. She furnished a declaration As per section 149(6) of the Companies Act, 2013, that she meets with the criteria for independence to act as an Independent Director of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing her candidature for continuation in the office of the Board as an Independent Director.

The Company has received from Mrs. Sudarshana Mitra: (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR -8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the extent applicable, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mrs. Sudarshana Mitra - the Independent Director whose appointment needs to be confirmed by way of ratification, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Mrs. Sudarshana Mitra as an Independent Director setting out the terms and conditions is available for inspection without any fee by any members of the Company at the Company's registered office during 11 p.m. to 2 p.m. hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mrs. Sudarshana Mitra, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 8 for the approval of the members.

ITEM No. 9

Keeping in view, the existing borrowing and the additional fund requirements for meeting the capital expenditure for the ongoing / future projects, capacity expansion, acquisitions and enhanced long term working capital needs of the Company, the Board of Directors had, in its meeting held on 30th May, 2015, considered and approved subject to the approval of the shareholders, the borrowing limits of the company to Rs. 200 crores and creation of security on the properties of the Company and recommends Resolution no. 9 of the accompanying Notice to the shareholder for their approval by way of special resolution. Pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act 2013, approval of the Shareholder by way of special resolution is required to authorize the Board of Director to borrow moneys up to the said limits and create security in respect thereof. None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of the Clause – 35B of the Listing Agreement read with Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 40th Annual Report of the company and the business may be transacted through e-voting. The company has engaged the services of Central Depository Services Limited (CDSL) as the authorized agency to provide the e-voting facility.

The instructions for shareholders voting electronically are as under:

Cs. Manoj Shaw Practicing Company Secretary having the Certificate of Practice Number 4194 is appointed as scrutinizer to conduct E-voting.

STEPS FOR E-VOTING

- (i) The voting period begins on 27th September, 2015 at 9.00 a.m. and ends on 29th September, 2015 at 5.00.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September,2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not up to dated of their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the Folio number is less then 8 digit 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 Rajesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (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 (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 Non-Individual Shareholders & Custodians:

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.

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 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.

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.
10. 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 monotypeindialtd@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 29, 2015, upto 5 pm. without which the vote shall not be treated as valid
 11. 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 (record date) of 23rd September, 2015.
 12. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 14th August, 2015.
 13. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 23rd September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 14. M/s Manoj Shaw & Co, Company Secretaries (Certificate of Practice Number 4194 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 15. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and will be communicated to the Stock Exchanges

DIRECTORS' REPORT

To
The Members of Monotype India Limited

Your Directors have pleasure in presenting the 40th Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2015.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

PARTICULARS	(₹)	
	Year ended 2014-2015	Year ended 2013 - 2014
Sales and Other Income	57,35,88,708	2,50,000
Total Expenditure	55,79,79,401	1,96,560
Profit/(Loss) for the year before Tax	1,56,09,307	53,440
Tax Expense	53,73,210	9,973
Profit/(Loss) for the year after tax	1,02,36,097	43,467

OPERATIONS

The Company will continue to be responsive to changes in market dynamics and consumer behavior and other key factors influencing the business, and will formulate its strategies accordingly.

DIVIDEND

With a view to conserve resources for future needs and in the absence of adequate profit of the Company, the Directors regret their inability to propose any dividend for the year under review.

AMALGAMATION

The Hon'ble Calcutta High Court has approved the Scheme of Arrangement on 09th December, 2014. The Company had allotted 68,66,36,929 Equity Shares of Rs1/- Each on 18th March, 2015 pursuant to the approved scheme of Arrangement and the Listing permission of the above equity shares is pending with BSE.

STANDALONE FINANCIAL STATEMENTS:

The Audited Financial Statements of the Company for the financial year ended 31st March, 2015, prepared in accordance with the Companies Act, 2013 ("the Act").

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing with Stock Exchange in India, is presented in a separate section forming part of the Annual Report.

STATE OF AFFAIRS OF THE COMPANY: FUTURE OUTLOOK:

The Company's major focus is to engage in the Business of Manufacturer, producers, Stockiest and general trading.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company during the year.

FIXED DEPOSIT:

As on 31st March, 2015, the Company held no deposit in any form from anyone. There was no deposit held by the company as on 31st March, 2015, which was overdue or unclaimed by the depositors. For the present, the Board of Directors has resolved that not to accept any deposit from public.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

During the year under review there were no material change and commitment affecting the financial position of the Company.

NUMBER OF MEETINGS OF THE BOARD:

The Board met 5 times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Rules made there under and the Articles of Association of the Company, Mr. Naresh Jain, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offered himself for re-appointment.

The Companies Act, 2013 provides the appointment of Independent Directors. Pursuant to the provisions of Section 149 (4) of the Companies Act, 2013 provides that every listed company shall have at least one-third of the total number of directors as independent directors. The Board of the Company is in compliance with aforesaid section and had taken necessary steps for Compliance.

As per the Section 149(10) of the Companies Act, 2013 provides that independent director shall hold office for a term of upto five consecutive years on the Board of the Company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company.

Further, according to the Section 149 (11) of the Companies Act, 2013, no independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

The Nomination and Remuneration Committee on 13/11/2014 has confirmed and ratified the appointment of Mr. Akhilesh Vijaychand Jain and Mr. Ashish Sethi as Independent Director of the company for a period of five years starting from 13th November, 2014 upto 12th November, 2019 and who are not liable to retire by rotation. On the recommendation of the Nomination and Remuneration Committee, the Board seeks the ratification of the same from the members of the Company.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a director.

INDEPENDENT DIRECTORS DECLARATION:

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have /had no pecuniary relationship with company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Director has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives--
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of--
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent. or more of the gross turnover of such firm;
 - (iii) Holds together with his relatives two percent. or more of the total voting power of the company; or
 - (iv) is a Chief Executive or Director, by whatever name called, of any nonprofit organization that receives twenty-five percent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent. or more of the total voting power of the company;
6. Independent Director possesses such qualifications as may be directed by the Board.

The Company & the Independent Directors shall abide by the provisions specified in Schedule IV of the Companies Act, 2013.

BOARD EVALUATION:

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors should be done by the entire Board of Directors, excluded the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the Nomination and Remuneration Committee.

PERFORMANCE OF THE BOARD AND COMMITTEES:

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

- (i) Most of the Directors attended the Board meeting;
- (ii) The remunerations if any paid to executive Directors are strictly as per the company and industry policy.
- (iii) The Independent Directors only received sitting fees.
- (iv) The Independent Directors contributed a lot in the Board and committee deliberation and business and operation of the company and subsidiaries based on their experience and knowledge and Independent views.
- (v) The Credit Policy, Loan Policy and compliances were reviewed periodically;
- (vi) Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Board and Audit committee.

MEETING OF INDEPENDENT DIRECTORS:

Pursuant of the provision of Section 149 (8) of the Companies Act, 2013 read with Schedule IV and Clause 49 of the Listing Agreement, the Independent Directors of the Company held their meeting on 11th February, 2015, reviewed the performance of non-independent directors and the Board as a whole including the Chairperson of the Company, views expressed by the executive directors and non-executive directors at various level, and quantified the quality, quantity and timeliness of flow of information between the Company, management and the Board and expressed satisfaction.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on 31st March, 2015, the Board consists of 6 members. Out of which three is the Independent Directors, two Promoter Executive directors and the one is the Executive Directors.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Board and are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

COMMITTEES OF THE BOARD:

Currently, the Board has Four Committees: 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Risk Management Committee, 4) Shares Transfer /Investor Grievances Committee.

A detailed note on the Board and its Committees is provided under the Corporate Governance Report that forms part of this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to the Section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and Stakeholders Relationship Committee under the Chairmanship of the Independent Director Mr. Akhilesh Vijaychand Jain, and Mr Ashish Sethi

The Gist of the Policy of the said committee:

For Appointment of Independent Director (ID):

- a. Any person who is between the age of 25 years and below 75 years eligible to become Independent Director (ID);
- b. He has to fulfill the requirements as per section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement;
- c. Adhere to the code of conduct as per Schedule IV to the Companies Act, 2013;
- d. Strictly adhere to the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;
- e. Independent Director should have adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;
- f. Independent Director should be able to devote time for the Board and other meetings of the company;
- g. Entitled for sitting fees and Reasonable conveyance to attend the meetings; and
- h. Able to review the policy, participate in the meeting with all the stakeholders of the company at the Annual General Meeting.

RISK MANAGEMENT POLICY

The company has developed Risk Management Policy mainly covering the following areas of concerns

1. License and policy of respective government all over the world in connection with Movies and serials. .
2. Adequate policy in connection with foreign exchange, management fluctuations thereof duly placed before the Board.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to Board.

AUDITORS:

STATUTORY AUDITORS

At the Annual General Meeting held on August 14, 2014, M/s. Motilal & Associates, Chartered Accountants, were appointed as statutory auditors of the Company to hold office till the conclusion of the 22nd Annual General Meeting to be held in the calendar year 2015.

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Motilal & Associates, Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders.

In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

SECRETARIAL AUDITOR

M/s. Manoj Shaw & Associates Company Secretaries in Practice was appointed to conduct the secretarial audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules there under.

The Board has appointed M/s. Manoj Shaw & Associates, Company Secretary in Practice, as secretarial auditor of the Company for the financial year 2015-16.

AUDITORS REPORT

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self-explanatory and do not call for any comments under section 134 of the companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the Section 134(3)(c) and Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm:

- 1) That in the preparation of the accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 2) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- 3) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) That the Directors have prepared the accounts for the financial year ended 31st March 2015 on a 'going concern' basis.
- 5) The internal financial controls laid and have been followed by the company and that such controls are adequate and are operating effectively. Such controls means controls and policies and procedures adopted and adherence by the company for orderly and efficient conduct of the business for safeguarding assets, prevention and detection of frauds and errors and maintenance of accounting records and timely preparation of financial statements and review its efficiency.
- 6) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

As required by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 the relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) CONSERVATION OF ENERGY:

The Company continues its policy of encouraging energy conservation measures. The regular review of energy consumption and the systems installed to control utilization of energy is undertaken.

B) RESEARCH & DEVELOPMENT ACTIVITIES:

There is a dedicated team being formed which conduct market research. Continuous efforts are being made to improve reliability and quality through in house R&D efforts and presently the R&D is headed by Mr. Harsh Jain.

C) TECHNOLOGY ABSORPTION:

The Company is equipped with world class technologies.

D) FOREIGN EXCHANGE EARNINGS & OUTGO:

	(Rs. in Lacs)	
	2014-2015	2013-2014
a. Foreign Exchange Earned	00	00
b. Foreign Exchange Used	00	00

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Fraud and Risk Management Policy (FRM) to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

RELATED PARTY TRANSACTIONS/CONTRACTS:

Pursuant to the Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contract or arrangement entered into by the Company with related parties referred to in Section 188(1), the details of such related party transactions are available in the Note 1(2)(5) to the Standalone financial statements section of the Annual Report.

Considering the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the members of the Company and others entitled thereto. The said information is available for inspection at the registered office of the Company during business hours from 11 a.m to 2 p.m on working days of the Company up to the date of the ensuing Annual General Meeting. Any shareholder interested in obtaining a copy thereof, may write to the Company Secretary in this regard.

CORPORATE GOVERNANCE:

A Report on Corporate Governance along with a Certificate from M/s. Motilal Jain & Associates. Chartered Accountant regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with Stock Exchange forms part of this Report.

INSURANCE OF ASSETS

All the fixed assets and material of the company have been insured against fire and allied risks if any.

BANK AND FINANCIAL INSTITUTIONS

Directors are thankful to their bankers for their continued support to the company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Business Outlook

Before discussing the business outlook and future plans it is useful to give a brief overview of the Indian Economy. The Indian economic growth continued to be slow for the second straight year, recording a GDP growth of 4.7% in 2013- 14, compared with 4.5% in 2012-13. Fiscal deficit was recorded at 4.6%, better than the targeted 4.8%. The year FY14 was one of the worst years for manufacturing since 1999-2000, contracting by 0.2% compared with a 1.1% growth in 2012-13.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

EXTRACT OF ANNUAL RETURNS

Pursuant to the Section 134(3)(a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return is Form MGT-9 is Annexure-V.

HUMAN RESOURCES MANAGEMENT:

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the company. The relationship with the workers has continued to be cordial.

To ensure good human resources management at the company, we focus on all aspects of the employee lifecycle. This provides a holistic experience for the employee as well. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs.

As per provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is Annexure-VI to this Board's report.

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee(s) drawing remuneration in excess of limits set out in said rules forms part of the annual report.

Risk and Concerns

Lack of liquidity and unavailability of funds could impact day-to-day operations.

Internal Control Systems and their adequacy

Your Company has appropriate internal control systems relating to its areas of operations. Our internal control systems are adequate and provide, among other things, reasonable assurance of recording transactions of operations in all material respects and of providing protection against significant misuse or loss of Company assets. The Company witnessed profit during the year under review.

Developments in Human Resources

Since the Company is looking for new avenues of businesses, the challenge to recruit employees with the right knowledge and skill is very important.

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectation may be 'forward looking' within the meaning of applicable laws and regulations. Actual results and planning might differ materially from those expressed or implied.

DEMATERIALIZATION OF EQUITY SHARES

The Company's equity shares are available for trading in the Depository systems of the Central Depository Services (India) Limited (CDSL) and in the National Securities Depository Limited (NSDL). The International Security Identification Number (ISIN) allotted to Monotype India Limited is INE811D01024 for the equity shares of your Company. The status of Equity Capital exists in Electronic Form and Physical Form as on March 31st, 2015 is as under:

Particulars	No. of Shares	Percentage (%)
Electronic Mode		
NSDL	6,54,973	0.09
CDSL	1,39,06,746	1.98
Physical Mode	68,85,60,170	97.93
Total :	70,31,21,889	100

CORPORATE GOVERNANCE

Your Company has successfully implemented the mandatory provisions of Corporate Governance in accordance with the provisions of Clause 49 of the Listing Agreement of the Stock Exchanges. Separate Reports on Corporate Governance are included in the Annual Report and Certificate dated 30th May, 2015 of the Auditors of your Company confirming the compliance of conditions of Corporate Governance is also annexed thereto.

AUDITORS REPORT

In respect of observation made by the Auditors in their Report, your Directors wish to state that the respective notes to the accounts are self-explanatory and do not call for any further comments.

INDUSTRIAL RELATIONS

During the year under review, your Company had cordial and harmonious industrial relations at all levels of the Organization.

APPRECIATION

Your Directors place on record their deep appreciation for the continued, support and co - operation extended to the Company by the Banks, Government departments and other agencies. Your Directors thanks our esteemed shareholders for your continued support.

Your Directors place on record their appreciation of the dedication and commitment of your Company's employees and look forward to their support in the future as well.

For and on behalf of the Board

Place: Kolkatta
Date: 14th August 2015

Sd/-
(Naresh Manakchand Jain)
DIN : 00291963
Whote Time Director

Sd/-
(Harsh Jain)
DIN : 02457584
Director

CORPORATE GOVERNANCE REPORT

1. The Company's Philosophy on Code of Corporate Governance

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. The Company believes that good Corporate Governance practices should be enshrined in all activities of the Company. This would ensure efficient conduct of the affairs of the Company and help the Company achieve its goal of maximizing value for all its stakeholders. The Company has a strong legacy of fair, transparent and ethical governance.

The Company recognizes that good Corporate Governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all the stakeholders.

2. Board of Directors

The Board of Directors as on the date consist of Six Directors out of whom 3 (Three) are Independent Directors. The Chairman of the Company is Executive Director. The composition of Board is in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Name	Category	No of outside Directorship(s) held in Public Limited and Private Limited Companies		No. of Board Committee position held in other Public Limited Companies	
		Private	Public	Chairman	Member
Shri Naresh Manakchand Jain	Whole Time Director	6	2	1	1
Shri Rohitash Bhomia	Executive Director	-	1	-	1
Shri Ashish Sethi	Non-Executive Independent Director	-	-	-	-
Shri Akhilesh Vijaychand Jain	Non-Executive Independent Director	10	-	-	-
Shri Harsh Jain	Executive Director	4	-	-	-
Mrs. Sudarshana Mitra	Non-Executive Independent Director	1	1	-	1

3. Board Meetings

The Board held 6 (Six) Meetings during the year 2014 - 2015 on 28.05.2014, 13.08.2014, 13.11.2014, 11.02.2015, 28.02.2015, 18.03.2015.

Attendance of Directors at Board Meetings and at the Annual General Meeting

Name of the Directors	No. of Board Meetings Attended	Whether Attended the Last AGM
Shri Naresh Manakchand Jain	6	YES
Shri Rohitash Bhomia	4	YES
Shri Ashish Sethi	6	YES
Akhilesh Vijaychand Jain	6	YES
Shri Harsh Jain	3	NO
Mrs. Sudarshana Mitra	0	NO

The Board ensures compliance of all laws applicable to the Company and takes steps to rectify non-compliances, if any.

NOTES:

1. The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution to the Board and Company. Each and every related party transaction are very well scrutinized and checks were made so that the Company is a beneficiary.
2. During the period the Company received notices/declarations from the Independent Directors as per Schedule IV and section 149 (6) of the Companies Act, 2013.
3. The Company recommended for the consideration of the members about the appointment of all the independent directors for a period of 5years effective from 13th November, 2014. Details of Directors are separately mentioned in the Explanatory Statement to the Notice.
4. Mrs. Sudarshana Mitra is the women directors to the Board.
5. The Board has also to set up a committee to meet with the women's grievances in line with "Vishakha Guidelines"
6. The Chairman also to set up a Whistleblower mechanism in line with the policy of the company and as per SEBI notification CIR/CFD/POLICY CELL/2/2014 read with section 177 of Companies Act, 2013.

4. Committees of the Board**(a) Audit Committee**

The Audit Committee oversees the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditors and fixation of their remuneration, to review and discuss with the Auditors, adequacy of the internal audit system, major accounting policies, practices and entries, compliance with accounting standards and Listing Agreements and other legal requirements concerning financial statements and related party transactions, if any, and to review the financial statements before they are submitted to the Board of Directors.

Composition and Attendance

During the year 2014-2015, 4 (Four) Meetings of the Audit Committee were held on 28th May,2014,13th August,2014, 13th November,2014 and 11th February,2015.

Name of the Members	Category	No. of Meetings Attended
Shri Naresh Manakchand Jain	Whole Time Director	4
Shri Ashish Sethi	Independent Director	4
Akhilesh Vijaychand Jain	Independent Director	4

Powers of the Audit Committee

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;

- f. Disclosure of any related party transactions; and
- g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(b) Remuneration Committee

The Company has formed a remuneration committee. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practices and the requirements of law. The Company does not have any stock option plan or performance linked incentives for its directors. The Company has not paid any remuneration to any of its directors.

Sr.No.	Name of Members	Designation
1	Mr. Akhilesh Vijaychand Jain	Chairman
2	Mr. Ashish Sethi	Director
3	Mr. Naresh Manakchand Jain	Director

ROLE OF THE COMMITTEE:

The role of Nomination and Remuneration Committee is as follows:

- 1) Determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- 2) Determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- 3) Identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- 4) Reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- 5) Reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- 6) Determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- 7) Evaluating performance of each Director and performance of the Board as a whole;

C. RISK MANAGEMENT COMMITTEE

Brief description and terms of reference

The Company has a well-defined risk management framework in place. Further, your Company has established procedures to periodically place before the Board, the risk assessment and minimization procedures being followed by the Company and steps taken by it to mitigate these risks. The risk management measures and controls are presented to the Members of the Audit Committee and the Board of the Company.

Composition of Risk Management Committee as on 31st March, 2015

Sr.No.	Name of Members	Designation
1.	Mr. Naresh Jain	Chairman
2.	Mr. Ashish Sethi	Director
3.	Mr. Akhilesh Vijaychand Jain	Director

d. Share Transfers and Shareholders/Investors Grievance Committee.**Terms of reference**

The Committee into issues relating to share, including transfer/transmission of shares, issue of duplicate share certificates, non-receipt of dividend, annual reports etc. The Committee meets to review status of investor grievances, rectify transfers, approve transmission of shares and issue duplicate share certificates from time to time. Besides, officers of the Company have been authorized to approve issue of share certificates, approve transfer/ transmission of shares, consolidation, sub-division, and split of share certificates.

Shares Transfer Committee**Brief description and Terms of Reference**

The Board has delegated the powers to a committee to approve transfer/transmission of shares and attend to all other matters related thereto.

Composition of Shares Transfer Committee as on 31st March, 2015

Sr.No.	Name of Members	Designation
1	Mr. Naresh Jain	Chairman
2	Mr. Akhilesh Jain	Director
3	Mr. Harsh Jain	Director

Company has conducted Shares Transfer Committee meetings on.

April – June	July – September	October – December	January – March
03/04/2014	15/07/2014	25/10/2014	06/02/2015
08/05/2014	29/07/2014	25/11/2014	09/03/2015
22/05/2014	12/08/2014	19/12/2014	14/03/2015
12/06/2014	25/08/2014		18/03/2015
23/06/2014	10/09/2014		
	27/09/2014		

Name of the Compliance Officer – Mr. Pradeep Gupta

Email Id: monotypeindialtd@gmail.com

Compliance Officer

The Board has designated Shri Pradeep Gupta Company Secretary and the Compliance officer of the Company, as the Compliance Officer w.e.f 06th April,2015. Ms. Sayani Datta was the Company Secretary and the Compliance officer of the Company from 2nd February,2015 to 03rd April,2015.

Shareholders/Investors' Grievance Committee:**Composition of Shareholders/ Investors' Grievance Committee**

Name	Category
Shri Naresh Manakchand Jain	Director
Shri Akhilesh Vijaychand Jain	Director
Shri Harsh Jain	Director

There are no outstanding complaints and no shares were pending for transfer as on 31st March, 2015.

MANAGEMENT REVIEW AND RESPONSIBILITY**FORMAL EVALUATION OF OFFICERS**

The Remuneration Committee of the Board approves the compensation and benefits for all executive Board members. Another committee, headed by the Executive Directors, reviews, evaluates and decides the annual compensation of our officers from the level of executive upwards.

DISCLOSURES**1) RELATED PARTY DISCLOSURES:**

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors, their relatives etc. that may have potential conflict with the interest of the Company at large: None of the transaction with any of the related parties was in conflict with the interested of the Company.

2) ACCOUNTING TREATMENT:

The account treatments are in accordance with the applicable accounting standard. The company has not altered or adapted any new standard.

3) COMPLIANCE BY THE COMPANY:

Details of non-compliance by the Company, penalties, and stricture imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years:

4) The Company has complied with the requirement of regulatory authorities on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years.

5) CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) regulations, 1992 as amended, the Company has adopted a "Code of Conduct for Prevention of Insider Trading. Mr. Pradeep Gupta is the Compliance Officer for this purpose.

6. (a) General Body Meetings:

The Last three Annual General Meetings were held as per the details given below:

YEAR	DATE	TIME	VENUE
2013-2014	30.09.2014	01.30 P.M	Emami Conference Hall, Association Associaton of Corporate Advisers & Executives, 6 Lyons Range, 3 rd Floor, Unit 2, Kolkata- 700001.
2012-2013	28.09.2013	04.00 P.M	Emami Conference Hall, Association Associaton of Corporate Advisers & Executives, 6 Lyons Range, 3 rd Floor, Unit 2, Kolkata- 700001.
2011-2012	29.09.2012	04.00 P.M	Emami Conference Hall, Association Associaton of Corporate Advisers & Executives, 6 Lyons Range, 3 rd Floor, Unit 2, Kolkata- 700001.

(b) Postal Ballot

During the year ended 31st March, 2015, no resolution was passed by the Company's shareholders requiring voting by postal ballot. At the ensuing Annual General Meeting also, there is no resolution proposed to be passed through postal ballot.

(c) Meaning of Communication

- i. Quarterly results are published in leading newspapers like Financial Express and Kalantar/ Arthik lipi
- ii. Management Discussion and Analysis Report forms part of the Director's Report.

7. General Shareholder Information**(a) Date, Time and Venue of Annual General Meeting:**

The Annual General Meeting of the Company will be held on 30th September, 2015 at 04.00 P.M at 7/2 K.B Sarani, Jessore Road, Near ILS Hospital, Opp Bhutan Consulate, Kolkata - 700080

(b) Financial Calendar (tentative and subject to change)

The Company expects to announce the unaudited quarterly results for the year 2013-2014, as per the following schedule:

Financial Reporting for the quarter ending June 30, 2014	August 13, 2015.
Financial Reporting for the quarter ending September 30, 2014	November 14, 2015
Financial Reporting for the quarter ending December 31, 2014	February 14, 2016.
Financial Reporting for the quarter ending March 31, 2015	May 14, 2016.

(C) Date of Book Closure

Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2015 to 30th September, 2015 (both the days inclusive) for the purpose of forthcoming Annual General Meeting.

(d) Dividend Payment Date

The Board of Directors has not recommended any dividend for the financial year 2014-2015.

(e) Listing on Stock Exchanges**(i) Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers, Dalal Street,
25th Floor, Mumbai – 400 001

(ii) Calcutta Stock Exchange Association Limited

7, Lyons Range, Kolkata – 700 001.

(f) Stock Code

The Bombay Stock Exchange Limited	:	505343
The Calcutta Stock Exchange Association Limited	:	23557
International Securities Identification Number (ISIN)	:	INE811D01024

(g) Stock Market Data

Market Price Data- Monthly high/low of Company's Equity shares during the financial year 2013-2014 on the BSE along with performance in comparison to BSE Sensex is given as under:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares
Apr-14	160.00	160.00	152.00	153.00	2349
May-14	153.00	165.35	145.35	165.35	563
Jun-14	173.60	240.00	173.60	225.00	753
Jul-14	236.25	239.00	227.05	227.05	22
Aug-14	238.00	238.00	218.00	218.00	6
Sep-14	228.90	228.90	228.90	228.90	4
Oct-14	217.50	225.00	176.90	176.90	47
Nov-14	175.00	189.00	175.00	180.00	17
Dec-14	178.00	178.00	152.10	153.90	1254
Jan-15	160.00	160.00	137.30	137.30	125
Feb-15	137.00	137.00	130.50	130.50	23
Mar-15	130.50	150.90	15.00	16.30	502655

(h) Registrar and Transfer Agents for shares held in Physical as well as Depository mode:

Niche Technologies Pvt Ltd
D- 511, Bagree Market,
71 B R B Basu Road,
Kolkata - 700001.
Ph -91-33-22357270/22357271
Fax - 91-33-22156823
nichetechpl@nicetechpl.com

(i) Share Transfer System

The Board has delegated the power of share transfer to Shareholders/Investors' Grievance Committee. The Committee holds meeting at regular intervals to consider all matters concerning transfer and transmission of Shares.

(j) Distribution and Shareholding Pattern

Distribution of shareholding of the Company as on March 31, 2015:

Range of Equity Shares	No of Shareholders	% of total holders	No. of Shares	% to Total
Up to 500	480	11.97	70,027	0.01
501 - 1000	188	4.69	1,44,120	0.02
1001 - 5000	418	10.42	9,50,375	0.13
5001 - 10000	86	2.14	6,33,870	0.09
10001 - 50000	735	18.33	2,64,89,005	3.76
50001 - 100000	1068	26.64	9,66,55,995	13.74
100001 - Above	1033	25.77	57,81,78,497	82.23
Total	4008	100.00	70,31,21,889	100.00

(k) Shareholding Pattern of the Company as on March 31, 2015:

Category		Nos. of Shares held	Percentage of Holding
A	Promoter and Promoter Group		
	1. Indian Promoters	177377852	25.23
	2. Foreign Promoters	-	-
	Sub Total	177377852	25.23
B	Public Shareholding		
	1. <u>Institutional Investors</u>		
	- Mutual Funds & UTI		
	- Banks, Financial Institutions, Insurance Companies	142200	0.02
	- Central Government/State Government(s)		
	- Foreign Institutional Investors		
	2. <u>Non-Institutional Investors</u>		
- Bodies Corporate	8171926	1.06	
- Individuals/ HUFs/Others	517429911	73.71	
- NRIs			
	Sub Total	525744037	74.77
	Total	703121889	100

(l) PAN Requirement

SEBI had vide its circulation no. MRD/DOP/Cir – 05/2009 dated 20–05–2009 made the requirement of PAN Card of all Transferee(s) compulsory in case of all Physical Transfer of Shares.

(m) Outstanding GDRs/ADRs/Warrants or any other Convertible Instrument

Company has not issued any GDRs/ ADRs/ Warrants or any other convertible instruments or any issue (public issue, right issue, preferential issue etc.) which likely to have impact on Equity Share Capital of the Company.

(l) Address for Correspondence

The shareholders may address their communications/ suggestions/ grievances/ queries to:

MONOTYPE INDIA LIMITED

Shantiniketan Building, 3rd Floor,

Room No 314, 8 Camac Street

Kolkata-700017

Email: monotypeindialtd@gmail.com

ANNEXURE TO THE REPORT OF THE DIRECTORS**CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF
CONDITIONS OF CORPORATE GOVERNANCE**

To,
The Shareholders of
MONOTYPE INDIA LIMITED

We have examined the compliance conditions of Corporate Governance by MONOTYPE INDIA LIMITED for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company entered into with the Stock Exchanges in India.

The compliance conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance stipulated in the abovementioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Motilal & Associates.
Firm Registration No 106584W
Chartered Accountants

Sd/-

(Motilal Jain)
Proprietor
Membership No 36811

Place: Mumbai
Date: 30th May, 2015

ANNEXURE-V FORM NO. MGT 9			
EXTRACT OF ANNUAL RETURN			
as on financial year ended on 31.03.2015			
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.			
I	REGISTRATION & OTHER DETAILS:		
i	CIN	L72900WB1974PLC029679	
ii	Registration Date	30/09/1974	
iii	Name of the Company	MONOTYPE INDIA LIMITED	
iv	Category/Sub-category of the Company	Public Company	
v	Address of the Registered office & contact details	Shantiniketan Building, 3rd Floor, Room No 314, 8 Camac Street, Kolkata - 700017	
vi	Whether listed company	Yes	
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Pvt. Ltd ,D- 511, Bangree Market, 71 B R B Basu Road, Kolkata, West Bengal, 700001 - 033-22357270/22357271	
II	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY		
	All the business activities contributing 10% or more of the total turnover of the company shall be stated		
SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Revenue from Other Operations	N.A	100
III	PARTICULARS OF HOLDING SUBSIDIARY & ASSOCIATE COMPANY		
	NIL		
IV	SHARE HOLDING PATTERN(EQUITY SHARE CAPITAL BREAKUP AS % OF TOTAL EQUITY		

A. Category-wise Shareholding	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the year
	31/03/2014				31/03/2015				
	Demat	Physical	Total	% of Total TOTSHR	Demat	Physical	Total	% of Total TOTSHR	
A. Promoters									
(1) Indian									
(g) Individuals/ HUF	0	0	0	0.00	0	5850452	5850452	0.832	0.831
(h) Central Govt	0	0	0	0.00	0	0	0	0.00	0.000
(i) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.000
(j) Bodies Corp.	1225031	15829	1240860	75.272	12250310	159277090	171527400	24.395	-50.877
(k) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.000
(l) Any Other....									
* DIRECTORS	0	0	0	0.00	0	0	0	0.00	0.000
* DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.000
* PERSON ACTING IN CONCERN	0	0	0	0.00	0	0	0	0.00	0.000
Sub Total (A)(1):-	1225031	15829	1240860	75.272	12250310	165127542	177377852	25.227	-50.045
(2) Foreign									
(a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.000
(b) Other Individuals									
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.000
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.000
(e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.000
Sub Total (A)(2):-	0	0	0	0.00	0	0	0	0.00	0.000
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1225031	15829	1240860	75.272	12250310	165127542	177377852	25.227	-50.045
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.000
(b) Banks FI	14000	220	14220	0.863	140000	2200	142200	0.020	-0.843
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.000
(d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.000
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.000
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.000
(g) FIs	0	0	0	0.00	0	0	0	0.00	0.000

(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.000
(i) Others (specify)									
* U.T.I.	0	0	0	0.00	0	0	0	0.00	0.000
* FINANCIAL INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.000
* I.D.B.I.	0	0	0	0.00	0	0	0	0.00	0.000
* I.C.I.C.I.	0	0	0	0.00	0	0	0	0.00	0.000
* GOVERNMENT COMPANIES	0	0	0	0.00	0	0	0	0.00	0.000
* STATE FINANCIAL CORPORATION	0	0	0	0.00	0	0	0	0.00	0.000
* QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.000
* ANY OTHER	0	0	0	0.00	0	0	0	0.00	0.000
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0.00	0	0	0	0.00	0.000
* PRIVATE SECTOR BANKS	0	0	0	0.00	0	0	0	0.00	0.000
Sub-total (B)(1):-	14000	220	14220	0.863	140000	2200	142200	0.020	-0.843
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	99992	7262	107254	6.506	1516680	6655246	8171926	1.162	-5.344
(iii) Overseas	0	0	0	0.00	0	0	0	0.00	0.000
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	25863	188460	214323	13.001	388933	123539364	123928297	17.625	4.624
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	70000	0	70000	4.246	1500	393028211	393029711	55.898	51.652
(c) Others (specify)									
* N.R.L. (NON-REPAT)	0	0	0	0.00	0	0	0	0.00	0.000
* N.R.L. (REPAT)	400	0	400	0.024	4000	91706	95706	0.014	-0.010
* FOREIGN CORPORATE BODIES	0	0	0	0.00	0	0	0	0.00	0.000
* TRUST	0	0	0	0.00	0	200000	200000	0.028	0.028
* HINDU UNDIVIDED FAMILY	0	0	0	0.00	5847307	0	0	0.00	0.000
* EMPLOYEE	0	0	0	0.00	0	0	0	0.00	0.000
* CLEARING MEMBERS	1439	0	1439	0.087	106197	70000	176197	0.025	-0.062
* DEPOSITORY RECEIPTS	0	0	0	0.00	0	0	0	0.00	0.000
Sub-total (B)(2):-	197694	195722	393416	23.865	137770572	504450	525601837	74.753	50.888
Total Public Shareholding (B) = (B)(1)+(B)(2)	211694	195942	407636	24.728	138415853	508300	525744037	74.773	50.045
C. TOT SHR held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.000
GrandTotal(A + B + C)	1436725	211771	1648496	100.00	158991950	508300	703121889	100.00	0.000
Other	0	0	0	0.00	0	0	0	0.00	0.000

B. Shareholding of Promoters

SI No.	ShareHolder's Name	ShareHolding at the beginning of the year 31/03/2014			Shareholding at the end of the year 31/03/2015			% change in share holding during the year
		No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	
1	Swagatam Tradevin Ltd	1240860	75.272	0	12408600	1.765	0	-73.507
2	Innocent Investment Consultants (P) Ltd	0	0.00	0	83167800	11.828	0	11.828
3	Sandeep Ispat Traders (P) Ltd	0	0.00	0	75951000	10.80	0	10.802
4	Harsh Jain	0	0.00	0	452	0.00	0	0.00
5	Naresh Jain	0	0	0	5850000	0.832	0	0.832

C. Change in Promoter's Shareholding:

SI No.	ShareHolder's Name	ShareHolding at the beginning 31/03/2014		Cumulative Shareholding 31/03/2015		
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	Type
1	Swagatam Tradevin Ltd	1240860	75.272	12408600	-73.507	Split/Merger
2	Innocent Investment Consultants (P) Ltd	0	0.00	83167800	11.828	Merger
3	Sandeep Ispat Traders (P) Ltd	0	0.00	75951000	10.802	Merger
4	Harsh Jain	0	0.00	452	0	Merger
5	Naresh Jain	0	0	5850000	0.832	Merger

D. Shareholding Pattern of top ten Shareholders:

Sl No.	ShareHolder's Name	ShareHolding at the beginning 31/03/2014		Cumulative Shareholding 31/03/2015		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	MOTISONS SHARES PRIVATE LIMITED	93335	5.662			
	7/4/2014	-459	-0.028			Sell
	3/17/2015	-92876	-5.634	928760	56.34	Split
	3/31/2015			928760	0.13	
2	G PRASHANTH NARAYAN	70000	4.246			
	6/30/2014	-70000	4.246			Sell
	3/31/2015			0	-	
3	CANARA BANK	14000	0.849			
	3/17/2015	-14000	-0.849	140000	8.49	Split
	3/31/2015			140000	0.02	
4	AJAY KUMAR KAYAN	7450	0.452			
	3/17/2015	-7450	-0.452	74500	4.52	Split
	3/31/2015			74500	0.01	
5	SUMAN SAHGAL	3132	0.19			
	3/17/2015	-3132	-0.19	31320	1.90	Split
	3/31/2015			31320	0.00	
6	BRIJKUNWAR DEVI MAHESHWARI	3000	0.182			
	3/17/2015	-3000	-0.182	30000	1.82	Split
	3/31/2015			30000	0.00	
7	SONI MANJIT SINGH	2900	0.176			
	3/17/2015	-2900	-0.176	29000	1.76	Split
	3/31/2015			29000	0.00	
8	RUTH ANNAMALAI	2830	0.172			
	3/17/2015	-2830	-0.172	28300	1.72	Split
	3/31/2015			28300	0.00	
9	MAHENDRA KANTILAL PATEL	2550	0.155			
	3/17/2015	-2550	-0.155	25500	1.55	Split
	3/31/2015			25500	0.00	
10	KETTY FIROZE IRANI	2500	0.152			
	3/17/2015	-2500	-0.152	25000	1.52	Split
	3/31/2015			25000	0.00	

E. Shareholding of Directors and Key Managerial Personnel:

Sl No.	ShareHolder's Name	ShareHolding at the beginning 31/03/2014		Cumulative Shareholding 31/03/2015		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	Naresh Jain	-	-	5850000	0.832	Merger
2	Harsh Jain	-	-	452	0.000	Merger

V INDEBTEDNESS

(amt in Rupees)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount		3976084		
ii) Interest due but not paid		-		
iii) Interest accrued but not due				
Total (i+ii+iii)		3976084		
Change in Indebtedness during the financial year				
Additions		1107419336		
Reduction		232712606		
Reinstatement		-		
Net Change		874706730		
Indebtedness at the end of the financial year				
i) Principal Amount		882950093		
ii) Interest due but not paid		82257659		
iii) Interest accrued but not due		-		
Total (i+ii+iii)		965207752		

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

SI.No	Particulars of Remuneration	Name of the MD/WTD/Manager/Director		
		Naresh Jain	Harsh Jain	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.			
		18,00,000		
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock option			
3	Sweat Equity			
4	Commission			
	as % of profit			
	others (specify)			
5	Others, please specify			
	Total (A)	18,00,000		18,00,000
	Ceiling as per the Act			

B. Remuneration to other directors:

SI.No	Particulars of Remuneration	Name of the Directors		
		AKHILESH VIJAYCHAND JAIN	ASHISH SETHI	SUDARSHANA MITRA
1	Independent Directors			
	(a) Fee for attending board committee meetings			
	(b) Commission			
	(c) Others, please specify			
	Total (1)			
2	Other Non Executive Directors			
	(a) Fee for attending board committee meetings			
	(b) Commission			
	(c) Others, please specify.			
	Total (2)			
	Total (B)=(1+2)			
	Total Managerial Remuneration			
	Overall Ceiling as per the Act.			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SI. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Sayani Datta Company Secretary	N.A
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.		25500.00	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	as % of profit			
	others, specify			
5	Others, please specify			
	Total	Same as Whole Time Director	25500.00	0.00

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY- NIL					
Penalty					
Punishment					
Compounding					
B. DIRECTORS - NIL					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT - NIL					
Penalty					
Punishment					
Compounding					

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s MONOTYPE INDIA LIMITED
Shantiniketan Building, 3rd Floor,
Room No 314, 8 Camac Street,
KOLKATA-700017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s MONOTYPE INDIA LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the M/s MONOTYPE INDIA LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31st, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s MONOTYPE INDIA LIMITED for the financial year ended on March 31st, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)
- (vi) We have relied on the representation made by the Company and its Officers for systems and mechanism framed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified hence Not applicable to the Company during the Audit Period.)
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

Management's Responsibility:

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observations:

The Shareholding pattern needed to be submitted within 21 days of the end of the quarter to the stock exchange as per Clause 35 of the Listing Agreement, but the shareholding pattern for the quarter ended September, 2014 was submitted after the 21 days from the quarter end.

The Company has not appointed an internal auditor pursuant to the provisions of Section 138 of the Companies Act, 2013.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has accorded the consent to the Board of Directors for the following specific events/action having a major bearing on the company's affairs.

The Company has received approval from the Hon'ble High Court of Calcutta dated 09th Day of December, 2014 in connection with the Company Application number 1053 of 2011 and the petition number 619 of 2013, regarding Amalgamation of M/s. Mono Herbicides Limited (MHL), M/s. Gateway Distributor Limited (GDL), M/s. Unicorn Vyapaar Limited (UVL), M/s. Subhankar Vinimay Limited (SVL), M/s. Swagatam Tradevin Limited and Lotus Financial Management Private Limited with Monotype India Limited (MIL) the Transferee Company pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and consolidation, and Sub-Division of Capital of the Transferor as well as transferee Company Wherever the face value of Rs.10/- each of the paid up or authorized equity capital is mentioned in the transferor companies or transferee company, for the purpose of this scheme the same will be sub-divided into face value of Rs.1/- each to maintain the uniformity.

· The Company has made the application to BSE for the Listing of the 68,66,36,929 equity shares which is pending for approval.

· The company has increased its authorised capital and change its main object as per order of High Court, Calcutta during the period under audit.

Place : Kolkata
Date: 30.05.2015

Sd/-
Proprietor : Manoj Prasad Shaw
Name of Firm: M/s Manoj Shaw & Co.
FCS No. 5517
C P No.: 4194

MANAGEMENT RESPONSIBILITY STATEMENT

The Financial Statements are in full conformity with the requirements of the Companies Act, 1956 and the Accounting Standards issued by the Central Government. The Management of the Company accepts responsibility for the integrity and objectivity of these financial statements, as well as, for estimates and judgments relating to matters not concluded by the year-end. The management believes that the financial statements reflects fairly the form and substance of transactions and reasonably presents the Company's financial condition and results of operations. To ensure this, the Company has installed a system of internal controls, which is reviewed, evaluated and updated on an ongoing basis. Our auditors have conducted audits to provide reasonable assurance that the company's established policies and procedures have been followed. However, there are inherent limitations that should be recognized in weighing the assurances provided by any system of internal controls. These financial statements have been audited by Motilal & Associates, Chartered Accountants, Mumbai the Statutory Auditors of the Company.

FOR AND ON BEHALF OF THE BOARD

Place: Kolkata
Date : August 13th,2015

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

CODE OF CONDUCT DECLARATION

Pursuant to the clause 49I(D) of the Listing Agreement entered into with the stock exchange , I hereby declare that all the Board members and senior management personnel of the Company have affirmed compliance with the code of conduct for the year ended March 31, 2015.

FOR AND ON BEHALF OF THE BOARD

Place: Kolkata
Date : August 13th,2015

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

Independent Auditor's Report

To the Members of Monotype India Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Monotype India Limited ('the Company'), which comprise the balance sheet as at 31st March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) Account has been drawn under going concern concept.
 - (f) on the basis of the written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements, if any.
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts, if any; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, if applicable.

For Motilal & Associates
Chartered Accountants
Registration No.:106584W

Sd/-
(Motilal Jain)
M. No. 036811

Place : Kolkatta
Date : 30/05/2015

ANNEXURE TO THE AUDITORS' REPORT

Issued by the Central Government under sub section 11 of section 143
of the Companies Act, 2013, (18 of 2013)

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

- (I)
- a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) The Company has regular programme of physically verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (II) The Company is a service company. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- (III)
- (a) The Company has granted loans to two bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- (c) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- (IV) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. The activities of the Company do not involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- (V) The Company has not accepted any deposits from the public.
- (VI) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (VII)
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, there are no amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable..

- (b) According to the information and explanations given to us, following dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.

Name of the statute	Nature of the dues	Amount
Central Excise Act, 1944	Central Excise	16,34,397

- (c) According to the information and explanations given to us, no amounts were required to be transferred to the investor education and protection fund.
- (VIII) The Company has accumulated losses amounting to Rs.2,71,46,928 at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (IX) The Company has not defaulted in repayment of any dues payable to financial institutions, banks or debenture holders during the year.
- (X) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (XI) According to the information and the explanations given to us, the Company did not apply for term loans during the year.
- (XII) During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

For Motilal & Associates
Chartered Accountants
Registration No.:106584W

Sd/-
(Motilal Jain)
Partner
M. No. 036811

Place : Kolkatta
Date : 30/05/2015

Balance Sheet as at 31 March 2015

(Amount in Rupees)

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
1	2	3	4
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	728,121,889	41,484,960
(b) Reserves and surplus	3	4,489,779	(44,351,778)
(c) Money received against share warrants		-	-
2 Share application money pending allotment		-	-
3 Non-current liabilities			
(a) Long-term borrowings	4	112,261,344	-
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long-term provisions	5	2,067,722	-
4 Current liabilities			
(a) Short-term borrowings	6	852,946,408	3,976,084
(b) Trade payables	7	44,584,583	-
(c) Other current liabilities	8	14,737,627	36,517
(d) Short-term provisions	9	3,572,326	5,422
TOTAL		1,762,781,679	1,151,205
II. ASSETS			
Non-current assets			
1 (a) Fixed assets	10		
(i) Tangible assets		5,644,374	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	
(d) Long-term loans and advances	11	397,153,370	39,235
(e) Other non-current assets		-	-
2 Current assets			
(a) Current investments		-	-
(b) Inventories	12	1,058,754,557	-
(c) Trade receivables	13	1,031,209	742,500
(d) Cash and cash equivalents	14	1,063,030	369,470
(e) Short-term loans and advances	15	296,412,208	-
(f) Other current assets	16	2,722,930	-
TOTAL		1,762,781,678	1,151,205

See accompanying notes to the Financial Statements.

0 0

Notes

1

For Motilal & Associates

On Behalf of the Board

Chartered Accountants

For Monotype India Limited

Firm Regn No. 106584W

(CIN : L72900WB1974PLC029679)

Sd/-

Motilal Jain

Partner

Membership No.36811

Sd/-

(Naresh Jain)

DIN: 291963

Whole Time Director

Sd/-

(Harsh Jain)

DIN: 2457584

Director

Date : 30/05/2015

Place : Kolkata

Profit and loss statement for the year ended 31 March 2015

(Amount in Rupees)

	Particulars	Note No.	Figures as at the	Figures as at the
			end of current reporting period	end of the previous reporting period
	1	2	3	4
I	Revenue from operations	17	307,324,700	-
II	Increase in Inventories of FG/WIP/Stock-in-trade	18	243,152,315	-
III	Other income	19	23,111,692	250,000
IV	Total Revenue (I + II + III)		573,588,708	250,000
V	Expenses:			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade	20	455,645,798	-
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
	Employee benefits expense	21	1,849,500	-
	Finance costs	22	96,803,487	-
	Depreciation and amortization expense	10	727,238	-
	Other expenses	23	2,953,378	196,560
	Total expenses		557,979,401	196,560
VI	Profit before exceptional and extraordinary items and tax (III - IV)		15,609,307	53,440
VII	Exceptional items		-	-
VIII			15,609,307	53,440
	Profit before extraordinary items and tax (V - VI)			
IX	Extraordinary items		-	-
X	Profit before tax (VII- VIII)		15,609,307	53,440
XI	Tax expense:			
	1 Current tax		5,370,000	10,200
	2 Deferred tax		-	-
	3 Short Provision for Income Tax		3,210	(227)
XII	Profit (Loss) for the period from continuing operations (VII-VIII)		10,236,097	43,467
XIII	Profit/(loss) from discontinuing operations		-	-
XIV	Tax expense of discontinuing operations		-	-
	Profit/(loss) from Discontinuing operations (after tax) (XII- XIV)			
XV	Profit (Loss) for the period (XI + XIV)		10,236,097	43,467
XVII	Earnings per equity share:			
	1 Basic		00.01	00.01
	2 Diluted		00.01	00.01

See accompanying notes to the financial statements.

For Motilal & Associates
Chartered Accountants
Firm Regn No. 106584W

Sd/-
Motilal Jain
Partner
Membership No.36811

Date : 30/05/2015
Place : Kolkata

On Behalf of the Board
For Monotype India Limited
(CIN : L72900WB1974PLC029679)

Sd/-
(Naresh Jain)
DIN: 291963
Whole Time Director

Sd/-
(Harsh Jain)
DIN: 2457584
Director

Cash Flow Statement for the year ended 31 March 2015

	31/03/2015	31/03/2014
Cash flows from operating activities before tax		
Net Profit before tax	15,609,307	53,440
Adjustments for:		
Depreciation and Amortization	727,238	-
Interest Income	(23,111,692)	-
Finance costs	96,803,487	-
Operating profit / (loss) before working capital changes	90,028,340	53,440
Changes in Working Capital:		
(Increase)/Decrease in Trade Receivables	(288,709)	-
(Increase)/Decrease in Inventories	(1,058,754,557)	-
(Increase)/Decrease in Short-Term Loans and Advances	(296,412,208)	-
(Increase)/Decrease in Other Current Assets	(2,722,930)	-
Increase/(Decrease) in Trade Payables	44,584,583	-
Increase/(Decrease) in Other current liabilities	14,701,110	(41,113)
Increase/(Decrease) in Short-Term Provisions	3,566,904	(30,650)
Increase/(Decrease) in Long-Term Provisions	2,067,722	-
Profit generated from operations	(1,203,229,746)	(18,323)
Tax paid (net of refunds)	(5,373,210)	(9,973)
Net Cash From/(Used in) Operating Activities	(A) (1,208,602,956)	(28,296)
Cash Flows from Investing Activities		
Purchase of fixed Assets	(6,371,612)	-
Long-term loans and advances	(397,114,135)	-
Interest received	23,111,692	-
Reserves offsetting assets of merged companies	21,524,179	-
Net cash from/(Used in) Investing Activities	(B) (358,849,876)	-
Cash flows from Financing Activities		
Proceeds from issue of equity shares	686,636,929	-
Security Premium from issue of equity shares	17,081,281	-
Proceeds from long-term borrowings	112,261,344	-
Proceeds from other short-term borrowings	848,970,324	320,000
Finance cost	(96,803,487)	-
Cash flow from extraordinary items	-	-
Net cash from/(Used in) Financing Activities	(C) 1,568,146,392	320,000
Increase in Cash and Cash Equivalents during the year	(A+B+C) 693,560	291,704
Cash and Cash Equivalents at the beginning of the year	369,470	77,766
Cash and Cash Equivalents at the end of the year	1,063,030	369,470

Note: Previous Year figures has been regrouped/rearranged wherever considered necessary.

As per our report on even date

For Motilal & Associates
Chartered Accountants
Firm Regn No. 106584W

Sd/-
Motilal Jain
Partner
Membership No.36811

Date : 30/05/2015
Place : Kolkata

On Behalf of the Board
For Monotype India Limited
(CIN : L72900WB1974PLC029679)

Sd/-
(Naresh Jain)
DIN: 291963
Whole Time Director

Sd/-
(Harsh Jain)
(2457584)
Director

Monotype India Limited**(CIN: L72900WB1974PLC029679)****NOTE - 1: Notes to the financial statements for the year ended 31st March, 2015****Background:**

Vide order by the Hon'ble Calcutta High Court and the scheme of amalgamation approved by the said High Court, the Following Company has been amalgamated with Monotype India Limited.

1. Mono Herbicides Limited
2. Gateway Distributor Limited
3. Lotus Financial Management Private Limited
4. Unicorn Vyapaar Limited
5. Subhankar Vinimay Limited
6. Swagatam Tradevin Limited

The financial statements for the period have been prepared after taking into consideration the adjustments arising on account of amalgamation.

1. Significant Accounting Policies**1.1 Basis for preparation of financial statements**

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles (GAAP) in India. GAAP includes Accounting Standards (AS) notified by the Government of India under Section 133 of the Companies Act, 2013, provisions of the Companies Act, 2013, pronouncements of Institute of Chartered Accountants of India and guidelines issued by Securities and Exchange Board of India (SEBI). The Company has presented financial statements as per format prescribed by Revised Schedule III, notified under the Companies Act, 2013, issued by Ministry of Corporate Affairs. Except where otherwise stated, the accounting policies are consistently applied.

1.2 Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make assumptions, critical judgments and estimates, which it believes are reasonable under the circumstances that affect the reported amounts of assets, liabilities and contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known or materialize.

1.3 Fixed assets, depreciation and amortization Tangible assets:

(a) Tangible fixed assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed asset includes non-refundable taxes & levies, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowing cost attributable to acquisition or construction of qualifying fixed assets is capitalized to respective assets when the time taken to put the assets to use is substantial.

(b) Pre-operative expenditure comprising of revenue expenses incurred in connection with project implementation during the period upto commencement of commercial production are treated as part of project costs and are capitalized. Such expenses are capitalized only if the project to which they relate, involve substantial expansion of capacity or up gradation.

(c) Depreciation on fixed assets is provided on written down value on the basis of the depreciation rates prescribed in Schedule II of the Companies Act, 2013 or based on useful life of the asset as estimated by the management, whichever is higher.

(d) Cost of leasehold land (except for lease of long tenure) is amortized over the period of the lease. Cost of lease hold land where lease period is of long tenure and substantial rights of ownership are with lessee, is not amortized.

1.4 Cash flow statement

The cash flow statement is prepared under the "Indirect Method" as set out in AS - 3 "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.

1.5 Inventories

Inventories of the company include shares issued by other companies and are valued at cost.

1.6 Revenue recognition

(a) Revenue from sale of goods is recognized when the significant risks and rewards of ownership of goods are transferred to the customer. Sales are net of discounts, sales tax, value added tax and estimated returns. Excise duties collected on sales are shown by way of deduction from sales.

(b) Provision for sales returns are estimated primarily on the basis of historical experience, market conditions and specific contractual terms and provided for in the year of sale as reduction from revenue. The methodology and assumptions used to estimate returns are monitored and adjusted regularly in line with contractual and legal obligations, trade practices, historical trends, past experience and projected market conditions.

(c) Income from services is recognized when the services are rendered or when contracted milestones have been achieved.

(d) Revenue from arrangements which includes performance of obligations is recognized in the period in which related performance obligations are completed.

(e) Export entitlements are recognized as income when right to receive credit as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

(f) Dividend income is recognized when the right to receive dividend is established.

(g) Interest income is recognized using the time-proportion method, based on rates implicit in the transaction.

(h) Revenue in respect of other income is recognized when a reasonable certainty as to its realization exists.

1.7 Finance costs

Finance costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds and bank charges.

1.8 Accounting for taxes

(a) Current tax is accounted on the basis of estimated taxable income for the current accounting year and in accordance with the provisions of the Income Tax Act, 1961.

(b) Deferred tax for the period has not been accounted for.

1.9 Provisions, contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Liabilities which are of contingent nature are not provided but are disclosed at their estimated amount in the notes forming part of the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

2. Other Notes on Accounts:

1) Contingent Liabilities in respect of :	As at 31.03.2015 (₹)	As at 31.03.2014 (₹)
Central Excise Liability under dispute	16,34,397	16,34,397

2) In the opinion of the management, the current assets, loans and advances have the values on realization in the ordinary course of business at least equal to the amounts at which they are stated in the balance sheet except the trade receivables and loans and advances which falls under management's policy for bad and doubtful debts as taken in the previous years.

3) Debit and Credit balances are subject to confirmation and reconciliation.

4) There are no dues to Micro, Small & Medium Enterprises as at Balance Sheet date and no interest has been paid to any such parties. This is based on the information on such parties having been identified on the basis of information available with the Company and relied upon by the auditors.

5) Related Parties Disclosures in accordance with Accounting Standard 18 issued by the Institute of Chartered Accountants of India:-

Related Parties and description of relationship

(i) a) Adrina Realties Pvt. Ltd. (Relative of KMP)	
b) Nature of transaction with related party	
Interest received on Loan Given	: 12,46,398/-
Amount Outstanding at year end	: 11,508,405/-
Previous Year Balance	: 10,386,647/-
(ii) a) *Naresh Jain (Director)	
b) Nature of transaction with related party	
Unsecured Loans taken	: 1,37,00,000/-
Repayment of Loans Taken	: 1,38,38,400/-
Amount Outstanding at year end	: 6,770,000/-
Previous Year Balance	: 6,908,400/-
(iii) a) *Naresh Jain (Director)	
b) Nature of transaction with related party	
Director's Remuneration	: 18,00,000/-
Amount Outstanding at year end	: 1,20,000/-
Previous Year Balance	: 1,00,000/-
(iv) a) Elan Capital Advisors Pvt. Ltd (Company in which Mr. Naresh Jain is Director)	
b) Nature of transaction with related party	
Reimbursement of Expenses	: 3,000/-
Amount Outstanding at year end	: NIL
Previous Year Balance	: NIL
Purchase of Shares	: 1,40,00,000/-
Amount Outstanding at year end	: NIL
Previous Year Balance	: 1,62,00,000/-
Rent Paid	: 90,000/-
Amount Outstanding at year end	: 45,000/-
Previous Year Balance	: 45,000/-

- (v) a) 52 Weeks Entertainment Limited (Company in which Son and Daughter of Mr. Naresh Jain is Director)
 b) Nature of transaction with related party
 Unsecured Loans Taken : 12,24,69,386/-
 Repayment of Loans Taken : 4,78,91,939/-
 Amount Outstanding at year end : 11,78,77,447/-
 Previous Year Balance : 4,33,00,000/-
- (vi) a) *Rohitash Bhomia (Director)
 b) Nature of transaction with related party
 Unsecured Loans Taken : NIL
 Amount Outstanding at year end : 1,000,000/-
 Previous Year Balance : 1,000,000/-
- (vii) a) *B T Divine Power and mining corporation Ltd (Company in which Director's relatives are Director)
 b) Nature of transaction with related party
 Unsecured Loans Given : NIL
 Amount Outstanding at year end : 2,00,00,000/-
 Previous Year Balance : 2,00,00,000/-

*Loans are interest free in nature.

6) **Earnings Per Share (EPS)**

Particulars	As at 31.03.2015 (₹)	As at 31.03.2014 (₹)
Profit / (Loss) after tax	1,56,71,652	43,467
Less : Dividend on Preference Share	-	-
Net Profit / (Loss) for Calculation of basic / diluted EPS (A)	1,56,71,652	43,467
Basic / Weighted average number of equity shares Outstanding during the year (B)	70,31,21,889	16,48,496
Earning per Shares (EPS) (basic)/(diluted)(A/B)	0.02	0.03

	As at 31.03.2015 (₹)	As at 31.03.2014 (₹)
7) Earning in foreign currency:	NIL	NIL
8) Value of Import calculated on CIF basis	NIL	NIL
9) Expenditure in foreign currency: (on payment basis) (net of tax, where applicable)	NIL	NIL
10) Auditors Remunerations (including Service Tax, where applicable)		
a) Audit Fees	39,326	28,090
b) Certification and other charges	26,405	8,427

12) The Company operates in one segment and hence no separate disclosure of segment-wise information has been made as per Accounting Standards (AS-17) Segment Reporting issued by the Institute of Chartered Accountants of India.

13) The financial statement for the year ended 31st March, 2015 have been prepared as per the requirement of the Schedule III to the Companies Act, 2013. The previous year's figures have been accordingly regrouped / classified to confirm to the year's classification.

The accompanying notes are an integral part of the financial statements

Monotype India Limited

Notes forming part of the financial statements

Note 2 Share Capital

Particulars	31 March 2015 (₹)	31 March 2014 (₹)
(a) Authorised		
75000000 Equity Shares of Rs. 1/- each (Previous year 2500000 Equity Shares of Rs. 10/- each)	750,000,000	25,000,000
250000 Preference Shares of Rs. 100/- each (Previous year 250000 Preference Shares of Rs. 100/- each)	25,000,000	25,000,000
	775,000,000	50,000,000
(b) Issued, subscribed and fully paid up		
703121889 equity shares of Rs. 1/- each fully paid up with voting rights (Previous year 1648496 Equity Shares of Rs. 10/- each)	703,121,889	16,484,960
2500000 Preference Shares of Rs. 10/- each (Previous year 2500000 Preference Shares of Rs. 10/- each)	25,000,000	25,000,000
	728,121,889	41,484,960

Notes:- During the year the company has converted 16,48,496 equity shares of '10 each has been converted into 1,64,84,960 shares of '1 fully paid up.

Issued, subscribed and fully paid up

Particulars	Opening balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other Changes	Closing balance
Equity shares with voting rights								
Year ended 31 March 2015	1,648,496	686,636,929	-	-	16,484,960	-	-	703,121,889
- Number of shares	16,484,960	686,636,929	-	-	16,484,960	-	-	703,121,889
- Amount (₹)								
Year ended 31 March 2014	1,648,496	-	-	-	-	-	-	1,648,496
- Number of shares	16,484,960	-	-	-	-	-	-	16,484,960
- Amount (₹)								

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares/Name of shareholder	31 March 2015		31 March 2014	
	Number of shares held	% held	Number of shares held	% held
Equity shares with voting rights				
Innocent Investment Consultants Pvt Ltd.	83,167,800	11.83%	-	0.00%
Sandeep Ispat Traders Pvt Ltd	75,951,000	10.80%	-	-
Swagalam Tradevin Ltd	12,408,600	1.76%	1,240,860	75.27%
Motions Shares Pvt Ltd	-	0.00%	93,335	5.66%

Terms/rights attached to equity shares

The Company's authorised capital consists of two classes of shares, referred to as equity shares and preference shares, having par value of '1/- and '100/- each respectively. Each holder of equity shares is entitled to one vote per share. The Preference shareholders have a preferential right over equity share holders, in respect of repayment of capital and payment of dividend. However, no such preference shares have been issued by the Company during the years ended 31st March, 2013, 31st March, 2014 & 31st March, 2015. The Preference Shares shall be redeemed at par at the end of 20 years from the date of allotment, i.e. 30.03.2018. The Company has the option to however, redeem the shares at par at any time after the expiry of an initial period of 60 months from the date of allotment, i.e. after 30.03.2003 by giving the shareholders three month notice of its intention to do so.

Notes forming part of the financial statements

(Amount in Rupees)

Particulars	As on 31 March 2015 Amount in (Rs.)	As on 31 March 2014 Amount in (Rs.)
3 Reserves and Surplus		
(i) Reserves and Surplus:		
(a) Capital Reserves;	26,875	26,875
(b) Securities Premium Reserve;	17,081,281	-
(c) General Reserve;	14,528,551	-
(d) Surplus i.e., balance in Statement of Profit and Loss disclosing allocations and appropriations such as dividend, bonus shares and transfer to/from reserves, etc.;	(27,146,928)	(44,378,653)
	<u>4,489,779</u>	<u>(44,351,778)</u>
4 Long-Term Borrowings (Secured, considered goods)		
(i) Long-term borrowings:		
Other loans and advances	112,261,344	-
(ii) Borrowings shall further be sub-classified as secured and unsecured. Nature of security shall be specified separately in each case.	-	-
	<u>112,261,344</u>	<u>-</u>
i) Of the above ₹47,83,542 is against vehicle which is repayable within 5 years from the date they became due.		
ii) Of the above ₹ 10,75,07,502 is advanced against shares held by the Company.		
5 Long-term provisions		
(a) Provision for employee benefits;	-	-
(b) Others	2,067,722	-
	<u>2,067,722</u>	<u>-</u>
6 Short-term borrowings (Unsecured, considered goods)		
(b) Loans and advances from related parties;	125,647,447	676,084
(d) Other loans and advances	727,298,961	3,300,000
	<u>852,946,408</u>	<u>3,976,084</u>
i) All the loans from others in the current year and in the previous year were obtained and are to be repaid as and when on demand.		
ii) Loans from related party to the extent of Rs. 77,70,000 is received from a director of the company in the current year and the said loans are interest free.		
7 Trade Payable		
i) Outstanding for more than 1 year	-	-
ii) Others	44,584,583	-
	<u>44,584,583</u>	<u>-</u>
8 Other current liabilities		
(j) Other payables	14,737,627	36,517
	<u>14,737,627</u>	<u>36,517</u>
9 Short-term provisions		
(a) Provision for income-tax	3,572,326	5,422
	<u>3,572,326</u>	<u>5,422</u>
10 Depreciation & amortisation expenses		
(a) Depreciation expense;	727,238	-
	<u>727,238</u>	<u>-</u>

Monotype India Limited											
Notes forming part of the financial statements											
Note - 10 Fixed Assets											
A. Tangible assets											
Gross block											
Balance as at 01 April 2014	Additions	Disposals	Acquisitions through business combinations	Reclassified as held for sale	Revaluation increase	Effect of foreign currency exchange differences	Borrowing cost capitalised	Other adjustments	Balance as at 31 March 2015		
(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
Vehicle	6,251,015	-	-	-	-	-	-	-	6,251,015		
Furniture and Fixtures	10,244	-	-	-	-	-	-	-	10,244		
Office equipment	110,353	-	-	-	-	-	-	-	110,353		
Total	6,371,612	-	-	-	-	-	-	-	6,371,612		
Previous year	-	-	-	-	-	-	-	-	-		
Fixed assets (contd.)											
Tangible assets											
Accumulated depreciation and impairment											
Balance as at 01 April 2014	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Eliminated on reclassification held for sale	Eliminated on disposal of recognised impairment statement of profit and loss	Reversal of impairment losses recognised in statement of profit and loss	Other adjustments	Balance as at 31 March, 2015	Balance as at 31 March, 2014			
(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
Vehicle	713,864	-	-	-	-	-	713,864	5,537,151			
Furniture and Fixtures	2,652	-	-	-	-	-	2,652	7,592			
Office equipment	10,722	-	-	-	-	-	10,722	99,631			
Total	727,238	-	-	-	-	-	727,238	5,644,374			
Previous year	-	-	-	-	-	-	-	-			

Notes forming part of the financial statements

(Amount in Rupees)

Particulars	As on 31 March 2015 Amount in (Rs.)	As on 31 March 2014 Amount in (Rs.)
11 Long-term loans and advances		
(i) Long-term loans and advances :		
(a) Capital Advances;	396,814,135	-
(b) Security Deposits;	339,235	39,235
	<u>397,153,370</u>	<u>39,235</u>
12 Inventories		
(a) Stock-in-trade (in respect of goods acquired for trading);	1,058,754,557	-
	<u>1,058,754,557</u>	<u>-</u>
13 Trade Receivables		
a) More than Six Months	-	-
b) Others	1,031,209	742,500
	<u>1,031,209</u>	<u>742,500</u>
14 Cash and cash equivalents		
(a) Balances with banks;	521,077	91,244
(b) Cash on hand;	541,953	278,226
	<u>1,063,030</u>	<u>369,470</u>
15 Short-term loans and advances		
(a) Loans and advances to related parties	31,508,405	-
(b) Balances with government authorities (Unsecured, considered good)	410,059	-
(c) Secured Loans (Against Share)	20,887,671	-
(d) Others	243,606,072	-
Total (a+b+c+d)	<u>296,412,208</u>	<u>-</u>
16 Other current assets (specify nature)		
(l) Income Tax Receivable	2,722,930	-
	<u>2,722,930</u>	<u>-</u>
17 In respect of a company other than a finance company revenue from operations shall disclose separately in the notes revenue from—		
(a) Other operating revenues;	307,324,700	-
	<u>307,324,700</u>	<u>-</u>
18 Changes In Inventories		
1 Traded Goods		
Opening Stock	-	-
Add : Opening Stock from Amalgamation Companies	815,602,242	-
Less : Closing Stock	1,058,754,557	-
	<u>(243,152,315)</u>	<u>-</u>
Total	<u>(243,152,315)</u>	<u>-</u>
Increase in Inventories of FG/WIP/Stock-in-trade	243,152,315	-
Decrease in Inventories of FG/WIP/Stock-in-trade	-	-
19 Other income		
(a) Interest Income (in case of a company other than a finance company);	23,111,692	-
(b) Other non-operating income	-	250,000
	<u>23,111,692</u>	<u>250,000</u>

Notes forming part of the financial statements

Particulars	As on 31 March 2015 Amount in (Rs.)	As on 31 March 2014 Amount in (Rs.)
20 PURCHASES OF STOCK-IN-TRADE		
Traded Goods	455,645,798	-
	455,645,798	-
21 Employee Benefits Expenses		
1 Salaries and Wages	49,500	-
2 Directors' Remuneration	1,800,000	-
	1,849,500	-
22 Finance Costs		
(a) Interest expense;	96,591,041	-
(b) Interest on Vehical Loan	199,207	-
(c) Bank charges/Bank Guarantee Charges	13,239	-
	96,803,487	-
23 Other Expenses		
Payment to Auditors		
As auditors - statutory audit	39,326	28,090
For other services	26,405	8,427
	65,731	36,517
Selling/Marketing Expenses		
Advertisement	26,360	29,662
	26,360	29,662
Rents	172,143	-
Travelling expenses including foreign travelling	81,024	-
Conveyance Expenses	-	18,600
Telephone Exps.	2,371	-
Other Expenses	2,605,749	111,781
	2,861,287	130,381
	2,953,378	196,560
Other Expenses		
Annual Fees	148,314	-
Demat/Depository Charges	24,743	16,854
Electricity Charges	2,660	-
Filing Fees	7,200	-
Interest on Late Payment of Income Tax	11,802	-
Interest on Late Payment of TDS	388,241	-
Late Filing Levy on TDS	125,400	-
Legal & Professional Charges	775,624	16,751
Listing Fees	112,360	29,774
MCA Fess	687,000	-
Membership & Subscription	12,500	-
Miscellaneous Exp	-	48,402
Motor car running & Maint	100,000	-
Office Maintanence Exp	17,545	-
Postage & Courier exp	39	-
Printing & Stationery	32,961	-
Registrar Fees	157,304	-
Society Maintanence	2,056	-
	2,605,749	111,781

Notes forming part of the financial statements

Particulars	As on 31 March 2015 Amount in (Rs.)	As on 31 March 2014 Amount in (Rs.)
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MONOTYPE INDIA LIMITED

Regd Office : Shantiniketan Building, 3rd Floor, Room No 314, 8 Camac Street, Kolkata, 7000171
(CIN : L72900WB1974PLC029679)

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies vide its circular no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices / annual reports etc. through email to its members. To support this green initiative of the MCA whole heartedly, members who have not yet registered their email address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in physical mode are requested to intimate their e-mail address at which they would like to receive the above documents electronically, either to the company or to its Registrar and Share Transfer Agent. Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agent, Niche Technologies Pvt Ltd or to the company.

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE
(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011)

To,
Bigshare Services Pvt. Ltd
E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai,
Maharashtra, 400072

Dear Sir,

I/We..... shareholder (s) of Monotype India Ltd, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication in electronic mode (through email).

I/We request you to kindly register my / our below mentioned email id in the Company's records for sending such communication through email.

Folio No...../DP ID.No.*.....and lientC ID No.*.....

*Applicable for members holding shares in electronic form.

Name of the Sole / First Shareholder : _____

Name of the Joint Shareholders (if any) : _____

No. of Shares held : _____

E-mail id for receipt of documents in Electronic mode : _____

Date:
Place:

Signature: _____
(Sole / First Shareholder)

Note:

- Shareholders are requested to inform the Company's Registrar and Share Transfer Agents as and when there is change in their registered email-id.
- For shares held in demat form, shareholders are also requested to inform /update their email-ids to their respective Depository Participants.

Note: Shareholders are requested to inform the Company's Registrar and Share Transfer Agents as and when there is change in their registered email-id.

MONOTYPE INDIA LIMITED

Regd Office : Shantiniketan Building, 3rd Floor, Room No 314, 8 Camac Street, Kolkata, 7000171
(CIN : L72900WB1974PLC029679)

ATTENDANCE SLIP

DP ID :
Folio No : <

Client ID :
No. of Shares :

Name of the Shareholder
:.....

Joint Holder 1
:.....

Joint Holder 2
:.....

Registered address of the Shareholder
:.....
:.....

Name of the Proxy / Representative
:.....

I/We hereby record my/our presence at the 40th Annual General Meeting of the Company to be held at 7/2 K.B Sarani, Jessore Road, Near ILS Hospital, Opp Bhutan Consulate, Kolkata - 700080, on 30th September 2015 at 4.00 p.m.

Signature of the Share Holder/Proxy:.....

NOTES : 1) Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.

2) Shareholder/ Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

MONOTYPE INDIA LIMITED
 Regd Office : Shantiniketan Building, 3rd Floor, Room No 314, 8 Camac Street, Kolkata, 7000171
 (CIN : L72900WB1974PLC029679)

PROXY FORM

(Form No. MGT-11)

CIN	L72900WB1974PLC029679
Name of the Company	MONOTYPE INDIA LIMITED
Registered office	Shantiniketan Building, 3rd Floor, Room No 314, 8 Camac Street, Kolkata, 700017

Name of the Member(s)	
Registered Address	
Email - id	
Folio No. / Client ID	

I/We, being the member(s) of shares of the above named company, hereby appoint

1	Name
.	Address
	E-mail Id
	Signature

or failing him

2	Name
.	Address
	E-mail Id
	Signature

or failing him

3.	Name
	Address
	E-mail Id
	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the company, to be held on the 30th day of September, 2015 At 4.00 p.m. at 7/2 K.B Sarani, Jessore Road, Near ILS Hospital, Opp Bhutan Consulate, Kolkata - 700080, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1	Adoption of Audited Financial Statements for the F.Y. 2014 - 2015
2	Re-appointment of Mr.Naresh Jain, (DIN - 00291963), who retires by rotation
3	Re-appointment of M/s.Motilal and Associates, Chartered Accountants, Mumbai as Statutory Auditors
4	To appoint Mr. Akhilesh Vijaychand Jain as an Independent Director
5	To appoint Mr. Ashish Sethi as an Independent Director
6	To appoint Mr. Harsh Jain as Executive Director
7	Remuneration Payble to the Mr. Harsh Jain
8	To appoint Mrs. Sudarshana Mitra as an Independent Director
9	To Approve Borrowing Powers of the Company

Signed this.....day of.....2015

Signature of shareholder :

Signature of proxy holder(s) :

AFFIX
REVENUE
STAMP

Note : This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

POLLING PAPER

(Form No. MGT-12)

(Form No. MGT-12) [Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN : L72900WB1974PLC029679
 Name of the Company : MONOTYPE INDIA LIMITED
 Registered Office : Shantiniketan Building, 3rd Floor, Room No 314, 8 Camac Street, Kolkata, 700017,

BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First Named Shareholders (in Block letters)	
2	Postal Address	
3	Registered folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item	No. of shares held by me	I assent to the resolution	I dissent to the Resolution.
1	Adoption of Audited Financial Statements for the F.Y. 2014 - 2015			
2	Re-appointment of Mr.Naresh Jain, who retires by rotation			
3	Re-appointment of Motilal and Associates, Chartered Accountants, Mumbai as Statutory Auditors			
4	To appoint Mr. Akhilesh Vijaychand Jain as an Independent Director			
5	To appoint Mr. Ashish Sethi as an Independent Director			
6	To appoint Mr. Harsh Jain as Executive Director			
7	Remuneration Payable to the Mr. Harsh Jain			
8	To appoint Mrs. Sudarshana Mitra as an Independent Director			
9	To Approve Borrowing Powers of the Company			

Place :

Date :

(Signature of the shareholder)

Book Post

If Undelivered please return to:

MONOTYPE INDIA LIMITED
Regd. Off.: Shantiniketan Building, 3rd Floor,
Room No 314, 8 Camac Street
Kolkata-700017