



MONOTYPE INDIA LIMITED

**36TH ANNUAL REPORT
2010-2011**

DIRECTORS

RAJESH JAIN
NARESH JAIN
ASHOK KUMAR
V V AGARWALLA
ROHITASH BHOMIA

AUDITORS

PATNI & CO.

REGISTRAR AND SHARE TRANSFER AGENT

NICHE TECHNOLOGIES PRIVATE LIMITED
D – 511, BAGREE MARKET, 5TH FLOOR,
71, B R B BASU ROAD,
KOLKATA – 700 001

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Company will be held at the Company's Workshop at 8 Waterloo Street, Kolkata 700 069 on Thursday, the 29th September 2011 at 10 A.M. to transact the following business:

1. To receive, consider and adopt the accounts of the Company for the year ended 31st March 2011 and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Sri Rajesh Jain who retires by rotation, and being eligible offers himself for reappointment.
3. To appoint Auditors and fix their remuneration and for this purpose to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT M/s Patni & Co., Chartered Accountants be and are hereby appointed Auditors of the Company and to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration plus reimbursement of out of pocket expenses for conducting the Audit as may be agreed upon between the Auditors and the Board of Directors of the Company.

SPECIAL BUSINESS:

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

"RESOLVED THAT Sri. Naresh Jain who was, pursuant to Article 109 of the Company's Article of Association appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and being eligible, offers himself for re-appointment and in respect of whom a notice in writing has been received by the Company from a member under section 257 of the said Act signifying his intention to propose Sri. Narsh Jain as a candidate for the the Office of Director, be and is hereby appointed as a Director of the Company"

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

"RESOLVED THAT Sri. Rohitash Bhomia who was, pursuant to Article 109 of the Company's Article of Association appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and being eligible, offers himself for re-appointment and in respect of whom a notice in writing has been received by the Company from a member under section 257 of the said Act signifying his intention to propose Sri. Rohitash Bhomia as a candidate for the the Office of Director, be and is hereby appointed as a Director of the Company"

Registered Office:
27 AB Royd Street,
Kolkata: 700 016

Sd/-
Rajesh Jain
Director

Dated: 12th August 2011

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS / HER STEAD AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies to be effective must be deposited at the Registered Office of the Company not less than FORTY EIGHT hours before the time of the meeting.
2. Members are requested to bring their copy of Annual Report and the Attendance Slip to the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 27th September 2011 to 29th September 2011 both days inclusive.
4. Nomination facility is now available to the members in respect of the shares held by them as per provisions of the amended Companies Act, 1956. Members intending to avail the facility may obtain Form 2B from the Secretarial Department.
5. Pursuant to provisions of Section 205A read together with Section 205C of the Companies Act 1956 dividends etc for the financial year ended 31st March 2000 and thereafter which will remain unpaid or unclaimed for a period of seven years will be transferred to the credit of "The Investor's Education & Protection Fund" of the Central Government. It may, be noted that under the Act, once the unclaimed dividend amount is transferred, no claim shall lie in respect of such amount. Our Company has not paid any dividend from the financial year ended 31st March 1999 and thereafter.
6. Sri. Rajesh Jain (Age. 42 years), who retires by rotation at this meeting, is FCA, AICWA, & B.Com and has wide knowledge and experience in the field of Accounts, Finance and Legal Matters. Sri Rajesh Jain holds 249 Equity Shares of Rs. 10 each of the Company.
7. The Ministry of Corporate Affairs has announced a "Green Initiative in Corporate Governance" thereby allowing paper less compliance through electronic mode. The Company supports this environment friendly initiative of the Government of India and proposes to send Notices for General Meetings / Annual Reports / Other Shareholder Communication through electronic mode to the e-mail address which are registered for the purpose from time to time. To avail of this initiative, Members are requested to fill in the form enclosed and submit to :
 - (i) the Registered Office for shares held in physical form.
 - (ii) Their Depository participants for shares held in the electronic form.
8. An Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956 in respect of the Special Business is annexed hereto :

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956

Item No. 4 & 5

The Board of Director at its meeting held on 12th August 2011, appointed Sri. Naresh Jain and Sri. Rohitash Bhomia as Additional Directors. In accordance with Section 260 of the Companies Act, 1956, read with Article 109 of the Companies Article of Association, Sri. Naresh Jain and Sri. Rohitash Bhomia hold office upto the date of this Annual General Meeting. In terms of Section 257 of the said Act, notices in writing have been received from the members of the Company signifying their intention to propose Sri. Naresh Jain and Sri. Rohitash Bhomia, as candidates for the office of Directors, alongwith a deposit of Rs. 500/- (Rupees Five Hundred Only) for each of them, which amount shall be refunded to the members, if Sri. Naresh Jain and Sri. Rohitash Bhomia are appointed as Directors.

Pursuant to section 260 of the Companies Act, 1956 Sri. Naresh Jain and Sri. Rohitash Bhomia will hold office upto the date of this Annual General Meeting and being eligible offer themselves for reappointment as Directors.

Particulars of Directors seeking re-appointment at this Annual General Meeting is annexed hereto.

Except Sri. Naresh Jain and Sri. Rohitash Bhomia, none of the Directors of the Company is concerned or interested in the resolution Nos. 4 and 5 respectively.

The Directors recommend the passing of the resolutions in item Nos. 4 and 5 of the accompanying Notice.

Registered Office:

27 AB Royd Street,
Kolkata: 700 016

By Order of the Board

Sd/-

Rajesh Jain
Director

Date : 12th August, 2011

Particulars of Directors seeking re-appointment at the Annual General Meeting of the Company

(I)

Name of the Director	: Naresh Manakchand Jain
Date of Birth	: 16/09/1964
Date of Appointment	: 12/08/2011
Qualification	: B.com
Expertise	: Over 20 Years in Capital Market & Business Administration.
No. of Shares Held in the Company	: NIL
Directorship In Other Companies	: 1) Diamant Securities Private Limited 2) Diamant Infrastructure Developers Pvt. Ltd. 3) Diamant Realty Private Limited

- 4) Pranjali Infrastructure Private Limited
- 5) Pranjali Services Private Limited
- 6) Pranjali (India) Private Limited
- 7) Navratan Mines & Minerals Private Limited
- 8) Pragiri Finvest (India) Private Limited
- 9) Plantinum Finvest Private Limited
- 10) Mono Herbicides Ltd
- 11) Elan Stock Broking Private Limited
- 12) Elan Capital Advisors Private Limited
- 13) Bt Divine Power And Mining Corporation

(II)

Name of the Director	: Rohitash Bhomia
Date of Birth	: 22/10/1964
Date of Appointment	: 12/08/2011
Qualification	: M.B.A.
Expertise	: Over 15 Years in Export-Import Business
No. of Shares Held in the Company	: NIL
Directorship In Other Companies	: Mono Herbicides Ltd

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST MARCH 2011

The Directors present herewith the Annual Report with the Audited Accounts of the Company for the Financial Year ended 31st March 2011.

FINANCIAL RESULT :

(Rupees in Lakh)

<u>PARTICULARS</u>	31/03/2011	31/03/2010
Profit / (Loss) for the period before Depreciation and Taxation	1.11	(1.53)
<u>Less</u> : Depreciation	0.00	0.00
Provision for Income Tax	0.21	0.00
Net Profit / (Loss)	0.90	(1.53)
Balance of Profit / (Loss) brought forward from the previous year	(548.36)	(546.83)
Balance Carried to Balance Sheet	(547.46)	(548.36)

PERFORMANCE:

The total income of the Company was Rs. 6.20 Lac as against Rs. 2.46 Lac for the previous year. The Company has made a net profit of Rs. 1.11 Lac as against net loss of Rs. 1.53 Lac for the previous financial year. The income during the year is mainly due to receipt of interest on loans given to Corporate Bodies and investment in shares / securities.

RISK MANAGEMENT:

The company has identified the following areas for risk management:-

1. Share trading/investments
2. Loans given to bodies corporate

Investments in shares are mostly made through professional Portfolio Managers and have been yielding high returns since the beginning. The investments continued to give above average returns during the financial year. Loans extended to various bodies corporate are monitored continuously by the management as to the receipt of interest and repayment of principal amount.

DIVIDEND:

Due to accumulated loss in the books of accounts, the directors are not recommending any dividend on equity and preference shares of the Company.

PROMOTERS SHARE HOLDING AND VOTING RIGHTS:

In pursuance of a Share Purchase Agreement dated 13.07.2010, Prism Impex Pvt. Ltd. and Sri. Sushil Kumar Khaitan acquired 12,23,705 fully paid up equity shares of Rs. 10.00 each (74.23%) from the last Promoters Jalan Chemical Industries Pvt. Ltd., Sungrace Finvest Pvt. Ltd. and Sri Madhukar Jalan and made a Public Announcement to acquire further 20% of Share Capital of the Company.

Subsequently by another Share Purchase Agreement dated 28.04.2011 Prism Impex Pvt. Ltd. and Sri. Sushil Kumar Khaitan sold their said Share Holding to Swagatam Tradevin Ltd. who also made a Public Announcement to acquire further 20% of the Share Capital of the Company.

OPERATIONS

The manufacturing operations of the Company remained closed during the period under review.

DIRECTORS RESPONSIBILITY STATEMENT:

In compliance of Section 217(2AA) of the Companies Act 1956 as amended, the Directors of your Company confirm:

I) That in the preparation of the annual accounts, the applicable accounting standards have been followed;

II) That such accounting policies have been selected and applied consistently and such judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March 2011 and its Profit for the year ended on that date;

III) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

IV) That the annual accounts have been prepared on a going concern basis.

AUDIT COMMITTEE:

The Audit Committee, which was constituted pursuant to the provisions of Section 292A of the Companies Act, 1956 and the Listing Agreements has reviewed the Accounts for the year ended 31st March 2011.

MANAGEMENT DISCUSSION AND ANALYSIS:

The manufacturing operations of the Company have remained closed during the period under review. The management have done investments / trading activities in Shares / Securities. In view of uncertainty of manufacturing business in near future, the Board is unable to comment on the subject.

CAPITAL EXPENDITURE:

No capital expenditure during the year was incurred.

AUDITORS OBSERVATION

With regard to the observations of the Auditors in their reports, the details contained in the notes to the Balance Sheet, Profit & Loss Account and notes to the Accounts are self-explanatory and do not call for any further comments from the Directors.

RESEARCH AND DEVELOPMENT

Not applicable at present as the Company is not engaged in manufacturing activities.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUT GO

- a) Not applicable at present as the company is not engaged in manufacturing activities.
- b) No foreign exchange earning and out go were there during the year under review.

LISTING AGREEMENT COMPLIANCE

In pursuance of clause 31 of the Listing Agreements, it is stated that the Company's Equity shares are listed at

- (a) i) The Calcutta Stock Exchange Association Ltd., Kolkata.
ii) The Bombay Stock Exchange Ltd., Mumbai.
- (b) The Company has paid annual listing fee upto 2011-2012 to The Calcutta Stock Exchange Limited and The Bombay Stock Exchange Limited

PARTICULARS OF EMPLOYEES

Information about the particulars of Employees required under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 is not given in the Annexure to the Director's Report as no employee's remuneration attracts the aforesaid provisions.

DIRECTORS

Sri Rajesh Jain retires from the Board by rotation and being eligible offers himself for reappointment.

Sri. Naresh Jain and Sri. Rohitash Bhomia were appointed as additional Director of the Company on 12th August 2011 and will hold office upto this Annual General Meeting.

Notices have been received from the members proposing the candidatures of Sri. Naresh Jain and Sri. Rohitash Bhomia for the office of Directors. All of them being eligible offer themselves for reappointment.

INDUSTRIAL RELATIONS

The Company has closed down its manufacturing and other activities in 1999 and has no employee. Hence there is nothing to report on this subject.

CORPORATE GOVERNANCE

Corporate Governance Report as well as Corporate Governance Compliance Certificate are provided as separate Annexure to the report.

AUDITORS

M/s Patni & Co., Chartered Accountants will retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

ACKNOWLEDGEMENT

The Directors wish to thank Shareholders and others for the co-operation and support received from them throughout the year.

Place : Kolkata

Date: 20th August, 2011

On behalf of the Board

Sd/-

Rajesh Jain

Chairman