



**37TH ANNUAL REPORT FOR THE YEAR
ENDED 2011 - 2012**



MONOTYPE INDIA LIMITED

Registered Office:-

HMP HOUSE,
4, FAIRLEE PLACE , GROUND FLOOR,
ROOM NO G16, KOLKATA-700001



COMPANY INFORMATION

BOARD OF DIRECTORS

SHRI NARESH MANAKCHAND JAIN
SHRI ROHITASH BHOMIA
SHRI ASHISH SETHI
SHRI AKHILESH VIJAYCHAND JAIN

AUDITORS

CHURIWALA & ASSOCIATES
KOLKATA

BANKERS

AXIS BANK LTD.
FEDERAL BANK

REGISTERED OFFICE

HMP HOUSE
4, FAIRLEE PLACE
GROUND FLOOR, ROOM NO G16
KOLKATA-700001
Email : monotypeindialtd@gmail.com
investors.mil@gmail.com

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NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting (AGM) of the members of Monotype India Limited will be held on Saturday, the September 29, 2012 at 04.00 P.M. at Emami Conference Hall, Association of Corporate Advisers & Executives, 6 Lyons Range, 3rd Floor, Unit 2, Kolkata- 700001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2012 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. Rohitash Bhomia, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Motilal & Associates, Chartered Accountants, Mumbai as Auditors of the Company in place of retiring Auditors M/s Churiwala & Associates, Chartered Accountants, Kolkata to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

“RESOLVED THAT M/s Motilal & Associates, Chartered Accountants, Mumbai (Firm registration No : **106584W**) , be and is hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditors.”

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 Shri Ashish Sethi, who was appointed as Additional Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member of the Company in terms of Section 257 of the Companies Act, 1956, 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 Shri Akhilesh Vijaychand Jain, who was appointed as Additional Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member of the Company in terms of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company.”

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

“RESOLVED THAT Section 269 and any other applicable provisions of the Companies Act, 1956 (“the Act”) and pursuant to the provision(s) of the Articles of Association of the Company, approval of members be and is hereby accorded to the appointment of Shri Naresh Manakchand Jain as Whole Time Director (WTD) of the Company, for the period of three years w. e. f. August 13, 2012.”

“RESOLVED FURTHER THAT pursuant to the provision(s) of the Articles of Association of the Company and Section 255, 256 and any other applicable provisions, if any, of the

Companies Act, 1956, ("the Act"), office of Shri Naresh Manakchand Jain, shall be liable to retire by rotation."

"RESOLVED FURTHER THAT Shri Naresh Manakchand Jain, in his capacity as Whole Time Director, at present be paid no remuneration, however, in future during the tenure of Shri Naresh Manakchand Jain, Whole Time Director, the Company may pay such remuneration, subject to necessary approvals, if required, and in accordance with the provisions of the Companies Act, 1956 read with Schedule XIII of the Act."

"RESOLVED FURTHER THAT Shri Naresh Manakchand Jain, be and is hereby authorised on behalf of the Company to sign, certify and/or file applications, forms, returns, undertakings, documents and other papers as may be required with Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, Income Tax Department, Reserve Bank of India and all other regulatory authorities."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and deeds as may be necessary in connection with the said appointment."

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

"RESOLVED THAT subject to the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956 and the rules framed there under, Listing Agreement, Securities and Exchange Board of India (Delisting of Equity Share) Regulations, 2009 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter) and all other applicable laws, rules, regulations and guidelines and subject to all such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed with granting such approvals, permissions and sanctions, which may be agreed to, by the Board of Directors of the Company, consent is hereby accorded to delist the Company's equity shares, from The Calcutta Stock Exchange Ltd."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised jointly and severally to file the necessary application to The Calcutta Stock Exchange Ltd and to take all steps as may be necessary to give effect to the aforesaid resolution and to do all such acts deeds, matters and things as may be deemed necessary in this regard."

By Order of the Board

Place : Kolkata
Dated: September 1, 2012

(Naresh Manakchand Jain)
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 Thursday, September 27, 2012 to Saturday, September 29, 2012 (both days inclusive).
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. As per the provisions of the Companies Act, 1956, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.
7. 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.
8. Information required to be furnished under Clause 49 of the Listing Agreement for directors seeking appointment/reappointment in forthcoming Annual General Meeting:

i. Name of Director	Shri Rohitash Bhomia
Date of Birth	22/10/1964
Date of Appointment	12/08/2011
Expertise	Marketing & Finance
Qualification	MBA
Other directorship	MONO HERBICIDES LTD
Chairman/Members of the Committee in other Companies	One
No. of shares held in the Company	NIL
ii. Name of Director	Shri Ashish Sethi
Date of Birth	30/11/1977
Date of Appointment	25/10/2011



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Expertise	Accounts & Finance
Qualification	Chartered Accountant
Other directorship	NIL
Chairman/Members of the Committee in other Companies	NIL
No. of shares held in the Company	NIL
iii. Name of Director	Shri Akhilesh Vijaychand Jain
Date of Birth	02/06/1976
Date of Appointment	13/08/2012
Expertise	Accounts & Finance
Qualification	B.Com, C.A(Inter)
Other directorship	Clarus Infrastructure Realities Limited Shri Ambe Punjinvesh Private Limited Vee Vee En Sons (Exports) Pvt Ltd Tarana Plastics And Chemicals Pvt. Ltd. Alexin Healthcare Private Limited Manorath Trading Private Limited Adhiraj Trading Private Limited Image Visual Ad Private Limited
Chairman/Members of the Committee in other Companies	One
No of shares held in the Company	NIL
iv. Name of Director	Shri Naresh Manakchand Jain
Date of Birth	16/09/1964
Date of Appointment	12/08/2011
Expertise	Having wide Securities and Financial Matters
Qualification	B.Com
Other directorship	Pranjali Services Private Limited. Pranjali Infrastructure Private Limited. Pranjali (India) Private Limited. Mono Herbicides Ltd. Elan Stock Broking Private Limited Elan Capital Advisors Private Limited BT Divine Power & Mining Corporation Ltd. Pragiri Finvest (India) Private Limited Plantinum Finvest Private Limited
Chairman/Members of the Committee in other Companies	Two
No. of shares held in the Company	NIL

EXPLANATORY STATEMENT PURSUANT TO THE SECTION 173 (2) OF THE COMPANIES ACT, 1956**ITEM NO. 4**

Shri Ashish Sethi was appointed as an Additional Director of the Company pursuant to the Section 260 of the Companies Act, 1956, effective from October 25, 2011 and hold office as director only upto the date of ensuing AGM. The Company has received a notice from a member in terms of Section 257 of the Companies Act, 1956 proposing the candidature of Shri Ashish Sethi as a Director of the Company.

None of the Directors, except Shri Ashish Sethi himself, is concerned or interested in the proposed resolution.

ITEM NO. 5

Shri Akhilesh Vijaychand Jain was appointed as an Additional Director of the Company pursuant to the Section 260 of the Companies Act, 1956, effective from August 13, 2012 and hold office as director only upto the date of ensuing AGM. The Company has received a notice from a member in terms of Section 257 of the Companies Act, 1956 proposing the candidature of Shri Akhilesh Vijaychand Jain as a Director of the Company.

None of the Directors, except Shri Akhilesh Vijaychand Jain himself, is concerned or interested in the proposed resolution.

ITEM NO. 6

The Company has received a notice from a member Shri Naveen Gupta in terms of Section 257 of the Companies Act, 1956 proposing the candidature of Shri Naresh Manakchand Jain as a Whole Time Director of the Company.

As per the Section 269 of the Companies Act, 1956, member's approval by way of ordinary resolution is required for appointment of Whole Time Director. Considering the requirement of the Companies Act, 1956, it was justifiable to designate or appoint a Whole Time Director. Further, since the company has been incurring losses since past few years, the Company is unable to pay remuneration for the time being and therefore board recommends the said resolution for approval of members.

Except Shri Naresh Manakchand Jain, none of the Directors of the Company are concerned or interested in the said resolution

ITEM NO. 7

The Company's equity shares are presently listed on Bombay Stock Exchange & Calcutta Stock Exchange. Consequent to the recent rapid changes in the capital market and with the availability of nationwide trading facilities coupled with wide and extensive networking of centers on BSE, investors have access to online dealings in the Company's security across the counter and substantial volume of trading is carried out through BSE. The trading volumes at Calcutta Stock Exchange are not there and do not justify the payment



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of listing fees to them. The Company believes that no particular benefit is available to the shareholders of the Company by continuing the listing of equity shares at Calcutta Stock Exchange. The Company is therefore contemplating the delisting of equity shares from Calcutta Stock Exchange.

As per the recent Delisting of Equity Shares Regulations, 2009 issued by Securities and Exchange Board of India (SEBI), an exit opportunities need not to be provided to the shareholders of the Company on delisting of equity shares from Calcutta Stock Exchange, provided the equity shares continued to be listed at BSE.

The proposed voluntary delisting of the Company's equity shares from Calcutta Stock Exchange will apart from saving resulting from the non-payment of annual listing fees, also reduce a lot of administrative work. The delisting will not adversely affect any investors including the Shareholders located in the regions where the stock exchange situates. Pursuant to the Regulations issued by SEBI on voluntary delisting by companies of securities from the Stock Exchanges, it is now proposed to seek the Shareholders' approval by way of a SPECIAL RESOLUTION for voluntary delisting of the company's equity shares from Calcutta Stock Exchange as set out in the Resolution at item no.8.

The Directors recommend the passing of the Resolution at item No. 8 as a Special Resolution.

None of the Directors of the Company is concerned or interested in this matter.

By Order of the Board

Place : Kolkata
Dated: September 1, 2012

(Naresh Manakchand Jain)
Director



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DIRECTORS' REPORT

To
The Members of Monotype India Limited

Your Directors have pleasure in presenting the Thirty Seventh Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2012.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(₹)

PARTICULARS	Year ended 2011-2012	Year ended 2010-2011
Sales and Other Income	-	620,179
Total Expenditure	709,048	509,630
Profit / (Loss) for the year before Tax	(709,048)	110,550
Tax Expense	-	20,496
Profit / (Loss) for the year after tax	(709,048)	90,054
Balance brought forward	(44,213,062)	(44,303,116)
Balance Carried to Balance Sheet	(44,922,110)	(44,213,062)

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 profit of the Company, the Directors regret their inability to propose any dividend for the year under review.

AMALGAMATION

During the year under review, pursuant to the order of Hon'ble Calcutta High Court, Kolkata, a Court Convened Meeting was held and members of the Company had approved for the scheme of arrangement providing for merger of M/s. Mono Herbicides Limited, M/s. Gateway Distributors Limited, M/s. Unicorn Vyapaar Limited, M/s. Subhankar Vinimay Limited, M/s. Swagatam Tradevin Limited, M/s. Lotus Financial Management Private Limited with M/s. Monotype India Limited. However, the approval of Hon'ble Calcutta High Court, Kolkata is still pending.

DIRECTORS

Shri Ashish Sethi was appointed as additional director in the board meeting held on October 25, 2011.

Shri Akhilesh Vijaychand Jain was appointed as additional director in the board meeting held on August 13, 2012.

Shri Rajesh Jain, Shri Vivek Agrawalla and Shri Ashok Kumar resigned from directorship with effect from January 31, 2012.

The Directors place on record their sincere appreciation for the guidance and valuable contributions by them during his tenure.

In accordance with the requirements of the Companies Act, 1956 and the Articles of Association of the Company, Shri Rohitash Bhomia is liable to retire by rotation and is eligible for re-appointment.

The Board of Directors has in their meeting held on August 13, 2012, appointed Shri Naresh Manakchand Jain as Whole-Time Director of the Company subject to approval of members at the forthcoming Annual General Meeting and he will also be acting as Compliance Officer of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2012, the applicable accounting standards had been followed and no material departures have been made from the same;
- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 loss of the Company for the year under review;
- (iii) That Directors have taken proper and sufficient care 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 Directors have prepared the annual accounts for the financial year ended 31st March, 2012, on a 'going concern' basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars relating to conservation of energy and technology absorption are not applicable to the Company. However, efforts are being made to conserve and optimize the use of energy, wherever possible.

During the year under review, your Company has neither earned nor spent any foreign exchange.

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.

FY2012 has been a very difficult year for the Indian economy. After 8.6% GDP growth in FY2011, growth has fallen steadily in the first three quarters of FY2012 to 6.1% in October-December 2011. It seems that the country will achieve a growth rate of 6.5% to 7.0% in FY2012 - far less than 8.6% of the previous year. Added to this are the various political uncertainties; high interest rates that have been marginally addressed by the recent reduction of 50 basis point; declining and uncertain inflows of foreign direct and portfolio investments; growing fiscal deficit; widening current account deficit and a weakening rupee; difficult investment climate; and rising inflation.

All these make for difficult times for businesses in financial services sector intermediation.