

**39TH ANNUAL REPORT FOR THE YEAR
ENDED 2013 - 2014**

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

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

BANKERS

AXIS BANK LTD.

REGISTERED OFFICE

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

EMAIL : - monotypeindialtd@gmail.com

CIN No : - [L72900WB1974PLC029679](https://www.mca21.com/company/cin/L72900WB1974PLC029679)

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NOTICE

NOTICE is hereby given that the Thirty Ninth Annual General Meeting (AGM) of the members of Monotype India Limited will be held on 30th September, 2014 at 1.30 P.M at Emami Conference Hall, Association of Corporate Advisers & Executives, 6 Lyons Range, 3rd Floor, Unit 2, Kolkata - 700001, West Bengal., 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, 2014 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. Akhilesh Vijaychand Jain, (DIN - 00027658) who retires by rotation and being eligible, offers himself for re-appointment.
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 Motilal & Associates, Chartered Accountants, Mumbai (Firm registration No : 106584W) , who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 39th Annual General Meeting up to the conclusion of the 41st consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company.”

By Order of the Board

Place : Kolkata
Dated: August 27th, 2014

Sd/-
(Naresh Manakchand Jain)
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 27th September, 2014 to 30th September, 2014 (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. *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:

Name of Director	Mr.Akhilesh Vijaychand Jain (DIN No. 00027658)
Date of Birth	02/06/1976
Date of Appointment	13/08/2012
Expertise	Accounts and Finance
Qualification	B.Com C.A (Inter)
Other directorship	Shri Ambe Punjinvesh Private Limited Vee Vee En Sons (Exports) Pvt Ltd Tarana Plastics And Chemicals Private Limited Alexin Healthcare Private Limited Clarus Infrastructure Realities Limited Manorath Trading Private Limited Image Visual Ad Private Limited Rexort Finsec Private Limited Starpoint Commerce Pvt Ltd
No. of shares held in the Company	Nil

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 39th 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:

Ms Monalisa Datta Practicing Company Secretary having the Certificate of Practice Number 13580 is appointed as scrutinizer to conduct E-voting.

STEPS FOR E-VOTING

- (i) The voting period begins on 25th September, 2014 at 9.00 a.m. and ends on 26th September, 2014 at 6.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 29th August,2014, 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 updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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 member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (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 26, 2014, upto 6 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 29-August-2014.

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 29-August-2014.
13. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 29-August-2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
14. Monalisa Datta Practising Company Secretary (Certificate of Practice Number 13580 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 Thirty Ninth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2014.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(₹)		
PARTICULARS	Year ended 2013-2014	Year ended 2012-2013
Sales and Other Income	2,50,000	8,25,000
Total Expenditure	1,96,560	2,00,010
Profit/(Loss) for the year before Tax	53,440	6,24,990
Tax Expense	10,200	1,25,000
Profit/(Loss) for the year after tax	43,467	4,99,990

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

The approval of Hon'ble Calcutta High Court, Kolkata is still pending.

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, 2014, 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, 2014, 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. 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.

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 INE811D01016 for the equity shares of your Company. The status of Equity Capital exists in Electronic Form and Physical Form as on March 31st, 2014 is as under:

Particulars	No. of Shares	Percentage(%)
Electronic Mode		
NSDL	88136	5.34
CDSL	1348589	81.80
Physical Mode	211771	13.22
Total :	1648496	100.00

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 August 27th, 2014 of the Auditors of your Company confirming the compliance of conditions of Corporate Governance is also annexed thereto.

PARTICULARS OF EMPLOYEES

There was no employee in respect of whom information is required to be given pursuant to the Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended up-to-date.

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.

COMPLIANCE CERTIFICATE

In accordance with the requirements of Section 383(1A) of the Companies Act, 1956, a certificate from M/s Manoj Shaw & Co, Company Secretaries, Kolkata for the year ended 31st March 2014 is attached.

INDUSTRIAL RELATIONS

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

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any fixed deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

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: Mumbai

Date: 27th August 2014

(Naresh Manakchand Jain)

Director

(Rohitash Bhomaia)

Director