



Monotype India Ltd

MONOTYPE INDIA LIMITED

ANNUAL REPORT

2015-2016

Registered Office:

Office No. 602, 6th floor
"Raheja Chambers", 213, Nariman Point
Mumbai- 400 021

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Naresh Manakchand Jain
Mr. Rohitash Bhomia (resigned w.e.f. 13/08/2016)
Mr. Ashish Sethi (resigned w.e.f. 13/08/2016)
Mr. Akhilesh Vijaychand Jain
Mr. Harsh Jain
Mrs. Sudarshana Mitra
Mr. Suryakant Maruti Kadakane
(Appointed w.e.f. 13/08/2016)

COMPANY SECRETARY

Mr. Pradeep Kumar Gupta.

AUDITORS

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

Internal Auditor

M/s Dhawan & Co.

Secretarial Auditor

Mr. Manoj Prasad Shaw
(Prop. M/s. Manoj Shaw & Associates)

BANKERS

AXIS BANK LTD.

REGISTERED OFFICE

Office No. 602, 6th Floor Raheja Chambers,
213, Nariman Point Mumbai- 400 021
E-mail id: -monotypeindialtd@gmail.com
CIN: L72900MH1974PLC287552

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NOTICE

NOTICE is hereby given that the 41th Annual General Meeting (AGM) of the members of Monotype India Limited will be held on Thursday, 29th December, 2016 at 11.00 A.M at Office No. 602, 6th Floor, "Raheja Chamber", 213, Nariman Point Mumbai- 400 021, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the year ended March 31, 2016 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Harsh Jain, (DIN-02457584) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Motilal Jain & Associates- Chartered Accountants (Firm Registration No. 106584W) as the statutory auditors of the Company and in this regard 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 Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under, as amended from time to time, re-appointment of M/s. Motilal Jain & Associates- Chartered Accountants (Firm Registration No. 106584W) as the statutory auditors of the Company from the conclusion of the ensuing Annual general meeting till the conclusion of the AGM to be held in the calendar year 2021 (subject to the ratification by the members at every Annual General Meeting) at a remuneration to be determined by the Board of Directors of the company, be and is hereby approved.

SPECIAL BUSINESS:**4. To appoint Mr. Surayakant Maruti kadakane (Din: 02272617) 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 the provisions of Section 149, 150 and 152 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read Schedule IV if any and Rules framed thereunder, as amended from time to time and as per the provision of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 Mr. Surayakant Maruti kadakane (Din: 02272617), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its Meeting held on August 13, 2016 and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from him along with deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years i.e. upto 12th August, 2021.

5. Re-appointment of Mr. Naresh Manakchand Jain (DIN 00291963) as Whole-Time Director of the Company.

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

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Naresh Manakchand Jain (DIN 00291963), as Whole-Time Director of the Company with effect from November 07, 2015 to November 06, 2020, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Naresh Manakchand Jain.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

Place: Mumbai
Dated: 01.12.2016

By Order of the Board
Sd/-
(Naresh Manakchand Jain)
Whole Time Director
DIN: 00291963

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to items of special business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.**
4. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
5. M/s Niche Technologies Pvt. Ltd, D- 511, Bagree Market, 5th Floor, 71 B. R. B. Basu Road, Kolkata-700 001 is the Registrar and Share Transfer Agent of the Company. M/s Niche Technologies Pvt. Ltd is also the depository interface of the Company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd December, 2016 to 29th December, 2016 (both the days inclusive) for the purpose of forthcoming Annual General Meeting.
7. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
8. 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.
9. 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.
10. Members are requested to bring the copy of the Annual Report sent to them.
11. 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 2015-16 is being sent through electronic mode only to the members whose e-mail 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 2015-16 are being sent by the permitted mode.
12. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 annexed to the notice.
13. 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 mode are required to submit their PAN details to the Company.

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14. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form No. SH-13 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.
15. 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.
16. 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.

17. Information required to be furnished for directors seeking appointment/reappointment in forthcoming Annual General Meeting

Name of Director	Mr. Harsh Jain	Mr. Surayakant Maruti Kadakane	Mr. Naresh Manakchand Jain
DIN	02457584	02272617	00291963
Nature of Directorship	Executive Director (Promoter)	Non Executive Independent Director	Executive Director (Promoter)
Date of Birth	20/08/1990	23/09/1968	16/09/1964
Date of Appointment	11/02/2015	13/08/2016	12/08/2011
Expertise in specific Functional Area	Management & Administration	Management & Administration	Management & Administration
Terms and conditions of appointment/ re appointment	Executive Director (Promoter), liable to retire by rotation	Non Executive Independent Director, not liable to retire	Executive Director (Promoter), liable to retire by rotation
Qualification	B. Com	B. Com	B. Com
Name of other companies in which the person also holds the directorship	1. VENUS INTEGRATED TEXTILE PARK PRIVATE LIMITED 2. ADRINA REALTIES PRIVATE LIMITED 3. TRUCE MULTITRADE PRIVATE LIMITED 4. CINCH MULTITRADE PRIVATE LIMITED 5. ELAN CAPITAL ADVISORS PRIVATE LIMITED 6. INNOCENT INVESTMENT CONSULTANTS LLP 7. SANDEEP ISPAT TRADER LLP	52 WEEKS ENTERTAINMENT LIMITED	1. AAGAM CAPITAL LTD. 2. BT DIVINE POWER AND MINING CORPORATION LIMITED 3. PRANJALI INFRASTRUCTURE PRIVATE LIMITED. 4. TRUCE MULTITRADE PRIVATE LIMITED 5. PRANJALI (INDIA) PRIVATE LIMITED 6. PRANJALI SERVICES PRIVATE LIMITED 7. CINCH MULTITRADE PRIVATE LIMITED 8. DIVINE POWER & MINING CORPORATION LIMITED 9. ELAN CAPITAL ADVISORS PRIVATE LIMITED 10. INNOCENT INVESTMENT CONSULTANTS LLP 11. SANDEEP ISPAT TRADER LLP
No. of shares held in the Company	452	NIL	5850000
Memberships/Chairmanships of Committees on the board	A. <u>Monotype India Limited</u> 1. Member of Stake holder Relationship Committee	52 Weeks Entertainment Limited: 1. Member of Audit committee. 2. Member of Nomination and Remuneration Committee. Monotype India Ltd 1. Member of Audit committee. 2. Member of Nomination and Remuneration Committee 3. Member of Stake holder Relationship Committee	B. <u>Monotype India Limited</u> 1. Member of Audit committee 2. Member of Stake holder Relationship Committee
Relationships, if any, between Directors inter se	Mr. Harsh Jain, Director, is the son of Mr. Naresh Manakchand Jain, who is Whole Time Director of the Company.	NIL	Mr. Naresh Manakchand Jain is the father of Mr. Harsh Jain, CFO & director of the Company.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 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 41th 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:

STEPS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th December, 2016 at 9.00 A.M. and ends on 28th December, 2016 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 of 22nd December, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Bank Account Number details field as mentioned in the above instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for MONOTYPE INDIALIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- 18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd December, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.

19. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / register of beneficial owners maintained by the depositories as at closing hours of business, on Friday, 25th November, 2016.
20. The share holders shall have one vote per equity share held by them as on the cut-off date of 22nd December, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd December, 2016, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
23. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 22nd December, 2016, are requested to send the written / email communication to the Company at monotypeindia ltd@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. 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.
25. 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 the company www.monotypeindia.in and will also be communicated to the Stock Exchanges.