



Monotype India Limited

**MONOTYPE INDIA LIMITED**

**CIN: L72900MH1974PLC287552**

**44<sup>th</sup> ANNUAL REPORT**

**2018-19**



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Naresh Jain	-	Whole Time Director & CFO
Mr. Harsh Jain	-	Director & CFO (Resigned w.e.f 28.11.2018)
Mr. Suryakant Kadakane	-	Independent Director
Mr. Rajendra Redekar	-	Independent Director
Mrs. Preeti Doshi	-	Independent Director

### CHIEF FINANCIAL OFFICER

Mr. Harsh Jain (Resigned w.e.f 28.11.2018)

Mr. Naresh Jain (Designated as CFO w.e.f 29.11.2018)

### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Sneha Soni

### STATUTORY AUDITORS

M/s. Motilal & Associates, Chartered Accountants, Mumbai

### INTERNAL AUDITOR

M/s. Dhawan & Co., Chartered Accountants, Mumbai

### SECRETARIAL AUDITOR

Mr. Suprabhat Chakraborty, , Practicing Company Secretaries

### BANKERS

Axis Bank Ltd.

### REGISTRARS AND TRANSFER AGENTS

M/s. Niche Technologies Pvt. Ltd.

3A, Auckland Place,

7th Floor, Room No. 7A & 7B,

Kolkata, West Bengal – 700 017

E-mail id.: nichetechpl@nichetechpl.com

Telephone: 033- 22806616/22806617/22806618

Website: www.nichetechpl.com

### REGISTERED OFFICE

602, 6th Floor, Raheja Chambers,

213 Nariman Point, Mumbai- 400 021

e-Mail id.: monotypeindia@gmail.com

Telephone No.: 022-40068190/91

Website: www.monotypeindia.in

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**NOTICE**

**NOTICE** is hereby given that the 44th Annual General Meeting (AGM) of the members of Monotype India Limited will be held on Saturday, the 28th day of September, 2019 at 10:00 a.m. at the registered office of the Company at 602, 6th Floor, "Raheja Chambers", 213 Nariman Point, Mumbai - 400 021 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 together with the Reports of the Directors' and Auditor's thereon.
2. To appoint a Director in the place of Mr. Naresh Jain (DIN: 00291963), who retires by rotation and being eligible, offers himself for re-appointment.

**By Order of the Board of Directors of  
MONOTYPE INDIA LIMITED**

**sd/-  
Sneha S. Soni  
Company Secretary  
M. No. 51629**

**Date** : 14.08.2019  
**Place** : Mumbai

**NOTES:**

1. M/s. Motilal & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 41st Annual General Meeting held on 29th December, 2016 till the conclusion of the AGM of the Company to be held in the calendar year 2021. Pursuant to Notification issued by the Ministry of Corporate Affairs on 07th May, 2018 amending Section 139 of the Companies Act, 2013 and the rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
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. Proxies in order to be effective, 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 herewith.**
3. **A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in 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.**
4. Members/Proxies/Authorised Representative are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2019 to 28th September, 2019 (both days inclusive) for the purpose of AGM.
6. The Company's Registrars and Share Transfer Agent for its Share Registry Work (Physical and Electronic) are M/s. Niche Technologies Pvt. Ltd. having their office at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700 017. The said Registrar is also the depository interface of the Company.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository

participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Niche Technologies Private Limited, the Company's Registrars and Share Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Niche Technologies Private Limited.

8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Niche Technologies Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. SEBI has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from 1st April, 2019. The shareholders who continue to hold shares in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer by contacting the Company or M/s. Niche Technologies Private Limited for assistance in this regard. Only the requests for transmission and transposition of securities in physical form, will be accepted by the RTA.
10. Members seeking any information with regard to the accounts, are requested to write to the Company atleast 7 days before, so as to enable the Management to keep the information ready at the AGM.
11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.monotypeindia.in](http://www.monotypeindia.in). Members holding shares in physical form may submit the same to Niche Technologies Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
13. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
14. Members are requested to bring the copy of the Annual Report sent to them.
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. In consonance with the company's sustainability initiatives and Regulation 36 of the SEBI (LODR) Regulations, 2015, the company is sharing all documents with shareholders in electronic mode, wherever the same has been agreed to by the shareholders. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with the Depository Participant (in case of Shares held in dematerialised form) or with M/s. Niche Technologies Pvt. Ltd. (in case of Shares held in physical form).
17. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed herewith and forms part of this Notice.
18. In all correspondence with the Company, Members holding shares in physical mode are requested to quote their Folio numbers and in case their shares are held in the dematerialized mode, Members are requested to quote their DP Id and Client Id.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically through e-voting services

provided by CDSL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

20. The instructions for shareholders voting electronically are as under:

- i. The e-voting period begins on 25th September, 2019 at 10:00 A.M. and ends on 27th September, 2019 at 05:00 P.M. During this period, the shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 21st September, 2019 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](http://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](http://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"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both 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).</li> </ul>

- 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 INDIA LIMITED 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 use Mobile app – “m-Voting for e-voting. m-voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their evoting credentials to vote for the company resolution(s).
- 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](http://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](mailto: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 mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
21. The facility for voting by polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
22. The notice of Annual General Meeting will be sent to the members whose names appears in the register of members / depositories as at closing hours of business on 2nd August, 2019.
23. A copy of this notice and Annual Report 2018-19 has been placed on the website of the Company viz. [www.monotypeindia.in](http://www.monotypeindia.in) and the website of the CDSL.
24. The Board of Directors has appointed Mr. Suprabhat Chakraborty, Practicing Company Secretaries (Membership No. 41030, C.P No.15878) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
25. The results shall be declared 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](http://www.monotypeindia.in) and will also be communicated to the Stock Exchanges where the securities of the Company are listed.



26. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to M/s. Niche Technologies Pvt. Ltd., Registrars and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
27. As per Regulation 40 (7) of SEBI (LODR) Regulations, 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA i.e. M/s. Niche Technologies Pvt. Ltd. for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
28. Members are requested to kindly note that if physical documents viz. Demat Request Forms (DRF) and Share Certificates, etc. are not received from their DPs by the RTA within a period of 15 days from the date of generation of the Demat Request Number (DRN) for dematerialization, the DRN will be treated as rejected / cancelled. This step is taken on the advice of NSDL and CDSL, so that no demat request remains pending beyond a period of 21 days. Upon rejection / cancellation of the DRN, a fresh DRF with new DRN has to be forwarded along with the Share Certificates by the DPs to the RTA. This note is only to caution Members that they should ensure that their DPs do not delay in sending the DRF and Share Certificates to the RTA after generating the DRN.

## 29. Details of Director

Details of Directors seeking re-appointment at the 44th Annual General Meeting to be held on 28th September, 2019

Particulars	Mr. Naresh Jain
DIN	00291963
Date of Birth (Age)	16/09/1964 (55 Years)
Date of Appointment	12/08/2011
Qualification	B.Com
Expertise in specific functional areas	More than 26 years of experience in the Financial Markets and in Real Estate
Directorships held in other public companies(excluding foreign companies and Section 8 companies)	1. Aagam Capital Limited
	2. Bt Divine Power And Mining Corporation Limited
	3. Pranjali Infrastructure Private Limited
	4. Jupiter City Developers (India) Limited
	5. Adrina Realities Private Limited
	6. Pranjali (India) Private Limited
	7. Pranjali Services Private Limited
	8. Cinch Multitrade Private Limited
	9. Divine Power & Mining Corporation Limited
	10. Jupicos Sports Private Limited
	11. Elan Capital Advisors Private Limited
Memberships / Chairmanships of committees of public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	02
Number of shares held in the Company	58,50,000

**Route map to the AGM Venue**

**Date** : 28th September, 2019

**Time** : 10:00 a.m.

**Venue** : 602, 6th Floor, Raheja Chambers, 213, Nariman Point, Mumbai - 400 021.

**Landmark** : Near Dalamal Tower

