



# **MONOTYPE INDIA LIMITED**

**36<sup>TH</sup> 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, 5<sup>TH</sup> FLOOR,  
71, B R B BASU ROAD,  
KOLKATA – 700 001

<b>CONTENTS</b>	<b>PAGE NOS.</b>
NOTICE.....	1
DIRECTOR'S REPORT.....	5
CORPORATE GOVERNANCE REPORT.....	9
AUDITORS REPORT.....	17
BALANCE SHEET.....	21
PROFIT AND LOSS ACCOUNT.....	22
SCHEDULES.....	23
CASH FLOW STATEMENT .....	29
ABSTRACT.....	30
E-MAIL REGISTRATION.....	31
PROXY / ATTENDANCE SLIP.....	32

## **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: 12<sup>th</sup> 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 31<sup>st</sup> 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 : 12<sup>th</sup> August, 2011

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### 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 Devlopers 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
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**(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

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## **REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2011**

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

### **FINANCIAL RESULT :**

(Rupees in Lakh)

<b><u>PARTICULARS</u></b>	<b>31/03/2011</b>	<b>31/03/2010</b>
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: 20<sup>th</sup> August, 2011

On behalf of the Board  
Sd/-  
**Rajesh Jain**  
Chairman

**ANNEXURE TO THE DIRECTORS' REPORT**  
**REPORT ON CORPORATE GOVERNANCE**

Pursuant to clause 49 of the Listing Agreements with the Stock Exchanges and directions of SEBI, a Report on Corporate Governance is given below:

**1. Company's Philosophy:**

The Company strongly believes in the value of transparency, professionalism and accountability in its dealings with customers, shareholders and every body who comes in contact with the Company.

**2. Board of Directors:**

The Board consists of three Directors as on 31st March 2011, two of whom are independent. The details are given below:

Name	Category	Attendance Particulars		No of Directors & Committee Members / Chairmanship held in other Public Companies in India
		Board Meeting	Last AGM	
Shri Rajesh Jain (Chairman)	ED	6	YES	NIL
Shri Ashok Kumar	I & NED	6	YES	NIL
Shri V V Agarwalla	I & NED	6	YES	NIL

**Note: I :** Independent Director, **NED :** Non-Executive Director, **ED:** Executive Director.

The Board of Directors met six times during the year on 08.04.2010, 20.05.2010, 22.07.2010, 21.10.2010, 20.01.2011 and 31.03.2011.

The Board of Directors is routinely presented with all information under clause 49 of the Listing Agreement wherever applicable and materially significant by way of mention by the Chairman in the Board Meeting.

**Code of Conduct:**

The Company has laid down a code of conduct for all of its Board Members and Senior Management Personnel for avoidance of conflict of interest. It has received from all of them the necessary declarations affirming compliance with it during the period.

**Remuneration of Directors:**

Sitting fees, salary & perquisite:

None of the Directors draw any sitting fee or salary & perquisites from the Company.

The Board has constituted two Committees – Audit Committee and Investors/Share holders Grievance Committee.

### **3. Audit Committee:**

The Audit Committee comprises of Executive/Non-Executive and Independent Directors. Sri V V Agarwalla is the Chairman of the committee. Sri Rajesh Jain and Sri Ashok Kumar are the other members of the Committee. The Statutory Auditors are invited to the meetings.

The terms of reference of this Committee cover matters specified for Audit Committee under clause 49 of the Listing Agreement with the Stock Exchanges as well as Section 292 A of the Companies Act, 1956.

During the year 2010-11, five meetings of the Audit Committee were held on 08.04.2010, 20.05.2010, 22.07.2010, 21.10.2010 and 20.01.2011. All the members of the Committee attended the said meetings.

The Chairman was present at the 35th Annual General Meeting on 22nd July 2010.

### **4. Remuneration Committee:**

The Company has not set up Remuneration Committee since the Directors do not draw any fee or remuneration from the Company for their services.

### **5. Investors/Shareholders grievance Committee**

The Committee functions under Chairmanship of Sri V.V. Agarwalla. The other members of the committee are Sri Rajesh Jain and Sri Ashok Kumar.

The Committee inter-alia, approves issue of duplicate share certificates, oversees and reviews all matters connected with transfer of securities. The Committee also looks after redressal of shareholders' complaints like transfer of shares, non receipt of balance sheet etc. Sri Rajesh Jain is the Compliance Officer of the Company.

Five meetings of the Committee were held on 08.04.2010, 20.05.2010, 22.07.2010, 21.10.2010 and 20.01.2011. All the members of the Committee attended the meetings.

During the year 2010-2011 no complaints were received from shareholders.

The company had no transfer pending at the close of the financial year. The Board of Directors has delegated the power for approving the transfer of securities to the Chairman and the Company Secretary.

### **General Body Meeting**

Location and other details of last three AGMs:

Financial Year	Date	Location	Time	Special Resolution	Postal Ballot
2007 - 2008	21.08.08	Monotype India Ltd., Workshop, 8 Waterloo Street, Kolkata-700 069	10 AM	No	No
2008 - 2009	20.08.09	- Do -	10 AM	No	No
2009 - 2010	22.07.10	- Do -	10 AM	No	No

**Special Resolution:**

No Special Resolution was passed at the previous three Annual General Meetings held on 21.08.2008, 20.08.2009 and 22.07.2010.

**Postal Ballot:**

Presently there is no proposal for passing Resolution through Postal Ballot at the ensuing Annual General Meeting.

**Disclosure regarding reappointment of Directors**

Sri Rajesh Jain (Age 42 Years), who retires by rotation at this Annual General Meeting, is FCA, AICWA, & B.Com and has wide knowledge and experience in the field of Accounts, Finance and Legal Matters.

**Disclosure:**

There are no materially significant related party transactions other than as disclosed in Note 6 of Schedule 13 made by the Company of material nature with its Promoters, Directors or Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company at large.

There were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any Statutory Authority for non-compliance of any matter related to the capital markets during the last three years.

**Means of Communication:**

(a) Quarterly and Half yearly Financial Results are prepared and submitted to the Stock Exchanges in accordance with the Listing Agreements and also published in English and Bengali newspapers.

(b) Annual Audited Results are sent to the shareholders at their registered address along with the notice of the Annual General Meeting and also published in English and Bengali daily newspaper.

(c) The Company has no Website.

(d) There is no necessity for the Company displaying office news release and making presentations to institutional investors or to analysts.

(e) The report of the Directors forming part of the Report and Accounts includes all aspects of the Management Discussion And Analysis Report.

### **GENERAL SHAREHOLDER INFORMATION:**

- AGM : Date, time & Venue : 29<sup>th</sup> September 2011, Time 10 AM  
(Company's workshop)  
at 8, Waterloo Street, Ground Floor  
Kolkata – 700 069
- Financial Calendar : First Quarterly Results - By end of July 2011  
Second Quarterly Results - By end of October 2011  
Third Quarterly Results - By end of January 2012  
Last Quarterly Results / Results for the Year ended  
31st March 2012 - By end of May 2012
- Date of Book closure : 27<sup>th</sup> September to 29<sup>th</sup> September 2011  
(both days inclusive)
- Dividend Payment Date : Nil due to accumulated Loss
- Listing on Stock Exchanges : Kolkata & Mumbai Stock Exchanges.  
The Company has paid listing fees upto period  
2011 – 2012 to CSE and to BSE
- Stock Code : BSE – 505343 ; CSE 23557
- ISIN Number for CDSL : INE 811D01016
- Stock Market Data : Not Available (No transaction recorded in Listed  
Exchanges viz; Kolkata Stock Exchange (Regional  
Exchange) and Mumbai Stock Exchange.
- Registrar & Share  
Transfer Agent For  
Physical and Demat Shares : Niche Technologies Pvt. Ltd.  
D – 511 Bagree Market, 5th Floor,  
71, BRB Basu Road, Kolkata – 700 001
- Share Transfer System : All share transfers received are processed  
registered and returned within (30) days from  
the date of lodgments, if they are complete in all  
respects
- Dematerialization of shares : 85.87% of equity shares have been  
Dematerialized as on 31st March 2011

## DISTRIBUTION OF EQUITY SHAREHOLDING AS ON 31<sup>ST</sup> MARCH 2011

(a) ACCORDING TO CATEGORY OF HOLDING:

Sr. No.	Category	Number of Shares	Percentage
1	Promoters	1,223,705	74.23
2	Mutual Fund	-	-
3	Nationalized Banks	14,000	0.85
4	Bodies Corporate	158,471	9.61
5	Indian Public	252,320	15.31
<b>TOTAL</b>		<b>16,48,496</b>	<b>100.00</b>

(b) ACCORDING TO NUMBER OF HOLDING

No. of Shares	No. of Shareholders	No. of Shares Held	% of Shares
1 to 100	568	35,916	2.18
101 to 500	447	100,312	6.09
501 to 2000	96	80,992	4.91
2001 to 10000	7	18,903	1.15
10001 and above	6	1,412,373	85.67
<b>Total</b>	<b>1124</b>	<b>1,648,496</b>	<b>100.00</b>

- Outstanding GDRs / ADRs / Warranty or any convertible, Investment Conversion date and likely impact on equity : NIL
- Plant Location : NIL. Not applicable at Present as the company is not engaged in manufacturing activities.
- Address for correspondence : Monotype India Ltd.  
**Registered office:**  
27 AB Royd Street  
Abhinandan, Ground Floor  
Kolkata – 700 016
- Non Mandatory Requirements : The Company has not adopted Requirements non mandatory requirements as mentioned in Clause 49 of the Listing Agreement.

On behalf of the Board

**Sd/-**

**Rajesh Jain**

Chairman

Place : Kolkata

Date : 26th May 2011

## DECLARATION BY THE CHAIRMAN

This is to certify that:

1. In pursuance of the provisions of clause 49(I)(D) of the Listing Agreements, a Code of Conduct for the Company has been approved by the Board in its meeting held on 26th April 2007.
2. The said Code of Conduct has been circulated to Board Members and Senior Management personnel of the Company.
3. All of them have affirmed having complied with the said Code of Conduct for the year ended 31st March 2011.

Place : Kolkata  
Date : 26th May 2011

On behalf of the Board  
Sd/-  
Rajesh Jain  
**Chairman**



## **CERTIFICATION BY THE CHAIRMAN, BOARD OF DIRECTORS**

We hereby certify that:

a) We have reviewed financial statements and cash flow statement of Monotype India Ltd. For the year ended 31st March, 2011 and that to the best of our knowledge and belief:

i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;

ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

d) We have indicated to the auditors and the Audit Committee

i) There have been no significant changes in internal control over financial reporting during the year;

ii) There have been no significant changes in accounting policies during the year; and

iii) There have been no instances of significant fraud of which we have become aware and that the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system

**On behalf of the Board**

**Sd/-**

Rajesh Jain

Chairman

Place : Kolkata

Date : 26th May 2011

## **AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

### **TO THE MEMBERS OF MONOTYPE INDIA LIMITED**

We have examined the compliance of conditions of Corporate Governance by Monotype India Limited, for the year ended on 31<sup>st</sup> March 2011 as stipulated in clause 49 of Listing Agreement of the said Company with the Stock Exchanges.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the condition of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and the representation made by the directors and the management, we certify that having regard to our observation as given in the Auditors report on the Annual Accounts of the company for the year ended 31<sup>st</sup> March, 2011 the Company has complied with the condition of Corporate Governance as stipulated in the above-mentioned Listing Agreement except that:

The Shareholders / Investors Grievances Committee have been unable to meet fortnightly during the year.

As per the representation received from the Company as on 31<sup>st</sup> March 2011 no investor grievance is pending for a period exceeding one month against the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

For Patni & Co.  
Chartered Accountants

Place: Kolkata  
Date : 26<sup>th</sup> May 2011

Sashi Sureka  
(Mem No. 57918)  
Partner

## AUDITORS' REPORT

TO  
THE MEMBERS OF  
MONOTYPE INDIA LTD.

We have audited the attached Balance Sheet of Monotype India Limited (The Company) as at 31<sup>st</sup> March, 2011 and the Profit and Loss account and Cash Flow of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence support the financial statements, the amounts and disclosures in the financial statement. An audit also includes examining, on a test basis, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) (Amendment) Order, 2003 (the Order) issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956 (the Act), and on the basis of such checks as we considered appropriate and according to the information and explanations given to us and subject to non availability of the relevant details / information / records due to the reasons given in Note 2 of Schedule 13, we annex hereto a statement on the matters specified in the said order to the extent applicable to the company.
2. Due to reasons given in Note 5 of Schedule 13, the accounts of the company have been prepared on the basis that it is a going concern though the accumulated losses of the company as on 31.03.2011 have been exceeded its entire net worth on that date.
3. As indicated in Note 2 of Schedule 13, relevant records in respect of factory, and other offices were not available for our verification. Consequently, the figures compiled by the company for the purpose of these accounts including the quantitative details / information as given under Schedules to the accounts could not be verified by us with respect to the primary and secondary records and supplementary documents and details. Accordingly, in the absence of relevant details / records and or full information reconciliation / confirmation, we are unable to express any opinion on the amounts of various assets and liabilities, expenses and income (including adjustments made during the year to such assets and liabilities), the adequacy and compliance thereof with the relevant Accounting Standards issued by the Institute of Chartered Accountants of India and impact thereof on the profit and accumulated losses of the company.
4. Attention is invited to the following notes of Schedule 13:
  - a. Note 1 regarding non ascertainment of liabilities in respect of items disclosed under contingent liabilities and adequacy of the disclosure / provision in these respect.

- b. Note 4 and 6 regarding non ascertainment / confirmation / reconciliation and consequential adjustments in respect of certain statutory dues and other balances and non ascertainment of the impact on the profit for the year and the accumulated losses at the year end.
5. The overall impact of adjustments to be carried out including with regard to various legal and other implication arising with respect to our remarks under paras 2 to 4 above or otherwise has not been ascertained and therefore cannot be commented upon by us.
  6. Further to the above and subject to our comments in paragraph 1 and the annexure referred therein and subject to and except as given in Paragraphs 2 to 4 above, we report that:
    - a. We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of our audit;
    - b. In our opinion, the said accounts give in the prescribed manner the information required by the Companies Act, 1956 and proper books of accounts as required by laws have been kept by the Company so far as appears from our examination of the books;
    - c. In our opinion, the Balance Sheet, the Profit and Loss Account and Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956;
    - d. On the basis of written representations received from the directors and taken on record by the board of directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2011 from being appointed as directors in terms of Clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956;
    - e. In our opinion and to the best of our information and according to the explanations given to us and in view of our observation in Para 2 to 4 above and our inability to ascertain and comment on the overall impact as per Para 5 with respect to para 7, we are unable to express our opinion on whether the said Balance Sheet and Profit and Loss Account are in agreement with the books of account and whether the said accounts give a true and fair view in conformity with the accounting principles generally accepted in India:
      - i. In case of the Balance Sheet, of the State of Affairs of the company as at 31.03.2011;
      - ii. In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
      - iii. In case of the Cash Flow Statement, of the Cash Flow for the year ended on that date.

For Patni & Co.  
Chartered Accountants

Place : Kolkata  
Dated : 20<sup>th</sup> May, 2011

Partner  
(Sashi Sureka)  
Membership No. 57918  
Firm Reg. No. 320304E

**ANNEXURE REFERRED TO IN PARAGRAPH 1 OF AUDITOR'S REPORT  
OF EVEN DATE TO THE MEMBERS OF MONOTYPE INDIA LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2011**

- I. The Company does not have any fixed assets. Accordingly, the provisions of clause 4 (i) of the Order are not applicable to the Company.
- II. The Company does not have any inventory. Accordingly, the provisions of clause 4 (ii) of the Order are not applicable to the Company.
- III. (a) The Company has obtained interest free unsecured loan from Company listed in the register maintained under section 301 of the Companies Act, 1956. The number of parties involved was one and the maximum amount involved during the year is Rs. 26,21,886.00 and amount outstanding as at the year end is Rs. Nil.  
  
(b) According to the information given to us, the terms and conditions on which such loans were obtained, are prima facie not prejudicial to the interest of the Company.  
  
(c) As the amount of loan as on 31.3.2011 is nil so clause 4(c) & 4(d) is not applicable to the company.  
  
(e) No loan has been granted to any Company listed in register maintained under section 301. Consequently, the provisions of clause 4 (iii) (b) to (d) of the order are not applicable to the Company.
- IV. According to the information and explanations given to us, during the year there was no purchase of inventory, fixed assets and sale of goods and as such clause 4 (IV) of the order is not applicable to the Company.
- V. (a) In our opinion and according to the information and explanations given to us, there is no transaction that needs to be entered into the register maintained under section 301 of the Act, 1956.  
  
In view of remarks given in Para v (a) requirements of clause v (b) of the order are not applicable to the Company.
- VI. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and the provisions of Section 58A of the Companies Act, 1956 and rules framed there under.
- VII. As explained to us, due to the situation prevailing in the company on account of suspension of operation, internal audit of the Company could not be carried out during the year.
- VIII. As informed to us the Central Government has not prescribed for the maintenance of cost records under section 209(1) (d) for any of the products of the Company.
- IX. (a) In the absence of relevant records and documents it is not possible for us to state whether the Company is regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Excise duty, Custom Duty, Cess and other relevant material statutory dues wherever applicable with the appropriate authorities.  
  
(b) In absence of relevant records it is not possible for us to state that there were no disputed amounts payable in respect of Income Tax, Service tax, Cess, Wealth tax,

Sales Tax, Customs Duty and Excise Duty which are outstanding as at March 2011 except to the extent as stated in Note 1 of schedule 13.

- X. The accumulated loss of the Company as at the end of the year is more than the fifty percent of its net worth. The company has not incurred cash loss during the current year and has incurred cash loss of Rs. 3,03,904.00 in the immediately preceding financial year.
- XI. In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the Company has not defaulted as on 31.03.2011 in repayment of dues to financial institution and Debenture-holders.
- XII. We have been informed and explained that the Company has not granted any loans and advances on the basis of security by way of the pledge of shares, debentures and other securities.
- XIII. In our opinion, the Company is not a chit fund or nidhi / mutual fund / society. Accordingly, the provision of the clause 4(xiii) of the Order is not applicable to the Company.
- XIV. The Company is dealing or trading in shares, securities, debentures and other investments and on the basis of the information and documents provided to us, the company has maintained the proper records of the transactions and contracts and timely entries have been made therein.
- XV. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- XVI. During the year the Company has not taken any term loan. In respect of loan taken in earlier years, utilization of such amount, in absence of the relevant records, cannot be commented upon by us.
- XVII. According to the information and explanations given to us, we report that no funds raised on short- term basis have been used for long term investment by the company.
- XVIII. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- XIX. The Company has not issued any debentures during the year and no debentures were outstanding as at 31<sup>st</sup> March 2011. Accordingly, requirements of clause 4 (xix) of the order are not applicable to the Company.
- XX. The Company has not made any public issue during the year.
- XXI. During the course of our examination of the books of account carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any incidence of fraud on or by the Company nor have we been informed of any such case by the Management.

For Patni & Co.  
Chartered Accountants

Place : Kolkata  
Dated: 26.5.2011

Partner  
(Sashi Sureka)  
Membership No. 57918  
Firm Reg. No. 320304E

**BALANCE SHEET AS AT 31ST MARCH, 2011**

SOURCES OF FUNDS :	SCHE DULE	As At 31st March 2011		As At 31st March 2010	
		RS	RS	RS	RS
		<b><u>Shareholders' Fund :</u></b>			
Share Capital	1	41,484,960		41,484,960	
Reserve & Surplus	2	26,875	41,511,835	26,875	41,511,835
<b><u>Loan Funds :</u></b>					
Unsecured Loan	3	2,800,000	2,800,000	2,846,886	2,846,886
Total			<b>44,311,835</b>		<b>44,358,721</b>
<b>APPLICATION OF FUNDS :</b>					
<u>Investments :</u>	4		0		47,815
<b><u>Current Assets, Loans &amp; Advances :</u></b>					
Cash & Bank balances	5	87,389		7,638	
Loans & Advances	6	356,332		491,874	
		<b>443,721</b>		<b>499,512</b>	
<b><u>Less : Current Liabilities &amp; Provision :</u></b>					
Liabilities	7	12,133		120,208	
Provisions	8	332,815		371,512	
		<b>344,948</b>		<b>491,720</b>	
<b>Net Current Assets</b>			98,773		7,792
<b>Profit &amp; Loss account</b>	9		44,213,061		44,303,114
Total			<b>44,311,835</b>		<b>44,358,721</b>

**III. NOTES TO ACCOUNTS**

13

The Schedule referred to above form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our Report of even date.

**For Patni & Co.**

Chartered Accountants

**On behalf of the Board**

**Sashi Sureka**

**Partner**

Membership No. 57918

Firm Regd No. 320304E

Rajesh Jain

Ashok Kumar

Vivek V Agarwalla

Chairman

Director

Director

Place : Kolkata

Date : 26th May, 2011

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

	SCHE DULE	Year Ended 31st March 2011 RS	Year Ended 31st March 2010 RS
<b>INCOME :</b>			
Profit on Sale of Shares & Securities	12	521,926	0
Other Income	10	98,253	245,838
<b>Total</b>		<b>620,179</b>	<b>245,838</b>
<b>EXPENDITURE :</b>			
Administrative & Other Expenses	11	509,630	171,954
Loss on Sale of Shares & Securities	12	0	227,109
<b>Total</b>		<b>509,630</b>	<b>399,063</b>
Profit / (Loss) for the year		110,549	(153,225)
Provision for Income tax		20,496	0
Profit / (Loss) after Tax		90,053	(153,225)
Add : Balance of Profit from Previous Year		(54,835,968)	(54,682,743)
Balance carried to Balance Sheet		<b>(54,745,915)</b>	<b>(54,835,968)</b>
Earning Per Share (Basic & Diluted) (Note No. 8 of Schedule 13)		0.05	(0.09)

**NOTES TO ACCOUNTS**

13

The schedule referred to above form an integral part of the Profit & Loss account.  
This is the Profit & Loss Account referred to in our report of even date.

**For Patni & Co.**

**On behalf of the Board**

Chartered Accountants

**Sashi Sureka**

Rajesh Jain

Chairman

**Partner**

Ashok Kumar

Director

Membership No. 57918

Vivek V Agarwalla

Director

Firm Reg. No. 320304E

Place : Kolkata

Date : 26th May, 2011



## MONOTYPE INDIA LIMITED

<u>Schedules forming part of the Balance Sheet</u>	AS AT 31.03.2011 RS	AS AT 31.03.2010 RS
<b>SCHEDULE : 1</b>		
<b><u>SHARE CAPITAL :</u></b>		
<u>Authorised :</u>		
25,00,000 Equity Shares of Rs.10/- each	25,000,000	25,000,000
2,50,000 Preference Shares of Rs.100/- each	25,000,000	25,000,000
	<b>50,000,000</b>	<b>50,000,000</b>
<u>Issued, Subscribed &amp; Paid up :</u>		
16,48,496 Equity Shares of Rs.10/- each fully paid-up (Previous Year - 16,48,496 Equity Share)	16,484,960	16,484,960
2,50,000 1% Non-Cumulative Redeemable Preference Shares of Rs.100/- each, fully paid-up (Previous Year - 2,50,000)	25,000,000	25,000,000
	<b>41,484,960</b>	<b>41,484,960</b>
<p>Note: of the above -</p> <p>(i) 1,98,720 Equity Shares of Rs.10 each were allotted as fully paid-up pursuant to a contract without payment being received in cash, and</p> <p>(ii) 54,000 Equity Shares of Rs.10 each were allotted as fully paid-up bonus shares by way of capitalisation of General Reserve.</p> <p>(iii) The Preference Shares shall be redeemed at par at the end of 20 years from the date of allotment, i.e. 30.03.2018. The Company has the option to however, redeem the shares at par at any time after the expiry of an initial period of 60 months from the date of allotment, i.e. after 30.03.2003 by giving the shareholders three month notice of its intention to do so.</p>		
<b>SCHEDULE : 2</b>		
<b><u>RESERVES &amp; SURPLUS :</u></b>		
Surplus on reissue of forfeited shares	26,875	26,875
	<b>26,875</b>	<b>26,875</b>
<b>SCHEDULE : 3</b>		
<b><u>UNSECURED LOAN :</u></b>		
Intercompany Deposits (Repayable within 1 Year Rs. 28,00,000) (Previous Year Rs. 28,46,886)	2,800,000	2,846,886
	<b>2,800,000</b>	<b>2,846,886</b>

<u>Schedules forming part of the Balance Sheet</u>	AS AT 31.03.2011 RS	AS AT 31.03.2010 RS
<b>SCHEDULE : 5</b>		
<b><u>CASH &amp; BANK BALANCES</u></b>		
Balances with scheduled banks		
- In Current Account	87,389	7,638
	<b>87,389</b>	<b>7,638</b>
<b>SCHEDULE : 6</b>		
<b><u>LOANS &amp; ADVANCES</u></b>		
(Unsecured & Considered good)		
Deposits	111,780	111,780
T.D.S	244,552	380,094
	<b>356,332</b>	<b>491,874</b>
<b>SCHEDULE : 7</b>		
<b><u>LIABILITIES</u></b>		
Sundry Creditors	12,133	120,208
	<b>12,133</b>	<b>120,208</b>
<b>SCHEDULE : 8</b>		
<b><u>PROVISIONS</u></b>		
Provision for Taxation	371,512	371,512
Less : Adjusted during the year	59,193	0
	312,319	371,512
Add : During the Year	20,496	
	<b>332,815</b>	<b>371,512</b>
<b>SCHEDULE : 9</b>		
<b><u>PROFIT &amp; LOSS ACCOUNT</u></b>		
Debit balance in Profit & Loss A/c	54,745,915	54,835,968
Less: General Reserve	10,532,854	10,532,854
	<b>44,213,061</b>	<b>44,303,114</b>

<b>SCHEDULE : 10</b>			
<b><u>OTHER INCOME</u></b>			
Interest (Gross) (TDS Rs.Nil; PY- Rs.NIL)		8,391	19,440
Liability no longer required written back		89,862	150,679
Dividend Income- On Long Term Investments		-	13,073
Income from Mutual Fund		-	62,646
		<b>98,253</b>	<b>245,838</b>
<b>SCHEDULE : 11</b>			
<b><u>ADMINISTRATIVE AND OTHER EXPENSES :</u></b>			
Auditor's Remuneration (including Service Tax)		11,030	11,030
Auditor's Remuneration in other capacity		3,309	5,557
Depository Charges		10,258	6,618
Listing Fees		382,612	0
Legal & Professional fee		1,800	5,830
Miscellaneous expenses		88,181	112,574
Rates & Taxes		5,400	9,225
Rent		7,040	21,120
		<b>509,630</b>	<b>171,954</b>
<b>SCHEDULE : 12</b>			
<b><u>PROFIT ON SALE OF SHARES &amp; SECURITIES</u></b>			
( Long term Investments )			
Profit on sale of long term Investments - Shares		521,926	(227,109)
		<b>521,926</b>	<b>(227,109)</b>

<b>SCHEDULE : 4</b>									
<b><u>INVESTMENTS :</u></b>									
<b>A. Investments-Long term</b>									
<b>(AT COST)</b>									
Name of the Company	Face Value (Rs)	<b><u>As on 31.03.2010</u></b>				<b><u>As on 31.03.2011</u></b>			
		Opening		Purchases		Sales		Closing	
		Nos.	Amt (Rs.)	Nos.	Amt (Rs.)	Nos.	Amt (Rs.)	Nos.	Amt (Rs.)
<b><u>Other than Trade Quoted</u></b>									
GKW Ltd.	1	950	47815	0	0	950	569027	0	0
<b>Total (A)</b>			<b>47815</b>		<b>0</b>		<b>569027</b>		<b>0</b>

## SCHEDULE: 13

### NOTES TO ACCOUNTS

#### A. The Significant accounting policies are summarized below:

##### a. BASIS OF ACCOUNTING

The company prepares its accounts on accrual basis, except otherwise stated, in accordance with the generally accepted accounting policies.

##### b. INVESTMENTS

Long-term investments are stated at cost less provision for diminution other than temporary, if any. Current investments are stated at cost or market / fair value whichever is lower.

##### c. INCOME TAX

Provision for tax is made for current and deferred taxes. Current tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing differences, which are capable of reversal in subsequent periods and recognised using tax rates and tax laws, which have been enacted or substantively enacted. Deferred tax assets are only to be recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realised. In case of the carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognised only if there is "virtual certainty" that deferred tax assets can be realised against future taxable profits.

##### d. PROVISION, CONTINGENT LIABILITIES AND ASSETS

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of note on the accounts. Contingent assets are not recognized or disclosed in the financial statements. A provision is recognized when an enterprise has a present obligation as a result of past event(s) and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation(s), in respect of which a reliable estimate can be made for the amount of obligation.

#### B. Notes On Accounts :

1. Contingent liabilities in respect of:	As at 31.03.11	As at 31.03.10
Excise liability under dispute	16,34,397	16,34,397

The above figures represent the amount as on 31.03.1999, since the updated figures as on 31.03.2011 are not available.

2. The operations of the manufacturing units of the Company at Bangalore had been suspended from 01.08.1999 subsequently closed and disposed off. Further, the marketing and other Offices of the Company have also been closed and have become non operational. Earlier The various credit balances details retrieved prior to the suspension of operations and such other adjustments as considered necessary by the management are taken on the basis of available records. The balances compiled was not reconciled with the primary and secondary records since various supporting and other related details were not accessible and these records could not be made available for verification.
3. There are no dues due to the small scale and ancillary industrial undertakings.
4. As the manufacturing units of the company at Bangalore had been closed, the management is exploring possibilities of other business activities. Pending utilization of funds in other business activities, these have been deployed temporarily in Shares & Securities / Loans and advances. In the opinion of the management, the company as such has not undertaken any activity meant for Non-Banking Financial Companies as its business operations, requiring adherence to the requirement of various directions issued by Reserve Bank Of India for Non-Banking Financial Companies.
5. The accumulated losses of the company are in excess of its net worth. The management is exploring possibility of other business activities for the company, and accordingly, the accounts have been prepared on the basis that the Company is a going concern.
6. Related party disclosure in accordance with Accounting Standard 18 issued by the Institute of Chartered Accountants of India:
  - a. Names of Related parties and description of relationship  
Associate Company – Jalan Chemical Industries Private Limited
  - b. Nature of transaction with the related party  
Associate Company:
 

Payment of Unsecured Loan	-	Rs. 26,81,886/-
Unsecured Loan Taken	-	Rs. 4,35,000/-
Amount outstanding at year-end	-	Rs. NIL
  - c. The above related party information has been disclosed to the extent such parties have been identified by the management on the basis of information available. This has been relied upon by the Auditors.
7. The operation of the company had been closed since 01-08-1999 (Refer Note No. 2 of Notes on Accounts), therefore the surplus funds are deployed in deposits and investments and that is the only reportable segment as specified in Accounting Standard 17 issued by The Institute of Chartered Accountants of India.

8. Earnings Per Share (EPS):

	Year ended Mar 31, 2011 -----	Year ended Mar 31, 2010 -----
- Profit / (Loss) after tax (Rs.)	90,053/-	(1,53,225/-)
- Profit attributable to Equity Shareholders (Rs.) - (A)	90,053/-	(1,53,225/-)
- Basic/Weighted average number of Equity Shares outstanding during the year - (B)	16,48,496	16,48,496
- Nominal value of Equity Shares (Rs.)	10.00	10.00
- Basic / Diluted Earnings per Shares (Rs.) - (A) / (B)	0.05	(0.09)

Preference shares being non cumulative the Earning per share has been computed without considering the dividend on preference shares. Accordingly the Earning Per Share of previous year has been shown on the same basis.

9. a. Provision for current tax has not been made due to losses during the year.
- b. The Company has significant amount of carry forward losses and depreciation under the Income Tax Act. However as a matter of prudence deferred tax assets arising on account of the same has not been created by the management.

For Patni & Co.  
Chartered Accountants

**Sashi Sureka**  
Partner  
Place: Kolkata  
Date : 26.05.2011

**On behalf of the Board**

Rajesh Jain	Chairman
Ashok Kumar	Director
Vivek V Agarwalla	Director

CASH FLOW STATEMENT		Year Ended 31st March, 2011		Year Ended 31st March, 2010	
A.	CASH FLOW FROM OPERATING ACTIVITIES:				
	NET PROFIT / (LOSS) BEFORE TAX		110,549		(153,225)
	Adjusted for:				
	Dividend Received	-		13,073	
	Income from Mutual Fund	-		62,646	
	Profit / (Loss) on sale of investments	521,926		(227,109)	
			521,926		(151,390)
	OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL		(411,377)		(1,835)
	<b>Adjustment for :</b>				
	Loans & Advances	135,542		149,520	
	Current Liabilities	(108,075)	27,467	(147,328)	2,192
	Cash Generated from / (Applied to) Operations		(383,910)		357
	Direct Tax Paid (Tax Deducted at Source)		(59,194)		0
	<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>(443,104)</b>		<b>357</b>
B.	CASH FLOW FROM INVESTMENT ACTIVITIES:				
	(Purchase)/Sale of Investments(Net)	569,741		422,144	
	Income from Mutual Fund	-		62,646	
	Dividend Income	-		13,073	
	<b>NET CASH FLOW FROM INVESTMENT ACTIVITIES</b>		<b>569,741</b>		<b>497,863</b>
C.	CASH FLOW FROM FINANCING ACTIVITIES:				
	Receipts/ ( payment) Of Unsecured Loans		(46,886)		(570,000)
	<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>		<b>(46,886)</b>		<b>(570,000)</b>
	NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)		<b>79,751</b>		<b>(71,780)</b>
	Cash & Cash Equivalents -- Opening				
Cash & Cheques in hand	-		-		
With Scheduled Banks in Current Accounts	7,638		79,417		
		<b>7,638</b>		<b>79,417</b>	
Cash & Cash Equivalents -- Closing					
With Scheduled Banks in Current Accounts		<b>87,389</b>		<b>7,638</b>	

Note: 'Previous Year's' figures have been re-arranged/re-grouped wherever necessary

As per our report of even date  
**For Patni & Co.**  
Chartered Accountants

**On behalf of the Board**

**Sashi Sureka ( Mem no. 57918 )**  
**Partner**

Rajesh Jain                      Chairman  
Ashok Kumar                     Director  
Vivek V. Agarwalla             Director

Place : Kolkata  
Date : 26.05.2010

## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:

### 1. REGISTRATION DETAILS:

Corporate Identity Number	L72900WB1974PTC029679
State Code	21
Balance Sheet as at	31.03.2011

### 2. CAPITAL RAISED DURING THE YEAR (Amount in Rs. Thousands):

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placements	NIL

### 3. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (Amount in Rs. Thousands):

Total Liabilities	44312	Total Assets	44312
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#### SOURCES OF FUNDS:

Paid up Capital	41485	Reserves and Surplus	27
Secured Loan	NIL	Unsecured Loan	2800

#### APPLICATION OF FUNDS

Net Fixed Assets	NIL	Investments	NIL
Deferred Tax Assets	NIL	Net Current Assets	99
Misc. Expenditure	NIL	Accumulated Losses	44213

### 4. PERFORMANCE OF THE COMPANY (Amount in Rs. Thousands):

Turnover	620	Total Expenditure	510
Profit/(Loss) before Tax	110	Profit/(Loss) after Tax	90
Earning per Share in (Rs.)	0.05	Dividend	NIL

### 5. GENERIC NAME OF THREE PRINCIPAL PRODUCTS / SERVICES OF THE COMPANY:

Item Code No.	: N.A.
Product	: Limited trading activities
Description	: Through agency and investment in share / securities

On behalf of the Board

Sd/-

Place : Kolkata  
Date : 26<sup>th</sup> May, 2011

<b>Rajesh Jain</b>	- Chairman
<b>Ashok Kumar</b>	- Director
<b>Vivek V Agarwalla</b>	- Director



## MONOTYPE INDIA LIMITED

Registered Office : 27 AB Royd Street, Kolkata 700 016

### CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC FORM

Dear Shareholders,

The Ministry of Corporate Affairs has announced a "Green Initiative in Corporate Governance" thereby allowing paperless 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 registered e-mail addresses of shareholders.

Shareholders holding shares in the physical form and wishing to receive the Annual Report and other documents in the electronic mode, are requested to fill the form below and send the same to our Registered Office, 27AB Royd Street, Ground Floor, Abhinandan, Kolkata – 700 016.

Shareholders holding shares in the dematerialised form and wishing to receive the Annual Report and other documents in the electronic mode, are requested to register their email id with their Depository Participants where their Demat account is maintained.

MONOTYPE INDIA LIMITED

Sd/-

Sri. Rajesh Jain

Director

Date : 12.08.2011

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## MONOTYPE INDIA LIMITED

Registered Office : 27 AB Royd Street, Kolkata 700 016

### CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC FORM

I/We agree to receive documents in electronic mode pursuant to the "Green Initiative" by the Ministry of Corporate Affairs vide Circular dated 29th April 2011. Please register the email id mentioned below :

1. Name(s) of Shareholder(s)  
(including joint holders, if any) : \_\_\_\_\_

2. No. of Shares held : \_\_\_\_\_

3. Registered Folio No. DP ID  
& Client ID No. : \_\_\_\_\_

4. Email ID for receipt of document  
in the electronic mode : \_\_\_\_\_

Place : \_\_\_\_\_

Date : \_\_\_\_\_  
Name & Signature of the Shareholder (s)

For Physical Shares : Kindly send to Monotype India Limited

For Demat Shares : Kindly send to the Depository Participant  
where demat a/c is being maintained

# MONOTYPE INDIA LIMITED

Registered Office : 27 AB Royd Street, Kolkata 700 016

## PROXY FORM

Regd Folio No .....

I/We ..... of ..... in the district of ..... being a member / members of **MONOTYPE INDIA LIMITED**, hereby appoint ..... of ..... in the district of ..... or failing him / her ..... of ..... in the district of ..... or failing him / her ..... of ..... in the district of ..... as my / our proxy to attend and vote for me / us and on my / our behalf at the 36<sup>th</sup> Annual General Meeting of the Company to be held on Thursday the 29<sup>th</sup> August 2011 and at any adjournment thereof.

IN WITNESS whereof my / our hand(s) This..... day of.....2011.

Signed

AFFIX 1 Rupee REVENUE STAMP
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Note : The Proxy Form must be returned so as to reach the Registered Office of the Company at No. 27 AB, Royd Street, Kolkata – 700 016 not less than FORTY EIGHT HOURS before the time for holding the aforesaid meeting.

----- CUT HERE -----

# MONOTYPE INDIA LIMITED

Registered Office : 27 AB Royd Street, Kolkata 700 016

## ATTENDANCE SLIP

Thirtysixth Annual General Meeting held on 29<sup>th</sup> September 2011 at the Premises of the Company's Workshop at 8, Waterloo Street, Kolkata – 700 069

Name of the attending Member / Proxy (in block letters) .....  
Member's Folio No. .... No. of shares held : .....  
I hereby record my presence at Thirtysixth Annual General Meeting held on Thursday the 29<sup>th</sup> September 2011.

Member's / Proxy's Signature .....

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HANDOVER AT THE ENTRANCE DULY FILLED IN.