

12th

**Annual Report
2013-2014**

MONNET PROJECT DEVELOPERS LIMITED

DIRECTORS' REPORT CUM MANAGEMENT DISCUSSION & ANALYSIS**TO THE MEMBERS**

Your Directors have pleasure in presenting the Twelfth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2014.

FINANCIAL RESULTS

	2013-2014	[Rs. in Lakhs] 2012-2013
Sales (Net of Excise) & Other Income	33.86	31.54
Profit before depreciation	8.83	10.77
Depreciation	1.60	2.41
Profit before tax	7.23	8.36
Provision for Income Tax	3.74	4.21
Profit after taxation	4.38	4.57
Balance as per last year	2121.35	2116.78
Balance carried to Balance Sheet	2125.73	2121.35

DIVIDEND

In view of Company's plans to start some new business activity, the Company needs to conserve resources and therefore, no dividend is being recommended by the Board of Directors.

DIRECTORS

Pursuant to Section 152 of the Companies Act, 2013, Shri Rajeev Poddar (DIN: 00171063), Director, retires by rotation on the day of 12th Annual General Meeting and being eligible offers himself for reappointment.

The nature of composition of the Board member is being recast to make it compliant with the provisions of the Companies Act, 2013 with respect to appointment of independent directors for a fixed term during which period, they shall neither retire by rotation nor shall be counted in the Total strength of the Board. However, two-third of the total strength of the Board shall comprise of the directors whose office shall be liable to determination by retirement by rotation. For this purpose, requisite resolutions have been incorporated in the Notice of the 12th Annual General Meeting and the Explanatory Statement contains the detailed reasons therefor.

As per Clause 49 (IV) (G) of the Listing Agreement, the required detail of directors appointed/reappointed during the year is given in **Annexure-III**.

INDEPENDENT DIRECTORS

Pursuant to Section 149 of the Companies Act, 2013 (new Act) read with the Rules made thereunder, the Independent Directors can hold office for a period of up to 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of up to 5 years each. In terms of revised clause 49 of the listing agreement which will be applicable from 1st October, 2014, in case the Independent Director has already served for 5 or more years, he can be appointed for only one term of 5 years. However, under the new Act and Clause 49 of listing agreement, they may be appointed afresh with a fixed period of up to 5 years. As per sub-section (5) of said Section 149, the compliance is to be made within one year from the date of commencement of the new Act.

Presently, Shri Rajiv Poddar is an Independent Director of the Company in terms of Section 149. However, as per his existing terms of appointment, he is liable to retire by rotation. The Board considered his appointment in terms of Section 149 and Schedule IV to the Companies Act, 2013 and Clause 49 of the listing agreement and was of the view that the independent director fulfills the conditions specified in the Act and the rules made thereunder and that the proposed director is

independent of the management and can be appointed for a term of five years during which period, he shall not be liable to retire by rotation. He possesses requisite qualifications, appropriate skills, experience and knowledge in one or more fields of realty, infrastructure industry, finance, marketing, administration, technical operations and other disciplines related to Company's business, the educational qualifications, working experience, expertise in line with Company's business, positive attributes.

RESPONSIBILITY STATEMENT

In terms of Section 134 (3) (c), your directors confirm having:

- (i) Followed in the preparation of Annual Accounts, the applicable accounting standards, with proper explanation relating to material departures, if any;
- (ii) Selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review ;
- (iii) Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ;
- (iv) prepared the accounts on a 'going concern' basis.

DEPOSITORY SYSTEM

As on 31st March, 2014, about 96.85% of the shares of your Company have been dematerialized.

The shares of the Company are available for trading in the dematerialised form under both the Depository Systems in India – NSDL and CDSL. The International Securities Identification Number (ISIN) allotted to the Company's shares under the Depository System is INE493H01014. The annual custody fee for the financial year 2014-15 has been paid to NSDL and CDSL, the Depositories.

Since the Securities and Exchange Board of India (SEBI) has made trading in the Company's shares mandatory in dematerialized form, those members who are still holding their shares in physical form are advised to dematerialize their shareholding.

STATUTORY DISCLOSURES

- i) A declaration signed by Chairman as required under Clause 49 (I) (D) of the Listing Agreement is enclosed as **Annexure-I**.
- ii) The Chairman has given a certificate to the Board of Directors, as required under Clause 49 (V) of the Listing Agreement, for the year ended 31st March, 2014

MANAGEMENT DISCUSSION & ANALYSIS

The Company has recently initiated new line of activity of realty and infra and the same is at nascent stage. Wherever possible, the requisite information in respect of Management Discussion & Analysis has been incorporated in the Directors' Report itself.

INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT

Your Company has adequate internal control systems commensurate with the size and nature of the business. The Risk Management Policy being pursued by the Company is adequate for safeguarding the assets of the Company. The Policy is periodically reviewed to keep it commensurate with the size and nature of Company's business.

CORPORATE GOVERNANCE REPORT

Pursuant to clause 49 of the Listing Agreement, necessary measures have been taken to comply with the requirements of said clause. A report on Corporate Governance along with a certificate of compliance from the Auditors is given in **Annexure-II** and forms an integral part of this report.

AUDIT COMMITTEE

The Audit Committee of Board of Directors constituted in terms of Clause 49 of the Listing Agreement and pursuant to Section 177 of The Companies Act, 2013 consist of Shri Rajiv Poddar as Chairman, Shri Amitabh S. Mudgal and Shri J.P. Lath are the other member of the Committee. The Company Secretary is the ex-officio Secretary of the Audit Committee.

AUDITORS

The Auditors' Report and Notes to the Accounts as referred in the Auditors' Report are self explanatory and therefore, do not call for any further comments or explanation.

M/s. O.P. Bagla & Co., Chartered Accountants, New Delhi, Auditors of the Company, hold the office till the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. A Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013.

FIXED DEPOSITS

The Company has not invited or accepted any deposits during the year from the Public under Section 73 of The Companies Act, 2013.

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

The Company is not engaged in any manufacturing activity and hence, Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable.

PERSONNEL

No employee has drawn salary in excess of the limits laid down under of the Companies Act, 2013 read with Companies (Particulars of Employees) Rules, 1975 as amended up-to-date, and as such, no information these Rules are not applicable.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to offer their sincere thanks to the various Departments of the Central and State Government, Financial Institutions, Bankers to the Company, all Customers, Suppliers and contractors for their continued valued assistance and support. Your Directors also wish to place on record their appreciation for dedicated services rendered by all officers, staff and workers of the Company at all levels.

For and on behalf of Board of Directors

Sd/-

(Rajeev Poddar)

Chairman

(DIN No. 00171063)

Place: New Delhi

Date:, 12th August, 2014

DECLARATION BY CHIEF EXECUTIVE OFFICER

It is hereby declared that all Board Members and senior management personnel have affirmed compliance with the Code of Conduct within 30 days for and from the beginning of current financial year.

Place: New Delhi
Date: 12th August, 2014

Sd/-
(Rajeev Poddar)
Chairman
(DIN No. 00171063)

Corporate Governance Report

CORPORATE GOVERNANCE PHILOSOPHY

Monnet believes in conducting its affairs in a fair and professional manner and in maintaining the high standards.

The Company is committed to following good Corporate Governance practices through a series of measures which include having professional Directors on the Board, adopting pragmatic policies and effective systems and procedures, sharing of information with shareholders on a regular basis through newspapers, audits and checks.

The policies and actions of the Company, while being in full compliance of applicable laws and regulations, are dictated by the underlying objective of maximizing shareholder value on a long-term basis.

BOARD OF DIRECTORS:

The Board of Directors consists of four directors, i.e. an Independent & Non-executive Chairman and three other Non-executive Directors. The Board is in the process of making its composition compliant with the provisions of Companies Act, 2013 and the new Clause 49 of the Listing Agreement that will be applicable w.e.f. 1st October, 2014.

The Board of Directors meets at least once in a quarter to review the Company's performance and more often, if considered necessary, to transact any other business.

Present structure of the Board of Directors is as following: —

Name of Director	Category	No. of Directorships in other Companies (Excluding Private Companies, Section 25 & Foreign Companies)	No. of Committee Memberships in other Companies	
			As Chairman	As Member
Shri Rajiv Poddar (DIN 00171063)	Non Executive Chairman	1	0	1
Shri Sandeep Jajodia (DIN 00082869)	Director	5	0	1
Shri Amitabh S. Mudgal (DIN 00468084)	Director	5	0	1
Shri J.P. Lath (DIN 00380076)	Director	4	0	3

Other Directorships and Committee Memberships, based on the disclosures received from the directors, are as on 31st March, 2014.

During the year, four Board Meetings were held on 30th May, 2013, 12th August, 2013, 12th November, 2013, and 12th February, 2014.

The last Annual General Meeting was held on 30th September 2013. Following are the details of attendance of Directors in the Board Meetings and at the Annual General Meeting held during the year: —

Name	No. of Board Meetings held during the tenure of the Directors	No. of Board Meetings attended	Last AGM attendance
Shri Sandeep Jajodia	4	4	No
Shri Amitabh S. Mudgal	4	4	No
Shri J. P. Lath	4	4	Yes
Shri Rajiv Poddar	4	4	No

MONNET PROJECT DEVELOPERS LIMITED

Information in cases of appointment or re-appointment of Directors as required under Listing Agreement is given in **Annexure-III**.

AUDIT COMMITTEE:

Your Company has in place a qualified and independent Audit Committee as defined in Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. It has been delegated with Powers, Role & Responsibilities as defined in the said Section 177 and sub clause (II) of existing Clause 49 and sub clause (III) of revised Clause 49 besides power to review as per sub clause (V) of Clause 49 of the Listing Agreement. It meets at least four times in a year and not more than four months elapse between two meetings as prescribed in sub-clause (B) of the aforesaid Clause 49 (II). The Audit Committee also meets the requirements contained in Section 292A of the Companies Act, 1956 and Section 177 of the Companies Act, 2013. The Board has defined the roles and responsibility of the Committee in line with those prescribed under Section 177 & Rules made thereunder and as also as per Revised Clause 49 of the Listing Agreement.

COMPOSITION

The Audit Committee comprises of Shri Rajiv Poddar as the Non-executive Independent Chairman and Shri Amitabh S. Mudgal and Shri J.P. Lath are the other Members of the Committee. The Company Secretary is the Secretary of the Committee. The Statutory Auditors are invitees to the meeting. The terms of reference of this Committee cover the matters specified for Audit Committees under clause 49 of the Listing Agreement as well as in section 177 of the Companies Act, 2013.

NOMINATION & REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee (erstwhile Remuneration Committee) comprises of Shri Rajiv Poddar, Chairman, Shri Amitabh S. Mudgal and Shri Sandeep Jajodia are other members of the Committee. The terms of reference of this Committee cover the matters specified for Remuneration Committees under Annexure-(I D) of existing Clause 49 and under new clause 49 (IV) of the Listing Agreement. The Remuneration Committee has been given the Roles and Responsibilities as defined in Section 178 of the Companies Act, 2013 and as also as per Revised Clause 49 of the Listing Agreement.

REMUNERATION POLICY

The Company has established the remuneration policy for deciding the remuneration package of the senior management members and taking into consideration the following items:

- (a) current scenario of employment in the industry
- (b) current remuneration package of the industry and

Company's and the Senior Manager's individual performance shall be factored into while deciding the annual variable pay.

Only sitting fee is paid to the Non-Executive Directors (NEDs). The sitting fee during the financial year 2013-14 was ₹ 8,000 to the NEDs for attending the meetings of the Board, no sitting is paid for Audit Committee, Executive Committee, Finance Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Share Transfer Committee, constituted by the Board from time to time.

SITTING FEE PAID TO NON-EXECUTIVE DIRECTORS IS AS GIVEN BELOW: —

Directors	Sitting Fees (Rs.)	ESOP granted (No. of Shares)
Shri Sandeep Jajodia	4000	NIL
Shri Rajeev Poddar	4000	NIL
Shri Amitabh S. Mudgal	NIL	NIL
Shri J. P. Lath	NIL	NIL

STAKEHOLDERS RELATIONSHIP COMMITTEE: —

The Stakeholders' Relationship Committee (erstwhile Shareholders/Investors Grievance Committee) oversees the redressal of Shareholders and Investor Grievances. The Committee has the composition and has been given the Roles and Responsibilities in compliance of Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013. Apart from this, the Committee also oversees the compliance with Listing Agreement and various statutes, Rules, Regulations pertaining to securities market, dissemination of quarterly information to Stock Exchanges, furnishing of various certificates from practicing Company Secretary such as Capital Reconciliation Audit, Clause 47 certification, NSDL & CDSL matters such as carrying out Corporate Action etc.

There are very negligible complaints received by the Company. These are handled by Company's Registrars and Share Transfer Agents MCS Ltd., New Delhi. The Company Secretary monitors the complaints and other activities and also helps in resolving grievances wherever needed. A firm of Practicing Company Secretaries conducts the audit on quarterly basis and submits Capital Reconciliation Audit Report. It also conducts half yearly due diligence exercise in compliance of Clause 47 of the Listing Agreement and submits its certificate.

COMPOSITION

The Stakeholders' Relationship Committee is headed by Non-executive Chairman in compliance of Clause 49 IV (G) (iii) of the Listing Agreement. Shri Rajiv Poddar is the Chairman and Shri Amitabh S. Mudgal is the other Member of the Committee.

SHARE TRANSFER COMMITTEE

The Share Transfer work is handled by the Registrars who along with Share Transfer Committee handle the transfers/transmission of shares, issue of duplicate share certificates etc. The Composition and attendance of the members during the financial year ending 31st March, 2014 is as follows: —

Name	Category	Number of Meetings held during the tenure of the Members	Number of Meetings attended during the year
Shri J. P. Lath	Director	2	2
Shri Amitabh S. Mudgal	Director	2	2
Ms. Satnam Kaur	Secretary	2	2

Whereas requests for share transfer, transmission, split/consolidation and duplicate share certificate are first processed by Company's Registrar & Transfer Agents, MCS Ltd. and only valid requests are forwarded to Share Transfer Committee for its approval, requests for dematerialization/rematerialization are handled directly and independently by MCS Ltd. in line with the Depository Guidelines for their speedy disposal. The Share Transfer Committee meets as and when situation arises.

COMPLIANCE OFFICER:**Ms Satnam Kaur**

Monnet House, 11 Masjid Moth,
Greater Kailash-II,
New Delhi – 110 048.

STATUS OF COMPLAINTS FOR THE PERIOD 1ST APRIL, 2013 TO 31ST MARCH, 2014.

- | | |
|--|---|
| 1. Number of complaints received from the investors (including the opening Balance as on 01.04.2013) comprising of enquiries regarding status of listing of shares of the Company, Non-receipt of Share Certificates allotted pursuant to demerger, transfer and transmission etc. | 4 |
| 2. Number of complaints resolved | 4 |
| 3. Complaints Pending as at 31 st March, 2014 | 0 |
| 4. Number of shares pending for Transfer as at 31 st March, 2014 | 0 |

GENERAL BODY MEETINGS.**Details of Last 3 Annual General Meetings**

Financial Year	AGM	Date	Place of Meeting	Time
2012-13	11 th AGM	30 th September 2013	Monnet Marg, Mandir	01.00 p.m.
2011-12	10 th AGM	29 th September 2012	Hasaud, Raipur-492101,	12.30 p.m.
2010-11	9 th AGM	30 th September, 2011	Chhattisgarh	12.30 p.m.

No special resolution is proposed to be conducted through postal ballot in the ensuing Annual General Meeting.

DISCLOSURES:

There were no transactions of the Company of material nature with the promoters, the Directors or the management, or their subsidiaries or relatives during the year, which would have potential conflict with the interest of the Company at large.

MEANS OF COMMUNICATION:

Monnet pursues the policy of timely disclosure of information. The Company publishes the quarterly results, circulates the same to the stock exchanges. The Company also sends the Annual Report to all the shareholders. Besides, the Company announces through stock exchanges all the material information as and when the same becomes applicable as per listing norms.

Whether it also displays official news and : N.A.

Presentations made to institutional investors
or to analysts

Whether MD & A is a part of annual report : Yes

GENERAL SHAREHOLDER INFORMATION:**1. ANNUAL GENERAL MEETING :**

Day, Date and Time : Saturday, 27th September 2014 at 1.30 p.m.
Venue : Monnet Ispat & Energy Limited
Monnet Marg, Mandir Hasaud, Raipur - 492101, Chhattisgarh

2. FINANCIAL CALENDAR FOR 2014-15 (TENTATIVE)

Financial year ending : 31st March,
Annual Audited Results : 29th May, 2014
First Quarter Results : 12th August, 2014
Half Yearly Results : on or before 14th November, 2014
Third Quarter Results : on or before 14th February, 2015.
Fourth Quarter Results/or : on or before 15th May, 2015
Audited Annual Accounts : on or before 30th May, 2015

3. BOOK CLOSURE DATES : 23-09-2014 to 27-09-2014 (both days inclusive)

4. DIVIDEND PAYMENT : N.A.

5. REGISTERED OFFICE & WORKS : Plot No. 216, Sector – C, Urla Industrial Complex,
Raipur-493221, Chhattisgarh