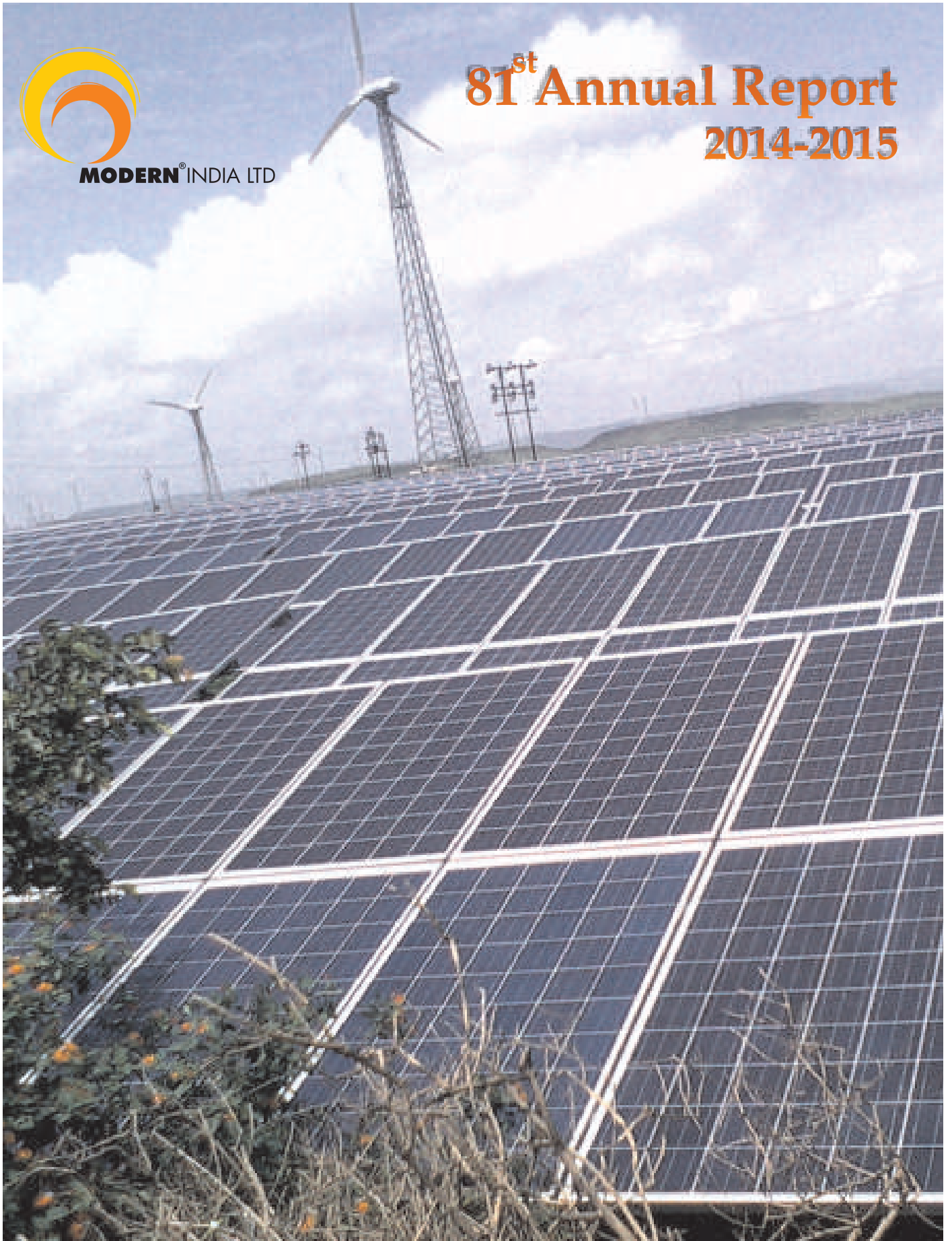




MODERN® INDIA LTD

81st Annual Report 2014-2015



BOARD OF DIRECTORS



Mr. Vijay Kumar Jatia
Chairman & Managing Director



Mr. Anand Didwania
Director



Mr. Shivkumar Israni
Director



Mrs. Gauri Jatia
Director



Mr. Rajas R. Doshi
Director



Mr. Kaiwan Kalyaniwalla
Director



Mr. Pradip Kumar Bubna
Director

BANKERS

PUNJAB NATIONAL BANK
SHAMRAO VITHAL CO-OPERATIVE BANK
KOTAK MAHINDRA BANK (erstwhile - ING VYSYA BANK)

AUDITORS

K. S. AIYAR & COMPANY

VICE PRESIDENT & COMPANY SECRETARY

PARIND BADSHAH

REGISTERED OFFICE

MODERN CENTRE, SANE GURUJI MARG
MAHALAXMI, MUMBAI - 400 011.

CORPORATE OFFICE

1, MITTAL CHAMBERS, 228, NARIMAN POINT,
MUMBAI 400 021. TEL: +91 (22) 6744 4200
Email: info@modernindia.co.in

SHARE TRANSFER AGENTS

SATELLITE CORPORATE SERVICES PVT. LTD.
B-302, SONY APARTMENT, OPP. ST. JUDE HIGH SCHOOL
OFF. ANDHERI KURLA ROAD, JARIMARI, SAKINAKA,
ANDHERI (EAST), MUMBAI 400 072.
TEL. NO. +91-22-28520461
Email : service@satellitecorporate.com



FROM THE DESK OF THE CHAIRMAN

My Dear Fellow Shareholders,

This past year has seen some buoyancy return in markets. There seems to be a sense of feeling that India has arrived at the global stage. Business morale seems to be on the upswing as Industrialists are now looking at expansion and new projects which is boosted by "Make in India" initiative of the government. Various other initiatives initiated by the government, if fully implemented in true spirit shall go a long way in making the economy robust. There also seems to be a notion that we are now able to see the light at the end of tunnel, that the era of high inflation and interest rates may gradually come to an end. For the most, the world is looking ahead of the 2008 crisis; however there are some concerns every now and then that the ghost of 2008 may come back to haunt us; The Greece crisis being one of them. The year ahead shall bring forward interesting times.

Our company has suffered a major setback, being victims of the NSEL scam, which is a major fraud involving about 13,000 investors being cheated of sums to the magnitude of Rs 5,600 crores. Your company has filed a Representative Suit in the Hon'ble High Court at Bombay and is hopeful of significant recovery of the amounts recoverable from NSEL. The company is hopeful that the actions proposed by the government which include proposed merger of NSEL and FTIL, coupled with the supersession the FTIL board will take place this year and pave the way to recover lost monies in this scam.

The Company is in the process of setting up a 5MW Solar Power Plant at Satara, Maharashtra. We have successfully commissioned 3 MW in the first phase. The next phase will see us commission 2 MW, which the management expects to operationalize this year.

The company had acquired a 76% stake in M/s Verifacts Services Pvt. Ltd (Verifacts). We have taken steps to improve the infrastructure and have initiated capital expenses which will help us ultimately to deliver a scalable offering.

Your Company's initiative to redevelop its South Mumbai properties is on track and is expected to kick off as per schedule. With regard to the Boisar joint development, the company has filed plans for approval and is expecting the same to come in due course following which the development shall commence.

Your overseas subsidiary Modern International (Asia) Ltd has shown impressive growth with a revenues of US\$ 23.25 Million as compared to UD\$ 19.40 Million last year. We have seen good demand across the board namely Textiles, Luggage and Building/construction Material and shall strive to maintain this momentum of growth this Financial Year.

Your company has witnessed a sharp fall in Revenues this past year clocking Rs 55.93crores against Rs. 152.54crores. I regret to inform that this past year we have posted a loss to the tune of Rs 2.49 crores. In spite of the dismal performance, the Board is pleased to recommend a Dividend of 6%. The Management shall endeavour to make good these losses in this coming year.

Best Wishes

Vijay Kumar Jatia

Chairman and Managing Director

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NOTICE

NOTICE is hereby given that the 81st Annual General Meeting of the Members of Modern India Limited will be held at Kamalnayan Bajaj Hall, Ground Floor, Bajaj Bhavan, Nariman Point, Mumbai 400021 on **Saturday, the 8th day of August, 2015 at 4.00 p.m.** to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements (including Audited Consolidated Financial Statement) for the year ended 31st March 2015 and the reports of Directors and the Auditors thereof.
2. To declare dividend on the Equity Shares for the year ended 31st March, 2015, if any.
3. To appoint a Director in place of Shri Pradip Kumar Bubna (DIN 00135014), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 83rd Annual General Meeting of the Company, and to fix their remuneration, and for that purpose, to pass the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, Messrs. K.S. Aiyar & Company, Chartered Accountants (Firm Registration No. 100186W), be and is hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the 83rd Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 196 of the Companies Act 2013, Shri Vijay Kumar Jatia be and is hereby re-appointed as the Chairman and Managing Director of the Company for a further period of Three years with effect from 1st August, 2015 to 31st July, 2018 subject to approval of the Members of the Company and such other statutory authorities including the Central Government as may be required.

RESOLVED FURTHER THAT based on the performance evaluation, the following minimum remuneration be paid to Shri. Vijay Kumar Jatia, Chairman and Managing Director of the Company on his re-appointment with effect from 1st August, 2015 for a period of three years subject to the provisions of Section 197(3) and Schedule V to the Companies Act, 2013 and subject to the approval of Central Government, if required.

PER ANNUM

	01.08.2015 to 31.07.2016 ₹	01.08.2016 to 31.07.2017 ₹	01.08.2017 to 31.07.2018 ₹
Salary	9000000	9000000	9000000
Perks and Incentive : Free Furnished residential accommodation or House Rent Allowance together with utilities there for such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property taxes, Reimbursement of Medical Expenses incurred for self and family and medical/accident insurance. Personal Accident Insurance in accordance with the rules specified by the Company. Leave Travel concession for self and family once in a year in accordance with the rules of the Company. Fees of clubs/annual membership fees and/or admission/entrance fees.	9000000	9000000	9000000
TOTAL	18000000	18000000	18000000

The above perquisites shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of such rules perquisites will be evaluated at actual costs

- (a) The Managing Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein above Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.

Commission in addition to the remuneration as per the provisions of the Companies Act, 2013

Earned privilege leave at the rate of one month's leave for every eleven months of service. The Managing Director shall be entitled to encash leave at the end of his tenure as Managing Director.

Provision for Car with driver for business of the Company and Telephone at the residence of the Managing Director shall not be treated as perquisites.

- (b) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Managing Director, the above salary and perquisites as above as Minimum Remuneration.

- (c) Other Benefits

Apart from the aforesaid remuneration, the Managing Director shall be entitled to reimbursement of expenses incurred in connection with the business of the company.

The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to review, revise, increase or enhance the remuneration, perquisites and benefits to be paid or provided to Shri **VIJAY KUMAR JATIA** (including the minimum remuneration) in accordance with the relevant provisions in the Companies Act, 2013 and/or the rules and regulations made there under and / or relaxation or revision in the Guidelines for Managerial Remuneration as may be made and / or announced by the Central Government from time to time.

RESOLVED FURTHER THAT the terms of office of Shri **VIJAY KUMAR JATIA** as Managing Director shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds matters and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise in such manner as it may deem fit.”

6 To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 198 and all other applicable provisions of the Companies Act, 2013 and in terms of Regulation 105 of the Articles of Association of the Company, the Directors, all taken together, of the Company who are not in whole-time employment of the Company be paid commission not exceeding 1% of the net profits of the Company for a financial year calculated in accordance with Section 198(1) of the Companies Act, 2013, as the Board of Directors may decide.

RESOLVED FURTHER THAT the said commission shall be paid to the said Directors, referred above, starting from the net profit derived for the financial year 2015-16 and **THAT** the said commission shall be payable out of the net profits of the respective year up to the financial year 2019-20 in such proportion to each director as the Board of Directors may decide.”

ANNEXURE TO NOTICE

Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013(“the Act”) forming part of the notice.

Item No. 5:

Shri Vijay Kumar Jatia (58) is the Chairman and Managing Director of the Company. He is also the Main Promoter of the Company. Shri Vijay Kumar Jatia is a Director of the Company since 1994 and the Managing Director of the Company since 2001. He has extensive experience of over 40 years in industry and business. His tenure as the Managing Director of the company ends on 31st July, 2015. Considering his rich and vast experience and exceptional managerial skills, the Board of Directors felt that it would be in the best interest of the Company to re-appoint him as Managing director of the Company. Accordingly, the Board of Directors, in its meeting held on 11th May, 2015, re-appointed him as Managing Director with effect from 1st August, 2015 and, on the recommendation of the Nomination and Remuneration Committee, fixed terms and conditions as to the Remuneration payable to him as mentioned in the Item No. 5. An Agreement has been executed between the Managing Director and the Company containing all the terms and conditions of his re-appointment.

In terms of Schedule V to the Companies Act, 2013, Shri Vijay Kumar Jatia is eligible for re-appointment as Managing Director. The total remuneration payable to Shri. Vijay Kumar Jatia shall not exceed 5% of the net profits, calculated in terms of Section 198 of the Companies Act, 2013, during any of the financial year. Considering the present scenario and future prospects of the Company occasion is likely to arise for payment of remuneration to him as minimum remuneration (supra) during any of the years comprised in the period of his office. However, the provisions of Schedule V to the Companies Act, 2013 are being complied/adhered to.

The Company will apply to Government of India, Ministry of Corporate Affairs after the receipt of the shareholders' consent. In terms of Part II of Schedule V to the Companies Act, 2013, Shri. Vijay Kumar Jatia can draw salary and perquisites at ₹18000000/- per annum subject to fulfilment of certain conditions, inter alia, such as approval by Remuneration Committee, by the members of the Company by Special Resolution and prior approval of the Central Government.

Commission: In addition to the salary, allowances and perquisites, in the years in which the company has sufficient profit, the appointee shall be paid commission on the annual net profits of the Company, as may be decided by the Board of Directors, at the end of each financial year, computed in the manner laid down under Section 198 of the Act and subject to the ceiling laid down under Sections 197 of the Act on the total remuneration.

Your Directors recommend the resolution for your approval.

Except Shri Vijay Kumar Jatia, Chairman and Managing Director and his wife Smt. Gauri Vijaykumar Jatia, Director of the Company no other Director or Key Managerial Personnel of the Company is concerned or interested in this Resolution.

The Directors recommend your acceptance thereof in the interest of the Company.

This may also be treated as an Abstract of terms and conditions and Memorandum of Interest under Section 190 of the Companies Act, 2013.

The Agreement between the Company and the Managing Director is available for inspection by the members of the Company between 11.00 a.m. and 1.00 p.m. on any of the working days up to the date of the previous day of the 81st Annual General Meeting.

The details of Shri. Vijay Kumar Jatia, Chairman and Managing Director of the Company are provided in Annexure

Item No. 6

The Non-Executive Directors have been rendering valuable services to the advantage of the Company. Their valuable advice even during the period between two meetings have helped the management steer the destiny of the Company to the predetermined destination. Moreover, over a period of time, the responsibility of directors have increased manifold and the same is shouldered by them efficiently and ably. To compensate them for the time and energy they devote in well being of the Company it is proposed to pay them commission out of the net profit of the Company.

In terms of Section 197 of the Companies Act, 2013, a director who is neither in the whole-time employment of the company nor a managing director may be paid remuneration either by way of a monthly, quarterly or annual payment with the approval of the Central Government or by way of commission if the company by Special Resolution authorizes such payment provided that the remuneration paid to such director, or where there is more than one such director, to all of them together, shall not exceed one percent of the net profits of the company, if the company has a managing or whole time director or a manager. In view of this, 1% of the net profit of the company calculated as per Section 198 of the Companies Act, 2013 can be paid to the non-executive directors taken together without approval of the Central Government by passing Special Resolution in the general meeting of the members of the company. Moreover, currency of the said Special

Resolution can be for next 5 years in terms of Section 197 of the Companies Act, 2013 and Regulation 105 of the Articles of Association of the Company also authorizes payment of such commission in such proportion among the director as may be decided or equally.

All Non-executive Directors shall be regarded as interested in the said resolution to the extent of the commission that would be received by them.

The Board recommends the said Special Resolution.

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty(50) and holding in aggregate not more than ten percent of the total share capital of the Company. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. The instrument appointing a proxy duly completed and signed should, however, be deposited at the Registered Office of the company not less than forty-eight hours before the commencement of the meeting. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A proxy form is sent herewith.**
- 2) The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
- 3) **The ISIN of the Equity Shares of ₹ 2/- each is INE251D01023.**
- 4) **AS PER COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH CHAPTER VII OF THE COMPANIES ACT, 2013, THE SHAREHOLDERS OF THE COMPANY HAVE TO FURNISH THEIR INFORMATION AS PER ANNEXURE ATTACHED HERewith AND SHAREHOLDERS WHO ARE YET TO SUBMIT THE SAME ARE REQUESTED TO SUBMIT IT TO SATELLITE CORPORATE SERVICES PRIVATE LIMITED – RTA OF MODERN INDIA LIMITED ON OR BEFORE 30TH SEPTEMBER, 2015.**
- 5) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 6) Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- 7) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
- 8) The Register of Members and Share Transfer Books of the Company will remain closed from 25.07.2015 to 08.08.2015 (both days inclusive) –for annual closing and determining the entitlement of the shareholders to the dividend, if declared

- 9) The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company, will be made payable within 30 days of the date of declaration i.e. Saturday the 8th August, 2015 to the Company's Equity Shareholders, whose names stand registered on the Company's Register of Members:
- as Beneficial Owners as at the end of business hours on **24th July, 2015** as per the list provided by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in the electronic form and
 - As Members in the Register of Members of the Company after giving effect to valid transfers in physical form lodged with the Company before **25th July, 2015**
- 10) In order to provide protection against fraudulent encashment of dividend warrants, Members are requested to intimate the Company's Registrars & Transfer Agents particulars of their Bank Account viz. Name of Bank, Name of Branch, Complete address of the Bank with Pin Code Number, Account type – whether Saving Account or Current Account and Bank Account Number.
- 11) Members are hereby informed that Dividend which remains unclaimed/un-encashed over a period of 7 years has to be transferred as per the provisions of (Sec. 205 of the Companies Act, 1956) Section 124 of the Companies Act, 2013, (not notified yet) by the Company to The Investor Education & Protection Fund, constituted by the Central Government under Section (205C of the Companies Act, 1956) The unclaimed Dividend for the year 2007-2008 (FINAL) is due to be transferred to the IEPF on **16.08.2015**. Members wishing to claim dividends, which remain unclaimed for the year **2008-2009 and onwards**, are requested to correspond with the Company's Registrars & Transfer Agents, along with full particulars.
- 12) Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the Registrar and Share Transfer Agent M/s Satellite Corporate Services Pvt. Ltd. The Members holding shares in demat form may contact their respective depository participants for such nominations.
- 13) Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, M/s. Satellite Corporate Services Private Limited (RTA), for consolidation into a single folio.
- 14) **Unclaimed Share Certificates:** Pursuant to Clause 5A (II) of the Listing Agreement, there are no Unclaimed shares. However, there are 1171950 shares in 1954 folios which are unclaimed post sub-division of shares from face value of ₹50/- to ₹10/- and subsequently from ₹10/- to ₹2/-, in spite of sending reminders.
- 15) It has been observed that some members have still not surrendered their old Share Certificates for Equity Shares of ₹50/- each for exchange with the then new Share Certificates for Equity Shares of ₹10/- each. Subsequently, the Company has further sub-divided its Equity Shares of ₹10/- each in 5 Equity Shares of ₹2/- each, on **February 1, 2008**. The Members are once again requested to surrender the old Share Certificates for Equity Shares of Rs 50/- each or ₹10/- each, as the case may be, to the RTA or the Company to exchange for the Equity Shares of ₹2/- each.
- 16) As per the General Exemption granted by the Central Government vide the General Circular No. 2/2011 dated 8.2.2011, copy of Balance Sheet, Statement of Profit and Loss, and Report of the Board of Directors and the Report of the Auditors of the Subsidiary Companies are not attached with the Annual Report of the Company. However, the Annual Reports of all the Subsidiary Companies are available for inspection at the Registered Office of the Company

to any Member of the Company. Further the Company will make available these documents to any Member upon request.

- 17) The Notice of the Annual General Meeting along with the Annual Report 2014-15 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.
- 18) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the Members the facility to exercise their right to vote at the 81st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.
- 19) For the convenience of the Members, the route map of the meeting venue from the nearest railway station is annexed to this Notice.

Details and Instructions for E-voting are enclosed along with the Notice.

Company's website www.modernindia.co.in will be uploaded with the above documents well before the mandatory period and the copies of the aforesaid documents will be available for inspection at the Registered Office of the Company also.

By Order of the Board of Directors

Sd/-

PARIND BADSHAH

Vice President & Company Secretary

Mumbai Dated: 11TH May, 2015

Registered Office:

Modern Centre, Sane Guruji Marg, Mahalaxmi, Mumbai-400 011.

Corporate Office:

1, Mittal Chambers, 228, Nariman Point, Mumbai-400 021.

**ANNEXURE TO THE DETAILS OF THE DIRECTORS TO BE RE-APPOINTED IN
81ST ANNUAL GENERAL MEETING OF THE COMPANY**

<i>Name of Director</i>	<i>Date of Birth</i>	<i>Date of Appointment</i>	<i>Qualifications</i>	<i>Expertise in specific functional area</i>	<i>List of Other Directorships held excluding foreign companies, Companies under sec 8 of the Companies Act, 2013 & Private Companies</i>	<i>Chairman/ Member of the committees of the Board of other Companies in which he/she is a Director</i>	<i>The attendance of meetings of Board and Committees</i>	<i>Company's Shares held (No. of Shares)</i>
Shri. Vijay Kumar Jatia	08.10.1957	30.12.1994	B.Com.	Industrialist	Shree Rani Sati Investment and Finance Limited Indian Hume Pipe Limited	1. Shree Rani Sati Investment and Finance Limited Member-Nomination and Remuneration Committee 2. Indian Hume Pipe Limited-Audit Committee-Member 3. Indian Hume Pipe Limited-Nomination and Remuneration Committee Member	During the year Shri. Vijay kumar Jatia attended all the Meetings of the Board Of Directore and Committees where he is a member and has been invited.	90005
Shri Pradip Kumar Bubna.	13.05.1958	29.04.2002	B.Com.	Business	Shree Rani Sati Investment and Finance limited	Shree Rani Sati Investment and Finance Limited-Audit Committee-Member	During the year Shri. Pradip kumar Bubna attended all the Meetings of the Board Of Directore and Committees where he is a member	1230

REMOTE E-VOTING INSTRUCTIONS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 5th August, 2015 at 9.30 Hours and ends on 7th August, 2015 at 17.00 Hours . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 24th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)* 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 No.(Mentioned on the top of the ballot form) in the PAN field. In case the Sequence No 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 No 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. If the details are not recorded with the depository or company, you may leave this option.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. · Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the dividend bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant MODERN INDIA LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates .
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user, 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and

e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The Board of Directors has appointed Shri P. N. Parikh or failing him Shri Mitesh Dhaliwala of M/s Parikh & Associates, Practicing Company Secretaries, having office at 111, 11th floor, Sai Dwar CHS. Ltd., SAB TV Lane, Opp. Laxmi Indl. Estate, off Link Road, Andheri(West), Mumbai-400053 as the Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the Meeting and thereafter un-block the votes cast through remote e-Voting/physical Ballots in the presence of at least 2 witnesses not in the employment of the company and shall make, not later than 3 days of the conclusion of Annual General Meeting, consolidated scrutinizer's report of the votes cast in favour or against, if any, to the Chairman or the person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The result on the resolutions shall be declared after the receipt of the Scrutinizer's Report.

The results declared along with the scrutinizer's report(s) will be available on the website of the Company (www.modernindia.co.in) within 2 days of receipt of the Scrutinizer's Report and the same will also be communicated to Bombay Stock Exchange Limited.

ANNEXURE- FOR NOTE 4 OF THE NOTICE

Date:

To,
 M/s. Satellite Corporate Services Pvt. Ltd.,
Unit: Modern India Limited,
 B-302, Sony Apartment, Opp St. Jude High School,
 Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072
 Dear Sir,

With reference to section 88(1) of the Companies Act,2013 we give the following information.

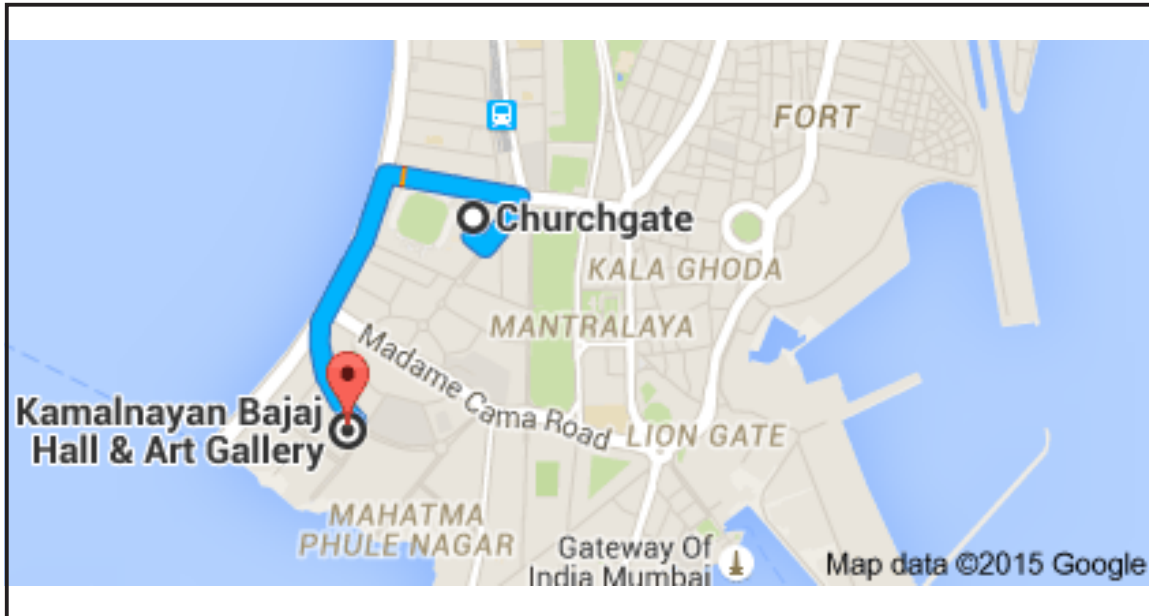
Name	
Name of Joint Holder, if any	1.
	2.
Address	
Folio No.	
Contact No.	Res.:
	Mob:
Email Id	
CIN Registration No. (in case of companies)	
Unique Identification No.	
Father's/Mother's/Spouse Name	1.
	2.
Occupation	
Date of Birth	
Pan No.	
Nationality	
Bank Name	
Branch Name	
Account Number	
MICR Number	
RTGS/NEFT/FSC Code (attach cancelled cheque)	

Thanking You
 Yours faithfully

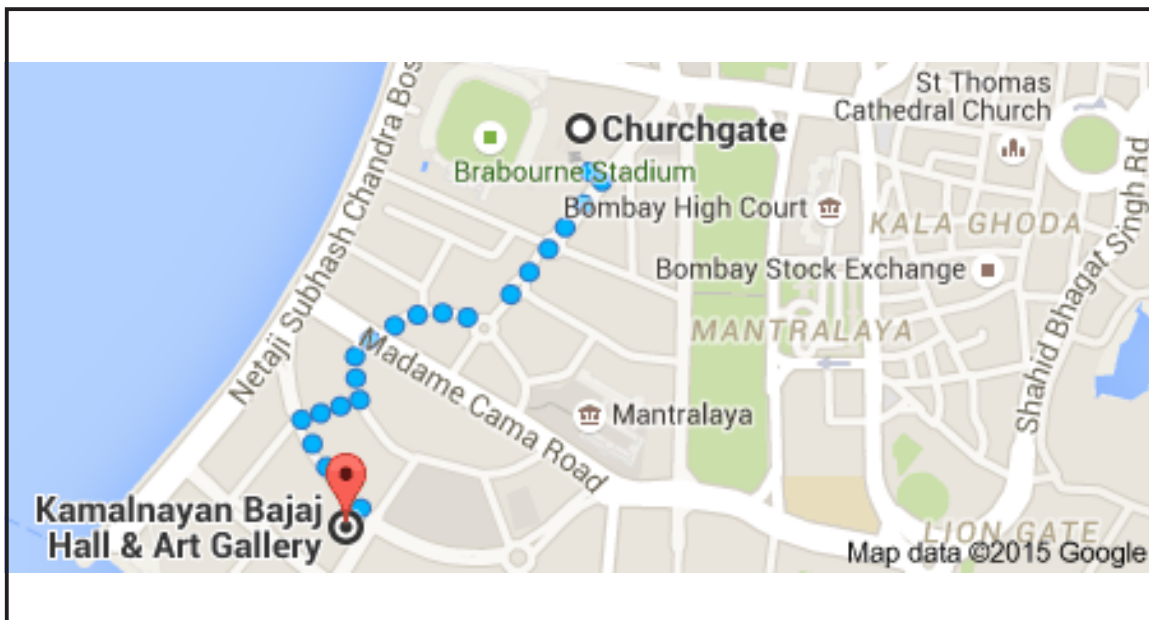
Signature
 Name of the shareholder

Note: Shareholders holding shares in demat mode are requested to update their above details in their Demat account

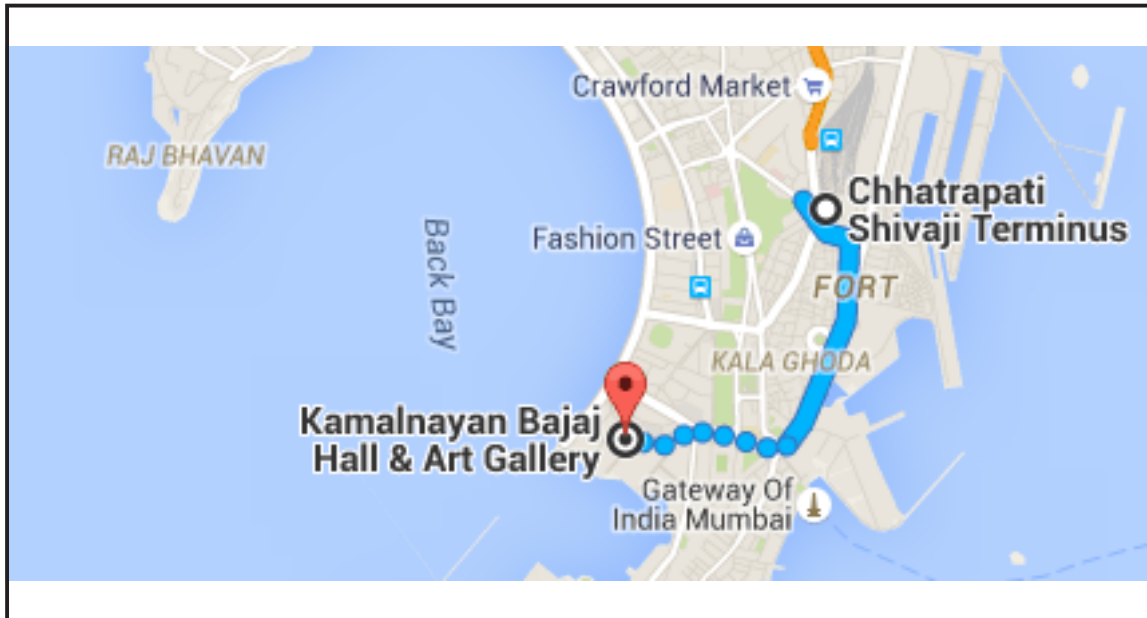
ROUTE MAP
BY BUS/TAXI FROM CHURCHGATE TO VENUE



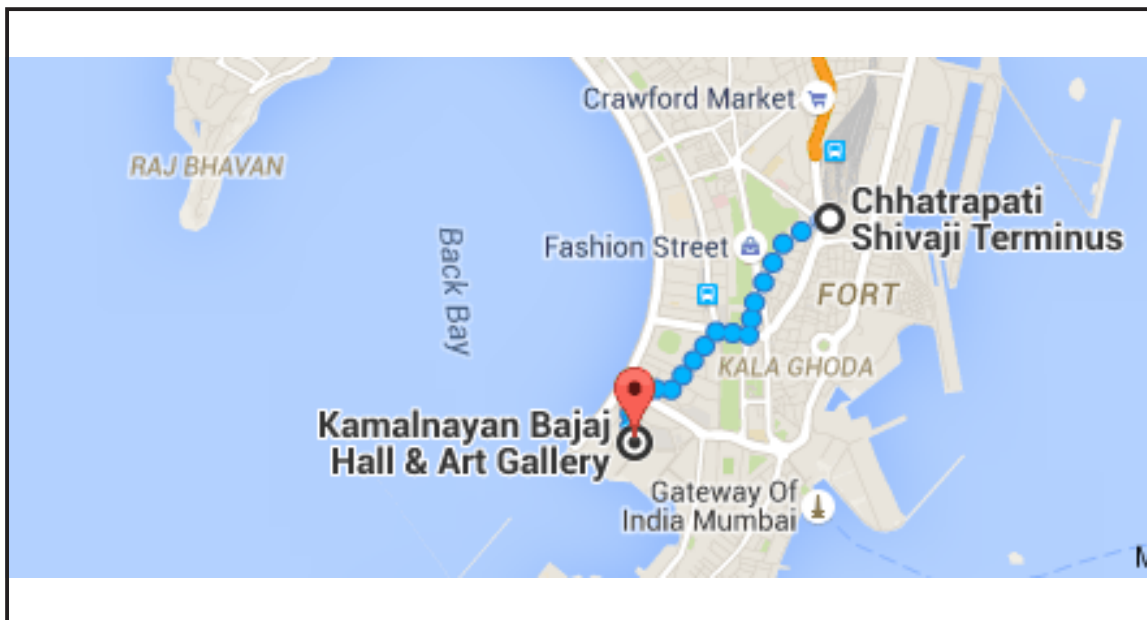
BY WALKING FROM CHURCHGATE TO VENUE



ROUTE MAP
BY BUS/TAXI FROM CST TO VENUE



BY WALKING FROM CST TO VENUE



BOARDS' REPORT

Dear Members,

Your Directors are pleased to present the Eighty First Annual Report along with Audited Statement of Accounts for the Financial Year ended 31st March, 2015.

FINANCIAL RESULTS

(₹ in lacs)

	Financial Years	
	2014-15	2013-14
Gross profit before Depreciation	(284.84)	463.27
Less Depreciation / Amortization	151.30	155.06
Profit before tax	(436.14)	308.21
Less: Exceptional Item (Net)	25.00	129.82
Provision for Taxation	-	-
Less MAT credit entitlement	-	91.19
Prior Period Expenses		0.51
Deferred Tax & Tax adjustments	(162.13)	(92.08)
Profit/Loss after Tax	(249.01)	406.38
Add: Balance brought forward	3723.11	3576.99
Less: Impact of Depreciation / Amortization	16.62	-
Balance available for appropriation	3457.28	3983.37
LESS: APPROPRIATION		
Proposed Dividend	45.05	187.71
Tax on distributed profit	9.17	31.90
Transferred to General Reserve	-	40.64
Balance carried to Balance Sheet	3403.06	3723.12

GENERAL INFORMATION ABOUT THE COMPANY

The Company has various business verticals inter alia Real Estate and Infrastructure Development, offering Business Centre facilities, Power Generation, Background Verification, Commodities Trading, International procurement solutions and services and Vocational Training amongst others.

PERFORMANCE

During the year under review (i.e 2014-2015) the stock markets zoomed to the thirty thousand mark and have been constantly hovering around the 28,000 mark, this was the effect of Shri. Narendra Modi being appointed as the Prime Minister and the reforms which were unveiled in the Budget for the year 2015-16. The overall global business scenario though not favourable is looking up with the United States reporting a small marginal growth in employment based on increase in demand and consumption. The Indian Economy is expected to do well and the GDP is expected to be around 6.5-7%. The sovereign rating have also improved. In our Company's context, the performance of the Company was average

due to various reasons. As informed earlier, the Company didn't renew any of the lease and licence agreements of Modern Centre, as the Company contemplates its redevelopment, which has led to a fall in rental income and with the NSEL crises, trading in commodities has come to a standstill. The total turnover during the year under review is ₹ 5593.09 lacs against ₹ 15253.75 lacs in the year 2013-14. Due to the above factors the company has suffered a loss of ₹ 249.01 lacs after tax.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

It may be noted that the Company had planned to setup a 5MW Solar Power plant at Satara of which 3 MW Solar Power Plant has been commissioned in April 2015 and has started supplying power to the MSEDCL and the remaining 2 MW plant will be commissioned and operational during the current financial year.

No major event has occurred subsequent to the date of the financial statements, however it is important to note that as intimated last year our Company has suffered losses due to the NSEL crisis that has shaken the faith of the investors in the commodity markets. In view of the losses and the monies being locked up, Modern India Ltd. along with three others had instituted a Representative Suit in the Hon'ble High Court at Bombay inter alia against Financial Technologies (India) Ltd. (FTIL), National Spot Exchange Ltd. (NSEL) and 36 others for recovery of its dues as an investor for the trades executed on the NSEL. The said suit is now clubbed with other suits filed against FTIL, NSEL and others. The suit is in advanced stages of hearing and the Management is of the view that the Company will be in a position to recover its debts.

The Company is regularly following up on the matter and keeps the Board Members updated about any development in the said matter. All possible steps are being taken to recover the amount receivable. As on date, ₹ 13.59 Crores is outstanding as on 31.03.2015.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There are no changes in the nature of Business during the year under review.

DIVIDEND AND RESERVES

Despite the lack lustre performance your Directors are recommending a dividend of 12ps. per share, i.e 6% per Equity Share of ₹ 2/- each. The Dividend for the year amounts to ₹ 54.22 Lacs including the Dividend Distribution Tax. The Company has total reserves of ₹ 3960.99 lacs as on 31st March 2015.

BOARD MEETINGS AND ATTENDANCE

Details of the Directors, their meetings, attendance etc have been given in the Corporate Governance Report which forms a part of this Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Shri Pradip Kumar Bubna, Director of the Company, retires by rotation and, being eligible, offers himself for re-appointment.

The Management recommends his re-appointment.

Shri Dilip Thakkar independent director resigned from the Board of the Company with effect from 1st October, 2014. The Board and the Management places on record his Contribution towards the growth of the Company and wishes him the very best in his future endeavors.

Shri. Nawalkishore Deora, Chief Financial Officer of the Company (CFO) resigned as CFO from the Company w.e.f 30.11.2014 due to personal reasons. In view of the vacancy, the Company tried to fill the vacancy through internal sources, however in the mean while Shri. Nawalkishore Deora showed his inclination to rejoin the organization as CFO.

The Audit Committee in its meeting held on 23rd January, 2015 considered the appointment and redesignated him as Senior Vice President and Chief Financial Officer (CFO) of the Company. He is also one of the Key Managerial Personnel of the Company.

Shri. Parind Badshah was appointed on 10.10.2013 as Company Secretary of the Company. The Management of the Company has now re-designated Shri. Parind Badshah as Vice-President and Company Secretary of the Company with effect from 01.01.2015. He is also one of the KMP of the Company.

As per the requirements of the Companies Act, 2013, implemented with effect from 1st April 2014, Independent Directors could be appointed for two terms of five years each, and in view of the explanation given to section 149 (10) and (11), any tenure of the independent director on the date of commencement of the Act shall not be counted. At the 80th Annual General Meeting, Members have appointed Shri Anand Didawani, Shri Rajas Doshi, Shri Dilip Thakar, Shri S D Israni and Shri Kaiwan Kalyaniwala as Independent Directors for a term of 5 years with effect from 23rd July, 2014.

The Companies Act 2013 requires that the Independent Directors of the Company meet atleast once a year without the presence of Executive Directors, the Non executive director or the Management or the Promoters of the Company.

The Independent Directors of our Company have met twice during the year on 23.01.2015 and 31.03.2015.

The Nomination and Remuneration Committee and the Board of Directors have carried out the annual performance evaluation of the Chairman and Managing Director and the Directors.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received necessary declaration from each independent Directors of the Company under section 149(7) of the Companies Act, 2013 stating that the Independent Directors of the Company meet with the criteria of their Independence as laid down under Section 149(6) of the Companies Act 2013 and under the Listing agreement of BSE and NSE.

COMMITTEES OF THE BOARD

The Companies Act 2013 provides for the formation and duties of various committees of the Board, the Company in compliance with the Act already has the following Committees in existence as on 31st March 2015 and all the committees have specific roles, duties and responsibilities.

The following are the various Committees of the Board viz

Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. Details of the meetings held and attendance at the various committee meetings are given in the Corporate Governance Report which forms a part of this Annual Report.

AUDIT COMMITTEE

The Audit Committee was constituted in January, 2001 and has been reconstituted from time to time. The current strength of the Audit Committee is four members. All the members of the Audit Committee are Non-executive directors. Two-thirds of the members of the Committee are Independent directors. All the members of Audit Committee are financially literate and possess accounting and related financial management expertise.

The Audit Committee consists of :

Shri Anand Didwania	Chairman
Shri Rajas R Doshi	Member
Shri Pradip Kumar Bubna	Member
Dr S D Israni	Member

The Managing Director of the Company is a permanent Invitee of the Audit Committee. At the invitation of the Committee, representatives from various divisions of the Company, internal auditors, Statutory Auditors and Chief Financial Officer also attend the Audit Committee meetings to respond to queries raised at the Committee meetings. The Company Secretary acts as the Secretary to the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee was constituted in April, 2002 and has been reconstituted from time to time and currently comprises of three directors all of whom are Independent Non-executive directors. The Nomination and Remuneration Committee comprises :

Shri. Rajas R Doshi	Chairman
Shri. Anand Didwania	Member
Dr. Shivkumar Israni.	Member

The terms of reference of the Nomination and Remuneration Committee include reviewing and recommending the terms of remuneration payable to the Executive Director and the Key Managerial Personnel (KMPs) based on the evaluation of their performance. The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee. The Committee also evaluates the performance of the Board of Directors.

The Company has adopted a Nomination and Remuneration Policy for Directors, KMP and other employee formulated by the Committee for determining Qualification, Positive Attributes and Independence of a Director.

***Shri Vijay Kumar Jatia has also been appointed as member of the Nomination and Remuneration Committee by the Board of Directors at its meeting held on 11.05.2015.**

STAKEHOLDERS RELATIONSHIP COMMITTEE

According to the provisions of section 178(5) of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, every company having more than 1000 shareholders/ debenture holders/ deposit holders and any other security holders is required to have a "Stakeholders Relationship Committee". The Stakeholders Relationship Committee considers and resolves the grievances of security holders of the Company. The Committee consists of the following directors:

• Shri Rajas R Doshi	Chairman
• Shri Vijay Kumar Jatia	Member
• Shri Pradip Kumar Bubna	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

As per the Provision of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has formed a Corporate Social Responsibility Committee of the Board consisting of the following Directors:

• Shri Vijay Kumar Jatia	Chairman
• Smt Gauri Jatia	Member
• Shri Kaiwan Kalyaniwalla	Member
• Shri Pradip Kumar Bubna	Member

The committee is authorized to do all such acts, deeds and things which may be necessary for performing the duties and responsibilities defined under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. They plan and execute the various CSR activities to be undertaken by the Company.

RISK MANAGEMENT COMMITTEE

As per the revised Clause 49 of the listing agreement of the Stock Exchange, the Company is required to form a "Risk Management Committee" to evaluate the various risk factors faced by the organization and how the same are to be

mitigated. The Company has formed a Risk Management Committee which comprises of the following directors :

- Dr S.D. Israni Chairman
- Shri Vijay Kumar Jatia Member
- Shri Kaiwan Kalyaniwalla Member

VIGIL MECHANISM:

The Companies Act, 2013 also envisages a Vigilance Mechanism and accordingly keeping in view the above a Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to approach and report the Violation to :-

- (i) immediate supervisor;
- (ii) Chairman of Audit Committee
- (iii) anonymously, by sending an e-mail to: vigilance@modernindia.co.in

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.

During the year, the Company had received no complaints.

DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby state that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure.
- ii) appropriate accounting policies have been selected and applied them consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of its profit for the year ended as on that date;
- iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the annual accounts have been prepared on a going concern basis.
- v) Internal Financial Control have been followed by the Company and that such Internal Financial Controls are adequate and are operating effectively.
- vi) Directors have devised proper system to ensure Compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

Internal financial control

Detailed note on internal financial control is given in the Management Discussion Analysis which forms a part of this report.

REPLY TO AUDITORS QUALIFICATION

With reference to the amount of ₹ 13.59 crores receivable outstanding in respect of commodity trading transactions on NSEL, the Management considers the same as good for recovery and a representative suit has been filed in the Hon'ble High Court at Bombay and the same is currently being heard, details of which have been given under events subsequent to the date of financial statements.

With regards to the note 29 of the Notes to Account, Management is of the view that the diminution in value of the investment is temporary in nature.

SUBSIDIARY COMPANIES

MODERN INTERNATIONAL (ASIA) LIMITED, HONG KONG (MIAL)

Modern International (Asia) Limited [MIAL] is actively involved in the B2B segment Business. MIAL sources products from China and South East Asian Countries and exports it to its clientele in other countries. With a wide and varied range of products including textile, furniture, luggage, building / construction material, gift articles etc. In spite of a sluggish market sentiment prevailing in major parts of the world, MIAL has registered turnover of US \$ 23.25 million for the year 2014-15 as against US\$ 19.4 million for the year 2013-14. Operations of the Company has stabilized and it has recorded profit of US \$ 1,83,586 (previous year US \$ 1,58,473)

MODERN INDIA PROPERTY DEVELOPERS LIMITED (MIPDL):

Company deploys its surplus funds in real estate activities viz., Bookings of under construction residential and / or commercial space. Funds committed towards booking of under construction spaces and to be paid over a period of time, are placed with corporate entities fetching interest in the intervening period.

The Company has consciously invested into under construction spaces, which falls into affordable category wherein demand is reasonable and offers better exit opportunities. The Company has also undertaken construction and development activity in Bikaner along with a reputed builder.

During the financial year 2014-15, Company has earned profit before tax of ₹ 13.69 lacs as compared to a profit of ₹ 58.51 lac in the year 2013-14.

The Government is proposing the Real Estate Bill which is expected to benefit both builders as well as the buyers.

MODERN INDIA FREE TRADE WAREHOUSING PRIVATE LIMITED (MIFTWPL)

The Company was set up with the aim of setting up free trade warehousing facilities, in this regards the company has taken possession of land at village Sai, District Raigad. The said land area has potential and will offer good opportunities over a period of time.

VERIFACTS SERVICES PRIVATE LIMITED

Modern India Limited acquired 76% of Verifacts Services Private Limited in February 2014 for a consideration of ₹ 28 Crores. With this acquisition, Verifacts Services Private Limited became the subsidiary of Modern India Limited with effect from 4th February, 2014.

Verifacts Services Private Limited, headquartered in Bengaluru, is a human resources consulting company providing background/ antecedents verification services. Verifacts Services Private Limited has 7 other branches and several associates across the Globe providing services to a large number of multinationals and national companies worldwide. With this addition, Modern India Limited has forayed into the business of verifications services.

During the year Verifacts has achieved a turnover of ₹ 14.85 Crores as against ₹ 14.72 Crores in the corresponding previous year. This business has immense potential to flourish especially with the push by the Govt of India for the Make in India concept, wherein foreign companies are expected to set up shop in India and this will result in the growth of the bottom line of your Company in the coming years.

ASSOCIATE COMPANIES

The Company does not have any associate companies nor does it have any existing joint venture as on 31st March 2015

DETAILS OF THE COMPANIES WHICH HAVE BECOME / CEASED TO BE ITS SUBSIDIARY/ JV/ ASSOCIATE COMPANY.

During the year no other company became / ceased to be the subsidiary / JV / Associate Company.

Details of existing subsidiaries is given below :

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
Part "A": Subsidiaries

Sr No.	Information in respect of each subsidiary	Name of the subsidiaries			
		Modern India Free Trade Warehousing Private Limited	Modern India Property Developers Limited	Modern International (Asia) Limited	Verifacts Services Private Limited
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N A	N A	N A	N A
2	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	N A	N A	1USD=61.15	N A
3	Share capital	4,80,00,000	15,00,00,000	USD 12,80,000	50,00,000
4	Reserves & surplus	(27,32,116)	(5,93,54,403)	USD 6,52,046	7,18,47,177
5	Total assets	4,52,84,739	9,92,79,622	USD 25,94,485	9,42,08,552
6	Total Liabilities	4,52,84,739	9,92,79,622	USD 25,94,485	9,42,08,552
7	Investments	0	0	USD 36,834	NIL
8	Turnover	0	50,49,693	USD 2,32,52,418	1,94,09,048
9	Profit before taxation	(31,439)	13,69,229	USD 1,83,585	58,62,984
10	Profit after taxation	(31,439)	9,94,229	USD 1,83,585	36,72,721
11	Proposed Dividend	NIL	NIL	NIL	NIL
12	% of shareholding	51%	100%	100%	76%

EXTRACT OF ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in MGT-9 is annexed to this Report as Annexure 1)

AUDITORS' APPOINTMENT

As per the requirement of the new Companies Act, 2013, an auditor who has been the auditor of the Company for a period of 10 continuous years or more will be required to relinquish his position, however the act provides for an interim period of 3 years to the Company to scout for a new Auditor.

In view of this last year Messrs K. S. Aiyar & Company, Chartered Accountants were appointed to hold office from the conclusion of the 80th Annual General Meeting to the conclusion of the 81st Annual General Meeting. The present Auditors, Messrs K. S. Aiyar & Company, Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

It is proposed to reappoint Messrs K.S. Aiyar & Company, Chartered Accountants as Statutory Auditor of the Company for a further period of two years during which the Company will decide and finalize the appointment of a new statutory auditor to comply with the requirements of the provisions of the Companies Act, 2013.

SECRETARIAL AUDIT REPORT

Secretarial Audit Report as provided by M/s Parikh & Associates Practicing Company Secretaries is annexed to this Report as Annexure 2.

The Company has received the Secretarial Audit report with two observations with regards to the following

1. Unclaimed amount of interim dividend due to be transferred to IEPF on 2nd Dec 2014 was transferred on 30th April, 2015.

Late transfer of funds was due to oversight.

2. Company has an unspent amount during the year towards Corporate Social Responsibility.

An amount of ₹ 5.21 Lacs remained unspent as the purpose for which it was to be utilized is being evaluated by the Management as explained later in the report under the heading of Corporate Social Responsibility.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOINGS.

In compliance with the provisions of Section 134 read with Companies (Accounts) Rules, 2014, a statement giving requisite information is given in Annexure 'A' forming part of this Report.

FIXED DEPOSITS: During the year under review, the Company has neither accepted nor renewed any Fixed Deposits, under Section 73 & 74 of the Companies Act, 2013.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS/ COURT OR TRIBUNALS

There are no significant and material orders passed by the regulators or Court or Tribunals impacting the Going Concern status and the Company's operations in future except the Order passed by the Regional Director pertaining to condonation of delay of form CHG-4 for Satisfaction of Charge due to delay in filling of said form by 1 day for which the Company has completed necessary formalities and the same has been updated on the MCA Website.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company have duly complied with the Provision of the Companies Act, 2013 and the Company has taken / given

SECURED LOANS (taken) : ₹ 3040 lacs

UNSECURED LOANS (taken / given): Nil

CURRENT INVESTMENTS: ₹ 12.5 Lacs

NON CURRENT INVESTMENTS : ₹ 6224.77 lacs

RISK MANAGEMENT POLICY:

Risk is an integral and unavoidable component of business and the Management is committed to managing the risk in a proactive and effective manner. The Board of Directors in its Meeting held on 18.10.2015 constituted the "Risk Management Committee" and adopted the Risk Management Policy. The objective of the Policy is to identify and mitigate the risk. The Company has adopted a systematic approach to mitigate risk associated with accomplishment of objective, operations, revenues and regulations.

CORPORATE SOCIAL RESPONSIBILITY POLICY

The Board of Directors in its meeting held on 16.05.2014 constituted Corporate Social Responsibility Committee and adopted the Corporate Social Responsibility Policy.

The Committee recommends the activities to be undertaken which are approved by the Board, an amount of ₹ 1,50,000/- was spent out of ₹ 6,71,450 as CSR Activity for the year 2014-15. The balance unutilized amount is being carried forward to the next financial year.

The balance amount of ₹ 5.21 lacs is yet to be utilized, this amount has remained unutilized as it was proposed to utilize the same for carrying out the repairs and maintenance of Smt. Gigi Devi Durgadutt Jatia Govt Sr. Secondary School. A quote of ₹ 11.26 lacs had been received for the same from the civil engineer which is now being considered by the Management and experts on our side. The balance amount for the year 2014-15 alongwith the amount for the year 2015-16, if any, could be utilized for the same.

ANNUAL REPORT ON CSR is annexed in **ANNEXURE 3**

PARTICULARS OF CONTRACT AND ARRANGEMENTS WITH RELATED PARTIES

Details of contracts and arrangements with related parties is given in form AOC-2 as **ANNEXURE - 4**

FORMAL ANNUAL EVALUATION

The Board of Directors pursuant to Section 134 (3)(p) of the Companies Act, 2013 conducted an evaluation of the Board as a whole, its Committees as well as the performance of each individual director. The Independent directors at their meeting laid down the criteria / parameters for conducting the said evaluation which was accepted by the Board and thereafter the evaluation was conducted. The performance of the Directors and their role and the performance of the Committees was found satisfactory and in turn the overall performance of the Board was also satisfactory. It is important to note here that the performance of the Company has not been upto the mark, due to the conscious decision taken not to renew the leave and license agreements of Modern Centre, stoppage of commodity trading due to NSEL crises and overall downward trend in the market witnessed early in the year under review.

DISCLOSURE ABOUT COST AUDIT

Cost Audit is not Applicable to the Company .

RATIOS OF REMUNERATION TO EACH DIRECTOR

The Directors of the Board receive sitting fees for attending the meeting of the Board and its various Committees except Shri Vijay Kumar Jatia who is the Chairman and Managing Director of the Company, he is appointed by Members of the Company and his remuneration has been approved by the Central Government. In view of this, only one ratio of remuneration of the director (Managing Director) with the median of the employees is possible which is enclosed as **Annexure 5**.

LISTING WITH STOCK EXCHANGE

The Company confirms that it has paid the Annual Listing fees for the year 2015-2016 to BSE where the Company's Shares is listed.

CORPORATE GOVERNANCE

In compliance of Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, a Report on Corporate Governance, along with a Certificate of the Auditors on Corporate Governance is annexed to this Report marked **ANNEXURE 6**.

The Secretarial standard will be effective from 01.07.2015 as per government notification. The Company has started implementing the standards with immediate effect.

ISSUE OF SWEAT EQUITY SHARES/ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS/ISSUE OF SHARES UNDER EMPLOYEES STOCK OPTION SCHEME.

The Company has not issued any sweat equity shares/ Issue of Shares with Differential Rights/Issue of Shares under Employees Stock Option Scheme during the year under review i.e (2014-15).

DISCLOSURE ON PURCHASE BY COMPANY OR GIVING OF LOAN BY IT FOR PURCHASE OF ITS SHARES.

The Company has neither purchased not given any loan to anyone for purchase of its shares.

BUY BACK OF SHARES

The Company has not considered any proposal for buyback of shares during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS

As per the requirement of Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, the Management Discussion and Analysis of the events, which have taken place and the conditions prevailed, during the period under review, are enclosed in **ANNEXURE B** to this Report.

GREEN INITIATIVE:

Your Company has taken the initiative of going green and minimizing the impact on the environment. The Company has been circulating the copy of the Annual Report in electronic format to all those Members whose email address is available with the Company. Your Company would encourage other Members also to register themselves for receiving Annual Report in electronic form.

ACKNOWLEDGMENT

Your Directors wish to place on record their sincere thanks to the Valued Customers, Suppliers, Bankers, Central Government, State Governments and various Consultants and Business Associates for their continued support, co-operation and guidance, during the year under review. Your Directors also wish to thank their employees and executives at all levels for their valuable contributions.

Mumbai

Date: 11.05.2015

For and on behalf of the Board of Directors

Sd/-

Registered Office:

Modern Centre, Sane Guriji Marg,
Mahalaxmi, Mumbai- 400 011

Vijay Kumar Jatia
Chairman & Managing Director

ANNEXURE 'A' TO THE DIRECTORS' REPORT

INFORMATION AS PER SECTION 134 READ WITH COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2015

1. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT:

As the Company has no manufacturing activities, the provisions of Companies (Accounts) Rule, 2014 relating to Conservation of Energy, Technology Absorption and Research & Development do not apply to your company.

2. FOREIGN EXCHANGE EARNINGS AND OUTGO:

- | | | |
|---|---|--|
| (a) - Activities relating to exports | : | The Company exported books from IJ during the period under review. |
| - Initiatives taken to increase exports | : | Continuous efforts to identify new markets for existing and new products are being made by the Company. |
| - Development of new markets for products & services & Export plans | : | Efforts are being made to develop market for various products in the USA, South East Asia & Middle East. The Company does not have any definite export plan. |
| (b) Total Foreign Exchange: | | |
| (i) Earnings | : | ₹ 52,312/- |
| (ii) Outgoing | : | ₹ 11,01,32,205/- |

MANAGEMENT DISCUSSION AND ANALYSES

Industry Structure, Developments and Outlook

The scenario in India is one of confusion, the government want to bring in laws which will promote employment and growth of industries and the opposition is blocking the same by labeling all such moves as anti poor, pro corporates, etc. The Land Acquisition Bill is hanging fire, the Real Estate bill has been deferred and the GST bill is yet to be brought before the Parliament. The Government is undertaking various steps to energise the industry and provide it with the much need push to accelerate growth. It is expected that the FII would be pumping in more funds and there will be liquidity in the markets this will help stabilize the rupee and inflation would be down to manageable levels which will give more power for consumption in the hands of the people.

Opportunities and Threats

The Real Estate Business

Demand-supply gap for residential housing continues to exist, with the interest rates being on the higher side, consumers are hesitant in availing loans as inflation has played havoc with the budgets of one and all. The commercial segment is also going through a tough phase and is likely to do so in the short to medium term on account of overcapacity. The government is working on the Land Acquisition bill for promoting the Industrial corridor which could lead to a boost in this sector. The other bill which could help the real estate market is the real estate bill being proposed to be tabled before the Parliament.

Long-term factors are likely to work in favour of the real estate developers, the outlook for the short term remains uncertain. High interest rates and negative consumer sentiments continue to impact business for all real estate player Banks have become cautious towards rescheduling debt or issuing fresh loans to real estate companies and this is proving to be a dampener for the sector. Due to inflation prices of the essential raw materials like cement, bricks and steel are increasing and coupled with the increase in labour costs, which together account for almost 75% of the overall construction cost and this is impacting and squeezing the bottom lines. Liquidity is also another factor that will determine overall project execution.

Trading

During the year, international trading was brisk and expected to remain same in FY 2014-15. Fabrics, Yarn, Luggage furniture & building material such as vitrified tiles & sanitary ware are the drivers for improved operations. During the year under review we have achieved sales of US \$ 23.25 million in our subsidiary Modern International (Asia) Limited.

Vocational Training

We at IJJ are of the view that imparting vocational training to the aspirants which covers every aspects of Jewelry designing, manufacturing and marketing & after successful completion of the course, candidates get placed with reputed entities engaged in jewelry business is the object of running of the Institute. Modern India being conscious of its corporate social responsibility is offering courses at affordable fees and opening strata of job opportunities in this field to the candidates completing courses successfully.

IJJ is one of the registered Vocational Training Providers for the Gems and Jewellery Skill Council of India under the STAR Scheme of the Government of India.

IJJ has extended its synergetic association with over 100 Preferred Recruitment Partners (PRP) wherein these companies are given first right to interview graduating students.

Segment wise Performance

- Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.
- Revenue and expenses which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Un-allocable/Corporate".
- There are no inter-segment revenues and, therefore, the basis of their measurement does not arise.

(₹ In lacs)

Sr. No.	Particular	Real Estate	Trading	Unallocated/Corporate	Total
i	Segment Revenue	2.57	5349.34	241.19	5593.10
ii	Segment Result	1.95	(1.39)	(219.04)	(218.48)
iii	Segment Capital Employed	(3750.32)	1551.31	6910.86	4711.85

FINANCIAL PERFORMANCE CONSOLIDATED

The Company on a standalone basis incurred a loss of ₹ 249.01 lacs whereas on a consolidated basis the loss was reduced to ₹ 99.05 lacs. In the previous year the Company had made a profit of ₹ 550.88 lacs on a consolidated basis. The income from operations is ₹ 21297.49 lacs (previous year ₹ 27228.77 lacs). Other Income is ₹ 890.15 (previous year ₹ 821.00 lacs). It must be noted that the Company is laying special emphasis on its Subsidiaries which will yield good return in the coming years.

Risk Management:

The Company can be exposed to various risks which might threaten its business continuity if not identified and addressed in time. Therefore the company follows a proactive risk management policy, aimed at protecting its employees, assets and the environment, while at the same time ensuring growth and continuity of its business. Regular updates of perceived risks are made available to the Board at the Board Meeting and in special cases on ad hoc basis. As informed earlier in the report the Company has in place a Risk Management Committee which evaluates the various risk faced by the organization and also considers the ways and means to mitigate the same.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has a well defined organization structure, documented policy guidelines, predefined authority levels, and an extensive system of internal controls helps in ensuring optimal utilization and protection of resources, IT security,

accurate reporting of financial transactions and compliance with applicable laws and regulations.

- We have an adequate systems of internal control in place. This is to ensure that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are authorized, recorded, and reported correctly
- Company has an exhaustive budgetary control system. Actual performance is reviewed with reference to the budget by the management on an on-going process basis.
- The internal audit function is empowered to examine the adequacy, relevance and effectiveness of control systems, compliance with policies, plans and statutory requirements
- The top management and the Audit Committee of the Board review the findings and recommendations of the internal auditor.

HUMAN RESOURCE /INDUSTRIAL RELATIONS

Your Company firmly believes that success of a company comes from good Human Resources. Employees are considered an important asset and key to its success. HRD has been strengthened for sourcing and developing high caliber employees providing them relevant training for encashment of their competence and facilitating their assessment process through an effective Performance Management System (PMS). Company aims to remain lean and dynamic in a continuing de-layered structure. The employee relations continued to be satisfactory.

OUTLOOK :

The Company has diversified into various businesses as mentioned in the report and with the addition of new business of verification through its subsidiary Verifacts Services Private Limited the company looks forward for excelling in these business endeavors and improving shareholder value.

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectation may be "forward looking statements" within the meaning of applicable statutory laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions and price conditions in the domestic and overseas markets in which company operates, changes in the Government regulations, tax laws and other statutes and other incidental factor.

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31ST March, 2015
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) **CIN:-L17120MH1933PLC002031**
- ii) **Registration Date: 24.10.1933**
- iii) **Name of the Company: MODERN INDIA LIMITED**
- iv) **Category / Sub-Category of the Company: Business and Commercial**
- v) **Address of the Registered office and contact details : Modern Centre, Sane Guruji Marg, Mahalaxmi, Mumbai- 400011. Email: info@modernindia.co.in; Ph.No. 022-67444200; fax:67444300; website:www.modernindia.co.in**
- vi) **Whether listed company: Yes**
- vii) **Name, Address and Contact details of Registrar and Transfer Agent, if any: Satellite Corporate Services Pvt. Ltd.**

Address: B-302, Sony apartments, Opp.St. Jude High School, 90 feet Road, Jarimari, Sakinaka, Mumbai-400072.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Trading	5131	96
2	Real Estate	7010	3
3	Vocational Training	8022	1

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Modern India Property Developers Limited	U72200MH12000PLC128584	SUBSIDIARY	100.00	2(87)
2	Modern India Free Trade Warehousing Private Limited	U63020MH2008PTC183877	SUBSIDIARY	51.00	2(87)
3	Verifacts Services Private Limited	U74140KA2005PTC035878	SUBSIDIARY	76.00	2(87)
4	Modern International (Asia) Limited	-	SUBSIDIARY	100.00	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Statement Showing Shareholding Pattern 31.03.2015								
Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percentage of(A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/ (IV)*100
(A)	Shareholding of Promoter and Promoter Group²							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	5	152855	152855	0.41	0.41	0	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	7	28004207	28004207	74.59	74.59	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
(e-i)	-	0	0	0	0.00	0.00	0	0.00
(e-ii)	-	0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(1)	12	28157062	28157062	75.00	75.00	0	0.00
2	Foreign							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0.00	0.00
b	Bodies Corporate	0	0	0	0.00	0.00	0.00	0.00
c	Institutions	0	0	0	0.00	0.00	0.00	0.00
d	Qualified Foreign Investor	0	0	0	0.00	0.00	0.00	0.00
d-i	Any Others(Specify)	0	0	0	0	0	0	0.00
d-ii	-	0	0	0	0	0	0	0.00
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	0.00

	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	12	28157062	28157062	75.00	75.00	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	0	0	0	0.00	0.00	0.00	0.00
(b)	Financial Institutions / Banks	10	854675	803200	2.28	2.28	0.00	0.00
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0.00	0.00
(e)	Insurance Companies	3	1124541	1124041	3.00	3.00	0.00	0.00
(f)	Foreign Institutional Investors	3	4461519	4461519	11.88	11.88	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00	0.00	0.00
(h-i)	Any Other (specify)	0	0	0	0.00	0.00	0	0
(h-ii)	-	0	0	0	0.00	0.00	0	0
	Sub-Total (B)(1)	16	6440735	6388760	17.16	17.16		
B 2	Non-institutions							
(a)	Bodies Corporate	66	992114	990789	2.64	2.64	0.00	0.00
(b)	Individuals	0	0	0	0.00	0.00	0.00	0.00
I	Individuals -i. Individual shareholders holding nominal share capital up to ₹ 1 lakh							
		3293	1619718	699348	4.31	4.31	0.00	0.00
II	ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.							
		0	0	0	0.00	0.00	0.00	0.00
(c)	Qualified Foreign Investor	0	0	0	0	0	0	0
(d)	Any Other (specify)							
(d-i)	Directors & Relatives	1	1230	1230	0.00	0.00	0.00	0.00

(d-ii)	Non Resident Indians	21	43590	9190	0.12	0.12	0.00	0.00
(d-iii)	Overseas Corporate Bodies	1	250000	0	0.67	0.67	0.00	0.00
(d-iv)	Clearing Member	1	36	36	0.00	0.00	0.00	0.00
(d-v)	Hindu Undivided Families	48	38265	38265	0.10	0.10	0	0.00
	Sub-Total (B)(2)	3431	2944953	1738858	7.84	7.84	0	0.00
(B)	Total Public Shareholding							
	(B)= (B)(1)+(B)(2)	3447	9385688	8127618	25.00	25.00	0	0.00
	TOTAL (A)+(B)	3459	37542750	36284680	100.00	100.00	0	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	0	0	0	0	0.00	0	0.00
2	Public	0	0	0	0	0.00	0	0
	Sub-Total (C)	0	0	0	0	0	0	
	GRAND TOTAL (A)+(B)+(C)	3459	37542750	36284680	100.00	100.00	0	0.00

ii) Shareholding of Promoters

Sr. No.	Name of the shareholders	Shareholding at the beginning of the year 01st April 2014		Shareholding at the end of the year - 31st March 2015	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	ALCYONE TRADING COMPANY PRIVATE LIMITED	1530000	4.08	1530000	4.08
2	CAMELLIA MERCANTILE PRIVATE LIMITED	1635591	4.36	1635591	4.36
3	CANDESCENT TRADERS PRIVATE LIMITED	1530000	4.08	1530000	4.08
4	F PUDUMJEE INVESTMENT COMPANY PVT LIMITED	5772008	15.37	5772008	15.37
5	GAURI JATIA	17850	0.05	17850	0.05
6	IGNATIUS TRADING COMPANY PRIVATE LTD	1530000	4.08	1530000	4.08

7	MUDIT VIJAYKUMAR JATIA	15000	0.04	15000	0.04
8	SARAT LEASING AND FINANCE PVT LTD	7707500	20.53	7707500	20.53
9	SHREE RANI SATI INVESTMENT & FINANCE LIMITED	8299108	22.11	8299108	22.11
10	SIDHANT VIJAYKUMAR JATIA	15000	0.04	15000	0.04
11	VEDANT JATIA	15000	0.04	15000	0.04
12	VIJAY KUMAR JATIA	23912	0.06	0	0
13	VIJAYKUMAR MAHABIRPRASAD JATIA	66093	0.18	90005	0.24

(iii) *Change in Promoters' Shareholding (please specify, if there is no change)*

VIJAYKUMAR MAHABIRPRASAD JATIA

SI NO		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Shri Vijay Kumar Jatia				
	At the beginning of the year	66093	0.18	66093	0.18
	Date wise Increase 19.12.2014				
	Increase	+23912	0.06	90005	0.24
	Specifying the reasons for increase: Inter se Promoter Transfer				
	At the End of 31.03.2015 the year	90005	0.24	90005	0.24

VIJAYKUMAR MAHABIRPRASAD JATIA (HUF)

SI NO		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Shri Vijay Kumar Jatia (HUF)				
	At the beginning of the year	23912	0.06	23912	0.06
	Date wise Decrease 19.12.2014				
	Decrease	-23912	0.06	0	0.00
	Specifying the reasons for Decrease: Inter se Promoter Transfer				
	At the End of 31.03.2015 the year	0	0.00	0	0.00

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS(OTHER THAN DIRECTORS,PROMOTERS AND HOLDERS OF GDRS AND ADRS)									
SR. NO	NAME	SHAREHOLDING		DATE	INCREASE/ DECREASE IN SHARE HOLDING	REASON	COMUATIVE SHAREHOLDING DURING THE YEAR (01-04-14 TO 31.03.15)		
		NO OF SHARES AT THE BEGINNING (01-04-14) END OF THE YEARS END 31.03.2015	% OF TOTAL SHARES OF THE COMPANY				NO OF SHARES	% OF TOTAL SHARES OF	
1	JAIPURIA SILK MILLS PRIVATE LIMITED	735000	1.96	01.04.2014					
				08.08.2014	350000	DECREASE	TRANSFER	385000	1.03
				12.09.2014	385000	DECREASE	TRANSFER	0	0.00
				31.03.2015				0	0.00
2	MEGA RESOURCES LTD.	742594	1.98	01.04.2014					
				04.07.2014	230000	DECREASE	TRANSFER	512594	1.37
				11.07.2014	340000	DECREASE	TRANSFER	172594	0.46
				08.08.2014	172594	DECREASE	TRANSFER	0	0.00
				31.03.2015				0	0.00
3	STATE BANK OF INDIA SAMB BANGALORE	753200	2.01	01.04.2014	0	NIL		0	0.00
				31.03.2015				753200	0.00
4	SHREE GLOBAL TRADEFIN LTD	950000	2.53	01.04.2014					
				17.10.2014	950000	DECREASE	TRANSFER	0	0.00
				31.03.2015				0	0.00
5	GENERAL INSURANCE CORPORATION OF INDIA	300000	0.80	01.04.2014	0	NIL		0	0.00
				31.03.2015				300000	0.80
6	UNITED INDIA INSURANCE COMPANY LIMITED	824041	2.19	01.04.2014	0	NIL			0.00
				31.03.2015				824041	2.19
7	OGARDHANI EXPORTS PVT LTD	495000	1.32	01.04.2014					
				30.05.2014	265000	DECREASE	TRANSFER	230000	0.61
				08.08.2014	230000	DECREASE	TRANSFER	0	0.00
				31.03.2015				0	0.00
8	LTS INVESTMENT FUND LTD	848000	2.26	01.04.2014					
				23.05.2014	110000	INCREASE	TRANSFER	958000	2.55
				30.05.2014	493519	INCREASE	TRANSFER	1451519	3.87
				06.06.2014	265000	INCREASE	TRANSFER	1716519	4.57
				31.03.2015				1716519	4.57

9	MILLENNIUM COMMERCIAL PRIVATE LTD	541523	1.44	01.04.2014					
				04.04.2014	6000	INCREASE	TRANSFER	547523	1.46
				16.05.2014	6775	INCREASE	TRANSFER	554298	1.48
				23.05.2014	1945	INCREASE	TRANSFER	556243	1.48
				30.05.2014	4052	INCREASE	TRANSFER	560295	1.49
				06.06.2014	1460	INCREASE	TRANSFER	561755	1.50
				30.06.2014	60	INCREASE	TRANSFER	561815	1.50
				04.07.2014	2636	INCREASE	TRANSFER	564451	1.50
				11.07.2014	1900	INCREASE	TRANSFER	566351	1.51
				18.07.2014	500	DECREASE	TRANSFER	565851	1.51
				08.08.2014	1735	DECREASE	TRANSFER	564116	1.50
				15.08.2014	392	DECREASE	TRANSFER	563724	1.50
				22.08.2014	4	DECREASE	TRANSFER	563720	1.50
				05.09.2014	694	INCREASE	TRANSFER	564414	1.50
				12.09.2014	54818	DECREASE	TRANSFER	509596	1.36
				19.09.2014	500	DECREASE	TRANSFER	509096	1.36
				30.09.2014	10	DECREASE	TRANSFER	509086	1.36
				10.10.2014	70	DECREASE	TRANSFER	509016	1.36
				24.10.2014	150	DECREASE	TRANSFER	508866	1.36
				31.10.2014	30000	DECREASE	TRANSFER	478866	1.28
31.03.2015				478866	1.28				
10	RAMGOPAL TEXTILES LTD	275000	0.73	01.04.2014					
				30.05.2014	275000	DECREASE	TRANSFER	0	0.00
				31.03.2015				0	0
11	NANGALIA STOCK BRK P LTD	0	0.00	01.04.2014					
				30.05.2014	265000	INCREASE	TRANSFER	265000	0.71
				06.06.2014	265000	DECREASE	TRANSFER	0	0.00
				31.03.2015				0	0.00
12	ECLAT DEVELOPERS PRIVATE LTD	235173	0.63	01.04.2014					
				05.09.2014	120	INCREASE	TRANSFER	235293	0.63
				31.03.2015				235293	0.63
13	ECLAT DEVELOPERS PRIVATE LTD	235173	0.63	01.04.2014	0				0.00
				01.04.2014				235173	0.63
				31.03.2015				235173	0.63
14	MILLENNIUM COMMERCIAL PRIVATE LTD	73176	0.19	01.04.2014	0			0	0.00
				01.04.2014				73176	0.19
				31.03.2015				73176	0.19
15	NIRMAL BANG SEC PVT LTD	0	0.00	01.04.2014					0.00
				17.10.2014	750000	INCREASE	TRANSFER	750000	2.00
				24.10.2014	750000	DECREASE	TRANSFER	0	0
				31.03.2015				0	0

16	SHREE GLOBAL TRADEFIN LTD	0	0.00	01.04.2014					
				17.10.2014	200000	INCREASE	TRANSFER	200000	0.53
				31.10.2014	200000	DECREASE	TRANSFER	0	0.00
				31.03.2015				0	0
17	MAVI INVESTMENT FUN LTD	0	0.00	01.04.2014					
				24.10.2014	750000	INCREASE	TRANSFER	750000	2.00
				31.10.2014	230000	INCREASE	TRANSFER	980000	2.61
				31.03.2015				980000	2.61
18	ERISKA INVESTMENT FUND LTD	0	0.00	01.04.2014					
				04.07.2014	230000	INCREASE	TRANSFER	230000	0.61
				11.07.2014	340000	INCREASE	TRANSFER	570000	1.52
				08.08.2014	755000	INCREASE	TRANSFER	1325000	3.53
				12.09.2014	440000	INCREASE	TRANSFER	1765000	4.70
				31.03.2015				1765000	4.70

(v) Shareholding of Directors and Key Managerial Personnel:

SI NO		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Shri Pradip Kumar Bubna				
	At the beginning of the year	1230	0.003	1230	0.003
	Date wise Increase/Decrease in Shareholding during the yearspecifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/sweatequity etc):	-	-	-	-
	At the End of 31.03.2015 the year	1230	0.003	1230	0.003

SI NO		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	Shri Vijay Kumar Jatia				
	At the beginning of the year	66093	0.18	66093	0.18
	Date wise Increase 19.12.2014 Increase Specifying the reasons for increase: Inter se Promoter Transfer	+23912	0.06	90005	0.24
	At the End of 31.03.2015 the year	90005	0.24	90005	0.24

SI NO		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	Smt Gauri Jatia				
	At the beginning of the year	17850	0.05	17850	0.05
	Date wise Increase/Decrease in Shareholding during the yearspecifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/sweatequity etc):	-	-	-	-
	At the End of 31.03.2015 the year	17850	0.05	17850	0.05

SI NO		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	Shri Nawalkishore Deora				
	At the beginning of the year	25	0.00	25	0.00
	Date wise Increase/Decrease in Shareholding during the yearspecifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/sweatequity etc):	-	-	-	-
	At the End of 31.03.2015 the year	25	0.00	25	0.00

V. INDEBTEDNESS
Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits (Security Deposit)	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1257.08		5690.50	6947.58
ii) Interest due but not paid	-		-	
iii) Interest accrued but not due	-		-	
Total (i+ii+iii)	1257.08		5690.50	6947.58
Change in Indebtedness during the financial year:				
Addition	1802.33	-	-	1802.33
Reduction	-	-	181.73	181.73
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	3059.41	-	5508.77	8568.18
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3059.41	-	5508.77	8568.18

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager Shri Vijay Kumar Jatia
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	₹ 55,20,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	₹ 22,17,600
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	
	- as % of profit	-
	- others, specify	-
5.	Others, please specify: Contribution to Provident Fund	₹ 6,62,400
	Total (A)	₹ 84,00,000
	Ceiling as per the Act	As per approval of Central Govt.

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors, Independent Directors				Non Executive Directors		Total Amt
		Shri Anand Didwania	Shri Rajas Doshi	Shri S D Israni	Shri Kaiwan Kalyaniwala	Shri Pradip Kumar Bubna	Smt Gauri Jatia	
1	Fee for attending board committee meetings	260000	280000	280000	100000	200000	100000	1220000
	Commission	-	-	-	-	-	-	-
	Others, please specify							
	Total	260000	280000	280000	100000	200000	100000	1220000
	Overall Ceiling as per Act	As per Section 197 of the Companies Act, 2013						

As per Section 197 of the Companies Act, 2013

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Sr. No. Particulars of Remuneration		
		Company Secretary	CFO	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	₹ 24.50 Lacs	₹ 27.00 Lacs	₹ 51.50 Lacs
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit			
	- others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total	₹ 24.50 Lacs	₹ 27.00 Lacs	₹ 51.50 Lacs

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act 2013	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Sec 87	Compounding Condonation of Delay	Rs 6000/-	Regional Director	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

FORM No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
MODERN INDIA LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Modern India Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Modern India Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Modern India Limited for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (vi) Other laws as are applicable to the Company as per representations made by the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to board and general meetings of The Institute of Company Secretaries of India are not in force as on the date of this report.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review and subject to the explanations and clarifications given and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations:

- (a) Unclaimed amount of interim dividend due to be transferred to Investor Education and Protection Fund (IEPF) on 2nd December, 2014 was transferred by the Company on 30th April, 2015.
- (b) The Company has an unspent amount during the year in the amount to be spent towards Corporate Social Responsibility.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that as represented by the Company and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had following events which had major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc :

- (a) Litigations in respect of Representative Suit filed by the Company against Financial Technologies (India) Ltd, National Spot Exchange Ltd and 36 others for recovery of its dues as an Investor for the Trade executed on the NSEL.
- (b) Special Resolutions were passed through Postal ballot held on 02.08.2014 for borrowing under Section 180(1) (c) of the Companies Act, 2013 and for creating charge on the properties of the Company under Section 180(1)(a) of the Companies Act, 2013.

Place: Mumbai

Date: 11th May, 2015

For Parikh & Associates

Company Secretaries

Sd/-

Shalini Bhat

Partner

FCS No: 6484 CP No: 6994

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

‘Annexure A’

To,
The Members
Modern India Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 11th May, 2015

For Parikh & Associates
Company Secretaries
Sd/-
Shalini Bhat
Partner
FCS No: 6484 CP No: 6994

To,

Parikh & Associates
111, 11th Floor, Sai Dwar CHS Ltd.,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Andheri (West),
Mumbai - 400053

Dear Sir,

Re: Letter of Representation for Secretarial Audit for the financial year 2014-2015.

This representation letter is provided in connection with your audit of the Secretarial Records maintained by the Company as required under the Companies Act, 2013 (the Act) and rules made there under; (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under; (iii) The Depositories Act, 1996 and Regulations and Bye-Laws framed there under; (iv) Foreign Exchange Management Act, 1999 and the rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT') and other applicable laws for the year ended on 31st March, 2015 for the purposes required in it. The undersigned acknowledges on behalf of the Company the responsibility of the Company to maintain the Secretarial records referred above and confirm, to the best of his knowledge and belief, the following representations:

The Company has complied with the provisions of the statutes listed hereunder to the extent applicable to it and has proper Board processes and compliance mechanism in place to the extent and in the manner required under the Act and the Rules made thereunder:

- (1) The Companies Act, 2013 and the rules made thereunder and in particular:
 - (a) The Company has maintained books of accounts as required under Section 128 of the Companies Act, 2013.
 - (b) The Company has complied with all the applicable provisions of Companies Act, 2013 relating to Statutory Audit /Internal Audit.
 - (c) No request for transfer or transmission of shares have been received by the Company during the year other than as recorded.
 - (d) The Company has maintained all the Statutory Registers as are required under the Act and were kept open for public inspection during working hours on all working days.
 - (e) No resolutions were passed by way of circulation during the year under review other than those incorporated in the minutes.
 - (f) Notice of general meeting has been duly sent to all the members and to those who are entitled to receive the notice.

-
- (g) No show cause notice has been received by the Company under the Acts referred above or any other laws applicable to the Company.
- (h) There are 23 pending litigations and claims in respect of property and other matters as on 31st March, 2015.
- (i) The following events occurred during the year which have a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards etc referred to above.
- (a) Litigations in respect of Representative Suit filed by the Company against Financial Technologies (India) Ltd, National Spot Exchange Ltd and 36 others for recovery of its dues as an Investor for the Trade executed on the NSEL.
- (b) Special Resolutions were passed through Postal ballot held on 02.08.2014 for borrowing under Section 180(1) (c) of the Companies Act, 2013 and for creating charge on the properties of the Company under Section 180(1)(a) of the Companies Act, 2013.
- Special Resolutions were passed at the Extra-Ordinary General Meeting of the Company held on 09.12.2014 for Promotion and Increase in remuneration of Shri Sidhant Jatia and ShriMudit Jatia.
- No major events such as (i) Public/Rights/Preferential Issue of Shares/debentures/sweat equity, etc. (ii) Redemption/buy back of securities (iii) Major decisions taken by the members in pursuance to section 180 of the Act (iv) Merger/Amalgamation/Reconstruction etc. (v) Foreign Technical Collaborations etc.) have occurred during the year 2014-15
- (i) The views of all the dissenting Directors (if any) on important matters have been recorded in the minutes.
- (j) Adequate notice was given to all directors at least seven days in advance to schedule Board Meetings. Agenda and detailed notes on agenda were sent to the Directors in advance, and a system exists for the Directors to seek and obtain further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- (k) The Company has not made any Preferential issue of shares/ debentures /sweat equity, etc.
- (l) The Company has not redeemed any Preference shares/Debentures during the year under review.
- (m) The Company has not obtained any secured loan from any financial institutions/banks other than those recorded in the Register of Charges.
- (n) The Company has not entered into Foreign Technical Collaborations Agreement with anyone.
- (o) The name plate showing the name and address of the registered office of the Company has been displayed at all the branches/offices of the Company. The Company has complied with the provisions of Section 12 of the Companies Act, 2013.

-
- (p) The Company confirms that all business that it has carried out is in accordance with the Memorandum of Association and the objects clause in the Memorandum of Association permits the Company to carry on the business as is currently conducted.
- (q) (i) All the related party transactions required to be approved under section 188 read with section 184 of the Companies Act, 2013 and clause 49 of the listing agreement have been approved by the Audit Committee/ Board of Directors/ Shareholders as the case may be. A list of such Related Party Transactions is attached.
- (ii) The related party transactions which were not placed before the Board or the shareholders as the case may be for their approval were in the ordinary course of business and on arms length basis and are not required to be approved under the provisions of the Companies Act, 2013. These transactions are not material transactions as defined in clause 49 of the Listing Agreement.
- (r) The Company has complied with the requirements of Section 135 of the Act including constitution of the Corporate Social Responsibility Committee and framing the Corporate Social Responsibility Policy as required under the Act. The Company has, during the year ended 31st March, 2015, spent part of the amount as required under Section 135 of the Act read with the rules thereunder and the balance amount is carried forward to the financial year 2015-16. Note has been given in the Board report giving the reasons for not utilizing the entire amount.
- (s) The loans and advances in any form given to the employees are in accordance with the conditions of employment of such employees.
- (t) Decisions at the meetings of the Board of Directors and of the Committees thereof were taken unanimously.
- (2) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. Necessary approvals of Reserve Bank of India/Foreign Investment Promotion Board/Ministry of Industry/Finance wherever required were obtained.
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) Other Regulations and Guidelines of the Securities and Exchange Board of India are not applicable to the Company.

-
- (6) The Company has adequate and proper systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and that such systems were operating effectively.
 - (7) Listing agreement with the stock exchanges including clause 49 pertaining to Corporate Governance.
 - (8) All other laws as are applicable to the Company.

Securities Laws

- (1) All Price Sensitive Information was informed to the Stock Exchanges from time to time.
- (2) All investors complaints, if any, directly received by the Company are recorded on the same date of receipt.

Labour Laws

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour/Bonded labour in any of its establishments.
3. The Company is ensuring the compliance of PF/ESI and other social security measures to the contract employees. One of the responsible officers of the Company carry out the survey regarding the compliance of this.

We are attaching a list of various applicable laws other than the laws listed above.

Thanking you,

Yours faithfully,

Sd/-

(Vijay Kumar Jatia)

Chairman & Managing Director

DIN:00096977

Address: 1, Mittal Chambers, 228,

Nariman Point, Mumbai-400021.

**FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE
INCLUDED IN THE BOARD'S REPORT**

- **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs :**

The Company has adopted the CSR Policy which will undertake activities as specified in Schedule VII of the Companies Act 2013 with emphasis on promoting education, gender equality, reducing child mortality, ensuring environmental sustainability, social business projects, etc.

The policy can be accessed on the company's website : www.modernindia.co.in

- **The Composition of the CSR Committee : The Committee consist of 4 Directors as follows :**

Shri Vijay Kumar Jatia

Smt. Gauri Jatia

Shri Pradip Bubna

Shri Kaiwan Kalyaniwala

- **Average net profit of the company for last three financial years : ₹ 3,35,72,503.66**
- **Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above) : Rs 6,71,450/-**
- **Details of CSR spent during the financial year : ₹ 1,50,000/-**
- **Total amount to be spent for the financial year : ₹ 6,71,450/-**
- **Amount unspent, if any : ₹ 5,21,450/-**
- **Manner in which the amount spent during the financial year is detailed below :**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified.	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs- wise	Amount spent on the projects or Programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads:	Cumul-ative expenditure up to there porting period	Amount spent: Direct or through implementing agency *
1	Education	Education	All India	100000	100000	100000	Indo American Society
2	Education	Education		50000	50000	50000	NR Kamath Legacy Fund – IIT Mumbai
TOTAL							

Give details of implementing agency:

Indo American Society and N R Kamath Legacy Fund – IIT Mumbai

2. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

The Company has spent only ₹ 1.50 lacs and the balance amount has been carried forward to the new financial year. The reasons for not utilizing the amount have been specified in the Board Report and the said unutilised amount will be utilised alongwith the amount for the current year as mentioned in the Board report.

3. A responsibility statement of the CSR committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company :

The Company has received a declaration from the Chairman of the CSR Committee stating that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy adopted by the Company.

Sd/-

Shri Vijay Kumar Jatia
(Chairman CSR Committee)

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis

There are no such transaction or arrangements or contracts with Related Parties which were not at arm's length basis during the period under review.

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name(s) of the related Party and nature of relationship	nature of the transaction/ contract/ arrangement	Duration of the contract/ transaction	Salient terms of the contract/arrangement/ transaction including the value, if any	Date(s) of the approval by Board, if any	Amount paid as advance, if any
1	Shri. Vedant Jatia son of Shri. Vijay Kumar Jatia, Chairman and Managing Director and Smt. Gauri Jatia, Director	Extending the occupation of company flat in Lodha Bellissimo till 31 st May, 2015	From 22 nd April, 2014 till 31 st May, 2015	Extension of occupation of Company Flat	16.05.2014 18.10.2014 23.01.2015	Rs.7,80,000/-
2	Shri. Vedant Jatia son of Shri. Vijay Kumar Jatia, Chairman and Managing Director and Smt. Gauri Jatia, Director	Payment of Salary for the month of April and May and full and final settlement	1 st April, to 31 st August, 2015	Payment of salary and full and final settlement after resignation of Shri. Vedant jatia	16.05.2014	Rs.20,87,640
3	Shri. Vedant Jatia son of Shri. Vijay Kumar Jatia, Chairman and Managing Director and Smt. Gauri Jatia, Director	Sale of Car	With Immediate effect	Sale of Car to Ex-Executive of the Company	18.10.2014	Rs.5,10,000
4	Shri. Vedant Jatia son of Shri. Vijay Kumar Jatia, Chairman and Managing Director and Smt. Gauri Jatia, Director	Sale of Car	With Immediate effect	Sale of Car to Ex-Executive of the Company	18.10.2014	Rs.13,20,000
5	Shri. Sidhant Jatia son of Shri. Vijay Kumar Jatia, Chairman and Managing Director and Smt. Gauri Jatia, Director	Increase in the remuneration ranging from 45 lacs up to 84 lacs per annum in the period of 3 years	For a Period of three years With effect from 1 st Oct, 2014	Change in designation and Increase in the Remuneration of the Presidents of the company	18.10.2014 and passed through special Resolution at EOGM held on 9.12.2014	up to Rs. 84,00,000

6	Shri. Mudit Jatia son of Shri. Vijay Kumar Jatia, Chairman and Managing Director and Smt. Gauri Jatia, Director	Increase in the remuneration ranging from 45 lacs up to 84 lacs per annum in the period of 3 years	For a Period of three years With effect from 1 st Oct, 2014	Change in designation and Increase in the Remuneration of the Presidents of the company	18.10.2014 and passed through special Resolution at EOGM held on 9.12.2014	upto Rs. 84,00,000
7	Modern International (Asia) Limited 100%Subsidiary of Modern India Limited	Execution of Agency Agreement for Business trading	With effect from 1.04.2014	Agreement for the Business Trading	18.10.2014	0.5% on total gross sale value
8	Modern International (Asia) Limited 100%Subsidiary of Modern India Limited	Guarantee given	With effect from 1.04.2014	Agreement providing Corporate Guarantee to Indian Overseas Bank	18.10.2014	US \$10.00 Million
9	Modern India Property Developers Limited 100% Subsidiary of Modern India Limited	Loan Given and Interest Received	Based on Board Approval	Investment	18.10.2014	Rs. 1,43,27,163/-
10	Shri Vedant Jatia, Director of Buildmat Infra India Private Limited son of Shri. Vijay Kumar Jatia, Chairman and Managing Director and Smt. Gauri Jatia, Director	Sale of Desktop Dell 13 3rd Generation	With immediate effect from the Board Approval	Sale of Computer and computer Accessories	23.01.2015	Rs. 13,500/-
11	Shri Vedant Jatia, Director of Buildmat Infra India Private Limited son of Shri. Vijay Kumar Jatia, Chairman and Managing Director and Smt. Gauri Jatia, Director	Sale of Desktop Dell 13 3rd Generation	With immediate effect from the Board Approval	Sale of Computer and computer Accessories	23.01.2015	Rs. 3,500/-
12.	Shri. Vijay kumar Jatia husband of Smt. Gauri Jatia	Payment of Salary	During the year under review	Payment of salary	Passed through Special Resolution at the AGM dt:08.08.2012	Rs. 84,00,000/-
13.	Smt. Gauri Jatia wife of Shri. Vijay Kumar Jatia	Payment of Sitting fees	During the year under review	Payment of sitting fees for being non-executive Director	25.10.2013	Rs.1,00,000/-

Sd/-
Vijay Kumar Jatia
Chairman and Managing Director

ANNEXURE – 5

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	20:1
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	10%
(iii) the percentage increase in the median remuneration of employees in the financial year;	10%
(iv) the number of permanent employees on the rolls of company;	42
(v) the explanation on the relationship between average increase in remuneration and company performance;	Salaries have increased according to industry standards however the performance of the Company has been affected due to strategic decisions as explained in the Board Report.
(vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	Salaries have increased according to industry standards however the performance of the Company has been affected as explained in the Board Report.
(vii) variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	<p>Company has not made any public issue in the last 20 years.</p> <p>Market Capitalisation as on 31st March 2015- ₹ 204 crores 2014- ₹ 183 crores</p> <p>Price Earnings Ratio as on 31st March 2015- ₹ (82.51) 2014- ₹ 45.37</p>
(viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	No such increase has been made.
(ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	Salaries have increased according to industry standards however the performance of the Company has been affected as explained in the Board Report.
(x) the key parameters for any variable component of remuneration availed by the directors;	No variable component in the remuneration availed by Directors

(xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	No employee receives remuneration in excess of the highest paid director.
(xii) affirmation that the remuneration is as per the remuneration policy of the company.	The Remuneration paid is as per the remuneration policy adopted by the Company.

STATEMENT SHOWING DETAILS OF EMPLOYEES OF THE COMPANY:

(i) designation of the employee;	Mr Vijay Kumar Jatia Chairman and Managing Director
(ii) remuneration received;	₹ 84 lacs
(iii) nature of employment, whether contractual or otherwise;	3 years contract
(iv) qualifications and experience of the employee;	B Com – 40 years experience
(v) date of commencement of employment;	30.12.1994
(vi) the age of such employee;	58 years
(vii) the last employment held by such employee before joining the company;	PUDUMJEE PULP & PAPER INDUSTRIES LTD.
(viii) the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above; and	0.24%
(ix) whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:	Smt Gauri Jatia, Director is the wife of Shri Vijay Kumar Jatia and Shri Sidhant Jatia, President and Shri Mudit Jatia, President are the sons of Shri Vijay Kumar Jatia.
The employee, if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than sixty lakh rupees;	Yes
The employee, if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lacs rupees per month;	NA
The employee, if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.	NA

STATEMENT SHOWING DETAILS OF EMPLOYEES OF THE COMPANY DRAWING REMUNERATION MORE THAN Rs 60 LACS PA.

NAME OF THE EMPLOYEE	DESIGNATION/ NATURE OF DUTIES	NATURE OF EMPLOYMENT	GROSS REMUNERATION	QUALIFICATIONS	EXPERIENCE	DATE OF COMMENCEMENT OF EMPLOYMENT	AGE	LAST EMPLOYMENT HELD	% OF EQUITY SHARES HELD
			(₹)		(YEARS)		(YRS)		
EMPLOYED THROUGHOUT THE YEAR									
VIJAY KUMAR JATIA	CHAIRMAN AND MANAGING DIRECTOR	CONTRACT AS PER RESOLUTION PASSED AT AGM	84,00,000	BCOM	40	30.12.1994	58	PUDUMJEE PULP & PAPER INDUSTRIES LTD.	0.24%

Note : Chairman and Managing Directors employment is contractual and terminable on each side, other terms of employment as per the rules of the company.

Gross Remuneration includes salary, allowances, commission, monetary value of perquisites, leave travel allowance and company's contribution to provident fund and super annuation funds

Age, experience and qualifications is as on 31st March 2015.

Smt Gauri Jatia, Director is wife of Shri Vijay Kumar Jatia and Shri Sidhant Jatia, President and Shri Mudit Jatia, President are sons of Shri Vijay Kumar Jatia and they are all related.

REPORT ON CORPORATE GOVERNANCE

(As per revised Clause 49 of the Listing Agreement entered into with the Bombay Stock Exchange Limited)

At Modern India Limited, we believe in best management practices, compliance of law in true letter and spirit, adherence of ethical standard for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders.

The Corporate Governance report for the year ended 31st March, 2015 is as under:

I COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is aimed at attainment of the highest level of transparency, accountability and equity in all facets of its operations and in all interaction with its shareholders, employees, customers and the Government. The Company has the commitment to do business with strong corporate governance and openness by working across all organizational boundaries and strives to break down internal barriers and accept the accountability for their own actions and results.

The Board of Directors acknowledges that it has a fiduciary relation and a corresponding duty towards the stakeholders to ensure that their rights are protected. Through the Governance mechanism in the Company, the Board along with its Committees endeavors to strike a right balance with various stakeholders.

II. BOARD OF DIRECTORS

Composition of Board

The current strength of the Board of Directors of the Company is Seven. The Board has an optimum combination of executive and non-executive directors. The Chairman and Managing Director is an executive director while other directors are non-executive directors. Except two non-executive directors the rest are independent Directors. This combination helps the Company to take benefit of the experience and expertise of the directors, in their core area of competence. There are no nominee directors on the Board of the Company. The Board has an Executive Chairman and the number of independent Directors is more than half of the total strength of the Board.

The Company has complied with the requirements of revised Clause 49 of the Listing Agreement with regards to the composition of the Board.

Board Meetings and attendance

During the year Four Meetings of Board were held viz; on 16th May, 2014, 23rd July, 2014, 18th October, 2014, and 23rd January, 2015 and the gap between two Board meetings was not exceeding 120 days.

The information pertaining to attendance of each director at the Board Meetings and at the last Annual General Meeting (AGM) and the number of companies and committees where he/she is a director/committee member are as under:

Names of the Directors	Category	No. of other Directorship #	No. of Other Committees @		No. of Board Meetings Attended	Last AGM Attendance (Yes/No)
			Chairman	Membership		
Shri Vijay Kumar Jatia	Promoter Executive	3	-	1	4	Yes
*Late. Shri. Rusi Sethna	Independent Non Executive	1	-	-	-	No

\$ Shri Anand Didwania	Independent Non Executive	1	1	-	4	Yes
\$ Shri Rajas R. Doshi	Independent Non Executive	6	1	6	4	Yes
Shri Pradip Kumar Bubna	Non-Independent Non Executive	1	-	1	4	Yes
Smt. Gauri Jatia	Promoter Non Executive	1	-	-	4	Yes
Shri Dilip J. Thakkar **	Independent Non Executive	11	5	4	-	No
\$ Dr. Shivkumar Israni	Independent Non Executive	3	-	2	4	Yes
\$ Shri. Kaiwan Kalyaniwala @@	Independent Non Executive	4	1	2	3	Yes

*Late Shri Rusi Sethna passed away on 11.05.2014.

Excluding foreign companies and companies registered under Section 8 of the Companies Act, 2013 (previously Section 25 of the Companies Act, 1956) and Private Companies

@ Committee includes Audit Committee and Shareholders/Investors Grievance Committee.

** Shri Dilip J. Thakkar resigned from the Company with effect from 01.10.2014.

@@ Shri Kaiwan Kalyaniwalla was appointed as Additional Director (Independent Director) with effect from 16.05.2014.

\$ Appointed as Independent Director at 80th AGM, for a period of five years w.e.f. 23/7/2014.

Directors who could not attend the meetings have obtained leave of absence from the Board/Committee.

Board Procedure

The Board meets at least once a quarter to review the quarterly performance and the financial results. The Board Meetings are generally scheduled well in advance and the notice of each Board Meeting is given in writing to each Director. All the items in the agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/business plans, financial results, detailed presentations are made. The agenda and the relevant notes are sent in advance separately to each Director and only in exceptional cases; the same is tabled at the meeting. The Board is also free to recommend the inclusion of any matter for discussion in consultation with the Chairman.

The information as specified in Annexure I to Clause 49 of the Listing Agreement is regularly made available to the Board.

To enable the Board to discharge its responsibilities effectively, the Members of the Board are briefed at every Board Meeting, on the overall performance of the Company, with presentations by functional heads. Senior management is

invited to attend the Board Meetings so as to provide additional inputs to the items being discussed by the Board. The Company is providing video conferencing facility to the Board of Directors of the Company in the current financial year.

The Board's role, functions, responsibility and accountability are clearly defined. In addition to matters statutorily requiring Board's approval, all major decisions involving policy formulation, strategy and business plans, annual operating and capital expenditure budgets, new investments, compliance with statutory/ regulatory requirements, major accounting provisions, Legal issues, approval of capital expenditure and write-offs are considered by the Board.

The Board takes on record the declaration made by the Chairman and Managing Director, the Chief Financial Officer and Company secretary regarding Compliances of all laws on quarterly basis.

The draft minutes of the Board Meetings are circulated in advance to all Directors and confirmed at subsequent Meeting.

DISCLOSURE OF RELATIONSHIP BETWEEN DEIRECTORS INTER-SE:

The Chairman and Managing Director is related to Smt. Gauri Jatia who is also the promoter of the Company. Furthermore, the Presidents Shri. Sidhant Jatia and Shri. Mudit Jatia are related to Chairman and Managing Director and Smt. Gauri Jatia, Director of the Company.

There is no other relationship between the Directors.

III. AUDIT COMMITTEE

Terms of reference

The terms of reference of the Audit Committee are wide enough to cover the matters specified for it in Clause 49 of the Listing Agreement as well as in Section 177 of The Companies Act, 2013. In brief, the Audit Committee of the Company, inter-alia, provides assurance to the Board on the adequacy of the internal control systems, financial disclosures and ensures that generally accepted accounting principles are observed by the Company. The Committee also provides guidance and liaises with the Internal Auditors as well as the Statutory Auditors of the Company.

The Companies Act, 2013 envisages a vigilance mechanism and accordingly a Wistle Blower Policy has been formulated and has been implemented with a view to provide the mechanism for the employees of the Company to approach the Chairman of the Audit Committee of the Company in case of any suspected violation/fraud, etc. The policy can be viewed on the website of the Company <http://modernindia.co.in/pdf/Whistleblower%20policy.pdf>

Composition, Meeting and Attendance

The Audit Committee was constituted in January, 2001 and has been reconstituted from time to time. The current strength of the Audit Committee is four members. All the members of the Audit Committee are Non-executive directors. Two-thirds of the members of the Committee are Independent directors. All the members of Audit Committee are financially literate and possess accounting and related financial management expertise. The Managing Director of the Company is a permanent invitee of the Audit Committee. At the invitation of the Committee, representatives from various divisions of the Company, internal auditors, statutory auditors and Chief Financial Officer also attend the Audit Committee meetings to respond to queries raised at the Committee meetings. The Company Secretary acts as the Secretary to the Audit Committee.

During the year under review Four meetings were held on 16th May, 2014, 23rd July, 2014, 18th October, 2014 and 23rd January, 2015 and the gap between two meetings did not exceed 120 days.

The information pertaining to attendance of each member at the meetings of the Audit Committee is as under:

Composition	Designation	Category of Directorship	Attendance out of 4 Meetings
Shri Anand Didwania	Chairman	Non-executive Independent Director	4
Shri Rajas R. Doshi	Member	Non-executive Independent Director	4
Dr. Shivkumar Israni	Member	Non-Executive Independent Director	4
Shri Pradip Kumar Bubna	Member	Non-executive Non-Independent Director	4

Internal Auditors: The Company has appointed M/s. M. L. Sharma & Co., a firm of Chartered Accountants as Internal Auditors to review the internal control systems of the Company and to report thereon. The quarterly report of the Internal Auditors is reviewed by the Audit Committee.

Vigilance Mechanism:

The Company has established a mechanism called 'Whistle Blower Policy' for employees to report to the management, the instances of unethical behaviour, actual or suspected, fraud or violation of the company's code of conduct or ethics policy. All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or its subsidiaries. The detailed Policy can be viewed on the website of the Company provide link.

IV. NOMINATION AND REMUNERATION COMMITTEE:

Composition, Meeting and Attendance

The Nomination and Remuneration Committee was constituted in April, 2002 and has been reconstituted from time to time and currently comprises of three directors all of whom are Independent Non-executive directors. The Nomination and Remuneration Committee comprises of Shri. Rajas R Doshi (Chairman), Shri. Anand Didwania and Dr. Shivkumar Israni. The terms of reference of the Nomination and Remuneration Committee include reviewing and recommending the terms of remuneration payable to the Executive Director and the Key Managerial Personnel (KMPs). The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee. The Committee also evaluates the performance of the Board of Directors.

During the year under review three meeting were held on 16th May, 2015, 18th October, 2014 and 23rd January, 2015. The meeting was attended by all the members of the Committee.

As informed earlier at the meeting of the Board held on 16.05.2015, Shri Vijay Kumar Jatia, Chairman and Managing Director has been appointed as a Member of the Nomination and Remuneration Committee.

Details of Remuneration/Sitting Fees paid to the Director:-

The Managing Director is receiving remuneration as per the sanction accorded by the Members of the Company and as approved by the Central Government (the details given in Note No. 34 to the Accounts). The sitting fees of Non-Executive Directors were revised to ₹ 20,000/- w.e.f. 1st January, 2014, which was further revised to ₹ 40,000/- per meeting of the Board or Committee thereof including the meeting of Independent Directors with effect from 1st April, 2015.

Details of the sitting fees paid to non-executive Directors during the financial year 2014-2015

Name of the Director	Board Meeting	Audit Committee meeting	Nomination and Remuneration committee Meeting	Shareholder/ Investors Grievance Committee Meeting	Corporate Social Responsibility Committee Meeting	Risk Management Committee Meeting	Independent Director Committee Meeting	Total
Shri. Anand Didwania	80000	80000	60000	NIL	NIL	NIL	40000	260000
Shri. Rajas Doshi	80000	80000	60000	20000	NIL	NIL	40000	280000
Shri. Pradip Bubna	80000	80000	NIL	20000	20000	NIL	NIL	200000
Smt. Gauri Jatia	80000	NIL	NIL	NIL	20000	NIL	NIL	100000
Shri. Dilip Thakkar	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Shri. Shivkumar Israni	80000	80000	60000	NIL	NIL	20000	40000	280000
Shri. K.Kalyaniwalla	60000	NIL	NIL	NIL	20000	NIL	20000	100000

The details of payment of sitting fees/Commission paid and their Shareholding are as under:

Sr. No.	Name of the Director	Sitting Fees	No of Shares	Commission
1	Shri Anand Didwania	2,60,000	-	-
2	Shri Rajas R. Doshi	2,80,000	-	-
3	Shri Pradip Kumar Bubna	2,00,000	1230	-
4	Smt. Gauri Jatia	1,00,000	17850	-
5	Shri Dilip J Thakkar *	-	175	-
6	Dr. Shivkumar Israni	2,80,000	-	-
7	Shri Kaiwan Kalyaniwala	1,00,000	-	-

* Shri Dilip Thakkar resigned from the Board with effect from 01.10.2014.

REMUNERATION POLICY:

Salient Features of the Remuneration Policy:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel (KMP), and Senior Management Personnel one level below the Board and other employees.
- To formulate criteria for evaluation of the Independent Directors and the Board.
- To recommend to the Board on remuneration payable to the Directors, KMP and Senior Management Personnel one step below the Board and other employees.
- To provide to KMP and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity

Criteria on Performance evaluation:

The Nomination and Remuneration Committee has finalized the criteria on the basis of which the Board as whole is

evaluated and the Independent Directors have formulated the criteria based on which the Chairman and other non-Executive Directors are evaluated. The main criteria are as follows:

- a) Attendance / Presence at Meetings of the Board and Committees
- b) well prepared on the issues to be discussed.
- c) Provide meaningful and constructive contribution and inputs in meetings
- d) Display Independent judgment
- e) Built effective working relationships with other Board Members
- f) Accessible to the senior management of the Company and have built effective working relationships with them
- g) Provide a good degree of direction/guidance to senior management outside of meetings
- h) Display a good degree of understanding of the company, industry, sector, geography(including risks, current operational and environment context, emerging trends).

V. SHAREHOLDERS/INVESTORS' GRIEVANCE COMMITTEE

Composition, Meeting and Attendance

The Shareholders/Investors' Grievance Committee was constituted in January, 2002. The Committee comprises of three directors; one of them being independent Director. Shri. Rajas R. Doshi is the Chairman of the Shareholders/Investors' Grievances Committee, after sad demise of the Late Shri. Rusi Sethna, Member of the Committee, Shri. Pradip Kumar Bubna was appointed on the Shareholder Investors' Grievance Committee with effect from 16.05.2014. The Company Secretary acts as Secretary to the Committee.

During the year, the Committee met once, on 18th October, 2014. The information pertaining to attendance of each member at the meeting of the Committee is as under:

Composition	Designation	Category of Directorship	Attendance in Meetings
Shri Rajas R. Doshi	Chairman	Non-executive Independent Director	1
*Late Shri Rusi N. Sethna	Member	Non-executive Independent Director	0
Shri Vijay Kumar Jatia	Member	Executive Director	1
Shri. Padip Kumar Bubna	Member	Non-Executive Director	1

*Late Shri Rusi Sethna passed away on 11.05.2014.

Complaints

No Complaints were received during the year

Sr. No.	Nature of Complaint	Number of Complaints
1.	Regarding Annual Report	NIL
2.	Revalidation of dividend Warrant	NIL
3.	Issue of duplicate share certificate	NIL
4.	Procedure for transmission	NIL
5.	General Queries	NIL
6.	Non receipt of Dividend	NIL

7.	Correction in share certificate	NIL
8.	Change in address	NIL
9.	Unclaimed Dividend	NIL
10.	Correction in dividend Cheques	NIL
TOTAL		NIL

VI. MEETING OF INDEPENDENT DIRECTORS:

The Company conducts the familiarization programmes for Independent Directors of the Company as and when required in which, detailed presentations and allied activities are conducted for their induction and training.

The Independent Directors of the Company met during the year on 23rd January, 2015 and 31st March, 2015. They reviewed the performance of non-executive Directors and reviewed performance of the Chairman of the Company. They also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

VII. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

As informed in the corporate governance report for the year 2013-14 the Company has already constituted the Committee for Corporate Social Responsibility. The Company during the year had earmarked funds for the same, details of which have been given in the Directors Report for the year under review.

Composition, Meeting and Attendance

The Corporate Social Responsibility Committee was constituted in May, 2014. The Committee comprises of four directors; one of them being independent and Non-executive. Shri. Vijay Kumar Jatia is the Chairman of the Corporate Social Responsibility Committee. The Company Secretary acts as Secretary to the Committee.

During the year, the Committee met once, on 18th October, 2014 in which all the members were present. The Committee acts within the terms of reference stated in the Corporate Social Responsibility Policy; the same can be viewed on the website of the Company <http://modernindia.co.in/PDF/Policy%20on%20Corporate%20Social%20Responsibility.pdf>

Composition	Designation	Category of Directorship	Attendance in Meetings
Shri Vijay Kumar Jatia	Chairman	Managing Director	1
Shri. Kaiwan Kalyaniwalla	Member	Non-executive Independent Director	1
Smt. Gauri Jatia	Member	Non-Executive Director	1
Shri. Pradip Kumar Bubna	member	Non-Executive Director	1

VIII. RISK MANAGEMENT COMMITTEE:

Composition, Meeting and Attendance

The Risk Management Committee was constituted in October, 2014. The Committee comprises of three directors; two of them being independent and Non-executive. Shri. Vijay Kumar Jatia is the Chairman of the Risk Management Committee. The Company Secretary acts as Secretary to the Committee.

During the year, the Committee met once on 23rd January, 2015. The Board of Directors has framed the Risk Management Policy stating Roles and Responsibilities and delegation power for monitoring and reviewing the Risk Management plan for the Committee to follow. The attendance of the Committee Meeting is as follows:

Composition	Designation	Category of Directorship	Attendance in Meetings
Shri Vijay Kumar Jatia	Chairman	Managing Director	1
Shri. Kaiwan Kalyaniwalla	Member	Non-executive Independent Director	0
Shri. Shivkumar Israni	Member	Non-executive Independent Director	1

Objectives Risk Management Committee:

The Company recognizes that the risk is an integral and unavoidable component of business and is committed to managing the risk in proactive and effective manner. The Company believes that risk may not be fully eliminated, however, it can be controlled or transferred or reduced or shared, etc.

In the Today's Challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The Common risks interalia are changing regulations, competition, business risks, technology obsolescence, investment risks, and retention of talent and expansion of facilities. For managing risks more efficiently, the Company has constituted the Committee on Risk Management in the Company.

This Committee Consists of ;

- Shri. Vijay Kumar Jatia
- Shri. Shivkumar Israni
- Shri. Kaiwan Kalyaniwalla

Objectives

Strategic:

- Organizational Growth
- Long term and strong relationships with customers
- Expanding presence in existing markets and penetrating new geographic markets
- Continuing to enhance our industry expertise
- Enhance our capabilities

Operational

- Consistent Revenue growth and profitability
- Good quality production/ turnover
- Develop a culture of innovation
- Attract and retain quality manpower and training

Reporting

- Maintain high standards of Corporate Governance and public disclosure.

Compliance

Adherence to policies, procedures, standards, laws, rules and regulations

IX. ANNUAL GENERAL MEETINGS / EXTRA ORDINARY GENERAL MEETING :

Details of Last Three Annual General Meetings are given hereunder:

Financial Year	Date of Meeting	Time	Location
2013-2014	23.07.2014	4.00 p.m.	Modern Centre, Sane Guruji Marg, Mahalaxmi, Mumbai – 400011
2012-2013	23.07.2013	4.00 p.m.	Modern Centre, Sane Guruji Marg, Mahalaxmi, Mumbai – 400011
2011-2012	08.08.2012	4.00 p.m.	Modern Centre, Sane Guruji Marg, Mahalaxmi, Mumbai – 400011

No EOGM was held during the last three years viz. 2011-12, 2012-13, 2013-14.

Details of Special Resolutions passed in the last three Annual General Meetings and Extra Ordinary General Meetings:

No.	AGM & FY	Section under the Companies Act, 1956/2013	Particulars
1	78 th AGM 2011-12	31	Insertion of new Article 96A Permanent Director
		198,269,309, 316 read with schedule XIII	Re-appointment of Shri Vijaykumar Jatia as Managing Director for a period of 3 years w.e.f. 01.08.2012 to 31.07.2015
2	79 th AGM 2012-2013	31	Insertion of new Article 135A Permanent Director and Chairman
		314	Consent to the increase in the remuneration within the prescribed limits of Shri Sidhant Jatia, Executive of the Company, a relative of the Directors
3	80 th AGM 2013-2014	149,152	Appointment of the Independent Directors of the Company Shri. Rajas Doshi, Shri. Anand Didwania, Shri. Dilip Thakkar, Shri. Shivkumar Israni, Shri. Kaiwan Kalyaniwalla (passed as ordinary resolution)

During the year one EOGM and one Postal Ballot was conducted details of which are as follows:

No.	EOGM / Postal Ballot FY	Section under the Companies Act, 1956/2013	Particulars
1	Postal Ballot 2nd Aug 2014	180 (1) (c)	Increasing borrowing limits
		180 (1) (a)	Creation of charge
		180 (1) (a)	Sale of undertaking / Dispose off assets of the Company
		186	Loan and Investments of the Company
2	EOGM held on 9 TH December, 2014	188	Consent for promotion and increase in remuneration of Shri Sidhant Jatia, and Shri Mudit Jatia

X. SUBSIDIARY COMPANIES

The Company has four Subsidiaries of which one is a Foreign Subsidiary Company incorporated in Hong Kong and has three Indian Subsidiary Companies. The Company has **ONE** material non-listed Indian subsidiaries whose net worth (i.e. paid-up capital and free reserves) exceed 20% of the consolidated net worth of the listed holding Company and its subsidiaries in the immediately preceding accounting year. Shri Anand Didwania, Independent Director was appointed on the Board of Directors of Modern India Property Developers Limited a wholly owned subsidiary of Modern India Limited, since 16th July, 2010 and Dr Shivkumar Israni, Independent Director was appointed as a Director in Verifacts Services Private Limited w.e.f. 4th February, 2014.

The Company has framed the Policy on determination of material Subsidiary and the Board of Directors and Audit Committee acts within purview of the terms and conditions stated therein. The policy on determination of Material Subsidiary can be viewed on the website of the Company <http://modernindia.co.in/pdf/Policy%20on%20Material%20Subsidiary.pdf>

Details of the Company's Wholly Owned Subsidiary Companies (WOS)/ Subsidiary as on March 31, 2015 are as under:

Name of the WOS/ Subsidiary	Date of becoming WOS/Subsidiary	Country in which Incorporated
Foreign Subsidiary: Modern International (Asia) Limited Hongkong (WOS)	August 2, 2004	Hong Kong

Indian Subsidiary:		
1. Modern India Property Developers Ltd.-(WOS)	September 7, 2000	India
2. Modern India Free Trade Warehousing Pvt. Ltd.	July 4, 2008	India
3. Verifacts Services Private Limited	February 4, 2014	India

Subsidiary Monitoring Framework

All the Subsidiary Companies are Board managed with their Boards having the rights and obligations to manage such companies in the best interest of their stakeholder. As a majority Shareholder, the Company monitors the performance of such Companies, inter alia, by the following means:

- All minutes of the meetings of the subsidiary companies are placed before the Company's Board regularly;
- A statement containing all significant transactions and arrangements entered into by the unlisted subsidiary companies are placed before the Company's Board.
- Independent directors of the Company have been appointed as director on the Board of the Indian wholly owned subsidiary/subsidiary.

XI. DISCLOSURES

- All the related party transactions arising in the ordinary course of business were placed periodically before the audit committee in summary form. The Related Party Transactions are disclosed in Note No 44 There **WERE NO** materials individual transactions with related parties which were not in the ordinary course of business. All the related party transactions were on an arm's length basis.
- All Accounting Standards mandatorily required have been followed in preparation of financial statements and no deviation has been made in following the same.
- Risk assessment and its minimization procedures have been laid down by the Company and the same have been informed to the Director. These procedures are periodically reviewed to ensure that the executive management controls risks through means of a properly defined framework.
- No money was raised by the Company through public issue, rights issue, preferential issues, etc. in the previous financial year and hence provisions contained in this behalf in Clause 49 of the Listing Agreement are not applicable for compliance by the Company.
- All pecuniary relationship or transactions of the non-executive Directors vis-à-vis the Company have been disclosed in **item IV** of this report;
 - The Company has only one Managing Director, whose appointment and remuneration has been fixed by the Board on the recommendation of the Remuneration Committee duly approved by the Members and as approved by the Central Government. The remuneration paid was as follows:

Managing Director's Remuneration (in ₹)

i) Salary	55,20,000
ii) Contribution to Provident Fund	6,62,400
iii) Perquisites	22,17,600
iv) Commission	-
TOTAL	84,00,000

- The service of the Managing Director is on contractual basis for a period of three (3) years up to 31.07.2015. Shri Vijay Kumar Jatia has been re-appointed by the Board of Directors at their meeting held on 11th May, 2015, for a further period of 3 years as Managing Director with effect from 1st August, 2015, subject to approval of Members at the forthcoming Annual General Meeting and such other approvals as may be necessary.
- Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of clause 49 of the Listing Agreement with the Stock Exchange.
 - There is no material financial and commercial transactions by Senior Management as defined in Clause 49 of the Listing Agreement where they have personal interest that may have a potential conflict with the interests of the Company at large requiring disclosure by them to the Board of Directors of the Company.

- h) A penalty of ₹ 6000/- had been levied on the Company by the Regional Director, Ministry of Corporate Affairs due to late filing of Satisfaction of Charge by one day, by the Company
- i) No penalty or strictures have been imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to Capital Markets during the last three years.

XII. DISCLOSURE TO SHAREHOLDERS REGARDING APPOINTMENT OR RE-APPOINTMENT OF THE DIRECTORS

Details of directors seeking appointment as Independent Directors and re-appointment as Rotational Director at the ensuing Annual General Meeting fixed on Saturday, the 8th August, 2015

Name of Director	Date of Birth	Date of Appointment	Qualifications	Expertise in specific functional area	List of Other Directorships held excluding foreign companies, Companies under sec 8 of the Companies Act, 2013 & Private Companies	Chairman/Member of the committees of the Board of other Companies in which he/she is a Director	Company's Shares held (No. of Shares)
Shri Pradip Kumar Bubna	13.05.1958	29.04.2002	B.Com.	Business	Shree Rani Sati Investment and Finance limited	Shree Rani Sati Investment and Finance Limited- Audit Committee-Member	1230
Shri. Vijay Kumar Jatia	08.10.1957	30.12.1994	B.Com.	Industrialist	Shree Rani Sati Investment and Finance Limited Indian Hume Pipe Limited	1. Shree Rani Sati Investment and Finance Limited Member- Nomination and Remuneration Committee 2. Indian Hume Pipe Limited- Audit Committee-Member 3. Indian Hume Pipe Limited- Nomination and Remuneration Committee Member	90005

XIII. MEANS OF COMMUNICATION

- a) **Quarterly, Half Yearly and Annual Results:** Quarterly and Half Yearly results were published in Financial Express and Mumbai Lakshadweep and the same were displayed on the website of the Company.
- b) **News Release, Presentation, etc:** Official news releases detailed presentations made to media, analysts, institutional investors, if any, are displayed on the Company's website www.modernindia.co.in.
- c) **Web-site:** The Company's website www.modernindia.co.in contains a separate section on "Investor Relations" where shareholders information is available. The information pertaining to Financial Results, Shareholding

Pattern, Corporate Governance and the Annual Report and the Policies and Code of Conduct is also available on the website in a user friendly and downloadable form.

- d) **Annual Report:** Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to the Members and others entitled thereto.
- e) **BSE Website:** Annual Report, Quarterly Results, Shareholding Pattern, etc. of the Company were also posted on the BSE website www.bseindia.com.

XIV. CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT

The Board at its meeting held on 15th January, 2009 adopted the revised Code of Business Conduct and Ethics for Directors and Senior Management ('the Code'). The Code is a comprehensive Code applicable to all Directors, Executive as well as Non-Executive and also to the members of Senior Management. The Code while laying down, in detail, the standards of business conduct, ethics and governance, centers on the following theme – "The Company's Board of Directors and Senior Management are responsible for and are committed to setting the standards of conduct contained in the Code and for updating these standard, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and all other stakeholders as also to reflect corporate, legal and regulatory developments."

A copy of the Code is available on the Company's website http://modernindia.co.in/pdf/Code%20of%20Conduct_2015.pdf The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. The said code is revised from time to time to comply with the change in statutes and regulations.

A declaration signed by the Chairman & Managing Director has been given below:

I hereby confirm that:

The Company has obtained from all the Members of the Board and Senior Management, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors and Senior Management in respect of financial year 2014-15.

Sd/-

Vijay Kumar Jatia
Chairman & Managing Director

XV. GENERAL SHAREHOLDER INFORMATION

AGM: Date, time and venue	Saturday, the 8th August, 2015 at 4.00 p.m. at the Kamalnayan Bajaj Hall, Ground Floor, Bajaj Bhavan, Nariman Point, Mumbai- 400021.
Financial Calendar (Tentative)	Unaudited Financial Results for quarter ending 30 th June, 2014 On or before 14 th August, 2015
Unaudited Financial Results for quarter ending 30 th September, 2015	On or before 14 th November, 2015
Unaudited Financial Results for quarter ending 31 st December, 2015	On or before 14 th February, 2016
Results for the year ending 31 st March, 2016	Audited Financial Results - on or before 30 th May, 2016

Date of Book closure	From 25.07.2015 to 08.08.2015(Both days inclusive), for payment of dividend, if any and 81 st Annual General Meeting.
Dividend Payment Date	On or Before. 13.08.2015
Listing on Stock Exchanges	The Bombay Stock Exchange Limited, Mumbai. The Company has paid the Listing Fees for the year 2014-2015 to the Exchange.
Stock Code	BSE- 503015
Demat ISIN No. for NSDL & CDSL	INE251D01023
Registrar & Share Transfer Agents	Satellite Corporate Services Pvt. Ltd. B-302, Sony Apartment, Off. Andheri-Kurla Road, Jarimari, Sakinaka, Mumbai 400 072 Tel. No. +91-22-28520461 Email : service@satellitecorporate.com

Share Transfer System:

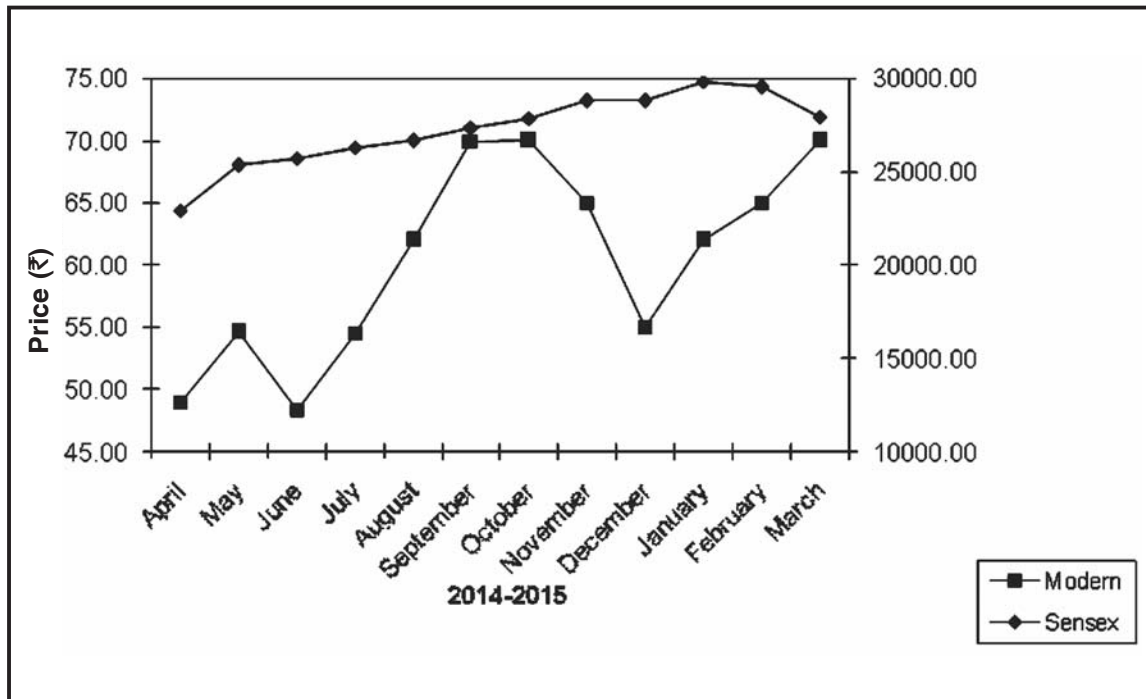
All the applications for transfer of shares in physical form are first processed by the Company's Share Transfer Agents M/s Satellite Corporate Services Pvt. Ltd. Thereafter the same are approved by the Managing Director/Company Secretary. The duly approved transfers are registered and the relevant certificates are returned to the Transferees within the stipulated period. The dematerialized shares are transferred/ transmitted through NSDL and CDSL, the Depositories.

A summary of transfer/transmission of shares of the Company as approved by the Managing Director/Company Secretary is placed at every Board Meeting. The Company obtains from a Company Secretary-in-Practice half-yearly certificate of compliance with regards to share transfer/transmission, deletion of name, etc. under Clause 47(c) of the Listing Agreement

Stock Market Data:

MONTHS	High(₹)Stock Price	Low(₹)Stock Price	High(₹)BSE Sensex
APRIL,2014	49.00	44.30	22939
MAY,2014	54.60	42.10	25375
JUNE,2014	48.35	38.80	25725
JULY,2014	54.55	45.40	26300
AUGUST,2014	62.00	46.20	26674
SEPTEMBER,2014	69.95	47.45	27355
OCTOBER,2014	70.00	50.40	27894
NOVEMBER,2014	65.00	49.75	28822
DECEMBER,2014	55.00	42.05	28809
JANUARY,2015	62.00	42.70	29844
FEBRUARY,2015	65.00	58.80	29560
MARCH,2015	70.00	51.00	30,024

Source: BSE website



The nominal and paid-up value of Equity Shares is ₹2/-per share

Distribution of shareholding as on 31st March, 2015

Sr. No.	Shareholding of Nominal Value ₹	Number of Shareholders	Percentage	Face Value Amount in ₹	Amount in Percentage
1	Up to 2500	3161	91.38	1662024	2.21
2	2501 to 5000	156	4.51	575054	0.77
3	5001 to 10000	69	1.99	458780	0.61
4	10001 to 20000	36	1.04	505436	0.67
5	20001 to 30000	10	0.29	253718	0.34
6	30001 to 40000	3	0.09	106648	0.14
7	40001 to 50000	0	0.00	0	0.00
8	50001 to 100000	5	0.14	342794	0.46
9	100001 and above.	19	0.55	71181046	94.80
TOTAL		3459	100.00	75085500	100.00

Statement Showing Shareholding Pattern 31.03.2015								
Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percentage of (A+B)1	As a percentage of (A+B+C)	Number of shares	As a percentage
			(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)*100
(A)	Shareholding of Promoter and Promoter Group²							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	5	152855	152855	0.41	0.41	0	0.00
(b)	Central Government/ State Government(s)	0			0.00	0.00	0	0.00
(c)	Bodies Corporate	7	28004207	28004207	74.59	74.59	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
(e-i)					0.00	0.00	0	0.00
(e-ii)					0.00	0.00	0	0.00
	Sub Total(A)(1)	12	28157062	28157062	75.00	75.00	0	0.00
2	Foreign							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0.00	0.00
b	Bodies Corporate	0	0	0	0.00	0.00	0.00	0.00
c	Institutions	0	0	0	0.00	0.00	0.00	0.00
d	Qualified Foreign Investor	0	0	0	0.00	0.00	0.00	0.00
d-i	Any Others(Specify)							0.00
d-ii								0.00
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	0.00



	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	12	28157062	28157062	75.00	75.00	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	0	0	0	0.00	0.00	0.00	0.00
(b)	Financial Institutions / Banks	10	854675	803200	2.28	2.28	0.00	0.00
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0.00	0.00
(e)	Insurance Companies	3	1124541	1124041	3.00	3.00	0.00	0.00
(f)	Foreign Institutional Investors	3	4461519	4461519	11.88	11.88	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00	0.00	0.00
(h-i)	Any Other (specify)				0.00	0.00		
(h-ii)					0.00	0.00		
	Sub-Total (B)(1)	16	6440735	6388760	17.16	17.16		
B 2	Non-institutions							
(a)	Bodies Corporate	66	992114	990789	2.64	2.64	0.00	0.00
(b)	Individuals				0.00	0.00	0.00	0.00
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh							
		3293	1619718	699348	4.31	4.31	0.00	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.							
		0	0	0	0.00	0.00	0.00	0.00
(c)	Qualified Foreign Investor	0	0	0	0	0	0	0
(d)	Any Other (specify)							
(d-i)	Directors & Relatives	1	1230	1230	0.00	0.00	0.00	0.00

(d-ii)	Non Resident Indians	21	43590	9190	0.12	0.12	0.00	0.00
(d-iii)	Overseas Corporate Bodies	1	250000	0	0.67	0.67	0.00	0.00
(d-iv)	Clearing Member	1	36	36	0.00	0.00	0.00	0.00
(d-v)	Hindu Undivided Families	48	38265	38265	0.10	0.10	0	0.00
	Sub-Total (B)(2)	3431	2944953	1738858	7.84	7.84	0	0.00
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	3447	9385688	8127618	25.00	25.00	0	0.00
	TOTAL (A)+(B)	3459	37542750	36284680	100.00	100.00	0	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	0	0	0	0	0.00	0	0.00
2	Public	0	0	0	0	0.00	0	0
	Sub-Total (C)	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	3459	37542750	36284680	100.00	100.00	0	0.00

Share Ownership Pattern

Category		No of Shares held	Percentage of Shareholding
A	Promoters' holding		
a	Indian Promoters	107855	0.29
b	Foreign Promoters	-	-
c	Persons acting in concert	28049207	74.71
	Sub-Total (A)	28157062	75.00
B	Non-Promoters' Holding		
	Institutional Investors		
a	Mutual Funds and UTI	-	-
b	Banks, Financial Institutions, Insurance Companies	1979216	5.28
c	FIs	4461519	11.88
	Sub-Total(B)	6440735	17.16
C	Others		
a	Private Corporate Bodies	992114	2.64
b	Indian Public	1659249	4.41
c	NRIs/OCBs	293590	0.79
	Sub-Total(C)	2944953	7.84
D	Any other (Foreign nationals)		
	Grand Total (A)+(B)+(C)	37542750	100.00

Minimum Public Shareholding As per Clause 40A of the Listing Agreement, pursuant to Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, Listed Company is required to maintain minimum Public Shareholding of not less than 25% of the total number of issued Shares.

The Promoters have diluted their holding to 75% of the total equity capital in the manner and the method stated in Clause 40A within the said time limit.

Information in respect of unclaimed dividends due for the remittance into investor Education and Protection Fund (IEPF) is given below:

Under the Provisions of the Companies Act, 1956 dividends that remain unclaimed for the period of seven years from the date of declaration are required to be transferred to the IEPF administered by the Central Government. The unclaimed dividend as on March 31, 2015 as follows:

Financial Year	Unpaid/Unclaimed Dividend as on 31.03.2015	Date of Declaration	Date of Transfer to IEPF
2007-08 (Final)	181361.60	16.07.2008	16.08.2015
2008-09	4,34,062.00	24.07.2009	24.08.2016
2009-10	3,45,610.00	30.07.2010	30.08.2017
2010-11	2,84,839.60	28.07.2011	28.08.2018
2011-12	3,62,920.40	08.08.2012	08.09.2019
2012-13	4,47,938.50	23.07.2013	23.08.2020
2013-14	3,51,440.00	23.07.2014	23.08.2021

Shareholders are advised by the Company well in advance before transferring the unclaimed dividends in IEPF. Members are requested to note that as per Companies Act, 1956 unclaimed dividend once transferred to IEPF will not be refunded.

Shareholders holding shares in the electronic form are requested to deal only with their Depository Participant in respect of change of address, Nomination facility and furnishing bank account number, etc.

Dematerialization of shares and liquidity:

As on 31.03.2015, 3,62,84,680 Equity Shares of the Company had been dematerialized, which represent 96.65% of the Paid up Capital of the Company.

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity.

There are no GDRs/ ADRs / Warrants or any Convertible instruments outstanding as on 31st March 2015.

Equity Share in the Demat Suspend Account:

Pursuant to Clause 5A (II) of the Listing Agreements, there are no shares Unclaimed. However, there are 11,71,950 shares under 1954 folios undelivered after sub-division of shares from face value of ₹ 50 to ₹ 10 and subsequently from ₹ 10 to ₹ 2, in spite of sending reminders.

Plant Location:

Solar Power Plant: Aundh Village, Satara District, Maharashtra

Address for correspondence:

Corporate Office: 1, Mittal Chambers, 228, Nariman point, Mumbai- 400 021

Registered Office:

Modern Centre, Sane Guruji Marg,

Mahalaxmi, Mumbai 400011

Ph.No. 67444200

Fax Nos. 23075787/23004230

Email: info@modernindia.co.in

Registrar & Share Transfer Agents:

Satellite Corporate Services Pvt. Ltd.

B-302, Sony Apartment, Jarimari,

Sakinaka, Mumbai 400 072

Ph.No. 28520461

Email : service@satellitecorporate.com

XVI. OTHER INFORMATION

(a) The Prevention of Sexual Harassment Policy:

To reinforce the Company's position as an equal opportunity employer and in the light of the increasing gender diversity it was felt necessary to articulate the Company's commitment by providing a workplace free of sexual harassment and therefore Company has adopted a policy statement on prevention of sexual harassment which is in Compliance with the Sexual harassment (Prevention, Prohibition and Redressal) Act, 2013 and Supreme Court Directives. The same can be seen on <http://modernindia.co.in/PDF/Policy%20on%20Prevention%20of%20Sexual%20Harassment.pdf>

(b) Related Party Transaction:

Adherence to the Corporate Governance standards with transparency, the Company has framed Related Transaction Policy in consistency with listing agreements and the Companies Act, 2013. The details of Material Related party Transactions are given in Note No.44 in conformity and with omnibus approval of Audit Committee and Shareholder's approval wherever necessary.

The Board of Directors of the Company acts within the framework of the Related Party Transaction Policy. The detailed policy can be viewed on the official website of the Company <http://modernindia.co.in/pdf/Related%20Party%20Transaction%20Policy.pdf>

XVII. NON MANDATORY REQUIREMENTS

• The Board

Since our Company has an Executive Chairman, he is entitled to a salary which is approved by the members and as sanctioned by the Central Government

The Company ensures that every Director has the requisite qualification to be on the Board and proves to be an asset to the Organization.

• Shareholders Right

An Annual declaration of financial performance is sent to all the Shareholders. Quarterly results are also published

in the newspapers. Shareholder's approval is sought whenever it is required as per the provisions of the Companies Act, 2013.

- **Audit Qualification**

In case of any qualification, the same shall be responded/replied to in the Report of the Board of Directors.

- **Training of Board Members**

The Board comprises of very senior and experienced members who are very well versed with their duties and discharge them effectively.

XVIII. CEO/CFO CERTIFICATION

Pursuant to the provisions of sub-clause V of Clause 49 of the Listing Agreement with the Stock Exchange, the Managing Director (CEO) has issued a certificate to the Board of Directors, for the year ended 31st March, 2015

XIX. COMPLIANCE CERTIFICATE

Compliance Certificate for Corporate Governance from the Auditors of the Company is attached herewith.

For and on behalf of the Board of Directors

Sd/-

Vijay Kumar Jatia

Chairman & Managing Director

Mumbai, 11th May 2015

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Shareholders,
Modern India Limited,
Mumbai.

We have examined the compliance of conditions of Corporate Governance by Modern India Limited for the financial year ended March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchange.

The compliance of conditions 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 conditions of 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 explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 the above mentioned Listing Agreement.

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

For K.S. Aiyar & Co.
Chartered Accountants
Firm Regn. No. 100186W
Satish Kelkar
Partner
(M. No. 38934)

Mumbai, 11th May 2015

**CERTIFICATION BY CHAIRMAN AND MANAGING DIRECTOR (CMD) and
CHIEF FINANCIAL OFFICER (CFO) TO THE BOARD**

We, Shri. Vijay Kumar Jatia, Chairman and Managing Director and Shri. Nawalkishore Deora, Chief Financial Officer of Modern India Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.
2. 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.
3. We accept overall responsibility for establishing and maintaining internal control for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness, of internal control. The internal auditor works with all levels of management and statutory auditors and reports significant issues to the audit committee of the Board. The auditors and audit committee are appraised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.
4. We indicate to the auditors and to the audit committee:
 - a) Significant changes in internal control over financial reporting during the year;
 - b) Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the company's internal control system and financial reporting. However, during the year there was no such instance.

Sd/-
Vijay Kumar Jatia
Chairman and Managing Director

Sd/-
Nawalkishore Deora
Chief Financial Officer

Place : Mumbai,

Date: 11th May, 2015

Independent Auditors' Report

To the Members of Modern India Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Modern India Limited**. ('the Company'), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis for Qualified opinion

Receivables as on March 31, 2015 include an amount of ₹ 13,59,52,640 (net off ₹ 93,59,114 recovered till date) outstanding in respect of commodities trading transaction done on National Spot Exchange Limited (NSE). The company has filed a representative suit in the high court of Bombay for recovery of this amount. In the meanwhile various decrees have been passed by the High Court of Bombay against defaulters, including for sale of commodities and assets which are in process of implementation. Economic Offence Wing and Enforcement Directorate are also in process of liquidating assets of defaulters. Pending outcome of the legal suit and resolution of uncertainties involved, the management has considered the receivable as good for recovery. However, in the absence of appropriate audit evidence, we are unable to determine the extent of recovery possible in this case.

Qualified Opinion

In our opinion, except for the possible effects of the matters described in the Basis for qualified opinion paragraph and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015 and its Loss and its Cash Flows for the year ended on that date

Emphasis of Matter

We draw attention to Note no.29 of Notes to Accounts, wherein despite accumulated loss of ₹ 593,54,403 (Previous year ₹ 603,48,632) as at 31st March 2015, incurred by one of its subsidiary namely Modern India Property Developers Limited (MIPDL), no provision is considered necessary in the Company's long term investment of ₹ 15,00,00,000 in MIPDL as in the opinion of the management the diminution in value of investment is temporary in nature.

Our opinion is not modified in respect of above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
 - e) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above
 - f) On the basis of the written representations received from the directors, as on March 31, 2015, and taken on record by the Board of Directors, none of the directors of the Company is disqualified as on March 31, 2015 from being appointed as a director, in terms of Section 164(2) of the Act.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There is a delay in transferring an amount of ₹ 1,70,984 on account of unclaimed dividend to the Investor Education and Protection Fund. – Refer Note no 10

For K.S. Aiyar & Co,
Chartered Accountants
ICAI Firm Registration No. 100186W
Satish K. Kelkar
Partner
Membership No.: 38934

Place: Mumbai
Date: 11th May, 2015

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date on the financial statements for the year ended on March 31, 2015 of **Modern India Limited.**)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management during the year and in our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification.
- (ii) (a) The inventory has been physically verified during the year by the management at reasonable intervals.
 - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) In our opinion and according to the explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material and properly dealt with in the books of account.
- (iii) The Company has granted unsecured loans / inter corporate deposits to parties covered in the Register maintained under Section 189 of the Companies Act, 2013, wherein the balance of principal amount and interest recoverable as at the year ends ₹ 85,50,000
 - a) According to the information and explanation given to us, parties are repaying the principal amounts as stipulated and have also been regular in the payment of interest where applicable.
 - b) According to the information and explanation given to us, we are of the opinion that there are no overdue amounts in case of principal and interest.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in the internal control system.
- (v) The Company has not accepted any deposits from the public to which the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 or the Companies (Acceptance of Deposit) Rules 2014 or the directives issued by the Reserve Bank of India apply.
- (vi) We have been informed that the Company is not required to maintain cost records under Section 148 (1) of the Companies Act, 2013
- (vii) (a) According to the records of the Company, Provident fund, Employees' State Insurance, Income tax, Sales Tax, Wealth tax, Service tax, Custom Duty, Excise Duty, Value added tax, Cess and other material statutory dues applicable to it have been generally regularly deposited during the year with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of above were in arrears as at 31st March 2015, for a period of more than six months from the date they became payable.

- (b) According to the records of the Company, there are no dues of Income tax, Sales Tax, Wealth tax, Service Tax, Custom duty, Excise duty, Value added tax and Cess which have not been deposited on account of any dispute.
- (c) According to the information and explanations given to us, there is a delay by the Company in transferring ₹ 1,70,984 to Investor Education and Protection Fund in accordance with the provisions of Section 125 of Companies Act, 2013 and rules made thereunder.
- (viii) The Company does not have accumulated losses at the end of the financial year. The company has incurred cash loss of ₹ 2,84,83,878 during the financial year covered by our audit. The Company does not have any cash losses in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to any financial institution and banks. The company does not have any outstanding debentures.
- (x) The company has given a corporate guarantee for loans taken by foreign subsidiary from the bank. However, the terms and conditions thereof are not prejudicial to the interest of the company.
- (xi) The term loan has been applied for the purpose for which they were raised.
- (xii) According to the information and explanations furnished by the management, which have been relied upon by us, there were no frauds on or by the Company noticed or reported during the year.

**For K.S. Aiyar & Co,
Chartered Accountants**

ICAI Firm Registration No. 100186W

Satish K. Kelkar

Partner

Membership No.: 38934

Place: Mumbai

Date: 11th May, 2015

BALANCE SHEET AS AT 31st MARCH, 2015

	Note No.	As at March 31 st , 2015	As at March 31 st , 2014
(Amount in ₹)			
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds:			
(a) Share Capital	2	7,50,85,930	7,50,85,930
(b) Reserves and Surplus	3	39,60,99,152	42,81,04,969
		<u>47,11,85,082</u>	<u>50,31,90,899</u>
(2) Non-current Liabilities:			
(a) Long-term Borrowings	4	6,01,377	9,13,34,587
(b) Deferred Tax Liabilities (Net)	5	-	23,57,150
(c) Other Long Term Liabilities	6	55,00,00,000	55,00,00,000
(d) Long-term Provisions	8	20,17,000	40,84,000
		<u>55,26,18,377</u>	<u>64,77,75,737</u>
(3) Current Liabilities:			
(a) Short-term Borrowings	9	30,39,99,284	63,27,304
(b) Trade Payables		3,67,10,188	13,61,14,778
(c) Other Current Liabilities	10	7,45,74,055	9,68,56,712
(d) Short-term Provisions	11	87,40,515	2,38,50,591
		<u>42,40,24,042</u>	<u>26,31,49,385</u>
TOTAL		<u>1,44,78,27,501</u>	<u>1,41,41,16,021</u>
II. ASSETS:			
(1) Non-current Assets			
(a) Fixed Assets	12		
(i) Tangible Assets		10,09,71,324	13,10,48,557
(ii) Intangible Assets		1,21,339	-
(iii) Capital work-in-progress		23,07,07,141	4,64,92,828
		<u>33,17,99,804</u>	<u>17,75,41,385</u>
(b) Non-current Investments	13	62,24,77,540	62,00,21,896
(c) Deferred Tax Assets (Net)	5	1,47,39,992	-
(d) Long term Loans and Advances	14	5,45,29,868	6,97,33,885
(2) Current Assets:			
(a) Current Investments	15	12,50,000	37,50,000
(b) Inventories	16	13,97,72,801	13,86,22,573
(c) Trade Receivables	17	18,83,89,135	28,98,55,053
(d) Cash and Bank Balances	18	65,68,043	1,14,04,489
(e) Short term Loans and Advances	19	7,47,05,092	9,54,05,787
(f) Other Current Assets	20	1,35,95,226	77,80,953
		<u>42,42,80,297</u>	<u>54,68,18,855</u>
TOTAL		<u>1,44,78,27,501</u>	<u>1,41,41,16,021</u>

Significant Accounting Policies & Notes on Accounts 1 to 45

As per our report attached
For K. S. Aiyar & Company
 Chartered Accountants
 Firm Reg. No. 100186W

Satish Kelkar
 Partner
 M. No. 38934

Mumbai, dated 11th May, 2015

Parind Badshah
 Vice President & Company Secretary

N. K. Deora
 Sr. Vice President & Chief Financial Officer

For and on behalf of the Board of Directors
V. K. Jatia
 Chairman & Managing Director

Directors
A. Didwania **R. R. Doshi**
P. K. Bubna **S. D. Israni**
Gauri Jatia **K. Kalyaniwalla**

Mumbai, dated 11th May, 2015



Statement of Profit and Loss for the Year ended 31st March, 2015

		(Amount in ₹)	
	Note No.	2014-2015	2013-2014
I.	Revenue from Operations	55,93,09,543	1,52,53,74,571
II.	Other Income	8,02,94,748	7,26,27,994
III.	Total (I + II)	<u>63,96,04,291</u>	<u>1,59,80,02,565</u>
IV.	Expenses:		
	(a) Purchase of Traded Goods	52,68,29,301	1,18,37,20,375
	(b) Changes in inventories of Stock -in-trade	(11,69,973)	23,92,72,335
	(c) Employee benefits expenses	3,92,60,848	3,68,56,682
	(d) Finance Cost	2,17,65,598	2,19,03,756
	(e) Depreciation and Amortization expenses	1,51,30,000	1,55,06,237
	(f) Other expenses	8,14,02,395	6,99,21,775
	Total	<u>68,32,18,169</u>	<u>1,56,71,81,160</u>
V.	Profit before exceptional and extraordinary items and tax	(4,36,13,878)	3,08,21,405
VI.	Exceptional item - Net	25,00,000	1,29,81,622
VII.	Profit / (Loss) before extraordinary items and tax	(4,11,13,878)	4,38,03,027
VIII.	Extraordinary Items	-	-
IX.	Profit / (Loss) before Prior period Expenses and Tax	(4,11,13,878)	4,38,03,027
X.	Prior Period Expenses - Interest	-	50,774
XI.	Profit / (Loss) before Tax	(4,11,13,878)	4,37,52,253
XII.	Tax expense:		
	(1) Current Tax (MAT)	-	1,16,00,000
	Less: MAT Credit Entitlement	-	(24,81,000)
	Net Current Tax	-	91,19,000
	(2) Deferred Tax	(1,62,89,175)	(92,08,969)
	(3) Tax Adjustments of prior years (Net)	76,542	32,04,072
XIII.	Profit for the period after Tax	<u>(2,49,01,245)</u>	<u>4,06,38,150</u>
XVI.	Earnings per Equity Share	43	
	(1) Basic	(0.66)	1.08
	(2) Diluted	(0.66)	1.08
	Significant Accounting Policies & Notes on Accounts	1 to 45	

As per our report attached
For K. S. Aiyar & Company
Chartered Accountants
Firm Reg. No. 100186W

Satish Kelkar
Partner
M. No. 38934

Mumbai, dated 11th May, 2015

Parind Badshah
Vice President & Company Secretary

N. K. Deora
Sr. Vice President & Chief Financial Officer

For and on behalf of the Board of Directors
V. K. Jatia
Chairman & Managing Director

Directors
A. Didwania **R. R. Doshi**
P. K. Bubna **S. D. Israni**
Gauri Jatia **K. Kalyaniwalla**

Mumbai, dated 11th May, 2015



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015.

	(Amount in ₹)	
A. Cash Flow From Operating Activities:	2014-2015	2013-2014
Net Profit / (Loss)	(2,49,01,245)	4,06,38,150
Add / (Less) :		
Depreciation	1,51,30,000	1,55,06,237
Dividend Income	(5,49,568)	(17,06,992)
Profit on sale of Investment	(61,43,901)	(87,87,324)
Interest Income	(2,72,34,021)	(5,10,67,997)
Loss/(Profit) on sale of Fixed Assets	(3,77,19,907)	2,51,540
Interest Expenses	2,17,65,598	2,19,03,756
Provision for Doubtful Loans & Advances	(25,00,000)	1,40,00,000
	(3,72,51,799)	(99,00,780)
Operating Profit/(Loss) before working Capital Changes	(6,21,53,044)	3,07,37,370
Increase/(Decraese) in Inventories	(11,50,228)	14,41,68,421
Increase/(Decraese) in Trade Receivables	10,14,65,918	10,64,58,832
Increase/(Decraese) in Trade payable	(9,94,04,590)	(1,00,86,075)
Increase/(Decraese) in long term loans and advances	1,00,80,108	3,34,71,340
Increase/(Decraese) in Other current assets	(58,14,273)	89,24,020
Increase/(Decraese) in Short term loans and advances	(9,56,929)	1,52,24,750
Increase/(Decraese) in Short term provisions	16,18,970	(30,46,650)
Increase/(Decraese) in Long term provisions	(20,67,000)	(1,53,000)
Increase/(Decraese) in Other Current Liabilities	2,40,35,622	2,78,07,598
Cash Generated from Operations	(3,43,45,447)	31,13,325
Direct Taxes Paid (Net)	(1,13,55,014)	29,80,74,963
Net Cash Used in Operating Activities	(4,57,00,461)	(73,38,796)
B. Cash Flow from Investing Activities:		32,14,73,537
Purchase of Fixed Assets	(1,341,58,779)	3,59,64,652
Purchase of Investments	61,88,257	(33,67,11,977)
Loans given	2,41,57,624	13,66,09,790
Dividend income	5,49,568	17,06,992
Interest Received	2,72,34,021	5,10,67,997
Net Cash Used in Investing Activities	(7,60,29,309)	(11,13,62,546)
C. Cash Flow from Financing Activities:		
Repayment of Long Term Borrowings	(13,71,95,780)	6,82,03,549
Proceeds from Short Term Borrowings	29,76,71,980	(24,02,28,132)
Interest Paid	(2,17,65,598)	(2,19,03,756)
Dividend Paid	(2,19,61,570)	11,67,49,032
Net Cash from Financing Activities	11,67,49,032	(2,18,16,561)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(49,80,737)	(21,57,44,900)
Opening Balance of Cash and Cash Equivalents	89,69,623	1,46,03,532
Closing Balance of Cash and Cash Equivalents	39,88,886	89,69,623
Net Increase/(Decrease) as disclosed above	(49,80,737)	(56,33,909)

As per our report attached
For K. S. Aiyar & Company
 Chartered Accountants
 Firm Reg. No. 100186W

Satish Kelkar
 Partner
 M. No. 38934

Mumbai, dated 11th May, 2015

Parind Badshah
 Vice President & Company Secretary

N. K. Deora
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For and on behalf of the Board of Directors
V. K. Jatia
 Chairman & Managing Director

Directors

A. Didwania	R. R. Doshi
P. K. Bubna	S. D. Israni
Gauri Jatia	K. Kalyaniwalla

Mumbai, dated 11th May, 2015

Note No.1 SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS :

These financial statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAPP) under the historical cost convention on accrual basis. GAAP comprises mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ("Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting Policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the Accounting Policy hitherto in use.

B. USE OF ESTIMATES:

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

C. FIXED ASSETS :

(i) Tangible Assets;

Tangible Assets are stated at the cost of acquisition including the expenses relating to acquisition, erection, construction, and interest upto the date of installation / completion of construction of the assets less accumulated depreciation and impairment, if any. Capital Work-in-Progress comprises of Cost of acquisition, erection, construction and interest in respect of assets that are not yet ready for their intended use on the reporting date.

(ii) Intangible Assets;

Intangible assets acquired separately are stated at cost. Intangible assets are carried at cost less accumulated amortization. Internally generated intangible assets are not capitalized.

D. DEPRECIATION / AMORTIZATION:

(i) Tangible Assets;

Depreciation is provided at the rates and in the manner specified in Schedule II to the Companies Act, 2013 as under:

- (i) on Plant and Machinery, on Written Down Value Method.
- (ii) on Residential Flats, on Straight Line Method.
- (iii) on other assets, on Written Down Value Method.

(ii) Intangible Assets;

Intangible assets are amortized on a straight line basis over their estimated useful economic life. The company uses a rebuttable presumption that the useful economic life of an intangible asset will not exceed three years from the date when the asset is available for use.

E. INVESTMENTS:

- (i) Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current (long-term) investments.
- (ii) Current investments are carried in the financial statements at lower of cost and fair value. Non current investments are carried at cost. Provision for diminution in value of non current investment is made to recognize a decline other than temporary in their value.

- (iii) On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

F. INVENTORIES are valued as under:

- (i) Trading Goods : At lower of Cost and Net Realizable Value
(ii) Stores / Consumables : At lower of Cost and Net Realizable Value

Cost is arrived at on FIFO basis and includes costs incurred in bringing the inventories to their present location and condition.

(iii) Real Estate Business:

- (a) Land & Structures : At lower of Book and Net Realizable Value
(b) Land & Structures : At lower of Cost and Net Realizable Value
(c) Unsold Flat : At lower of Cost and Net Realizable Value
(d) Land : At lower of Book and Net Realizable Value

G. REVENUE RECOGNITION:

- (i) Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Sales taxes and value added taxes (VAT) are excluded from revenue. Sales of flats are accounted at contracted rate on handing over the possession. Revenue from Commodities Trading is recognized at the time of contracted date of delivery.
- (ii) Income from Vocational Training Fees is recognized on the basis of completed period in respect of each course / semester as compared with the total duration of the same. Revenue from Exhibitions are recognized on completion of the respective events.
- (iii) Income other than Sales is recognized, wherever applicable, in terms of agreements with concerned parties over the period of the contract as and when services are rendered. Service tax is excluded from revenue.
- (iv) Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. Dividend income is recognized when the Company's right to receive dividend is established.

H. FINANCE COSTS:

- (i) Finance cost includes interest, ancillary costs in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
- (ii) Finance costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

I. EMPLOYEE BENEFITS:

(i) **Defined Contribution Plan:**

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund and applicable charges are charged to the statement of profit and loss of the year on due basis. The company has no obligation, other than the contribution payable to the provident fund.

(ii) **Defined Benefit Plan:**

Retirement Benefit in the form of Gratuity is considered as Defined Benefit Obligation and is provided on the basis of Actuarial Valuation using the Projected Unit Credit Method as at the date of Balance Sheet.

(iii) **Other Benefits:**

Accumulated leave which is expected to be utilized within the next 12 months is treated as short term employee

benefit. Accumulated leave which is expected to be utilized beyond 12 months from the end of the year is treated as long term employee benefit. The Company's liability is actuarially determined using the Projected Unit Credit Method as at the date of Balance Sheet.

Actuarial Gains / Losses are recognized in the Statement of Profit and Loss in the year in which they arise.

J. FOREIGN CURRENCY TRANSLATIONS:

Transactions in Foreign Currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences on monetary items are recognized in the Statement of Profit and Loss of the year in which they arise. Balances at the year end are accounted for as under:

- (i) Investments in Shares of Foreign Subsidiary Company incorporated outside India are expressed in Indian Currency at the rates of exchange prevailing at the time when the Investments were made.
- (ii) Monetary items in the form of current assets and current liabilities in foreign currency outstanding at the close of the year, are converted in Indian Currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet. Resultant gain or loss is recognized in the Statement of Profit and Loss.

K. TAX EXPENSE COMPRISES CURRENT AND DEFERRED TAX

- (i) Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward.
- (ii) Deferred Tax is recognized subject to the consideration of prudence, on timing differences, being the difference between taxable profits and book profits that originate in one year and are capable of reversal in one or more subsequent years, using the tax rates and laws that have been enacted or substantively enacted as at the Balance Sheet date. Deferred Tax Assets are recognized to the extent there is virtual certainty that these assets can be realized in future. Net Deferred Tax Assets is arrived after set off of Deferred Tax Liability.

L. SEGMENT REPORTING:

Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis have been included under "Unallocated / Corporate".

M. EARNINGS PER SHARE:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

N. PROVISIONS & CONTINGENCIES:

A Provision is recognized when there is a present obligation as a result of a past event if it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the year end date. Contingent Liabilities are not recognized but are disclosed in the financial statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

O. IMPAIRMENT OF ASSETS:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

Note No: 2 Share Capital

	As at March 31, 2015		As at March 31, 2014	
	Number	₹	Number	₹
Authorized:				
Preference Shares of ₹ 100/- each	10,000	10,00,000	10,000	10,00,000
Equity Shares of ₹ 2/- each	12,45,00,000	24,90,00,000	12,45,00,000	24,90,00,000
		<u>25,00,00,000</u>		<u>25,00,00,000</u>
Issued:				
Equity Shares of ₹ 2/- each	3,75,47,000	7,50,94,000	3,75,47,000	7,50,94,000
		<u>7,50,94,000</u>		<u>7,50,94,000</u>
Subscribed & Fully Paid up:				
Equity Shares of ₹ 2/- each	3,75,42,750	7,50,85,500	3,75,42,750	7,50,85,500
Forfeited Equity Shares - Amount originally Paid up		430		430
TOTAL		<u>7,50,85,930</u>		<u>7,50,85,930</u>

(a) Reconciliation of Number of shares outstanding at the beginning and at the end of the reporting period.
Equity Shares

Shares outstanding at the beginning of the year	3,75,42,750	7,50,85,500	3,75,42,750	7,50,85,500
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	3,75,42,750	7,50,85,500	3,75,42,750	7,50,85,500

(b) Terms / Rights attached to Equity Shares:

The Company has only one class of Equity Shares having a par value of ₹ 2/- per Share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees and every equity share is entitled to the same rate of dividend.

(c) Details of shareholders holding more than 5% shares in the Company

	No. of Equity Shares held	No. of Equity Shares held
Shree Rani Sati Investment & Finance Ltd	82,99,108	82,99,108
Sarat Leasing & Finance Pvt Ltd	77,07,500	77,07,500
F Pudumjee Investment Company Pvt Ltd	57,72,008	57,72,008

Note No: 3 Reserves and Surplus

(i) Capital Reserve		
As per last Balance Sheet	2,31,43,666	2,31,43,666
(ii) Capital Redemption Reserve		
	8,91,050	8,91,050
(iii) Other Reserve - General Reserve		
As per last Balance Sheet	3,17,59,000	2,76,95,000
Add: Transfer from Statement of Profit and Loss	-	40,64,000
Closing Balance	<u>3,17,59,000</u>	<u>3,17,59,000</u>

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(iv) Surplus:		
As per last Balance Sheet	37,23,11,253	35,76,98,673
Less: Impact of Depreciation / Amortization		
- Net of Deferred Tax (Note No.12)	16,82,301	-
	<u>37,06,28,952</u>	<u>35,76,98,673</u>
Add: Profit / (Loss) for the Current Year	(2,49,01,245)	4,06,38,150
	<u>34,57,27,707</u>	<u>39,83,36,823</u>
Less: Proposed Dividend on Equity Shares @ 6%, ₹0.12 per share.	45,05,130	1,87,71,375
Less: Tax on Distributed Profits	9,17,141	31,90,195
Less: Transfer to General Reserve	-	40,64,000
Closing Balance	<u>34,03,05,436</u>	<u>37,23,11,253</u>
Total of Reserves and Surplus	<u>39,60,99,152</u>	<u>42,81,04,969</u>

Note No: 4 Long Term Borrowings

Secured:

(a) Term Loan from Bank	-	8,93,92,392
(b) Car Finance Loans from Bank	6,01,377	19,42,195
Total of Long Term Borrowings	<u>6,01,377</u>	<u>9,13,34,587</u>

Car finance Loans from Bank were taken during the financial year 2013-14 and are repayable in 36 monthly instalments with interest. These loans are secured by hypothecation of specific Vehicles acquired. The rate of interest is 10.50% and last installment is due on August - 2016.

Note No: 5 Deferred Tax (Assets) / Liabilities (Net):

Deferred Tax Liabilities

(i) Difference between Net Block of Fixed Assets	1,29,40,282	35,05,362
(ii) Capital Gains Tax Liability	3,40,565	3,34,200
Gross Deferred Tax Liability	<u>1,32,80,847</u>	<u>38,39,562</u>

Deferred Tax Assets

(i) Expenditure under section 43B of the Income Tax Act, 1961	4,54,879	4,76,293
(ii) Unabsorbed Depreciation / Business Loss	2,67,61,537	-
(ii) Others	8,04,423	10,06,119
Gross Deferred Tax Assets	<u>2,80,20,839</u>	<u>14,82,412</u>
Net Deferred Tax (Assets) / Liabilities	<u>(1,47,39,992)</u>	<u>23,57,150</u>

Deferred Tax Assets is recognized on the basis of future income from development of Stock in Trade of Real Estate Business and from sale of Residential Flats.

Note No: 6 Other Long Term Liabilities

Unsecured:

Security Deposits	(*) 55,00,00,000	55,00,00,000
	<u>55,00,00,000</u>	<u>55,00,00,000</u>

(*) Repayment of Deposits of ₹ 55,00,00,000/- is dependent on development of some of the properties in Mumbai. The deposits do not carry any interest.

As at March 31, 2015

As at March 31, 2014

₹

₹

Note No: 7 Details of dues to Micro and Small Enterprises as required under section 22 of MSMED Act, 2006.

There are no Micro and Small Enterprises to whom the Company owes dues, which are outstanding for more than 30 days as at the Balance Sheet date. Further, the Company has not paid any interest to any Micro and Small Enterprise during the accounting year, nor is any interest payable to any Micro and Small Enterprise as at the Balance Sheet Date. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the Auditors.

Note No: 8 Long Term Provisions

Provision for Employee Benefits: Note No. 35

Gratuity (Unfunded)	13,02,000	28,51,000
Leave Encashment (Unfunded)	7,15,000	12,33,000
	<u>20,17,000</u>	<u>40,84,000</u>

Note No: 9 Short Term Borrowings

Secured: #

(a) Loan Repayable on Demand		
From Bank	39,99,284	63,27,304
(b) From Others	30,00,00,000	-
Total Short Term Borrowings	<u>30,39,99,284</u>	<u>63,27,304</u>

Secured by (a) hypothecation of Investments in Units of Mutual Funds and (b) by mortgage of part of Land & Building at Mahalaxmi, Mumbai. The rate of Interest is 12.50% to 12.75% and is repayable within 12 months from the date of first disbursement.

Note No: 10 Other Current Liabilities

Secured:

(a) Current Maturities of Term Loan	-	2,62,66,803
(b) Current Maturities of Car Finance Loans	13,40,817	17,79,640

Unsecured:

(a) Current Maturities of Long Term Debt	-	1,97,56,944
(b) Deposits	8,76,728	1,90,49,926
(c) Income Received in Advance	4,08,283	15,88,690
(d) Unpaid Dividends #	25,79,157	24,34,866
(e) Other payables - Statutory Dues	1,65,930	-
(f) Other Liabilities	6,92,03,140	2,59,79,843
	<u>7,45,74,055</u>	<u>9,68,56,712</u>

A sum of ₹ 1,70,984/- remained to be transferred to Investors Education and Protection Fund as on March 31, 2015. This sum has since then been transferred.

Note No: 11 Short Term Provisions

(a) Provision for Employee Benefits	18,18,970	4,85,000
(b) Proposed Dividend	45,05,130	1,87,71,375
(c) Tax on Distributed Profits	9,17,141	31,90,195
(d) Provision for Wealth Tax	12,14,274	14,04,021
(e) Others	2,85,000	-
	<u>87,40,515</u>	<u>2,38,50,591</u>

Note No: 12 FIXED ASSETS

DESCRIPTION	GROSS BLOCK - AT COST				DEPRECIATION / AMORTIZATION					NET BLOCK	
	As At 01.04.2014	Additions	Disposals/ Transfers	As At 31.03.2015	As At 01.04.2014	For the Year #	Transfer from Surplus#	On disposals/ Transfers	Upto 31.03.2015	As At 31.03.2015	As At 31.03.2014
	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
A Tangible Assets											
Land *	55,12,425	19,747	-	55,32,172	-	-	-	-	-	55,32,172	55,12,425
	<i>2,30,114</i>	<i>55,12,425</i>	<i>2,30,114</i>	<i>55,12,425</i>	-	-	-	-	-	<i>55,12,425</i>	<i>2,30,114</i>
Buildings *	8,92,34,310	38,32,400	1,96,09,497	7,34,57,213	1,23,42,760	15,30,382	-	4,07,945	1,34,65,197	5,99,92,016	7,68,91,550
	<i>21,65,76,796</i>	-	<i>12,73,42,486</i>	<i>8,92,34,310</i>	<i>7,38,16,501</i>	<i>38,81,084</i>	-	<i>6,53,54,825</i>	<i>1,23,42,760</i>	<i>7,68,91,550</i>	<i>14,27,60,295</i>
Plant and Equipments @	8,06,55,543	9,08,488	80,58,239	7,35,05,792	5,50,56,966	60,24,663	20,61,882	57,32,311	5,74,11,200	1,60,94,592	2,55,98,577
	<i>7,98,07,867</i>	<i>8,47,676</i>	-	<i>8,06,55,543</i>	<i>5,01,42,760</i>	<i>49,14,206</i>	-	-	<i>5,50,56,966</i>	<i>2,55,98,577</i>	<i>2,96,65,107</i>
Furniture and Fixtures	2,87,38,434	₹ 79,29,980	1,28,18,329	2,38,50,085	2,27,03,699	21,58,436	4,28,384	1,10,43,594	1,42,46,925	96,03,160	60,34,735
	<i>2,87,34,834</i>	<i>3,600</i>	-	<i>2,87,38,434</i>	<i>2,13,22,523</i>	<i>13,81,176</i>	-	-	<i>2,27,03,699</i>	<i>60,34,735</i>	<i>74,12,311</i>
Vehicles	2,93,24,081	18,70,974	64,87,590	2,47,07,465	1,23,12,811	53,55,858	-	27,10,588	1,49,58,081	97,49,384	1,70,11,270
	<i>2,45,43,077</i>	<i>1,01,82,010</i>	<i>54,01,006</i>	<i>2,93,24,081</i>	<i>1,12,52,425</i>	<i>50,32,074</i>	-	<i>39,71,688</i>	<i>1,23,12,811</i>	<i>1,70,11,270</i>	<i>1,32,90,652</i>
TOTAL (A)	23,34,64,793	1,45,61,589	4,69,73,655	20,10,52,727	10,24,16,236	1,50,69,339	24,90,266	1,98,94,438	10,00,81,403	10,09,71,324	13,10,48,557
<i>Previous Year</i>	<i>34,98,92,688</i>	<i>1,65,45,711</i>	<i>13,29,73,606</i>	<i>23,34,64,793</i>	<i>15,65,34,209</i>	<i>1,52,08,540</i>	-	<i>6,93,26,513</i>	<i>10,24,16,236</i>	<i>13,10,48,557</i>	<i>19,33,58,479</i>
@ Includes Office Equipments											
B Intangible Assets:											
Brands / Trade Marks	7,81,867	-	-	7,81,867	7,81,867	-	-	-	7,81,867	-	-
	<i>7,81,867</i>	-	-	<i>7,81,867</i>	<i>7,81,867</i>	-	-	-	<i>7,81,867</i>	-	-
Computer Software	10,20,835	1,82,000	-	12,02,835	10,20,835	60,661	-	-	10,81,496	1,21,339	-
	<i>10,20,835</i>	-	-	<i>10,20,835</i>	<i>7,23,138</i>	<i>2,97,697</i>	-	-	<i>10,20,835</i>	-	<i>2,97,697</i>
TOTAL (B)	18,02,702	1,82,000	-	19,84,702	18,02,702	60,661	-	-	18,63,363	1,21,339	-
<i>Previous Year</i>	<i>18,02,702</i>	-	-	<i>18,02,702</i>	<i>15,04,906</i>	<i>2,97,697</i>	-	-	<i>18,02,603</i>	-	<i>2,97,697</i>
TOTAL (A + B)	23,52,67,495	1,47,43,589	4,69,73,655	20,30,37,429	10,42,18,938	1,51,30,000	24,90,266	1,98,94,438	10,19,44,766	10,10,92,663	13,10,48,557
<i>Previous Year</i>	<i>35,16,95,390</i>	<i>1,65,45,711</i>	<i>13,29,73,606</i>	<i>23,52,67,495</i>	<i>15,80,39,115</i>	<i>1,55,06,237</i>	-	<i>6,93,26,513</i>	<i>10,42,18,839</i>	<i>13,10,48,557</i>	<i>19,33,58,479</i>
Capital Work In progress										23,07,07,141	4,64,92,828

Figures for the previous year are given in italics

- (#) During the year, the Company has revised depreciation rates on tangible fixed assets as per useful life specified in Schedule II of The Companies Act, 2013. Accordingly depreciation of ₹ 24,90,266/- on account of tangible fixed assets whose useful life is already exhausted as on 1st April, 2014 (Less: Deferred Tax of ₹ 8,07,967/- thereon) i.e. ₹ 16,82,299/- has been adjusted against the opening balance of surplus. Had there not been any change in useful life of tangible fixed assets, depreciation for the year ended 31st March, 2015 would have been lower by ₹ 38,42,350/-.
- (*) The amount of Opening Gross Block of (i) Land and (ii) Buildings is after transfer made during the year ended 31.03.2014 of Land ₹ 2,30,114 and Buildings ₹ 6,19,87,661 to Stock in trade of Real Estate Business.
- (\$) Additions of Furniture and Fixtures includes ₹ 7,98,559/- being Written Down Value of old Furniture which was scrapped and whose material has been used in these additions.

	As at March 31, 2015			As at March 31, 2014	
Note No: 13 Non - Current Investments	Face Value (₹)	No. of Shares	₹	No. of Shares	₹
A. Trade Investments: Fully Paid At Cost in Subsidiary Companies-Unquoted					
(a) In Equity Instruments					
(i) Equity Shares of Modern India Property Developers Ltd. (Note No. 29)	10	1,50,00,000	15,00,00,000	150,00,000	15,00,00,000
(ii) Equity Shares of Modern International (Asia) Ltd	HKD 1	99,94,000	5,53,89,100	99,94,000	5,53,89,100
(iii) Equity Shares of Verifacts Services P Ltd.	10	3,80,000	29,12,36,000	380000	28,48,80,737
(iv) Equity Shares of Modern India Free Trade Warehousing Private Ltd.	10	25,500	2,55,000	25,500	2,55,000
Less: Provision for Diminution in Value of Investments			(2,55,000)		(2,55,000)
			<u>-</u>		<u>-</u>
(b) In Preference Shares					
9% Redeemable Non-cumulative Preference Shares of Modern India Free Trade Warehousing Private Ltd.	100	4,75,000	4,75,00,000	4,75,000	4,75,00,000
Total of Trade Investments - Unquoted			54,41,25,100		53,77,69,837
B. Other Investments: At Cost-Unquoted					
(i) In Fully paid up Equity Instruments of Companies - Unquoted					
Equity Shares of The Shamrao Vithal Co-op Bank Ltd.	25	20000	5,00,000	20000	5,00,000
Total of Other Investments - Unquoted			5,00,000		5,00,000
	Face Value (₹)	No. of Shares	₹	No. of Shares	₹
(ii) In Fully paid up Equity Instruments of Companies - Quoted					
Shipping Corpn of India Ltd	10	12,841	17,97,740	12,841	17,97,740
MOIL Ltd	10	520	1,95,000	520	1,95,000
PTL Ltd	2	-	-	2,99,000	97,52,097
Total			19,92,740		1,17,44,837

C. In Units of Mutual Funds - Unquoted At Cost	As at March 31, 2015		As at March 31, 2014	
	No. of Units	₹	No. of Units	₹
Milestone Real Estate Fund.	2438	24,38,000	2438	24,38,000
India REIT Mumbai Redevelopment Fund	70	70,00,000	45	45,00,000
ICICI Prudential Real Estate Scheme - 1	510000	51,09,222	510000	30,69,222
IDFC Super Save Income Fund - Growth	-	-	203089.671	60,00,000
BSL Short Term Opportunities Fund - Growth	710208.591	1,35,00,000	710208.591	1,35,00,000
Franklin Templeton India Income Opportunities Fund - Growth	1215340.034	1,65,00,000	1215340.034	1,65,00,000
Franklin Templeton India Short Term Income Plan - Growth	4134.641	1,00,00,000	4134.641	1,00,00,000
Franklin Templeton Floating Rate - Growth	-	-	364046.694	80,00,000
Reliance Dynamic Bond Fund - Growth	-	-	362785.467	60,00,000
Franklin Templeton Corporate Bond Opp Fund - Growth	667283.407	8812478	-	-
ICICI Prudential Long Term Gilt Fund	296576.554	12500000	-	-
Total		7,58,59,700		7,00,07,222
Total Non Current Investments (A+B+C)		62,24,77,540		62,00,21,896
Aggregate amount of quoted investments		19,92,740		1,17,44,837
Market Value of Quoted Investments		7,36,236		83,78,880
Aggregate amount of unquoted investments A+B (i)+C		62,07,39,800		60,85,32,059
Aggregate Provision for Diminution in value of Non - Current Investment		2,55,000		2,55,000

Note No: 14 Long Term Loans and Advances

(a) Security Deposits - Unsecured considered good	3,17,56,542	2,77,98,442
(b) Income Tax payments including Tax Deducted at Source (Net of Provision for Tax of ₹ 2,85,05,626/-)	87,77,074	1,39,00,983
(c) Capital Advances	69,32,588	2,09,70,796
(d) MAT Credit Entitlement	70,63,664	70,63,664
	5,45,29,868	6,97,33,885

Note No: 15 Current Investments #

#	Face Value (₹)	No. of Debentures	₹	
			No. of Debentures	₹
(i) In fully Paid up Debentures - Unquoted				
Peninsula Land Limited	750000	5	12,50,000	37,50,000
			12,50,000	37,50,000
(# To the extent Redeemable within 12 Months)				
Total Current Investments			12,50,000	37,50,000
Aggregate amount of quoted investments			-	-
Market Value of Quoted Investments			-	-
Aggregate amount of unquoted investments			12,50,000	37,50,000

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Note No: 16 Inventories		
(a) Stock in trade (Trading) (At the lower of Cost and Net Realizable Value)	41,07,716	45,14,543
(b) Real Estate Business:		
(i) Land & Structures (At the lower of Book and Net Realizable Value)	6,71,95,055	6,64,26,035
(ii) Land & Structures (At the lower of Cost and Net Realizable Value)	2,94,99,614	2,86,77,879
(iii) Unsold Flat (At the lower of Cost and Net Realizable Value)	1,85,40,974	1,85,40,974
(iv) Land (At the lower of Book and Net Realizable Value)	2,02,68,697	2,02,68,697
(c) Stores (At the lower of Cost and Net Realizable Value)	1,60,744	1,94,445
	<u>13,97,72,800</u>	<u>13,86,22,573</u>
Note No: 17 Trade Receivables - Unsecured considered Good:		
(i) Over six months - Note No. 32	13,59,52,640	13,64,64,274
(ii) Others	5,24,36,495	15,33,90,779
	<u>18,83,89,135</u>	<u>28,98,55,053</u>
Note No: 18 Cash and Bank Balances		
(i) Cash and Cash Equivalents:		
(a) Balances with Banks	27,62,654	72,10,235
(b) Cash on Hand	11,76,232	17,09,388
(ii) Earmarked balances with Banks Consists of Unclaimed Dividends ₹ 25,79,157/- & Bank Deposit with Maturity of more than 12 months ₹ 50,000/-)	26,29,157	24,84,866
	<u>65,68,043</u>	<u>1,14,04,489</u>
Note No: 19 Short Term Loans and advances Secured, Considered Good:		
Inter Corporate Deposit (Secured against Marketable Equity Shares and Land)- Net of Provision of ₹ 1,15,00,000/- for fall in value of Security)	1,29,08,778	9,31,16,402
Unsecured considered good:		
(a) Inter Corporate Deposits	5,00,00,000	-
(b) Advances Recoverable in Cash or in kind or for value to be received	32,46,314	22,89,385
(c) Loans to Subsidiary Company	85,50,000	-
	<u>7,47,05,092</u>	<u>9,54,05,787</u>

Name of the Company	Nature	Purpose	As at March 31, 2015		As at March 31, 2014	
			₹		₹	
PRABAL INVESTRADE P LTD (Net of Provision)	Secured	Working Capital		Already Due		9,08,778
RELIABLE HOME MAKERS & INFRA P LTD	Secured	Working Capital		before 30.06.2015		1,20,00,000
Lloyds Metal & Industry Limited	Unsecured	Working Capital		before 30.06.2015		4,00,00,000
Nine Globe Industry Pvt. Ltd.	Unsecured	Working Capital		before 30.06.2015		1,00,00,000
Modern India Property Developers Limited	Unsecured	Working Capital		On call		85,50,000

Note No: 20 Other Current Assets

Other Receivables (Including ₹ 2,85,000/- considered doubtful)	1,35,95,226	77,80,953
	<u>1,35,95,226</u>	<u>77,80,953</u>

Note No: 21 Contingent Liabilities:

Corporate Guarantee of USD 8 Mio given by the Company to Indian Overseas Bank, Hong Kong on behalf of Wholly Owned Subsidiary M/s. Modern International (Asia) Limited.	50,07,26,400	36,05,98,800
	<u>50,07,26,400</u>	<u>36,05,98,800</u>

Note No: 22 Capital & Other Commitments:

Estimated Value of Contracts in Capital Account remaining to be executed and not provided for (Net of Capital Advances of ₹ 69,32,588/-)	66,69,615	11,49,26,647
--	------------------	--------------

	2014-2015	2013-2014
	₹	₹
Note No: 23 Revenue from Operations		
(a) Sale of Products	53,50,00,402	1,44,13,22,317
(b) <u>Sale of Services:</u>		
(i) Vocational Training Fees	54,78,174	62,70,398
(ii) Income from Real Estate Business	2,57,150	2,40,000
(c) Other Operating Revenues		
Rent Income	1,85,73,817	7,75,41,856
	<u>55,93,09,543</u>	<u>1,52,53,74,571</u>
Note No: 24 Other Income		
(a) Interest Income	2,72,34,021	5,10,67,997
(b) Dividend Income (Note No. 31)	5,49,568	17,06,992
(c) Net gain on sale of investments:		
Profit on Sale of Non Current Investments	58,97,173	71,33,891
Profit on Sale of Current Investments	2,46,728	16,53,433
(d) Other Non-operating Income:		
(i) Commission	67,13,305	-
(ii) Provision no longer required Written Back	-	38,001
(iii) Profit on Sale of Fixed Assets	3,77,19,907	(2,51,540)
(iv) Miscellaneous income	19,34,046	1,12,79,220
	<u>8,02,94,748</u>	<u>7,26,27,994</u>
Note No: 25 (Increase) / Decrease in Inventories		
<u>Inventories at the end of the Year</u>		
(a) Traded Goods	41,07,716	45,14,543
(b) <u>Real Estate Business</u>		
(i) Land & Structure	6,64,06,288	-
Add: Expenses incurred during the year	7,88,767	-
	<u>6,71,95,055</u>	-
(ii) Land & Structure	2,86,77,879	-
Add: Expenses incurred during the year	8,21,734	-
	<u>2,94,99,613</u>	-
(iii) Unsold Flat	1,85,40,974	1,85,40,974
(iv) Land	2,02,68,697	2,02,68,697
(c) Stores	1,60,744	1,94,445
	<u>13,97,72,799</u>	<u>4,35,18,659</u>
<u>Inventories at the beginning of the Year</u>		
(a) Traded Goods	45,14,543	24,36,63,413
(b) <u>Real Estate Business</u>		
(i) Land & Structure	6,64,26,035	-
Less: Transferred to Fixed Assets	(19,747)	-
	<u>6,64,06,288</u>	-
(ii) Land & Structure	2,86,77,879	-
(iii) Unsold Flat	1,85,40,974	1,85,40,974
(iv) Land	2,02,68,697	2,02,68,697
(c) Stores	1,94,445	3,17,910
	<u>13,86,02,826</u>	<u>28,27,90,994</u>
(Increase) / Decrease in Inventories	<u>(11,69,973)</u>	<u>23,92,72,335</u>

	2014-2015	2013-2014
	₹	₹
Note No: 26 Employee Benefit Expenses:		
(Including Managerial Remuneration - Note No. 34)		
Salaries & Wages	3,46,58,420	3,31,48,506
Contribution to Provident and other funds	19,82,398	22,50,217
Gratuities	16,58,055	4,01,035
Staff Welfare Expenses	9,61,975	10,56,924
	<u>3,92,60,848</u>	<u>3,68,56,682</u>
Note No: 27 Finance Cost:		
Interest Expenses	1,87,54,107	2,10,40,339
Other Borrowing Cost	30,11,491	8,63,417
	<u>2,17,65,598</u>	<u>2,19,03,756</u>
Note No: 28 Other Expenses:		
Stores Consumed	43,099	1,02,684
Power & Fuel	25,66,340	15,24,629
Rent	63,28,563	3,06,104
Water Charges	13,56,036	13,89,737
Repairs to:		
Machinery	6,11,577	10,46,914
Buildings	5,39,970	31,67,892
Others	<u>17,92,706</u>	<u>1,92,423</u>
	29,44,253	44,07,229
Insurance	10,33,512	8,24,060
Rates and Taxes, excluding taxes on income	69,70,212	81,82,874
Travelling & Conveyance	65,35,545	81,03,501
Legal and Professional Charges	3,50,15,625	2,35,26,566
Donation - Note No. 33	1,89,478	1,76,000
Directors Sitting Fees	13,70,792	4,83,148
Directors Commission	52,421	4,25,000
Payment to Auditors:		
- Audit Fees	4,49,440	4,49,440
- Tax Audit Fees	56,180	56,180
- Other Services	2,75,282	1,72,473
- Reimbursement of expenses	<u>19,454</u>	<u>7,565</u>
	8,00,356	6,85,658
Advertisement Expenses	7,46,143	13,31,113
Miscellaneous Expenses	<u>1,54,50,020</u>	<u>1,84,53,472</u>
	<u>8,14,02,395</u>	<u>6,99,21,775</u>

Note No: 29 The Company has a long term investment of ₹ 15,00,00,000/- in Equity Shares of Modern India Property Developers Limited (MIPDL), a Wholly Owned Subsidiary of the Company. As per Audited Account of MIPDL, there is Accumulated loss of ₹ 5,93,54,403/- as at March 31, 2015 (Previous Year ₹ 6,03,48,632/-). During the current year MIPDL has made Profit after tax of ₹ 9,94,229/-. In view of the Long Term and strategic nature of investment, plans for new business initiatives and other ensuing business activity, the management is of the opinion that diminution in value of investment is temporary in nature and hence no provision is considered necessary in respect of the same.

Note No: 30 Exceptional item - ₹ 25,00,000/- represents that part of the provision made for secured Inter Corporate Deposit in earlier year which has now become excess.

Note No: 31 Dividend consists of dividend on (i) Current Investments ₹ 1,56,083/- and (ii) Non Current Investments ₹ 3,93,485/-.

Note No: 32 An amount of ₹ 13,59,52,640/- (Net of ₹ 93,59,114/- recovered till date) is outstanding as receivable in respect of Commodities Trading Transactions done on National Spot Exchange Limited (NSE). The Company has filed a representative suit in the Hon'ble Bombay High Court for recovery of the same. Ministry of Corporate Affairs (MCA) has been allowed to pass Order under Section 396 of the Companies Act, 1956 by 31st July, 2015. In the meanwhile various decrees have been passed by the High Court of Bombay against defaulters, including for sale of commodities and assets which are in process. Various agencies including Economic Offence Wing and Enforcement Directorate are also in process of liquidating assets of defaulters. However considering uncertainties involved in making any reliable estimate of amount recoverable provision if any, will be considered at an appropriate time on the basis of resultant outcome. Until then the dues are considered as good.

Note No: 33 During the year, the Company has Donated ₹ 1,50,000/- as a part of Corporate Social Responsibility to Indo American Society for conducting Medical & Economic Lectures & to Indian Institute of Technology, Mumbai for education purpose.

Note No: 34 Managing Director's Remuneration:	2014-15	2013-14
	₹	₹
(i) Salary	55,20,000	58,80,000
(ii) Contribution to Provident Fund	6,62,400	7,05,600
(iii) Perquisites	22,17,600	17,47,406
	<u>84,00,000</u>	<u>83,33,006</u>

Note No: 35 Defined Benefit Plan :

As per Actuarial Valuation as on March 31, 2015 and recognized in the Financial Statements in respect of Employee Benefit Schemes:

	31st March, 2015 (₹)		31st March, 2014 (₹)	
	Gratuity Non-Funded	Leave Encashment Non-Funded	Gratuity Non-Funded	Leave Encashment Non-Funded
I. Components of Employer Expenses				
(a) Current Service Cost	3,60,354	5,86,705	4,71,577	4,81,094
(b) Interest Cost	2,48,080	1,17,440	2,18,279	97,670
(c) Employee Contributions	-	-	-	-
(d) Expected Return on Plan Assets	-	-	-	-
(e) Past Service Cost / (Adjustments)	-	-	-	-
(f) Actuarial (Gain) / Loss	10,49,621	3,01,539	(2,88,821)	6,474
(g) Total Expense recognized in the Profit & Loss Account	16,58,055	10,05,684	4,01,035	5,85,238
II. Net Liability recognized in the Balance Sheet				
(a) Present Value of Defined Benefit Obligation as at the beginning of the year	31,01,000	14,68,000	27,57,000	15,59,000
(b) Fair Value of Plan Assets as at the close of the year	-	-	-	-
(c) Net Liability as at the close of the year	24,33,000	14,02,000	31,01,000	14,68,000
III. Change in Defined Benefit Obligation (DBO) during the Year ended				
(a) Present Value of Defined Benefit Obligation at the beginning of the year	31,01,000	14,68,000	27,57,000	15,59,000
(b) Current Service Cost	3,60,354	5,86,705	4,71,577	4,81,094
(c) Interest Cost	2,48,080	1,17,440	2,18,279	97,670
(d) Curtailment Cost / (Credit)	-	-	-	-
(e) Actuarial (Gain) / Loss	10,49,621	3,01,539	(2,88,821)	6,474
(f) Benefits Paid	(23,26,055)	(10,71,684)	(57,035)	(6,76,238)
(g) Present Value of Defined Benefit Obligation at the year end	24,33,000	14,02,000	31,01,000	14,68,000
IV. Change in the Fair Value of Plan Assets				
(a) Plan Assets at the beginning of the year	-	-	-	-
(b) Settlements	-	-	-	-
(c) Expected Return on Plan Assets	-	-	-	-
(d) Actuarial (Gain) / Loss	-	-	-	-
(e) Actual Company Contributions	23,26,055	10,71,684	57,035	6,76,238
(f) Benefits Paid	(23,26,055)	(10,71,684)	(57,035)	(6,76,238)
(g) Fair Value of Plan Assets as at the close of the year	-	-	-	-
V. Actuarial Assumptions:				
(a) Discount Rate(per annum)	8%	8%	8%	8%
(b) Expected Rate of Return on Assets (per annum)	8%	8%	8%	8%
(c) Rate of Increase in Compensation Levels (per annum)	6%	6%	6%	6%
(d) Mortality Table (LIC)	1994-96 (Ult)	1994-96 (Ult)	1994-96 (Ult)	1994-96 (Ult)

Other particulars relating to Management Pension, Post Retirement Medical Benefits and Pension Plan are not applicable to the Company.

Note No:36 Segment Information for the Year ended 31st March, 2015.

Primary Segment reporting - Business Segments

Particulars	Amount (₹)			
	Real Estate	Trading	Unallocable / Corporate	Total
A) Segment Revenue:				
External Sales / Income from Operations	2,57,150	53,49,33,363	2,41,19,030	55,93,09,543
	2,40,000	1,44,13,06,316	8,38,28,255	1,52,53,74,571
Other Income	-	67,13,305	7,35,81,443	8,02,94,748
	-	-	7,29,70,534	7,29,70,534
Total	2,57,150	54,16,46,668	9,77,00,473	63,96,04,291
	2,40,000	1,44,13,06,316	15,67,98,789	1,59,83,45,105
B) Segment Results:				
Profit/(Loss) before Depreciation, Taxes & exceptional items	2,57,150	(1,38,786)	(2,86,02,241)	(2,84,83,877)
	2,40,000	18,37,283	4,41,99,586	4,62,76,869
Depreciation	61,755	-	1,50,68,245	1,51,30,000
	49,976	-	1,54,56,261	1,55,06,237
Profit / (Loss) before Taxes and Exceptional items	1,95,395	(1,38,786)	(4,36,70,486)	(4,36,13,877)
	1,90,024	18,37,283	2,87,43,325	3,07,70,632
C) Other Information:				
Segment Assets	17,49,67,566	19,18,41,334	1,08,10,18,601	1,44,78,27,501
	16,85,75,739	29,36,91,215	95,18,49,067	1,41,41,16,021
Segment Liabilities	55,00,00,000	3,67,10,188	38,99,32,231	97,66,42,419
	55,00,00,000	14,24,42,082	21,84,83,040	91,09,25,122
Capital Expenditure	-	-	1,47,43,589	1,47,43,589
	-	-	1,65,45,711	1,65,45,711
Depreciation	61,755	-	1,50,68,245	1,51,30,000
	49,976	-	1,54,56,261	1,55,06,237
Non Cash Expenses other than		-	-	-
Depreciation		-	-	-

Previous Year's Figures are given in *Italics*

Notes:

- (i) The Company has identified Business Segments as primary segments. The Reportable Business Segments are: a) Trading - Consists of Trading in all Products and Commodities and b) Real Estate - comprising of Property Development and carrying on business or activities in real estate business of all types.
- (ii) Items of Revenue, Income and Expenses, Assets and Liabilities (including Borrowings, Provision for Taxation and Deferred Tax) which are not directly attributable / identifiable / allocable to business segments are shown as Unallocated / Corporate.

(iii) Secondary Segment information - Geographical Segments:

(Secondary segment disclosures are reported on the basis of geographical location of customers).

	Current Year			Previous Year		
	India	Rest of the world	Total	India	Rest of the world	Total
Revenue	559309543	-	559309543	1525374571	-	1525374571
Capital Expenditure	14743589	-	14743589	16545711	-	16545711
Carrying Amount of Segment Assets	1447827501	-	1447827501	1414116021	-	1414116021

Note No: 37 Value of Imported and Indigenous Stores and Spare parts consumed:

	Current Year		Previous Year	
	Value	Percentage	Value	Percentage
	₹		₹	
Stores and Spare parts				
Indigenous	43,099	100%	2,26,149	100%
Imported	-	-	-	-

Note No:38 Information in respect of Flats :

Class of Goods	Unit	Opening	Improvement/	Sales/	Closing
		Stock	Purchases	Transfers	Stock
Unsold Flats :	Nos.	1	-	-	1
	Nos.	1	-	-	1
	₹	1,85,40,974	-	-	1,85,40,974
	₹	1,85,40,974	-	-	1,85,40,974
Total Current Year	₹	1,85,40,974	-	-	1,85,40,974
Previous Year	₹	1,85,40,974	-	-	1,85,40,974

Note No:39 Information in respect of Goods Traded :(Major items)

Class of Goods	Unit	Opening	Purchases	Sales	Closing
		Stock			Stock
(a) Cloth	Mtrs.	-	25,18,887	25,18,887	-
	Mtrs.	-	35,18,192	35,18,192	-
	₹	-	52,67,91,191	53,46,85,974	-
	₹	-	60,51,42,499	61,42,33,335	-
(b) Commodities	Kgs.	-	-	-	-
	Kgs.	44,34,060	1,11,00,950	1,55,35,010	-
	₹	-	-	-	-
	₹	239448059	529359124	777875861	-

Note: Previous Years Figures are given in *Italics*

Note No: 40 Value of imports calculated on C. I. F. basis by the Company during the financial Year in respect of :-

	Current Year	Previous Year
	₹	₹
(i) Trading Goods	-	11,24,076
(ii) Capital Goods	10,74,64,079	46,503

Note No: 41 Earnings in Foreign Exchange in respect of :-

F. O. B. Value of Exports	52,312	8,491
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Note No: 42 Expenditure in Foreign Currency by the Company during the Financial Year in respect of :-

Other Matters	26,68,126	23,87,656
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Note No: 43 Earning Per Share:

Earning Per Share has been calculated as under:

(a) Profit / (Loss) After Taxation and Exceptional Items	(2,49,01,245)	4,06,38,150
(b) Number of Equity Shares Outstanding (Face Value ₹ 2/-)	3,75,42,750	3,75,42,750
(c) Earning per Share (Face Value of ₹ 2/- per share) - (a) / (b) (Basic and diluted)	(0.66)	1.08

Note No: 44 Disclosures as required by the Accounting Standard -18 on "Related Party Disclosure" are given below:
i) Related Parties and Relationships:
A) Where Control Exists: Subsidiaries

- (i) Modern India Property Developers Limited.
- (ii) Modern International (Asia) Ltd.
- (iii) Modern India Free Trade Warehousing Private Limited.
- (iv) Verifacts Services Pvt. Ltd.

B) Significant Influence :

- (i) Shree Rani Sati Investment & Finance Ltd.
- (ii) F. Pudumjee Investment Co. Pvt. Ltd.
- (iii) Modern Derivatives & Commodities Pvt. Ltd.
- (iv) Alcyone Trading Co. Pvt. Ltd.
- (v) Camellia Mercantile Pvt. Ltd.
- (vi) Candescent Traders Pvt. Ltd.
- (vii) Ignatutius trading Co. Pvt. Ltd.
- (viii) Sarat Leasing & Finance Pvt. Ltd.
- (ix) Vedant Mercantile Pvt. Ltd.
- (x) Buildmat Infra India Pvt. Ltd.

C) Key Management Personnel & Relatives :

- (i) Mr. Vijay Kumar Jatia - Chairman & Managing Director.
- (ii) Mrs. Gauri Jatia - Director.
- (iii) Mr. Vedant Jatia- Executive - Upto 31.05.2015
- (iv) Mr. Mudit Jatia - President
- (v) Mr. Sidhant Jatia - President

Note: In respect of above parties, there is no provision for doubtful debts as on March 31, 2015 and no amount has been written off or written back during the year in respect of debts due from / to them.

ii) Related Party Transactions: (Amount in ₹)

	Subsidiaries			Significant Influence		Total
	Modern India Property Developers Limited	Modern India Free Trade Warehousing Private Limited	Modern International (Asia) Ltd.	Shree Rani Sati Investment & Finance Ltd.	F. Pudumjee Investment Co. Pvt. Ltd.	
1. (a) Inter Corporate Deposit given	1,43,75,000	-	-	-	-	1,43,75,000
	1,06,60,000	2,10,07,607	-	1,00,00,000	2,77,00,000	6,93,67,607
(b) Repayment out of Deposit given	58,25,000	-	-	-	-	58,25,000
	1,06,60,000	2,10,07,607	-	1,00,00,000	2,77,00,000	6,93,67,607
(c) Amount of Deposit given outstanding at the year end	85,50,000	-	-	-	-	85,50,000
	-	-	-	-	-	-
(d) Inter Corporate Deposit taken	-	-	-	-	-	-
	-	-	-	5,65,00,000	11,58,00,000	17,23,00,000
(e) Repayment out of Deposit taken	-	-	-	-	-	-
	-	-	-	5,65,00,000	11,58,00,000	17,23,00,000
2. (a) Interest on Inter Corporate Deposit given	477360	-	-	-	-	4,77,360
	206977	2,41,072	-	-	-	4,48,049
(b) Amount of interest outstanding at the year end	-	-	-	-	-	-
	-	-	-	-	-	-
(c) Interest on Inter Corporate Deposit taken	-	-	-	-	-	-
	-	-	-	122620	18,55,685	19,78,305
3 Amount of Investments outstanding at the year end	15,00,00,000	4,77,55,000	5,53,89,100	-	-	25,31,44,100
	15,00,00,000	4,77,55,000	5,53,89,100	-	-	25,31,44,100
4 Guarantees Given	-	-	50,07,26,400	-	-	50,07,26,400
	-	-	36,05,98,800	-	-	36,05,98,800
Verifacts Services Pvt. Ltd						
5 Purchase / (Sale) of Shares	63,55,263	-	-	-	-	63,55,263
	8,57,50,000	-	-	-	-	8,57,50,000
6 Amount of Investments outstanding at the year end	29,12,36,000	-	-	-	-	29,12,36,000
	28,48,80,737	-	-	-	-	28,48,80,737

	Buildmat Infra India Pvt. Ltd.	Joint Venture	Key Managerial Personnel	Relatives of Key Managerial Personnel
1 (a) Share of (Loss) in the Joint Venture	-			-
	<i>(3,11,544)</i>			<i>(3,11,544)</i>
(b) Amount Outstanding at the year end	33,93,573			33,93,573
	33,93,573			33,93,573
2 Sale of Fixed Assets	18,83,250			18,83,250
3 Managerial Remuneration			84,00,000	84,00,000
			83,33,006	83,33,006
4 Directors Sitting Fees				1,00,000
				40,000
5 Salaries				96,19,568
				86,88,227

Note: Previous Year's Figures are given in *Italics*

Note No: 45 Figures of the previous year have been regrouped and rearranged wherever necessary.

Signature to Notes 1 to 45

As per our report attached
For K. S. Aiyar & Company
Chartered Accountants
Firm Reg. No. 100186W

Satish Kelkar
Partner
M. No. 38934

Mumbai, dated 11th May, 2015

Parind Badshah
Vice President & Company Secretary

N. K. Deora
Sr. Vice President & Chief Financial Officer

For and on behalf of the Board of Directors
V. K. Jatia
Chairman & Managing Director

Directors

A. Didwania	R. R. Doshi
P. K. Bubna	S. D. Israni
Gauri Jatia	K. Kalyaniwalla

Mumbai, dated 11th May, 2015

STATEMENT REGARDING SUBSIDIARY COMPANIES

Name of the Subsidiary Company	Financial Year of the Subsidiary Company Ended on	Extent of Holding Company's Interest	The Net aggregate amount of the Subsidiary Companies Profit/(Loss) so far as it concerns the Members of Modern India Limited. (Amount in Rupees)				Material changes, if any, between the end of the financial year of the Subsidiary Company and the Holding Company.
			Not dealt with in the Holding Company's Accounts		Dealt with in the Holding Company's Accounts		
			For the Financial year of the Subsidiary	For the previous Financial year since they became Subsidiary	For the Financial year of the Subsidiary	For the previous Financial year since they became Subsidiary	
Modern India Property Developers Limited	31st March, 2015	100%	994229	4546038	Nil	Nil	N.A.
Modern International (Asia) Limited.#	31st March, 2015	100%	11226242	9587616	Nil	Nil	N.A.
Modern India Free Trade Warehousing Pvt. Limited	31st March, 2015	51%	(31439)	(519899)	Nil	Nil	N.A.
Verifacts Services Private Limited	31st March, 2015	76%	3672721	11483034	Nil	Nil	N.A.
Particulars required under Section 212 of the Companies Act, 1956 in respect of Subsidiaries							
			Modern India Property Developers Limited	Modern International (Asia) Limited.#	Modern India Free Trade Warehousing Pvt. Limited	Verifacts Services Private Limited	Amount in (₹)
a) Capital			150000000	55389100	48000000	5000000	
b) Reserves			(59354403)	34517470	(2732116)	71847177	
c) Total Assets			99279622	161454825	45284739	94208552	
d) Total Liabilities			99279622	161454825	45284739	94208552	
e) Details of Investments			-	2292162	-	-	
f) Turnover			5049693	1421885334	-	148554904	
g) Profit before Taxation			1369229	11226242	(31439)	5862984	
h) Provision for Taxation			375000	-	-	2190263	
i) Profit after Taxation			994229	11226242	(31439)	3672721	
j) Proposed Dividend			-	-	-	-	

Figures in US Dollars are converted for Assets & Liabilities @ ₹ 62.23 & ₹ 62.88 respectively and at average rate (₹ 61.15) for income & expenses.

For and on behalf of the Board of Directors
V. K. Jatia
 Chairman & Managing Director

Parind Badshah
 Vice President & Company Secretary
N. K. Deora
 Sr. Vice President & Chief Financial Officer

Directors
A. Didwania
P. K. Bubna
Gauri Jatia

R. R. Doshi
S. D. Israni
K. Kalyaniwalla

Mumbai, dated 11th May, 2015



MODERN INDIA LTD

Independent Auditor's Report

To the Members of Modern India Limited

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of **Modern India Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (hereinafter collectively referred to as the "Group"), which comprise the Consolidated Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the

Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Basis for Qualified opinion

In case of Modern India Limited, receivables as on March 31, 2015 include an amount of ₹ 13,59,52,640 (net off ₹ 93,59,114 recovered till date) outstanding in respect of commodities trading transaction done on National Spot Exchange Limited (NSE). The company has filed a representative suit in the high court of Bombay for recovery of this amount. In the meanwhile various decrees have been passed by the High Court of Bombay against defaulters, including for sale of commodities and assets which are in process of implementation. Economic Offence Wing and Enforcement Directorate are also in process of liquidating assets of defaulters. Pending outcome of the legal suit and resolution of uncertainties involved, the management has considered the receivable as good for recovery. However, in the absence of appropriate audit evidence, we are unable to determine the extent of recovery possible in this case.

Qualified Opinion

In our opinion, except for the possible effects of the matters described in the Basis for qualified opinion paragraph and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2015, and its loss and its cash flows for the year ended on that date.

Other Matter

We did not audit the financial statement of certain subsidiaries included in the consolidated financial statements, whose financial statements reflect total assets of ₹ 40,02,27,738 as at March 31 2015; total revenues of ₹ 157,96,38,126 and net cash inflows aggregating to ₹ 76,14,513 for the year then ended. These financial statements have been audited by other auditors whose audit report(s) have been furnished to us by the management, and our opinion on the consolidated financial statements of the Group for the year then ended to the extent they relate to the financial statements not audited by us as stated in this paragraph is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above
- (f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, none of the other directors of the Group's companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 31 to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. In case of Holding company, There is a delay in transferring an amount of ₹ 1,70,984 on account of unclaimed dividend to the Investor Education and Protection Fund. – Refer Note no 10 to the consolidated financial statements.

For K.S. Aiyar & Co,

Chartered Accountants

ICAI Firm Registration No. 100186W

Satish K. Kelkar

Partner

Membership No.: 38934

Place: Mumbai

Date: 11th May, 2015

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date on the financial statements for the year ended on March 31, 2015 of the Group)

1. In case of Holding company, as per clause vii (c) of the Order, according to the information and explanations given to us, there is a delay by the Company in transferring ₹ 1,70,984 to Investor Education and Protection Fund in accordance with the provisions of Section 125 of Companies Act, 2013 and rules made thereunder
2. In case of Holding company, as per clause viii of the Order, the Company does not have accumulated losses at the end of the financial year. The company has incurred cash loss of ₹ 2,84,83,878 during the financial year covered by our audit. The Company does not have any cash losses in the immediately preceding financial year
3. In case of Modern India Free trade warehousing Pvt Ltd, a subsidiary, as per clause viii of the Order, the company has incurred cash losses during the current Financial Year as well as in the immediately preceding Financial Year however its accumulated losses are not more than fifty percent of its net worth as at the end of the Current Financial Year.
4. In case of Modern India Property Developers Limited, a subsidiary, as per clause viii of the Order, the accumulated losses of the company as on 31st March, 2015 is ₹ 5,93,54,403 and the same is not in excess of 50% of its net worth. The company has not incurred cash losses during the Financial Year covered by our audit nor in the immediately preceding Financial Year.

For K.S. Aiyar & Co,
Chartered Accountants
ICAI Firm Registration No. 100186W
Satish K. Kelkar
Partner
Membership No.: 38934

Place: Mumbai
Date: 11th May, 2015

(CONSOLIDATED)



BALANCE SHEET AS AT 31st MARCH, 2015

	Note No.	As at March 31 st , 2015	As at March 31 st , 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds:			
(a) Share Capital	2	7,50,85,930	7,50,85,930
(b) Reserves and Surplus	3	37,88,15,715	38,86,20,745
		<u>45,39,01,645</u>	<u>46,37,06,675</u>
(2) Minority Interest			
		1,86,16,220	1,77,34,767
(3) Non-current Liabilities:			
(a) Long-term Borrowings	4	6,01,377	9,13,34,587
(b) Deferred Tax Liabilities (Net)	5	-	23,57,150
(c) Other Long Term Liabilities	6	55,00,00,000	55,04,24,900
(d) Long-term Provisions	8	25,35,090	40,84,000
		<u>55,31,36,467</u>	<u>64,82,00,637</u>
(4) Current Liabilities:			
(a) Short-term Borrowings	9	32,52,55,598	28,30,07,975
(b) Trade Payables		4,42,89,986	14,17,87,578
(c) Other Current Liabilities	10	9,82,54,811	14,21,33,749
(d) Short-term Provisions	11	1,48,21,948	3,00,63,676
		<u>48,26,22,343</u>	<u>59,69,92,978</u>
TOTAL		<u>1,50,82,76,675</u>	<u>1,72,66,35,057</u>
II. ASSETS:			
(1) Non-current Assets			
(a) Fixed Assets	12		
(i) Tangible Assets		13,38,20,409	16,29,52,358
(ii) Intangible Assets		13,81,835	95,667
(iii) Capital work-in-progress		23,07,07,141	4,67,82,828
		<u>36,59,09,385</u>	<u>20,98,30,853</u>
(b) Goodwill on Consolidation		23,62,10,667	22,98,55,404
(c) Non-current Investments	13	8,06,44,602	8,53,31,371
(d) Deferred Tax Assets (Net)	5	1,47,39,992	-
(e) Long term Loans and Advances	14	8,01,50,875	9,86,71,986
(2) Current Assets:			
(a) Current Investments	15	12,50,000	37,50,000
(b) Inventories	16	13,97,72,800	13,86,22,573
(c) Trade Receivables	17	27,40,59,589	68,14,32,941
(d) Cash and Bank Balances	18	9,59,61,721	8,77,49,976
(e) Short term Loans and Advances	19	17,87,11,506	12,54,05,787
(f) Other Current Assets	20	4,08,65,538	6,59,84,166
		<u>73,06,21,154</u>	<u>1,10,29,45,443</u>
TOTAL		<u>1,50,82,76,675</u>	<u>1,72,66,35,057</u>
Significant Accounting Policies & Notes on Accounts	1 to 37		

As per our report attached
For K. S. Aiyar & Company
Chartered Accountants
Firm Reg. No. 100186W

Satish Kelkar
Partner
M. No. 38934

Mumbai, dated 11th May, 2015

Parind Badshah
Vice President & Company Secretary

N. K. Deora
Sr. Vice President & Chief Financial Officer

For and on behalf of the Board of Directors
V. K. Jatia
Chairman & Managing Director

Directors
A. Didwania **R. R. Doshi**
P. K. Bubna **S. D. Israni**
Gauri Jatia **K. Kalyaniwalla**

Mumbai, dated 11th May, 2015

(CONSOLIDATED)



Statement of Profit and Loss for the Year ended 31st March, 2015

		(Amount in ₹)	
	Note No.	2014-2015	2013-2014
I. Revenue from Operations	23	2,12,97,49,781	2,72,28,77,739
II. Other Income	24	8,90,15,276	8,21,00,185
III. Total (I + II)		<u>2,21,87,65,057</u>	<u>2,80,49,77,924</u>
IV. Expenses:			
(a) Purchase of Traded Goods		1,89,34,22,862	2,31,30,17,973
(b) Expenses on Back Ground Check Services		4,18,60,057	64,40,658
(c) Changes in inventories of Stock -in-trade	25	(11,69,973)	23,92,72,335
(d) Employee benefits expenses	26	11,84,06,916	4,86,32,556
(e) Finance Cost	27	3,96,07,422	3,65,66,628
(f) Depreciation and Amortization expenses	12	2,02,26,552	1,58,66,785
(g) Other expenses	28	13,12,92,678	9,68,58,140
Total		<u>2,24,36,46,514</u>	<u>2,75,66,55,075</u>
V. Profit / (Loss) before exceptional and extraordinary items and tax		(2,48,81,457)	4,83,22,849
VI. Exceptional item - Net	29	25,00,000	1,29,81,622
VII. Profit / (Loss) before extraordinary items and tax		(2,23,81,457)	6,13,04,471
VIII. Extraordinary Items		-	-
IX. Profit / (Loss) before Prior period Expenses and Tax		(2,23,81,457)	6,13,04,471
X. Prior Period Expenses - Interest		2,90,000	1,01,844
XI. Profit / (Loss) before Tax		(2,26,71,457)	6,12,02,627
XII Tax expense:			
(1) Current Tax (MAT)		25,65,263	1,39,41,317
Less: MAT Credit Entitlement		-	(24,81,000)
Net Current Tax		25,65,263	1,14,60,317
(2) Deferred Tax		(1,62,89,175)	(92,08,969)
(3) Tax Adjustments of prior years (Net)		76,542	32,04,072
Less: Minority Interest		8,81,453	6,58,268
XIII. Profit / (Loss) for the period after Tax		<u>(99,05,540)</u>	<u>5,50,88,939</u>
XVI Earnings per Equity Share	35		
(1) Basic		(0.26)	1.47
(2) Diluted		(0.26)	1.47
Significant Accounting Policies & Notes on Accounts	1 to 37		

As per our report attached
For K. S. Aiyar & Company
Chartered Accountants
Firm Reg. No. 100186W

Satish Kelkar
Partner
M. No. 38934

Mumbai, dated 11th May, 2015

Parind Badshah
Vice President & Company Secretary

N. K. Deora
Sr. Vice President & Chief Financial Officer

For and on behalf of the Board of Directors
V. K. Jatia
Chairman & Managing Director

Directors
A. Didwania **R. R. Doshi**
P. K. Bubna **S. D. Israni**
Gauri Jatia **K. Kalyaniwalla**

Mumbai, dated 11th May, 2015

(CONSOLIDATED)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015.

	(Amount in ₹)	
	2014-2015	2013-2014
A. Cash Flow From Operating Activities:		
Net Profit / (Loss)	<u>(90,24,087)</u>	5,57,47,207
Add / (Less) :		
Depreciation	2,02,26,552	1,58,66,785
Dividend Income	(5,49,568)	(17,06,992)
Profit on sale of Investment	(61,43,901)	(87,87,324)
Interest Income	(3,45,83,731)	(5,80,27,767)
Loss/(Profit) on sale of Fixed Assets	(3,77,19,907)	2,51,540
Interest Expenses	3,96,07,422	3,65,66,628
Provision for Doubtful Loans & Advances	(25,00,000)	1,40,00,000
Provision Written Back	-	-
Operating Profit/(Loss) before working Capital Changes	<u>(3,06,87,220)</u>	(18,37,130)
Increase/(Decrease) in Inventories	(11,50,227)	14,41,68,421
Increase/(Decrease) in Trade Receivables	40,73,73,352	(11,88,93,396)
Increase/(Decrease) in Trade payable	(9,74,97,592)	(44,13,275)
Increase/(Decrease) in long term loans and advances	91,59,469	3,07,47,238
Increase/(Decrease) in Other current assets	2,51,18,628	(6,45,47,021)
Increase/(Decrease) in Short term loans and advances	(5,57,45,465)	9,29,54,755
Increase/(Decrease) in Short term provisions	14,87,318	31,66,435
Increase/(Decrease) in Long term provisions	(15,48,910)	(1,53,000)
Increase/(Decrease) in Other Current Liabilities	24,23,936	28,96,20,509
Cash Generated from Operations	<u>25,89,33,288</u>	2,98,11,622
Direct Taxes Paid (Net)	(63,96,741)	11,28,41,779
Net Cash Used in Operating Activities	<u>25,25,36,547</u>	16,67,51,856
B. Cash Flow from Investing Activities:		
Purchase of Fixed Assets	(14,18,12,213)	2,81,21,781
Purchase of Investments	1,93,30,670	(24,94,75,733)
Loans given	49,39,746	12,59,99,790
Dividend income	5,49,568	17,06,992
Interest Received	3,45,83,731	5,80,27,767
Net Cash Used in Investing Activities	<u>(8,24,08,498)</u>	(3,56,19,403)
C. Cash Flow from Financing Activities:		
Repayment of Long Term Borrowings	(13,67,39,227)	8,59,38,316
Proceeds from Short Term Borrowings	4,22,47,623	(12,51,14,306)
Interest Paid	(3,96,07,422)	(3,65,66,628)
Dividend Paid	(2,19,61,570)	(2,18,16,561)
Net Cash from Financing Activities	<u>(15,60,60,596)</u>	(9,75,59,179)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	<u>1,40,67,454</u>	51,38,754
Opening Balance of Cash and Cash Equivalents	7,03,15,110	6,51,76,356
Closing Balance of Cash and Cash Equivalents	<u>8,43,82,564</u>	7,03,15,110
Net Increase/(Decrease) as disclosed above	<u>1,40,67,454</u>	51,38,754

As per our report attached
For **K. S. Aiyar & Company**
Chartered Accountants
Firm Reg. No. 100186W

Satish Kelkar
Partner
M. No. 38934

Mumbai, dated 11th May, 2015

Parind Badshah
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K. Kalyaniwalla

Mumbai, dated 11th May, 2015

Note No.1. SIGNIFICANT ACCOUNTING POLICIES**A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS :**

These financial statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAPP) under the historical cost convention on accrual basis. GAAP comprises mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ("Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting Policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the Accounting Policy hitherto in use.

B. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements comprise the individual financial statements of Modern India Limited ('The Company') and its wholly / partly owned subsidiaries as on 31.03.2015 and for the year ended on that date which are as under:

Name of the Entity	Financial Year of the Entity Ended On	Extent of Holding	Country of Incorporation
a) Modern India Property Developers Limited Wholly Owned Subsidiary	31st March, 2015	100%	India
b) Modern International (Asia) Limited Wholly Owned Subsidiary	31st March, 2015	100%	Hong Kong
c) Modern India Free Trade Warehousing Pvt. Ltd. Partly Owned Subsidiary	31st March, 2015	51%	India
d) Verifacts Services Private Limited Partly Owned Subsidiary	31st March, 2015	76%	India

- (i) The financial statements of the Company and its Subsidiary Companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses after fully eliminating intra - group balances and intra - group transactions in accordance with Accounting Standard (AS - 21) - " Consolidated Financial Statements" notified by the Companies (Accounting Standards) Rules, 2006.
- (ii) The Company's investments in Equity shares of Subsidiaries are accounted for under the equity method and its share of pre-acquisition profit is reflected as goodwill in accordance with the Accounting Standard 23 on 'Accounting for investments in Associates in Consolidated Financial Statements' notified by the Companies (Accounting Standards) Rules, 2006.
- (iii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

- (iv) The excess of cost to the Company, of its investments in the subsidiaries over the Company's portion of equity is recognized as Goodwill in these financial statements.
- (v) Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to minorities at the date on which investment in a subsidiary is made. Minority interest's share of net profit / loss for the year of the consolidated subsidiaries is identified and adjusted against the profit after tax of the consolidated entity.
- (vi) Financial statements of Foreign Subsidiary has been converted in Indian Rupees at the following Exchange Rate.
 - (a) Revenues and Expenses: At the average exchange rate during the year.
 - (b) Current Assets and Current Liabilities: At Exchange Rate prevailing at the end of the year.
 - (c) Fixed Assets : At Exchange rate prevailing at the end of the year.

Any exchange difference arising on consolidation is recognized in the Foreign Currency Translation Reserve.

C. FIXED ASSETS :

(i) Tangible Assets;

Tangible Assets are stated at the cost of acquisition including the expenses relating to acquisition, erection, construction, and interest upto the date of installation / completion of construction of the assets less accumulated depreciation and impairment, if any. Capital Work-in-Progress comprises of Cost of acquisition, erection, construction and interest in respect of assets that are not yet ready for their intended use on the reporting date.

(ii) Intangible Assets;

Intangible assets acquired separately are stated at cost. Intangible assets are carried at cost less accumulated amortization. Internally generated intangible assets are not capitalized.

D. DEPRECIATION / AMORTIZATION:

(i) Tangible Assets;

Depreciation is provided at the rates and in the manner specified in Schedule II to the Companies Act, 2013 as under:

- (i) on Plant and Machinery, on Written Down Value Method.
- (ii) on Residential Flats, on Straight Line Method.
- (iii) on other assets, on Written Down Value Method.

(ii) Intangible Assets;

Intangible assets are amortized on a straight line basis over their estimated useful economic life. The company uses a rebuttable presumption that the useful economic life of an intangible asset will not exceed three years from the date when the asset is available for use.

E. INVESTMENTS:

- (i) Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current (long-term) investments.
- (ii) Current investments are carried in the financial statements at lower of cost and fair value. Non current investments are carried at cost. Provision for diminution in value of non current investment is made to recognize a decline other than temporary in their value.
- (iii) On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

F. INVENTORIES are valued as under:

- (i) Trading Goods : At lower of Cost and Net Realizable Value
- (ii) Stores / Consumables : At lower of Cost and Net Realizable Value

Cost is arrived at on FIFO basis and includes costs incurred in bringing the inventories to their present location and condition.

(iii) Real Estate Business:

- (a) Land & Structures : At lower of Book and Net Realizable Value
- (b) Land & Structures : At lower of Cost and Net Realizable Value
- (c) Unsold Flat : At lower of Cost and Net Realizable Value
- (d) Land : At lower of Book and Net Realizable Value

G. REVENUE RECOGNITION:

- (i) Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Sales taxes and value added taxes (VAT) are excluded from revenue. Sales of flats are accounted at contracted rate on handing over the possession. Revenue from Commodities Trading is recognized at the time of contracted date of delivery.
- (ii) Income from Vocational Training Fees is recognized on the basis of completed period in respect of each course / semester as compared with the total duration of the same. Revenue from Exhibitions are recognized on completion of the respective events.
- (iii) Income other than Sales is recognized, wherever applicable, in terms of agreements with concerned parties over the period of the contract as and when services are rendered. Service tax is excluded from revenue.
- (iv) Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. Dividend income is recognized when the Company's right to receive dividend is established.

H. FINANCE COSTS:

- (i) Finance cost includes interest, ancillary costs in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
- (ii) Finance costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

I. EMPLOYEE BENEFITS:

(i) **Defined Contribution Plan:**

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund and applicable charges are charged to the statement of profit and loss of the year on due basis. The company has no obligation, other than the contribution payable to the provident fund.

(ii) **Defined Benefit Plan:**

Retirement Benefit in the form of Gratuity is considered as Defined Benefit Obligation and is provided on the basis of Actuarial Valuation using the Projected Unit Credit Method as at the date of Balance Sheet.

(iii) **Other Benefits:**

Accumulated leave which is expected to be utilized within the next 12 months is treated as short term employee benefit. Accumulated leave which is expected to be utilized beyond 12 months from the end of the year is treated as long term employee benefit. The Company's liability is actuarially determined using the Projected Unit Credit Method as at the date of Balance Sheet.

Actuarial Gains / Losses are recognized in the Statement of Profit and Loss in the year in which they arise.

J. FOREIGN CURRENCY TRANSLATIONS:

Transactions in Foreign Currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences on monetary items are recognized in the Statement of Profit and Loss of the year in which they arise. Balances at the year end are accounted for as under:

- (i) Investments in Shares of Foreign Subsidiary Company incorporated outside India are expressed in Indian Currency at the rates of exchange prevailing at the time when the Investments were made.
- (ii) Monetary items in the form of current assets and current liabilities in foreign currency outstanding at the close of the year, are converted in Indian Currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet. Resultant gain or loss is recognized in the Statement of Profit and Loss.

K. TAX EXPENSE COMPRISES CURRENT AND DEFERRED TAX

- (i) Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the

Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward.

- (ii) Deferred Tax is recognized subject to the consideration of prudence, on timing differences, being the difference between taxable profits and book profits that originate in one year and are capable of reversal in one or more subsequent years, using the tax rates and laws that have been enacted or substantively enacted as at the Balance Sheet date. Deferred Tax Assets are recognized to the extent there is virtual certainty that these assets can be realized in future. Net Deferred Tax Liability is arrived after set off of Deferred Tax Assets.

L. SEGMENT REPORTING:

Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis have been included under "Unallocable / Corporate".

M. EARNINGS PER SHARE:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

N. PROVISIONS & CONTINGENCIES:

A Provision is recognized when there is a present obligation as a result of a past event if it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the year end date. Contingent Liabilities are not recognized but are disclosed in the financial statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

O. IMPAIRMENT OF ASSETS:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Goodwill arising on Consolidation is tested for impairment at every reporting period.

P. USE OF ESTIMATES:

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

Note No: 2 Share Capital

	As at March 31, 2015		As at March 31, 2014	
	Number	₹	Number	₹
Authorized:				
Preference Shares of ₹ 100/- each	10,000	10,00,000	10,000	10,00,000
Equity Shares of ₹ 2/- each	12,45,00,000	24,90,00,000	12,45,00,000	24,90,00,000
		<u>25,00,00,000</u>		<u>25,00,00,000</u>
Issued:				
Equity Shares of ₹ 2/- each	3,75,47,000	7,50,94,000	3,75,47,000	7,50,94,000
		<u>7,50,94,000</u>		<u>7,50,94,000</u>
Subscribed & Fully Paid up:				
Equity Shares of ₹ 2/- each	3,75,42,750	7,50,85,500	3,75,42,750	7,50,85,500
		<u>75,085,500</u>		<u>75,085,500</u>
Forfeited Equity Shares - Amount originally Paid up		430		430
TOTAL		<u>7,50,85,930</u>		<u>7,50,85,930</u>

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.**Equity Shares**

Shares outstanding at the beginning of the year	3,75,42,750	7,50,85,500	3,75,42,750	7,50,85,500
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	3,75,42,750	7,50,85,500	3,75,42,750	7,50,85,500

(b) Terms / Rights attached to Equity Shares:

The Company has only one class of Equity Shares having a par value of ₹ 2/- per Share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees and every equity share is entitled to the same rate of dividend.

(c) Details of shareholders holding more than 5% shares in the Company

	No. of Equity Shares held	No. of Equity Shares held
Shree Ranisati Investment & Finance Ltd	82,99,108	82,99,108
Sarat Leasing & Finance Pvt Ltd	77,07,500	77,07,500
F Pudumjee Investment Company Pvt Ltd	57,72,008	57,72,008

Note No: 3 Reserves and Surplus**(i) Capital Reserve**

As per last Balance Sheet	2,31,43,666	2,31,43,666
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(ii) Capital Redemption Reserve

As per last Balance Sheet	8,91,050	8,91,050
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(iii) Other Reserve - General Reserve

As per last Balance Sheet	3,17,59,000	2,76,95,000
Add: Transfer from Statement of Profit and Loss	-	40,64,000
Closing Balance	<u>3,17,59,000</u>	<u>3,17,59,000</u>

(iv) Foreign Currency Translation Reserve

AS per last Balance Sheet	2,19,53,092	15,392,085
Add: Amounts arising during the Year	79,41,026	6,561,007
	<u>2,98,94,118</u>	<u>21,953,092</u>

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(iv) Surplus:		
As per last Balance Sheet	31,19,45,890	28,28,82,520
Less: Impact of Depreciation / Amortization - Net of Deferred Tax (Note No.12)	<u>24,02,841</u>	-
	30,95,43,049	28,28,82,520
Add: Profit / (Loss) for the Current Year	<u>(99,05,540)</u>	5,50,88,939
	29,96,37,509	33,79,71,459
Less: Proposed Dividend on Equity Shares @ 6%, ₹ 0.12 per share.	45,05,130	1,87,71,375
Less: Tax on Distributed Profits	9,17,141	31,90,195
Less: Transfer to General Reserve	-	40,64,000
Closing Balance	<u>29,42,15,238</u>	31,19,45,889
Less: Loss Attributable to Minority Interest	<u>(10,87,357)</u>	<u>(10,71,952)</u>
Total of Reserves and Surplus	<u>37,88,15,715</u>	<u>38,86,20,745</u>

Note No: 4 Long Term Borrowings**Secured:**

(a) Term Loan from Bank	-	8,93,92,392
(b) Car Finance Loans from Bank	<u>6,01,377</u>	19,42,195
Total of Long Term Borrowings	<u>6,01,377</u>	<u>9,13,34,587</u>

Car finance Loans from Bank were taken during the financial year 2013-14 and are repayable in 36 monthly instalments with interest. These loans are secured by hypothecation of specific Vehicles acquired. The rate of interest is 10.50% and last instalment is due on August - 2016.

Note No: 5 Deferred Tax (Assets) / Liabilities (Net):**Deferred Tax Liabilities**

(i) Difference between Net Block of Fixed Assets	1,29,40,282	35,05,362
(ii) Capital Gains Tax Liability	<u>3,40,565</u>	3,34,200
Gross Deferred Tax Liability	<u>1,32,80,847</u>	<u>38,39,562</u>

Deferred Tax Assets

(i) Expenditure under section 43B of the Income Tax Act, 1961	4,54,879	4,76,293
(ii) Unabsorbed Depreciation / Business Loss	2,67,61,537	-
(ii) Others	<u>8,04,423</u>	10,06,119
Gross Deferred Tax Assets	<u>2,80,20,839</u>	14,82,412
Net Deferred Tax (Assets) / Liabilities	<u>(1,47,39,992)</u>	<u>23,57,150</u>

Deferred Tax Assets is recognized on the basis of future income from development of Stock in Trade of Real Estate Business and from sale of Residential Flats.

Note No: 6 Other Long Term Liabilities**Unsecured:**

Security Deposits	(*) 55,00,00,000	55,04,24,900
	<u>55,00,00,000</u>	<u>55,04,24,900</u>

(*) Repayment of Deposits of ₹ 55,00,00,000/- is dependent on development of some of the properties in Mumbai. The deposits do not carry any interest.

As at March 31, 2015

As at March 31, 2014

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₹

Note No: 7 Details of dues to Micro and Small Enterprises as required under section 22 of MSMED Act, 2006.

There are no Micro and Small Enterprises to whom the Company owes dues, which are outstanding for more than 30 days as at the Balance Sheet date. Further, the Company has not paid any interest to any Micro and Small Enterprise during the accounting year, nor is any interest payable to any Micro and Small Enterprise as at the Balance Sheet Date. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the Auditors.

Note No: 8 Long Term Provisions**Provision for Employee Benefits**

Gratuity (Unfunded)	18,20,090	28,51,000
Leave Encashment (Unfunded)	7,15,000	12,33,000
	<u>25,35,090</u>	<u>40,84,000</u>

Note No: 9 Short Term Borrowings**Secured: #**

(a) Loan Repayable on Demand		
From Bank	2,52,55,598	27,97,77,861
(b) From Others	30,00,00,000	-

Unsecured

Loans & Advances from Related Party - repayable on Demand	-	32,30,114
Total Short Term Borrowings	<u>32,52,55,598</u>	<u>28,30,07,975</u>

Secured by (a) hypothecation of Investments in Units of Mutual Funds and (b) by mortgage of part of Land & Building at Mahalaxmi, Mumbai. The rate of Interest is 12.50% to 12.75% and is repayable within 12 months from the date of first disbursement.

Note No: 10 Other Current Liabilities**Secured:**

(a) Current Maturities of Term Loan	-	2,62,66,803
(b) Current Maturities of Car Finance Loans	13,40,817	17,79,640

Unsecured:

(a) Current Maturities of Long Term Debt	-	1,97,56,944
(b) Deposits	8,76,728	1,90,49,926
(c) Income Received in Advance	4,08,283	15,91,724
(d) Unpaid Dividends #	25,79,157	24,34,866
(e) Other payables - Statutory Dues	15,60,114	31,36,160
(f) Other Liabilities	9,14,89,712	6,81,17,686
	<u>9,82,54,811</u>	<u>14,21,33,749</u>

A sum of ₹ 1,70,984/- remained to be transferred to Investors Education and Protection Fund as on March 31, 2015. This sum has since then been transferred.

Note No: 11 Short Term Provisions

(a) Provision for Employee Benefits	79,00,403	66,98,085
(b) Proposed Dividend	45,05,130	1,87,71,375
(c) Tax on Distributed Profits	9,17,141	31,90,195
(d) Provision for Wealth Tax	12,14,274	14,04,021
(e) Others	2,85,000	-
	<u>1,48,21,948</u>	<u>3,00,63,676</u>

As at March 31, 2015

As at March 31, 2014

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Note No: 12 FIXED ASSETS											
DESCRIPTION	GROSS BLOCK - AT COST				DEPRECIATION / AMORTIZATION					NET BLOCK	
	As At 01.04.2015	Additions	Disposals/ Transfers	As At 31.03.2015	As At 01.04.2014	For the Year #	Transfer from Surplus#	On disposals/ Transfers	Upto 31.03.2015	As At 31.03.2015	As At 31.03.2014
	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
A Tangible Assets											
Land *	2,99,11,970	19747	-	2,99,31,717	-	-	-	-	-	2,99,31,717	2,99,11,970
	<i>2,41,37,917</i>	<i>60,04,167</i>	<i>230114</i>	<i>2,99,11,970</i>	-	-	-	-	-	<i>2,99,11,970</i>	<i>2,41,37,917</i>
Buildings *	8,92,34,310	3832400	1,96,09,497	7,34,57,213	1,23,42,760	1530382	-	4,07,945	1,34,65,197	5,99,92,016	7,68,91,550
	<i>21,65,76,796</i>	<i>0</i>	<i>12,73,42,486</i>	<i>8,92,34,310</i>	<i>7,38,16,501</i>	<i>3881084</i>	-	<i>6,53,54,825</i>	<i>1,23,42,760</i>	<i>7,68,91,550</i>	<i>14,27,60,295</i>
Plant and Equipments @	9,76,80,025	6734332	80,58,239	9,63,56,118	6,81,33,068	9472977	22,74,857	57,32,311	7,41,48,591	2,22,07,527	2,95,46,957
	<i>9,51,53,512</i>	<i>2526513</i>	-	<i>9,76,80,025</i>	<i>6,14,69,689</i>	<i>6663379</i>	-	-	<i>6,81,33,068</i>	<i>2,95,46,957</i>	<i>3,36,83,823</i>
Furniture and Fixtures	3,30,54,063	\$ 8647218	1,28,18,329	2,88,82,952	2,46,91,476	3040811	9,35,950	1,10,43,594	1,76,24,643	1,12,58,309	83,62,587
	<i>3,30,21,913</i>	<i>32150</i>	-	<i>3,30,54,063</i>	<i>2,30,52,461</i>	<i>1639015</i>	-	-	<i>2,46,91,476</i>	<i>83,62,587</i>	<i>99,69,452</i>
Vehicles	3,29,52,855	1870974	64,87,590	2,83,36,239	1,47,13,561	5902426	-	27,10,588	1,79,05,399	1,04,30,840	1,82,39,294
	<i>2,81,71,851</i>	<i>10182010</i>	<i>54,01,006</i>	<i>3,29,52,855</i>	<i>1,34,36,465</i>	<i>5248784</i>	-	<i>39,71,688</i>	<i>1,47,13,561</i>	<i>1,82,39,294</i>	<i>1,47,35,386</i>
TOTAL (A)	28,28,33,223	2,11,04,671	4,69,73,655	25,69,64,239	11,98,80,865	1,99,46,596	32,10,807	1,98,94,438	12,31,43,830	13,38,20,409	16,29,52,358
	<i>39,70,61,989</i>	<i>1,87,44,840</i>	<i>13,29,73,606</i>	<i>28,28,33,223</i>	<i>17,17,75,116</i>	<i>1,74,32,262</i>	-	<i>6,93,26,513</i>	<i>11,98,80,865</i>	<i>16,29,52,358</i>	<i>22,52,86,873</i>
@ Includes Office Equipments											
B Intangible Assets:											
Brands / Trade Marks	7,81,867	-	-	7,81,867	7,81,867	-	-	-	7,81,867	-	-
	<i>7,81,867</i>			<i>7,81,867</i>	<i>7,81,867</i>				<i>7,81,867</i>		
Computer Software	16,51,311	1657157	103254	32,05,214	15,55,644	279956	-	12221	18,23,379	13,81,835	95,667
	<i>15,48,057</i>	<i>103254</i>	-	<i>16,51,311</i>	<i>12,38,775</i>	<i>316869</i>			<i>15,55,644</i>	<i>95,667</i>	<i>3,09,282</i>
TOTAL (B)	24,33,178	16,57,157	103254	39,87,081	23,37,511	2,79,956	-	12221	26,05,246	13,81,835	95,667
	<i>23,29,924</i>	<i>1,03,254</i>	-	<i>24,33,178</i>	<i>20,20,642</i>	<i>3,16,869</i>	-	-	<i>23,37,511</i>	<i>95,667</i>	<i>3,09,282</i>
TOTAL (A + B)	28,52,66,401	2,27,61,828	4,70,76,909	26,09,51,320	12,22,18,376	2,02,26,552	32,10,807	1,99,06,659	12,57,49,076	13,52,02,244	16,30,48,025
Previous Year	<i>39,93,91,913</i>	<i>1,88,48,094</i>	<i>13,29,73,606</i>	<i>28,52,66,401</i>	<i>17,37,95,758</i>	<i>1,77,49,131</i>	-	<i>6,93,26,513</i>	<i>12,22,18,376</i>	<i>16,30,48,025</i>	<i>22,55,96,155</i>
Capital Work In progress										23,07,07,141	4,64,92,828

Figures for the previous year are given in italics

(#) During the year, the Company has revised depreciation rates on tangible fixed assets as per useful life specified in Schedule II of The Companies Act, 2013. Accordingly depreciation of ₹ 32,10,807/- on account of tangible fixed assets whose useful life has already exhausted as on 1st April, 2014 (Less: Deferred Tax of Rs. 8,07,967/- thereon) i.e. ₹ 24,02,840/- has been adjusted against the opening balance of surplus. Had there not been any change in useful life of tangible fixed assets, depreciation for the year ended 31st March, 2015 would have been lower by ₹ 38,42,350/-.

(*) The amount of Opening Gross Block of (i) Land and (ii) Buildings is after transfer made during the year ended 31.03.2014 of Land ₹ 2,30,114 and Buildings ₹ 6,19,87,661 to Stock in trade of Real Estate Business.

(§) Additions of Furniture and Fixtures includes ₹ 7,98,559/- being Written Down Value of old Furniture which was scrapped and whose material has been used in these additions.

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Note No: 13 Non - Current Investments	As at March 31, 2015			As at March 31, 2014	
	Face Value (₹)	No. of Shares	₹	No. of Shares	₹
A. Trade Investments: Fully Paid At Cost in Associate Company-Unquoted					
(a) In Equity Instruments					
Guangzhou Modern Trading Co. Limited			<u>22,92,162</u>		<u>30,79,312</u>
Total of Trade Investments - Unquoted			<u>22,92,162</u>		<u>30,79,312</u>
	Face Value (₹)	No. of Shares	₹	No. of Shares	₹
B. Other Investments: At Cost-Unquoted					
(i) In Fully paid up Equity Instruments of Companies - Unquoted					
Equity Shares of The Shamrao Vithal Co-op Bank Ltd.	25	20000	<u>5,00,000</u>	20000	<u>5,00,000</u>
			<u>5,00,000</u>		<u>5,00,000</u>
Total of Other Investments - Unquoted			<u>5,00,000</u>		<u>5,00,000</u>
	Face Value (₹)	No. of Shares	₹	No. of Shares	₹
(ii) In Fully paid up Equity Instruments of Companies - Quoted					
Shipping Corpn of India Ltd	10	12,841	17,97,740	12,841	17,97,740
MOIL Ltd	10	520	1,95,000	520	1,95,000
PTL Ltd	2	-	-	2,99,000	97,52,097
Total			<u>19,92,740</u>		<u>1,17,44,837</u>
C. In Units of Mutual Funds - Unquoted At Cost		No. of Units	₹	No. of Units	₹
Milestone Real Estate Fund.		2438	24,38,000	2438	24,38,000
India REIT Mumbai Redevelopment Fund		70	70,00,000	45	45,00,000
ICICI Prudential Real Estate Scheme - 1		510000	51,09,222	510000	30,69,222
IDFC Super Save Income Fund - Growth		-	-	203089.671	60,00,000
BSL Short Term Opportunities Fund - Growth		710208.591	1,35,00,000	710208.591	1,35,00,000
Franklin Templeton India Income Opportunities Fund - Growth		1215340.034	1,65,00,000	1215340.034	1,65,00,000
Franklin Templeton India Short Term Income Plan - Growth		4134.641	1,00,00,000	4134.641	1,00,00,000
Franklin Templeton Floating Rate - Growth		-	-	364046.694	80,00,000
Reliance Dynamic Bond Fund - Growth		-	-	362785.467	60,00,000
Franklin Templeton Corporate Bond Opp Fund - Growth		667283.407	8812478	-	-
ICICI Prudential Long Term Gilt Fund		296576.554	12500000	-	-
Total			<u>7,58,59,700</u>		<u>7,00,07,222</u>
Total Non Current Investments (A+B+C)			<u>8,06,44,602</u>		<u>8,53,31,371</u>
Aggregate amount of quoted investments			19,92,740		1,17,44,837
Market Value of Quoted Investments			7,36,236		83,78,880
Aggregate amount of unquoted investments A+B (i)+C			7,66,14,700		7,38,41,534
Aggregate Provision for Diminution in value of Non - Current Investment			2,55,000		2,55,000

	As at March 31, 2015		As at March 31, 2014	
	₹		₹	
Note No: 14 Long Term Loans and Advances				
(a) Security Deposits - Unsecured considered good		3,54,01,283		3,05,22,544
(b) Income Tax payments including Tax Deducted at Source (Net of Provision for Tax of ₹ 2,85,05,626/-)		3,07,53,340		4,01,14,982
(c) Capital Advances		69,32,588		2,09,70,796
(d) MAT Credit Entitlement		70,63,664		70,63,664
		<u>8,01,50,875</u>		<u>9,86,71,986</u>
Note No: 15 Current Investments (#)				
	Face Value (₹)	No. of Debentures		No. of Debentures
(i) In fully Paid up Debentures - Unquoted				
Peninsula Land Limited	750000	5	12,50,000	5 37,50,000
			<u>12,50,000</u>	<u>37,50,000</u>
(# To the extent Redeemable within 12 Months)				
Total Current Investments			<u>12,50,000</u>	<u>37,50,000</u>
Aggregate amount of quoted investments			-	-
Market Value of Quoted Investments			-	-
Aggregate amount of unquoted investments			<u>12,50,000</u>	<u>37,50,000</u>
Note No: 16 Inventories				
(a) Stock in trade (Trading) (At the lower of Cost and Net Realizable Value)			41,07,716	45,14,543
(b) Real Estate Business:				
(i) Land & Structures (At the lower of Book and Net Realizable Value)			6,71,95,055	6,64,26,035
(ii) Land & Structures (At the lower of Cost and Net Realizable Value)			2,94,99,614	2,86,77,879
(iii) Unsold Flat (At the lower of Cost and Net Realizable Value)			1,85,40,974	1,85,40,974
(iv) Land (At the lower of Book and Net Realizable Value)			2,02,68,697	2,02,68,697
(c) Stores (At the lower of Cost and Net Realizable Value)			1,60,744	1,94,445
			<u>13,97,72,800</u>	<u>13,86,22,573</u>
Note No: 17 Trade Receivables - Unsecured considered Good:				
(i) Over six months - Note No. 31			14,20,14,319	13,64,64,274
(ii) Others			13,20,45,270	54,49,68,667
			<u>27,40,59,589</u>	<u>68,14,32,941</u>

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	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Note No: 18 Cash and Bank Balances		
(i) Cash and Cash Equivalents:		
(a) Balances with Banks	81,63,187	91,25,193
(b) Cash on Hand	14,53,705	19,76,184
(c) Units of Liquid Mutual Funds	90,00,000	1,50,00,000
(ii) Earmarked balances with Banks	7,73,44,829	6,16,48,599
Consists of Unclaimed Dividends ₹. 25,79,157/- & Bank Deposit with Maturity of more than 12 months ₹.50,000/-)		
	<u>9,59,61,721</u>	<u>8,77,49,976</u>
Note No: 19 Short Term Loans and advances		
Secured, Considered Good:		
Inter Corporate Deposit	1,29,08,778	9,31,16,402
(Secured against Marketable Equity Shares and Land) -Net of Provision of ₹ 1,15,00,000/- for fall in value of Security)		
Unsecured considered good:		
(a) Inter Corporate Deposits	10,77,67,878	3,00,00,000
(b) Advances Recoverable in Cash or in kind or for value to be received	5,80,34,850	22,89,385
	<u>17,87,11,506</u>	<u>12,54,05,787</u>
Note No: 20 Other Current Assets		
Other Receivables	4,08,65,538	6,59,84,166
(Including ₹. 2,85,000/- considered doubtful)		
	<u>4,08,65,538</u>	<u>6,59,84,166</u>
Note No: 21 Contingent Liabilities:		
Corporate Guarantee of USD 8 Mio given by the Company to Indian Overseas Bank, Hong Kong on behalf of Wholly Owned Subsidiary M/s. Modern International (Asia) Limited.	50,07,26,400	36,05,98,800
	<u>50,07,26,400</u>	<u>36,05,98,800</u>
Note No: 22 Capital & Other Commitments:		
Estimated Value of Contracts in Capital Account remaining to be executed and not provided for (Net of Capital Advances of ₹. 69,32,588/-)	66,69,615	11,49,26,647

	2014-2015	2013-2014
	₹	₹
Note No: 23 Revenue from Operations		
(a) Sale of Products	1,95,68,85,736	2,61,55,69,721
(b) <u>Sale of Services:</u>		
(i) Income from Background Check Services	14,85,54,904	2,29,82,571
(ii) Vocational Training Fees	54,78,174	62,70,398
(iii) Income from Real Estate Business	2,57,150	2,40,000
(iv) Income from Business Centre	-	2,73,193
(c) Other Operating Revenues		
Rent Income	1,85,73,817	7,75,41,856
	<u>2,12,97,49,781</u>	<u>2,72,28,77,739</u>
Note No: 24 Other Income		
(a) Interest Income	3,45,83,731	5,80,27,767
(b) Dividend Income (Note No. 30)	5,49,568	17,06,992
(c) Net gain on sale of investments:		
Profit on sale of Non Current Investments	58,97,173	71,33,891
Profit on sale of Current Investments	2,46,728	16,53,433
Profit on Sale of Property	4,90,500	17,26,500
(d) Other Non-operating Income:		
(i) Commission	67,13,305	-
(ii) Provision no longer required Written Back	3,274	7,46,572
(iii) Profit on Sale of Fixed Assets	3,77,19,907	(2,51,540)
(iv) Miscellaneous income	28,11,090	1,13,56,570
	<u>8,90,15,276</u>	<u>8,21,00,185</u>
Note No: 25 (Increase) / Decrease in Inventories		
<u>Inventories at the end of the Year</u>		
(a) Traded Goods	41,07,716	45,14,543
(b) Real Estate Business		
(i) Land & Structure	6,64,06,288	-
Add: Expenses incurred during the year	7,88,767	-
	6,71,95,055	-
(ii) Land & Structure	2,86,77,879	-
Add: Expenses incurred during the year	8,21,734	-
	2,94,99,613	-
(iii) Unsold Flat	1,85,40,974	1,85,40,974
(iv) Land	2,02,68,697	2,02,68,697
(c) Stores	1,60,744	1,94,445
	<u>13,97,72,799</u>	<u>4,35,18,659</u>
<u>Inventories at the beginning of the Year</u>		
(a) Traded Goods	45,14,543	24,36,63,413
(b) Real Estate Business		
(i) Land & Structure	6,64,26,035	-
Less: Transferred to Fixed Assets	(19,747)	-
	6,64,06,288	-
(ii) Land & Structure	2,86,77,879	-
(iii) Unsold Flat	1,85,40,974	1,85,40,974
(iv) Land	2,02,68,697	2,02,68,697
(c) Stores	1,94,445	3,17,910
	<u>13,86,02,826</u>	<u>28,27,90,994</u>
(Increase) / Decrease in Inventories	<u>(11,69,973)</u>	<u>23,92,72,335</u>

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	2014-2015	2013-2014
	₹	₹
Note No: 26 Employee Benefit Expenses:		
(Including Managerial Remuneration - Note No. 33)		
Salaries & Wages	10,95,15,752	4,45,14,664
Contribution to Provident and other funds	39,22,206	24,53,308
Gratuities	26,94,061	4,60,657
Staff Welfare Expenses	22,74,897	12,03,927
	<u>11,84,06,916</u>	<u>4,86,32,556</u>
Note No: 27 Finance Cost:		
Interest Expenses	3,04,67,579	3,57,02,078
Other Borrowing Cost	91,39,843	8,64,550
	<u>3,96,07,422</u>	<u>3,65,66,628</u>
Note No: 28 Other Expenses:		
Stores Consumed	43,099	1,02,684
Power & Fuel	45,81,089	17,61,464
Rent	1,35,81,284	11,89,262
Water Charges	13,56,036	13,89,737
Repairs to:		
Machinery	6,11,577	11,54,701
Buildings	37,38,193	31,95,138
Others	17,92,706	3,86,622
	<u>61,42,476</u>	<u>47,36,461</u>
Insurance	10,66,925	8,43,098
Rates and Taxes, excluding taxes on income	70,89,342	82,01,412
Travelling & Conveyance	97,16,132	84,69,954
Legal and Professional Charges	3,77,89,966	2,48,04,472
Donation - Note No. 32	2,04,978	1,76,171
Directors Sitting Fees	13,70,792	4,83,148
Directors Commission	52,421	4,25,000
Bad Debts Written Off	9,04,386	64,467
Payment to Auditors:		
- Audit Fees	7,83,543	7,55,900
- Tax Audit Fees	56,180	14,007
- Other Services	2,75,282	2,14,646
- Reimbursement of expenses	19,454	7,565
	<u>11,34,459</u>	<u>9,92,118</u>
Advertisement Expenses	7,51,251	13,31,113
Miscellaneous Expenses	4,55,08,042	4,18,87,579
	<u>13,12,92,678</u>	<u>9,68,58,140</u>

Note No: 29 Exceptional item - ₹. 25,00,000/- represents that part of the provision made for secured Inter Corporate Deposit in earlier year which has now become excess.

Note No: 30 Dividend consists of dividend on (i) Current Investments ₹ 1,56,083/- and (ii) Non Current Investments ₹ 3,93,485/-.

Note No: 31 An amount of ₹. 13,59,52,640/- (Net of ₹. 93,59,114/- recovered till date) is outstanding as receivable in respect of Commodities Trading Transactions done on National Spot Exchange Limited (NSE). Ministry of Corporate Affairs (MCA) has been allowed to pass Order under Section 396 of the Companies Act, 1956 by 31st July, 2015. In the meanwhile various decrees have been passed by the Hon'ble High Court of Bombay against defaulters, including sale of commodities and assets is also in process. Various agencies including Economic Offence Wing and Enforcement Directorate are also in process of liquidating assets of defaulters. However considering uncertainties involved in making any reliable estimate of amount recoverable provision if any, will be considered at an appropriate time on the basis of resultant outcome. Until then the dues are considered as good.

Note No: 32 During the year, the Company has Donated ₹ 1,50,000/- as a part of Corporate Social Responsibility to Indo American Society for conducting Medical & Economic Lectures & to Indian Institute of Technology, Mumbai for education purpose.

Note No: 33 Managing Director's Remuneration:	2014-15	2013-14
	₹	₹
(i) Salary	55,20,000	58,80,000
(ii) Contribution to Provident Fund	6,62,400	7,05,600
(iii) Perquisites	22,17,600	17,47,406
	<u>84,00,000</u>	<u>83,33,006</u>

Note No: 34 Segment Information for the Year ended 31st March, 2015.

Primary Segment reporting - Business Segments

Particulars	Amount (₹)				
	Background Check Services	Real Estate	Trading	Unallocated / Corporate	Total
A) Segment Revenue:					
External Sales / Income from Operations	148554904	257150	1956818697	24119030	2129749781
	<i>22982571</i>	<i>240000</i>	<i>2615553720</i>	<i>84101448</i>	<i>2722877739</i>
Other Income	3481954	5049693	6724665	73758964	89015276
	<i>384750</i>	<i>8265527</i>	<i>660237</i>	<i>73041211</i>	<i>82351725</i>
Total	152036858	5306843	1963543362	97877994	2218765057
	<i>23367321</i>	<i>8505527</i>	<i>2616213957</i>	<i>157142659</i>	<i>2805229464</i>
B) Segment Results:					
Profit/(Loss) before Depreciation, Taxes & exceptional items	10959535	2944199	10345385	(29194024)	(4944905)
	<i>3177807</i>	<i>8188332</i>	<i>22749129</i>	<i>29972522</i>	<i>64087790</i>
Depreciation	5096552	61755	-	15068245	20226552
	<i>348327</i>	<i>49976</i>	<i>-</i>	<i>15468482</i>	<i>15866785</i>
Profit / (Loss) before Taxes and Exceptional items	5862983	2882444	10345385	(44262269)	(25171457)
	<i>2829480</i>	<i>8138356</i>	<i>22749129</i>	<i>14504040</i>	<i>48221005</i>
C) Other Information:					
Segment Assets	94208550	298810664	351003997	764253464	1508276675
	<i>88920075</i>	<i>284593017</i>	<i>710738832</i>	<i>642383132</i>	<i>1726635056</i>
Segment Liabilities	17361375	550100879	78364325	389932231	1035758810
	<i>15025079</i>	<i>552812210</i>	<i>451840691</i>	<i>225515635</i>	<i>1245193615</i>
Capital Expenditure	8018239	-	-	14743589	22761828
	<i>1707387</i>	<i>491742</i>	<i>103254</i>	<i>16545711</i>	<i>18848094</i>
Depreciation	5096552	61755	-	15068245	20226552
	<i>348327</i>	<i>49976</i>	<i>-</i>	<i>15468482</i>	<i>15866785</i>
Non Cash Expenses other than	-	-	-	-	-
Depreciation	-	-	-	-	-

Previous Year's Figures are given in *Italics*

Notes:

- (i) The Company has identified Business Segments as primary segments. The Reportable Business Segments are: a) Trading - Consists of Trading in all Products and Commodities, b) Real Estate - comprising of Property Development and carrying on business or activities in real estate business of all types and (c) Background Check Services.
- (ii) Items of Revenue, Income and Expenses, Assets and Liabilities (including Borrowings, Provision for Taxation and Deferred Tax) which are not directly attributable / identifiable / allocable to business segments are shown as Unallocated / Corporate.

(iii) Secondary Segment information - Geographical Segments:

(Secondary segment disclosures are reported on the basis of geographical location of customers).

	Current Year			Previous Year		
	India	Rest of the world	Total	India	Rest of the world	Total
Revenue	2129749781	-	2129749781	2722877739	-	2722877739
Capital Expenditure	22761828	-	22761828	18848094	-	18848094
Carrying Amount of Segment Assets	1508276675	-	1508276675	1726635056	-	1726635056

Note No: 35 Earning Per Share:

Earning Per Share has been calculated as under:

(a) Profit / (Loss) After Taxation and Exceptional Items	(99,05,540)	5,50,88,939
(b) Number of Equity Shares Outstanding (Face Value ₹ 2/-)	3,75,42,750	3,75,42,750
(c) Earning per Share (Face Value of ₹ 2/- per share) - (a) / (b) (Basic & Diluted)	(0.26)	1.47

Note No: 36 Disclosures as required by the Accounting Standard -18 on "Related Party Disclosure" are given below:

i) Related Parties and Relationships:

A) Significant Influence :

- (i) Shree Rani Sati Investment & Finance Ltd.
- (ii) F. Pudumjee Investment Co. Pvt. Ltd.
- (iii) Modern Derivatives & Commodities Pvt. Ltd.
- (iv) Alcyone Trading Co. Pvt. Ltd.
- (v) Camellia Mercantile Pvt. Ltd.
- (vi) Candescant Traders Pvt. Ltd.
- (vii) Ignatutius trading Co. Pvt. Ltd.
- (viii) Sarat Leasing & Finance Pvt. Ltd.
- (ix) Vedant Mercantile Pvt. Ltd.
- (x) Buildmat Infra India Pvt. Ltd.

B) Key Management Personnel & Relatives :

- (i) Mr. Vijay Kumar Jatia - Chairman & Managing Director.
- (ii) Mrs. Gauri Jatia - Director.
- (iii) Mr. Vedant Jatia- Executive - Upto 31.05.2014
- (iv) Mr. Mudit Jatia - President
- (v) Mr. Sidhant Jatia - President

Note: In respect of above parties, there is no provision for doubtful debts as on March 31, 2015 and no amount has been written off or written back during the year in respect of debts due from / to them.

ii) Related Party Transactions: (Amount in ₹)

	Significant Influence		Total
	Shree Rani Sati Investment & Finance Ltd.	F. Pudumjee Investment Co. Pvt. Ltd.	
1. (a) Inter Corporate Deposit given	-	-	-
	1,00,00,000	2,77,00,000	3,77,00,000
(b) Repayment, etc. out of Deposit given	-	-	-
	1,00,00,000	2,77,00,000	3,77,00,000
(c) Amount of deposit given outstanding at the year end	-	-	-
(d) Inter Corporate Deposit taken	-	-	-
	8,69,00,000	12,23,00,000	20,92,00,000
(e) Repayment out of Deposit taken	-	-	-
	8,69,00,000	11,97,00,000	20,66,00,000
(f) Amount of deposit taken outstanding at the year end	-	-	-
	-	26,00,000	26,00,000
2. (a) Interest on Inter Corporate Deposit taken	-	-	-
	6,56,483	20,47,777	27,04,260
(d) Amount of interest outstanding at the year end	-	-	-
	217407		2,17,407
	Buildmat Infra India Pvt. Ltd.	Joint Venture	Key Management Personnel
			Relatives of Key Management Personnel
3 (a) Share of Profit/(Loss) in the Joint Venture	-	-	-
	(3,11,544)		(3,11,544)
(c) Amount Outstanding at the year end	33,93,573		33,93,573
	33,93,573		33,93,573
4 Sale of Fixed Assets	18,83,250		18,83,250
	-		0
5 Managerial Remuneration		84,00,000	84,00,000
		3,33,33,006	8,33,33,006
6 Directors Sitting Fees			1,00,000
			400,00
			40,000
7 Salaries		2,40,00,000	96,19,568
		40,00,000	86,88,227
			1,26,88,227

Note: Previous Year's Figures are given in *Italics*

Note No: 37 Figures of the previous year have been regrouped and rearranged wherever necessary.

As per our report attached
For K. S. Aiyar & Company
 Chartered Accountants
 Firm Reg. No. 100186W

Satish Kelkar
 Partner
 M. No. 38934

Mumbai, dated 11th May, 2015

Parind Badshah
 Vice President & Company Secretary

N. K. Deora
 Sr. Vice President & Chief Financial Officer

For and on behalf of the Board of Directors
V. K. Jatia
 Chairman & Managing Director

Directors
A. Didwania **R. R. Doshi**
P. K. Bubna **S. D. Israni**
Gauri Jatia **K. Kalyaniwalla**

Mumbai, dated 11th May, 2015



MODERN INDIA LTD

MODERN INDIA LIMITED

Registered Office: at Modern Centre Sane Guruji Marg, Mahalaxmi , Mumbai-400011

CIN : L17120MH1933PLC002031 Tel. No. : 022 67444200 Fax : 022 67444300

Email : info@modernindia.co.in website: www.modernindia.co.in

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the meeting

DP Id*	
Client Id*	
Folio No.	
No. of Shares	

Name and Address of Shareholder:

I hereby record my presence at the 81st Annual General Meeting of the Company held on Saturday, 08th August, 2015 at 4:00 pm at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, Nariman Point, Mumbai-400021.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder/Proxy

MGT-11 - PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014)



MODERN INDIA LIMITED

Registered Office: at Modern Centre Sane Guruji Marg, Mahalaxmi, Mumbai-400011
CIN : L17120MH1933PLC002031 Tel. No. : 022 67444200 Fax : 022 67444300
Email : info@modernindia.co.in website: www.modernindia.co.in

Name of the Member(s)	
Registered address	
e-mail Id	
DP Id*	
Folio No./Client Id*	

I / We, being the Member(s) of _____ shares of Modern India Limited, hereby appoint:

1. _____ of _____ having e-mail id _____ or failing him
2. _____ of _____ having e-mail id _____ or failing him
3. _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 81st Annual General Meeting of the Company, to be held on Saturday, 08th August, 2015 at 4:00 pm at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, Nariman Point, Mumbai-400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Resolution	For	Against
1.	To receive, consider and adopt the financial statements (including audited consolidated financial statements) for the year ended 31st March, 2015 and the reports of the directors and the auditors thereon.		
2.	Declaration of dividend on the Equity Shares		
3.	Re-appointment of Shri Pradip Kumar Bubna who retires by rotation		
4.	Appointment of Auditor and fixing their remuneration		
5.	Re-Appointment of Shri Vijay Kumar Jatia as Managing Director for a period of three years w.e.f 01st August,2015 to 31st July,2018.		
6.	Payment of commission to non executive directors and independent directors for a further period of five years		

*Applicable for investor holding shares in electronic form.
Signed this _____ day of _____ 2015

Revenue
Stamp
One
Rupee

Signature of Shareholder

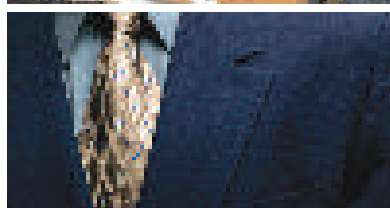
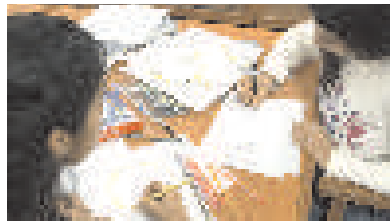
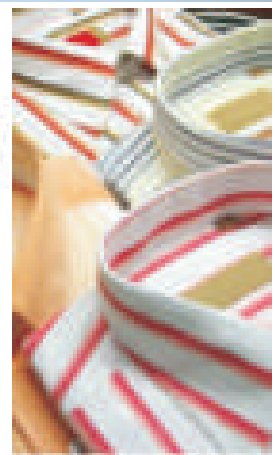
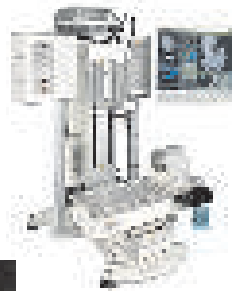
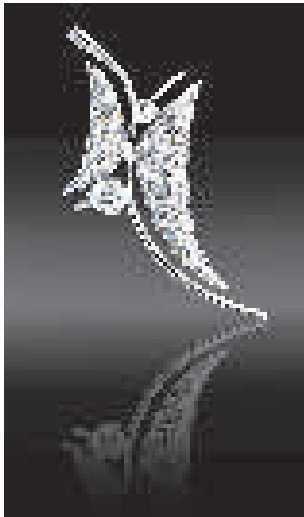
Signature of first
proxy holder

Signature of second
proxy holder

Signature of third
proxy holder

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
2. **A Proxy need not be a member of the Company.**
3. A person can act as proxy on behalf of the Member not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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. *This is only optional. Please put a "X" in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or 'Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.





MODERN[®]INDIA LTD

*Evolution is the name of game.
This mark symbolically represents the very nature
of development, which is in the form of swirls,
the colour adding meaning to the form.
Orange and Yellow are vibrant and successive,
depicting a sequence, a process.*

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