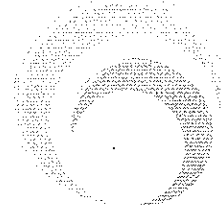


MODERN INDIA LTD.



MODERN[®] INDIA
E N T E R P R I S E

1, MITTAL CHAMBERS
228, NARIMAN POINT,
MUMBAI 400 021.

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E : info@modernindia.co.in
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12 JAN 2015

The Dy. General Manager,
Bombay Stock Exchange Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
P.J. Towers, Dalal Street,
Mumbai- 400 001

SECURITY CODE: 503015

Dear Sir,

Re: Clause 49 of the Listing Agreement

Sub: Compliance Report on Corporate Governance

Pursuant to Clause 49 of the Listing Agreement, please find enclosed Compliance Report on Corporate Governance for the quarter ended on December 31, 2014.

Please acknowledge the receipt.

Thanking you,

Yours faithfully,

For **MODERN INDIA LIMITED**

Parind Badshah
Company Secretary

FCS NO: 5414

Address: 1, Mittal Chambers, 228, Nariman Point, Mumbai-400 021

Encl: as above



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **MODERN INDIA LIMITED (CODE: 503015)**

Quarter Ending on: **31.12.2014**

Particulars		Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
		2	3	4
II	Board of Directors	49 II		
	(A) Composition of Board	49(IIA)	YES	-
	(B) Independent Directors	49(II B)	YES	-
	(C) Non-executive Directors' compensation & disclosures	49(II C)	YES	-
	(D) Other provisions as to Board and Committees	49(II D)	YES	-
	(E) Code of Conduct	49(II E)	YES	-
	(F) Whistle Blower Policy	49(II F)	YES	-
III	Audit Committee	49 III		
	(A) Qualified & Independent Audit Committee	49(IIIA)	YES	-
	(B) Meeting of Audit Committee	49(II B)	YES	-
	(C) Power of Audit Committee	49(IIIC)	YES	-
	(D) Role of Audit Committee	49(IIID)	YES	-
	(E) Review of information by Audit Committee	49(IIIE)	YES	-
IV	Nomination and Remuneration Committee	49(IV)	YES	-

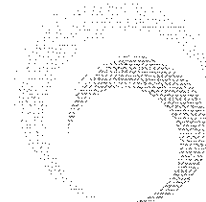




V	Subsidiary Companies	49(V)	YES	Company will Consider/ Adopt the "Policy for determining material subsidiary" at its forth coming Board Meeting -
VI	Risk Management	49(VI)	YES	Company will Consider/Adopt the "Risk Management Policy" at its forth coming Board Meeting
VII	Related Party Transactions	49(VII)	YES	Company will Consider/Adopt the "Related Party Transaction Policy" at its forth coming Board Meeting
VIII	Disclosure	49(VIII)		-
	(A) Related party transactions	49(VIIIA)	YES	-
	(B) Disclosures of Accounting Treatment	49(VIIIB)	YES	-
	(C) Remuneration of Directors	49(VIIIC)	YES	-
	(D) Management	49(VIIID)	YES	-
	(E) Shareholders	49(VIIIE)	YES	-

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	(F) Disclosure of resignation of Directors	49(VIIF)	DELETED	VIDE SEBI CIR/CFD/POLICY CELL/7/2014
	(G) Disclosure of formal letter of appointment	49(VIIG)	DELETED	VIDE SEBI CIR/CFD/POLICY CELL/7/2014
	(H) Disclosures in the Annual Report	49(VIII H)	DELETED	VIDE SEBI CIR/CFD/POLICY CELL/7/2014
	(I) Proceeds from Public Issues, Right Issues, Preferential Issues etc.	49(VIII I)	NOT APPLICABLE	
IX	CEO/CFO Certification	49(IX)	YES	-
X	Report on Corporate Governance	49(X)	YES	-
XI	Compliance	49(XI)	YES	-

Yours faithfully,

For **MODERN INDIA LIMITED**

Parind Badshah
Company Secretary
FCS: 5414

Address: 1, Mittal Chambers, 228, Nariman Point, Mumbai- 400 021