

Form A

As per Clause 31(a) of the Listing Agreement

Format of covering letter of the Annual Audited Report to be filed with the Stock Exchange

1.	Name of the company	Count N Denier (India) Limited
2.	Annual financial statements for the year ended	31.03.2014
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	N.A.
5.	To be signed by-	
	 <b>Chairman &amp; Managing Director</b> Gautam Deshpande	 <b>CFO</b> Amit Tyagi
	 <b>Auditor of the Company</b> M. B. Agrawal Partner Meme No. 9045 For M/s. M. B. Agrawal & Co Firm Registration No. 100137W	 <b>Audit Committee Chairman</b> Rajnish Kumar Pandey

# **COUNT N DENIER (INDIA) LIMITED**

**[Formerly Known as Pharma Com (India) Limited]**

## **20<sup>TH</sup> ANNUAL REPORT 2013 - 2014**

*"Our vision is to be the largest world class Cone Beam CT service provider in the Dental imaging space"*

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**CHAIRMAN'S MESSAGE**

Dear Shareholders,

I warmly welcome you all to the 20<sup>th</sup> Annual General Meeting and I present to you the Annual Report of your Company for the year 2013-14. This is the second year of your Company under the new management and I am glad to inform you that the Company has commenced new business activity and this is expected to further increase the Company's business and turnover.

The year 2013 -2014 was rather a muted year for the Indian economy in terms of growth. The significant economic headwinds remain, but we have a clear vision of what we want to achieve. The main focus of your Company is now to infuse more working capital to enhance its new business activity.

Our business is built on long-term relationships with clients. Our mission is to build enduring customer relationship by providing services that are in harmony with our client's needs & this defines our position in the marketplace. We are confident that we have the right people, strategy and business model to realize our full potential.

As Shareholders you have trusted us with your financial resources. We constantly strive to create value for the investments made by you in the Company and are certain in achieving the goal.

Finally I thank you on behalf of the Board and the Company for your ongoing support.

**Best Regards,**

**Yours Faithfully,**



**Dr. Gautam Deshpande**  
**Chairman and Managing Director**

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Dr. Gautam Deshpande	- Chairman and Managing Director
Dr. Rajnish Kumar Pandey	- Non Executive Independent Director
Dr. V. S. Mohan	- Non Executive Independent Director
Dr. Ajit Gopal Shetty	- Non Executive Independent Additional Director
Dr. Mukul Padhye	- Non Executive Independent Additional Director

**AUDIT COMMITTEE**

Dr. Rajnish Kumar Pandey	- Chairman
Dr. V. S. Mohan	- Member
Dr. Ajit Gopal Shetty	- Member
Dr. Gautam Deshpande	- Member

**STAKEHOLDER RELATIONS COMMITTEE**

Dr. Rajnish Kumar Pandey	- Chairman
Dr. V. S. Mohan	- Member
Dr. Mukul Padhye	- Member

**NOMINATION AND REMUNERATION COMMITTEE**

Dr. V. S. Mohan	- Chairman
Dr. Rajnish Kumar Pandey	- Member
Dr. Ajit Gopal Shetty	- Member

**BANKERS**

Indian Bank  
ING Vysya Bank

**STATUTORY AUDITORS**

M/s. M.B. Agrawal & Co, Chartered Accountants, Mumbai

**COMPANY SECRETARY**

Ms. Kanchan Parab

**CHIEF FINANCIAL OFFICER**

Mr. Amit Tyagi

**REGISTRAR AND SHARE TRANSFER AGENTS**

Purva Sharegistry (India) Pvt Ltd  
Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha marg, Opp. Kasturba Hospital Lane  
Lower Parel (E), Mumbai 400 011  
<http://www.purvashare.com/>  
Tel : 91-22-2301 6761 / 8261 Fax : 91-22-2301 2517 Email : [busicomp@vsnl.com](mailto:busicomp@vsnl.com)

**SHARES LISTED AT \***

Bombay Stock Exchange of India Limited  
\* Ahmedabad Stock Exchange Limited upto 22.01.2014

**REGISTERED OFFICE**

COUNT N DENIER (INDIA) LIMITED  
Ground Floor Shop No.12, Tardeo AC Market Building, Tardeo Road, Tardeo, Mumbai-400034  
Tel: +022- 23516221 Web site: [www.countndenier.in](http://www.countndenier.in) email id: [investors.countndenier@gmail.com](mailto:investors.countndenier@gmail.com)  
CIN: L93000MH1994PLC080842

**DEPOSITORIES**

National Securities Depository Limited  
Central Depository Services (India) Limited

**NOTICE**

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Members of Count N Denier (India) Limited [Formerly Known as Pharma Com (India) Limited] CIN: **L93000MH1994PLC080842** will be held on **Monday, 29th day of September, 2014** at **11 a.m.** at **DBS Office Business Centre, DBS Heritage House, Prescott Road, Opp. Cathedral Senior School, Fort, Mumbai – 400 001** to transact the following business:

**ORDINARY BUSINESS:****ITEM NO 1 -ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2014 and Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2014 and the Reports of the Directors and Auditors thereon.

**ITEM NO 2 – RE APPOINTMENT OF AUDITORS:**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of sections 139 and 142 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit committee and the Board of Directors, **M/s. M. B. Agrawal & Co.,** Chartered Accountants ( Firm Registration No. **100137W**), Mumbai, be and are hereby re appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting of the Company to be held in the year 2017 ( subject to ratification of their appointment at every AGM) at such remuneration plus service tax, out-of-pocket, travelling and other expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:****ITEM NO: - 3 APPOINTMENT OF DR.RAJNISH KUMAR PANDEY AS AN INDEPENDENT DIRECTOR:**

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 ,152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Act, as amended from time to time, Dr. Rajnish Kumar Pandey (DIN 01096119), a Non-Executive Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years, with effect from date of the ensuing



Annual General Meeting 2014 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019, who shall not be liable to retire by rotation ”.

**ITEM NO 4:- APPOINTMENT OF DR.V. S. MOHAN AS AN INDEPENDENT DIRECTOR:**

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of sections 149 ,152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Act, as amended from time to time, Dr. V.S. Mohan (DIN 06640359), a Non-Executive Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, for a term of 1 (One) year, with effect from date of the ensuing Annual General Meeting 2014 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2015, who shall not be liable to retire by rotation ”.

**ITEM NO 5 - APPOINTMENT OF DR. AJIT SHETTY AS AN INDEPENDENT DIRECTOR:**

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV of the Act, as amended from time to time, Dr. Ajit Shetty (DIN 06723925 ), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors with effect from 29<sup>th</sup> day of October, 2013 and who holds the office until the date of Annual General Meeting , in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company for a term of 1 (One) year, with effect from date of the ensuing Annual General Meeting 2014 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2015, who shall not be liable to retire by rotation”.

**ITEM NO 6: APPOINTMENT OF DR. MUKUL PADHYE AS INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV of the Act, as amended from time to time, Dr. Mukul Padhye (DIN 06947994 ), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors with effect from 13<sup>th</sup>



day of August, 2014 and who holds the office until the date of Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company for a term of 1 (One) year, with effect from date of the ensuing Annual General Meeting 2014 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2015, who shall not be liable to retire by rotation".

**Reg Off:**

Ground Floor, Shop No.12,  
Tardeo AC Market Building,  
Tardeo Road, Tardeo,  
Mumbai – 400034  
CIN: L93000MH1994PLC080842

**By the order of the Board**  
**Count N Denier (India) Limited**

**Dr. Gautam Deshpande**  
**Chairman & Managing Director**

**Date: 13.08.2014**

**Place: Mumbai**

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A 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 the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable..
2. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode
3. **An Explanatory Statement pursuant to Section 102(3) of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.**

4. As required under Clause 49 of the Listing Agreement with the Stock Exchange, the relevant details of persons of persons seeking appointment relating to item 3, 4, 5 & 6 of the notice are also annexed.
5. The Register of Members and the Shares Transfer Books of the Company will be closed from Tuesday, 23<sup>rd</sup> September, 2014 to Monday, 29<sup>th</sup> September, 2014 ( both the days inclusive).
6. The members are requested to:
  - (a) Intimate to the Company's Registrars and Share Transfer Agents, M/s. Purva Sharegistry India Private Ltd, Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011 (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences;
  - (b) Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
  - (c) To quote their full name as per Company's record, Folio No./DP Id and Client Id as the case may be in all correspondence;
  - (d) To note that no gift or gift coupons will be distributed at the meeting.
7. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agents of the Company.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agent
9. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading benefits is permitted only in dematerialized form, electronic transfer, prevention of forgery, etc.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturday and Sunday), between 11:00 am to 2:00 p.m. up to the date of the meeting.
11. There is no unclaimed or unpaid dividend lying with the Company, which requires an effect of transferring the same to the Investor and Education Protection Fund (IEPF) of the Central Government.
12. The Ministry of Corporate Affairs, Government of India has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has issued circulars allowing companies to send official documents to their shareholders electronically. Members are requested to get in touch with the Registrar and Share Transfer Agent for the said purpose and provide their e mail id details, in order to collaborate with the Company in this noble initiative undertaken by the Ministry and supported by the Company.
13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address

so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.

14. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
16. The Company has designated an exclusive email ID called [investors.countndenier@gmail.com](mailto:investors.countndenier@gmail.com) for redressal of shareholders' complaints/grievances. In case you have any complaints/grievances; please write to us at [investors.countndenier@gmail.com](mailto:investors.countndenier@gmail.com).
17. In compliance with provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the Annual General Meeting to be held on September 29, 2014, through Central Depository Services (India) Limited (CDSL).

#### **INSTRUCTIONS FOR E-VOTING**

18. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).
19. The e-voting facility will be available during the following voting period:

**Start Date & Time End Date & Time**

September 23, 2014 10 A.M to September 25, 2014 5 P.M.

20. The instructions to Members for e-voting are as under:-
  - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on "Shareholders" tab.
  - (iii) Now, select "COUNT N DENIER (INDIA) LIMITED" from the drop down menu and click on "SUBMIT".
  - (iv) Now Enter your User ID

**For Members holding shares for Members holding shares in Demat Form in Physical Form**

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
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User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID  For CDSL: 16 digits beneficiary ID.	Folio Number registered with the Company
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(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](http://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) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Members holding shares in physical form will then reach directly the EVSN 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.

(vii) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(viii) Click on the relevant EVSN on which you choose to vote.

(ix) 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.

(x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xi) 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.

(xii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

(xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xiv) If Demat account holder has forgotten the changed password, then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

- Note for Non-Individual Shareholders & Custodians:

(xv) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

(xvi) 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 <https://www.evotingindia.co.in> under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## 5. General Instructions

a. The e-voting period commences on September 23, 2014 10 A.M to September 25, 2014 5 P.M. During this period, the shareholders of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date (record date) of August 28, 2014 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

b. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 28, 2014.

c. The Board of Directors of the Company has appointed Mr. Manoj Mimani, Practicing Company Secretary, to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

d. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unlock the votes in presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

e. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: [www.countndenier.in](http://www.countndenier.in) and on the website of CDSL: [www.cdslindia.com](http://www.cdslindia.com) within two days of passing of the Resolutions at the Annual General Meeting of the Company and communicated to BSE Limited.

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#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

##### **ITEM NO 3**

Dr. Rajnish Kumar Pandey is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in March 2013. He is also the Chairman of Audit Committee and Stakeholder Relations Committee of the Company.

Dr. Rajnish Kumar Pandey is an Independent Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act 1956. Under the section 149 of the Companies Act, 2013, which came into force w.e.f 1<sup>st</sup> April, 2014 an Independent Director shall not be liable to retire by rotation and can be appointed for a fixed term.

In terms of Sections 149, 150 and 152 and all other applicable provisions of the Companies Act, 2013, Dr. Rajnish Kumar Pandey being eligible, offers himself for appointment, is proposed to be appointed as an Independent Director for 5(five) consecutive years from date of the ensuing Annual General Meeting 2014 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.

The Company has received a letter from the member under the provision of Section 160 of the Companies Act, 2013 along with the deposit of Rs.1, 00,000/- proposing the candidature of Dr. Rajnish Kumar Pandey for the office of an Independent Director.

A declaration has been submitted to the Company by Dr. Rajnish Kumar Pandey stating that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchange. He has further confirmed that he is not disqualified from being appointed as Director under Section 164 of the said Act.

The matter regarding appointment of Dr. Rajnish Kumar Pandey as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director from date of the ensuing Annual General Meeting 2014 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.



In the opinion of the Board, Dr. Rajnish Kumar Pandey fulfills the conditions specified in the Act and the Rules made there under and the Listing Agreement, for appointment as Independent Director for appointment as Independent Director.

The details of Dr. Rajnish Kumar Pandey, as required to be provided under Clause 49 of the Listing Agreement are, as follows:

Full Name	Dr. Rajnish Kumar Pandey
Date of Birth	10 <sup>th</sup> July, 1961
Date of Appointment	19 <sup>th</sup> March, 2013
Educational Qualifications	M Com, MA ( Econ), LLB, FCS, FCA, PhD
Expertise	Finance, Commercial Laws, Audit, Taxation And Project Management & Control
Previous Experience	26 years of practice
Shareholding in the Company	NIL
*Directorship/Chairmanship held in other Companies	Doctors Dental Services Limited
Chairmanship/Membership of Committees in other Public Companies	NIL

\*Includes Directorship in Public Companies only

None of the Directors, Key Managerial Personnel or their relatives other than Dr. Rajnish Kumar Pandey is interested in the resolution. The Board of Directors recommends the above resolution to the members for their approval.

#### ITEM NO 4

Dr. V. S. Mohan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in August 2013. He is also the Chairman of Nomination and Remuneration Committee of the Company.

Dr. V. S. Mohan is an Independent Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act 1956. Under the section 149 of the Companies Act, 2013, which came into force w.e.f 1<sup>st</sup> April, 2014 an Independent Director shall not be liable to retire by rotation and can be appointed for a fixed term.

In terms of section 149, 150 and 152 and all other applicable provisions of the Companies Act, 2013, Dr. V. S. Mohan being eligible and offers himself for appointment, is proposed to be appointed as an Independent Director for 1 (One) year from date of the ensuing Annual General Meeting 2014 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2015.

The Company has received a letter from the member under the provision of Section 160 of the Companies Act, 2013 along with the deposit of Rs.1, 00,000/- , proposing the candidature of Dr. V. S. Mohan for the office of an Independent Director.

A declaration has been submitted to the Company by Dr. V. S. Mohan stating that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchange. He has further confirmed that he is not disqualified from being appointed as Director under section 164 of the said Act.

The matter regarding appointment of Dr. V. S. Mohan as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director from date of AGM upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2015.

In the opinion of the Board, Dr. V. S. Mohan fulfills the conditions specified in the Act and the Rules made there under and the Listing Agreement, for appointment as Independent Director for appointment as Independent Director.

The details of Dr. V. S. Mohan, as required to be provided under Clause 49 of the Listing Agreement are, as follows:

Full Name	Dr.Mohan Shankaranarayan Vaidyanathan
Date of Birth	14 <sup>th</sup> January, 1957
Date of Appointment	13 <sup>th</sup> August, 2013
Educational Qualifications	Master in Dental Surgery (MDS)
Expertise	Endodontist
Previous Experience	34 years of practice
Shareholding in the Company	NIL
*Directorship/Chairmanship held in other Companies	NIL
Chairmanship/Membership of Committees in other Public Companies	NIL

\*Includes Directorship in Public Companies only

None of the Directors, Key Managerial Personnel or their relatives other than Dr .V. S. Mohan is interested in the resolution. The Board of Directors recommends the above resolution to the members for their approval.

#### ITEM NO 5

Dr. Ajit Gopal Shetty was appointed as an Additional Non-Executive Independent Director of the Company in the meeting of the Board of Directors of the Company held on 29<sup>th</sup> October, 2013. As per

the section 161 of the Companies Act, 2013 Dr. Ajit Gopal Shetty is liable to hold the office till the date of the ensuing Annual General Meeting.

The Company has received a letter from the member under the provision of Section 160 of the Companies Act, 2013 along with the deposit of Rs.1, 00,000/- , proposing the candidature of Dr. Ajit Gopal Shetty for the office of an Independent Director.

As per section 149 of the Companies Act, 2013, which came into force w.e.f 1<sup>st</sup> April, 2014 an Independent Director shall not be liable to retire by rotation and can be appointed for a fixed term.

Dr. Ajit Gopal Shetty being eligible and offers himself for appointment, is proposed to be appointed as an Independent Director for 1 (One) year from date of the ensuing Annual General Meeting 2014 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2015.

A declaration has been submitted to the Company by Dr. Ajit Gopal Shetty stating that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchange. He has further confirmed that he is not disqualified from being appointed as Director under section 164 of the said Act.

The matter regarding appointment of Dr. Ajit Gopal Shetty as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director for 1 (One) year from date of the ensuing Annual General Meeting 2014 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2015.

In the opinion of the Board, Dr. Ajit Gopal Shetty fulfills the conditions specified in the Act and the Rules made there under and the Listing Agreement, for appointment as Independent Director.

The details of Dr. Ajit Gopal Shetty, as required to be provided under Clause 49 of the Listing Agreement are, as follows:

Full Name	Dr. Ajit Gopal Shetty
Date of Birth	24 <sup>th</sup> November, 1954
Date of Appointment	29 <sup>th</sup> October, 2013
Educational Qualifications	Master in Dental Surgery ( MDS)
Expertise	Implantology
Previous Experience	26 years of practice
Shareholding in the Company	NIL
*Directorship/Chairmanship held in other Companies	NIL
Chairmanship/Membership of Committees in other Public Companies	NIL

\*Includes Directorship in Public Companies only

None of the Directors, Key Managerial Personnel or their relatives other than Dr. Ajit Gopal Shetty is interested in the resolution. The Board of Directors recommends the above resolution to the members for their approval.

#### ITEM NO 6

Dr. Mukul Padhye was appointed as an Additional Non-Executive Independent Director of the Company in the meeting of the Board of Directors of the Company held on 13<sup>th</sup> August, 2014. As per the section 161 of the Companies Act, 2013 Dr. Mukul Padhye is liable to hold the office till the date of the ensuing Annual General Meeting.

The Company has received a letter from the member under the provision of Section 160 of the Companies Act, 2013 along with the deposit of Rs.1, 00,000/- , proposing the candidature of Dr. Mukul Padhye for the office of an Independent Director.

As per section 149 of the Companies Act, 2013, which came into force w.e.f 1<sup>st</sup> April, 2014 an Independent Director shall not be liable to retire by rotation and can be appointed for a fixed term.

Dr. Mukul Padhye being eligible and offers himself for appointment, is proposed to be appointed as an Independent Director for 1 (One) year from date of the ensuing Annual General Meeting 2014 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2015.

A declaration has been submitted to the Company by Dr. Mukul Padhye stating that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchange. He has further confirmed that he is not disqualified from being appointed as Director under section 164 of the said Act.

The matter regarding appointment of Dr. Mukul Padhye as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director for 1 (One) year from date of the ensuing Annual General Meeting 2014 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2015.

In the opinion of the Board, Dr. Mukul Padhye fulfills the conditions specified in the Act and the Rules made there under and the Listing Agreement, for appointment as Independent Director.

The details of Dr. Mukul Padhye, as required to be provided under Clause 49 of the Listing Agreement are, as follows:

Full Name	Dr. Mukul Padhye
Date of Birth	31 <sup>st</sup> July, 1970
Date of Appointment	13 <sup>th</sup> August, 2014
Educational Qualifications	Master in Dental Surgery ( MDS)



Expertise	Oral and maxillofacial surgery and Dentistry
Previous Experience	20 years of practice
Shareholding in the Company	NIL
*Directorship/Chairmanship held in other Companies	NIL
Chairmanship/Membership of Committees in other Public Companies	NIL

\*Includes Directorship in Public Companies only

None of the Directors, Key Managerial Personnel or their relatives other than Dr. Mukul Padhye is interested in the resolution. The Board of Directors recommends the above resolution to the members for their approval.

**Reg Off:**

**Ground Floor, Shop No.12,  
Tardeo AC Market Building,  
Tardeo Road, Tardeo,  
Mumbai – 400034  
CIN: L93000MH1994PLC080842**

**By the order of the Board  
Count N Denier (India) Limited**

**Dr. Gautam Deshpande  
Chairman & Managing Director**

**Date: 13.08.2014**

**Place: Mumbai**

**DIRECTORS' REPORT**

To,  
The Members,

Your Directors are pleased to present the 20<sup>th</sup> Annual Report and Company's Audited Accounts for the Financial Year ended 31<sup>st</sup> March, 2014.

**1. FINANCIAL RESULTS**

(Figures in Rs.)

Particulars	Year ended 31 <sup>st</sup> March, 2014	Year ended 31 <sup>st</sup> March, 2013
Revenue from Operation	134000	-
Other Income	-	745035
Total Expenditure	3490184	737927
Profit/ (Loss) before Depreciation, Interest and Tax	(3356184)	7108
Depreciation and Interest	-	-
Profit/ (Loss) before Tax	(3356184)	7108
Less: Tax Expenses		
Current Tax	-	2200
Short Provision for Tax for earlier years	-	-
Profit for the year	(3356184)	4908
Balance carried to Balance Sheet	(3356184)	4908

**2. RESULTS OF OPERATIONS**

During the year under review, the revenue from operation was Rs. 134,000/- and the expenses were Rs. 34,90,184/- resulting in loss of Rs. 33,56,184/-.

During the year , the Company sought approval of its members through postal ballot for Alteration of Object Clause of the Memorandum of Association, Commencement of new Business under Section 149(2A), Authority to Board to borrow moneys in excess of the aggregate of the paid – up capital and free reserves of the Company not exceeding the limits of Rs. 100 crores, Authority to Board for mortgaging and/or creating charge and/or giving corporate guarantee(s) upto a limit of Rs. 100 crores,



Authority to Board to make loans and investments/ guarantee/ security in excess of the prescribed limits not exceeding Rs. 100 crores, Increase in Authorized Share Capital of the Company to Rs.33,50,00,000 (Rupees Thirty Three Crore Fifty Lakhs only) and issue of 3,00,00,000 Equity Shares on Preferential Basis of the nominal value of Rs. 10/- at the price of Rs. 1.50 each subject to requisite approvals. The said resolutions were passed by the members with the requisite majority as per the result declared on 23rd August, 2013.

As the member approved the issue of 3,00,00,000 Equity Shares of Rs.10/- each at discount of 85%, the Company was required to make an application to the Company Law Board, Mumbai for seeking approval to issue shares at discount of more than 10% as per section 79 of the Companies Act, 1956. According, the Company made an application to Company Law Board in October, 2013 for grant of approval to issue share at discount of 85%.

The final order of Company Law Board was made on 15<sup>th</sup> January, 2014 dismissing the Company's application for issue of shares at discount of 85%.

The Company filed an appeal in the Bombay High Court against the order of the Company Law Board, Mumbai on 5<sup>th</sup> February, 2014 under section 10F of the Companies Act, 1956. The Company is awaiting the order.

### **3. DIVIDEND**

Due to the losses, your Directors do not recommend any dividend for the financial year 2013 - 2014.

### **4. SUBSIDIARY**

The Company does not have any subsidiary Company.

### **5. DELISTING OF EQUITY SHARES FROM AHMEDABAD STOCK EXCHANGE LIMITED**

There has been negligible trading of the Company's Equity Shares of the Company on the Ahmedabad Stock Exchange Limited (ASE) since 2000 till date. Hence, the Company had made an application for Voluntary Delisting of Shares from the ASE in June 2013. On application of the Company, the ASE has vide a letter dated 20<sup>th</sup> January, 2014 approved and confirm that the aforesaid equity shares of the Company is delisted from the ASE w.e.f 22<sup>nd</sup> January, 2014 and the name of the Company is removed from the list of listed Companies from ASEL.

The equity shares of the Company shall continue to be listed at the Bombay Stock Exchange Limited, which is having nationwide terminals.

### **6. LISTING OF EQUITY SHARES**

Pursuant to the provisions of Listing Agreement with the Stock Exchanges, the Company declares that the Equity Shares of the Company are listed at the Bombay Stock Exchange Limited (BSE). The Company's shares were also listed at the Ahmedabad Stock Exchange (ASE) till 22<sup>nd</sup> January, 2014.

The Company confirms that it has paid Annual Listing Fees due to BSE up to the Financial Year – 2014-2015.

**7. CASH FLOW STATEMENT**

In conformity with the provisions of Clause 32 of the Listing Agreement with the Stock Exchanges, the cash flow statement for the year ended 31<sup>st</sup> March, 2014 is annexed hereto.

**8. BOARD OF DIRECTORS**

The Board currently comprises of:

Sr. No.	Name of Director	Designation on the Board
1.	Dr. Gautam Deshpande	Chairman and Managing Director
2.	Dr. Rajnish kumar Pandey	Non Executive Independent Director
3.	Dr. V. S. Mohan	Non Executive Independent Director
4.	Dr. Ajit Shetty	Non Executive Additional Independent Director
5.	Dr. Mukul Padhye	Non Executive Additional Independent Director

During the period under review there has been following changes in the composition of the Board of Directors:

Sr. No.	Name of Director	Appointment / Cessation
1.	Dr. Sudhirkumar Deshpande	Ceased to be Independent Director on 29 <sup>th</sup> October, 2013.
2.	Dr. Ajit Shetty	Appointed as Additional Independent Director on 29 <sup>th</sup> October, 2013.
3.	Dr. Mukul Padhye	Appointed as Additional Independent Director on 13 <sup>th</sup> August, 2014.

As per section 149(4) of the Companies Act, 2013 and Clause 49 of the Listing Agreement a listed Company is required to have at least one third of the total number of directors as Independent Directors where the Chairman is a Non-Executive Director.

According to Sections 152, 149 and all other applicable provisions of the Companies Act, 2013 and as per clause 49 of the Listing Agreement it is proposed to appoint Dr. Rajnish kumar Pandey, Dr. V. S. Mohan

Dr. Ajit Shetty & Dr. Mukul Padhye as the Independent Directors of the Company, who shall not be liable to retire by rotation.

The brief resume of the Directors being appointed, the nature of their expertise in specific functional areas, names of companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing Annual General Meeting

The Board recommends to appoint the above Directors as Independence Director and propose the same for your approval.

## 9. COMMITTEE OF THE BOARD OF DIRECTORS

In pursuance of the Clause 49 of the Listing Agreement, the Company is required to have certain committees. The details of the Committees of Board of Directors as on date are as follows:

Name of the Committee	Current Composition of the Committee
Audit Committee	Dr. Rajnish kumar Pandey Dr. Ajit Shetty Dr. V. S. Mohan Dr. Gautam Deshpande
Stakeholder Relations Committee	Dr. Rajnish kumar Pandey Dr. V. S. Mohan Dr. Mukul Padhye
Nomination And Remuneration Committee	Dr. Rajnish kumar Pandey Dr. Ajit Shetty Dr. V. S. Mohan

## 10. PARTICULARS OF EMPLOYEES

During the financial year 2013 - 14, no employee of the Company has been paid remuneration in excess of prescribed limit under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended from time to time.

## 11. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, the Directors hereby confirm that :

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departure from the same;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for year under review;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the annual accounts on a going concern basis.

## **12. FIXED DEPOSITS**

The Company has not accepted any fixed deposits from general public within the purview of Section 58A, of the Companies Act, 1956, during the year under review.

## **13. AUDITORS**

M/s. M. B. Agrawal & Co., Chartered Accountants, the Statutory Auditors of the Company retires at the conclusion of the ensuing Annual General Meeting and have shown their willingness to be re-appointed as the Auditors of the Company for Three (3) financial years, i.e., 2014-15, 2015-16 and 2016-17. Your Directors recommend their appointment as Auditors of the Company.

As required under the provisions of section 139 and 141 of the Companies Act, 2013, the Company has obtained a written consent and written certificate from the above auditors proposed to be re-appointed to the effect that their re-appointment, if made, would be in conformity with the limits, qualifications and eligibility norms specified in the said sections.

The Notes on Accounts referred to in the Auditors' report are self-explanatory and do not call for any further comments.

## **14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING & OUTGOINGS**

Information pursuant to Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to the foregoing matters is given hereunder.



- a) Conservation of energy Nil
- b) Technology absorption, research & development Nil
- c) Foreign Exchange earning & outgoings

	For Year Ended 31 <sup>st</sup> March 2014(Rupees)	For Year Ended 31 <sup>st</sup> March 2013(Rupees)
<b>Expenditure-</b>		
Foreign Travel	NIL	NIL
Freight Forwarding Expenses	NIL	NIL
<b>Income-</b>		
Commission and other income	NIL	NIL

## 15. COMPLIANCE CERTIFICATE

In accordance with the provisions of Section 383A of the Companies Act, 1956 the Company has obtained a certificate from a Whole Time Practicing Company Secretary and a copy of the said certificate is attached to this report.

## 16. CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Company has adhered to the Clause 49 of the Listing Agreement, Corporate Governance Report with the Auditors Certificate thereon and the Management Discussion & Analysis Report are attached and form part of this Report.

## 17. COMPLIANCE OFFICER AND COMPANY SECRETARY

Ms. Keenjal Zaveri resigned as the Compliance Officer of the Company on 29<sup>th</sup> October, 2013 and Ms. Kanchan Parab was appointed as the Compliance Officer with effect from on 29<sup>th</sup> October, 2013. On 1<sup>st</sup> June, 2014 Ms. Kanchan Parab was appointed as the Company Secretary & Compliance Officer.

## 18 CHIEF FINANCIAL OFFICER

Mr. Amit Tyagi has been appointed as the Chief Financial Officer of the Company w.e.f 13<sup>th</sup> August, 2014. Mr. Amit Tyagi has over 10 years of experience in the field of Finance, Accounts & Taxation.

**19. ACKNOWLEDGEMENTS**

The Board expresses its gratitude and appreciates the assistance and co-operation received from the Banks, Government Authorities, Customers, Shareholders and other Stakeholders during the year under review.

**For and on behalf of the Board**

**Place: Mumbai.**  
**Date: 13.08.2014**

**Dr. Gautam Deshpande**  
**Chairman & Managing Director**



## **M Siroya and Company**

### **Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi, Rajendra Nagar, Borivali (E), Mumbai-400 066

**Telefax:**+91 22 28706523; **Mobile:** 93243 10151; **E-mail:**siroyam@gmail.com; www.msiroya.com

### **SECRETARIAL COMPLIANCE CERTIFICATE**

**CIN No.: L93000MH1994PLC080842**

**Authorised Share Capital: Rs. 335,000,000/-**

**Paid-up Share Capital: Rs. 30,000,000/-**

To,

The Members

**Count N Denier (India) Limited**

Ground Floor, Shop No.12,  
Tardeo AC Market Building,  
Tardeo Road, Tardeo,  
Mumbai - 400034.

We have examined the registers, books and papers of **M/s. Count N Denier (India) Limited** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and all applicable provisions under Companies Act, 2013, and the rules made there under and also the provisions contained in the Memorandum & Articles of Association of the Company for the financial year ended **31<sup>st</sup> March, 2014**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year: -

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and rules made there under and all entries therein have been duly recorded.

2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company being a public limited Company, has a paid-up Capital of Rs. 30,000,000/-.
4. The Board of Directors duly met 6 times on April 12, 2013, May 16, 2013, June 29, 2013, August 13, 2013, October 29, 2013 and February 01, 2014 in respect of which meetings proper notices were given and signed in the minutes book maintained for the purpose.
5. The Company had closed its Register of Members from, Friday, September 20, 2013 to Friday, September 27, 2013 (Both days inclusive) in order to comply with the provisions of Section 154 of the Companies Act, 1956 & Section 91 of Companies Act, 2013.
6. The Annual General Meeting for the financial year ended on 31.03.2013 was held on 27<sup>th</sup> September, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the minutes book maintained for the purpose.
7. (i) One extra-ordinary general meeting was held during the year on 14<sup>th</sup> of June, 2013 for appointment of statutory Auditor to fill the Casual vacancy by Ordinary Resolution & to alter Article of Association of the Company by Special Resolution.  
(ii) One Postal Ballot was conducted to approve certain ordinary and special resolutions subject to the requisite approvals, wherever required, after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the minutes book maintained for the purpose.
8. During the year the Company has not advanced any loans or given any guarantees or provided any securities to its directors or persons or firms or Companies referred to under Section 295 of the Act or Section 185 of the Companies Act, 2013.
9. During the year the Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries, wherever required, in the register maintained under Section 301 of the Act.

11. As there were no instances during the year falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The Company has not issued duplicate share certificates during the financial year.
13. the Company has: -
  - i) Delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
  - ii) Has not declared dividend during the year.
  - iii) Has not paid any interim dividend during the year.
  - iv) Duly complied with the requirements of Section 217 of the Act.
14. During the year under review Mr. Pradeep Poddar ceased to be the Director of the Company w.e.f 19.06.2013; Mr. V.S. Mohan was appointed as Additional Director of the Company w.e.f 13.08.2013; Mr. V.S. Mohan, Mr. SudhirKumar Deshpande and Mr. Rajnish Pandey were regularized as Directors of the Company and Mr. Gautam Deshpande was appointed as Managing Director of the Company in the Annual General Meeting held on September 27, 2013. Mr. Sudhirkumar Deshpande ceased to be a Director of the Company w.e.f 29.10.2013 and Mr. Ajit Shetty was appointed as an Additional Director w.e.f. 29.10.2013.
15. The Company is managed by the Board and Mr. Gautam Deshpande was appointed as Managing Director w.e.f 01.02.2013.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act during the financial year except that of the Company Law Board to the issue of shares at a discount. The Company Law Board rejected the application for approval and the Company preferred an appeal in the Bombay High Court to allow it to issue shares at a discount. The Company has informed us that they are awaiting the order of the Bombay High Court.
18. The Directors have disclosed their interest in other firms, Companies to the Board of Directors pursuant to the provisions of the Act and rules made there under.
19. The Company has not allotted any shares during the financial year.

20. The Company has not bought back any Shares during the financial year.
21. There was no redemption of preference shares or debentures outstanding during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has not borrowed any amount from Banks or financial institutions during the financial year ended March 31, 2014 under the provisions of Section 293 (1)(d) of the Act or Section 180 of the Companies Act, 2013.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to the situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny and complied with the provisions of the Act.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has altered the provisions of the Memorandum with respect to Authorized share capital ie the Company has increased the Authorised Share Capital from Rs. Rs.3,50,00,000/- to Rs. 33,50,00,000/- and complied with the provisions of the Act.
30. The Company has altered its Articles of Association during the financial year and complied with the provisions of the Act.



31. As informed to us, there was no prosecution initiated against the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year for offence under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The provisions of Section 418 of the Companies Act, 1956 are not applicable to the Company as it has not constituted any Provident Fund for its employees.

**For M Siroya and Company**

*Company Secretaries*

**Mukesh Siroya**  
**Proprietor**  
**CP No.: 4157**

**Place: Mumbai**

**Date: 13.08.2014**

*Annexure A – Secretarial Compliance Certificate***Name of the Company: Count N Denier (India) Limited****Registration Number: 11 – 080842**

Registers as maintained by the Company

**Statutory Register**

Sr. No.	Under Section	Name of Register
1	143	Register of Charges
2	150	Register of Members
3	193	Minutes of all meetings of Board of Directors
4	193(1)	Minutes of General Body Meetings
5	209	Books of Accounts
6	301	Register of Particulars of Contracts in which Directors are interested
7	303	Register of Directors
8	307	Register of Directors' Shareholding

**Other Registers**

1	-	Board Meeting Attendance Register
2	-	General Meeting Attendance Register
3	-	Share Transfer Register



*Annexure B – Secretarial Compliance Certificate***Name of the Company: Count N Denier (India) Limited****Registration Number : 11 – 080842**

Returns / Documents / Forms filed with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended March 31<sup>st</sup>, 2014

FOR THE YEAR 2013-2014 (01.04.2013 TO 31.03.2014)

Sl. No.	Form No.	Relevant Section	Description	Date of Filing	Whether filed Within prescribed time Yes / No	If delay in filing, whether requisite additional fee paid Yes / No
1.	62	192A	Filed to intimate registrar of companies about appointment of scrutinizer for Postal Ballot Rules & to intimate calendar events. SRN: B73088114	18.04.2013	Yes	No
2.	18	146(2)	Filed for change in registered office of the company within local limits of city, town or village w.e.f	18.04.2013	Yes	No

			12.04.2013			
3.	62	192A	Filed to intimate registrar of companies about appointment of scrutinizer for Postal Ballot Rules & to intimate calendar events.  SRN: B78759024	05.07.2013	Yes	No
4.	32	303	Cessation of Mr. Pradeep Poddar w.e.f 19.06.2013  SRN: B78762960	05.07.2013	Yes	No
5.	23	31	Filed for Alteration of Articles of Association of company by special resolution at the EGM held on 14.06.2013  SRN: B80076904	24.07.2013	No	Yes
6.	32	260	Filed for appointment of Mr. Mohan Shankaranarayan Vaidyanathan as Additional Director w.e.f 13.08.2013	28.08.2013	Yes	No

			SRN: B82901059			
7.	23	192	Special and Ordinary Resolutions passed under Section 17, 149(2A), 293(1)(a)/(d) and 372A, 31 and 81(1A) of the Companies Act, 1956 through postal ballot, the results whereof were declared on 23.08.2013  SRN: B84733195	18.09.2013	Yes	No
8.	5	94	Filed for increase in Authorized share capital of the company from Rs.3,50,00,000/- to Rs. 33,50,00,000/- on 23.08.2013  SRN: B85013480	21.09.2013	Yes	No
9.	20A	149(2A)	Filed for postal ballot resolution passed for Commencement of new business, through postal ballot the results whereof were declared on	21.09.2013	Yes	No

			23.08.2013 SRN: B84982057			
10.	23	192	Special Resolutions passed under section 269 and 163 at the AGM held on 27.09.2013 SRN: B86258779	08.10.2013	Yes	No
11.	32	260	Filed for Regularization of Dr. V.S Mohan, Rajnish Kumar Pandey, Mr. SudhirKumar Deshpande as Director and Mr. Gautam Deshpande as Managing Director at the AGM held on 27.09.2013 SRN: B86259645	08.10.2013	Yes	No
12.	66	383A	Filed For Compliance Certificate for year ended 31 <sup>st</sup> March, 2013 SRN: Q23319866	14.11.2013	No	Yes
13.	20B	159	Filed for Annual Return of the Company (AGM:27.09.2013)	22.11.2013	Yes	No

			SRN: Q24414260			
14.	23AC & 23ACA	220(1)	Filling of Balance Sheet and Profit & Loss a/c as on 31.03.2013.  SRN: Q25120015	26.11.2013	No	Yes
15.	32	303	Filed for Appointment of Mr. Ajit Shetty as Additional Director and cessation of Mr. SudhirKumar Deshpande w.e.f 29.10.2013  SRN: B90226812	28.11.2013	Yes	No



**ANNEXURE TO DIRECTORS' REPORT  
MANAGEMENT DISCUSSION AND ANALYSIS REPORT****INDUSTRY STRUCTURE AND DEVELOPMENT**

The Company is engaged in the business of Medical, Dental & Clinical services. The health care sector in India is rapidly emerging because of rise in the socio economic environment, awareness in the people, rise in income of the family and more so because the people are willing to invest in health care.

As reported in the "A Brief Report on Healthcare, Telemedicine & Medical Tourism in India" the Health care Industry was valued at US\$ 79 billion in 2012 and is expected to reach US\$ 160 billion till 2017.

The Indian dental service market is estimated to reach US\$1302.5 by 2015 at a CAGR of 12 percent.

The main focus of our Company is Dental imaging, particularly Cone Beam CT Technology (CBCT). The concept of Cone Beam CT Technology (CBCT) is rapidly growing and gaining popularity. Cone Beam CT Technology (CBCT) is a new diagnostic tool that has revolutionized diagnosis and treatment planning in the dental field. Still there is a vast untapped dental imaging market in India, which the Company intends to cover and provide world class services to the consumers.

**OPPORTUNITIES AND THREATS**

The positive outlook in this sector is presenting lots of investment opportunities. There is a lot of scope for the Dental Equipment and product market growth in India. Many Foreign companies are investing in the Indian Dental Equipment Market.

As per the data provided by Department of Industrial Policy and Promotion, the hospital and diagnostic centre in India have attracted foreign direct investment worth US\$ 1.48 billion, while drugs & pharmaceutical and medical & surgical appliances industry registered FDI worth US\$ 9.78 billion and US\$ 571.91 million, respectively during April 2000 to October 2012.

Telemedicine is also emerging in India. Even now India has a major rural population who does not have access to proper health care facilities. Telemedicine is the answer to this problem. The growth of telemedicine will lead to increase in the demand for equipment like CT Scanners.

Even though people in India are now more attentive to the dental care needs, some of the dental treatments are expensive and therefore people tend to ignore them. The challenge is to provide more affordable treatment.

**SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

The Company presently operates in one segment that is Medical and Dental services.

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**BUSINESS OVERVIEW, FINANCIAL PERFORMANCE AND FUTURE OUTLOOK**

Loss during the year is Rs.3, 356,184.

Globally, the Health care sector is among the fastest growing sector and India is a land of opportunities and is regarded as a promising market among the Asian Countries.

Currently, the dental sector in India is mainly dominated by the small unorganized players who are restricted by the limited amount of resources. This generates enormous opportunity in the market for the players who are organized and have the resources to provide good quality services and creates a brand value. Our Company which is equipped with the much needed rich professional expertise and infrastructure intends to tap the market and create a brand value which is synonymous with best dental care services.

**RISKS AND CONCERNS**

Risk and threat are inherent part of the any Industry. Although, risks cannot be avoided completely in any type of business but they can surely be mitigated with the help of well planned strategies. Our Company strives to minimize the risk and maximize return .But, because of fragile economy, slow growth rate, cost of borrowing, fluctuation in currency, etc. the demand for the consumers is affected. The Company is constantly taking steps to mitigate the risk by early detection of risk, taking control measure and reviewing it from time to time.

The Board of Directors of the Company and the Audit Committee undertake comprehensive risk analysis wherein all the risk factors are identified and proper action are devised for mitigation the risk.

**INTERNAL CONTROL SYSTEMS AND ADEQUACY**

The Company maintains adequate internal control system in place to ensure that the Company's resources both tangible and other assets are protected and that all the transactions are properly accounted for and recorded. The Company has appointed an Internal Auditor M/s. G. S. Toshniwal & Associates, Chartered Accountant who independently evaluates the efficiency of the internal control and also audits the transactions of the Company and reports to the Audit Committee of the Company.

**CORPORATE GOVERNANCE REPORT****1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE**

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, and fairness in all its transactions in widest sense and meet up its stakeholder's aspirations and societal expectations.

The Company has always endeavored to implement the Corporate Governance process in the most democratic form as maximization of shareholders wealth is cornerstone of your company. For the Company the advent of the revised Clause 49 of the Listing Agreement has paved way for sharing with the stakeholders, the corporate governance practices, which are deeply rooted in the corporate culture of the Company. Your Company has been committed in adopting and adhering to global recognised standards of corporate conduct towards its employees, clients and the society at large. The management team of your Company exerts the strict adherence to corporate governance practices in order to cover the entire spectrum of governance activities and benchmark its practices with the prevailing guidelines of Corporate Governance.

**2. BOARD OF DIRECTORS**

The Company's Board of Directors is charged with the responsibility of maintaining good corporate governance. The Board of Directors has a dual role i.e. to act as an advisory and to overview the performance of the Company.

**2.1 COMPOSITION OF THE BOARD**

Clause 49 of the Listing Agreement states that the Board of the Company should contain optimum combination of Executive, Non-Executive Directors and Independent Director. The Company has appropriate mix of professionalism, knowledge and experience Directors. The present composition of the Board of Directors of the Company is in conformity of Clause 49 of the Listing Agreement.

The Board consists of **Five** Directors. Dr. Gautam Deshpande, Chairman and Managing Director who looks after the day to day business of the Company and 75 % of the Board consist of Non –Executive Independent Directors. The Non –Executive Independent Directors bring in experience and expertise to the Company and help the management in the decision making process.

The Company has received declaration from all the Independent Directors of the Company as per Clause 49 1 A (iii) of the Listing Agreement.

**2.2 NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES**

The Non Executive Independent Directors of are paid sitting fees which are within the limits the prescribed under the Companies Act, 1956.

**2.3 BOARD MEETING**

During the year under review, the Board meet 6 (Six) times in the year. The dates on which the Board Meeting were held are 12<sup>th</sup> April, 2013, 16<sup>th</sup> May, 2013, 29<sup>th</sup> June, 2013, 13<sup>th</sup> August, 2013, 29<sup>th</sup> October, 2013 and 1<sup>st</sup> February, 2014. At any given time the gap between any two meetings did not exceed four months.

The Board usually meets at least once in every quarter to review the quarterly results and other items on the agenda. Notice of the meetings is given well in advance to all the Directors in writing at their residential address. The draft minutes of the proceedings of the Board of Directors/Committees are circulated in advance and the comments, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman.

**2.4 COMPOSITION AND ATTENDANCE**

Detail of composition of Board of Directors, attendance, no of directorship in other Companies are given below:

Name of Directors	Category	No of Meeting attended		No. of Directorship in other Companies*	No. of Committee Membership / Chairmanship in other public Companies**	
		Board Meeting	Last AGM		Chairman	Member
Dr. Gautam Deshpande	Executive Chairman and Managing Director	6	Yes	2	Nil	Nil
Dr. Rajnish Pandey	Non Executive & Independent Director	6	Yes	1	Nil	Nil
^Dr. V. S. Mohan	Non Executive & Independent Director	2	Yes	Nil	Nil	Nil



^^Dr. Ajit Gopal Shetty	Non Executive & Independent Additional Director	1	N.A.	Nil	Nil	Nil
#Dr. Sudhirkumar Deshpande	Non Executive & Independent Director	4	Yes	Nil	Nil	Nil

\* Excluding Private Limited Companies, Foreign Companies, Section 25 Companies and Alternate Directorships.

\*\* Includes only Audit Committee, Stakeholder Relations Committee and Nomination and Remuneration Committee.

^ Appointed as Director on 13th August, 2013 , two meetings were held during his tenure.

^^ Appointed as Director on 29th October, 2013 , one meeting was held during his tenure.

# Ceased to be Directors w.e.f 29th October, 2013, four meetings were held during his tenure

N.A.: Not Applicable

Note: None of the Directors is a member of the Board of more than fifteen Companies or a member of more than ten Board-level Committees or a Chairman of more than five such Committees.

The brief resume of Directors to be appointed is appended in the notice convening the Annual General Meeting.

The Board of Directors at its meeting held on 13<sup>th</sup> August, 2014 had appointed Dr. Mukul Padhye as a Non Executive Independent Additional Director.

## 2.5 CODE OF CONDUCT

The Board has laid down a code of conduct for all Board members and senior management of the Company. The code of conduct is also posted on the website of the Company.

## 3. COMMITTEES OF THE BOARD

### 3.1 AUDIT COMMITTEE

#### Composition

The Company has formed Audit Committee as per the requirement of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 . The Audit Committee acts as a link between the Statutory and Internal Auditors and the Board of Directors. The Audit Committee was reorganized during the year. The Audit Committee is headed by Dr. Rajnish kumar Pandey, Independent Director and



Dr. V. S. Mohan, Dr. Ajit Gopal Shetty and Dr. Gautam Deshpande constitutes members of the Committee.

**Terms of reference**

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter alia performs the following functions:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

9. Discussion with internal auditors any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

#### Meeting and Attendance:

During the year under review, the Audit Committee met Four (4) times on 29<sup>th</sup> June, 2013, 13<sup>th</sup> August, 2013, 29<sup>th</sup> October, 2013 and 1<sup>st</sup> February, 2014.

Name	Designation	Category & Status	No. of Meetings held during the financial year 2013 – 14	No. of Meetings Attended during the financial year 2013 – 14
Dr. Rajnishkumar Pandey	Chairman	Independent Director	4	4
Dr. Gautam Mohan Deshpande	Member	Managing Director	4	4
Dr. V. S. Mohan	Member	Independent Director	4	2
**Dr. Sudhirkumar Deshpande	Member	Independent Director	4	2
*Dr. Ajit Gopal Shetty	Member	Additional Independent Director	4	1

\*Appointed as Director on 29<sup>th</sup> October, 2013, one meeting was held during his tenure.

**\*\* Ceased to be Director on 29<sup>th</sup> October, 2013, four meetings were held during his tenure.**

The Quorum of a meeting is two independent Directors. Minutes of the meetings of the Audit Committee are approved by the Chairman of the Committee in its next meeting and are noted and confirmed by the Board in the subsequent Board Meeting.

All the Members of the Committee have rich, vast experience in the field of finance, accounts, corporate laws and the business of the Company. The Statutory Auditor and the Internal Auditor may attend the meeting of the Audit Committee whenever they are invited.

### **3.2 STAKEHOLDER RELATIONS COMMITTEE (Earlier known as Shareholders and Investor's Grievances Committee).**

As a measure for good Corporate Governance and to resolve the queries of the stakeholders, the Company has formed a Stakeholder Relations Committee which focuses solely on the stakeholder relation.

#### **Composition**

<b>Name</b>	<b>Designation</b>	<b>Status</b>
Dr. Rajnishkumar Pandey	Chairman	Independent Director
Dr. V. S. Mohan	Member	Independent Director
Dr. Gautam Mohan Deshpande	Member	Managing Director
*Dr. Ajit Gopal Shetty	Member	Additional Independent Director
**Dr.Mukul Padhye	Member	Additional Independent Director

\*ceased to be a member of committee as on 13.08.2014.

\*\*appointed as member of committee as on 13.08.2014.

#### **Meeting**

As no complaint were received by the Company during the year under review, as a result of which no meeting were held by the Company. No Complaints are pending as on 31<sup>st</sup> March, 2014. A Confirmation of the same has been received from the Registrar and Transfer Agent.

**3.3 NOMINATION AND REMUNERATION COMMITTEE (Earlier known as Remuneration Committee)****Composition**

<b>Name</b>	<b>Designation</b>	<b>Status</b>
Dr. V. S. Mohan	Chairman	Independent Director
Dr. Rajnishkumar Pandey	Member	Independent Director
Dr. Ajit Gopal Shetty	Member	Additional Independent Director

**Meetings:**

There were no Meetings of the Committee held during the Financial Year 2013 – 14.

**4. DIRECTORS' REMUNERATION****4.1 CHAIRMAN AND MANAGING DIRECTOR**

No remuneration was paid to the Chairman and Managing Director of the Company during the Financial Year 2013 – 2014.

**4.2 NON EXECUTIVE DIRECTORS**

The Non Executive Directors are entitled for sitting fees of the Board/ Committee Meeting. The Company's Non Executive Directors are paid sitting fees of Rs.10, 000/- for Board Meeting in the each Quarter and Rs.5, 000/- for Committee Meeting in the each Quarter attended by them irrespective of the number of Board/ Committee Meetings held in each Quarter.

**5. SUBSIDIARY**

The Company does not have any subsidiary Company.

**6. GENERAL BODY MEETINGS****6.1 General Meeting:****a. Annual General Meeting**

The Particulars of Annual General Meeting held during the last three years are as follows:

Financial Year	Date & Time	Venue	Special Resolution
2010 – 2011	30 <sup>th</sup> September, 2011 at 04.30 p.m.	44, Marol Co-op Industrial Estate. Andheri – Kurla Road, Andheri (East), Mumbai- 400059	No
2011-2012	20 <sup>th</sup> July, 2012 at 04.30 p.m.	22, Sharda Bhawan, Nanda Patkar Road, Nehru Road Vile Parle (East) Mumbai- 400057	Yes
2012 -2013	27 <sup>th</sup> September, 2013 at 10 a.m.	Appejay Business Centre, Apeejay House, 3 Dinshaw Vachha Road, 2nd Floor, Churchgate, Mumbai - 400020, Maharashtra, India	Yes

#### Details of the Special Resolutions passed in the previous three AGM

Details of Special Resolution	Whether Approved or not in AGM	Status on 31 <sup>st</sup> March 2014
Appointment of Dr. Anil Agrawal as Managing Director of the Company	Approved	However on acquisition of Company by Dr. Gautam Deshpande he resigned w.e.f 1 <sup>st</sup> February 2013
Approval for Scheme of Capital Reduction	Approved	Not implemented
Regularization of Dr. Gautam Mohan Deshpande as Director of the Company	Approved	Dr. Gautam Mohan Deshpande who was an Additional Director as on 1 <sup>st</sup> February, 2013 was regularize as a Director.
Regularization of Dr. Gautam Mohan Deshpande as Managing Director of the Company	Approved	Dr. Gautam Mohan Deshpande was regularized as Managing Director of the Company w.e.f. 1 <sup>st</sup> February, 2013.
Approval for keeping the Register and Index of Members and Register of Transfer at the premises of the R & T Agent of the Company.	Approved	Register and Index of Members and Register of Transfer are kept at the premises of the R & T Agent of the Company.

#### b. Extra Ordinary General Meeting

During the year under review 2013-2014, Extra Ordinary General Meeting was held on 14<sup>th</sup> June, 2013 for appointment of Statutory Auditor to fill in casual vacancy and for alteration of Article of Association of the Company. Both the resolutions were approved by the Members of the Company.

#### 6.2 Postal Ballot

The Company sought approval of its Members through postal ballot:



Sr No.	Type of Resolution	Particulars
1.	Special	Alteration of the Object Clause of the Memorandum of Association by insertion of new Sub Clause in the Main Objects
2.	Special	Commencement of new business under Section 149(2A)
3.	Ordinary	Authority to Board for borrowing moneys in excess of the aggregate of the paid – up capital and free reserves
4.	Ordinary	Authority to the Board for mortgaging and / or creating a charge and / or giving corporate guarantee(s) upto a limit of Rs. 100 Crores
5.	Special	Authority to Board to make loans and investments/ guarantee/ security in excess of the prescribed limits
6.	Ordinary	Increase in Authorised Share Capital of the Company
7.	Special	Issue of Equity Shares on Preferential basis

The Board had appointed Mr. Mukesh Siroya, Proprietor of M Siroya and Company, Practicing Company Secretary as a Scrutinizer for the voting process. The Company announced the results on 23<sup>rd</sup> August, 2013. Brief summary of the Result are given below:

Sr No.	Items	No. of Votes in favour	% of Votes in favour on votes polled	No. of votes against	% of Votes against on votes polled
1.	Alteration of the Object Clause of the Memorandum of Association by insertion of new Sub Clause in the Main Objects.	1742700	99.79	500	0.03
2.	Commencement of new business under Section 149(2A).	1742700	99.79	500	0.03
3.	Authority to Board for borrowing moneys in excess of the aggregate of the paid – up capital and free reserves.	1742700	99.79	500	0.03
4	Authority to the Board for mortgaging and / or creating a charge and / or giving corporate guarantee(s) upto a limit of Rs. 100 Crores.	1742700	99.79	500	0.03
5	Authority to Board to make loans	1742700	99.79	500	0.03

	and investments/ guarantee/ security in excess of the prescribed limits.				
6	Increase in Authorised Share Capital of the Company.	1743100	99.82	100	0.01
7	Issue of Equity Shares on Preferential basis.	1743000	99.81	200	0.01

## 7. CODE OF CONDUCT

The Board members have confirmed compliance with code of conduct and ethics for the period ended March 31<sup>st</sup>, 2014 as provided under clause 49 of the listing agreement with the stock exchange. A copy of the Code has been put on the Company's website [www.countndenier.in](http://www.countndenier.in). A declaration signed by the Managing Director of the Company is given at the end of this report.

## 8. DISCLOSURES

### 8.1 Material Contracts/Related Party Transactions

The disclosure of the related party transactions has been made in point No 29 of the Notes to Accounts forming part of this Annual Report.

There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. All the transactions are periodically placed before the Audit Committee.

All the related party transactions are negotiated at arm's length basis.

### 8.2 Compliances

There were no instances of non-compliance of any requirements of the Stock Exchange, SEBI and other statutory authorities on any matters relating to capital market during the last 3 years ending March 31, 2014.

The Company has formulated a Whistle Blower Policy. The policy comprehensively provides an opportunity for any employee of the Company to raise and report any issue or any act resulting in financial or reputation loss and misuse of office or suspected or actual fraud. The policy has been communicated to the employees.

The Company has complied with all the mandatory requirement of clause 49 of the Listing Agreement.

## 9 MEANS OF COMMUNICATION

The Quarterly results of the Company are regularly submitted to the Stock Exchange where the shares of the Company are listed. Subsequently, the results are also published in the one English Newspaper "Free Press Journal" and one Regional Newspaper "Navshakti".

The Quarterly results of the Company are also uploaded on the website of the Company at [www.countndenier.in](http://www.countndenier.in) after their declaration.

## 10. GENERAL SHAREHOLDERS INFORMATION

### a) Annual General Meeting

The forthcoming Annual General Meeting of the Company is scheduled to be held on 29<sup>th</sup> September 2014, at 11 A.M. at DBS Office Business Centre, DBS Heritage House, Prescott Road, Opp. Cathedral Senior School, Fort, Mumbai – 400 001.

### b) Financial Calendar (Tentative)

Financial Year 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015

Results for first Quarter	Second week of August, 2014.
Results for second Quarter (tentative)	Second week of November, 2014.
Results for third Quarter (tentative)	First week of February, 2015.
Results for fourth Quarter (tentative) and Annual	Last week of May, 2015.
Annual General Meeting for the year ended 31 <sup>st</sup> March 2015	Last week of September, 2015.

### c) Book Closure Dates

From 23<sup>rd</sup> September, 2014 to 29<sup>th</sup> September, 2014 (both days inclusive).

### d) Dividend Payment Date

No dividend has been recommended for the Financial Year ended 2013 – 2014.

### e) Listing on Stock Exchange

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE), P.J. Tower, Dalal Street, Mumbai – 400 001, Maharashtra. The shares of the Company are currently

traded under the T group. The Company has paid the listing fees to BSE for the Financial Year 2013-14.

**f) Stock Code**

Bombay Stock Exchange Limited  
ISIN Demat No

516110  
INE146N01016

**g) Corporate Identification Number(CIN): L93000MH1994PLC080842.**

**h) Market Price Data - High, Low during each month in last financial year**

Month	High	Low
April, 2013	1.32	1.32
May, 2013	1.38	1.38
June, 2013	1.44	1.44
July, 2013	1.44	1.44
August, 2013	1.44	1.44
September, 2013	1.51	1.51
October, 2013	1.58	1.58
November, 2013	1.65	1.65
December, 2013	1.73	1.73
January, 2014	1.73	1.73
February, 2014	1.81	1.81
March, 2014	1.81	1.81

**i) Registrar and Share Transfer Agent (RTA)**

Purva Sharegistry (India) Pvt Ltd

Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011

Tel : 91-22-2301 6761 / 8261

Fax : 91-22-2301 2517

Email : [busicomp@vsnl.com](mailto:busicomp@vsnl.com)

**j) Share Transfer Mechanism**

The share transfers received are processed through Registrar and Share Transfer Agent (RTA), within 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The share certificates duly endorsed are returned immediately to the shareholders by RTA. The details of transfers/transmission so approved, is placed before the Share Transfer Committee for its confirmation. Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, Certificate on half – yearly basis confirming due compliance of share transfer formalities by the Company, certificates for timely dematerialization of the shares as per SEBI (Depositories and Participants) Regulations, 1996 and a Secretarial Audit Report for reconciliation of the share capital of the Company obtained from a practicing Company Secretary have been submitted to the stock exchange within stipulated time.

**K) (i) Shareholding Pattern as on 31<sup>st</sup> March 2014:**

		Category	No. of Shares	Shareholding %
<b>(A)</b>		<b>Promoter &amp; Promoter Group</b>		
		Individuals/Hindu Undivided Family	<b>1447400</b>	<b>48.25</b>
		<b>Total (A)</b>	<b>1447400</b>	<b>48.25</b>
<b>(B)</b>	<b>(1)</b>	<b>Public Shareholding (Institutions)</b>		
		Mutual Funds/ UTI	1500	0.05
		Financial Institutions / Banks	47400	1.58
		<b>Sub-Total (B)(1)</b>	<b>48900</b>	<b>1.63</b>
<b>(2)</b>		<b>Public Shareholding (Non-institutions)</b>		
	(a)	Bodies Corporate	393600	13.12
	(b)	Individuals		
		i. Individual shareholders holding nominal share capital up to Rs 1 lakh	763700	25.46
		ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	285300	9.51
	(c)	NRI (Repat & Non Repat)	57400	1.91



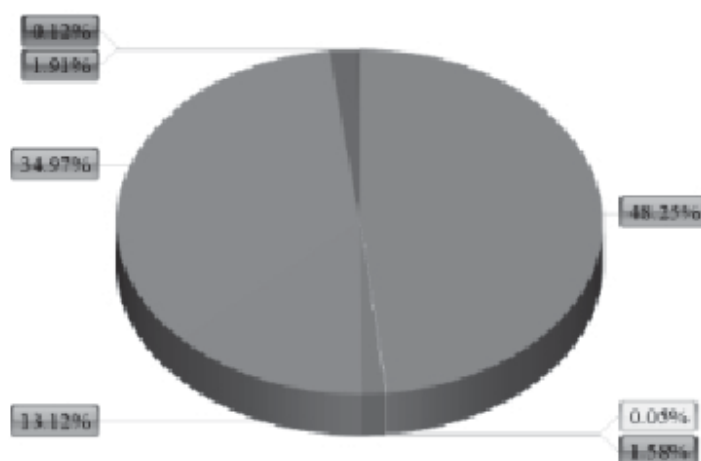
	(d)	Hindu Undivided Family	3700	0.12
		<b>Sub – Total (B) (2)</b>	<b>1503700</b>	50.12
		<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1552600</b>	51.75
		<b>Total (A + B)</b>	<b>3000000</b>	100

(ii) Distribution of Shares as on 31<sup>st</sup> March 2014:

Shareholding of Nominal Value	No. of Shareholders	%	In Rs.	%	No of shares held
<b>Upto 5000</b>	3361	95.54	4183000	13.94	418300
<b>5001 – 10000</b>	62	1.76	550000	1.83	55000
<b>10001 – 20000</b>	30	0.85	493000	1.64	49300
<b>20001 – 30000</b>	7	0.20	183000	0.61	18300
<b>30001 – 40000</b>	8	0.23	287000	0.96	28700
<b>40001 – 50000</b>	15	0.43	697000	2.32	69700
<b>50001 – 100000</b>	16	0.45	1348000	4.49	134800
<b>100001 and above</b>	19	0.54	22259000	74.20	2225900
<b>Total</b>	<b>3518</b>	<b>100</b>	<b>30000000</b>	<b>100</b>	<b>3000000</b>

Categories of equity shareholders

■ Promoter & Promoter Group   ■ Mutual Funds/UTI   ■ Financial Institutions / Banks  
 ■ Bodies Corporate   ■ Indian Public and others   ■ NRI   ■ Hindu Undivided Family



**l) Dematerialization of Shares**

The Equity Shares of the Company are to be traded compulsorily in Dematerialized form. As on 31<sup>st</sup> March 2014 17,65,300 Equity Shares (Constituting 58.84%) were in dematerialized form. The Company has entered into agreements with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for this purpose.

**m) Outstanding GDRs/ADRs/Warrants or any Convertible instruments**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

**n) Plant Locations**

Not Applicable.

**o) Correspondence Address**

Ground Floor Shop No.12, Tardeo AC Market Building, Tardeo Road, Tardeo, Mumbai-400034.

**11. C.E.O. AND CFO CERTIFICATION**

The Managing Director of your Company has issued necessary certificate pursuant to the provisions of Clause 49 of the Listing Agreement and the same is attached and forms part of the Annual Report.

The Managing Director of the Company gives annual certification on financial reporting and internal control to the Board in terms of Clause 49. The Managing Director also gives Quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement.

**12. RECONCILIATION OF SHARE CAPITAL**

The Report called Reconciliation of Share Capital issued by Practicing Company Secretary, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL, is placed before the Board on a quarterly basis. A copy of the Audit Report is submitted to the Stock Exchanges where the securities of the Company are listed.

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

I, Dr. Gautam Deshpande, Managing Director of Count N Denier (India) Limited hereby declare that all the members of the Board of Directors of the Company and the Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Clause 49 (1) (D) (ii) of the Listing Agreement entered into with the Stock Exchanges for the financial year ended 31<sup>st</sup> March, 2014.

Date :13.08.2014

Place: Mumbai

For and on behalf of Board

Gautam Deshpande  
Chairman & Managing Director

Rajnish Kumar Pandey  
Director

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

CIN of the Company - L93000MH1994PLC080842  
Nominal Capital - Rs. 33.50 Cr

To,

The Members of Count N Denier (India) Limited,  
Mumbai

We have examined the compliance of conditions of Corporate Governance by Count N Denier (India) Limited (the Company), for the year ended at March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance with 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 based on 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 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 M/s M. B. Agrawal & Co.  
Chartered Accountants  
FRN: 100137W

M. B. Agrawal  
Partner  
Mem. No. 9045

Place: Mumbai  
Date: 13<sup>th</sup> August, 2014

**CEO AND CFO CERTIFICATION**

**To,  
The Board of Directors,  
COUNT N DENIER (INDIA) LIMITED.**

We, Gautam Deshpande, Managing Director and Amit Tyagi , Chief Financial Officer of Count N Denier (India) Limited hereby certify to the Board that:

- a. We have reviewed the Financial Statements and the Cash Flow Statements for the year 2013–2014 and that to the best of our knowledge and belief :
  - i) These statements do not contain any materially untrue statement or omit any material fact or contains statements that might be misleading.
  - ii) These statements together present a true and fair view of Companies affair and are in Compliance with existing Accounting Standards, Applicable Laws and Regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, 2013– 2014 which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining the internal controls for the Financial Reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have not come across any reportable discrepancies in the design or operation of such internal control.
- d. We have indicated to the auditors and the Audit committee
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year .
  - (iii)that there are no instances of significant fraud of which we have become aware.

**Place: Mumbai  
Date:13.08.2014**

**For COUNT N DENIER (INDIA) LIMITED**

**Gautam Deshpande  
Managing Director**

**Amit Tyagi  
Chief Financial Officer**



## INDEPENDENT AUDITORS' REPORT

To the Members of  
**Count N Denier (India) Limited**

### **Report on the Financial Statements**

We have audited the accompanying Financial Statements of Count N Denier (India) Limited which comprise the Balance Sheet as at March 31, 2014, and 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**

Management is responsible for the preparation of these Financial Statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the Financial Statements in order to design audit procedures that are appropriate in the circumstances. 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.

**Opinion**

In our opinion 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:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) In the case of the Statement of Profit and Loss, of the Loss for the year ended on that date;
- c) In the case of the Cash Flow Statement, of the Cash Flow for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) We have 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 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 the 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 comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
  - e) On the basis of written representations received from the Directors as on March 31, 2014, and taken on record by the Board of Directors, none of the Directors are disqualified as on March 31, 2014, from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

FOR M. B. AGRAWAL & CO.  
CHARTERED ACCOUNTANTS  
FRN: 100137 W

M. B. AGRAWAL  
PARTNER  
MEM NO: 9045

Place: Mumbai  
Date: 13<sup>th</sup> August, 2014

**Annexure to Independent Auditors' Report****Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of the Our Report of even date****1. In respect of its fixed assets**

There are no fixed assets in the company; therefore this clause is not applicable.

**2. In respect of its inventories**

There were no inventories in the company; therefore this clause is not applicable.

**3. In respect of the loans, secured or unsecured, granted or taken by the company to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:**

(a) The company has taken unsecured loans from parties covered in the register maintained u/s 301 of the companies act, 1956 wherein the year-end balance is Rs. 40.54 Lakhs (Previous year i.e. 31<sup>st</sup> March, 2013 Rs. Nil).

(b) The company has not given any unsecured loans to parties covered in the register maintained u/s 301 of the companies act, 1956.

(c) In our opinion the rate of interest and other terms and conditions on which loans taken by the company are not prima facie prejudicial to the interest of the company. The payment of principal amount and interest are also regular as stipulated.

**4. In our opinion and according to the information and explanations given to us, the company has adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories and fixed assets and for sale of goods. Further based on our examination and according to information and explanation given to us, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.****5. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:**

Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been so entered in the register required to be maintained under that section.



6. According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the Company.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of business.
8. Cost records under section 209 (1) (d) of the Companies Act 1956 are not applicable to the Company.
9. In respect of statutory dues:
  - (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues of Income Tax, Sales Tax, Service Tax, and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2014 for a period of more than six months from the date of becoming payable.
  - (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, and Cess, which have not been deposited on account of any dispute.
10. The Company has accumulated losses at the end of the year and has incurred cash loss during the financial year covered by our audit.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks. The company does not have any outstanding debentures.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of clause (xiii) of paragraph 4 of the Companies (Auditor's Report) Order is not applicable to the Company.
14. According to information and explanations given to us, the Company is not trading in Shares, Mutual funds & other Investments.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.

16. Based on our audit procedures and on the information given by the management, we report that the company has not taken any term loans during the year and not been defaulter in repayment of principal and interest by way instalment.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31<sup>st</sup> March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. On the basis of information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

FOR M. B. AGRAWAL & CO.  
CHARTERED ACCOUNTANTS  
FRN: 100137 W

M. B. AGRAWAL  
PARTNER  
MEM NO: 9045

Place: Mumbai  
Date: 13<sup>th</sup> August, 2014



## BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at 31st Mar, 2014 ₹	As at 31st Mar, 2013 ₹
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholders' Funds			
(a) Share Capital	2	30,000,000	30,000,000
(b) Reserves and Surplus	3	(33,555,219)	(30,199,035)
<b>Sub Total</b>		<b>(3,555,219)</b>	<b>(199,035)</b>
(2) Share Application Money Pending Allotment		-	-
(3) Non-Current Liabilities			
(a) Long Term Borrowings	4	-	-
(b) Deferred Tax Liability (Net)	5	-	-
(c) Long Term Provisions	6	-	-
<b>Sub Total</b>		<b>-</b>	<b>-</b>
(4) Current Liabilities			
(a) Short Term Borrowings	7	4,054,000	-
(b) Trade Payables	8	56,630	-
(c) Other Current Liabilities	9	32,630	878,869
(d) Short Term Provisions	10	-	-
<b>Sub Total</b>		<b>4,143,260</b>	<b>878,869</b>
<b>Total Equity &amp; Liabilities</b>		<b>588,041</b>	<b>679,834</b>
<b>II. ASSETS</b>			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	11	-	-
(ii) Intangible Assets	11	-	-
(b) Non-Current Investments	12	-	-
(c) Deferred Tax Asset (Net)		-	-
(d) Long Term Loans and Advances	13	-	-
<b>Sub Total</b>		<b>-</b>	<b>-</b>
(2) Current Assets			
(a) Inventories	14	-	-
(b) Trade Receivables	15	-	596,915
(c) Cash and Bank Balances	16	521,443	6,321
(d) Short Term Loans and Advances	17	-	10,000
(e) Other Current Assets	18	66,598	66,598
<b>Sub Total</b>		<b>588,041</b>	<b>679,834</b>
<b>Total Assets</b>	1 to 36	<b>588,041</b>	<b>679,834</b>
Notes forming part of the Financial Statements			
As per our report of even date	For and on behalf of the board		
For M.B.Agrawal & Co.	Gautam Mohan Deshpande		
Chartered Accountants	Managing Director		
	Rajnish Kumar Pandey		
	Director		
M.B.Agrawal - Partner	Kanchan Parab		
Firm Reg. No.100137W	Company Secretary		
Membership No. '009045	Amit Tyagi		
Place : Mumbai	Chief Financial Officer		
Date : 13.08.2014			

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2014**

Particulars	Note No.	Year ended on 31st Mar, 2014 ₹	Year ended on 31st Mar, 2013 ₹
<b>I. INCOME</b>			
Revenue from Operations	19	134,000	-
Other Income	20	-	745,035
<b>Total Revenue</b>		<b>134,000</b>	<b>745,035</b>
<b>II. EXPENDITURE</b>			
Employee Benefits Expense	21	170,397	120,000
Finance Costs	22	-	-
Depreciation and Amortisation Expense	11	-	-
Other Expenses	23	3,319,787	617,927
<b>Total Expenses</b>		<b>3,490,184</b>	<b>737,927</b>
<b>III. Profit/(Loss) Before Tax</b>		<b>(3,356,184)</b>	<b>7,108</b>
<b>IV. Tax Expenses</b>			
Current tax	24	-	2,200
Short Provision for Tax for earlier years		-	-
<b>V. Profit/(Loss) for the year</b>		<b>(3,356,184)</b>	<b>4,908</b>
<b>VI. Earnings per equity share (Nominal value ₹10/- each)</b>	25		
Basic ₹		<b>(1.119)</b>	<b>0.002</b>
Diluted ₹		<b>(1.119)</b>	<b>0.002</b>
<b>Notes forming part of the Financial Statements</b>	1 to 36		
As per our report of even date		For and on behalf of the board	
<b>For M.B.Agrawal &amp; Co.</b>		<b>Gautam Mohan Deshpande</b>	
Chartered Accountants		Managing Director	
		<b>Rajnish Kumar Pandey</b>	
		Director	
<b>M.B.Agrawal - Partner</b>		<b>Kanchan Parab</b>	
Firm Reg. No. 100137W		Company Secretary	
Membership No. '009045		<b>Amit Tyagi</b>	
Place : Mumbai		Chief Financial Officer	
Date : 13.08.2014			

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

		Year ended on 31st Mar, 2014	Year ended on 31st Mar, 2013
		₹	₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>			
Net Profit before tax and extraordinary items		(3,356,184)	7,108
<b>Adjustments for:</b>			
Income Tax Provision		-	(2,200)
Operating Profit before working capital changes		(3,356,184)	4,908
<b>Adjustments for:</b>			
Trade Receivables & Others Current Assets		606,915	344,137
Trade Payables & Other Current Liabilities		(789,609)	112,915
Cash generated from operations		(3,538,878)	461,960
Direct Taxes paid (net of refunds received)		-	-
<b>Cash flow before extraordinary items</b>	<b>[A]</b>	<b>(3,538,878)</b>	<b>461,960</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>			
Purchase of Fixed Assets		-	-
Purchase of Investments		-	-
<b>Net cash used in Investing activities</b>	<b>[B]</b>	<b>-</b>	<b>-</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>			
Borrowings		4,054,000	(474,783)
		-	-
<b>Net cash used in Financing activities</b>	<b>[C]</b>	<b>4,054,000</b>	<b>(474,783)</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>[A+B+C]</b>	<b>515,122</b>	<b>(12,823)</b>
<b>Cash and Cash Equivalents - Opening Balance</b>		<b>6,321</b>	<b>19,144</b>
<b>Cash and Cash Equivalents - Closing Balance</b>		<b>521,443</b>	<b>6,321</b>

As per our report of even date

For M.B.Agrawal & Co.  
Chartered AccountantsM.B.Agrawal - Partner  
Firm Reg. No.100137W  
Membership No. '009045Place: Mumbai  
Date : 13.08.2014For and on behalf of the board  
Gautam Mohan Deshpande  
Managing DirectorRajnish Kumar Pandey  
DirectorKanchan Parab  
Company SecretaryAmit Tyagi  
Chief Financial Officer

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2014

**1. Significant Accounting Policies****A. Basis of Accounting**

a. The financial statements are prepared under the historical cost convention using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956, including the mandatory Accounting Standards as prescribed by the Companies (Accounting Standards) Rules 2006.

**b. Use of Estimates**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Example of such estimates include provisions for doubtful debts, employee retirement benefits plans, provision for income tax, provision for warranty cost and the useful lives of fixed assets. The difference between the actual results and estimates are recognised in the period in which the results are known and materialised.

**B. Fixed Assets**

Fixed Assets are stated at cost, less accumulated depreciation / amortisation and impairment loss, if any. The actual cost is inclusive of freight, installation cost, duties, taxes, financing cost and other incidental expenses related to the acquisition and installation of the respective assets but does not include tax/duty credits availed.

**C. Depreciation**

Depreciation on fixed assets is provided on WDV Method at the rates specified in The Companies Act 1956.

**D. Impairment of Assets**

The Fixed Assets or a group of assets (cash generating units) are reviewed for impairment at each Balance Sheet date. In case of any such indication, the recoverable amount of these assets is determined, and if such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the impairment loss is recognised by writing down such assets to their recoverable amount. An impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

**E. Investments**

Quoted Investments are valued at cost or market value whichever is lower. Unquoted Investments are stated at Cost. The decline in the value of the Unquoted Investments, other than temporary, is provided for. Cost is inclusive of brokerage, fees and duties but excludes Securities Transaction Tax, if any.

**F. Inventories**

Inventories are valued at cost or net realisable value whichever is lower. Cost of inventories comprises all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

**G. Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of an qualifying asset are capitalised as part of the cost of that asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**H. CENVAT/Value Added Tax**

CENVAT/Value Added Tax benefit is accounted for by reducing the purchase cost of the materials/fixed assets/services.

**I. Revenue Recognition**

- a. Revenue is recognised on transfer of significant risk and reward in respect of ownership.
- b. Sales/Turnover for the year includes sales value of goods and other recoveries such as insurance, transportation and packing charges but excludes sales tax, value added tax and recovery of finance and discounting charges.
- c. Insurance, Duty Drawback and other claims are accounted for as and when admitted by the appropriate authorities.
- d. Dividend on investments is recognised when the right to receive is established.

( Notes continued .....)

**J. Foreign Currency Transactions**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transactions. Foreign Currency Monetary Assets and Liabilities are translated at the year end rate. The difference between the rate prevailing on the date of transaction and on the date of settlement as also on translation of Monetary Items at the end of the year is recognised, as the case may be, as income or expense for the year.

**K. Employee Benefits**

**Short Term Employees Benefits**

Short Term Employees Benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

**L. Taxation**

Income tax comprises of current tax and deferred tax. Provision for current income tax is made on the assessable income/benefits at the rate applicable to relevant assessment year. Deferred tax assets and liabilities are recognised for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets and liabilities are measured using the tax rates enacted or substantively enacted by the Balance Sheet date. The carrying amount of deferred tax asset/liability are reviewed at each Balance Sheet date and recognised and carried forward only to the extent that there is a reasonable certainty that the asset will be realised in future.

Minimum Alternate Tax (MAT) paid on the book profits, which give rise to future economic benefits in the form of tax credit against future income-tax liability, is recognised as an asset in the Balance Sheet if there is convincing evidence that the Company will pay normal tax within the period specified for utilisation of such credit.

**M. Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources in respect of which reliable estimate can be made.

Contingent Liabilities are disclosed by way of Notes to Accounts. Disputed demands in respect of Central Excise, Customs, Income-tax and Sales Tax are disclosed as contingent liabilities. Payment in respect of such demands, if any, is shown as an advance, till the final outcome of the matter.

Contingent assets are not recognised in the financial statements.

**N. Prior period items**

Prior period items are included in the respective heads of accounts and material items are disclosed by way of Notes to Accounts.

**O. Other Accounting Policies**

These are consistent with the generally accepted accounting principles.



( Notes continued .....)			
<b>2. SHARE CAPITAL</b>		<b>As at 31st Mar, 2014 ₹</b>	<b>As at 31st Mar, 2013 ₹</b>
Authorised : (Previous year 3,500,000) Equity Shares of ₹10/- each 33,500,000		335,000,000	35,000,000
<b>Total</b>		<b>335,000,000</b>	<b>35,000,000</b>
Issued, Subscribed and Paid-up :			
<b>Equity Shares</b>			
3,000,000 (Previous year 3,000,000) Equity Shares of ₹10/- each		30,000,000	30,000,000
<b>Total</b>		<b>30,000,000</b>	<b>30,000,000</b>
<b>2.1 Reconciliation of Shares</b>		<b>As at 31st March, 2014</b>	<b>As at 31st March, 2013</b>
		(Numbers)	(Numbers)
At the beginning of the year		3,000,000	3,000,000
Issued during the year		-	-
Outstanding at the end of the year		3,000,000	3,000,000
<b>2.2 Shares held by its Holding Company or its Ultimate Holding Company</b>		-	-
<b>2.3 Details of Shareholders holding more than 5% shares in the Company</b>		<b>As at 31st March, 2014</b>	<b>As at 31st March, 2013</b>
		(Numbers)	(Numbers)
Gautam Deshpande		1,447,400	1,447,400
		(Percentage)	(Percentage)
		48.25	48.25
<b>2.4 Rights, preference and restrictions attached to each class of shares</b>			
<b>3. RESERVES AND SURPLUS</b>		<b>As at 31st Mar, 2014 ₹</b>	<b>As at 31st Mar, 2013 ₹</b>
<b>Security Premium</b>			
As per last Balance Sheet		750,000	750,000
Add: Addition during the year		-	-
		750,000	750,000
Less: Expenditure on issue of Shares		-	-
<b>Balance at the end of the year</b>		<b>750,000</b>	<b>750,000</b>
<b>Surplus in the Statement of Profit and Loss</b>			
As per last Balance Sheet		(30,949,035)	(30,953,943)
Add : Profit for the year		(3,356,184)	4,908
Less: Appropriations		(34,305,219)	(30,949,035)
<b>Total of Reserve &amp; Surplus</b>		<b>(33,555,219)</b>	<b>(30,199,035)</b>
<b>4. LONG TERM BORROWINGS</b>		<b>As at 31st Mar, 2014 ₹</b>	<b>As at 31st Mar, 2013 ₹</b>
<b>A. Secured</b>			
		-	-
<b>B. Unsecured</b>			
		-	-
<b>Total (A+B)</b>		<b>-</b>	<b>-</b>
<b>4.1 a. The term Loans are secured by .....</b>			
<b>5. DEFERRED TAX LIABILITY (Net)</b>		<b>As at 31st Mar, 2014 ₹</b>	<b>As at 31st Mar, 2013 ₹</b>
<b>A. Deferred Tax Liability</b>			
Related to Depreciation on Fixed Assets and Amortisation		-	-
<b>(A)</b>		<b>-</b>	<b>-</b>
<b>B. Deferred Tax Assets</b>			
i. Expenses charged in the financial statements but allowable as deduction in future years under the Income Tax Act, 1961		-	-
ii. Others		-	-
<b>(B)</b>		<b>-</b>	<b>-</b>
<b>Net Deferred Tax Liability</b>		<b>(A-B)</b>	<b>-</b>

( Notes continued .....)				
<b>6. LONG TERM PROVISIONS</b>				
	Nil			
		<b>TOTAL</b>		
<b>7. SHORT TERM BORROWINGS</b>				
<b>A. Secured</b>				
		(A)		
<b>B. Unsecured</b>				
Loans and Advances from other related Parties		(B)		
		<b>Total (A+B)</b>		
<b>8. TRADE PAYABLES</b>				
	Sundry Creditors	<b>TOTAL</b>		
<b>9. OTHER CURRENT LIABILITIES</b>				
	Other Payables	<b>TOTAL</b>		
<b>10. SHORT TERM PROVISIONS</b>				
Provision for Income Tax (Net of Tax)		<b>TOTAL</b>		

## COUNT N DENIER (INDIA) LIMITED

( Notes continued .....)									
11. FIXED ASSETS									
Particulars	Gross Block			Depreciation/Amortisation			Net Block		
	As at 31.03.2013	Additions	Deductions/ Adjustments	As at 31.03.2014	For the Year	Deductions/ Adjustments	As at 31.03.2014	As at 31.03.2013	As at 31.03.2013
i. TANGIBLE ASSETS									
	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
TOTAL (A)	-	-	-	-	-	-	-	-	-
ii. INTANGIBLE ASSETS									
	-	-	-	-	-	-	-	-	-
TOTAL (B)	-	-	-	-	-	-	-	-	-
TOTAL (A+B)	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-

( Notes continued .....)	Face Value	31st Mar, 2014		31st Mar, 2013	
		(Numbers)	₹	(Numbers)	₹
<b>12. NON CURRENT INVESTMENTS</b>					
<b>QUOTED</b>			-		-
			-		-
			-		-
<b>In Equity Shares (Fully Paid-up) - Others</b>					
			-		-
<b>UNQUOTED</b>					
<b>In Equity Shares (Fully Paid-up) - Subsidiary</b>					-
			-		-
<b>In Preference Shares (Fully Paid-up)</b>			-		-
			-		-
			-		-
<b>Total Non Current Investments</b>			-		-
Aggregate Amount of Quoted Investments			-		-
Aggregate Market Value of Quoted Investments			-		-
Aggregate Amount of Unquoted Investments			-		-
Aggregate Provision for Diminution in Value of Investments			-		-

( Notes continued .....)		As at 31st Mar, 2014 ₹	As at 31st Mar, 2013 ₹
<b>13. LONG TERM LOANS AND ADVANCES</b> (Unsecured, considered good)			
Security Deposits		-	-
Loan and Advances to Related Parties		-	-
<b>Total</b>		-	-
<b>14. INVENTORIES</b> (As taken, valued and certified by the Management)			
Stock in Trade		-	-
Work in Progress		-	-
<b>Total</b>		-	-
<b>15. TRADE RECEIVABLES</b> (Unsecured, Considered Good)			
Outstanding for a period less than six months		-	-
Outstanding for a period more than six months		-	596,915
Less : Provision for Doubtful debts		-	596,915
Others - Considered Good Accrued Interest on FDs		-	596,915
<b>Total</b>		-	596,915
<b>16. CASH AND BANK BALANCES</b>			
Cash and Cash Equivalents			
Cash on hand		182,226	6,321
Cheques, Drafts on hand		-	-
Balances with Banks		-	-
In Current Accounts		339,217	-
In Fixed Deposit Accounts		-	-
<b>Total</b>		521,443	6,321
<b>17. SHORT TERM LOANS AND ADVANCES</b> (Unsecured, considered good)			
Deposits		-	-
Others		-	10,000
<b>Total</b>		-	10,000
<b>18. OTHER CURRENT ASSETS</b> TDS (Net of Provisions)		66,598	66,598
<b>Total</b>		66,598	66,598
<b>19. REVENUE FROM OPERATIONS</b>			
Sale of Services		134,000	-
<b>Total</b>		134,000	-
<b>20. OTHER INCOME</b>			
Commission		-	675,000
Miscellaneous Income		-	70,035
<b>Total</b>		-	745,035
<b>21. EMPLOYEE BENEFITS EXPENSE</b>			
Salary, Wages and Other Benefits		170,397	120,000
Contribution to Provident Fund and Other Funds		-	-
Staff Welfare Expenses		-	-
<b>Total</b>		170,397	120,000
<b>22. FINANCE COSTS</b>			
Interest Expenses		-	-
Other Borrowing Costs		-	-
<b>Total</b>		-	-
<b>23. OTHER EXPENSES</b>			
Audit Fees		56,180	30,000
Advertisement Expenses		134,385	31,809
Bank Charges		1,378	45,108
Conveyance		1,410	21,140
Directors Sitting Fees		140,000	-
Internal Audit Fees		26,967	10,000
Membership & Subscription		125,489	-
Rates & Taxes		-	510
Legal Expenses		-	22,474
Printing and Stationery		119,885	22,455
Telephone Expenses		-	13,000
ROC Expenses		2,110,350	2,500
Office Expenses		11,938	-
Postage & Stamp Paper		156,942	-
Professional Fees		434,264	418,931
<b>Total</b>		3,319,787	617,927



(Notes continued .....)

**24 CURRENT TAX**

Current Tax

Year ended on 31st Mar, 2014	Year ended on 31st Mar, 2013
₹ -	2,200
-	2,200

The provision for Income Tax is made after taking into consideration, the benefits admissible under the provisions of the Income Tax Act, 1961 and the same is, in the opinion of the Management, adequate.

The Minimum Alternate Tax (MAT) paid by the Company is entitled to be carried forward and utilized in subsequent years. In the opinion of management, on the basis of projections, estimates of future taxable income and the extension of period of utilization of MAT credit as per the amendment made by the Finance Act (No.2), 2009, the Company would have normal tax liability within the specified period to avail such MAT credit. Consequently, the Company has recognized the MAT credit entitlement.

**25 EARNING PER SHARE**

i.	Net Profit attributable to Equity Shareholders (Rupees)
ii.	Weighted Average number of Equity Shares
iii.	Basic Earnings per Share ₹
iv.	Diluted Earnings per share ₹

Year ended on 31st Mar, 2014	Year ended on 31st Mar, 2013
(3,356,184)	4,908
3,000,000	3,000,000
(1.119)	0.002
(1.119)	0.002

**26 ADDITIONAL NOTES TO STATEMENT OF PROFIT AND LOSS**

26.1	Value of imports on C.I.F. Basis
26.2	Expenditure in Foreign Currency
26.3	Earning in Foreign Currency
26.4	Payment to Auditors
a.	Statutory Audit Fees
b.	Tax Audit Fees
c.	Other Services
d.	Reimbursement of Expenses

Year ended on 31st Mar, 2014 ₹	Year ended on 31st Mar, 2013 ₹
Nil	Nil
Nil	Nil
Nil	Nil
56,180	30,000
-	-
-	-
-	-
<b>Total</b>	<b>30,000</b>

27. The Company operates in a single business segment viz. Sale of Services; accordingly there is no reportable business or geographical segments as prescribed Under Accounting Standard 17 "Segment Reporting".

28. There are no Micro, Small and Medium Enterprise to whom the Company owes dues which were outstanding as the balance sheet date. The above information regarding Micro, Small and Medium Enterprise has been determined to the extent such parties have been identified on the basis of the information available with the Company. This has been relied upon by the Auditors.

29. Related Party Disclosure as required by AS-18, is given below:

**Relationships:**

1. Companies in which directors are directors  
Count N Denier Exim Pvt Ltd

2. Key Management Personnel  
Gautam Deshpande

Sr No	Particulars	Amount as on March 2014	Amount as on March 2013
1	Commission Income	-	675,000
2	Loan Taken	4,054,000	-

30. The Equity shares of the Company are delisted from Ahmedabad Stock Exchange Limited w.e.f January 22, 2014.

31. The Company has received show cause notice dated 3rd December 2013 from SEBI under Rule 4 of SEBI (Procedure for Holding Inquiry and imposing penalties by Adjudicating Officer) Rule 1995, read with Section 151 of the Securities and Exchange Board of India Act, 1992 for violation of take over regulation 1997 and 2011. The Company has filed consent applications on 13th February, 2014 without prejudice to its rights to defend the same. The Company has not received any further communication in this regard from SEBI till date.

32. During the year the Authorised Shares Capital of the Company increased from Rs. 3,50,00,000/- to Rs. 33,50,00,000/-. The expenses of Stamp Duty of Rs. 6,00,000/- and ROC fees of Rs. 15,00,000/- debited to the Profit and Loss Account under the head "ROC Expenses" as required by Accounting Standard-26.

33. The Board of Directors of the Company has approved allotment of 3 Cr. equity shares of the Company on Preferential basis subject to approval of the shareholders of the Company and the Company Law Board. The Shareholders of the Company has resolution for allotment of equity shares @ Rs. 1.50 for the face value of Rs. 10/- each. The Company has filed application for approval of the Company Law Board. Company Law Board dated 15th January 2014 dismissing our Petition under Section 79 of Companies Act 1956 for issue of equity shares at discount. The Company had filed appeal against the said order before Honourable Bombay High Court. The Company is awaiting the order from Honourable High Court of Bombay.

34. In the opinion of the Board, the value of realization of Current Assets, Loans and Advances in the ordinary course of the business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known and determined liabilities are adequate and not in excess of the amount reasonably required.

35. Deferred tax assets has not been recognised in view of uncertainty.

36 Figures of the previous year have been regrouped, reclassified and recasted wherever necessary to make them comparable with those of current year.

For M.B.Agrawal & Co.  
Chartered Accountants

M.B.Agrawal - Partner  
Firm Reg. No.100137W  
Membership No. '009045

Place : Mumbai  
Date : 13.08.2014

Gautam Mohan Deshpande  
Managing Director

Rajnish Kumar Pandey  
Director

Kanchan Parab  
Company Secretary

Amit Tyagi  
Chief Financial Officer

**COUNT N DENIER (INDIA) LIMITED**  
 [Formerly Known as Pharma Com (India) Limited]  
 CIN No: L93000MH1994PLC080842

**ATTENDENCE SLIP FOR ANNUAL GENERAL MEETING**

I/ We hereby record my/ our presence at the 20<sup>th</sup> Annual General Meeting held at DBS Office Business Centre, DBS Heritage House, Prescott Road, Opp. Cathedral Senior School, Fort, Mumbai – 400 001 at 11 A.M.

DP ID No.*:	L. F. No.:
Client ID No.*:	No. of Shares held:
Name of the Shareholder(s)	
Address of Shareholder:	
If Shareholder(s), Please sign here	If Proxy, Please sign here

**NOTES:**

\* Applicable for Investors holding shares in electronic form.

PLEASE FILL THIS ATTENDENCE SLIP AND HAND IT OVER AT ENTERANCE OF THE MEETING HALL.

**COUNT N DENIER (INDIA) LIMITED**

[Formerly Known as Pharma Com (India) Limited]

CIN No: L93000MH1994PLC080842

**PROXY FORM**

DP ID No.*:	L. F. No.:
Client ID No.*:	No. of Shares held:

I/We \_\_\_\_\_ of \_\_\_\_\_ being Member/Members of Count N Denier (India) Limited hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my/ our proxy to attend and vote(on poll) for me /us and on my/our behalf at the Annual General Meeting of the Company scheduled to be held on 29<sup>th</sup> September, 2014 at 11 A.M. at DBS Office Business Centre, DBS Heritage House, Prescott Road, Opp. Cathedral Senior School, Fort, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr No	Resolutions
	<b>Ordinary Business</b>
1.	Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.
2.	Re-appointment of M/s. M. B. Agrawal & Co., Chartered Accountants ( Firm Registration No. 100137W), Statutory Auditors of the Company.
	<b>Special Business</b>
3.	Appointment of Dr.Rajnish Kumar Pandey as an Independent Director.
4.	Appointment of Dr. V.S. Mohan as an Independent Director.
5.	Appointment of Dr. Ajit Shetty as an Independent Director.
6.	Appointment of Dr. Mukul Padhye as an Independent Director.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Affix Rs.1/- Revenue stamp
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Signature of Shareholder

Signature of Proxy holder(s)

**NOTES:**

1. The form should be signed across the stamp as per specimen signature(s) registered with the Company.
2. The proxy form must be deposited at the registered office of the company at registered office of the Company not less than forty-eight hours before the commencement of the meeting.
3. A proxy need not be a member.

\* Applicable for Investors holding shares in electronic form.