

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

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

CIN: L93000MH1994PLC080842

Tel no.: 022 23516221; Email id: countndenier@gmail.com; Web.: www.countndenier.in

Date: 29.09.2014

To

**Bombay Stock Exchange Limited**

Department of Corporate Services

Phiroze Jeejeebhoy Towers,

Dalal Street,

Fort, Mumbai – 400 001

Sub: Outcome of Annual General Meeting of the Company held on 29<sup>th</sup> September, 2014 at DBS Office Business Centre, DBS Heritage House, Prescott Road, Opp. Cathedral Senior School, Fort, Mumbai – 400 001 at 11.00 a.m. under Clause 35A of the Listing Agreement

Dear Sir,

Sr. No.	Description	Particulars
1	Date of the Annual General Meeting	29 <sup>th</sup> September, 2014
2	Total no. of Shareholders as on the record date	3515

**No. of shareholders present in the meeting either in person or through proxy:**

**Promoter and Promoter Group: 1**

**Public: 16**

**No. of Shareholders attended the meeting through Video Conferencing :( Not arranged)**

**Promoter and Promoter Group: -**

**Public: -**



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### (AGENDA WISE)

The mode of voting for all resolution was e voting and poll

Details of Agenda:

Mode of voting: (Poll and E-voting)

**ITEM 1:- Adoption of 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. (ORDINARY RESOLUTION)**

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1447400	1447400	100.00	1447400	0	100.00	0.00
Public – Institutional holders	48900	0	0.00	0	0	0.00	0.00
Public-Others	1503700	309000	20.55	309000	0	100.00	0.00
<b>Total</b>	<b>3000000</b>	<b>1756400</b>	<b>58.55</b>	<b>1756400</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**ITEM 2: Re-appointment of M/s. M. B. Agrawal & Co., Chartered Accountants, Statutory Auditors of the Company (ORDINARY RESOLUTION)**

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1447400	1447400	100.00	1447400	0	100.00	0.00
Public – Institutional holders	48900	0	0.00	0	0	0.00	0.00
Public-Others	1503700	309000	20.55	309000	0	100.00	0.00
<b>Total</b>	<b>3000000</b>	<b>1756400</b>	<b>58.55</b>	<b>1756400</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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### **ITEM 3: Appointment of Dr .Rajnish Kumar Pandey as an Independent Director. (ORDINARY RESOLUTION)**

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1447400	1447400	100.00	1447400	0	100.00	0.00
Public – Institutional holders	48900	0	0.00	0	0	0.00	0.00
Public-Others	1503700	309000	20.55	309000	0	100.00	0.00
<b>Total</b>	<b>3000000</b>	<b>1756400</b>	<b>58.55</b>	<b>1756400</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

### **ITEM 4: Appointment of Dr. V.S. Mohan as an Independent Director. (ORDINARY RESOLUTION)**

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1447400	1447400	100.00	1447400	0	100.00	0.00
Public – Institutional holders	48900	0	0.00	0	0	0.00	0.00
Public-Others	1503700	309000	20.55	309000	0	100.00	0.00
<b>Total</b>	<b>3000000</b>	<b>1756400</b>	<b>58.55</b>	<b>1756400</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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### ITEM 5: Appointment of Dr. Ajit Shetty as an Independent Director. (ORDINARY RESOLUTION)

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1447400	1447400	100.00	1447400	0	100.00	0.00
Public – Institutional holders	48900	0	0.00	0	0	0.00	0.00
Public-Others	1503700	309000	20.55	309000	0	100.00	0.00
<b>Total</b>	<b>3000000</b>	<b>1756400</b>	<b>58.55</b>	<b>1756400</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

### ITEM 6: Appointment of Dr. Mukul Padhye as an Independent Director (ORDINARY RESOLUTION)

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1447400	1447400	100.00	1447400	0	100.00	0.00
Public – Institutional holders	48900	0	0.00	0	0	0.00	0.00
Public-Others	1503700	309000	20.55	309000	0	100.00	0.00
<b>Total</b>	<b>3000000</b>	<b>1756400</b>	<b>58.55</b>	<b>1756400</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

As per the consolidated results of e voting and poll on item no.1 to 6 of the notice of AGM, all the resolutions are passed by requisite majority.

For Count N Denier (India) Limited

  
Kanchan Parab  
Company Secretary

**MANOJ MIMANI**  
**B.COM, A.C.S**

**Combined Scrutinizer Report on E-voting and Poll taken at AGM**

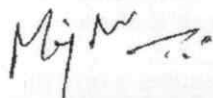
**The Chairman & Managing Director**  
**Count N Denier (India) Limited**  
Ground Floor, Shop No.12,  
Tardeo AC Market Building,  
Tardeo Road, Tardeo, Mumbai - 400034

Sub.: **Combined Scrutinizer's Report u/s 108 of the Companies Act 2013 for voting (both E-voting and poll) at the 20<sup>th</sup> Annual General Meeting of the members of Count N Denier (India) Limited held on September 29, 2014**

Dear Sir,

- I, Manoj Mimani Practising Company Secretary, appointed as Scrutinizer for the purpose of the E-voting and poll taken at the Annual General Meeting of the Shareholders of **Count N Denier (India) Limited**, held on September 29, 2014 at 11.00 a.m. at DBS office Business Center, DBS Heritage House, Prescott Road, Opp. Cathedral Senior School, Fort, Mumbai - 400001
- I have already submitted the report on e-voting to the Chairman of the Company on September 27, 2014.
- I have already submitted the report on poll taken at AGM to the Chairman of the Company on September 29, 2014.
- The combined result of the e-voting together with the poll taken at AGM are enclosed as annexure to this report
- The report on combined result has been issued at the request of the Management.

Thanking you,  
Yours faithfully



**MANOJ MIMANI**  
**ACS No. 17083**  
**CP No. 11601**

Dated: September 30, 2014  
Place: Mumbai



Annexure to the Combined Scrutinizer Report dated September 30, 2014 on voting and Poll taken at AGM of the members of Count N Denier (India) Limited

Resolution No. of the Notice	Subject matter of the Resolution	Evoting				Poll				Combined Result			
		In favour		Against		In favour		Against		In favour		Against	
		No. of Shareh older	No. of shares held by them	No. of Shareh older	No. of shares held by them	No. of Shareh older	No. of shares held by them	No. of Shareh older	No. of shares held by them	No. of Shareh older	No. of shares held by them	No. of Shareh older	No. of shares held by them
1	Adoption of Financial Statements of the Company for the financial year ended March 31, 2014	2	1,467,400	-	-	15	289,000	-	-	17	1,756,400	-	-
2	Appointment of M/s. M. B. Agrawal & Co., Chartered Accountants (ICAI Registration No.100137W) as statutory auditors of the Company and fix their remuneration;	2	1,467,400	-	-	15	289,000	-	-	17	1,756,400	-	-
3	Appointment of Dr. Rajnish Kumar Pandey (DIN: 01096119) as Independent Director of the Company	2	1,467,400	-	-	15	289,000	-	-	17	1,756,400	-	-
4	Appointment of Dr. V. S. Mohan (DIN: 06640359) as an Independent Director of the Company;	2	1,467,400	-	-	15	289,000	-	-	17	1,756,400	-	-
5	Appointment of Dr. Ajit Shetty (DIN: 06723925) as an Independent Director of the Company	2	1,467,400	-	-	15	289,000	-	-	17	1,756,400	-	-
6	Appointment of Dr. Mukul Padhye (DIN: 06947994) as an Independent Director of the Company	2	1,467,400	-	-	15	289,000	-	-	17	1,756,400	-	-
<b>Note:</b>	<b>All the votes casted through E-voting and poll are valid.</b>												

