



M. B. AGRAWAL & CO.

CHARTERED ACCOUNTANTS

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ASHISH BANGAD A.C.A.

Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Clause 41 of the Listing Agreement

To
Board of Directors of
COUNT N DENIER (INDIA) LIMITED

We have audited the quarterly financial results of COUNT N DENIER (INDIA) LIMITED for the quarter ended 31st March, 2014 and the year to date results for the period 1st April, 2013 to 31st March, 2014 attached herewith, being submitted by the company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management.

Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 or by the Institute of Chartered Accountants of India and other accounting principles generally accepted in India.


We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management.

We believe that our audit provides a reasonable basis for our opinion. In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

- (i) are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- (ii) give a true and fair view of the net loss and other financial information for the quarter ended 31st March, 2014 as well as the year to date results for the period from 1st April, 2013 to 31st March, 2014

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For M. B. Agrawal & Co.
Chartered Accountants


M. B. Agrawal
Partner
M. No. 9045
Place: Mumbai
Date: 30th May, 2014



COUNT N DENIER (INDIA) LIMITED
Statement of Audited Financial Results for the quarter/ for the year ended 31st March 2014

[Figures in Rs. Lakhs, except share and per share data]

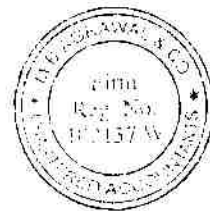
| PART I | Particulars | STANDALONE | | | | |
|--------|---|-------------------------|---------------------------|-------------------------|-------------------------|-------------------------|
| | | QUARTER ENDED | | | YEAR ENDED | |
| | | 31/03/2014 (Audited) | 31/12/2013 (Unaudited) | 31/03/2013 (Audited) | 31/03/2014 (Audited) | 31/03/2013 (Audited) |
| 1 | Income from operations | | | | | |
| | (a) Net income from operations (Net of service tax) | 1.34 | | 5.25 | 1.34 | 6.75 |
| | (b) Other operating income | | | 0.95 | | 0.70 |
| | Total income from operations (net) | 1.34 | | 6.20 | 1.34 | 7.45 |
| 2 | Operating Expenses | | | | | |
| | Cost of Materials Consumed | | | | | |
| | Employee Cost | 1.03 | 0.67 | 1.20 | 1.70 | 1.20 |
| | Depreciation and amortisation expense | | | | | |
| | Other Operating Expenses | 5.12 | 0.88 | 3.31 | 33.20 | 6.16 |
| | Total expenses | 6.15 | 1.55 | 4.51 | 34.90 | 7.36 |
| 3 | Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2) | (4.81) | (1.35) | 1.69 | (33.56) | 0.07 |
| 4 | Other income | | | | | |
| 5 | Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4) | (4.81) | (1.35) | 1.69 | (33.56) | 0.07 |
| 6 | Finance costs | | | | | |
| 7 | Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6) | (4.81) | (1.35) | 1.69 | (33.56) | 0.07 |
| 8 | Exceptional items | | | | | |
| 9 | Profit / (Loss) from ordinary activities before tax (7 + 8) | (4.81) | (1.35) | 1.69 | (33.56) | 0.07 |
| 10 | Tax expense | | | | | |
| | Current year Income Tax | | | 0.02 | | 0.02 |
| | Income Tax for earlier years | | | | | |
| 11 | Net Profit / (Loss) from ordinary activities after tax (9 - 10) | (4.81) | (1.35) | 1.67 | (33.56) | 0.05 |
| 12 | Extraordinary items (net of tax expenses) | | | | | |
| 13 | Net Profit / (Loss) for the period (11 + 12) | (4.81) | (1.35) | 1.67 | (33.56) | 0.05 |



| | | | | | | |
|----|--|--------|--------|--------|----------|----------|
| 14 | Share of profit/loss of associates | | | | | |
| 15 | Minority interest | | | | | |
| 16 | Net Profit/loss after taxes, minority interest and share of profit/loss of associates (13 +14 +15) | (4.81) | (1.35) | 1.07 | (31.58) | 0.05 |
| 17 | Paid-up equity share capital (Face Value - Rs.10 per share) | 300.00 | 300.00 | 300.00 | 300.00 | 300.00 |
| 18 | Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year | | | | (309.49) | (302.04) |
| 19 | Earnings per share (before extraordinary items) (in Rs.) (Not annualised): | | | | | |
| | Basic and Diluted | (0.16) | (0.05) | 0.04 | (1.12) | 0.002 |
| 20 | Earnings per share (after extraordinary items) (in Rs.) (Not annualised): | | | | | |
| | Basic and Diluted | (0.16) | (0.05) | 0.04 | (1.12) | 0.002 |

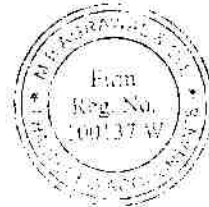
AUDITED STATEMENT OF ASSETS AND LIABILITIES

| PARTICULARS | | STANDALONE YEAR ENDED | |
|-------------|---|-------------------------|-------------------------|
| | | 31/03/2014 (Audited) | 31/03/2013 (Audited) |
| A | EQUITY AND LIABILITIES | | |
| 1 | Shareholders' funds | | |
| | (a) Share capital | 300.00 | 300.00 |
| | (b) Reserves and surplus | (935.55) | (301.99) |
| | (c) Money received against share warrants | (35.55) | (1.99) |
| | Sub-total - Shareholders' funds | | |
| 2 | Share application money pending allotment | | |
| 3 | Minority Interest | | |
| 4 | Non-current liabilities | | |
| | (a) Long-term borrowings | | |
| | (b) Deferred tax liabilities (net) | | |
| | (c) Other long-term liabilities | | |
| | (d) Long-term provisions | | |
| | Sub-total - Non-current liabilities | | |
| 5 | Current liabilities | | |
| | (a) Short-term borrowings | | |
| | (b) Trade payables | 41.43 | 8.79 |
| | (c) Other current liabilities | 41.43 | 8.79 |
| | Sub-total - Current liabilities | | |
| | TOTAL - EQUITY AND LIABILITIES | 5.88 | 8.80 |
| B | ASSETS | | |
| 1 | Non-current assets | | |
| | (a) Fixed assets | | |
| | (b) Goodwill on consolidation | | |
| | (c) Non-current investments | | |
| | (d) Deferred tax assets (net) | | |
| | (e) Long-term loans and advances | | |
| | (f) Other non-current assets | | |
| | Sub-total - Non-current assets | | |
| 2 | Current assets | | |
| | (a) Current investments | | |
| | (b) Inventories | | 5.97 |
| | (c) Trade receivables | 5.21 | 0.06 |
| | (d) Cash and cash equivalents | | 0.77 |
| | (e) Short-term loans and advances | 0.67 | |
| | (f) Other current assets | 5.88 | 8.80 |
| | Sub-total - Current assets | | |
| | TOTAL ASSETS | 5.88 | 8.80 |



| PART II | | Standalone | | | | |
|---------|--|---------------|------------|------------|------------|------------|
| | Particulars | Quarter ended | | | Year Ended | |
| | | 31/03/2014 | 31/12/2013 | 31/03/2013 | 31/03/2014 | 31/03/2013 |
| | | Audited | Unaudited | Audited | Audited | Audited |
| A | PARTICULARS OF SHAREHOLDING | | | | | |
| 1 | Public shareholding | | | | | |
| | - Number of shares | 1,552,600 | 1,552,600 | 1,552,600 | 1,552,600 | 1,552,600 |
| | - Percentage of shareholding | 51.75 | 51.75 | 51.75 | 51.75 | 51.75 |
| 2 | Promoters and Promoter Group Shareholding | | | | | |
| | a) Pledged / Encumbered | | | | | |
| | - Number of shares | 0 | 0 | 0 | 0 | 0 |
| | - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 0 | 0 | 0 | 0 | 0 |
| | - Percentage of shares (as a % of the total share capital of the company) | 0 | 0 | 0 | 0 | 0 |
| | b) Non - encumbered | | | | | |
| | - Number of shares | 1,447,400 | 1,447,400 | 1,447,400 | 1,447,400 | 1,447,400 |
| | - Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group) | 100 | 100 | 100 | 100 | 100 |
| | - Percentage of shares (as a % of the total share capital of the company) | 48.25 | 48.25 | 48.25 | 48.25 | 48.25 |

| | Particulars | 3 months ended 31/03/2014 |
|---|--|---------------------------|
| B | INVESTOR COMPLAINTS | |
| | Pending at the beginning of the quarter | 0 |
| | Received during the quarter | 0 |
| | Disposed of during the quarter | 0 |
| | Remaining unresolved at the end of the quarter | 0 |




NOTES

1. The above audited results have been reviewed by the Audit Committee and taken on record approved by the Board of Directors in their meeting held on 30th May, 2014.
2. The Company has only one segment, accordingly disclosure requirements under AS-17 for segmental information is not applicable.
3. Previous years / period figures have been regrouped or reclassified wherever necessary to make them comparable with the figures of the current period.
4. The figures of last quarter represent the difference between the audited figures in respect of the full financial year and published year to date upto third quarter of the financial year.
5. The Equity shares of the Company are delisted from Ahmedabad Stock Exchange Limited w.e.f January 22, 2014.

Place: Mumbai
Date: 30th May, 2014

For and On Behalf of the Board of Directors
Count N Denter (India) Limited


Gautam Deshpande
Managing Director

