

HELD AT MUMBAI ON 29/9/14 TIME 11 AM

MINUTES OF THE PROCEEDING OF THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF COUNT N DENIER (INDIA) LIMITED HELD ON MONDAY, 29TH SEPTEMBER, 2014 AT DBS OFFICE BUSINESS CENTRE, DBS HERITAGE HOUSE, PRESCOTT ROAD, OPP. CATHEDRAL SENIOR SCHOOL, FORT, MUMBAI - 400 001 AT 11 A.M.

DIRECTORS PRESENT:

- | | | |
|-----------------------------|---|------------------------------|
| 1. Dr. Gautam Deshpande | - | Managing Director & Chairman |
| 2. Dr. Rajnish Kumar Pandey | - | Independent Director |
| 3. Dr. V. S. Mohan | - | Independent Director |
| 4. Dr. Ajit Shetty | - | Independent Director |

MEMBERS PRESENT:

Members Present in Person: 17
Members present in proxy: 0

IN ATTENDANCE:

- | | | |
|-------------------|---|--|
| Ms. Kanchan Parab | - | Company Secretary |
| Mr. Amit Tyagi | - | Chief Financial Officer |
| Mr. M.B. Agrawal | - | Statutory Auditor |
| Mr. Manoj Mimani | - | Practicing Company Secretary & Scrutinizer |

The Company Secretary introduced the Directors on the dais to the Shareholders. Also, the members were informed that Dr. Mukul Padhye, Independent Director was not able to attend the meeting due to prior commitments.

Dr. Gautam Deshpande occupied the Chair and welcomed the shareholders.

The Chairman delivered his speech to the shareholders before taking the agenda of the 20th Annual General Meeting in the notice. He ascertained that the requisite Quorum was present and accordingly called the meeting is in order conducted and commenced with the proceedings of the meeting.

The Chairman further informed the members that the Registers as per the statutory requirements were kept open for inspection by the members during the Annual General Meeting.

With the consent of the Company's shareholders present, the notice convening the meeting was taken as read.

Then the Chairman requested to the Company Secretary to read out the Independent Auditors Report. The Company Secretary read out the Independent Auditors Report.

With the permission of the Chairman, the Company Secretary made announcement that pursuant to the provisions of section 108 of the Companies act, 2013 read with the Rules 20 of Companies (Management and Administration) Rules, 2014 and the Listing Agreement, the Company had provided E voting Facility to the members to cast their vote. As per the Companies Act, 2013, where e voting facility has been offered to the shareholders, voting by show of hands is not permitted at General Meeting. The members were informed that if they have not cast their vote electronically a poll was arranged for them to cast their vote physically. Mr. Manoj Mimani, a Practicing Company Secretary was appointed as the Scrutinizer to scrutinize and give report on the e- Voting.


CHAIRMAN'S INITIALS

HELD AT MUMBAI

ON 29/09/14 TIME 11 AM

The Chairman then proposed to appoint Mr. Mimani to scrutinize the poll papers and give his report thereon. With the consent of members Mr. Mimani was then appointed as the Scrutinizer to poll. Thereafter, the Company Secretary distributed the ballot papers to all the shareholders present there.

The Company Secretary thereafter placed before the members all the resolution one by one for consideration.

ITEM NO 1 - ADOPTION OF FINANCIAL STATEMENTS:

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

The resolution for item no 1 was read as follows:

"RESOLVED THAT the audited Balance Sheet as on 31st March, 2014 and the Statement of Profit & Loss for the year ended 31st March, 2014 along with Reports of the Directors and Auditor thereon for the financial year ended 31st March, 2014 as laid before the meeting be received, considered and adopted."

Mr. A. P. Shukla proposed and Mr. Tatsat Mehta seconded the resolution.

ITEM NO 2 – RE APPOINTMENT OF AUDITORS:

The resolution for item no 2 was read as follows:

" 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."

Ms. Rakhee Shukla proposed and Mr. Sumit Gupta seconded the resolution.

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

The resolution for item no 3 was read as follows:

"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".

Ms. Priya Shukla proposed and Mr. Anil Shukla seconded the resolution.


CHAIRMAN'S INITIALS

HELD AT MUMBAION 29/09/14TIME 11 AM**ITEM NO 4:- APPOINTMENT OF DR.V. S. MOHAN AS AN INDEPENDENT DIRECTOR:**

The resolution for item no 4 was read as follows:

"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".

Mr. Sumit Gupta proposed and Mr. Janardan Shukla seconded the resolution.

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

The resolution for item no 5 was read as follows:

"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 29th 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".

Mrs. Suman Shukla proposed and Mr. A. P. Shukla seconded the resolution.

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

The resolution for item no 6 was read as follows:

"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 13th 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".

Mr. Tatsat Mehta proposed and Ms. Priya Shukla seconded the resolution.


CHAIRMAN'S INITIALS

HELD AT MUMBAI ON 29/09/14 TIME 11 AM

After submission of the poll papers by the shareholders to the scrutinizer, the shareholders were informed that results of the Annual General Meeting, based on the scrutinizer combined report for e Voting and Poll, will be declared by the Chairman with two days from the date of passing of the resolutions at the AGM and the same will be displayed on the website of the Company as well as the Stock Exchange.

There being no other business to transact, the meeting concluded with vote of thanks to the chair.

The consolidated result on of e - voting and poll were declared by the Company on 30th September, 2014. The result was also displayed on the website of the Company as well as Stock Exchange and is annexed as Annexure A -1.

Date: 27.10.2014

Place: Mumbai


CHAIRMAN

MANOJ MIMANI
B.COM, A.C.S

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

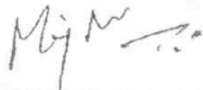
The Chairman & Managing Director
Count N Denier (India) Limited
Ground Floor, Shop No.12,
Tardeo AC Market Building,
Tardeo Road, Tardeo, Mumbai - 400034

Sub.: **Combined Scrutinizer's Report u/s 108 of the Companies Act 2013 for voting (both E-voting and poll) at the 20th 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 Denter (India) Limited

Resolution No. of the Notice	Subject matter of the Resolution	E-voting		Poll		Combined Result	
		In favour	Against	In favour	Against	In favour	Against
		No. of Shares held by them	No. of Shares held by them	No. of Shares held by them	No. of Shares held by them	No. of Shares held by them	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 Pachye (DIN: 06947994) as an Independent Director of the Company	2	1,467,400	15	289,000	17	1,756,400

Note: All the votes casted through E-voting and poll are valid.

