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Ref: 2486 / 2014-15

To,
The Board of Directors
Count N Denier (India) Limited,
Ground Floor, Shop No.12, Tardeo AC
Market Building, Tardeo Road, Tardeo,
Mumbai - 400 034

Dear Sirs,

Reg.: Limited Review of the Unaudited Financial Results for the Quarter ended 30th September, 2014.

1. We have reviewed the unaudited financial results of Count N Denier (India) Limited for the quarter ended 30th September, 2014 (Column titled Quarter ended 30th September, 2014) in the accompanying statement prepared by Count N Denier (India) Limited, pursuant to clause 41 of the Listing Agreement with the Stock Exchanges. 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.
2. Our Review has been restricted to the review for the quarter ended 30th September, 2014 and we have neither reviewed nor performed an audit of the figures stated in the aforementioned statement in respect of the quarter ended 30th September, 2014. The said financial statement is the responsibility of the management and has been approved by the Board of Directors on 13th November, 2014.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400 engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. The accompanying financial statements have been prepared on "Going Concern Basis".



5. Deferred Tax Credit for the current quarter and corresponding assets have not been recognized on consideration for prudence, based on the principles of Accounting Standard 22, Accounting for Taxes on Income.
6. Based on our review as aforesaid, nothing has come to our notice that causes us to believe that the accompanying statement of unaudited financial results (referred to in paragraph 1) prepared in accordance with accounting standards and other recognized accounting practices and policies has not disclosed in terms of clause 41 of the listing agreement including the manner in which it is to be disclosed or that it contains any material misstatement.

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



**M.B. AGRAWAL
PARTNER
M. No.: 9045**

Place: Mumbai
Date: 13th November, 2014