

## **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](mailto:countndenier@gmail.com); Web.: [www.countndenier.in](http://www.countndenier.in)

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23 February, 2015

The General Manger- Department of Corporate Affairs,  
BSE Limited,  
PhirozeJee Jeebhoy Towers,  
Dalal street,  
Mumbai - 400 001.

Tel.No. 22728013/8184/8406

Fax No: 22723121

**Name of the Scrip: COUNT N DENIER (INDIA) LIMITED**

**Scrip Code : 516110**

Dear Sir,

**Sub: Resolutions passed through Postal Ballot**

**Ref: Results of Postal Ballot on the Special Resolutions as proposed in the Notice dated 25<sup>th</sup> December, 2014.**

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The summarized results of the Postal Ballot are as under:-

<b>1. Special Resolution for Change in Name of the Company</b>	
(1)	(2)
<b>Total Number of Valid postal ballot forms received from the equity shareholders who have cast their votes in the Postal Ballot Form:-</b>	<b>18</b>
• No. of valid Postal Ballot Forms in favour of the Resolution	17
• % to total valid postal ballot forms	<b>94.44%</b>
• No. of valid postal ballot forms against the Resolution	1
• % of total valid postal ballot forms	<b>5.56%</b>
• No. of valid postal ballot forms abstained from voting	-
• % to total valid postal ballot forms	-
<b>Total Number of Equity Shareholders who have cast their valid votes on E-voting platform</b>	<b>7</b>
• No. of Equity Shareholders who voted on E-voting platform in favour of the Resolution	7
• % of total Number of Equity Shareholders who have cast their votes on E-voting platform	<b>100%</b>
• No. of Equity Shareholders who voted on E-voting platform against the Resolution	-
• % to total number of Equity Shareholders who have cast their votes on E-voting platform	-
• No. of Equity Shareholders who abstained from voting on E-voting platform	-
• % to total Number of Equity Shareholders who have cast their votes on E-voting platform	-
<b>Total Number of valid votes (including E-votes)</b>	<b>1,23,04,800</b>
Valid votes in favour of the Resolution (including E-votes)	<b>1,23,04,300</b>
<b>% to total valid votes cast (including E-votes)</b>	<b>100%</b>
Valid votes against the Resolution (including E-votes)	<b>500</b>
%to total valid votes cast (including E-votes cast)	<b>0.00%</b>
Valid votes abstained from voting	-
% to total valid votes cast (including E-votes cast)	-

Accordingly, the above Special Resolution has been passed by the Shareholders by overwhelming majority.



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

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(1)	(2)
<b>2. Special Resolution for Purchase of Plant &amp; Machinery from Related Party</b>	
<b>Total Number of Valid postal ballot forms received from the equity shareholders who have cast their votes in the Postal Ballot Form:-</b>	<b>18</b>
<ul style="list-style-type: none"><li>• No. of valid Postal Ballot Forms in favour of the Resolution</li><li>• % to total valid postal ballot forms</li><li>• No. of valid postal ballot forms against the Resolution</li><li>• % of total valid postal ballot forms</li><li>• No. of valid postal ballot forms abstained from voting</li><li>• % to total valid postal ballot forms</li></ul>	<b>12</b> <b>66.67%</b> <b>4</b> <b>22.22%</b> <b>2</b> <b>11.11</b>
<b>Total Number of Equity Shareholders who have cast their valid votes on E-voting platform</b>	<b>7</b>
<ul style="list-style-type: none"><li>• No. of Equity Shareholders who voted on E-voting platform in favour of the Resolution</li><li>• % of total Number of Equity Shareholders who have cast their votes on E-voting platform</li><li>• No. of Equity Shareholders who voted on E-voting platform against the Resolution</li><li>• % to total number of Equity Shareholders who have cast their votes on E-voting platform</li><li>• No. of Equity Shareholders who abstained from voting on E-voting platform</li><li>• % to total Number of Equity Shareholders who have cast their votes on E-voting platform</li></ul>	<b>7</b> <b>100%</b> <b>-</b> <b>-</b> <b>-</b> <b>-</b>
<b>Total Number of valid votes (including E-votes)</b>	<b>1,23,04,800</b>
Valid votes in favour of the Resolution (including E-votes)	<b>1,23,01,700</b>
<b>% to total valid votes cast (including E-votes)</b>	<b>99.97%</b>
Valid votes against the Resolution (including E-votes)	<b>1000</b>
%to total valid votes cast (including E-votes cast)	<b>0.01%</b>
Valid votes abstained from voting	<b>2100</b>
% to total valid votes cast (including E-votes cast)	<b>0.02%</b>

Accordingly, the above Special Resolution has been passed by the Shareholders by overwhelming majority.



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

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Please find enclosed herewith the Scrutinizer's Report dated 23<sup>rd</sup> February, 2015 for uploading on your website.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully

**Count N Denier (India) Ltd**

*Gautam Mohan Deshpande*



**Gautam Mohan Deshpande**

**Director**

**Din No: 00975368**

**Add: 1403, Hyde Park Tower A1, Behind**

**Greenwood Complex, Manpada**

**Chitalsar, Thane (W), Thane 400607**

**M Siroya and Company**  
**Company Secretaries**

A-103, Samved Building (Madhukunj), Near EktaBhoomi, Rajendra Nagar, Borivali (E), Mumbai-400 066  
Telefax:-91 22 28706523; Mobile: 93243 10151; E-mail:siroyam@gmail.com; www.msiroya.com

**SCRUTINIZER'S REPORT**

Report to the Chairman of the Board of Directors of M/s. Count N Denier (India) Limited (CIN L93000MH1994PLC080842), a Company incorporated under the Companies Act, 1956 and having its Registered Office at Ground Floor, Shop No.12, Tardeo AC Market Building, Tardeo Road, Tardeo, Mumbai 400034 (hereinafter referred to as 'the Company') on the **POSTAL BALLOT** conducted by the Company to approve the businesses as mentioned in the Notice of Postal ballot dated 25<sup>th</sup> December, 2014.

1. Pursuant to the provisions of the Section 3, 13, 188 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification/s or re-enactment thereof for the time being in force), approval of the shareholders was sought for the Change of Name of Company and Purchase of Plant and Machinery from Related Party.

2. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Company on 25.12.2014 to conduct the Postal Ballot for passing of the Special Resolutions as contained in the Notice dated 25.12.2014.

3. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 31.12.2014, the Company completed dispatch of the Notice of Postal Ballot :

- By email on 19<sup>th</sup> January, 2015 to 48 Members who had registered their email-ids with the Company, and
- By courier on 20<sup>th</sup> January, 2015 to 3541 Members in physical form.

4. In terms of the aforesaid Notice, Members were required to convey their Assent or Dissent, as the case may be, on or before 6.00 P.M. IST on 20<sup>th</sup> February, 2015 in respect of the Special Resolutions as set out therein.

5. I received 19 Postal Ballot Forms and 7 Members cast their votes on the e-Voting platform, till 6.00 P.M. IST on 20<sup>th</sup> February, 2015, being the last day for receipt of duly completed Postal Ballot Forms and e-Voting on CDSL portal, as per said Notice.



6. With the support of M/s. **Purva Share Registry (India) Pvt. Ltd.**, the Registrar & Transfer agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of Members who had cast their votes were verified with their specimen signatures registered with Company and as provided by the Depositories.

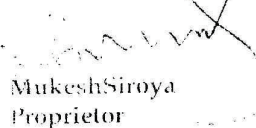
7. In case of e-Voting, Members' demographic details, their voting rights and voting pattern were provided by M/s. **Purva Share Registry (India) Pvt. Ltd.**

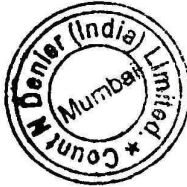
8. The votes, if any, cast by a member(s) both in physical form and e-Voting having been identified, in terms of the said Notice, votes cast through e-Voting only were considered valid.

9. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the e-Voting results, I report that the **Special Resolutions** as contained in the said **Notice** has been passed with **Requisite Majority**.

I have annexed with this Report, the details of the Postal ballot and e-voting and the analysis of the Results of the Special Resolutions as contained in the said Notice.

For M Siroya and Company  
Company Secretaries

  
Mukesh Siroya  
Proprietor  
CP No.: 4157



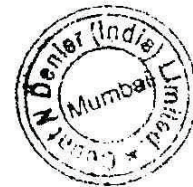
Date: 23.02.2015

Place: Mumbai

Annexure I

**Details of the Postal Ballot & E-voting**

A	Postal Ballot	
1	Number of Forms received from Members	19
2	Number of Forms rejected/not considered for reasons as stated below:-	
	a. Incomplete Form	1
	Total Invalid Forms	1
	Number of Valid Forms (A)	18
B	E-Voting	
1	Number of members who participated in e-voting	7
	Number of Votes not considered	-
	Number of Valid Votes (B)	7
C	Total (A+B)	25



Analysis of Results of the Special Resolutions as set out in Notice

**1. Change in the Name of the Company**

Particulars	Number of Valid			Number of Votes Contained in			Percentage
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	
Received	18	7	25	1,04,800	1,22,00,000	1,23,04,800	100%
Assent	17	7	24	1,04,300	1,22,00,000	1,23,04,300	100%
Dissent	1	-	1	500	-	500	0.00%
Abstained	-	-	-	-	-	-	-
Total	18	7	25	1,04,800	1,22,00,000	1,23,04,800	100%

Accordingly, out of the 1,23,04,800 valid votes polled through Postal Ballot Forms and E-Votes, 1,23,04,300 votes were cast **ASSENTING** to the Special resolution constituting 100% (Approx.) of the votes polled and 500 votes were cast **DISSENTING** to the Special Resolution.

Thus, the Special Resolution for Change of Name of the Company as contained in the Notice of Postal Ballot dated 25<sup>th</sup> December, 2014 is passed with **Requisite Majority**.

**2. Purchase of Plant and Machinery from Related Party**

Particulars	Number of Valid			Number of Votes Contained in			Percentage
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	
Received	18	7	25	1,04,800	1,22,00,000	1,23,04,800	100%
Assent	12	7	19	1,01,700	1,22,00,000	1,23,01,700	99.97%
Dissent	4	-	4	1,000	-	1,000	0.01%
Abstained	2	-	2	2100	-	2100	0.02%
Total	18	7	25	1,04,800	1,22,00,000	1,23,04,800	100%

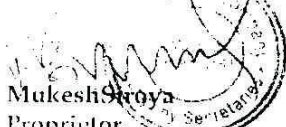




Accordingly, out of the 1,23,04,800 valid votes polled through Postal Ballot Forms and E-Votes, 123,01,700 votes were cast **ASSENTING** to the Special resolution constituting approximately 99.97% of the votes polled, 1000 votes were cast **DISSENTING** to the Special Resolution constituting approximately 0.01% of the votes polled and 2100 votes were cast **ABSTAINED** from voting to the Special Resolution constituting approximately 0.02% of the votes polled.

Thus, the Special Resolution for Purchase of Plant and Machinery from Related Party as contained in the Notice of Postal Ballot dated 25<sup>th</sup> December, 2014 is passed with **Requisite Majority**.

For M Siroya and Company  
Company Secretaries

  
Mukesh Siroya  
Proprietor  
(C.P. No.: 4157)



Date: 23.01.2015

Place: Mumbai