



# SCANDENT IMAGING LIMITED

[Formerly known as, COUNT N DENIER (INDIA) LIMITED]

CIN NO: L93000MH1994PLC080842

Regd Address: Ground Floor, Shop No.12, Tardeo AC Market Building,  
Tardeo Road, Mumbai - 400034. • Tel.: 022 23516221

Email : csscandent@gmail.com; scandentimaging@gmail.com Web: www.scandent.in

Date: 07/09/2016

To,

**BSE Limited**

Department of Corporate Services

Phiroze Jeejeebhoy Towers,

Dalal Street

Fort, Mumbai - 400 001

**Kind Attn.: Corporate Relationship Department**

Dear Sir/Madam,

**Sub: Intimation of Book Closure Date, Notice of the 22<sup>nd</sup> Annual General Meeting and e- voting date**

With reference to the captioned matter kindly find below intimation of book closure pursuant to Regulation 42 of SEBI (Listing Regulation and Disclosure Requirement) Regulation 2015 and Section 91 of the Companies Act, 2013 including rules made thereunder.

<b>Name of the Company</b>	Scandent Imaging Ltd
<b>ISIN</b>	INE146N01016
<b>Type of Security</b>	Equity
<b>Paid up value per share</b>	10/-
<b>Book Closure</b>	From Saturday 24 <sup>th</sup> September 2016 to Friday 30 <sup>th</sup> September 2016 ( both the days inclusive)
<b>Purpose</b>	Annual General Meeting
<b>E voting period</b>	From Tuesday 27 <sup>th</sup> September 2016 at 9 A.M to Thursday 29 <sup>th</sup> September, 2016, at 5 P.M.
<b>Cut -off date</b>	23 <sup>rd</sup> September 2016

Please be further informed that the 22<sup>ND</sup> Annual General Meeting of the Company will be held at 11.30 a.m. on Friday 30<sup>th</sup> September 2016 at IMC Building, IMC Marg, Churchgate, Mumbai - 400020.

Kindly take note of the same.

Thanking you.

Yours faithfully,

**For Scandent Imaging Ltd**

*Dipti Modi*  
Dipti Modi  
Company Secretary



**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SCANDENT IMAGING LIMITED [FORMERLY KNOWN AS COUNT N DENIER (INDIA) LIMITED] CIN: L93000MH1994PLC080842 WILL BE HELD ON FRIDAY, 30<sup>TH</sup> DAY OF SEPTEMBER, 2016 AT IMC BUILDING, INDIAN MERCHANT MARG, CHURCHGATE, MUMBAI-400020 AT 11.30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

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**ORDINARY BUSINESS:****1. ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended on 31st March, 2016 together with Report of the Board of Directors and Auditors thereon.

**2. APPOINTMENT OF A DIRECTOR:**

To appoint a Director in place of Dr. Sowmya Gautam Deshpande (DIN:00705918), who retires by rotation and being eligible offers herself for re-appointment.

**3. RATIFICATION OF APPOINTMENT OF AUDITORS:**

To Consider and if thought fit, to pass with or without, modification (s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee, the Board of Directors and pursuant to the approval of the members at the 20<sup>TH</sup> Annual General Meeting, the Company hereby ratifies the appointment of M/s. M. B. Agrawal & Co., Chartered Accountants (Firm Registration No. 100137W) as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 23<sup>rd</sup> AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Director of the company and the Auditor.”

**SPECIAL BUSINESS:****4. REVISION IN TERMS OF REMUNERATION OF DR.SOWMYA GAUTAM DESHPANDE, WHOLE TIME DIRECTOR OF THE COMPANY:**

To Consider and if thought fit, to pass with or without, modification (s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions if any of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof from time to time), read with Schedule V of the Companies Act, 2013 and in partial modification of resolution passed by the members at the 21<sup>st</sup> Annual General Meeting held on 30<sup>th</sup> September 2015, consent of the members be and is hereby accorded to the revision in terms of remuneration of Dr. Sowmya Gautam Deshpande (DIN 00705918), Whole time Director of the Company, w.e.f. 1<sup>st</sup> October 2016 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board on 13<sup>th</sup> August 2016 and as set out in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of her appointment as the Whole Time Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2015 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of Director of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

**5. RE-APPOINTMENT OF DR. GAUTAM DESHPANDE AS MANAGING DIRECTOR OF THE COMPANY:**

To Consider and if thought fit, to pass with or without, modification (s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provision of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof from time to time) read with Schedule V of the Companies Act, 2013 and pursuant to Article of Association of the Company and the recommendation of the Nomination and remuneration

Committee and as approved by the Board of Director in their meeting held on 9<sup>th</sup> February, 2016, the consent of the members be and is hereby accorded to re-appointment of Dr. Gautam Mohan Deshpande as Managing Director (DIN: 00975368) of the Company, for further period of 5 years with effect from 01<sup>st</sup> February, 2016 till 31<sup>st</sup> January, 2021 on such terms and conditions as recommended by the Nomination and Remuneration Committee as set out in the Explanatory Statement annexed to the notice.

**RESOLVED FURTHER THAT** the remuneration payable to Dr. Gautam Mohan Deshpande by way of salary, perquisites and other allowances and benefits does not exceed the limits laid down in Sections 197 and 198 of the Act, including any statutory modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Dr. Gautam Mohan Deshpande, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified in the Companies Act, 2013.

**RESOLVED FURTHER** any one of Director of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

**6. REVISION IN TERMS OF REMUNERATION OF DR. GAUTAM DESHPANDE, A MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modification (s), the following Resolution as an Ordinary Resolution:

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**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof from time to time), read with Schedule V of the Companies Act, 2013 and pursuant to the approval of Board at its Board Meeting held on 13<sup>th</sup> August, 2016 , consent of the members be and is hereby accorded to the revision in terms of remuneration of Dr. Gautam Mohan Deshpande (DIN: 00975368) w.e.f. 1<sup>st</sup> October 2016 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** the remuneration payable to Dr. Gautam Deshpande by way of salary, perquisites and other allowances and benefits does not exceed the limits laid down in Sections 197 and 198 of the Act, including any statutory modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Dr. Gautam Deshpande, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified in the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of Director of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

### 7. APPOINTMENT OF DR. BURZIN KHAN AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of sections 149 ,152 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Article of Association of the Company and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 , Dr. Burzin Khan (DIN: 07590268), who was appointed as an Additional independent Director of the Company by the Board at its Board Meeting held on 13<sup>th</sup> August, 2016, and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and is eligible for appointment 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 be and is hereby appointed as an Independent Director of the Company, for a term of 1(one) year, with effect from the date of the ensuing Annual General Meeting and who shall not be liable to retire by rotation. "

### 8. APPOINTMENT OF DR. PRATIBHA BHUSHAN WALINJKAR (DIN: 07469900) AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Article of Association of the Company and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Pratibha Walinjkar (DIN: 07469900) , who was appointed as an Additional Independent Director of the Company by the Board at its Board Meeting held on 13<sup>th</sup> August, 2016, and has submitted a declaration that she meets the criteria for independence as provided in section 149 (6) of the Act and is eligible for

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appointment 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 her 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 the date of the ensuing Annual General Meeting and who shall not be liable to retire by rotation ”.

Reg Off:

Ground Floor, Shop No.12,  
Tardeo AC Market Building,  
Tardeo Road, Tardeo,  
Mumbai - 400034  
CIN: L93000MH1994PLC080842

For and on behalf of the Board of Directors  
Scandent Imaging Limited

Dr. Gautam Deshpande  
Managing Director  
DIN NO. 00975368

Date: 13<sup>th</sup> August, 2016

Place: Mumbai

### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person or shareholder. A Proxy form for the Annual General Meeting is enclosed. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
4. Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Shares Transfer Books of the Company will be closed from, Saturday 24<sup>th</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 (both the days inclusive).
5. The members are requested to:

Intimate to the Company's Registrars and Share Transfer Agents, M/s. Purva Sharegistry India Private Ltd, Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400011 (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences;

6. Pursuant to section 72 of the Companies Act, 2013, members holding Shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
7. Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
8. To quote their full name as per Company's record, Folio No./DP Id and Client Id as the case may be in all correspondence;
9. To note that no gift or gift coupons will be distributed at the meeting.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agents of the Company.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agent.
12. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading benefits is permitted only in dematerialized form, electronic transfer, prevention of forgery, etc.
13. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturday and Sunday), between 11:00 am to 2:00 p.m. up to the date of the meeting.
14. There is no unclaimed or unpaid dividend lying with the Company, which requires an effect of transferring the same to the Investor and Education Protection Fund (IEPF) of the Central Government.
15. The Ministry of Corporate Affairs, Government of India has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has issued circulars allowing companies to send official documents to their shareholders electronically. Members are requested to get in touch with the Registrar and Share Transfer Agent for the said purpose and provide their e-mail id details, in order to collaborate with the Company in this noble initiative undertaken by the Ministry and supported by the Company.
16. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.

17. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. The Company has designated an exclusive email ID called [investors.scandent@gmail.com](mailto:investors.scandent@gmail.com) for redressal of shareholders' complaints/grievances. In case you have any complaints/grievances; please write to us at [investors.scandent@gmail.com](mailto:investors.scandent@gmail.com) Notice of the Meeting is also available on website of the company i.e. [www.scandent.in](http://www.scandent.in) .
19. Members may also note that the Notice of the Twenty Second AGM and Annual Report 2016 will be available on the Company's website [www.scandent.in](http://www.scandent.in). The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at [csscandent@gmail.com](mailto:csscandent@gmail.com).
20. The shares of the Company are listed at the BSE LIMITED, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.
21. The relative explanatory statement pursuant to section 102 of the companies act 2013 setting out material facts concerning the business under item No.4,5,6,7,8, of the notice is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing and disclosure Requirement) Regulation 2015 (SEBI Listing Regulation), of the person seeking appointment-reappointment as Director under item No 2, 5, 7, 8 of the notice are also annexed as **Annexure: A**
22. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 23<sup>rd</sup> September, 2016, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Tuesday, 27<sup>th</sup> September, 2016 and ends on Thursday, 29<sup>th</sup> September, 2016 at 05.00 p.m. (in addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter. In through Central Depository Services (India) Limited (CDSL).

**Procedure for Remote E-VOTING:**

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).

The e-voting facility will be available during the following voting period:

Start Date & Time End Date & Time

Tuesday, 27<sup>th</sup> September, 2016 at 09.00 a.m. to Thursday, 29<sup>th</sup> September, 2016 at 5.00 p.m.

**The instructions for shareholders voting electronically are as under:**

- i) The voting period begins on Tuesday, 27<sup>th</sup> September, 2016 at 09.00 a.m. and ends on Thursday, 29<sup>th</sup> September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September,

2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**A. In case of Members receiving e-mail:**

- i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii) Click on Shareholders.
- iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> <li>• Any person who becomes member of the company after the dispatch of the notice and holds shares of the company as on the cut off date i.e. 23rd September,2016 and whose PAN is not registered with the company may obtain the sequence number detail by writing to the company at <a href="mailto:csscandent@gmail.com">csscandent@gmail.com</a> or contact the compliance officer.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions



- of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant **Scandent Imaging Limited** on which you choose to vote.
- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**B. In case of members receiving the physical copy:**

(a) Please follow all steps mentioned above to cast vote.

(b) In case you have any queries or issue regarding e-voting, you may refer the frequently asked questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdsindia.com](mailto:helpdesk.evoting@cdsindia.com).

**General Instructions:**

1. The e-voting period commences on 27<sup>th</sup> September, 2016 9.00 a.m to 29<sup>th</sup> September, 2016 5.00 p.m. During this period, the shareholders of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date of September 23, 2016 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2016.
3. The Board of Directors of the Company has appointed Mr. Mukesh Siroya, Practicing Company Secretary, to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty Eight Hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
5. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: [www.scandent.in](http://www.scandent.in) and on the website of CDSL: [www.cdslindia.com](http://www.cdslindia.com) within two days of passing of the Resolutions at the Annual General Meeting of the Company and communicated to BSE Limited.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No 4.**

The Company's business and its turnover has increased as compared to previous year.

Moreover, the Company is aggressively concentrating on its expansion plans besides exploring opportunities both in India and abroad.

Since there has been a considerable increase in the duties and responsibilities performed by the Whole time Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 13<sup>th</sup> August, 2016, on the recommendations made by the Nomination and Remuneration Committee, has approved the proposal to increase the remuneration of Dr. Sowmya Gautam Deshpande, Whole Time Director of the Company, from the present remuneration of Rs.1 Lakhs to Rs.1.25 Lakhs per month w.e.f. 1<sup>st</sup> October, 2016. Except for the aforesaid revision in salary, all other terms and conditions of her appointment as the Whole Time Director of the Company as approved earlier, shall remain unchanged.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

The Board of Directors recommends the above resolution for approval of the Shareholders as an Ordinary Resolution.

Dr. Sowmya Deshpande and Dr. Gautam Deshpande, Husband of Dr. Sowmya Deshpande who is the Managing Director of the Company are concerned or interested in the said resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

**Item No 5 & 6**

Dr. Gautam Mohan Deshpande had been initially appointed as Managing Director of the Company with effect from 1<sup>st</sup> February, 2013 for a period of three years with NIL remuneration.

His term of office expired on 31<sup>st</sup> January, 2016, the Board of Directors is of the opinion that it is in the interest of the Company to re-appoint Dr. Gautam Mohan Deshpande as Managing Director of the Company to manage the day to day affairs of the Company.

The Board of Directors at their meeting held on 9<sup>th</sup> February, 2016, have re-appointed Dr. Gautam Mohan Deshpande as Managing Director of the Company, subject to approval of Shareholders, for a further period of 5 years with effect from 1<sup>st</sup> February, 2016 till 31<sup>st</sup> January 2021 on such terms and conditions as recommended by the Nomination and Remuneration Committee on a monthly remuneration of Rs.100,000/- inclusive all allowance and perquisites.

The Company's business and its turnover has increased as compared to previous Year, Moreover, the Company is aggressively concentrating on its expansion plans besides exploring opportunities both in India and abroad.

Since there has been a considerable increase in the duties and responsibilities performed by the Managing Director and after considering the prevailing managerial remuneration in industry, the Nomination and Remuneration Committee at its meeting held on 13<sup>th</sup> August 2016 has recommended increase in the remuneration of Dr. Gautam Deshpande from Rs. 1 Lakh to 1.25 Lakh, which was approved by the Board at its Meeting held on 13<sup>th</sup> August, 2016 w.e.f from 1<sup>st</sup> October 2016, which is subject to approval of

members at the this AGM. Except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Managing Director of the Company as approved earlier, shall remain unchanged.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

The Board of Directors recommends the above resolution for approval of the Shareholders as an Ordinary Resolution.

Dr. Gautam Mohan Deshpande Managing Director and his wife Dr. Sowmya Gautam Deshpande, Whole time Director are concerned or interested in the said resolution. None of the other Directors, key Managerial Personnel or their relatives are concerned or interested in the said resolution.

**Item No 7**

Dr. Burzin Khan was appointed as an Independent Director of the Company w.e.f. 13<sup>th</sup> August, 2016 pursuant to Section 161 of the Companies Act 2013.

The Company has received a notice in writing under section 160 of the Companies Act, 2013 from some members along with a deposit of Rs. 100,000/- proposing candidature of Dr. Burzin Khan for the office of Director of the Company in the ensuing Annual General Meeting.

Dr. Burzin Khan who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act. In Accordance with the provision of Section 149 read with the schedule IV of the Act, appointment of Independent Director requires approval of members by way of Ordinary Resolution.

Based on the recommendation of Nomination and Remuneration Committee the Board of Director has proposed that Dr. Burzin Khan be appointed as an Independent Director of the Company. The Appointment of Dr. Burzin Khan shall be effective upon the approval by members.

Your Directors recommend the resolution for the member's approval.

Other than Dr. Khan, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in the said resolution.

**Item No. 8**

Dr. Pratibha Walinjkar was appointed as an Independent Director of the Company w.e.f 13<sup>th</sup> August, 2016 pursuant to Section 161 of the Companies Act, 2013.

The Company has received a notice in writing under section 160 of the Companies Act 2013 from some members along with a deposit of Rs. 100,000/-proposing candidature of Dr. Pratibha Walinjkar for the office of Director of the Company in the ensuing Annual General Meeting.

Dr. Pratibha Walinjkar who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act. In Accordance with the provision of Section 149 read with the schedule IV of the Act, appointment of Independent Director requires approval of members by way of Ordinary Resolution.

Based on the recommendation of Nomination and Remuneration Committee the Board of Director has proposed that Dr. Pratibha Walinjkar be appointed as an Independent Director of the Company. The Appointment of Dr. Pratibha Walinjkar shall be effective upon the approval by members.

Your Directors recommend the resolution for the member's approval.

Other than Dr. Pratibha Walinjkar, none of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in the said resolution.

**Reg Off:**

**Ground Floor, Shop No.12,  
Tardeo AC Market Building,  
Tardeo Road, Tardeo  
Mumbai - 400034  
CIN: L93000MH1994PLC080842**

**For and on behalf of the Board of Directors  
Scandent Imaging Limited**

**Dr. Gautam Deshpande  
Managing Director  
DIN NO. 00975368**

**Date: 13<sup>th</sup> August, 2016**

**Place: Mumbai**

**SCANDENT IMAGING LIMITED**

{Formerly known as Count N Denier (India) Limited}

 22<sup>nd</sup> Annual Report 2015- 16

**Annexure: A**

Details of the Directors seeking Appointment/Re-appointment at the Annual General Meeting Scheduled to be held on 30<sup>th</sup> September, 2016 (Pursuant to Regulation 36(3) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015:

Name of the Directors	Dr. Gautam Mohan Deshpande	Dr. Burzin Khan	Dr. Pratibha Walinjar	Dr. Sowmya Gautam Deshpande
Date of Birth Age	04/12/1974 42 Years	01/02/1966 50Years	26/10/1969 47Years	04/04/1977 39 Years
Date of Appointment	1 <sup>st</sup> February 2013	13 <sup>th</sup> August 2016	13 <sup>th</sup> August 2016	17 <sup>th</sup> June 2015
Relationship with the Directors and Key Managerial Personnel	Relative (Husband of Dr. Sowmya Deshpande)	NA	Relative (Wife of Dr.V.S.Mohan )	Relative (wife of Dr.Gautam Deshpande)
Expertise in specific Functional Area	Advance Endodontic, Cosmetic Dentistry, Crown & Bridge ,Oral and Maxillofacial Surgery ,cone Beam CT.	Prosthodontist, Implantologist, and specialist with Smile Designs, aesthetic all ceramic/ zirconia crown & bridge & implant restorations	Cosmetic Dentistry, Orthodontist, Implantologist	Advance Endodontic, Cosmetic Dentistry, Crown & Bridge ,Oral and Maxillofacial Surgery
Qualification	BDS	MDS	BDS	BDS
Board Membership of other Listed Companies as on 31 <sup>st</sup> March, 2016	Nil	NIL	NIL	NIL
<b>Chairman /Member of the Committee of the Board of Directors as on 31<sup>st</sup> March, 2016</b>				
a) Audit Committee	1	NIL	NIL	Nil
b) Nomination And Remuneration Committee	Nil	Nil	Nil	Nil
c) Stakeholder's Relationship Committee	Nil	Nil	Nil	Nil
d) Other Committee	1	Nil	Nil	Nil
Number of shares held in Company as on 31 <sup>st</sup> March, 2016	16447400	Nil	Nil	Nil

**Note:**

- Detailed profile of the above Directors is given as part of the Annual Report. The Directorship, Committee membership and Chairmanship do not include positions in Foreign Companies, Unlisted Companies and Private Companies, and position in Companies under Section 8 of the Companies Act, 2013. The information pertaining to remuneration paid to the Directors who are being appointed /re-appointed and number of Board Meeting attended during the year 2015 - 2016 are provided in the Corporate Governance Report.
- The proposal of appointment /re-appointment has been approved by the Board and recommended by the Nomination and Remuneration Committee considering their skills, experience and knowledge.

**SCANDENT IMAGING LIMITED**

{Formerly known as Count N Denier (India) Limited}

22<sup>nd</sup> Annual Report 2015- 16**SCANDENT IMAGING LIMITED**  
**[Formerly Known as, Count N Denier (India) Limited]****CIN: L93000MH1994PLC080842**

Ground Floor Shop No.12, Tardeo AC Market Building, Tardeo Road, Tardeo, Mumbai-400034

Tel: +022- 23516221 Web site: [www.scandent.in](http://www.scandent.in) email id: [csscandent@gmail.com](mailto:csscandent@gmail.com)**ATTENDENCE SLIP FOR ANNUAL GENERAL MEETING**

I/ We hereby record my/ our presence at the 22<sup>nd</sup>Annual General Meeting held on 30<sup>th</sup> September 2016 at **IMC Building, Indian Merchant Marg, Churchgate, Mumbai - 400020** at 11.30 a.m.

DP ID No.*:	L. F. No.:
Client ID No.*:	No. of Shares held:
Name of the Shareholder(s)	
Address of Shareholder:	
If Shareholder(s), Please sign here	If Proxy, Please sign here

**NOTES:**

\* Applicable for Investors holding shares in electronic form.

PLEASE FILL THIS ATTENDENCE SLIP AND HAND IT OVER AT ENTERANCE OF THE MEETING HALL.

**SCANDENT IMAGING LIMITED**  
**[Formerly Known as, Count N Denier (India) Limited]**  
**CIN: L93000MH1994PLC080842**

Ground Floor Shop No.12, Tardeo AC Market Building, Tardeo Road, Tardeo, Mumbai-400034  
Tel: +022- 23516221 Web site: [www.scandent.in](http://www.scandent.in) email id: [csscandent@gmail.com](mailto:csscandent@gmail.com)

**PROXY FORM**

**(Pursuant to Section 105(6) of the companies Act 2013 and the rule 19(3) of the companies (Management and administration Rules 2014)**

Name of the Member (s):

Registered Address:

Email id :

Folio No. /Client ID No. :

I/We being the member(s)of \_\_\_\_\_ Shares of Scandent Imaging Limited hereby appoint

1. Name : \_\_\_\_\_ Email id : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Or failing him

2. Name : \_\_\_\_\_ Email id : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Or failing him

3. Name : \_\_\_\_\_ Email id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Or failing him

as my /our proxy to attend and vote (on poll) for me /us and on my/our behalf at the Annual General Meeting of the Company scheduled to be held on 30<sup>th</sup> September, 2016 at 11.30 a.m. at, IMC Building, Indian Merchant Marg, Churchgate, Mumbai – 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March,2016 together with Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Sowmya Gautam Deshpande (DIN: 00705918), who retires by rotation and, being eligible offers herself for re-appointment
3. Ratification of Appointment of Auditor
4. Revision In term of Remuneration of Dr. Sowmya Gautam Deshpande, A Whole Time Director of The Company
5. Re-Appointment of Dr. Gautam Deshpande as Managing Director of the Company
6. Revision In term of Remuneration of Dr. Gautam Mohan Deshpande, Managing Director of The Company:
7. Appointment of Dr.Burzin Khan (DIN :0746900) as an Additional Independent Director
8. Appointment of Dr. Pratibha Bhushan Walinjar (DIN :07590268) as an Additional Independent Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**