

COUNT N DENIER (INDIA) LIMITED

22, Sharda Bhawan, Nanda Patkar Road, Nehru Road,
Vileparle (East), Mumbai-400 057.

BOARD OF DIRECTORS

Mr. Anil Agrawal - Chairman & Managing Director

Ms. Deepa Agrawal. - Director

Ms. Ratna Dwivedi- Director

Mr. Abhishek Lath- Director

Mr. Vineet Tulsyan- Director

BANKERS

Dena Bank

AUDITORS

Rakesh Soni & Co

30, Dattani Trade Centre,

Chandravarkar Road

Borivali (West)

Mumbai- 400 092

REGISTERED OFFICE

22, Sharda Bhawan,

Nanda Patkar Road, Nehru Road

Vileparle (East) Mumbai- 400 057

Tel: +022-26172250, 26172220

Fax: +022-26172240

CORPORATE OFFICE

22, Sharda Bhawan,

Nanda Patkar Road, Nehru Road

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COUNT N DENIER (INDIA) LIMITED

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NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of Count N Denier (India) Limited will be held at the registered office of the Company situated at "22, Sharda Bhawan, Nanda Patkar Road, Nehru Road Vile Parle (East) Mumbai- 400 057" on Friday, the 20th day of July 2012 at 4.30 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2012 and Audited Balance Sheet as on that date together with the Reports of the Board of Directors and the Auditors report and notes thereon.
2. To re-appoint Mr. Abhishek Lath a Director who is liable to retire by rotation and being eligible offers him for re-appointment.
3. To re-appoint Mr. Vineet Tulsyan a Director who is liable to retire by rotation and being eligible offers himself for re-appointment to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Rakesh Soni & Co., Chartered Accountants Mumbai be and are hereby re- appointed to act as a Statutory Auditors for the Financial Year 2011-12 of the Company to hold office from the conclusion of this AGM up to the next AGM, on such remuneration in addition to the reimbursement of traveling and other out of pocket expenses incurred/ may be incurred which are ancillary or incidental to their functions, as may be agreed between the Board of Directors of the Company and the Auditors and that the Board of Directors of the Company be and are hereby authorized to make any alteration in the remuneration as may be required."

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Special Business:

1. Appointment of Mr. Anil Agrawal as Managing Director of the Company:

"RESOLVED THAT, subject to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Anil Agrawal as a Managing Director of the Company for a period of three years from this date on same remuneration payable as per the terms and conditions mentioned in the agreement executed between the Company."

"RESOLVED FURTHER THAT, the terms of remuneration of Mr. Anil Agarwal shall not exceed the ceilings as set out in Schedule XIII to the Companies Act, 1956, as amended from time to time and such other guidelines as may be issued hereafter in this behalf."

"RESOLVED FURTHER THAT Mr. Anil Agarwal shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT, the Board of Directors or the Company Secretary of the Company be and are hereby authorized to take all necessary or desirable steps for the purpose of giving effect to this appointment and matters incidental thereto."

2. To Regularize the appointment of Mrs. Deepa Agarwal and Mrs. Ratna Dwivedi as a Director of the Company:

"RESOLVED THAT, Mrs. Deepa Agarwal and Mrs. Ratna Dwivedi who was appointed by the Board of Directors as an Additional Director of the Company and who holds the office up to the date of this Annual General Meeting of the Company ("the Act"), in terms of Section 260 of the Companies Act,1956 and in respect of whom the Company has received a notice in writing from a member under section 257 of the Act, proposing her candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company, whose period of office will be liable to retire by rotation."

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"RESOLVED FURTHER THAT, the Board of Directors or the Company Secretary of the Company be and are hereby authorized to take all necessary or desirable steps for the purpose of giving effect to this appointment and matters incidental thereto."

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

"RESOLVED THAT pursuant to section 100 of the Companies Act,1956 and subject to confirmation from the High Court of Judicature at Mumbai, the Paid up Share Capital of the Company, be reduced from Rs.3,00,00,000/- (Rupees Three Crore) divided in to 30,00,000 Equity Shares of Rs.10/- each to Rs.30,00,000 (Rupees Thirty Lacs) divided in to 30,00,000 Equity Shares of Re.1/- each, and that such reduction be effected by cancelling the Equity Share Capital of Rs.2,70,00,000(Rupees Two Crore Seventy Lacs) which has been lost to the extent of Rs.9/= per equity share in each and every equity shares of the Company which have been issued.

"RESOLVED further that the accumulated losses of the company to the tune of Rs. 2,70,00,000/= (Rupees Two Crore Seventy Lacs) be written off by canceling the paid up equity share capital of the company by Rs. 9/= per equity share amounting to Rs. 2,70,00,000/= (Two Crore Seventy Lacs Only)".

By Order of the Board of Directors

Sd/-

Place: Mumbai

Date: 28.06.2012

Chairman & Managing Director

Registered Office:

22, Sharda Bhawan,

Nanda Patkar Road, Nehru Road

Vile parle (East) Mumbai- 400 057

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NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and the Shares Transfer Books of the Company will be closed from 13th July, 2012 to 20th July, 2012 (Both Days Inclusive).
3. The members are requested to:
 - (a) Intimate to the Company's Registrars and Share Transfer Agents, M/s. Purva Sharegistry India Private Ltd (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;
 - (b) Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
4. 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.
5. Members / beneficial Owners are requested to quote their full name as per Company's record, Folio No. / DP and Client ID Nos. as the case may be, in all correspondence with the company.
6. 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.

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7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.

EXPLANATORY STATEMENT U/S 173(2) OF THE COMPANIES ACT, 1956:

ITEM NO.4:

The Company is proposing to re-appoint Mr. Anil Agarwal as the Managing Director of the Company, on same remuneration and on the terms and conditions set out in the Agreement submitted to this meeting.

The appointment of Mr. Anil Agarwal is in accordance with the conditions specified in Part I and Part II of Schedule XIII, and as provided in Section 269 of the Companies Act, 1956.

Pursuant to the provisions of Sections 198, 269, 309, 310, 311 and all other applicable provisions of the Companies Act, 1956, including Schedule XIII, the resolution for appointment of Mr. Anil Agrawal as Chairman –cum- Managing Director and payment of remuneration to him as set out at Item no. 4 of the Notice is placed before the Members for their approval by way of Special Resolution.

None of the Directors are interested in this Resolution.

Your Directors recommend the above Resolution for your approval.

ITEM NO.5:

Mrs. Deepa Agarwal and Mrs. Ratna Dwivedi was appointed by the Board of Directors as an Additional Director of the Company with effect from 14th November,2011.

According to provision of Section 260 of the Companies act 1956, the above Director holds office up to the date of the Annual General Meeting and her appointment needs to be regularized in the ensuing annual general Meeting. As required by Section 257 of the Companies Act, 1956 a notice has been received from a Member signifying his intention to propose the appointment of Mrs. Deepa Agarwal and Mrs. Ratna Dwivedi as Director forthcoming Annual general Meeting.

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Hence, necessary resolution is placed before the Meeting for member's approval.

None of the Director is interested in the resolution.

Directors recommend the resolution as proposed in the Notice for member's approval.

ITEM NO.6:

As there is a huge accumulated loss in the Company, therefore it is became necessary to adopt the policy of Capital Reduction which will help to remove the accumulated loss of the Company and Companies net worth will improve after such Capital Reduction of the Company.

To improve the Net worth of the Company, the proposed reduction of capital is From Rs.3, 00, 00,000 to Rs.30, 00,000.

None of the Directors is interested in the Resolution

Your Directors recommend the above Resolution for your approval.

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ANNEXURE TO NOTICE

Information pursuant to Clause 49 of the Listing Agreement:-

Brief details in respect of the Directors seeking re-appointment at the Annual General Meeting:

Names of Directors	Mr. Abhishek Lath
Date of Birth	28/03/1981
Date of Appointment	15.01.2002
Qualifications	B. Com
Profession	Business
Other Directorships	NIL
Names of Directors	Mr. Vineet Tulsyan
Date of Birth	28.03.1981
Date of Appointment	15.02.2005
Qualifications	Chartered Accountant
Profession	Business
Other Directorships	NIL

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CHAIRMAN REVIEW

OVERVIEW:

At the outset I would like to thank the entire Count N Denier team and all our esteemed clients and associates for the creative momentum, support, enterprise and commitment that have helped us to sustain during these testing times given the significant changes in the textile industry as a result of the recent global economic crisis. Companies in this sector are adjusting to the economic scenario through more economic distribution channels, cost efficiency and our Company is also suffering from such crises resulting to such crises the Company is continuously suffering from Losses.

After, such a crises situation in the market Company is still looking to maintain the business properly and bring the Companies business in profit Mode after writing off all the previous losses.

The current financial situation of the Company is not healthy enough to diversify in the other product, hence it is found quite difficult to recover the previous losses.

I look forward to your continued support.

With warm regards,

Sd/-

Chairman

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DIRECTORS' REPORT

Your Directors have pleasure in submitting their Annual Report and Accounts for the year ended on 31st March, 2012.

FINANCIAL RESULTS

(Rs.)

Particulars	Year ended 31 st March, 2012	Year ended 31 st March, 2011
Sales & Other Income from Operation	NIL	NIL
Other Income	1609205.00	5,60,000.00
Total Expenditure	1563439.00	531394.00
Gross Profit	45766.00	28606.00
Profit before Depreciation	45766.00	28606.00
Depreciation	NIL	NIL
Profit before Tax	45766.00	28606.00
Provision for Income Tax	14142.00	8900
Provision for Deferred Tax	NIL	NIL
Provision for Fringe Benefit Tax	NIL	NIL
Net Profit after Tax	31624.00	19706.00
Prior year-MAT Provision	NIL	NIL
Surplus brought forward	-30985567.00	-31005272.99
Surplus Available(Revaluation Res. & Res. Surplus)	-30953943.00	-30985566.99
Balance carried to Balance Sheet	-30953943.00	-30985566.99

PERFORMANCE

During the year the Company has earned other income of Rs 16, 09,205/-. The Net Profit earned during the year is Rs. 45766.00 as compared to previous year's profit of Rs.28606.

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DIVIDEND

In order to conserve the profit for future Growth & Development. The Company has not recommend any dividend for the financial year 2011-2012.

EMPLOYEES

Information on particulars of Employees' Remuneration as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not applicable to the company as there were no employees drawing a Salary of Rs. 2,00,000 or more per month.

DIRECTORS

Mr. Abhishek Lath is eligible to retire by rotation and being offered himself for re-appointment.

Mr. Vineet Tulsyan is eligible to retire by rotation and being offered himself for re-appointment.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, the Directors report that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit of the company for that year;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for

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safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) The Directors have prepared the annual accounts on a going concern basis.

FIXED DEPOSITS

The company has not accepted any fixed deposits from general public within the purview of Section 58A, of the Companies Act, 1956, during the year under review.

AUDITORS

M/s. Rakesh Soni & Co., Chartered Accountants, auditors of the Company will be retiring at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

LISTING OF EQUITY SHARES:

The equity of your Company is listed on the Stock Exchange, Mumbai & Ahmedabad.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING & OUTGOINGS

Information pursuant to Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to the foregoing matters is given hereunder.

a) Conservation of energy	Nil
b) Technology absorption, research & development	Nil

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c) Foreign Exchange earning & outgoings

	For Year Ended 31st March 2012(Rupees)	For Year Ended 31st March 2011 (Rupees)
Expenditure- Foreign Travel Freight Forwarding Expenses	NIL NIL	NIL NIL
Income- Commission and other income	1450160	560000

COMPLIANCE CERTIFICATE

In accordance with the provisions of Section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rules 2001, the Company has obtained a certificate from a Company Secretary in whole time practice and a copy of the said certificate is attached to this report.

CORPORATE GOVERNANCE

Your company's philosophy on corporate Governance is attainment of the higher level of transparency, accountability and equity in all spheres of operations, interactions with the shareholders, employees, government and others.

**For and on behalf of the
Board of Directors**

Sd/-

Place: Mumbai,

Date: 28.06.2012

Chairman & Managing Director

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MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

Over the years India has witnessed a strong economic growth and in such growth Textile industry has great contribution rise in employment and increase in recruitment, directly linked to fortune of the Textiles and Textiles related products. The current global economic scenario has forced many organizations to revisit their linear approach to businesses. As the Company is taken over by new promoters and the new promoter has changed the line of business in to textile industry which have a very good contribution in Indian Economy. The Count N Denier (India) Limited is continuously trying for a better move which will help to fulfill the expectation of Shareholders. The economic scenario of this industry is not well all the time. But, Indian Government is continuously taking initiative for better growth of Textile Industry; Hence, New schemes are introduced to attract the entrepreneur to invest in the Textile Industry.

Since, the Textiles are essential for human being, there for demand of this product is available at all the time, irrespective of the season. Hence, all the other supplementary things are also become necessary to introduce the product in the market. However, our industry is engaged in the business of Textile and textile related products, therefore this industry is also taking initiative to export of Yarns, Textiles and other related products.

OUTLOOK/ OBJECTIVE

The **Indian Textiles Industries** are having an outstanding contribution towards Indian Economy. As, we know that India is on second rank after China which Produce Cotton in large quantity and after processing cottons, it Exports to the other Countries in the world. This Industry has a marvelous reputation in the market of textile at the Global level.

The proposed schemes by Indian Government about textile will attract to new investors at larger scale.

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HUMAN RESOURCE DEVELOPMENT

Since the Company is continuously incurring losses from the date of commencement of its business due to cessation of business activity. Hence, to reduce the cost, no expenses incurred towards Human Resource Development.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in placed the internal control systems and procedures commensurate with the size and nature of its business. These procedures are designed to ensure that:

All assets and resources are used efficiently and are adequately protected. All internal policies and statutory guidelines are complied with. There is accuracy and timing of financial reports and management information.

The details of which has been provided in the Corporate Governance Report has been entrusted with detailed terms of reference to review and look into proper recording of transactions and preparation of financial statement.

OPPORTUNITIES AND THREATS

Opportunities:

India, in the recent years, is witnessing higher investments in Infrastructure Activities, so the atmosphere for the Textiles Industry is expected to be more conducive in the time to come.

There is an increasing need for skilled professional and unskilled laborers in the market in which we operate. At the same time, corporations are reluctant to expand their textiles business due to recent economic developments across the globe has forced Companies to "right size" their organizations.

Since, the textile is a mandatory for the human being and no point of time it will last its business, Hence the Company has a good future in this industry to develop at a larger scale.

Threats:

Significant competition from Indian and Foreign companies operating in the similar segment.

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Changes in governing laws may adversely affect the business operations.

Increased competition could result in pressure on pricing and commoditization of some services.

RISK AND CONCERNS :

Besides increasing the client base, the Company needs to retain its current clients by providing timely, cost effective quality services in the competitive environment. The Company must also look for emerging business opportunity in the growing demand for newly searched machinery for textiles which will be cost effective because some point of time it becomes necessity.

Place: Mumbai

For and on behalf of the Board

Date: 28.06.2012

sd/-

Regd. Office:
Count N Denier (India) Limited
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(Chairman & Managing Director)

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CORPORATE GOVERNANCE REPORT

The detailed report on Corporate Governance, for the Financial year April 1, 2011 to March 31, 2012 as per the format prescribed by SEBI and incorporated in Clause 49 of the Listing Agreement is set out below:

1. Company's philosophy on the code of Governance

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, and fairness in all its transactions in widest sense and meet up its stakeholder's aspirations and societal expectations.

The Company has always endeavored to implement the Corporate Governance process in the most democratic form as maximization of shareholders wealth is cornerstone of your company. For the Company the advent of the revised Clause 49 of the Listing Agreement has paved way for sharing with the stakeholders, the corporate governance practices, which are deeply rooted in the corporate culture of the Company. Your Company has been committed in adopting and adhering to global recognised standards of corporate conduct towards its employees, clients and the society at large. The management team of your Company exerts the strict adherence to corporate governance practices in order to cover the entire spectrum of governance activities and benchmark its practices with the prevailing guidelines of Corporate Governance.

2. Board of Directors

The Board of Company consists of **Five** Directors with a fair representation of executive, non-executive and independent directors.

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2.1. Composition and category of Directors

Pursuant to the provisions of the Companies Act 1956, Mr. Abhishek Lath. Vineet Tulsyan retire by rotation and being eligible, offers himself for re-appointment.

<i>Category</i>	<i>Name of Director</i>
Professional / Executive Director	Ms. Deepa Agrawal
Promoter/ Executive Director	Mr. Anil Agrawal
Non-Executive / Independent Director	Mr. Vineet Tulsyan Mr. Abhishek Lath
Professional and Non – Executive Directors	Ms. Ratna Dwivedi

2.2. Board Meetings

Attendance of each Director at the Board meetings and the last Annual General Meeting:

The Company holds regular Board Meetings. The detailed agenda along with the explanatory notes is circulated to the Directors well in advance. The Directors can suggest inclusion of any item(s) in the agenda at the Board Meeting.

The Company Held 8 (Eight) Board Meetings during the year ended 31st March, 2012. These were held on ,26th May ,2011, 27th June, 2011, 05th September , 2011, 16th September,2011, 14th November ,2011, 2nd January , 2012 and 10th February, 2012, 06th March, 2012, 14th March,2012 .

The attendance of the Directors at the Board Meeting and the Annual General Meeting held during the year ended 31st March 2012 was as follows

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Directors	Board Meetings attended during the year	Whether attended last AGM	Other Directorships/ Board Committees (Numbers)	
			Directorships	Board Committee Membership/ (Chairmanship)
Mr. Anil Agrawal	3	N.A	-	
Mr. Vinay Shah	4	YES	-	
Mr. Uday Raval	4	YES	-	
Ms. Sarla Doshi	4	YES	-	
Mr. Vineet Tulsyan	8	YES	-	
Mr. Abhishek Lath	8	YES	-	
Ms. Ratna Dwivedi	3	N.A		
Ms .Deepa Agrawal	3	N.A		

2.3 Information provided to the Board:

The Board of the Company is presented with all information under the following heads, whenever applicable and materially significant. These are surmised either as part of the agenda will in advance of the Board Meetings or are tabled in the course of the Board Meetings. This, inter-alia, include:

1. Annual operating plans of businesses, capital budgets, updates.
2. Quarterly results of the Company and its operating divisions or business segments.
3. Information on recruitment and remuneration of senior officers just below the Board level.
4. Materially important litigations, show cause, demand, prosecution and penalty notices.
5. Fatal or serious accidents.
6. Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
7. Details of any joint venture or collaboration agreement or new client win.

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8. Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
9. Transactions had involved substantial payments towards good-will, brand equity, or intellectual property.
10. Significant development in the human resources front.
11. Sale of material, nature of investments, subsidiaries, assets which is not in the normal course of business.
12. Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
13. Quarterly update on the return from deployment of surplus funds.
14. Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services as non-payment of dividend and delays in share transfer.

2.4. Brief resume of Directors who will be retiring by rotation at this Annual General Meeting of the Company

Mr. Vineet Tulsyan, aged 36 years, residing at Mumbai has been the Director of Count N Denier (India) Limited. He has the good numbers years of experience in the business of related Industry.

Mr. Abhishek Lath aged 30 Years residing at Mumbai has been director of the Count N Denier (India) Ltd. He has experience ranging from the different business industry.

3. Audit Committee

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting.

The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

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3.1 Brief description of the terms of reference

The terms of reference of the Audit Committee are as follows:

- (a) To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statements are correct, sufficient and credible.
- (b) To recommend the appointment / removal of external auditors, fixing auditors fees and to approve payments for any other services.
- (c) To review with management the annual financial statements before submission to the Board, focusing primarily on:
 - Any change in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by managementQualifications in the draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with the accounting standards.
 - Compliance with Stock Exchange and legal requirements concerning financial statements.
 - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relative etc. that may have potential conflict with the interests of the Company at large.
- (d) To review and approve annual accounts of the Company and recommended to the Board for consideration or otherwise.
- (e) To review with Management; external and internal auditors, and review the efficacy of internal control systems.
- (f) To review the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.

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- (a) To discuss with internal auditors about any significant findings and follow – up thereon.
- (b) To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- (c) To discuss with external auditors before the audit commences the nature and scope of audit as well as have post – audit discussions to ascertain any area of concern.
- (d) To review the Company’s financial and risk management policies.
- (e) To look into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors.

3.2 Composition, Name of Members and Chairman :

The Audit Committee of the Company consists of three Directors as under.

1. Mr. Abhishek Lath - Chairman
2. Ms. Anil Agrawal - Member & Managing Director
3. Mr. Vineet Tulsyan - Member & Director

3.3 Meetings and Attendance during the year 2011-12

The Audit Committee met 8 (Eight) times during the year and the attendance record is as per the table given below

Date of Meeting	Mr. Abhishek Lath	Mr. Anil Agrawal	Mr. Vineet Tulsyan
06/04/2011	√	-	√
08/07/2011	√	-	√
20/08/2011	√	-	√

COUNT N DENIER (INDIA) LIMITED

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Vileparle (East), Mumbai-400 057.

03/09/2011	√	-	√
15/10/2011	√	√	√
13/01/2011	√	√	√
10/02/2012	√	√	√
14/03/2012	√	√	√
Total Meetings attended	8	4	8

4. Shareholders' Committee

The Shareholders Committee looks after requests for share transfers, issue of duplicate share certificates, splitting of shares, transmission of shares Demat requests and Remat requests of the shareholders. The Committee comprises of the following directors.

- Mr. Abhishek Lath - Chairman
- Mr. Anil Agrawal - Member
- Mr. Vineet Tulsyan - Member

5.1 Scope of the Committee

The scope of the Shareholders Grievance Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

5.2 Composition of the Committee

- The Committee is headed by Mr. Abhishek Lath, (Non-Executive Director).
- Other members of the Committee includes
 1. Mr. Anil Agrawal
 2. Mr. Vineet Tulsyan

COUNT N DENIER (INDIA) LIMITED

22,Sharda Bhawan, Nanda Patkar Road, Nehru Road,
Vileparle (East), Mumbai-400 057.

5.3 Compliance Officer

NAME OF THE COMPLIANCE OFFICER	<u>Mr. Vijay Tiwari</u>
CONTACT DETAILS	22, Sharda Bhavan Nanda Patkar marg Nehru Road, Vile Parla (East),Mumbai-400057
E- MAIL ID	Vijay.sda@gmail.com

6. General Body Meetings

6.1 Location and time, where last three AGMs were held

Following table details the particulars of the last Three Annual General Meetings of the Company

Financial Year	Date & Time	Venue
2008– 2009	28 th September, 2009 at 04.30 p.m	Registered Office
2009– 2010	30 th September, 2010 at 04.30 p.m.	Registered Office
2010-2011	30 th September, 2011 at 04.30 p.m	Registered Office

6.2 Details of the Special Resolutions passed in the previous three AGMs

No special resolutions were passed in the previous 3 AGMs held on 28-09-2009, 30-09-2010, and 30-09-2011.

Extra Ordinary General Meeting was held on 05th March,2012 to approve the change of name of the Company and change on object clause of the Company.

COUNT N DENIER (INDIA) LIMITED

22, Sharda Bhawan, Nanda Patkar Road, Nehru Road,
Vileparle (East), Mumbai-400 057.

7. Disclosures

7.1 Disclosures regarding materially significant related party transactions

No transaction of material nature has been entered into by the Company with its Promoters or Directors or management or relatives etc. that may have potential conflict with the interest of the Company.

All transactions with the Related Parties were in the ordinary course of business and at arms length.

7.2 Disclosure of non-compliance by the Company

There was no non-compliance during the year and no penalties were imposed on the Company by the Stock Exchange, SEBI or any other statutory authority. The Company obtained a certificate from the statutory auditor of the Company with respect to compliance with the conditions of corporate governance and annexed the certificate with the Directors' Report and sent the same to all the shareholders of the Company and to all the concerned Stock Exchanges along with the annual reports filed by the Company.

7.3 Prevention of Insider Trading

In compliance With the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations 1992, as amended till date on prevention of Insider Trading, the Company has a comprehensive code of conduct and the same is being strictly adhered by its management staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made while dealing with shares of the company and cautioning them on the consequences on non-compliance thereof.

The Company follows quiet periods (closure of trading window) prior to its publication of unpublished price sensitive information. During the quiet period, the Company has set up a mechanism where the management and relevant staff and business associates of the Company are informed not to trade in Company's securities.

COUNT N DENIER (INDIA) LIMITED

22,Sharda Bhawan, Nanda Patkar Road, Nehru Road,
Vileparle (East), Mumbai-400 057.

The company also affirms that no personnel has been denied access to the audit committee.

7.4 Code of conduct

In terms of Clause 49 of the Listing Agreement(s), the Company has adopted a Code of Conduct for the board of Directors and Senior Management Personnel of the Company. The same has been posted on the Company's website. The Declaration by the Chairman and Managing Director of the Company forms part of this Report.

7.5 Details of Compliance with Clause 49 of the Listing Agreement

The Company has complied with the provisions of Clause 49 of the Listing Agreement.

8 Means of Communication

(a) The Company placed all the quarterly results and annual results in daily newspaper in Gujarati and English.

(b) The Management Discussion and Analysis (MDA) report has been included in this Annual Report.

9.1 Forth Coming Annual General Meeting

The forthcoming Annual General Meeting of the Company is scheduled to be held on Friday, the 20th day of July 2012, at the Registered Office of the Company at 4.30 p.m. at 201, Sharda Bhuvan, Nanda Patkar Marg, Nehru road ,VileParle (East), Mumbai-4000 57

COUNT N DENIER (INDIA) LIMITED

22,Sharda Bhawan, Nanda Patkar Road, Nehru Road,
Vileparle (East), Mumbai-400 057.

9.2 Financial Year of the Company

1st April to 31st March

9.3 Date of Book Closure

13th July, 2012 to 20th July, 2012 (both days inclusive)

9.4 Listing on Stock Exchange

The Bombay Stock Exchange Limited, Mumbai

9.5 Stock Code

516110 The Bombay Stock Exchange

9.6 The ISIN NO. NSDL and CDSL:

INE146N01016

9.7 Market Price Data:

The current Market price of the company is 1.10.

9.8 Registrar and Share Transfer agents

Purva Shareregistry (India) Private Limited

COUNT N DENIER (INDIA) LIMITED

22,Sharda Bhawan, Nanda Patkar Road, Nehru Road,
Vileparle (East), Mumbai-400 057.

9.9 Share Transfer System

Shares sent for transfer in physical form are registered and returned by Registrar and Share Transfer agents within 30 days from the date of receipt of documents, provided the documents are found in order. Share under objection are returned within 21 days.

9.10 Address for correspondence

For any Query relating to the Shares of the Company

Count N Denier (India) Limited

201, Sharda Bhuvan, Nanda Patkar

Marg, Nehru Rd.,Vile Parle(East),Mumbai-4000 57

Any other Query

Secretarial Department

Count N Denier (India) Limited

201, Sharda Bhuvan, Nanda Patkar

Marg, Nehru Rd.,Vile Parle(East),Mumbai-4000 57

COUNT N DENIER (INDIA) LIMITED

22,Sharda Bhawan, Nanda Patkar Road, Nehru Road,
Vileparle (East), Mumbai-400 057.

CEO / CFO CERTIFICATION

To,
The Board of Directors,
COUNT N DENIER (INDIA) LIMITED.

We hereby certify to the Board that:

- a. We have reviewed the Financial Statements and the Cash Flow Statements and the Cash Flow Statements for the year 2011– 2012 and that to the best of our knowledge and belief :
 - i) These statements do not contain any materially untrue statement or omit any material fact or contains statements that might be misleading.
 - ii) These statements together present a true and fair view of Companies affair and are in Compliance with existing Accounting Standards, Applicable Laws and Regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, 2011– 2012 which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept the responsibility for establishing and maintaining the internal controls for the Financial Reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to the financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operations of such internal controls, if any, of which we are aware and steps we have taken or proposed to take to rectify these deficiencies.

Place : Mumbai

For, COUNT N DENIER (INDIA) LIMITED

Date : 28.06.2012

Sd/-

Chairman & Managing Director

AUDITORS' REPORT ON CORPORATE GOVERNANCE
Certificate of Compliance of Corporate Governance as per Clause 49 of the Listing Agreement with the Stock Exchanges.

To the Members of
COUNT N DENIER (INDIA) LIMITED.

We have examined the Compliance of conditions of Corporate Governance by **COUNT N DENIER (INDIA) LIMITED** (hereinafter referred to as "the Company") for the year ended on 31st March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the Compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, We certify that the Company has complied in all material aspects with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

On the basis of the Certificate issued by the Registrars of the Company and the Minutes of Meetings of the 'Shareholders Investors Grievance Committee' of the Company, We state that there were no investor grievances acknowledged as at 31st March, 2012 against the Company.

We further state that such Compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For, Shah Dikshit & Associates
Practicing Company Secretary

Sd/-

(Nisha Verma)
Partner
CP NO.:9037
Place: Mumbai

Date: 28/06/2012

AUDITORS' REPORT

The Members of

Count N Denier (India) Limited

1. We have audited the attached Balance Sheet of Count N Denier (India) Limited as at 31st March,2012, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date annexed there to. These Financial Statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these Financial Statements based on our Audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion and we report that:
3. As required by the Companies (Auditors' Report) Order 2003 issued by the Central Government of India in terms Sec.227 (4A) of the Companies Act 1956 and on the basis of such checks of the books and records as we considered necessary and appropriate and according to the information and explanation given to us during the course of audit, the statement on the matters specified in paragraph 4&5 of the said order, is enclosed herewith.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we Report that:
 - a) we have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper Books of Accounts as required by law have been kept by the Company so far as appears from our examination of such Books.
 - c) The Balance Sheet and Profit & Loss A/c referred to in this report, are in agreement with the Books of Accounts.
 - d) In our opinion the Balance Sheet, Cash flow Statement and Profit & Loss a/s dealt with by this Report comply, subject to Notes to Accounts, with the Mandatory Accounting Standards Accounting Standards referred to Sec.211(3C) of the Companies Act,1956, to the Extent.
 - e) On the basis of written representations received from the Directors as on 31st March,2012 and taken on record by the Board of Directors, we report

Rakesh Soni & Co.

(Chartered Accountants)

that none of the Director is disqualified as on 31.03.2012 from being appointed as Director in terms of Clause (g) of Sub- Sec.(1) of Sec. 274 of the Companies Act, 1956.

f) In our opinion and to the best of our information and explanation given to us, the said statements of account, read together with significant accounting policies and Notes on Accounts there on, give the information required by the companies Act, 1956 in the manner so required and give a true & fair view in conformity with the accounting principles generally accepted in India:

(i) in so far as relates to the Balance Sheet of the state of Affairs of the company as at 31st march 2012,

(ii) In so far as relates to the Profit & Loss account of the Profit of the company for the year ended on that date and

(iii) In case of the Cash Flow Statement, of the Cash Flow for the year ended on that date.

For RAKESH SONI & CO.

Chartered Accountants,

SD/-

(CA.R.K.SONI)

Proprietor.

M.NO.- 047151.

PLACE:MUMBAI.

FRN-11444625W

DATE: 28/06/2012

ANNEXURE TO THE AUDITORS REPORT

REFERRED TO IN PARAGRAPH OUR REPORT OF EVEN DATE:

1. In respect of Fixed Assets: There is no fixed assets in the Company, therefore this clause does not applicable.

2. In respect of inventories: There were no inventory, hence this clause is not applicable.

3. In respect of the Loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained u/s.301 of the Companies Act,1956:

(a) the company has not given any loans.

(b) The company has taken unsecured loans covered in the register maintained u/s.301 of the Companies Act,1956.

(c) In our opinion the rate of interest and other terms and condition on which loans given by the company are not prima facie prejudicial to the interest of the company. The parties are repaying the principal amounts as stipulated and are also irregular in payment of interest, wherever applicable .

(d) In respect of aforesaid loans, there is no overdue amount.

4. In our opinion and according to the information given to us the company has adequate internal control procedure, commensurate to the size of the company and nature of its Business for the purchase of inventories and fixed assets and for sale of goods Further based on our examination and according to the information & explanation given to us we have neither come across nor have been informed of any major weakness in the internal control.

5. To the best of knowledge and belief and according to the information and explanation given to us we are of the opinion that the transaction that need entered in the register in pursuance of sec. 301 of the companies Act 1956 has been so entered.

6. The company has not accepted any deposit from public to which the directive issued By the Reserve Bank of the India and the provision of sec.58AA of the Act and the Rules framed there under applicable.

7. In our opinion the company has internal audit system commensurate with the size and nature of its business.

8. As explained to us the central govt. has not prescribed maintenance of cost record u/s 209(1) (d) of the companies Act 1956 for any of the company.

9. In respects of statutory dues:

Rakesh Soni & Co.

(Chartered Accountants)

(a) According to the records of the company and information and explanation given to us the company has been regular in depositing undisputed statutory dues to the extent applicable, with the appropriate authorities during the year. According the information and explanation given to us, no undisputed amount payable in respect of the above were in arrears as on 31.03.2012 for a period of more than 6 months from the date on which they become payable. We have been explained that status relating to other statutory dues including Employees State Insurance, Provident Fund, Sales Tax, Wealth Tax, Custom Duty, Investor Education and Protection Fund, Excise Duty and Service Tax are not applicable to the Company during the year.

10. The Company have accumulated losses at the end of the financial year and have not incurred cash losses during the year covered by the audit and immediately preceding financial year.

11. On the basis of information and explanation given to us the company has not defaulted in repayment of dues to any Bank or financial institution. The company has not obtained any borrowing by way of debentures.

12. Based on our examination of record and the information & explanation given to us the company has not granted any loans and advances on the basis of security by way of pledge of shares debentures and other securities .

13. In our opinion the company is not a chit fund or and Nidhi/ Mutual benefit fund / society therefore the provision of clause (xiii) of this order are not applicable.

14. In our opinion the Company has maintained proper records of transactions and contracts relating to shares and securities and other investments made, entered into during the year and timely entries have been made therein.

15. According to the information and explanation given to us and record examined by us the company has not given any guaranty for the loan taken by others from Banks or financial institutions.

16. In our opinion and according to the information & explanation given to us the company has not taken term loan during the year and not been defaulter in repayment of principal and interest by way of installment.

17. According to the information and explanations given to us and on overall examination of the Balance Sheet of the Company, we are of the opinion that there are no funds raised on short term basis that have been used for long term investment.

18. The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained u/s.301 of the Companies Act,1956 and has neither issued debentures nor raised any money by way of public issue during the year.

19. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instance of

Rakesh Soni & Co.

(Chartered Accountants)

fraud on or by the company, noticed or reported during the year, nor have been informed of such case by the management.

20. The other clauses of the companies (Auditors' Report) Order 2003 are not applicable in the case of this company for the current year.

For RAKESH SONI & CO.

Chartered Accountants,

SD/-

(CA.R.K.SONI)

Proprietor.

M.NO.- 047151.

PLACE:MUMBAI.

FRN-11444625W

DATE: 28/06/2012

M/S. COUNT N DENIER (INDIA) LTD.
(Formerly known as Pharma Com (India) Ltd.)

STATEMENT OF PROFIT AND LOSS

Profit and Loss statement for the year ended 31st March, 2012

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from operations	12	-	-
II. Other Income	13	1,609,205	560,000
III. Total Revenue (I +II)		1,609,205	560,000
IV. Expenses:			
Cost of materials consumed	14	-	-
Purchase of Stock-in-Trade	14	-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	14	-	-
Employee benefit expense	15	85,000	360,000
Financial costs	16	-	-
Depreciation and amortization expense	5	-	-
Other expenses	17	1,478,439	171,394
Total Expenses		1,563,439	531,394
V. Profit before exceptional and extraordinary items and tax	(III - IV)	45,766	28,606
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		45,766	28,606
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		45,766	28,606
X. Tax expense:			
(1) Current tax		14,142	8,900
(2) Deferred tax		-	-
XI. Profit(Loss) from the period from continuing operations	(IX-X)	31,624	19,706
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		31,624	19,706
XVI. Share of results of Associates		-	-
XVII. Minority Interest		-	-
XVIII. Profit/(Loss) for the period (XV+XVI-XVII)		31,624	19,706
XVI. Earning per equity share:			
(1) Basic		0.10	0.05
(2) Diluted		0.10	0.05

Notes to Accounts

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1. Figures have been rounded of to the nearest rupee.

" As per our report of even date"

For RAKESH SONI & CO.,
Chartered Accountants,

FOR COUNT N DENIER (INDIA) LTD.

sd/-

(CA.R.K.SONI)
Proprietor.

M.NO-047151.
FRN-114625W

PLACE: MUMBAI
DATE : 28/6/2012

sd/-
DIRECTOR

sd/-
DIRECTOR

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2012**

Note 1 :- Share Capital	2011-12	2010-11
Authorised Shares	35,000,000	35,000,000
35,00,000 Nos. (P.Y 35,00,000) Equity Shres of Rs 10each		
	35,000,000	35,000,000
Issued , Subscribed and Fully Paid up		
30,00,000 Nos. (P.Y 30,00,000) Equity Shres of Rs 10each	30,000,000	30,000,000
Total Issued, Subscribed and paid up Share Capital	30,000,000	30,000,000

Share Capital Schedule (No. of Shares Outstanding)	31-Mar-12		31-Mar-11	
	Nos.	Amount	Nos.	Amount
Opening number of Shares outstanding	3,000,000	30,000,000	3,000,000	30,000,000
Add :	-	-	-	-
Less:	-	-	-	-
Closing number of outstanding shares at the end of the period	3,000,000	30,000,000	3,000,000	30,000,000

During the year ended 31 March 2012, the amount of per share recognised as distributions to equity shareholders was Rs.0(31 March 2011 : 0)

Details of Shareholders holding more than 5 percent shares

Name of Shareholders	No. of Shares	% Shareholding
Anil B. Agrawal	1,443,000	48.10

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2012**

Note 2 :- Reserves and Surplus		2011-12	2010-11
(a)	Capital Redemption Reserve		
	Opening Balance	-	-
	Less: Transfer to Share Capital on issue of bonus shares		
	Add/Less : Any other adjustments		
		-	-
(b)	Bond Redemption Reserve		
	Opening Balance		
	Add : Any other adjustments		
	Less : Any other adjustments		
		-	-
(c)	Debenture Redemption Reserve		
	Opening Balance	-	-
	Add : Any other adjustments		
	Less : Any other adjustments		
		-	-
(d)	Capital Reserve		
	Opening Balance	-	-
	Add : Any other adjustments	-	-
	Less : Any other adjustments	-	-
		-	-
(e)	Securities Premium		
	As per last Balance Sheet	750,000	750,000
	Add : Any other adjustments	-	-
	Less : Any other adjustments	-	-
		750,000	750,000
(f)	General Reserve		
	As per last Balance Sheet	-	-
	Add : Any other adjustments	-	-
	Less : Any other adjustments	-	-
		-	-
(d)	Foreign Currency Translation Reserve	-	-
(e)	Surplus in the statement of Profit & Loss Account		
	As per last Balance Sheet	(30,985,567)	(31,005,273)
	Add : Profit for the year	31,624	19,706
	Less : Appropriations	-	-
	Proposed Dividend	-	-
	Tax on dividend	-	-
	Transfer to general reserve		
	Net surplus in the statement of profit and loss	(30,953,943)	(30,985,567)

Total Reserves and Surplus

(30,203,943)

(30,235,567)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2012**

Note 3		Current		Non Current	
		2011-12	2010-11	2011-12	2010-11
	Liabilities				
a	Borrowings				
	Secured				
	i. Loans repayable of demand				
	- From Banks ;	-	-	-	-
	- From other parties	-	-	-	-
		-	-	-	-
	ii. Loans and advances from related parties	811,385	500,000	-	-
	iii. Deposits	-	-	-	-
	iv. Other Loans and advances	-	-	-	-
		811,385	500,000	-	-
b	Trade payables	290,330	326,000	-	-
c	Other Liabilities				
	Current maturities of Long - Term debt	-	-	-	-
	Current maturities of finance lease obligations	-	-	-	-
	Interest accrued but not due	-	-	-	-
	Interest accrued and due	-	-	-	-
	Income received in advance (<i>Deffered ad revenue</i>)	-	-	-	-
	Un paid Dividends	-	-	-	-
	Other payables	30,980	-	-	-
		30,980	-	-	-
	Note 4				
d	Provisions				
	Provision for employee benefits	85,000	-	-	-
	Others				
	- Proposed Dividends	-	-	-	-
	- Provision for Taxation	23,042	8,900	-	-
		108,042	8,900	-	-

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2012

Note 7

		2011-12	2010-11
	Current Investments		
(a)	Investments in Mutual Funds		
	Mutual Funds	-	-
	<i>Please provide the break up each scheme of mutual fund invested into.</i>		
	<i>Add rows if required</i>		
		-	-
(b)	Other current investments		
	Commercial Paper of _____	-	-
	Commercial Paper of _____	-	-
	Certificate of Deposits of _____	-	-
	Certificate of Deposits of _____	-	-
		-	-
(c)	Quoted Investments	-	-
		-	-

Aggregate amount of quoted Investments (Market Value Rs./Million

_____ Aggregate amount of unquoted Investments

- -
- -

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2012**

Note 8		Current		Non Current	
Inventories		2011-12	2010-11	2011-12	2010-11
(a)	Raw Materials	-	-	-	-
(b)	Work-in-progress	-	-	-	-
(c)	Finished Goods	-	-	-	-
(d)	Stock in Trade	-	-	-	-
	Programs, Movies and Rights				
	- Unamortised cost	-	-	-	-
	- Under production	-	-	-	-
	Raw Stock - Tapes	-	-	-	-
		-	-	-	-
(e)	Stores and Spares	-	-	-	-
(f)	Loose Tools	-	-	-	-
	TOTAL	-	-	-	-

Note 9		Current		Non Current	
Cash & Cash Equivalents		2011-12	2010-11	2011-12	2010-11
(a)	Balances with Banks				
	Balances with banks				
	On current accounts	12,823	23,254		
	On Margin Money	-			
	On unpaid dividend account	-			
	Deposit with banks maturity less than 12 Months	-	-		
		12,823	23,254	-	-
(b)	Cheques, drafts on hands	-	-		
(c)	Cash on Hand	6,321	16,079		
	TOTAL	19,144	39,333	-	-

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2012**

Note 12

Revenue from operations		2011-12	2010-11
(a)	Sales	-	-
(b)	Services	-	-
		-	-

Services

Note 13

Other Income		2011-12	2010-11
(a)	Commission	1,605,160	560,000
(b)	Interest	-	-
(c)	Dividend	-	-
(d)	Miscellaneous Income	4,045	-
		1,609,205	560,000

Note 14

Cost of Materials Consumed		2011-12	2010-11
A	Finished Goods		
	Opening Stock	-	-
	Add: Purchase During the Year	-	-
	Less: Closing Stock	-	-
		-	-

Note 10	Current		Non Current	
	2011-12	2010-11	2011-12	2010-11
Trade Receivable				
Unsecured considered good Outstanding for a period exceeding six months from the date they are due for payment	0	-	-	-
Others	1,002,150	560,000		
	1,002,150	560,000	-	-
Less: Provision for doubtful debts	-	-		
TOTAL	1,002,150	560,000	-	-

Note 11	Current		Non Current	
	2011-12	2010-11	2011-12	2010-11
Loans & Advances				
(a) Loans & Advances to Related Parties	-	-	-	-
(b) Other advances				
Interest accrued on Investments	-	-	-	-
Loans	-	-	-	-
Advances, secured considered good	-	-	-	-
Advances, unsecured considered good	-	-	-	-
Less: Provision for doubtful advances	-	-	-	-
			-	-
Advance Direct Taxes	15,500	-	-	-
Advance Indirect Taxes	-	-	-	-
	-	-	-	-
Other Receivables	-	-	-	-
Unsecured considered good	-	-	-	-
Outstanding for a period exceeding six months from the date they are due for payment	-	-	-	-
Others	-	-	-	-
Capital Advances			-	-
Deposits, secured considered good	-	-	-	-
Deposits, unsecured considered good	-	-	-	-
TOTAL	15,500	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2012

Related Party Disclosure

(i) List of Parties where control exists

(ii) Associate Companies

Name of the Associate Company	Country of Incorporation
1.Count N Denier Exim P.Ltd.	India
2.Count N Deneir Yarns P.Ltd	India
3. Count N Denier Relaities P.ltd.	India
4.Count N Denier Supertex	India
5.Akansha Cotex P.Ltd.	India

Other Related Parties with whom transactions have taken place during the year and balances outstanding as on the last day of the year:

(iii)

a.Mr.Anil B.Agrawal	420885/-
b.Count N Denier Exim P.Ltd	190500/-
c.Count N Denier yarns P.Ltd	200000/-

Directors / Key Management Personnel

a.Mr.Anil B.Agrawal	420885/-
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Transactions during the year with related parties

Sr. No.	Particulars	2011-12	2010-11
	Balances as at,		Amount
A)	Fixed Assets / Capital work in Progress / Capi		
	Other Related Parties		
B)	Investments		
	Other Related Parties		
	Balance as at March 31,		
	Associates		
	Balance as at March 31,		

C)	Sundry Debtors as at March 31,		
	Other Related Parties		
D)	Loans, Advances and Deposits Given as at M		
	Other Related Parties		
E)	Sundry Creditors as at March 31,		
	Other Related Parties		
	Associates		
F)	Loans, Advances and Deposits Received as a		
	Other Related Parties		
	Associates	390500/-	0
G)	Sales and Services Turnover		
	Sales, Services and Recoveries (Net)		
	Other Related Parties		
	Advertisement Income (Net)		
	Other Related Parties		
	Commission Received		
	Other Related Parties		
	Associates	155000/-	0
H)	Other Income		
	Dividend Received		
	Other Related Parties		
	Associates		
	Interest Received		
	Other Related Parties		
	Rent/Miscellaneous Income		
	Other Related Parties		
	Balances Written Back		
	Other Related Parties		
	Sale of Investments		
	Other Related Parties		
I)	Share of Profit/(Loss) in Associates		
J)	Purchase of Programs, Goods and Services		
	Other Related Parties		
K)	Other Expenses		
	Interest Paid		
	Other Related Parties		
	Remuneration and Consultancy fees paid		
	Key Management Personnel		
L)	Loans, Advances and Deposits Given		
	Other Related Parties		
M)	Purchase of Fixed Assets/CWIP/Capital Adva		
	Other Related Parties		
	Associates		
N)	Loans and Advances repayment received		
	Other Related Parties		
O)	Corporate Guarantees Given		

	Other Related Parties		
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

Note 15

Employee Benefit expenses		2011-12	2010-11
(a)	Salaries and wages	85,000	360,000
(b)	Contribution to provident and other funds	-	-
(c)	Staff Welfare expenses	-	-
		85,000	360,000

Note 16

Finance Cost		2011-12	2010-11
(a)	Interest Expense	-	-
(b)	Other Finance costs	-	-
(c)	Net gain/loss on foreign currency transactions and translation	-	-
		-	-

Note 17

Other Expenses		2011-12	2010-11
(a)	Advertisement Exp.	164,751	-
(b)	Auditors Remuneration	30,000	20,000
(c)	Bank Charges	2,183	400
	Business Promotion Exp.	20,740	30,340
(d)	Computer Exp.	10,000	-
(e)	Conveyance Exp.	8,758	13,540
(f)	Legal Exp.	666,051	-
(g)	Printing and Stationery	135,060	3,560
(h)	Office Expenses	12,916	15,294
(i)	Professional Fees	427,980	68,000
	Traveling Exp.	-	20,260
		1,478,439	171,394

Auditors Remuneration is as under:

Particulars	2012	2011
Audit fees	30,000	20,000
Tax Audit fees	-	0
Certifications and Tax Services		0
Total	30,000	20,000

Check

COUNT N DENIER (INDIA) LIMITED

22, Sharda Bhawan, Nanda Patkar Road, Nehru Road,
Vileparle (East), Mumbai-400 057.

ATTENDENCE SLIP FOR ANNUAL GENERAL MEETING

I/ We hereby record my/ our presence at the 18th Annual General Meeting held at
Event 22, Sharda Bhawan, Nanda Patkar Road, Nehru Road, Vile Parle (East)
Mumbai-400057

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

Count N Denier (India) Limited

Reg. Off.:201, Sharda Bhuvan, Nanda Patkar Marg,
Nehru Rd.,Vile Parle(East),Mumbai-4000 57

COUNT N DENIER (INDIA) LIMITED

22,Sharda Bhawan, Nanda Patkar Road, Nehru Road,
Vileparle (East), Mumbai-400 057.

PROXY FORM

DP ID No.*:	L. F. No.:
Client ID No.*:	No. of Shares held:

I/We _____ of _____
being a Member/Members of Count N Denier (India) Limited hereby appoint
_____ of _____ or
failing him _____ of _____ or
failing him _____ of _____ as
my/ our proxy to attend and vote for me /us and on my/our behalf at the Annual
General Meeting of the Company scheduled to be held on Friday, the 20th July, 2012
at 04.30 P.M. and at any adjournment thereof .

Signed this _____ day of _____ 2012.

Revenue
Signature

Affix 1 Rupee Stamp

NOTES:

1. The form should be signed across the stamp as per specimen signature(s) registered with the Company.
 2. The proxy form must be deposited at the registered office of the company at registered office of the Company not less than forty-eight hours before the commencement of the meeting.
 3. A proxy need not be a member.
- * Applicable for Investors holding shares in electronic form.