

Report on Corporate Governance

Name of the Company: Count N Denier (India) Limited

Quarter ending on: 31st December, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 II		
(A) Composition of Board	49(IIA)	yes	-
(B) Independent Directors	49 (IIB)	yes	-
(C) Non -executive Directors' compensation & disclosures	49 (IIC)	yes	-
(D) Other provisions as to Board and Committees	49 (IID)	yes	-
(E) Code of Conduct	49 (IIE)	yes	-
(F) Whistle Blower Policy	49 (IIF)	yes	-
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	yes	-
(B) Meeting of Audit Committee	49 (IIIB)	yes	-
(C) Powers of Audit Committee	49 (IIIC)	yes	-
(D) Role of Audit Committee	49 (IIID)	yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	yes	-
IV. Nomination and Remuneration Committee	49 (IV)	yes	-
III. Subsidiary Companies	49 (V)	NA	-
VI. Risk Management	49 (VI)	yes	-
VII. Related Party Transactions	49 (VII)	yes	-
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	yes	-
(B) Disclosure of Accounting Treatment	49 (VIII B)	yes	Disclosure if any, will be complied in the next Annual Report
(C) Remuneration of Directors	49 (VIII C)	yes	-
(D) Management	49 (VIII D)	yes	Will be complied in the next Annual Report
(E) Shareholders	49 (VIII E)	yes	Will be complied in the next Annual Report
(F) Proceeds from public issues, rights issues, preferential issues etc	49 (VIII F)	yes	-



IX.CEO/CFO Certification	49 (IX)	yes	Will be complied in the next Annual Report
X. Report on Corporate Governance	49 (X)	yes	Will be complied in the next Annual Report
XI. Compliance	49 (XI)	yes	Will be complied in the next Annual Report

For and on behalf of **Count N Denier (India) Limited**



Kanchan Parab

Company Secretary

Date: 14.01.2015

Place: Mumbai