

**Format of Quarterly Compliance Report on Corporate Governance under
Clause 49 of the Listing Agreement**

Name of the Company: Count N Denier (India) Limited
Quarter ending on: 31st March, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	-
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	-
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	-
D) Code of Conduct	(49 (ID)	Yes	-
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 II(D)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
III. Subsidiary Companies	49 (III)	Not Applicable	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Disclosure if any, will be complied in the next Annual Report
(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Not Applicable	-
(E) Remuneration of Directors	49 (IV E)	Yes	-

(F) Management	49 (IV F)	Yes	Will be complied in next Annual Report (2013 – 2014).
(G) Shareholders	49 (IV G)	Yes	Will be complied in next Annual Report (2013 – 2014).
V.CEO/CFO Certification	49 (V)	Yes	Will be complied in next Annual Report (2013 – 2014) for year ended 31 st March, 2014.
VI. Report on Corporate Governance	49 (VI)	Yes	Report on Corporate Governance for the year ended 31 st March, 2014 will be complied in next Annual Report (2013 – 2014).
VII. Compliance	49 (VII)	Yes	The Corporate Governance Compliance Certificate for the year ended 31 st March, 2014 will be complied in the next Annual Report (2013 -2014).

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



Kanchan Parab
Compliance Officer

Date: 10.04.2014

Place: Mumbai