

COUNT N DENIER (INDIA) LIMITED

Address: Ground Floor, Shop No.12, Tardeo AC Market Building, Tardeo Road, Tardeo, Mumbai – 400034

CIN: L93000MH1994PLC080842

Tel no.: 022 23516221; Email id: countndenier@gmail.com; Web: www.countndenier.in

Date: 19.01.2015

To

Bombay Stock Exchange Limited

Department of Corporate Services

Phiroze Jeejeebhoy Towers,

Dalal Street,

Fort, Mumbai – 400 001

Dear Sir / Madam;

SUB: Postal Ballot Notice and Form of Count N Denier (India) Limited

Please find enclosed herewith three copies Postal Ballot Notice along with the Postal Ballot Form and a self-addressed postage pre-paid reply envelope as per listing agreement.

Kindly take the above documents in your record and acknowledge the receipt.

Thanking You,

Yours truly,

For **Count N Denier (India) Limited**



Kanchan Parab
Company Secretary

Encl: As above

was proposed to issue & allot shares on preferential basis to infuse more capital in the Company to enable the Company to carry out its object more effectively. In line with the objectives of the Preferential allotment the Board has decided to use the funds received from the allotment for purchase of Plant & Machinery which will aid the Company in furtherance of its main objects. The Board compared the quotations for buying new Plant & Machinery from CareStream Health Inc and compared it to quotation received from M/s. Doctors Dental Services Limited. After Comparing and evaluating the quotations, the Board proposes to purchase Plant & Machinery from M/s. Doctors Dental Services Limited, which is a related party as per the Companies Act, 2013. The audit committee has also approved the transaction. The Machineries are specifically suitable for the furtherance of the business activity of the Company.

The Proposed Transaction is a related party transaction under Section 188 of the Act and at arm's length. The Company accordingly proposes this resolution for the consideration and approval of the Members. **Dr. Gautam Deshpande, Managing Director and promoter of the Company is a Director and member/promoter of Doctors Dental Services Limited and therefore is interested in the above transaction thus is prohibited to vote as per the provisions of Section 188 of the Act, through Postal Ballot for passing the Special Resolution as set out in the above Notice.**

Except Dr. Gautam Deshpande, Managing Director, none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested in this Resolution.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

- (a) **Name of the Related Party:** M/s. Doctors Dental Services Limited.
- (b) **Name of the director or key managerial personnel who is related, if any:** Dr. Gautam Deshpande, Managing Director.
- (c) **Nature of Relationship:** M/s. Doctors Dental Services Limited is an unlisted Public Company in which Dr. Gautam Deshpande is a Director and shareholder/promoter.
- (d) **nature, material terms, monetary value and particulars of the contract or arrangement;**
Purchase Price of Plant & Machinery of Rs.177 Lacs for four machines for CBCT scan machine of Carestream Maker – Kodak CS 9300Model No- Dry view 5700 Laser ImagerManufacturer : Carestream Health Inc.
- (e) **Payments:** The payments for the purchase of Plant & Machinery will be made out of the funds received from the preferential allotment of equity shares made by the Company, only after the approval of the members.
- (f) **Any other information relevant or important for the members to take a decision on the proposed resolution-** All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

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

Date: 25.12.2014
Place: Mumbai

- Encl:**
1. Postal Ballot Form
 2. Self Address prepaid postage envelope

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

**SD/-
Dr. Gautam Deshpande
Chairman & Managing Director**

COUNT N DENIER (INDIA) LIMITED

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NOTICE FOR PASSING OF RESOLUTION BY POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013 & rules made there under)

Dear Shareholders,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 including any Statutory modification(s) or re-enactment(s) thereof for the time being in force that the Company is seeking consent of its members for the below mentioned resolutions by way of Postal Ballot which includes voting by electronic means.

SPECIAL BUSINESS

Item 1: Change in the name of the Company

To consider and, if thought fit, to give your assent or dissent to the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 4, 13 and other applicable provisions of the Companies Act, 2013 (Act), and the rule made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Incorporation) Rules 2014 and subject to the approval of the Registrar of Companies, Mumbai, the name of the Company be changed from "Count N Denier (India) Limited" to "Scandent Imaging Limited".

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is Scandent Imaging Limited.

RESOLVED FURTHER THAT the name of the Company wherever appearing in the Memorandum and Articles of Association be changed accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as deemed necessary to give effect to this resolution."

Item 2: Purchase of Plant & Machinery from Related Party.

To consider and, if thought fit, to give your assent or dissent to the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013, and Companies (Meetings of the Board and its powers) Rules, 2014, listing agreement entered into with the Bombay Stock Exchange Limited ("BSE") and all other provisions of applicable law / rules, and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the Company do hereby approve to purchase Plant & Machinery from M/s. Doctors Dental Services Limited, Mumbai which is a Related Party in terms of Section 2(76) and therefore the transaction falls within the purview of Section 188 of the Companies Act, 2013, on such terms and conditions and for such consideration as detailed in the explanatory statement.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to this Resolution."

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

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

Date: 25.12.2014
Place: Mumbai

**SD/-
Dr. Gautam Deshpande
Chairman & Managing Director**

NOTES

1. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
2. Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) and Registrar & Share Transfer Agent on Wednesday, 31st December, 2014.
3. The Board has appointed Mr. Mukesh Siroya, M Siroya and Company, Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Notice of Postal Ballot may be served on the Members, inter-alia, through electronic means. Member's who have registered their e-mail IDs with depositories or with the Company, are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Form attached in the email from the 'Investor Relations' section on the Company's website <http://www.countndenier.in> and send the duly completed and signed form to the Scrutinizer.

5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
6. Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2012, of the Securities and Exchange Board of India, the Company is pleased to offer the option of e-voting facility to all the member of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. E-voting is optional for members. Instruction for e-voting are given on the website of the Company <http://www.countndenier.in> under Investor Relations' section.
7. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 20th February, 2015 (i.e.18.00 Hours) (IST) to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
8. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 23rd February, 2015 at the registered office of the Company and will also be displayed on the website of the Company (<http://www.countndenier.in>), besides being communicated to the Stock Exchange, the Depository and the Registrar and Share Transfer Agents on the said date.
9. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
10. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
11. All the documents referred to in the Notice will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 20th February, 2015, (i.e.18.00 Hours)(IST).

INSTRUCTIONS FOR E-VOTING

- i. In compliance with provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice, through Central Depository Services (India) Limited (CDSL).
- ii. The e-voting facility is available at the link www.evotingindia.com.
- iii. The e-voting facility will be available during the following voting period:
Start Date & Time End Date & Time
20th January, 2015 10.00 Hrs to 20th February, 2015 18.00 Hrs
- iv. The instructions to Members for e-voting are as under:-
(i) Log on to the e-voting website www.evotingindia.com.
(ii) Click on "Shareholders" tab.
(iii) Now, select "COUNT N DENIER (INDIA) LIMITED" from the drop down menu and click on "SUBMIT".
(iv) Now Enter your User ID

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company

(v) Next enter the Image Verification as displayed and Click on Login

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. • 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Bank Details in order to login. If 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).

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Members holding shares in physical form will then reach directly the EVSN 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.

(vii) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(viii) Click on the relevant EVSN on which you choose to vote.

(ix) 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.

(x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xi) 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.

(xii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

(xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xiv) If Demat account holder has forgotten the changed password, then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

• Note for Non-Individual Shareholders & Custodians:

(xv) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

(xvi) 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 <https://www.evotingindia.co.in> under help section or write an email to helpdesk.evoting@cdslindia.com.

(xvii) In case of members holding shares in Physical form:

Initial password and other details are provided as below in the single page provided along with the notice

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item 1: Change in the name of the Company

The Company had changed its main object in 2013. The new objects of the Company broadly pertains to Medical, Dental and clinical services. Since the old name of the Company i.e. "Count N Denier (India) Limited" does not reflect the existing business of the Company the Board of Directors of the Company have decided to change the name of the Company from "Count N Denier (India) Limited" to "Scandent Imaging Limited". The word Scandent is a combination of two words, Scan which means to scan and Dent means dental both of which are the existing business of the Company. The availability of the name Scandent Imaging Limited for use by the Company has been confirmed by the Office of Registrar of Companies, Mumbai.

Consequent to the change in the name of the Company an alteration in the Clause I, i.e. the Name Clause, of the Memorandum of Association would be required and further, alterations in the rest of the Memorandum of Association and the Articles of Association of the Company would also be required, wherever the name of the Company appears.

The provisions of the Companies Act, 2013 require the Company to seek approval of members for alteration of name clause in the Memorandum of Association of the Company and consequential alteration in the Articles of Association.

The Board of Directors accordingly recommends the Special Resolution set out at item no 1 of the accompanying Notice for the approval of the Members.

None of the Directors, promoters and Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, in the said resolution, except to the extent of their equity holdings in the Company.

Item 2: Purchase of Plant & Machinery from Related Party

There was change in the control and Management of the Company in early 2013. Dr. Gautam Deshpande took over the Company in February, 2013. At the time of takeover the Company was mainly engaged in the business of manufacturing, processing job work, exporters, importers, traders, infrastructure Park, commission agents and dealers in all kinds of yarns, textile, readymade garments, stitching, tailoring, processing spinning weaving, natural or artificial blend of natural or artificial fibers etc. In July, 2013 the Board decided to change the main business of the Company to Medical, Dental and clinical activities. Following the approval of the Members in August, 2013 the main object of the Company was changed to Medical, Dental and clinical activities. In the same Board meeting it

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Tel no.: 022 23516221 Email id: countndenier@gmail.com Website: www.countndenier.in

Postal Ballot Form

Sr No.: 1

Name of the Company: COUNT N DENIER (INDIA) LIMITED Registered Office: Shop No 12, Tardeo Ac Market Building, Ground Floor, Tardeo Road, Mumbai- 400034 CIN: L93000MH1994PLC080842				
S No	Particulars	Details		
1	Name(s) of Member(s) : (including Joint-holders, if any) (In block letters)			
2	Postal address			
3	Registered Folio No.* : (*Applicable to Member(s) holding shares in physical form) DP ID No. & Client ID No.** : (**Applicable to Member(s) holding shares in dematerialised form))			
4	Number of Share held			
I /we hereby exercise my / our vote in respect of Special Resolutions enumerated below by recording my/ our assent or dissent to the said resolutions in the following manner:				
No	Item No	No. of Equity shares held by me	I assent to the Resolution (FOR)	I dissent to The resolution (AGAINST)
1	Change in the name of the Company from "Count N Denier (India) Limited" to "Scandent Imaging Limited".			
2	Approval of Related Party Transaction being Purchase of Plant & Machinery from Related Party.			
Place: Date: (*Signature of the shareholder)				

Note: Please read carefully the instructions printed overleaf before exercising the vote through this form and for e-voting, please refer the instructions under "Voting through electronic means" in the Postal Ballot Notice attached hereto

INSTRUCTIONS:

1. A member desirous to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if sent by courier at the expenses of the Registered Shareholders will also be accepted.
2. The self addressed envelopes bears the address of the scrutinizers appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Shareholders as per specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited, in respect of shares held in physical form or dematerialized form respectively. In case of Joint Shareholdings, this form should be completed and signed (as per specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Unsigned Postal Ballot Form will be rejected. The exercise of vote by Postal Ballot is not permitted through proxy.
4. Duly completed Postal Ballot Forms should be reached to the Scrutinizer not later than close of working hours on 20th February, 2015 (18.00 Hrs) . All the Postal Ballot Forms received after this date will be strictly treated as if reply from such shareholder has not received and shall not be counted for the purpose of passing of the resolution.
5. A Shareholder may request to issuance of Postal Ballot Form, if so required to the Company. However, the duly filled in duplicate postal ballot form should reach to the Scrutinizer not later than the date than close of working hours on 20th February, 2015 (18.00 Hrs) .
6. In case of Shares held by the Companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
7. Voting Rights shall be reckoned on the paid value of shares registered in the name of the shareholders on the date of dispatch of the Notice.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelop in as much as well such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
9. A tick (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before sending the Postal Ballot Form. Incomplete, Unsigned, improperly or incorrectly tick (✓) marked Postal Ballot Form will be rejected. Postal Ballot Form bearing tick mark in both the columns will render the Postal Ballot Form invalid.

Count N Denier (India) Limited

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CIN NO: L93000MH1994PLC080842

SR NO.:

Name of the sole / first named member :

Address of sole / first named member :

Registered folio no.

DP ID no. / Client ID no .:

Number of shares held :

Dear member,

Subject: Process and manner for availing E-voting facility

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer e-voting facility to the members to cast their votes electronically to participation in the Postal Ballot process. The Company has engaged the services of Central Depository Services Ltd ("CDSL") to provide e-voting facilities. The e-voting facility is available at the link <https://www.evotingindia.co.in/>

EVSN	USER ID	PASSWORD
150116003	FOLIO NO AS MENTIONED ABOVE	PAN NO / SEQUENCE NO

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

Commencement of e-voting	End of e-voting
Tuesday, 20th January, 2015 10.00 Hrs	Friday, 20th February, 2015 18.00 Hrs.

Please read the instructions printed in the Postal ballot notice for your reference.

SEQUENCE NO .:

Postage
Will be
Paid by
Addressee

BUSINESS REPLY ENVELOPE

B.R. PERMIT NO.: 742
JACOB CIRCLE P.O.
MUMBAI 400 011.

No
Postage
Necessary
If Posted
In India

To,

Scrutinizer

PURVA SHAREGISTRY (INDIA) PVT. LTD.

9, Shiv Shakti Industrial Estate,
J.R. Boricha Marg, Near Lodha Excellus,
Lower Parel (East), Mumbai - 400 011.