



SCANDENT IMAGING LIMITED

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

CIN NO: L93000MH1994PLC080842

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

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

To
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street,
Fort, Mumbai- 400 001

Date:- 05/04/2016

Sub: Submission of Corporate Governance Report for the quarter ended 31st March, 2016.

Please find attached herewith Corporate Governance Report for the quarter ended 31st March, 2016 pursuant to Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in the format specified (Annexure I & II).

Kindly take the above documents in your record.

Thanking you

Yours faithfully

For Scandent Imaging Limited

Gautam Mohan Deshpande
Managing Director





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ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Scandent Imaging Limited
2. Quarter ending – March 31, 2016

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Gautam Mohan Deshpande	AFVPD7782E00975368	Chairperson - Executive	01/02/2016	-	1	1	0
Ms	Sowmya Gautam Deshpande	AHAPD5607K00705918	Executive	17/06/2015	-	1	0	0
Mr	Rajnish Kumar Pandey	AIHPP3515E01096119	Non Executive-Independent	29/09/2014 (Original date of Appointment – 19/03/2013)	5 Years	1	2	2
Mr	Mohan Shankaranarayan Vaidyanathan	AABPM773IP06640359	Non Executive-Independent	30/09/2015 (Original date of Appointment – 13/08/2013)	1Year	1	2	0
Mr	Ajit Gopal Shetty	AFZPS2110M06723925	Non Executive-Independent	30/09/2015 (Original date of Appointment – 29/10/2013)	1Year	1	2	0

[§]PAN number of any director would not be displayed on the website of Stock Exchange.

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.





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II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson /Executive /Non-Executive /independent /Nominee)^S</i>
1. Audit Committee	Mr. Rajnish Kumar Pandey	Chairperson – Non Executive - Independent
	Mr. Gautam Mohan Deshpande	Executive
	Mr. Mohan Shankaranarayan Vaidyanathan	Non Executive - Independent
	Mr. Ajit Gopal Shetty	Non Executive - Independent
2. Nomination & Remuneration Committee	Mr. Mohan Shankaranarayan Vaidyanathan	Chairperson – Non Executive - Independent
	Mr. Rajnish Kumar Pandey	Non Executive - Independent
	Mr. Ajit Gopal Shetty	Non Executive - Independent
3. Risk Management Committee (if applicable)	Mr. Gautam Mohan Deshpande	Chairperson - Executive
	Mr. Rajnish Kumar Pandey	Non Executive - Independent
	Mr. Mohan Shankaranarayan Vaidyanathan	Non Executive - Independent
4. Stakeholders Relationship Committee ⁷	Mr. Rajnish Kumar Pandey	Chairperson – Non Executive - Independent
	Mr. Mohan Shankaranarayan Vaidyanathan	Non Executive - Independent
	Mr. Ajit Gopal Shetty	Non Executive - Independent

^SCategory of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12/10/2015 09/11/2015	09/02/2016 20/02/2016	92 days

IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>





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Audit Committee			
09/02/2016	Yes – All members present.	09/11/2015	92days
Nomination & Remuneration Committee			
09/02/2016 20/02/2016	Yes – All members present.	-	-
Stakeholders Relationship Committee			
09/02/2016	Yes – All members present.	09/11/2015	92days
Risk Management Committee			
-	-	09/11/2015	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee





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- c. Stakeholders relationship committee
- d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: - This report will be placed at the ensuing Board Meeting.



Gautam Mohan Deshpande
Managing Director

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



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ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	<i>Yes</i>
<i>Board composition</i>	<i>17(1)</i>	<i>Yes</i>
<i>Meeting of Board of directors</i>	<i>17(2)</i>	<i>Yes</i>
<i>Review of Compliance Reports</i>	<i>17(3)</i>	<i>Yes</i>
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	<i>Yes</i>

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<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

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2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. : Not Applicable



Gautam Mohan Deshpande
Managing Director