REMEDENT, INC.

FORM 10-K
(Annual Report)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended March 31, 2016

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 001-15975

REMEDENT, INC.
(Name of small business issuer as specified in its charter)

Nevada	**86-0837251**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
Zuiderlaan 1-3, bus 8, 9000 Gent, Belgium	**N/A**
(Address of principal executive offices)	(Zip code)

011-329-241-58-80
(Issuer's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, no par value per share
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☑

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer (Do not check if a smaller reporting company)	☐	Smaller reporting company	☑

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☑

The aggregate market value of voting stock held by non-affiliates computed by reference to the price at which the common equity was last sold as of the last business day of the registrant's most recently completed third fiscal quarter, December 31, 2015, was approximately $2,999,395. For purposes of this computation, it has been assumed that the shares beneficially held by directors and officers of registrant were "held by affiliates" and this assumption is not to be deemed to be an admission by such persons that they are affiliates of registrant.

The number of shares of registrant's common stock outstanding as of June 25 , 2016 was 19,995,969.

Documents incorporated by reference: None.
Transitional Small Business Disclosure Format (Check one): Yes ☐ No ☑

FORM 10-K INDEX

Forward-Looking Statement

In addition to historical information, this Annual Report on Form 10-K ("Annual Report") for Remedent, Inc. ("Remedent" the "Company," "we," "our" or "us") contains "forward-looking" statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including statements regarding the growth of product lines, optimism regarding the business, expanding sales and other statements. Words such as expects, anticipates, intends, plans, believes, sees, estimates and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict. Actual results could vary materially from the description contained herein due to many factors including continued market acceptance of our products. In addition, actual results could vary materially based on changes or slower growth in the oral care and cosmetic dentistry products market; the potential inability to realize expected benefits and synergies; domestic and international business and economic conditions; changes in the dental industry; unexpected difficulties in penetrating the oral care and cosmetic dentistry products market; changes in customer demand or ordering patterns; changes in the competitive environment including pricing pressures or technological changes; technological advances; shortages of manufacturing capacity; future production variables impacting excess inventory and other risk factors listed in the section of this Annual Report entitled "Risk Factors" and from time to time in our Securities and Exchange Commission filings under "risk factors" and elsewhere.

Each forward-looking statement should be read in context with, and with an understanding of, the various disclosures concerning our business made elsewhere in this Annual Report, as well as other public reports filed by us with the United States Securities and Exchange Commission. Readers should not place undue reliance on any forward-looking statement as a prediction of actual results of developments. Except as required by applicable law or regulation, we undertake no obligation to update or revise any forward-looking statement contained in this Annual Report.

PART I

ITEM 1 — BUSINESS

Overview

We specialize in the research, development, and manufacturing of oral care and cosmetic dentistry products. We are one of the leading manufacturers of cosmetic dentistry products in Europe. Leveraging our knowledge of regulatory requirements regarding dental products and management's experience in the needs of the professional dental community, we design, develop, manufacture and distribute our cosmetic dentistry products, including a full line of professional dental products that are distributed in Europe, Asia, Middle East and the United States.

In 2006 we developed a revolutionary system for manufacturing and installing dental veneers which we branded as GlamSmile ® veneers revolutionize the traditional one-at-a-time method of applying porcelain dental veneers. GlamSmile veneers are attached to the front of the patient's teeth using a patent pending single motion placement tray which replaces the traditional one at a time trial and error method of applying porcelain veneers, making the application less traumatic for the patient, much easier for the dentist and perhaps most important, far less costly than traditional dental veneers. Currently, the GlamSmile veneers are our primary products in the professional oral care and cosmetic dentistry product. Our veneers are supported by a line of professional veneer whitening and teeth sensitivity solutions. Our products are sold to professionals by distributors and sold directly to consumers by our GlamSmile Studios.

Corporate History

We were originally incorporated under the laws of Arizona in September 1996 under the name Remedent USA, Inc. In October 1998, we were acquired by Resort World Enterprises, Inc., a Nevada corporation in a share exchange, and we immediately changed our name to Remedent USA, Inc. and later to Remedent, Inc.

In the latter part of 2008, our Board of Directors approved a strategic plan to separate our OTC business from our professional business, allowing us to focus on the development, marketing and distribution of our products for the professional dental market. In December 2008, we completed a restructuring in the form of a management-led buyout of 50% of our OTC retail business ("2008 Restructuring"). The buyout was led by Mr. Robin List, our former director and Chief Executive Officer, with financing provided by a non-affiliated foreign investment fund. In connection with the strategic plan, we effected our OTC restructuring through a series of transactions involving subsidiary formations, contributions of subsidiary(ies) interests and sales of stock interests through subsidiary transactions. As a result of the series of transactions related to the sale, Remedent Inc. retained 50% of Remedent OTC BV, a Dutch company ("Remedent OTC") with Mr. List owning the other 50%. Remedent OTC owned and held a 75% ownership interest in Sylphar Holding BV, a Dutch holding company which owned and held the OTC operating subsidiaries ("Sylphar Holding"), together with Concordia Fund B.V. who owned 25% of Sylphar Holding. As a result of Remedent, Inc.'s ownership interest in Remedent OTC, Remedent, Inc. held an ownership interest equal to 37.5% interest in Sylphar Holding. As a result of the sale, all of the OTC business previously directly operated by us was operated and held by Sylphar Holding. In addition, following the restructuring we have focused our business primarily on the marketing and distribution of our GlamSmile Veneers.

Effective July 13, 2012 and as amended February 7, 2013 the Company sold 100% of its interest in Remedent OTC BV.

In January, 2010 we formed a joint venture with Gallant Network Limited ("Gallant") to formalize our GlamSmile operations in China. In order to sell our products into the Chinese market, an approval by Chinese authorities is required, in the form of licenses. Since GlamSmile Asia Ltd., a private Hong Kong company ("GlamSmile Asia"), was already the owner of such licenses prior to the acquisition, this was an important advantage. We obtained control of GlamSmile Asia through the acquisition of a 50.98% interest in exchange for (i) 325,000 Euro (US $466,725), of which 50,000 Euro was payable as of March 31, 2010, (ii) 250,000 shares of common stock was originally agreed to be issued during the fiscal year ended March 31, 2011 and then subsequently amended to be issued during fiscal year ended March 31, 2016 and (iii) option grants of up to 300,000 shares of our common stock, of which 200,000 shares were granted as of March 31, 2011.

On January 28, 2012, we entered into a Preference A Shares and Preference A-1 Shares Purchase Agreement ("Share Purchase Agreement") with Glamsmile Dental Technology Ltd., a Cayman Islands company and a subsidiary of Company ("Glamsmile Dental"), Glamsmile (Asia) Limited, a company organized and existing under the laws of Hong Kong and a substantially owned subsidiary of Glamsmile Dental, Beijing Glamsmile Technology Development Ltd., Beijing Glamsmile Trading Co., Ltd., Beijing Glamsmile Dental Clinic Co., Ltd., and Shanghai Glamsmile Dental Clinic Co., Ltd., Gallant Network Limited, a shareholder of Glamsmile Dental ("Gallant"), and IDG-Accel China Growth Fund III L.P. ("IDG Growth"), IDG-Accel China III Investors L.P.("IDG Investors") and Crown Link Group Limited ("Crown")("IDG Growth, IDG Investors and Crown collectively referred to as the "Investors"), pursuant to which the Investors agreed to (i) purchase from the Company an aggregate of 2,857,143 shares of Preference A-1 Shares of Glamsmile Dental, which represents all of the issued and outstanding Preference A-1 Shares of Glamsmile Dental, for an aggregate purchase price of $2,000,000, and (ii) purchase from Glamsmile Dental an aggregate of 5,000,000 shares of Preference A Shares for an aggregate purchase price of $5,000,000.

On February 10, 2012, the sale of the Preference A-1 Shares and the Preference A Shares was completed. As a result of the closing, the equity ownership of Glamsmile Dental, on an as converted basis, is as follows: 31.4% by the Investors, 39.2 % by Gallant, and 29.4% by the Company. Mr. De Vreese, our chairman, will remain as a director of Glamsmile Dental along with Mr. David Lok, who is the Chief Executive Officer and director of Glamsmile Dental and principal of Gallant. In addition, at the closing, the Investors have a right to appoint one director of Glamsmile Dental, and as such it is contemplated that after the closing the Board of Directors of Glamsmile Dental will consist of Mr. De Vreese, Mr. Lok and a director appointed by the Investors.

Under the terms of the Share Purchase Agreement, we agreed to transfer 500,000 shares of Glamsmile Dental owned by the Company to the Investors in the event of breach of certain covenants by the Company. In connection with the Share Purchase Agreement, we also entered into an Investor's Rights Agreement, Right of First Refusal and Co-Sale Agreement, and Voting Agreement with the parties. In addition, in connection with the contemplated transactions in the Share Purchase Agreement on January 20, 2012, we entered into a Distribution, License and Manufacturing Agreement with Glamsmile Dental pursuant to which we appointed Glamsmile Dental as the exclusive distributor and licensee of Glamsmile Veneer Products bearing the "Glamsmile" name and mark in the B2C Market in the People's Republic of China (including Hong Kong and Macau) and Republic of China (Taiwan) and granted related manufacturing rights and licenses in exchange for the original issuance of 2,857,143 shares of Preference A-1 Shares of Glamsmile Dental and $250,000 (the receipt of which was acknowledged as an off set to payment of certain invoices of Glamsmile (Asia) Limited).

On January 30, 2014, we sold a total of 2,500,000 ordinary shares of our investment in Glamsmile Dental Technology Ltd. for an aggregate consideration of $3,000,000 to Glamsmile Dental Technology Ltd. As a result of the Sales of Shares, the equity ownership of Glamsmile Dental, on an as converted basis, was before the sale of shares as follows: 31.4% by the Investors, 39.2 % by Gallant, and 29.4% by the Company, and after the sale as follows: 34.9% by the Investors, 43.6% by Gallant, and 21.5% by the Company. Mr. De Vreese, our chairman, will remain as a director of Glamsmile Dental along with Mr. David Lok, who is the Chief Executive Officer and director of Glamsmile Dental and principal of Gallant.

On January 16, 2014, the Company invested in the start-up capital of Biotech Dental Benelux N.V., a Belgium corporation in exchange for 50% of its Shares. Biotech Dental Benelux has been founded to market and sell dental implants for the Territory of Belgium, The Netherlands and Luxemburg which allows the company to enlarge its product range.

We have the following wholly owned subsidiaries: (1) Remedent N.V., a Belgium corporation; (2) Remedent Professional Holdings, Inc., a California corporation; (3) Remedent Professional, Inc., a California corporation (a subsidiary of Remedent Professional Holdings, Inc.;both inactive), and (4) Glamtech-USA, Inc., a Delaware corporation. In addition, Remedent N.V., our wholly-owned subsidiary, has (A) a 51% ownership interest in GlamSmile Deutschland GmbH, a German private company (inactive, (B) a 80% ownership interest in GlamSmile Rome SRL (an Italian private Company)(inactive and a 50% ownership interest in Biotech Dental Benelux N.V. (a Belgium private Company) . In addition, Remedent, N.V. owns a 21,51% ownership interest in Glamsmile Dental Technology Ltd., a Cayman Islands company ("Glamsmile Dental") whose subsidiaries include: Glamsmile (Asia) Limited, a company organized and existing under the laws of Hong Kong and a substantially 100 % owned subsidiary of Glamsmile Dental, Beijing Glamsmile Technology Development Ltd., a 100 % owned subsidiary or GlamSmile Asia, its 80% owned subsidiary Beijing Glamsmile Trading Co., Ltd. and its 98% owned subsidiary Beijing Glamsmile Dental Clinic Co., Ltd., including its 100% Shanghai Glamsmile Dental Clinic Co., Ltd., its 100% Guangzhou Dental Clinic Co., Ltd., its 100% Wuhan Dental Clinic Co., Ltd and its 50 % owned Whenzhou GlamSmile Dental Clinic Ltd.

Past Product Development

We have been a manufacturer and distributor of cosmetic dentistry products, including a full line of professional dental and retail OTC tooth whitening products which are distributed in Europe, Asia, Middle East and the United States. We have distributed our products using both our own internal sales force and through the use of third party distributors. Prior to our 2008 restructuring, our products were generally classified into the following categories: professional dental products and OTC tooth whitening products. Our OTC division included products targeted for retail such as iWhite, Cleverwhite and Remesense. However as a result of the 2008 Restructuring and sale, all of our prior OTC operations, including the marketing and distribution of the OTC products are being conducted by Sylphar Holding and its wholly owned subsidiaries. We developed the following products for our professional dental segment:

- **Remewhite in Office Whitening System** . One of our first dental products that we developed for the professional dental community was the RemeCure™ plasma curing light (described below). Leveraging on our early success with the RemeCure light, we introduced the RemeWhite™ In Office Whitening System. Based upon the initial RemeCure light, a new light, called the RemeCure CL-15, was developed featuring new enhancements to the hardware and software enabling this light to be fully automated thereby eliminating the need for the dentist to hold the light during whitening treatments. In addition, a proprietary gel was formulated to be used with the system as well as a time saving method to apply the gel.

- **Remewhite Home Maintenance Kit** . In 2004, the RemeWhite Home Maintenance Kit was introduced and sold by dentists to their patients, featuring 16 pre-filled trays with a level of whitening agent safe for home use yet stronger than most OTC products.

- **Metatray** . In August 2005, we introduced MetaTray®, our next generation of products targeted for the professional dentist market. The MetaTray kit consists of a proprietary, reusable mouthpiece that has embedded in the mouthpiece both a heating element and an electroluminescent mesh that are powered by a rechargeable 9 volt power source providing heat and light similar to that which is delivered to the teeth by conventional dental lights. The system also introduced a proprietary foam strip that is unique in the manner in which it releases peroxide to the tooth surface without dripping or running.

- **RemeCure.** The RemeCure plasma curing light uses plasma arc technology instead of LED and laser technology which provides high-energy power over the complete spectrum.

- **FirstFit.** We developed the FirstFit™ System, a proprietary, patent-pending system for the creation and placement of dental bridges and crowns. Effective as of March 29, 2010 the intellectual property used and related to FirstFit product was sold to Den-Mat Holdings LLC ("Den-Mat").

Current Business Strategy

Our current business strategy is to focus our resources on vertically integrating our development, manufacturing and marketing resources on selling our GlamSmile veneers directly to consumers by using all forms of direct response media including the internet, print, radio, television and social network media, to expand our presence in Asia, with a primary focus on China, and Europe, as well as to establish a direct to consumer presence in United States.

Current Products

We currently have three primary products: 'River 8', a 'prefab' veneer; our custom-made GlamSmile Veneers and the SmileMe mirror.

River8

For an instant smile make-over in just one visit, we developed in 2012 an impressive spectrum of prefabricated, ready-to-use veneers that we have branded as River8.

River8 veneers come in 33 stylish Smile Boxes, each containing a set of 8 veneers to cover the smile zone of an upper or lower arch. With three different shapes, sizes and shades for the upper arch and one shape, two sizes and three shades for the lower arch, River8 has the largest instant veneer assortment worldwide.

With this full range of 264 veneer options to perfectly match the patient's expectations in just one visit, the dentist has an optimal selection at hand of the most attractive natural teeth based on extensive research. This enormous diversity enables the dentist to find the right combination of teeth for virtually every patient with whom only minor reshaping is required.

Fitting the River8 veneers is fast and easy. There's no need for 'free hand technique' as with direct composite bonding; impressions and therefore lab intervention and communication are eliminated. Compared to the customized GlamSmile veneers, the ready-to-use River8 veneers are equally strong, ultrathin, CAD/CAM designed and also fabricated from the same IPS E-max material from Ivoclar to ensure consistent high quality.

GlamSmile Veneers

In connection with the 2008 Restructuring, we shifted our focus to professional products targeted for the professional sector. Our key product in the professional oral care and cosmetic dentistry product is the GlamSmile veneer.

In 2006 we developed a revolutionary system for manufacturing and installing dental veneers which we branded as GlamSmile. GlamSmile veneers revolutionize the traditional one-at-a-time method of applying porcelain dental veneers. GlamSmile veneers are attached to the front of the patient's teeth using a patent pending single motion placement tray which replaces the traditional one at a time trial and error method of applying porcelain veneers, making the application less traumatic for the patient, much easier for the dentist and perhaps most important, far less costly than traditional dental veneers. The entire process is painless and takes only about an hour of the patient's and the dentist's time. GlamSmile veneers are so thin that the dentist does not need to remove healthy tooth structure which results in a process that is reversible. In the fall of 2006, we opened our initial GlamSmile Lab in Ghent.

Our GlamSmile involves a proprietary veneer fabrication technique and a patented single-motion veneer placement tray which are both guided by a proprietary computer imaging, design and digital preview system. The unique tray delivery system lets dentists expertly seat 10 ultra-thin, custom veneers in less than an hour while preserving tooth structure. All the features of GlamSmile, together with the CAD/CAM technology, digital preview for dentists to evaluate the design and a unique full arch tray delivery system used in conjunction with minimally or no preparation ultrathin veneers, have revolutionized the art of veneering.

Our GlamSmile veneers are ultra-thin claddings made from a mixture of a hybrid composite and porcelain materials which are attached to the front of the patient's teeth. GlamSmile veneers are ultra-thin and can best be compared to contact lenses in terms of thickness. Because GlamSmile veneers are so thin, the dentist does not need to remove healthy tooth structure. Leaving the patient's healthy tooth structure intact results in several important benefits:

- no local anesthesia is required to prepare the teeth;
- reduced (if any) tooth sensitivity post-procedure; and
- the process is reversible.

Our veneers are custom-made for each individual's personal features, taking into account numerous factors including the shape of a person's face, the shape of their lips and more. At the initial doctor visit, an impression is made of the patient's teeth. During the second visit, the hybrid composite veneers, which are computer generated as a single unit, are then ready to be installed. The single-unit feature enables dentists with minimal training to apply up to ten teeth in one 30 – 45 minute visit. This minimizes the risk of failure and allows more dentists to offer GlamSmile veneers as part of their dental practice. With traditional bonding, a dentist adheres a composite material directly on the tooth which lasts about 3 to 6 years and tends to discolor. Porcelain veneers, though a more lasting solution (ten years or more), require a significantly more invasive procedure to install, which is irreversible, requires a very high level of training and skill from the dentist and can cost from $700 to $2,000 per tooth.

SmileMe Mirror

The SmileMe Mirror is an integrated comprehensive marketing concept for the dental practice as if it were a plug-and-play tool. In fact, the Mirror enables the dentist to offer his patients a complete Smile Consultation in under 10 minutes. The SmileMe Mirror has a range of apps to assist the dentist with every step of Smile Consultancy: use SmileSketch to visualize the potential of smile makeover, discover what the patient actually desires with Smile Analysis, or explain the benefits of certain treatments with our various Treatment Pages.

Dental animations are not new, but we understood how to visualize dentistry in a way that makes patients feel comfortable. What on first glance might look like 13 simple questions is in fact a carefully crafted Smile Analysis. This list has been fine- tuned over the years by dental marketing experts and was specifically designed to make patients express their feelings and desires regarding their smiles. It's the quickest way to understand what the patient actually expects from the dentist.

Perhaps the most distinct functionality of the SmileMe Mirror is SmileSketch, a quick and easy simulation software. By using the latest wireless and touch-screen technologies, the dentist needs no more than 30 seconds to make an attractive sketch of what the patient could look like. Very much like an artist's initial sketch.

Marketing and Distribution

We market our products to the dental professional using our business to business strategies ("B2B"), and we also market our products directly to the consumers in Asia, Europe and the Middle East using our direct to consumer model ("B2C"). Our products are sold to dental professionals in 28 countries through distributors. We previously sold our GlamSmile product in the United States and throughout the world with the exception of certain excluded territories and certain B2C markets pursuant to a distribution agreement. However, on March 27, 2012, the distribution agreements with Den-Mat were terminated pursuant to a certain Termination and Distribution Agreement with Den-Mat ("Den-Mat Distribution Agreement"). Pursuant to the Den-Mat Distribution Agreement, we granted Den-Mat a non-exclusive, irrevocable, perpetual, royalty free, license to use within certain territory, which among other territories excludes China, Macau, Hong Kong, and Taiwan, the intellectual property that was the subject of the license to Den-Mat under the Amended and Restated Distribution, License and Manufacturing Agreement dated June 3, 2009, as amended from time to time ("Prior Agreements"), as such intellectual property relates to the products which were the subject of the Prior Agreements. In connection with the termination of the Prior Agreements, under the Den-Mat Distribution Agreement, Den-Mat paid us $200,000. We currently sell our products in Asia, Europe and the Middle East directly to consumers using our direct to consumer model, which includes our GlamSmile Smile Design-Virtual Studio, and GlamSmile Studios.

B2C Market and Distribution

In 2008 we opened, through a third party, our first GlamSmile center in Beijing China, marketing GlamSmile directly to consumers. In 2009 we began direct to consumer tests in Belgium using internet advertising to acquire potential leads and our own dedicated "Smile Consultants" to manage the sales process from lead acquisition through final sale with successful results. Our direct to consumer model, has been developed around a one to one relationship with our Smile Consultants. This process also results in the dentists being relieved of the sales responsibilities allowing them to better focus on patient satisfaction. In both China and Belgium, with the aid of our own "Smile Consultant" working direct with the customer throughout the entire sales process, we have seen positive results in our partner retail centers.

Our Smile Consultancy Program is predominantly marketed on the internet through our website, GlamSmile Smile Design. We focus on intensive campaign and advertisement aimed to generate large traffic to our website that promotes GlamSmile Whitening, Veneers and Free Smile Advice. Visitors can apply for a free personalized Smile Consultation by a Smile Consultant. The latter guides the consumer to the right GlamSmile Studio or with one of our GlamSmile partner dentists and to the solution that meets best his or her Smile expectations. The Smile Consultancy Program requires us to develop close partnerships with dedicated GlamSmile dentists and the establishment of GlamSmile Studios. The GlamSmile Studio is a concept studio with a focus on aesthetic and cosmetic dentistry. Unlike a traditional dentist office, our GlamSmile Studio are designed and managed as a dental spa.

We have begun to market our products through our Smile Consultancy Concept and through the establishment of our GlamSmile Studios in Asia, with a primary focus on China, and Europe. We currently have an ownership interest in the following Glamsmile Studios:

- **Beijing Glamsmile Studio** . Through Glamsmile Asia and its subsidiaries we opened a GlamSmile clinic in Beijing, China, during the third calendar quarter of 2009. The Beijing GlamSmile clinic was the first dental spa to offer pain free cosmetic dentistry in Beijing.

- **Hong Kong Dental Spa** . In April 2010, through GlamSmile Asia Ltd. we expanded our business to consumer model in the Asian market by opening a dental spa in Hong Kong.

- **Shanghai Studio** . In February 2011, we opened the Shanghai Studio through GlamSmile Asia.

- **Wenzhou Studio** . In February 2012, we opened the Wenzhou Studio through GlamSmile Asia.

- **Guangzhou Studio** . In October 2013; we opened the Guangzhou Studio throught GlamSmile Asia; the third largest city in Mainland China, with a population of 13 million.

- **Wuhan Studio** . In August 2014, we opened the Wuhan Studio through GlamSmile Asia.

- We started negotiations and plan to open new studios by the end of the next fiscal year in the following cities = **Shenzen, Chengdu and Hangzhou.**

In connection with the contemplated transactions in the Share Purchase Agreement on January 20, 2012, we entered into a Distribution, License and Manufacturing Agreement with Glamsmile Dental pursuant to which we appointed Glamsmile Dental as the exclusive distributor and licensee of Glamsmile Veneer Products bearing the "Glamsmile" name and mark in the B2C Market in the People's Republic of China (including Hong Kong and Macau) and Republic of China (Taiwan) and granted related manufacturing rights and licenses in exchange for the original issuance of 2,857,143 shares of Preference A-1 Shares of Glamsmile Dental and $250,000 (the receipt of which was acknowledged as an off set to payment of certain invoices of Glamsmile (Asia) Limited).

In February 2013, Remedent signed an exclusive agreement with France's Biotech Medical Aesthetic SAS for distributing its River8 veneers worldwide. Biotech International is active in over 40 countries as a market leader in dental and orthopedic surgery implants. Both partners have agreed upon a renewable 3 year contract with a first order of 1 million euros ($1.29 million USD).

Cosmetic Dentistry Industry

The cosmetic dental industry has expanded into a multi-billion industry as a result of increased awareness of the importance of oral health, high aesthetics, improved dental treatments, and reduced patient discomfort. An increasingly aging population and rising disposable income have also positively impacted the growth of cosmetic dentistry. Demand for dental products and services are forecasted to remain healthy due to growing incidences of cosmetic treatments and dental implants. According to a report published by Koncepts Analytics, the dental industry worldwide was estimated at about $18.8 billion in 2008, dominated by the US, Europe and Japan, which collectively accounted for more than 84% of the global revenue in 2007. The United States Dental Market was nearly $7.6 billion in 2007, projected to grow to almost $8 billion in 2008 and nearly $10 billion by 2013, representing a compound annual growth rate of 4.7%. In 2012 a new estimation was brought forward in a study announcing that the growth rate would rise to a yearly 6,8%, representing a market at the end of 2014 of nearly $ 20 billion. The American Academy of Cosmetic Dentistry estimates that Americans spend about $2.75 billion each year on cosmetic dentistry. The growth of this market is expected to be highest in the United States and EU where the generation of aging baby boomers can afford these quality but expensive dental procedures. Also expected to be a catalyst for the growth and popularity of cosmetic treatments and implants is the younger generation. Further, emerging technologies will reduce the overall turnaround time for dental procedures while improving efficiency of the dental practitioners. For example, introduction of CAD/CAM has reduced designing time and 3D imaging techniques have improved patient diagnosis and procedure planning. Changing consumer needs and a shift towards cosmetic dentistry will drive the market for high end dental solutions.

In China and other parts of Asia there has been a rapid growth in living standards. China's young, emerging middle class is beginning to equate accumulation of possessions and leisure opportunities with quality of life. An estimated 415,000 Chinese had more than $1 million in disposable assets in 2007, more than any other country, according to the Merrill-Lynch Asia-Pacific Wealth Report. Up to 170 million people, or 13% of the population, can afford luxury brands and the number will increase in the years to come. These regions have a huge potential for growth in cosmetic dentistry due to low market penetration. Consequently, these countries are exhibiting high demand for modern and sophisticated technology and equipment in the dental market.

Overall demand for dental products in China is expected to climb to 11% annually through 2012. In a report published by Millennium Research Group with regard to Chinese markets for Dental Implants, a similar target market as that for our GlamSmile products, finds that this emerging market is growing quickly at a compound annual growth rate of more than 35%. A strong driver of this growth is the deregulation of dental services in China. Dental services in China are generally provided in government-managed facilities; however, ongoing deregulation of dental services is resulting in the emergence of an increased number of private dental practices and increasing accessibility to dental services. Another major driver in the Chinese market is the frequency of teeth stained by Tetracycline. For decades, Tetracycline was one of the most prescribed antibiotics in China causing many individuals to suffer from stained teeth. Excessive use of fluoride in drinking water causes a similar problem. When tetracycline exposure occurs while teeth are forming, it creates a permanent gray or brown stain, causing either uniform discoloration of the entire tooth or forming horizontal bands of stain of varying intensity that can range from mild to very dark. Veneers are the treatment of choice for this condition. In 2008, the Asia-Pacific market for dental prosthetics (crowns, bridges and dentures) was valued at over $6 billion. The Asia-Pacific market includes Australia, Japan and South Korea. The aging population and greater demand for aesthetic dentistry are driving forces in the prosthetics market.

We believe that our GlamSmile products which are affordable in comparison to traditional veneers, pain free, easy to apply, and provide instant results make us uniquely positioned to capitalize on the market trends in Asia, Europe, Middle East and the United States.

Growth Strategy

Today, our strategic plan is to focus our vertically integrated development, manufacturing and marketing resources on selling our GlamSmile veneers direct to consumers by using all forms of direct response media including the internet, print, radio, television and social network media, to expand our presence in China and Europe. In our marketing efforts we intend to emphasize the ease, convenience, affordability and dramatic, instant results as demonstrated by before and after photos that are attained as a result of GlamSmile veneers. We will also feature our “Until You Smile” satisfaction guarantee. Using the success formula we experienced in China and Belgium using a "Smile Consultant" to help maintain control of the sales process and close the sale, our distribution will be through both owned and operated Glamsmile Studios as well as affiliations with existing dental practices and partner retail centers in Asia, Middle East and Europe.

Our current strategic marketing and distribution plan includes a combination of owned and licensed GlamSmile centers depending upon the size and location of the market, with us managing the marketing efforts, patient communications and sales process. We established two geographic divisions, Asia and Europe, each of which will promote GlamSmile veneer treatments in their respective territories. We plan to establish three types of GlamSmile Centers depending upon market factors and government regulation.

- **Owned Centers** . These are centers in which the Company will own, control and/or manage all aspects of the operation including the facilities, equipment, personnel, marketing, insurance risk and other operating costs and will either employ or contract with dentists to perform the necessary dental services. In China, we will continue to principally rely on our owned and operated dental GlamSmile clinics or centers.

- **Licensed Centers** . In many markets we will seek to identify and recruit cosmetic dentists that have existing practices and who endorse the GlamSmile veneer products. In these markets, we will contract with dental practices and the Company will recognize revenue through the sale of veneer trays plus marketing and other service fees to be charged to the dentist for services performed by the Company.

- **Distributors** . In markets where we lack the expertise with respect to managing marketing and where local regulation and/or custom may make it impractical to deploy an owned or licensed center approach we will look to appoint distributors who will be granted exclusive rights to market and distribute our GlamSmile products directly to consumers subject to minimum performance criteria and/or initial territory fees. In this model the distributor will be expected to invest in all marketing and sales conversion costs in their market. Our revenues will be derived principally from sales of our GlamSmile veneer products to the distributor.

In order to support and facilitate our growth strategy, it is our intention to restructure our subsidiary companies to better manage our GlamSmile related operations. In conjunction with this restructuring, we intend to have the intellectual property and other assets related to GlamSmile contributed to a new entity to be formed to be called GlamSmile Worldwide. New entities would also be created called GlamSmile Asia and GlamSmile Europe, each with licensed rights to use and exploit the GlamSmile technology in their respective territories.

B2B Market and Distribution

Starting in Belgium and the Netherlands, our products have been introduced utilizing our Distributor Assisted Marketing programs. We implement our program by first identifying an established dealer in each market with a well-developed sales force familiar with sales of capital equipment to the professional dentist community. Second, we develop aggressive lead generation programs and other marketing techniques which served as a blue print for the dealers to implement. The combination of a well-trained dealer force and dealer-assisted marketing and lead generation programs has proven to be far more effective than utilizing a direct sales approach, which is much slower and more costly to establish. This process has been repeated for both the professional dentist and retail, over-the-counter markets in each country. As a result of this approach, we have been able to establish dealers in 28 countries encompassing, Europe, Asia, Latin America, the Pacific Rim and the Middle East.

We previously sold our GlamSmile product in the United States and throughout the world with the exception of certain excluded territories and certain B2C markets pursuant to a distribution agreement. However, on March 27, 2012, the distribution agreements with Den-Mat were terminated pursuant to a certain Termination and Distribution Agreement with Den-Mat ("Den-Mat Distribution Agreement"). Pursuant to the Den-Mat Distribution Agreement, we granted Den-Mat a non-exclusive, irrevocable, perpetual, royalty free, license to use within certain territory, which among other territories excludes China, Macau, Hong Kong, and Taiwan, the intellectual property that was the subject of the license to Den-Mat under the Amended and Restated Distribution, License and Manufacturing Agreement dated June 3, 2009, as amended from time to time ("Prior Agreements"), as such intellectual property relates the products which was the subject of the Prior Agreements. In connection with the termination of the Prior Agreements, under the Den-Mat Distribution Agreement, Den-Mat paid us $200,000. We currently sell our products in Asia, Europe and the Middle East directly to consumers using our direct to consumer model, which includes our GlamSmile Smile Design-Virtual Studio, and GlamSmile Studios.

In September 2010, we entered into a license agreement with Excelsior Medical ("EM") (the "EM license agreement"). Under the EM license agreement, we granted EM an exclusive license to certain Asian territories in exchange for $500,000 which was received during the year ended March 31, 2011. The Company received a further $500,000 from EM as an advance payment for veneers. The $500,000 advance, less taxes withheld, was recorded as deferred revenue of $475,250 as of March 31, 2011. Effective as of January 11, 2012, the Company entered into a Rescission Agreement with EM and Asia Best Healthcare Co., Ltd. Under the Rescission Agreement, the Company agreed to repay a total of $1,000,000 received under the Distribution Agreement, plus a simple interest rate of 5%, beginning on June 30, 2012, according to the following payment schedule: (i) $250,000 to be paid no later than June 30, 2012, (ii) $250,000 plus interest on June 30, 2012, (iii) $250,000 plus interest on December 31, 2012, and (iv) $250,000 plus interest on June 30, 2013. The Company also agreed to secure such obligations owed to EM with certain collateral of the Company. During the period ended December 31, 2012 a partial payment of $20,000 in interest has been made. The Company is currently in the process of re-negotiating the terms of repayment.

Locations

The Company leases an office facility of 5,187 square feet in Gent, Belgium from an unrelated party pursuant to a nine year lease commencing September 1, 2008 at a base rent of €5,712 per month for the total location ($6506per month at March 31, 2016).

Secondly, the Company leases an office facility of 635 square feet in Brussels, Belgium from an unrelated party pursuant to a nine year lease commencing July 1, 2012 at a base rent of €969 per month for the total location ($1,104 per month at March 31, 2016).

Manufacturing

Prior to 2003, all of the manufacturing related to our dental products were conducted through third party manufacturers under our supervision thereby minimizing demands on capital resources. Beginning in 2003, parts of the manufacturing and the majority of the final assembly of our products were brought in-house, thereby improving control over product quality while significantly reducing product costs. These efforts were expanded significantly during the fiscal year ended March 31, 2006, in particular with regard to the expansion of in-house manufacturing capabilities for our gel products and foam strips. The Company still manufactures products in its facility in Ghent, Belgium, as well as through outsourced manufacturing in Ghent and China.

Research and Development

Our research and development expenses decreased $52,465 to $8,781 for the year ended March 31, 2016 as compared to $61,246 for the year ended March 31, 2015, a decrease of 85.66%. Research and development expenses have decreased primarily because of our final phase in the development of our veneer matching software.

Intellectual Property

GlamSmile. We have international trademark registration for GlamSmile in the United States until August 16, 2017 and in the European Union until April 6, 2017. We have also secured the domain name www.glamsmile.com as well as other related internet domains in our targeted markets. We are continuing our ongoing research and development efforts to improve and expand our current technology and to develop new dental products. We intend to apply for patents when we believe it is in our interest to do so and as advised by patent counsel. We rely and will continue to rely on trade secrets, know-how and other unpatented proprietary information in our business. Certain of our key employees and consultants are required to enter into confidentiality and/or non-competition agreements to protect our confidential information.

Major Customers

At March 31, 2016 five customers accounted for a total of 55.93% of the Company's trade accounts receivable and one of those customers accounted for 33.36% of total accounts receivable. At March 31, 2015 five customers accounted for a total of 66.18% of the Company's trade accounts receivable. The Company performs ongoing credit evaluations of its customers and normally does not require collateral to support accounts receivable.

Competition

GlamSmile . Our competition consists of both alternative procedures that can be performed to achieve in part the results that would be achieved through a GlamSmile procedure, as well as competition from dentists not within the GlamSmile network who provide veneer procedures. With regard to alternative procedures, options available to the consumer include various whitening procedures, dental implants, dental bonding and dental caps. With the exception of whitening procedures, which for the most part cannot address many of the dental issues solved by GlamSmile veneers, the remaining alternatives all involve more cost, more patient discomfort and more time to complete. There are many dental practitioners that perform traditional veneer procedures. In most cases, traditional veneers will also be significantly more costly then GlamSmile veneers and require the dentist to remove more of the existing tooth material as well as requiring multiple patient visits to complete. That said, there will be existing practitioners that believe they can attain more customized results with the individual veneer approach as opposed to the GlamSmile tray approach and may be reluctant to offer our less costly procedure. To the best of our knowledge, GlamSmile will be "first to market" with respect to a direct to consumer advertising and promotion campaign for veneers anywhere which should enable us to capture market share in what we believe will be a rapidly growing market. Further, we have filed for patents on our proprietary tray delivery systems and have developed years of knowhow relating to treating patients with the multiple veneer approach. However, new technologies are continue to be developed and new processes could be designed that would not violate our patents and result in similar solutions that could compete with GlamSmile products. Because we are uniquely positioned to have the ability to control the entire process from manufacturing to marketing to distribution, we believe it is feasible for us to have complete control and flexibility to maximize margins and respond aggressively to any competitive situation.

Regulatory Issues

Medical Device

As we market dental products which are legally defined to be medical devices, we are considered to be a medical device manufacturer and as such we are subject to the regulations of, among other governmental entities, the United States Food and Drug Administration (the "FDA") and the corresponding agencies of the states and foreign countries in which we sell our products. These regulations govern the introduction of new medical devices, the observance of certain standards with respect to the manufacture and labeling of medical devices, the maintenance of certain records and the reporting of potential product problems and other matters. A failure to comply with such regulations could have material adverse effects on our business.

The Federal Food, Drug and Cosmetic Act ("FDC Act") regulates medical devices in the United States by classifying them into one of three classes based on the extent of regulation believed necessary to ensure safety and effectiveness. Class I devices are those devices for which safety and effectiveness can reasonably be ensured through general controls, such as device listing, adequate labeling, pre-market notification and adherence to the Quality System Regulation ("QSR") as well as medical device reporting, labeling and other regulatory requirements. Some Class I medical devices are exempt from the requirement of pre-market approval or clearance. Class II devices are those devices for which safety and effectiveness can reasonably be ensured through the use of special controls, such as performance standards, post-market surveillance and patient registries, as well as adherence to the general controls provisions applicable to Class I devices. Class III devices are devices that generally must receive pre-market approval by the FDA pursuant to a pre-market approval application ("PMA") to ensure their safety and effectiveness. Generally, Class III devices are limited to life sustaining, life supporting or implantable devices; however, this classification can also apply to novel technology or new intended uses or applications for existing devices.

Before most medical devices can be marketed in the United States, they are required by the FDA to secure either clearance of a pre-market notification pursuant to Section 510(k) of the FDC Act (a "510(k) Clearance") or approval of a PMA. Obtaining approval of a PMA can take several years. In contrast, the process of obtaining 510(k) Clearance generally requires a submission of substantially less data and generally involves a shorter review period. Most Class I and Class II devices enter the market via the 510(k) Clearance procedure, while new Class III devices ordinarily enter the market via the more rigorous PMA procedure. In general, approval of a 510(k) Clearance may be obtained if a manufacturer or seller of medical devices can establish that a new device is "substantially equivalent" to a predicate device other than one that has an approved PMA. The claim for substantial equivalence may have to be supported by various types of information, including clinical data, indicating that the device is as safe and effective for its intended use as its legally marketed equivalent device. The 510(k) Clearance is required to be filed and cleared by the FDA prior to introducing a device into commercial distribution. Market clearance for a 510(k) Notification submission may take 3 to 12 months or longer. If the FDA finds that the device is not substantially equivalent to a predicate device, the device is deemed a Class III device, and a manufacturer or seller is required to file a PMA. Approval of a PMA for a new medical device usually requires, among other things, extensive clinical data on the safety and effectiveness of the device. PMA applications may take years to be approved after they are filed. In addition to requiring clearance or approval for new medical devices, FDA rules also require a new 510(k) filing and review period prior to marketing a changed or modified version of an existing legally marketed device if such changes or modifications could significantly affect the safety or effectiveness of that device. The FDA prohibits the advertisement or promotion of any approved or cleared device for uses other than those that are stated in the device's approved or cleared application. We believe that the GlamSmile products will not require a 510(k) submission because the products fall within an exemption under the 510(k) regulation.

International sales of medical devices are also subject to the regulatory requirements of each country. In Europe, the regulations of the European Union require that a device have a CE Mark, a mark that indicates conformance with European Union laws and regulations before it can be sold in that market. In China, the State Food and Drug Administration ("SFDA") is the agency primarily responsible for regulating medical devices. The regulatory international review process varies from country to country. We rely upon our distributors and sales representatives in the foreign countries in which we market our products to ensure we comply with the regulatory laws of such countries; In China, we continue to rely on our distributors and strategic partners to ensure compliance with regulatory laws of China.

Fee Splitting and Arrangements with Health Professionals

Many states in the United States and countries worldwide have laws that prohibit business corporations like us from practicing medicine, employing dentists to practice medicine, exercising control over medical decisions by dentists, or engaging in certain arrangements, such as fee splitting, with dentists. In light of these restrictions, in certain markets where permissible we intend to operate by maintaining management contracts with dentists owned corporations or other business entities that employ or contract with dentists to provide the GlamSmile and other dental services. Under these arrangements we will perform under contract only nonmedical administrative services, will not offer medical services and will not exercise influence or control over the practice of medicine by the dentists employed by such business entities. In markets where fee splitting with a business corporation is prohibited, the fees that will be received by us will have been established on a basis that we believe complies with the applicable laws. However, regulatory authorities or other parties may assert that, despite these arrangements, we are engaged in the corporate practice of medicine or that the contractual arrangements with the affiliated professional contractors constitute unlawful fee splitting, in which case we could be subject to civil or criminal penalties, the contracts could be found legally invalid and unenforceable (in whole or in part) or we could be required to restructure our contractual arrangements.

Dental Practice

Dental practices are subject to local and national regulations worldwide. Although the laws and regulations for operating a dental practice and engaging in dental services vary from country to country, in general our dental studios require a health license and a business license. In addition, the dentists providing services in the dental studios are also required to be licensed to practice.

While the Company believes it is in substantial compliance with the laws and regulations which regulate its business, and that it possesses all the licenses required in the conduct of its business, the failure to comply with any of those laws or regulations, or the imposition of new laws or regulations could negatively impact the Company's business.

Costs and Effects of Compliance with Environmental Laws and Regulations

We are not in a business that involves the use of materials in a manufacturing stage where such materials are likely to result in the violation of any existing environmental rules and/or regulations. Further, we do not own any real property that could lead to liability as a landowner. Therefore, we do not anticipate that there will be any substantial costs associated with the compliance of environmental laws and regulations.

Employees

We currently retain 10 full-time employees in Belgium. Our subsidiary, Remedent, N.V., has an employment agreement with Mr. Philippe Van Acker our Chief Financial and Accounting Officer. We have no employment agreements with our Chief Executive Officer, Mr. Guy De Vreese.

Financial Information About Geographic Areas

Refer to Note 16, "Segment Reporting," to our Consolidated Financial Statements included under Item 8, "Financial Statements and Supplementary Data" for financial information about our geographic areas.

Other Information

Our Internet address is *www.remedent.com.* We make available free of charge on our website our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission ("SEC"). Other than the information expressly set forth in this annual report, the information contained, or referred to, on our website is not part of this annual report.

The public may also read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website at *www.sec.gov* that contains reports, proxy and information statements, and other information regarding issuers, such as us, that file electronically with the SEC.

ITEM 1A — RISK FACTORS

RISK FACTORS

Investment in our common stock involves risk. You should carefully consider the risks we describe below before deciding to invest. The market price of our common stock could decline due to any of these risks, in which case you could lose all or part of your investment. In assessing these risks, you should also refer to the other information included in this Annual Report, including our consolidated financial statements and the accompanying notes. You should pay particular attention to the fact that we are a holding company with substantial operations in Belgium and China and are subject to legal and regulatory environments that in many respects differ from that of the United States. Our business, financial condition or results of operations could be affected materially and adversely by any of the risks discussed below and any others not foreseen. This discussion contains forward-looking statements.

Risks Relating To Our Business

We have a history of losses and we could suffer losses in the future.

Although we have earned a profit of $160,802 on revenue of $2,770,092 in fiscal 2016; a profit of $105,159 on revenue of $3,616,355 in fiscal 2015; a profit of $16,149,on revenue of $5,234,855 for the fiscal year ended March 31, 2004; a profit of $490,483 on revenue of $9,687,292 for the fiscal year ended March 31, 2012 , and a profit of $524,508 on revenue of $2,592,596 for the fiscal year ended March 31, 2014, we have a history of incurring substantial losses. Our losses were $981,936 on revenue of $2,937,276 for the fiscal year ended March 31, 2013; $1,547,175 on revenue of $12,581,708 for the fiscal year ended March 31, 2011 and $2,349,915 on revenue of $8,247,960 for the fiscal year ended March 31, 2010. We expect to continue to incur increasing cost of revenues, sales and marketing and general and administrative expenses in connection with our business strategy. However, despite our efforts, there is no assurance that we will be able to achieve or sustain profitability.

We depend on strategic relationships with third parties for sales and marketing performance and revenues in the People's Republic of China and certain territories in North America, and failure to maintain these relationships, poor performance by these companies or disputes with these companies could negatively impact our business.

We rely on significant strategic relationships with third parties, for our sales and marketing performance in certain territories. These include collaborations with strategic partners in China for our dental studios. Reliance on collaborative relationships poses a number of risks, including the risk that:

- We are unable to control the resources our corporate partners devote to our programs or products;
- disagreements with our corporate partners could cause delays in, or termination of, the research, development or commercialization of product candidates or result in litigation or arbitration;
- contracts with our corporate partners may fail to provide significant protection or may fail to be effectively enforced if one of these partners fails to perform;
- our corporate partners with marketing rights may choose to pursue competing technologies or to devote fewer resources to the marketing of our products; and
- our distributors and our corporate partners may be unable to pay us, particularly in light of current economic conditions.

Given these risks, there is a great deal of uncertainty regarding the success of our current and future collaborative efforts. If these efforts fail, our product development or commercialization of new products could be delayed or revenues from products will most likely decline.

We may not have access to capital in the future as a result of disruptions in capital and credit markets.

We may not be able to access our funds in the future. Our access to the funds under our current credit facility with BNP Paribas Fortis Bank is dependent on the ability of the financial institution that is party to the facility to meet its funding commitments. BNP Paribas Fortis Bank may not be able to meet its funding commitments if it experiences shortages of capital and liquidity or if it experiences excessive volumes of borrowing requests within a short period of time. Moreover, longer term volatility and continued disruptions in the capital and credit markets as a result of uncertainty, changing or increased regulation of financial institutions, reduced alternatives or failures of significant financial institutions could affect adversely our access to the liquidity needed for our business in the longer term. Such disruptions could require us to take measures to conserve cash until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged. The disruptions in the capital and credit markets have also resulted in higher interest rates on publicly issued debt securities and increased costs under credit facilities. The continuation of these disruptions would increase our interest expense and capital costs and could affect adversely our results of operations and financial position including our ability to grow our business through acquisitions.

We have obtained loans from third parties recently and anticipate that we will need additional capital during the next twelve months. In addition, if we are unable to secure additional financing to meet our future capital this will have adverse effects on our financial condition.

We obtained on June 3, 2011, a long term loan for $1,000,000 from an unrelated party in order to support and finance the expansion of new GlamSmile Studios in Mainland China. This loan is secured by certain assets we own and in the event of default, the lenders will have a right to the collateral granted to them under the loan agreements and we will lose our ownership interest in the assets. A loss of our collateral will have material adverse effect on our Asia operations, our business and financial condition.

Effective January 11, 2012, the Company entered into a Rescission Agreement with EM and Asia Best Healthcare Co., Ltd. Under the Rescission Agreement, the Company agreed to repay a total of $1,000,000 received under the Distribution Agreement, plus a simple interest rate of 5%, beginning on June 30, 2012, according to the following payment schedule: (i) $250,000 to be paid no later than June 30, 2012, (ii) $250,000 plus interest on June 30, 2012, (iii) $250,000 plus interest on December 31, 2012, and (iv) $250,000 plus interest on June 30, 2013. The Company also agreed to secure such obligations owed to EM with certain collateral of the Company. During the period ended December 31, 2012 a partial payment of $20,000 in interest has been made. The Company is currently in the process of re-negotiating the terms of repayment.

In addition, we anticipate needing significant capital to introduce new products, further develop our existing products, increase awareness of our brand names and expand our operating and management infrastructure as we grow sales in Europe, Asia and South America and launch sales and distribution activities in the United States. We may use capital more rapidly than currently anticipated and incur higher operating expenses and generate lower revenue than currently expected, and we may be required to depend on external financing to satisfy our operating and capital needs. We may need new or additional financing in the future to conduct our operations or expand our business. Any sustained weakness in the general economic conditions and/or financial markets in the United States or globally could affect adversely our ability to raise capital on favorable terms or at all. From time to time we have relied, and may also rely in the future, on access to financial markets as a source of liquidity to satisfy working capital requirements and for general corporate purposes. We may be unable to secure additional debt or equity financing on terms acceptable to us, or at all, at the time when we need such funding. If we do raise funds by issuing additional equity or convertible debt securities, the ownership percentages of existing stockholders would be reduced, and the securities that we issue may have rights, preferences or privileges senior to those of the holders of our common stock or may be issued at a discount to the market price of our common stock which would result in dilution to our existing stockholders. If we raise additional funds by issuing debt, we may be subject to debt covenants, such as the debt covenants under our secured credit facility, which could place limitations on our operations including our ability to declare and pay dividends. Our inability to raise additional funds on a timely basis would make it difficult for us to achieve our business objectives and would have a negative impact on our business, financial condition and results of operations.

Our results of operations may be adversely impacted by currency fluctuations.

We currently have operations in Belgium and have product sales in Europe, the Middle East and Asia. A significant portion of our revenue is in currencies other than United States dollars, including Euros, Hong Kong dollar and the Chinese Renminbi ("RMB"). Because our financial statements are reported in United States dollars, fluctuations in Euros, Hong Kong dollar and RMB against the United States dollar may cause us to recognize foreign currency transaction gains and losses, which may be material to our operations and impact our reported financial condition and results of operations

Substantially all of our assets and our operations are located outside of the United States, a significant number of sales are generated outside of the United States subjecting us to risks associated with international operations.

Our operations are primarily in Europe and Asia and 100% of our sales for the fiscal years ended March 31, 2016 and 2015 were generated from customers outside of the United States. The international nature of our business subjects us to the laws and regulations of the jurisdictions in which we operate and sell our products. In addition, we are subject to risks inherent in international business activities, including:

- difficulties in collecting accounts receivable and longer collection periods,
- Changes in overseas economic conditions,
- fluctuations in currency exchange rates,
- potentially weaker intellectual property protections,
- changing and conflicting local laws and other regulatory requirements,
- Political and economic instability,
- war, acts of terrorism or other hostilities,
- potentially adverse tax consequences,
- difficulties in staffing and managing foreign operations, or
- tariffs or other trade regulations and restrictions.

Our quarterly sales and operating results have fluctuated and may continue to fluctuate in future periods which may cause the price of our common stock to decline.

Our quarterly sales and operating results have fluctuated and are likely to continue to vary from quarter to quarter due to a number of factors, many of which are not within our control. Factors that might cause quarterly fluctuations in our sales and operating results include, but are not limited by the following:

- Variation in demand for our products, including variation due to seasonality;
- Our ability to research, develop, introduce, market and gain market acceptance of new products and product enhancements in a timely manner;
- Our ability to control costs;
- The size, timing, rescheduling or cancellation of orders from distributors;
- The introduction of new products by competitors;
- Long sales cycles and fluctuations in sales cycles;
- The availability and reliability of components used to manufacture our products;
- Changes in our pricing policies or those of our suppliers and competitors, as well as increased price competition in general;
- The risks and uncertainties associated with our international business;
- Costs associated with any future acquisitions of technologies and businesses;
- Developments concerning the protection of our proprietary rights; and
- General global economic, political, international conflicts, and acts of terrorism.

We are economically sensitive to general economic conditions, including continued weakening of the economy, therefore the sale of our products could be adversely affected.

Our industry is sensitive to recessions in the general economy and future economic outlook. Our results may be dependent on a number of factors impacting consumer spending, including general economic and business conditions; and consumer confidence. The demand for our dental products may decline during recessionary periods and at other times when disposable income is lower. A downturn or an uncertain outlook in the economy may materially adversely affect our business.

An unsuccessful material strategic transaction or relationship could result in operating difficulties and other harmful consequences to our business.

We have evaluated, and expect to continue to evaluate, a wide array of potential strategic transactions and relationships with third parties. From time to time, we may engage in discussions regarding potential acquisitions or joint ventures. Any of these transactions could be material to our financial condition and results of operations, and the failure of any of these material relationships and transactions may have a negative financial impact on our business.

Our products may be subject to government regulation and failure to comply with applicable regulations could result in fines, suspensions, seizure actions, product recalls, injunctions and criminal prosecutions.

Before most medical devices can be marketed in the United States, they are required by the United States Food and Drug Administration ("FDA") to secure either clearance of a pre-market notification pursuant to Section 510(k) of the Federal Food, Drug and Cosmetic Act ("FDC Act") (a "510(k) Clearance") or approval of a pre-market approval application ("PMA"). Obtaining approval of a PMA application can take several years. In contrast, the process of obtaining 510(k) Clearance generally requires a submission of substantially less data and generally involves a shorter review period. As discussed more specifically under the subsection title "Regulatory Issue," most Class I and Class II devices enter the market via the 510(k) Clearance procedure, while new Class III devices ordinarily enter the market via the more rigorous PMA procedure. Approval of a PMA application for a new medical device usually requires, among other things, extensive clinical data on the safety and effectiveness of the device. PMA applications may take years to be approved after they are filed. In addition to requiring clearance or approval for new medical devices, FDA rules also require a new 510(k) filing and review period, prior to marketing a changed or modified version of an existing legally marketed device, if such changes or modifications could significantly affect the safety or effectiveness of that device. The FDA prohibits the advertisement or promotion of any approved or cleared device for uses other than those that are stated in the device's approved or cleared application.

We have received approval from the FDA to market our RemeCure dental curing lamp in the United States. We submitted our application for approval on FDA Form 510(k) on October 30, 2002 and received FDA approval for this product on January 9, 2003. None of our other products have FDA approval for marketing in the United States. However, we believe that our products, including for example, GlamSmile, do not require a 510(k) submission because the products fall within an exemption under the 510(k) regulation.

International sales of medical devices are also subject to the regulatory requirements of each country. In Europe, the regulations of the European Union require that a device have a CE Mark, a mark that indicates conformance with European Union laws and regulations before it can be sold in that market. In China, the SFDA requires registration of medical devices. The regulatory international review process varies from country to country. We rely upon our distributors, sales representatives and strategic partners in the foreign countries in which we market our products to ensure we comply with the regulatory laws of such countries. Failure to comply with the laws of such country will have a material adverse effect on our operations and, at the very least, could prevent us from continuing to sell products in such countries.

We may not have effective internal controls if we fail to remedy any deficiencies we may identify in our system of internal controls.

In connection with Section 404 of the Sarbanes-Oxley Act of 2002, we need to assess the adequacy of our internal control, remediate any weaknesses that may be identified, validate that controls are functioning as documented and implement a continuous reporting and improvement process for internal controls. We may discover deficiencies that require us to improve our procedures, processes and systems in order to ensure that our internal controls are adequate and effective and that we are in compliance with the requirements of Section 404 of the Sarbanes-Oxley Act. If the deficiencies are not adequately addressed, or if we are unable to complete all of our testing and any remediation in time for compliance with the requirements of Section 404 of the Sarbanes-Oxley Act and the SEC rules under it, we would be unable to conclude that our internal controls over financial reporting are designed and operating effectively, which could adversely affect our investor confidence in our internal controls over financial reporting.

The loss of or a substantial reduction in, or change in the size or timing of, orders from distributors could harm our business .

Our international sales are principally comprised of sales through independent distributors, although we sell products in certain European countries through direct sales representatives. A significant amount of our sales may consist of sales through distributors. The loss of a substantial number of our distributors or a substantial reduction in, cancellation of or change in the size or timing of orders from our current distributors could harm our business, financial condition and results of operations. The loss of a key distributor would affect our operating results due to the potential length of time that might be required to locate and qualify a new distributor or to retain direct sales representatives for the territory.

We do not have long term commitments from our suppliers and manufacturers.

We may experience shortages of supplies and inventory because we do not have long-term agreements with our suppliers or manufacturers. Our success is dependent on our ability to provide our customers with our products. Although we manufacture most of our products, we are dependent on our suppliers for component parts which are necessary for our manufacturing operations. In addition, certain of our present and future products and product components are (or will be) manufactured by third party manufacturers. Since we have no long-term contracts or other contractual assurances with these manufacturers for continued supply, pricing or access to component parts, no assurance can be given that such manufacturers will continue to supply us with adequate quantities of products at acceptable levels of quality and price. While we believe that we have good relationships with our suppliers and our manufacturers, if we are unable to extend or secure manufacturing services or to obtain component parts or finished products from one or more manufacturers on a timely basis and on acceptable terms, our results of operations could be adversely affected.

We face intense competition, and many of our competitors have substantially greater resources than we do.

We operate in a highly competitive environment. There are numerous well-established companies and smaller entrepreneurial companies with significant resources who are developing and marketing products and services that will compete with our products. In addition, many of our current and potential competitors have greater financial, technical, operational and marketing resources. These resources may make it difficult for us to compete with them in the development and marketing of our products, which could harm our business.

Our success will depend on our ability to update our technology to remain competitive.

The dental device and supply industry is subject to technological change. As technological changes occur in the marketplace, we may have to modify our products in order to become or remain competitive. While we are continuing our research and development in new products in efforts to strengthen our competitive advantage, no assurances can be given that we will successfully implement technological improvements to our products on a timely basis, or at all. If we fail to anticipate or respond in a cost-effective and timely manner to government requirements, market trends or customer demands, or if there are any significant delays in product development or introduction, our revenues and profit margins may decline which could adversely affect our cash flows, liquidity and operating results.

We depend on market acceptance of the products of our customers. If our products do not gain market acceptance, our ability to compete will be adversely affected.

Our success will depend in large part on our ability to successfully market our line of products. Although we intend to differentiate our products from our competitors by targeting different channels of distribution, no assurances can be given that we will be able to successfully market our products or achieve consumer acceptance. Moreover, failure to successfully develop, manufacture and commercialize our products on a timely and cost-effective basis will have a material adverse effect on our ability to compete in our targeted market segments. In addition, medical and dental insurance policies generally do not cover teeth whitening or other cosmetic dental procedures, including our products, which may have an adverse impact upon the market acceptance of our products.

We may be exposed to liabilities under the Foreign Corrupt Practices Act, and any determination that we violated the Foreign Corrupt Practices Act could have a material adverse effect on our business.

To the extent that we operate outside the United States, we are subject to the Foreign Corrupt Practices Act (the "FCPA") which generally prohibits U.S. companies and their intermediaries from bribing foreign officials for the purpose of obtaining or keeping business or otherwise obtaining favorable treatment. In particular, we may be held liable for actions taken by our strategic or local partners even though such partners are foreign companies that are not subject to the FCPA. Any determination that we violated the FCPA could result in sanctions that could have a material adverse effect on our business.

Failure to meet customers' expectations or deliver expected performance of our products could result in losses and negative publicity, which will harm our business .

If our products fail to perform in the manner expected by our customers, then our revenues may be delayed or lost due to adverse customer reaction, negative publicity about us and our products, which could adversely affect our ability to attract or retain customers. Furthermore, disappointed customers may initiate claims for substantial damages against us, regardless of our responsibility for such failure.

If product liability lawsuits are successfully brought against us, we may incur substantial liabilities and may be required to limit commercialization of our products.

Although we have not been a party to any product liability lawsuits and are currently not aware of any anticipated product liability claims with respect to our products, the nature of our business exposes us to product liability lawsuits arising out of the commercialization of our products. In the future, an individual may bring a liability claim against us if one of our products causes, or merely appears to have caused, an injury. If we cannot successfully defend ourselves against the product liability claim, we may incur substantial liabilities. Regardless of merit or eventual outcome, liability claims may result in:

- decreased demand for our products;
- injury to our reputation;
- costs of related litigation;
- substantial monetary awards to customers;
- product recalls;
- loss of revenue; and
- the inability to commercialize our products.

We may have difficulty managing our growth.

We have been experiencing significant growth in the scope of our operations, including the launch of our retail direct to consumer business model in Asia through strategic partnerships. This growth has placed significant demands on our management as well as our financial and operational resources. In order to achieve our business objectives, we anticipate that we will need to continue to grow. If this growth occurs, it will continue to place additional significant demands on our management and our financial and operational resources, and will require that we continue to develop and improve our operational, financial and other internal controls. We have been distributing our products primarily in Europe and we have recently launched sales and distribution in the United States and Asia, this expansion could further increase the challenges involved in implementing appropriate operational and financial systems, expanding manufacturing capacity and scaling up production, expanding our sales and marketing infrastructure and capabilities and providing adequate training and supervision to maintain high quality standards. The main challenge associated with our growth has been, and we believe will continue to be, our ability to recruit and integrate skilled sales, manufacturing and management personnel. Our inability to scale our business appropriately or otherwise adapt to growth would cause our business, financial condition and results of operations to suffer.

It may be difficult to enforce a United States judgment against us, our officers and directors, or to assert United States securities laws claims in Belgium and to serve process on substantially all of our directors and officers and these experts.

Our directors, our Chief Executive Officer and our Chief Financial Officer are nonresidents of the United States. A substantial portion of our assets and all or a substantial portion of the assets of these officers and directors and experts are located outside of the United States. As a result, it may be difficult to effect service of process within the United States with respect to matters arising under the United States securities laws or to enforce, in the United States courts, judgments predicated upon civil liability under the United States securities laws. It also may be difficult to enforce in Belgium, in original actions or in actions for enforcement of judgment of United States courts, civil liabilities predicated upon United States securities laws.

If we are unable to protect our intellectual property rights or our intellectual property rights are inadequate, our competitive position could be harmed or we could be required to incur expenses to enforce our rights .

Our future success will depend, in part, on our ability to obtain and maintain patent protection for our products and technology, to preserve our trade secrets and to operate without infringing the intellectual property of others. In part, we rely on patents to establish and maintain proprietary rights in our technology and products. While we hold licenses to a number of issued patents and have other patent applications pending on our products and technology, we cannot assure you that any additional patents will be issued, that the scope of any patent protection will be effective in helping us address our competition or that any of our patents will be held valid if subsequently challenged. Other companies also may independently develop similar products, duplicate our products or design products that circumvent our patents.

In addition, if our intellectual property rights are inadequate, we may be exposed to third-party infringement claims against us. Although we have not been a party to any infringement claims and are currently not aware of any anticipated infringement claim, we cannot predict whether third parties will assert claims of infringement against us, or whether any future claims will prevent us from operating our business as planned. If we are forced to defend against third-party infringement claims, whether they are with or without merit or are determined in our favor, we could face expensive and time-consuming litigation. If an infringement claim is determined against us, we may be required to pay monetary damages or ongoing royalties. In addition, if a third party successfully asserts an infringement claim against us and we are unable to develop suitable non-infringing alternatives or license the infringed or similar intellectual property on reasonable terms on a timely basis, then our business could suffer.

If we are unable to meet customer demand or comply with quality regulations, our sales will suffer .

We manufacture many of our products at our Deurle, Belgium production facilities. In order to achieve our business objectives, we will need to significantly expand our manufacturing capabilities to produce the systems and accessories necessary to meet demand. We may encounter difficulties in scaling-up production of our products, including problems involving production capacity and yields, quality control and assurance, component supply and shortages of qualified personnel. In addition, our manufacturing facilities are subject to periodic inspections by foreign regulatory agencies. Our success will depend in part upon our ability to manufacture our products in compliance with regulatory requirements. Our business will suffer if we do not succeed in manufacturing our products on a timely basis and with acceptable manufacturing costs while at the same time maintaining good quality control and complying with applicable regulatory requirements.

We are dependent on Guy De Vreese, our Chairman and Chief Executive Officer, and any loss of such key personnel could result in the loss of a significant portion of our business.

Our success is highly dependent upon the key business relations and expertise of Guy De Vreese, our Chairman and Chief Executive Officer. Unlike larger companies, we rely heavily on a small number of officers to conduct a large portion of our business. The loss of service of our Chairman and Chief Executive Officer along with the loss of his numerous contacts and relationships in the industry would have a material adverse effect on our business. We do not have an employment agreement with Mr. Guy De Vreese.

If we cannot build and maintain strong brand loyalty our business may suffer.

We believe that the importance of brand recognition will increase as more companies produce competing products. Development and awareness of our brands will depend largely on our ability to advertise and market successfully. If we are unsuccessful, our brands may not be able to gain widespread acceptance among consumers. Our failure to develop our brands sufficiently would have a material adverse effect on our business, results of operations and financial condition.

Risks Relating To Our Common Stock

There is a limited public trading market for our common stock.

Our Common Stock presently trades on the Over-the-Counter Bulletin Board under the symbol "REMI." We cannot assure you, however, that such market will continue or that you will be able to liquidate your shares acquired in this offering at the price you paid or otherwise. We also cannot assure you that any other market will be established in the future. The price of our common stock may be highly volatile and your liquidity may be adversely affected in the future.

Our common stock is thinly traded, so you may be unable to sell at or near ask prices or at all if you need to sell your shares to raise money or otherwise desire to liquidate your shares.

There is limited market activity in our stock and we are too small to attract the interest of many brokerage firms and analysts. We cannot give you any assurance that a broader or more active public trading market for our common stock will develop or be sustained. While we are trading on the Over-The-Counter Bulletin Board, our trading volume may be limited by the fact that many major institutional investment funds, including mutual funds, as well as individual investors follow a policy of not investing in Over- the–Counter Bulletin Board stocks and certain major brokerage firms restrict their brokers from recommending Over-the-Counter Bulletin Board stocks because they are considered speculative, volatile, thinly traded and the market price of the common stock may not accurately reflect our underlying value. The market price of our common stock could be subject to wide fluctuations in response to quarterly variations in our revenues and operating expenses, announcements of new products or services by us, significant sales of our common stock, the operating and stock price performance of other companies that investors may deem comparable to us, and news reports relating to trends in our markets or general economic conditions.

The ownership of our stock is highly concentrated in our management.

Our present directors and executive officers, and their respective affiliates beneficially owned approximately 26% of our outstanding common stock, including underlying options that were exercisable or which would become exercisable within 60 days. As a result of their ownership, our directors and executive officers and their respective affiliates collectively are able to significantly influence all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. This concentration of ownership may also have the effect of delaying or preventing a change in control.

We have a substantial number of shares authorized but not yet issued.

Our Articles of Incorporation authorize the issuance of up to 50,000,000 shares of common stock and 10,000,000 shares of preferred stock. Our Board of Directors has the authority to issue additional shares of common stock and preferred stock and to issue options and warrants to purchase shares of our common stock and preferred stock without stockholder approval. Future issuance of common stock and preferred stock could be at values substantially below current market prices and therefore could represent further substantial dilution to our stockholders. In addition, the Board could issue large blocks of voting stock to fend off unwanted tender offers or hostile takeovers without further stockholder approval

Our stock may be governed by the "penny stock rules," which impose additional requirements on broker-dealers who make transactions in our stock.

SEC rules require a broker-dealer to provide certain information to purchasers of securities traded at less than $5.00, which are not traded on a national securities exchange. Since our common stock is not currently traded on an exchange, our common stock is considered a "penny stock," and trading in our common stock is subject to the requirements of Rules 15g-1 through 15g-9 under the Securities Exchange Act of 1934 (the "Penny Stock Rules"). The Penny Stock Rules require a broker-dealer to deliver a standardized risk disclosure document prepared by the SEC that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer must also give bid and offer quotations and broker and salesperson compensation information to the prospective investor orally or in writing before or with the confirmation of the transaction. In addition, the Penny Stock Rules require a broker-dealer to make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction before a transaction in a penny stock. These requirements may severely limit the liquidity of securities in the secondary market because few broker-dealers may be likely to undertake these compliance activities. Therefore, the disclosure requirements under the Penny Stock Rules may have the effect of reducing trading activity in our common stock, which may make it more difficult for investors to sell their shares.

We have historically not paid dividends and do not intend to pay dividends.

We have historically not paid dividends to our stockholders and management does not anticipate paying any cash dividends on our common stock to our stockholders for the foreseeable future. We intend to retain future earnings, if any, for use in the operation and expansion of our business.

The Public Company Accounting Oversight Board, or PCAOB, is currently unable to inspect the audit work and practices of auditors operating in Belgium, including our auditor.

Our auditors, Vandelanotte Bedrijfsrevisoren CVBA, are registered with the Public Company Accounting Oversight Board (PCAOB). Our auditors, like any other independent registered public accounting firms operating in Belgium, are not permitted, because of Belgian law restrictions, to be subject to inspections by the PCAOB that assess their compliance with U.S. law and professional standards in connection with performance of audits of financial statements filed with the SEC. As a result, our investors may not realize the potential benefits of such inspections.

ITEM 1B — UNRESOLVED STAFF COMMENTS

Not Applicable.

ITEM 2 — PROPERTIES

The Company leases an office facility of 5,187 square feet in Gent, Belgium from an unrelated party pursuant to a nine year lease commencing September 1, 2008 at a base rent of €5,712 per month for the total location ($6,506 per month at March 31, 2016).

The Company leases an office facility of 635 square feet in Brussels, Belgium from an unrelated party pursuant to a nine year lease commencing July 1, 2012 at a base rent of €969 per month for the total location ($1,104 per month at March 31, 2016).

ITEM 3 — LEGAL PROCEEDINGS

To the best knowledge of management, there are no material legal proceedings pending against the Company.

ITEM 4 — [RESERVED AND REMOVED]

PART II

ITEM 5 — MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is quoted on the Over the Counter Bulletin Board under the symbol "REMI." The following table shows the range of the high and low bid for our common stock as reported by the Over-The-Counter Bulletin Board for the time periods indicated:

	Bid Prices	
	High	Low
Quarter ended June 30, 2014	$ 0.49	$ 0.26
Quarter ended September 30, 2014	$ 0.50	$ 0.30
Quarter ended December 31, 2014	$ 0.34	$ 0.26
Quarter ended March 31, 2015	$ 0.34	$ 0.26
Quarter ended June 30, 2015	$ 0.30	$ 0.30
Quarter ended September 30, 2015	$ 0.27	$ 0.27
Quarter ended December 31, 2015	$ 0.15	$ 0.15
Quarter ended March 31, 2016	$ 0.15	$ 0.15

Bid quotations represent interdealer prices without adjustment for retail markup, markdown and/or commissions and may not necessarily represent actual transactions.

Stockholders

As of June 25, 2016, the number of stockholders of record was approximately 184, not including beneficial owners whose shares are held by banks, brokers and other nominees.

Dividends

We have not paid any dividends on our common stock, and we do not anticipate paying any dividends in the foreseeable future. Our Board of Directors intends to follow a policy of retaining earnings, if any, to finance the growth of the company. The declaration and payment of dividends in the future will be determined by our Board of Directors in light of conditions then existing, including our earnings, financial condition, capital requirements and other factors.

Securities Authorized for Issuance under Equity Compensation Plans

As of March 31, 2016, the Company had two equity compensation plans approved by its stockholders (1) the 2004 Incentive and Non-statutory Stock Option Plan (the "2004 Plan"); and (2) the 2007 Equity Incentive Plan (the "2007 Plan"). The Company's stockholders approved the 2004 Plan reserving 800,000 shares of common stock of the Company pursuant to an Information Statement on Schedule 14C filed with the Commission on May 9, 2005. Finally, the Company's stockholders approved the 2007 Plan reserving 1,000,000 shares of common stock of the Company pursuant to a Definitive Proxy Statement on Schedule 14A filed with the Commission on October 2, 2007.

In addition to the equity compensation plans approved by the Company's stockholders, the Company has issued options and warrants to individuals pursuant to individual compensation plans not approved by our stockholders. These options and warrants have been issued in exchange for services or goods received by the Company.

The following table provides aggregate information as of March 31, 2016 and March 31, 2015 with respect to all compensation plans (including individual compensation arrangements) under which equity securities are authorized for issuance.

	2004 Plan		2007 Plan		Other	
	Outstanding Options	Weighted Average Exercise Price	Outstanding Options	Weighted Average Exercise Price	Outstanding Options	Weighted Average Exercise Price
Options outstanding and exercisable March 31, 2015	432,500	$ 0.96	1,000,000	$ 1.21	150,000	$ 0.97
Options expired	(75,000)		—		—	
Options outstanding and exercisable March 31, 2016	357,500	$ 0.50	1,000,000	$ 1.21	150,000	$ 0.97
Exercise price range	$ 0.50		$ 1.21		$ 1.75	
Weighted average remaining life	2 years		2.12 years		0.56 years	

A summary of the Company's equity compensation plans approved and not approved by shareholders is as follows:

Plan Category	Number of securities to be issued upon exercise of of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity Compensation Plans approved by security holders	1,445,000	$ 1.17	605,000
Equity Compensation Plans not approved by security holders	820,000	$ 0.97	NA
Total	2,265,000	$ 1.10	605,000

For the years ended March 31, 2016 and March 31, 2015 the Company has not recognized any stock based compensation expense in the consolidated statement of operations.

ITEM 6 — SELECTED FINANCIAL DATA

Not Applicable.

ITEM 7 — MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

In addition to historical information, this section contains "forward-looking" statements, including statements regarding the growth of product lines, optimism regarding the business, expanding sales and other statements. Words such as expects, anticipates, intends, plans, believes, sees, estimates and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict. Actual results could vary materially from the description contained herein due to many factors including continued market acceptance of our products. In addition, actual results could vary materially based on changes or slower growth in the oral care and cosmetic dentistry products market; the potential inability to realize expected benefits and synergies; domestic and international business and economic conditions; changes in the dental industry; unexpected difficulties in penetrating the oral care and cosmetic dentistry products market; changes in customer demand or ordering patterns; changes in the competitive environment including pricing pressures or technological changes; technological advances; shortages of manufacturing capacity; future production variables impacting excess inventory and other risk factors listed in the section of this Annual Report entitled "Risk Factors" and from time to time in our Securities and Exchange Commission filings under "risk factors" and elsewhere.

Each forward-looking statement should be read in context with, and with an understanding of, the various disclosures concerning our business made elsewhere in this Annual Report, as well as other public reports filed by us with the Securities and Exchange Commission. Readers should not place undue reliance on any forward-looking statement as a prediction of actual results of developments. Except as required by applicable law or regulation, we undertake no obligation to update or revise any forward-looking statement contained in this Annual Report. This section should be read in conjunction with our consolidated financial statements.

Overview

We design, develop, manufacture and distribute cosmetic dentistry products. Leveraging our knowledge of regulatory requirements regarding dental products and management's experience in the needs of the professional dental community, we have developed a line of professional veneers as well as a family of teeth whitening products for both professional and "Over-The-Counter" ("OTC") use, that are distributed in Europe, Asia, Middle East and the United States. We manufacture many of our products in our facility in Ghent, Belgium as well as outsourced manufacturing in Ghent, China and France. We distribute our products using both our own internal sales force and through the use of third party distributors. We have established dealers in 20 countries encompassing, Europe, Asia, Latin America, the Pacific Rim and the Middle East.

Recent Developments

On June 3, 2011, the Company obtained a loan in the principal amount of $1,000,000 (the "Loan") from an unrelated private company, Excelsior Medical (HK) ("EM"). In connection with the Loan, the Company issued a promissory note, with a simple interest rate of 5% per annum, secured by certain assets of the Company (the "Note"). The maturity date of the Loan is June 3, 2014. Interest of $50,000 per annum is payable in cash on an annual basis. In September 2010, we entered into a license agreement with EM (the "EM license agreement"). Under the EM license agreement, we granted EM an exclusive license to certain Asian territories in exchange for $500,000 which was received during the year ended March 31, 2011. The Company received a further $500,000 from EM as an advance payment for veneers. The $500,000 advance, less taxes withheld, was recorded as deferred revenue of $475,250 as of March 31, 2011. Effective as of January 11, 2012, the Company entered into a Rescission Agreement with EM and Asia Best Healthcare Co., Ltd. Under the Rescission Agreement, the Company agreed to repay a total of $1,000,000 received under the Distribution Agreement, plus a simple interest rate of 5%, beginning on June 30, 2012, according to the following payment schedule: (i) $250,000 to be paid no later than June 30, 2012, (ii) $250,000 plus interest on June 30, 2012, (iii) $250,000 plus interest on December 31, 2012, and (iv) $250,000 plus interest on June 30, 2013. The Company also agreed to secure such obligations owed to EM with certain collateral of the Company. During the period ended December 31, 2012 a partial payment of $20,000 in interest has been made. The Company is currently in the process of re-negotiating the terms of repayment.

On January 28, 2012, we entered into a Preference A Shares and Preference A-1 Shares Purchase Agreement ("Share Purchase Agreement") with Glamsmile Dental Technology Ltd., a Cayman Islands company and a subsidiary of Company ("Glamsmile Dental"), Glamsmile (Asia) Limited, a company organized and existing under the laws of Hong Kong and a substantially owned subsidiary of Glamsmile Dental, Beijing Glamsmile Technology Development Ltd., Beijing Glamsmile Trading Co., Ltd., Beijing Glamsmile Dental Clinic Co., Ltd., and Shanghai Glamsmile Dental Clinic Co., Ltd., Gallant Network Limited, a shareholder of Glamsmile Dental ("Gallant"), and IDG-Accel China Growth Fund III L.P. ("IDG Growth"), IDG-Accel China III Investors L.P.("IDG Investors") and Crown Link Group Limited ("Crown")("IDG Growth, IDG Investors and Crown collectively referred to as the "Investors"), pursuant to which the Investors agreed to (i) purchase from the Company an aggregate of 2,857,143 shares of Preference A-1 Shares of Glamsmile Dental, which represents all of the issued and outstanding Preference A-1 Shares of Glamsmile Dental, for an aggregate purchase price of $2,000,000, and (ii) purchase from Glamsmile Dental an aggregate of 5,000,000 shares of Preference A Shares for an aggregate purchase price of $5,000,000.

On February 10, 2012, the sale of the Preference A-1 Shares and the Preference A Shares was completed. As a result of the closing, the equity ownership of Glamsmile Dental, on an as converted basis, is as follows: 31.4% by the Investors, 39.2 % by Gallant, and 29.4% by the Company. Mr. De Vreese, our chairman, will remain as a director of Glamsmile Dental along with Mr. David Lok, who is the Chief Executive Officer and director of Glamsmile Dental and principal of Gallant. In addition, at the closing, the Investors have a right to appoint one director of Glamsmile Dental, and as such it is contemplated that after the closing the Board of Directors of Glamsmile Dental will consists of Mr. De Vreese, Mr. Lok and a director appointed by the Investors.

Under the terms of the Share Purchase Agreement, we agreed to transfer 500,000 shares of Glamsmile Dental owned by the Company to the Investors in the event of breach of certain covenants by the Company. In connection with the Share Purchase Agreement, we also entered into an Investor's Rights Agreement, Right of First Refusal and Co-Sale Agreement, and Voting Agreement with the parties. In addition, in connection with the contemplated transactions in the Share Purchase Agreement on January 20, 2012, we entered into a Distribution, License and Manufacturing Agreement with Glamsmile Dental pursuant to which we appointed Glamsmile Dental as the exclusive distributor and licensee of Glamsmile Veneer Products bearing the "Glamsmile" name and mark in the B2C Market in the People's Republic of China (including Hong Kong and Macau) and Republic of China (Taiwan) and granted related manufacturing rights and licenses in exchange for the original issuance of 2,857,143 shares of Preference A-1 Shares of Glamsmile Dental and $250,000 (the receipt of which was acknowledged as an off set to payment of certain invoices of Glamsmile (Asia) Limited).

On January 30, 2014, we sold a total of 2,500,000 ordinary shares of our investment in Glamsmile Dental Technology Ltd. for an aggregate consideration of $3,000,000 to Glamsmile Dental Technology Ltd. As a result of the Sale of Shares, the equity ownership of Glamsmile Dental, on an as converted basis, was before the Sales of shares as follows: 31.4% by the Investors, 39.2 % by Gallant, and 29.4% by the Company, and after the sale as follows : 34.9% by the Investors, 43,6% by Gallant, and 21,51% by the Company. Mr. De Vreese, our chairman, will remain as a director of Glamsmile Dental along with Mr. David Lok, who is the Chief Executive Officer and director of Glamsmile Dental and principal of Gallant.

On January 16, 2014, the Company invested in the start-up capital of Biotech Dental Benelux N.V., a Belgium corporation in exchange for 50% of its Shares. Biotech Dental Benelux has been founded to market and sell dental implants for the Territory of Belgium, The Netherlands and Luxemburg. Our investment has enabled us to enlarge our product range and increase our sales in the current year ended March 31, 2016. 100% of Biotech Dental Benelux revenues are generated outside of the USA and are invoiced in Euros. In comparing our results in Euros, total sales increased by 24.39% to €332,233 for the fiscal year ended March 31, 2016, as compared to € 267,098 for the year ended March 31, 2015.

Financial Results and Trends

Revenue decreased by approximately 23.4% to $2,770,092 in the year ended March 31, 2016 as compared to $3,616,355 in the year ended March 31, 2015. The decrease in sales is primarily because of the US dollar exchange rate as described below.

The decrease in sales is due to the impact of the exchange rate of the US dollar (USD) versus the Euro. Currently 100% of our sales are generated outside of the USA and all our sales are invoiced in Euros. In comparing our results in Euros, total sales decreased by 2.17% to €2,397,814 for the year ended March 31, 2016, as compared to €2,450,921 for the year ended March 31, 2015.

Our net income attributable to our stockholders was $0.01 for fiscal 2016 and $0.01 for fiscal 2015. During the year ended March 31, 2016 we recognized $265,397 in equity income from our Asian investment compared to $106,663 earned in the year ended March 31, 2015.

Critical Accounting Estimates

Basis for Presentation

Our financial statements have been prepared on an accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America.

Pervasiveness of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, the Company evaluates estimates and judgments, including those related to revenue, bad debts, inventories, fixed assets, intangible assets, stock based compensation, income taxes, and contingencies. Estimates are based on historical experience and on various other assumptions that the Company believes reasonable in the circumstances. The results form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue from product sales when persuasive evidence of a sale exists: that is, a product is shipped under an agreement with a customer; risk of loss and title has passed to the customer; the fee is fixed or determinable; and collection of the resulting receivable is reasonably assured. Sales allowances are estimated based upon historical experience of sales returns.

Revenues from product sales are recognized when the product is shipped and title and risk of loss has passed to the customer, typically upon delivery and when the quantity and price is fixed and determinable, and when collectability is reasonable assured.

Upfront fees are recognized upon the date of the agreement (i.e. point of sale) because they relate solely to the sale of territories (that are sold in perpetuity), are non-refundable, and are not contingent upon additional deliverables.

We have evaluated all deliverables in our contracts (per ASC 605-25-5) ((a) territory & (b) manufacturing/marketing training & development fees) and determined that they are separate, as follows:

- Both (a) & (b) have value to our customers on a standalone basis and can be sold by our customers separately.
- Delivery or performance of the undelivered item or items is considered probable and substantially in our control.

Our development fees/milestone payments are recognized in accordance with the Milestone Method pursuant to FASB ASC 605. Revenues from milestones related to an arrangement under which we have continuing performance obligations i.e. specifically scheduled training and development activities, if deemed substantive, are recognized as revenue upon achievement of the milestone. Milestones are considered substantive if all of the following conditions are met: (a) the milestone is non-refundable; (b) achievement of the milestone was not reasonably assured at the inception of the arrangement; (c) substantive effort is involved to achieve the milestone; and (d) the amount of the milestone appears reasonable in relation to the effort expended. If any of these conditions is not met, the milestone payment is deferred and recognized as revenue as we complete our performance obligations.

We receive royalty revenues under license agreements with third parties that sell products based on technology developed by us or to which we have rights. The license agreements provide for the payment of royalties to us based on sales of the licensed product. We record these revenues as earned monthly, based on reports from our licensees.

Business Combinations

On April 1, 2010, the Company adopted the new accounting guidance for business combinations according to FASB Codification ASC 805, *Business Combinations* . This guidance establishes principles and requirements for the reporting entity in a business combination, including recognition and measurement in the financial statements of the identifiable assets acquired, the liabilities assumed, goodwill, and any noncontrolling interest in the acquiree, as well as disclosure requirements to enable financial statement users to evaluate the nature and financial effects of the business combination. Additionally, it provides guidance for identifying a business combination, measuring the acquisition date, and defining the measurement period for adjusting provisional amounts recorded. The implementation of this standard did not have an impact on the Company's consolidated financial statements.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash or cash equivalents.

Non-Controlling Interest

The Company adopted ASC Topic 810 *Noncontrolling Interests in Consolidated Financial Statements — an Amendment of Accounting Research Bulletin No. 51* as of April 1, 2009. SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. ASC Topic 810 also establishes reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interest of the parent and the interests of the noncontrolling owner. The adoption of ASC Topic 810 impacted the presentation of our consolidated financial position, results of operations and cash flows.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities, line of credit, short term and long-term debt. The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate their respective fair values because of the short maturities of those instruments. The Company's investment in MFI is classified as an available for sale investment and is initially measured at fair value with all subsequent gains and losses recorded in other comprehensive income until realized. The Company's long-term debt consists of its revolving credit facility and long-term capital lease obligations. The carrying value of the revolving credit facility approximates fair value because of its variable short-term interest rates. The fair value of the Company's long-term capital lease obligations is based on current rates for similar financing.

Accounts Receivable and Allowance for Doubtful Accounts

The Company sells professional dental equipment to various companies, primarily to distributors located in Western Europe, the Middle East and China. The terms of sales vary by customer, however, generally are 2% 10 days, net 30 days. Accounts receivable is reported at net realizable value and net of allowance for doubtful accounts. The Company uses the allowance method to account for uncollectible accounts receivable. The Company's estimate is based on historical collection experience and a review of the current status of trade accounts receivable.

Inventories

The Company purchases certain of its products in components that require assembly prior to shipment to customers. All other products are purchased as finished goods ready to ship to customers.

The Company writes down inventories for estimated obsolescence to estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected, then additional inventory write-downs may be required. Inventory reserves for obsolescence totaled $352,841 at March 31, 2016 and $394,932 at March 31, 2015.

Prepaid Expense

The Company's prepaid expense consists of prepayments to suppliers for inventory purchases. Prepaid expenses also include VAT payments made for goods and services in excess of VAT payments received from the sale of products as well as amounts for other prepaid operating expenses.

Property and Equipment

Property and equipment are stated at cost. Major renewals and improvements are charged to the asset accounts while replacements, maintenance and repairs, which do not improve or extend the lives of the respective assets, are expensed. At the time property and equipment are retired or otherwise disposed of, the asset and related accumulated depreciation accounts are relieved of the applicable amounts. Gains or losses from retirements or sales are credited or charged to income.

The Company depreciates its property and equipment for financial reporting purposes using the straight-line method based upon the following useful lives of the assets:

Tooling	3 Years
Furniture and fixtures	4 Years
Machinery and Equipment	4 Years

Patents

Patents consist of the costs incurred to purchase patent rights and are reported net of accumulated amortization. Patents are amortized using the straight-line method over a period based on their contractual lives.

Research and Development Costs

The Company expenses research and development costs as incurred.

Advertising

Costs incurred for producing and communicating advertising are expensed when incurred and included in sales and marketing and general and administrative expenses. For the years ended March 31, 2016 and March 31, 2015, advertising expense was $237,608 and $386,337 respectively.

Income taxes

Income taxes are accounted for under the asset and liability method as stipulated by Accounting Standards Codification ("ASC") 740 formerly Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes". Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities or a change in tax rate is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced to estimated amounts to be realized by the use of a valuation allowance. A valuation allowance is applied when in management's view it is more likely than not (50%) that such deferred tax will not be utilized.

Effective February 1, 2008, the Company adopted certain provisions under ASC Topic 740, Income Taxes, ("ASC 740"), which provide interpretative guidance for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Effective with the Company's adoption of these provisions, interest related to the unrecognized tax benefits is recognized in the financial statements as a component of income taxes. The adoption of ASC 740 did not have an impact on the Company's financial position and results of operations.

In the unlikely event that an uncertain tax position exists in which the Company could incur income taxes, the Company would evaluate whether there is a probability that the uncertain tax position taken would be sustained upon examination by the taxing authorities. Reserves for uncertain tax position would then be recorded if the Company determined it is probable that a position would not be sustained upon examination or if a payment would have to be made to a taxing authority and the amount is reasonably estimable. As of March 31, 2016, the Company does not believe it has any uncertain tax positions that would result in the Company having a liability to the taxing authorities.

Warranties

The Company typically warrants its products against defects in material and workmanship for a period of 24 months from shipment.

A tabular reconciliation of the Company's aggregate product warranty liability for the reporting period is as follows:

	Year ended March 31, 2016	Year ended March 31, 2015
Product warranty liability:		
Opening balance	$ 5,421	$ 6,899
Accruals for product warranties issued in the period	274	(1,478)
Adjustments to liabilities for pre-existing warranties	—	—
Ending liability	$ 5,695	$ 5,421

Based upon historical sales trends and warranties provided by the Company's suppliers and sub-contractors, the Company has made a provision for warranty costs of $5,695 and $5,421 as of March 31, 2016 and March 31, 2015, respectively.

Segment Reporting

"Disclosure About Segments of an Enterprise and Related Information" requires use of the "management approach" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. Reportable segments are based on products and services, geography, legal structure, management structure, or any other manner in which management disaggregates a company. The Company's management considers its business to comprise one segment for reporting purposes.

Computation of Earnings (Loss) per Share

Basic net income (loss) per common share is computed by dividing net income (loss) attributable to common stockholders by the weighted average number of shares of common stock outstanding during the period. Net income (loss) per common share attributable to common stockholders assuming dilution is computed by dividing net income by the weighted average number of shares of common stock outstanding plus the number of additional common shares that would have been outstanding if all dilutive potential common shares had been issued.

On April 1, 2009, the Company adopted changes issued by the FASB to the calculation of earnings per share. These changes state that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method for all periods presented. The adoption of this change had no impact on the Company's basic or diluted net loss per share because the Company has never issued any share-based awards that contain non-forfeitable rights.

At each of March 31, 2016 and 2015, the Company had 19,995,969, shares of common stock issued and outstanding. At March 31, 2016 and 2015, the Company did not have any warrants outstanding, but had 1,507,500 and 1,582,500 options outstanding, respectively.

Pursuant to ASC 260-10-50-1(c), if a fully diluted share calculation was computed for the years ended March 31, 2016 and 2015 respectively, it would have excluded all options respectively since the Company's average share trading price during the last two year period was less than the exercise price of all options.

Conversion of Foreign Currencies

The reporting and functional currency for the consolidated financial statements of the Company is the U.S. dollar. The home currency for the Company's European subsidiaries, Remedent N.V., Biotech Dental Benelux N.V., GlamSmile Rome and GlamSmile Deutschland GmbH, is the Euro, for Glamsmile Asia Ltd., and its subsidiaries, the Hong Kong dollar and the Chinese Renmimbi ("RMB") for Mainland China. The assets and liabilities of companies whose functional currency is other that the U.S. dollar are included in the consolidation by translating the assets and liabilities at the exchange rates applicable at the end of the reporting period. The statements of income of such companies are translated at the average exchange rates during the applicable period. Translation gains or losses are accumulated as a separate component of stockholders' equity.

Comprehensive Income (Loss)

Comprehensive income (loss) includes all changes in equity except those resulting from investments by owners and distributions to owners, including accumulated foreign currency translation, and unrealized gains or losses on marketable securities.

The Company's other comprehensive income for the year ended March 31, 2016 consisted of a gain on foreign currency translation of $17,640 and a foreign currency translation loss on a fair value adjustment on AFS security in the amount of $27,724. The Company's other comprehensive income for the year ended March 31, 2015 consisted of a loss on foreign currency translation of $261,891 and a foreign currency translation loss on a fair value adjustment on AFS security in the amount of $129,824.

Stock Based Compensation

The Company has a stock-based compensation plan. The Company measures the compensation cost of stock options and other stock-based awards to employees and directors at fair value at the grant date and recognizes compensation expense over the requisite service period for awards expected to vest.

Except for transactions with employees and directors, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. Additionally, the Company has determined that the dates used to value the transaction are either:

(1) The date at which a commitment for performance by the counter party to earn the equity instruments is established; or

(2) The date at which the counter party's performance is complete.

Recently Issued Accounting Pronouncements

Recent Accounting Pronouncements Not Yet Adopted

In March 2016, the FASB issued ASU 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* . ASU 2016-09 impacts several aspects of the accounting for share-based payment transactions, including classification of certain items on the Consolidated Statement of Cash Flows and accounting for income taxes. Specifically, the ASU requires that excess tax benefits and tax deficiencies (the difference between the deduction for tax purposes and the compensation cost recognized for financial reporting purposes) be recognized as income tax expense or benefit in the Consolidated Statement of Operations, introducing a new element of volatility to the provision for income taxes. ASU 2016-09 is effective on January 1, 2017, with early adoption permitted. The transition method varies for each of the areas in the ASU. We have not yet determined the effect of the ASU 2016-09 on our consolidated financial statements nor have we selected a transition date.

In March 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal Versus Agent Considerations (Reporting Revenue Gross Versus Net)* . The amendments address how an entity should assess whether it is the principal or the agent in contracts that include three or more parties. The ASU clarifies that an entity should evaluate whether it is the principal or the agent for each specified good or service promised in a contract with a customer. The amendments affect the guidance in ASU 2014-09, *Revenue from Contracts with Customers,* which is not yet effective. The effective date and transition requirements for the amendments in this ASU are the same as the effective date and transition of ASU 2014-09, which will be effective for the Company for reporting periods beginning after December 15, 2017. The Company does not expect these amendments to have a material effect on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-07, *Investments - Equity Method and Joint Ventures (Topic 323)* . This amendment eliminates the requirement to retroactively adopt the equity method of accounting when a previous investment becomes qualified as a result of an increase in the level of ownership interest or degree of influence. ASU 2016-07 is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal periods. Early adoption is permitted. The Company adopted this ASU in the first quarter of 2016 with no impact on the Company’s consolidated financial statements.In January 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-01, *Financial Instruments-Overall (Topic 825): Recognition and Measurement of Financial Assets and Financial Liabilities* . ASU 2016-01 changes how entities account for and measure the fair value of certain equity investments and updates the presentation and disclosure of certain financial assets and liabilities. This new guidance is effective for annual and interim periods beginning on or after December 15, 2017, and for interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impact that ASU 2016-01 will have on the Company’s consolidated financial position and disclosures.

In November 2015, the FASB issued ASU 2015-17 (ASC Topic 740), *Income Taxes Balance Sheet Classification of Deferred Taxes* . The amendments in this Update are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted by all entities as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact of the new guidance however we do not expect its application to have a significant impact upon our consolidated financial statements.

In September 2015, the FASB issued ASU 2015-16, " *Simplifying the Accounting for Measurement-Period Adjustments* ," which eliminates the requirement for an acquirer to retrospectively adjust the financial statements for measurement-period adjustments that occur in periods after a business combination is consummated. These changes become effective for the Company's fiscal year beginning April 1, 2016. The Company does not expect its application to have a significant impact upon our consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, " *Simplifying the Measurement of Inventory* ," which provides a revised, simpler measurement for inventory to be measured at the lower of cost and net realizable value. These changes become effective for the Company's fiscal year beginning April 1, 2018. The Company is currently evaluating the potential impact of these changes on the Company's consolidated financial position, results of operations, and cash flows.

In April 2015, the FASB issued Accounting Standards Update No. 2015-03, *Interest - Imputation of Interest* ("ASU 2015-03"), which requires that transaction costs related to the issuance of debt be deducted from the carrying value of the financial liability and not recorded as separate assets. ASU 2015-03 will become effective for the Company on April 1, 2016 and early adoption is permitted. The guidance is to be applied on a retrospective basis. The does not expect its application to have a significant impact upon our consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, " *Amendments to the Consolidation Analysis* ," which amends the consolidation requirements in ASC 810. These changes become effective for the Company's fiscal year beginning April 1, 2016. The Company does not expect its application to have a significant impact upon our consolidated financial statements.

In January 2015, the FASB issued ASU No. 2015-01, Income Statement - Extraordinary and Unusual Items (Subtopic 225-20), which eliminates the concept of extraordinary items from GAAP as part of its simplification initiative. The ASU does not affect disclosure guidance for events or transactions that are unusual in nature or infrequent in their occurrence. The ASU is effective for interim and annual periods in fiscal years beginning after December 15, 2015. These changes become effective for the Company's fiscal year beginning April 1, 2016.The ASU allows prospective or retrospective application. The Company does not expect the adoption of this amendment to have a material impact on its consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, *"Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern"* , which provides guidance on determining when and how reporting entities must disclose going-concern uncertainties in their financial statements. The ASU requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date of issuance of the entity's financial statements (or within one year after the date on which the financial statements are available to be issued, when applicable). Further, an entity must provide certain disclosures if there is "substantial doubt about the entity's ability to continue as a going concern." This ASU is effective for annual periods ending after December 15, 2017, and interim periods thereafter; early adoption is permitted. The Company does not expect the adoption of this amendment to have a material impact on its consolidated financial statements.

In June 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-12, *"Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period"* . The ASU requires that a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition. A reporting entity should apply existing guidance in Topic 718 as it relates to awards with performance conditions that affect vesting to account for such awards. In July 2015, the FASB voted to defer the effective date of this ASU for one year, revising the effective date for interim and annual periods beginning after December 15, 2016. Early adoption is permitted. The Company does not anticipate the adoption of this ASU will have a material impact on its consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. In July 2015, the FASB approved a one-year deferral of the effective date of the new revenue recognition standard. The new standard will become effective for the Company on April 1, 2018 and the Company has the option to adopt it effective April 1, 2017. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected an adoption date, a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

RESULTS OF OPERATIONS

For the Fiscal Years Ending March 31, 2016 and 2015

Comparative details of results of operations for the years ended March 31, 2016 and 2015 as a percentage of sales are as follows:

	2016	2015
NET SALES	100.00%	100.00%
COST OF SALES	29.51%	35.41%
GROSS PROFIT	70.49%	64.59%
OPERATING EXPENSES		
Research and development	0.32%	1.69%
Sales and marketing	17.83%	20.91%
General and administrative	46.37%	32.03%
Depreciation and amortization	5.72%	7.05%
TOTAL OPERATING EXPENSES	70.23%	61.68%
INCOME (LOSS) FROM OPERATIONS	0.26%	2.91%
Other income (expense)	6.95%	1.62%
INCOME (LOSS) BEFORE INCOME TAXES & NON-CONTROLLING INTEREST	7.21%	4.53%
Income tax expense	(0.83)%	(0.85)%
NET INCOME (LOSS) BEFORE NON-CONTROLLING INTEREST	6.38%	3.68%
NON-CONTROLLING INTEREST	(0.58)%	(0.78)%
NET INCOME	5.80%	2.90%

Net Sales

Net sales decreased by approximately 23.4% to $2,770,092 in the year ended March 31, 2016 as compared to $3,616,355 in the year ended March 31, 2015. The decrease in sales is primarily because of the US dollar exchange rate as described below.

The decrease in sales is due to the impact of the exchange rate of the US dollar (USD) versus the Euro. Currently 100% of our sales are generated outside of the USA and all our sales are invoiced in Euros. In comparing our results in Euros, total sales decreased by 2.17% to €2,397,814 for the year ended March 31, 2016, as compared to €2,450,921 for the year ended March 31, 2015.

Cost of Sales

Cost of sales decreased approximately 36.2% to $817,391 in the year ended March 31, 2016 as compared to $1,280,406 in the year ended March 31, 2015. The decrease in cost of sales is primarily due to the impact of the exchange rate of the USD versus the Euro. In comparing our results in Euros, cost of sales decreased by 23.96% to €634,976 for the year ended March 31, 2016, as compared to €835,003 for the year ended March 31, 2015. The decrease in cost of sales is because of more efficient and optimized production flows and processes.

Gross Profit

Our gross profit decreased by $383,248 to $1,952,701 for the fiscal year ended March 31, 2016 as compared to $2,335,949 for the year ended March 31, 2015 primarily because of the exchange rate effect. Our gross profit as a percentage of sales increased to 70.49% for the year ended March 31, 2016 as compared to 64.59% for the year ended March 31, 2015 due to the reasons as explained above

Operating Expenses

Research and Development . Our research and development expenses decreased $52,465 to $8,781 for the year ended March 31, 2016 as compared to $61,246 for the year ended March 31, 2015, because of the finalization of our Software program the 'Smile Me Mirror'.

Sales and marketing costs . Our sales and marketing costs decreased $262,438 to $493,795 or 34.7% for the year ended March 31, 2016 as compared to $756,233 for the year ended March 31, 2015. Costs decreased because we reduced our attendance at certain year-end shows.

General and administrative costs . Our general and administrative costs for the year ended March 31, 2016 and 2015 were $1,284,444 and $1,158,279 respectively, representing an increase of $126,165 or 10.9%. Our general and administrative costs have increased because of hiring additional personnel to better support our sales.

Depreciation and amortization . Our depreciation and amortization decreased $96,313 or 37.8%, to $158,463 for the year ended March 31, 2016 as compared to $254,776 for the year ended March 31, 2015. The decrease is because of increased amortization on recently purchased equipment including purchases for our newly incorporated implant division.

Net interest expense. Our net interest expense was $63,443 for the year ended March 31, 2016 as compared to $75,060 for the year ended March 31, 2015, a decrease of $11,617 or 15.5%. Interest expense has decreased primarily because of decreased utilization and full repayment of our bank credit line.

Liquidity and Capital Resources

Cash and Cash Equivalents

Our balance sheet at March 31, 2016 reflects cash and cash equivalents of $94,434 as compared to $399,149 as of March 31, 2015, a decrease of $304,715. Net cash used by operations was $203,113 for the year ended March 31, 2015 as compared to net cash provided by operations of $300,568 for the year ended March 31, 2015, a decrease year over year of cash provided by operations in the amount of $503,681 primarily because of net changes in operating assets and liabilities.

As of March 31, 2016, there has been no indication of a trend of increased doubtful accounts. As a result, at this time, we do not anticipate major increased reserves.

Investing Activities

Net cash (used by)/provided by investing activities was $(116,310) for the year ended March 31, 2016 as compared to net cash used by investing activities of $240,529 for the year ended March 31, 2015. During the year ended March 31, 2016 we spent $116,130 on purchases of equipment. During the year ended March 31, 2015 we spent $240,529 on purchases of equipment and on the further development of our Smile Me Software.

Financing Activities

Net cash provided by/(used by) financing activities totaled $Nil for the year ended March 31, 2016 as compared to ($358,136) for the year ended March 31, 2015. Net cash used by financing activities in the year ended March 31, 2016 was less than in the year ended March 31, 2015 primarily because no repayments of long-term debt were made during the year.

The Company's line of credit was completely repaid during the year ended March 31, 2015

During the years ended March 31, 2016 and March 31, 2015, we recognized a (decrease) in cash and cash equivalents of $(304,715) and $(237,953), respectively, from the effect of exchange rates between the Euro and the US Dollar.

Internal and External Sources of Liquidity

As of March 31, 2016, we had current assets of $2,858,534 compared to $2,906,788 at March 31, 2015. This decrease of $48,254 was due to a decrease in cash of $304,715 and an increase in accounts receivable of $130,658, an increase in prepaid expenses of $129,089, offset by a decrease in inventories of $3,286.

Current liabilities at March 31, 2016 of $3,443,026 were $1,297 less than current liabilities as at March 31, 2015 of $3,441,729. The decrease was primarily a result of a decrease in accounts payable of $57,503, a decrease in deferred revenue of $14,310, offset by an increase in the current portion of long-term debt of $50,001, and an increase in accrued liabilities of $13,109.

Our cash and cash equivalents of $94,435 as of March 31, 2016 is not sufficient to support our operations through our current fiscal year and we may need additional financing. During the year ended March 31, 2016, we have been able to generate cash flows sufficient to support our operations. The continuation of the Company is dependent upon the Company's ability to continue to generate profitable operations. We may remain dependent on outside sources of funding until our results of operations provide consistent positive cash flows.

We have supported current operations by raising additional operating cash through loans and strategic partnerships and through the sale of non-core divisions of our business. During the year ended March 31, 2014 we sold 7.9% of our investment in GlamSmile Asia for $3,000,000 and realized $1,185,000 in cash. Proceeds of the sale were used to repay our existing bank facility and to reduce our long-term debt.

At this time, we do not expect to purchase or sell any property or equipment over the next 12 months. The Company does not currently expect a significant change in the number of its employees over the next 12 months.

Off-Balance Sheet Arrangements

At March 31, 2016, we were not a party to any transactions, obligations or relationships that could be considered off-balance sheet arrangements.

ITEM 7A — QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable

ITEM 8 — FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Financial Statements that constitute Item 8 are included at the end of this report beginning on Page F-1.

ITEM 9 — CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A - CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, as of the end of the period covered by this report, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Act of 1934. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be included in our Securities and Exchange Commission ("SEC") reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, relating to the Company, including our consolidated subsidiaries, and was made known to them by others within those entities, particularly during the period when this report was being prepared. Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of March 31, 2016, our disclosure controls and procedures are effective at these reasonable assurance levels.

(b) Management's Report on Internal Control over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed under the supervision of the Company's principal executive officer and principal financial officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurances with respect to financial statement preparation and presentation. Additionally, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of March 31, 2016, management assessed the effectiveness of the Company's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in COSO 2013 "Internal Control — Integrated Framework," issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Based on the assessment, management determined that the Company maintained effective internal control over financial reporting as of March 31, 2016 based on the COSO criteria.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to permanent rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

Change in Internal Control Over Financial Reporting

There have been no changes in the Company's internal controls over financial reporting during the quarter ended March 31, 2016 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B— OTHER INFORMATION

None.

PART III

ITEM 10 — DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors, Executive Officers and Significant Employees

The following table sets forth the names and ages of our current directors and executive officers, the principal offices and positions with us held by each person and the date such person became our director or executive officer. Our executive officers are elected annually by the Board of Directors. Each year the stockholders elect the board of directors. The executive officers serve terms of one year or until their death, resignation or removal by the Board of Directors. There was no arrangement or understanding between any executive officer or director and any other person pursuant to which any person was elected as an executive officer or director. There are no family relationships between any of our directors, executive officers, director nominees or significant employees. Mr. Kolsteeg is independent as determined by the NASDAQ rules.

Person	Age	Position
Guy De Vreese	61	Chairman, Chief Executive Officer
Fred Kolsteeg	73	Director
Philippe Van Acker	51	Director, Chief Financial Officer and Chief Accounting Officer

Biographies

Guy De Vreese, Chairman . From April 1, 2002, Mr. De Vreese has served as our Chairman of the Board. Effective upon Mr. List's resignation as Chief Executive Officer, on December 10, 2008 Mr. De Vreese became our Chief Executive Officer. From June 2001 Mr. De Vreese has also served as President of Remedent N.V. and he has served as President of DMDS, Ltd., a European subsidiary of Dental & Medical Systems, Inc. DMDS, Ltd. developed and marketed high-tech dental equipment. In August 1996, Mr. De Vreese founded DMD N.V., a Belgian company that was the independent European distributor for DMDS products and was its Chief Executive Officer until DMD purchased its distribution rights in April 1998. Mr. De Vreese later worked as CEO from 1996 through February 1999 for Lident, N.V., a Belgian company that merged with DMD and specialized in digital photography and developer of imaging software. Mr. De Vreese also served as a consultant providing services to DMDS, Ltd. from February 1999 to June 2001. Mr. De Vreese resides in Belgium. Mr. De Vreese's years of experience in the dental industry provide us with invaluable industry contacts and know-how, in addition to special insight into our customers' needs and requirements. In addition, Mr. De Vreese's extensive experience in our industry, commitment to research and development of innovative dental products, and in-depth knowledge of our company gained by serving as our CEO provide valuable insights for our Board. The Board believes that Mr. De Vreese demonstrated leadership abilities and business judgment, provide an important leadership element to our Board

Philippe Van Acker, Director, Chief Accounting Officer . Mr. Van Acker was appointed as our Chief Financial Officer as of March 30, 2005. Effective December 18, 2008, Mr. Van Acker resigned as Chief Financial Officer and became our Chief Accounting Officer as well as assuming a position on the Board of Directors. Effective July 17, 2012, Mr. Van Acker was re-appointed as our Chief Financial Officer.

From July 2001 to March 30, 2005, Mr. Van Acker has served as a director of our subsidiary, Remedent N.V. where he has also served as financial controller. From 1999 to 2001, Mr. Van Acker served as Director of Finance for DMDS, Ltd., a European subsidiary of Dental & Medical Diagnostic Systems, Inc., a company that developed and marketed high-tech dental equipment. From 1992 to 1999, Mr. Van Acker held various positions with Pfizer Medical Technology Group. Mr. Van Acker resides in Belgium. Mr. Van Acker's executive management experience and extensive background in finance and investment matters provide important contributions and critical insight to our Board. The Board believes that Mr. Van Acker's financial background and understanding of the dental industry and our business bring perspectives beneficial to the Board as the Company seeks to expand its presence in Europe and China.

Fred Kolsteeg, Director . Mr. Kolsteeg has served as a director of the Company since April 2002. Since 1996, Mr. Kolsteeg has served as the president of WAVE Communications, a Dutch based advertising agency. Prior to founding WAVE in 1996, he founded several other advertising agencies such as ARA, Team and Team Saatchi. Mr. Kolsteeg has also worked at Phillips and Intermarco Publicis. Mr. Kolsteeg resides in Holland. Mr. Kolsteeg has experience managing operations and finance for multiple businesses. Our Board believes that this experience, adds valuable perspectives and he is an "audit committee financial expert" as defined in SEC rules.

Legal Proceedings

None of our directors or executive officers were involved in a legal proceeding during the past ten years which are material to an evaluation of the ability or integrity of any director, person nominated to become a director or executive officer of the Company and required to be disclosed under Item 401(f) of Regulation S-K.

Director Committees and Director Independence

The Company does not have a separate compensation, nominating or audit committee. The Board of Directors has determined that Mr. Kolsteeg is "independent," as independence is defined in the listing standards for the Nasdaq Stock Market. Accordingly, we have one director who is "independent."

Board Leadership Structure and Role in Risk Oversight

The Board does not have a policy as to whether the roles of our Chairman and Chief Executive Officer should be separate. Instead, the Board makes this determination based on what best serves the our Company's needs at any given time. Currently, Mr. De Vreese holds the positions of Chairman and Chief Executive Officer of our Company, and the Board has one independent director. The Board may decide to separate the positions of Chairman and Chief Executive Officer in the future if the Board believes it is in the best interest of the Company and our stockholders.

The Board believes that effective board leadership is highly dependent on the experience, skills and personal interaction between persons in leadership roles. The Company believes that having one person, particularly Mr. De Vreese with his extensive knowledge of the industry and executive management experience, his extensive knowledge of the operations of the Company and his own commitment to innovation and strategic thinking, serve as both Chief Executive Officer and Chairman is the best leadership structure for the Company because it demonstrates to our employees, customers and stockholders that the Company is under strong leadership, with a single person setting the tone and having primary responsibility for managing the Company's operations. Accordingly, with significant input from our Board, Mr. De Vreese sets the strategic direction for our Company and provides daily leadership and guidance to our managements and employees. In addition, this unity of leadership promotes strategy development and execution, timely decision-making and effective management of Company resources. The Company believes that it has been well-served by this structure.

In its governance role, and particularly in exercising its duty of care and diligence, the Board is responsible for ensuring that appropriate risk management policies and procedures are in place to protect the company's assets and business. Our Board has broad and ultimate oversight responsibility for our risk management processes and programs and executive management is responsible for the day-to-day evaluation and management of risks to the company.

Audit Committee Financial Expert

Our Board of Directors has not established a separate audit committee within the meaning of Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Instead, our entire Board of Directors acts as the audit committee within the meaning of Section 3(a)(58)(B) of the Exchange Act. In addition, our Board of Directors has not made a determination as to whether a director on the Board meets the definition of an "audit committee financial expert" within the meaning of Item 407(d)(5) of Regulation S-K. We continue to seek candidates for outside directors and for a financial expert to serve on a separate audit committee when we establish one. Due to our small size and limited resources, it has been difficult to recruit outside directors and financial experts, especially due to the fact that we do not have directors and officer's liability insurance to offer suitable candidates.

In fulfilling its oversight responsibilities, the Board has reviewed and discussed the audited financial statements with management and discussed with the independent auditors the matters required to be discussed by SAS 61. Management is responsible for the financial statements and the reporting process, including the system of internal controls. The independent auditors are responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles.

The Board discussed with the independent auditors, the auditors' independence from the management of the Company and received written disclosures and the letter from the independent accountants required by Independence Standards Board Standard No. 1.

After Board review and discussions, as mentioned above, the Board recommended that the audited financial statements be included in the Company's Annual Report on Form 10-K.

Governance Committee and Nominations to the Board of Directors

There were no material changes to the procedures by which security holders may recommend nominees to our Board of Directors.

Code of Ethics

We have adopted a written Code of Ethics that applies to our senior management. A copy of our Code of Ethics, executed by the Chief Executive Officer and Chief Financial Officer, has been filed as an exhibit to our Annual Report on Form 10-K for the fiscal year ended March 31, 2016. A copy of our Code of Ethics is available to any stockholder by addressing a request to the attention of the Secretary of the Company and mailing such request to the Company's corporate offices. Any amendment to the Code of Ethics or any waiver of the Code of Ethics will be disclosed promptly following the date of such amendment or waiver pursuant to a Form 8-K filing with the Securities and Exchange Commission.

Compliance with Section 16 of the Securities Exchange Act of 1934

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our executive officers and directors and persons who own more than 10% of a registered class of our equity securities, to file with the Securities and Exchange Commission (hereinafter referred to as the "Commission") initial statements of beneficial ownership, reports of changes in ownership and Annual Reports concerning their ownership, of Common Stock and other of our equity securities on Forms 3, 4, and 5, respectively. Executive officers, directors and greater than 10% stockholders are required by Commission regulations to furnish us with copies of all Section 16(a) reports they file. Based solely on information available to us in public filings, we believe that all reports required by Section 16(a) for transactions in the year ended March 31, 2016, were timely filed.

ITEM 11 — EXECUTIVE COMPENSATION

Summary Compensation

Our Board of Directors has not established a separate compensation committee nor any other committee that acts as such a committee. Instead, the entire Board of Directors reviews and approves executive compensation policies and practices, reviews, salaries and bonuses for our officers, administers our benefit plans, and considers other matters as may, from time to time, be referred to it. We do not currently have a Compensation Committee Charter. Our Board continues to emphasize the important link between our performance, which ultimately benefits all stockholders, and the compensation of our executives. Therefore, the primary goal of our executive compensation policy is to closely align the interests of the stockholders with the interests of the executive officers. In order to achieve this goal, we attempt to (i) offer compensation opportunities that attract and retain executives whose abilities and skills are critical to our long-term success and reward them for their efforts in ensuring our success and (ii) encourage executives to manage from the perspective of owners with an equity stake in the Company.

The following table sets forth information regarding all forms of compensation received by the named executive officers during the fiscal years ended March 31, 2016 and March 31, 2015, respectively:

Name and Principal Position (a)	Year (b)	Salary ($) (c)	Bonus ($) (d)	Stock Awards ($) (e)	Option Awards ($) (f)	Non-Equity Incentive Plan Compensation ($) (g)	Nonqualified Deferred Compensation Earnings ($) (h)	All Other Compensation ($) (i)	Total ($) (j)
Guy De Vreese,									
CEO and Chairman	2016	$ -0-	$ -0-	$ -0-	$ -0-	$ -0-	$ -0-	$ nil(1)	$ Nil(1)
	2015	$ -0-	$ -0-	$ -0-	$ -0-	$ -0-	$ -0-	$ nil(1)	$ Nil(1)
	2014	$ -0-	$ -0-	$ -0-	$ -0-	$ -0-	$ -0-	$ nil(1)	$ Nil(1)
Philippe Van Acker,	2016	$ 151,281	$ -0-	$ -0-	$ -0-	$ -0-	$ -0-	$ -0-	$ 151,281
Chief Accounting Officer, Director	2015	$ 195,823	$ -0-	$ -0-	$ -0-	$ -0-	$ -0-	$ -0-	$ 195,823
	2014	$ 185,666	$ -0-	$ -0-	$ -0-	$ -0-	$ -0-	$ -0-	$ 185,666

(1) These amounts are consulting fees, including a car allowance paid by Remedent N.V. to Lausha, N.V., a company controlled by Mr. De Vreese, pursuant to an oral consulting agreement between Lausha N.V. and Remedent N.V.

Outstanding Equity Awards at Fiscal Year End

The following table provides information with respect to the named executive officers concerning unexercised stock options held by them at March 31, 2016. As of March 31, 2016, there were no outstanding stock awards and columns (g) through (j) have been omitted.

	OPTION AWARDS				
Name (a)	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) (d)	Option Exercise Price ($) (e)	Option Expiration Date (f)
Guy De Vreese	100,000	-0-		$ 1.75	20-Sept-2017
Philippe Van Acker	50,000	-0-		$ 1.75	20-Sept-2017
Philippe Van Acker	100,000	-0-		$ 0.50	19-Mar-2019

Director Compensation Table

Generally, our directors do not receive any cash compensation, but are entitled to reimbursement of their reasonable expenses incurred in attending directors' meetings. However, at the discretion of our Board of Directors, we may periodically issue stock options under our stock option plan to directors.

Our directors did not receive any compensation for board services during the fiscal year ended March 31, 2016.

Employment Agreements

Our subsidiary, Remedent, N.V., has an employment agreement with Mr. Philippe Van Acker, our Chief Financial Officer and Chief Accounting Officer. We do not currently have any other employment agreement with our Chief Executive Officer.

Long-Term Incentive Plans-Awards in Last Fiscal Year

We do not currently have any long-term incentive plans.

ITEM 12 — SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth information regarding the beneficial ownership of our common stock as of June 30, 2015. The information in this table provides the ownership information for:

a. each person known by us to be the beneficial owner of more than 5% of our common stock;

b. each of our directors;

c. each of our executive officers; and

d. our executive officers, directors and director nominees as a group.

Beneficial ownership has been determined in accordance with Rule 13d-3 of the 1934 Exchange Act and includes voting or investment power with respect to the shares. Unless otherwise indicated, the persons named in the table below have sole voting and investment power with respect to the number of shares indicated as beneficially owned by them. Common stock beneficially owned and percentage ownership is based on 19,995,969 shares outstanding as of June 25, 2016.

Name of Beneficial Owner (1)	Shares Beneficially Owned	Percentage Beneficially Owned
Guy De Vreese, CEO, Chairman (2) Zuiderlaan 1-3, bx 8 9000Ghent, Belgium	4,733,680	23.67%
Philippe Van Acker, Chief Financial Officer, Chief Accounting Officer, Director (3) Zuiderlaan 1-3, bx 8 9000 Ghent, Belgium	225,000	1.13%
Fred Kolsteeg, Director (4) Managelaantje 10 3062 CV Rotterdam The Netherlands	295,000	1.48%
All Officers and Directors as a Group (3 persons)	**5,253,680**	**26.28%**
5% or Greater Stockholders		
Sternberg Stuart	2,533,793	12.67%

* Less than one percent

1. Beneficial ownership has been determined in accordance with Rule 13d-3 under the Exchange Act. Pursuant to the rules of the Securities and Exchange Commission, shares of common stock which an individual or group has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be beneficially owned and outstanding for the purpose of computing the percentage ownership of any other person shown in the table.

2. Guy De Vreese holds 3,304,426 shares in his own name, which such amount includes 100,000 shares of common stock underlying options which vested on September 17, 2007 and have an exercise price of $1.75 per share; 72,787 shares of common stock held in the name of Lausha N.V., a Belgian company controlled by Guy De Vreese; 6,467 shares of common stock held in the name of Lident N.V., a Belgian company controlled by Guy De Vreese; and 1,400,000 shares of common stock held in the name of Lausha HK, a Hong Kong company controlled by Guy De Vreese.

3. Includes 75,000 shares of common stock underlying options which vested on December 2005 and have an exercise price of $2.46 per share; 50,000 shares of common stock underlying options which have vested as of September 17, 2009 and have an exercise price of $1.75 per share; and 100,000 shares of common stock underlying options which were fully vested on March 19, 2009 and have an exercise price of $0.50 per share.

4. Includes 200,000 shares of common stock underlying options which were fully vested on March 19, 2009 and have an exercise price of $0.50 per share.

ITEM 13 — CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Related Transactions

Compensation

During the years ended March 31, 2016 and 2015 respectively, the Company incurred $151,281 and $195,823 in compensation expense for all directors and officers.

Sales Transactions

All related party transactions involving provision of services or tangible assets were recorded at the exchange amount, which is the value established and agreed to by the related parties reflecting arm's length consideration payable for similar services or transfers.

Other Transactions

On June 3, 2009, the Company entered into the First Fit-Crown Distribution and License Agreement (the "First Fit Distribution Agreement") with Den-Mat. Under the terms of the First Fit Distribution Agreement, the Company appointed Den-Mat to be the its sole and exclusive distributor to market, license and sell certain products relating to the Company's proprietary First Fit technology (the "First Fit Products"), in the United States, Canada and Mexico (the "First Fit Territory"). In connection therewith, the Company also granted Den-Mat certain non-exclusive rights to manufacture and produce the First Fit Products in the First-Fit Territory; and a sole and exclusive transferable and sublicensable right and license to use the Company's intellectual property rights relating to the First Fit Products to perform its obligations as a distributor (provided the Company retains the right to use and license related intellectual property in connection with the manufacture of the First Fit Products for sale outside of the First Fit Territory), as the terms and transactions are further detailed in the First Fit Distribution Agreement. The consummation of the transactions described herein and contemplated in the First Fit Distribution Agreement are subject to certain closing conditions which includes, in addition to customary closing conditions: the completion of Den-Mat's due diligence with respect to the First Fit Products to its satisfaction; execution and delivery of Non-Competition Agreements by Guy De Vreese and Evelyne Jacquemyns; and the delivery of the Development Payment and first installment of the License Payment (the "Development Payment" and License Payment" are defined below). The First Fit Distribution Agreement provides that the consummation of the transactions contemplated therein will occur upon the performance or waiver of such closing conditions. Under the First Fit Distribution Agreement, the Company granted such distribution rights, licensing rights and manufacturing rights, in consideration for the following: (i) a non-refundable development fee of Four Hundred Thousand Dollars ($400,000) (the "Development Payment") payable in two installments as follows: (a) Fifty Thousand Dollars ($50,000) within seven (7) days after the effective date of the First Fit Distribution Agreement (the "Effective Date"), and (b) Three Hundred Fifty Thousand Dollars ($350,000) within twenty one (21) days after the Effective Date ; (ii) a non-refundable license fee of Six Hundred Thousand Dollars ($600,000) payable in three (3) equal installments of $200,000 each, with the first installment payable on the closing date contemplated in the First Fit Distribution Agreement (the "Closing Date"), and with the second and third installments payable on the 30th and 60th day, respectively, after the Closing Date; (iii) certain royalty payments based on the sales of the First Fit Products by Den-Mat or its sub-licensees; and (iv) certain minimum royalty payment to maintain exclusivity, as such terms are more particularly described in the First Fit Distribution Agreement.

On March 29, 2010, a certain Amendment No. 1 to First Fit Crown Distribution and License Agreement ("First Fit Amendment") between the Company and Den-Mat, pursuant to which the Company agreed to sell to Den-Mat all of the intellectual property or used by Company related to the First Fit product ("First Fit IP") became effectuated upon Company's receipt of Den-Mat's countersignatures to the First Fit Amendment. The First Fit Amendment amends the First Fit-Crown Distribution and License Agreement dated June 3, 2009 between the Company and Den-Mat, pursuant to which Den-Mat was granted certain license and distribution rights relating to the First Fit IP and First Fit products. The total purchase price for the First Fit IP consists of installment payments and royalty payments. The cash component of the purchase price of the First Fit IP is $2,850,000 to be paid in the form of cash in the following installments: (a) $50,000 upon delivery by Remedent to Den-Mat of a working prototype of the First Fit crown, (b) $525,000 on or before March 15, 2010 (c) $700,000 on June 30, 2010, and (d) $500,000 on December 31, 2010, June 30, 2011 and December 31, 2011. In connection with the execution of the First Fit Agreement, Den-Mat also agreed to make an advance cash payment of $75,000 to the Company towards the purchase price. In addition to the cash component, Den-Mat agreed to pay Remedent a capital payment equal to a certain percent of Den-Mat's net revenues generated by the sale of the First Fit products.

In connection with our Distribution, License & Manufacturing Agreement with Den-Mat (the "Distribution Agreement") dated as August 2008, as amended and restated by the parties on June 3, 2009 pursuant to the Amended and Restated Distribution, License and Manufacturing Agreement, and as consideration for Den-Mat's obligations under the Distribution Agreement, we agreed, among other things, to issue Den-Mat or an entity to be designated by Den-Mat, warrants to purchase up to three million three hundred seventy-eight thousand three hundred seventy-nine (3,378,379) shares of our common stock, par value $0.001 per share at an exercise price of $1.48 per share, exercisable for a period of five years . The warrants were issued in the period ended September 30, 2008 and were valued at $4,323,207 based upon the Black-Scholes option pricing model utilizing a market price on the date of grant of $1.48 per share, an annualized volatility of 131%, a risk free interest rate of 3.07% and an expected life of five years. The expense was originally classified as a non-operating expense. However, we have subsequently reclassified the expense to operations since our agreement with Den-Mat is in the normal course of our operations. The reclassification increased our operations expenses by $4,323,207, while reducing our other expenses by the same amount, resulting in no net impact upon our consolidated net loss for the year ended March 31, 2009.

On March 29, 2010, concurrently with the execution of the First Fit Amendment (as described above), the Company and Den-Mat entered into Amendment No. 2 to the Amended and Restated Distribution, License and Manufacturing Agreement ("Glamsmile Amendment") with Den-Mat pursuant to which certain provisions of a certain Amended and Restated Distribution, License and Manufacturing Agreement previously entered into by the Company and Den-Mat on June 3, 2009 and subsequently amended on August 11, 2009, were amended. The Glamsmile Amendment became effective concurrently with the effectiveness of the First Fit Amendment. Among other things, the Glamsmile Amendment (1) permits the Company to purchase its requirements for GlamSmile Products from another party, other than Den-Mat, provided Company pays De-Mat a royalty payment on net revenues received by Company per unit/tooth, (2) decreases the percentage of securities to be covered in a warrant to purchase securities of B2C Market Subsidiary and the exercise price of such warrant to be issued to Den-Mat in the event a B2C Market Subsidiary is formed under the terms set forth in such agreement, (3) expands the definition of "Excluded Market" to include Australia, Belgium, France and United Arab Emirates, and (4) provides a consulting fee, equal to a percentage of net revenues received by Den-Mat from the Sale of Unit/Teeth and trays, to the Company for its services, support and certain additional consideration, (5) terminates certain provisions relating to minimum requirement obligations and rights, and (6) amends the formula for calculation a certain exit fee in the event of a change of control.

On March 27, 2012, the distribution agreements with Den-Mat were terminated pursuant to a certain Termination and Distribution Agreement with Den-Mat ("Den-Mat Distribution Agreement"). Pursuant to the Den-Mat Distribution Agreement, we granted Den-Mat a non-exclusive, irrevocable, perpetual, royalty free, license to use within certain territory, which among other territories excludes China, Macau, Hong Kong, and Taiwan, the intellectual property that was the subject of the license to Den-Mat under the Amended and Restated Distribution, License and Manufacturing Agreement dated June 3, 2009, as amended from time to time ("Prior Agreements"), as such intellectual property relates the products which was the subject of the Prior Agreements. In connection with the termination of the Prior Agreements, under the Den-Mat Distribution Agreement, Den-Mat agreed to pay us $200,000.

Guy De Vreese, our Chairman of the Board and Chief Executive Officer, is the managing director of our subsidiary, Remedent N.V. Mr. De Vreese provides his services as Remedent N.V.'s Managing Director through his company, Lausha, N.V. Lausha, N.V. has an oral consulting arrangements with Remedent N.V. that provide for Mr. De Vreese's services and is a company controlled by Mr. De Vreese. On March 20, 2006, Lausha N.V. and Lident N.V. merged into Lausha N.V., controlled by Mr. De Vreese. Lausha N.V. received a total of $324,692 and $348,299 as compensation for services relating to his duties as Managing Director of Remedent N.V. on a-day-to-day base for the years ending March 31, 2013 and March 31, 2012, respectively.

Director Independence

Due the Company's size and limited resources, the Company does not have a separate compensation, nominating or audit committee. The Board of Directors has determined that Mr. Kolsteeg is "independent," as independence is defined in the listing standards for the Nasdaq Stock Market. Accordingly, we have one director who is "independent."

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Audit Fees . The aggregate fees paid for the annual audit of financial statements included in our Annual Report for the year ended March 31, 2016 and the review of our quarterly reports for such year, amounted to $28,826. The aggregate fees paid for the annual audit of financial statements included in our Annual Report for the year ended March 31, 2015 and the review of our quarterly reports for such year amounted to $29,182.

Audit Related Fees . For the years ended March 31, 2016 and March 31, 2015, we paid $8,500 and $7,500, respectively, to our auditors for other audit related fees.

Tax Fees . For the years ended March 31, 2015 and March 31, 2014, we paid $Nil and $Nil, respectively, to our auditor for fees associated with tax return preparation.

The above-mentioned fees are set forth as follows in tabular form:

	2016	2015
Audit Fees	$ 28,826	$ 29,182
Audit Related Fees	$ 8,500	$ 7,500
Tax Fees	$ -	$ -
All Other Fees	$ -	$ -

The Company's Board of Directors serves as the Audit Committee and has unanimously approved all audit and non-audit services provided by the independent auditors. The independent accountants and management are required to periodically report to the Board of Directors regarding the extent of services provided by the independent accountants, and the fees for the services performed to date.

There have been no non-audit services provided by our independent accountant for the year ended March 31, 2016.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements .

Consolidated balance sheet as of March 31, 2016 and March 31, 2015, and the related consolidated statements of operations, stockholders' equity, cash flows, and comprehensive loss for each of the years in the 2 year period ended March 31, 2016.

(a)(2) Schedules .

All schedules have been omitted because they are not required, not applicable, or the information is otherwise set forth in the consolidated financial statements or the notes thereto.

(a)(3) Exhibits .

The information required by this Item is set forth in the section of this Annual Report entitled "EXHIBIT INDEX" and is incorporated herein by reference.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

REMEDENT, INC.

Dated: June 29, 2016

/s/ Guy De Vreese

By: Guy De Vreese
Its: Chief Executive Officer (Principal Executive Officer)

Dated: June 29, 2016

/s/ Philippe Van Acker

By: Philippe Van Acker
Its: Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

In accordance with the Exchange Act, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: June 29, 2016

/s/ Guy De Vreese

Guy De Vreese, Chairman of the Board of Directors, and Chief Executive Officer ("Principal Executive Officer")

Dated: June 29, 2016

/s/ Philippe Van Acker

Philippe Van Acker, Director and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

Dated: June 29, 2016

/s/ Fred Kolsteeg

Fred Kolsteeg, Director

EXHIBIT INDEX

Exhibit No.	Description
2.1	Stock Exchange Agreement with Resort World Enterprises, Inc. (1)
3.1	Articles of Incorporation of Jofran Confectioners International, Inc., a Nevada corporation, dated July 31, 1986 (1)
3.2	Amendment to Articles of Incorporation changing name from Jofran Confectioners International, Inc., a Nevada corporation, to Cliff Typographers, Inc., a Nevada corporation, dated July 31, 1986 (1)
3.3	Amendment to Articles of Incorporation changing name from Cliff Typographers, Inc., a Nevada corporation, to Cliff Graphics International, Inc., a Nevada corporation, dated January 9, 1987 (1)
3.4	Amendment to Articles of Incorporation changing name from Cliff Graphics International, Inc., a Nevada corporation, to Global Golf Holdings, Inc., a Nevada corporation, dated March 8, 1995 (1)
3.5	Amendment to Articles of Incorporation changing name from Global Golf Holdings, Inc., a Nevada corporation, to Dino Minichiello Fashions, Inc., a Nevada corporation, dated November 20, 1997 (1)
3.6	Amendment to Articles of Incorporation changing name from Dino Minichiello Fashions, Inc., a Nevada corporation, to Resort World Enterprises, Inc., a Nevada corporation, dated August 18, 1998 (1)
3.7	Amendment to Articles of Incorporation changing name from Resort World Enterprises, Inc., a Nevada corporation, to Remedent, Inc., dated October 5, 1998 (1)
3.8	Amended and Restated Articles of Incorporation changing name from Remedent, USA, Inc. to Remedent, Inc. and to effect a one-for-twenty reverse stock split on June 3, 2005 (2)
3.9	Amended and Restated Bylaws (2)
4.1	Specimen of Stock Certificate (3)
10.1	Incentive and Nonstatutory Stock Option Plan, dated May 29, 2001 (1)
10.2	2004 Incentive and Nonstatutory Stock Option Plan (4)
10.3	Voting Agreement between Remedent, Inc., and Robin List, dated December 10, 2008 (5)
10.4	Distribution, License and Manufacturing Agreement dated as of January 20, 2012, (the "Effective Date") by and among Remedent, Inc., a Nevada corporation ("Remedent Nevada"), Remedent N.V., a company incorporated under the laws of Belgium ("Remedent Belgium) and GlamSmile Dental Technology, Ltd., a company incorporated under the laws of the Cayman Islands (8)
10.5	Termination and License Agreement dated March 27, 2012 (8)
14.1	Code of Ethics, adopted March 25, 2003 (6)
21.1	List of Subsidiaries*

31.1	Certifications of the Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act.*
31.2	Certifications of the Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act.*
32.1	Certifications of the Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act.*
32.2	Certifications of the Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act.*
101.INS	XBRL Instance Document (*)
101.SCH	XBRL Taxonomy Extension Schema (*)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase (*)
101.DEF	XBRL Taxonomy Extension Definition Linkbase (*)
101.LAB	XBRL Taxonomy Extension Label Linkbase (*)
101.FRE	XBRL Taxonomy Extension Presentation Linkbase (*)

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* Filed herewith

(1) Incorporated by reference from Registration Statement on Form SB-2 filed with the SEC on July 24, 2002.

(2) Incorporated by reference from Form 8-K filed with the SEC on June 8, 2005.

(3) Incorporated by reference from Form SB-2 filed with the SEC on August 4, 2005.

(4) Incorporated by reference from Form SB-2/A filed with the SEC on October 26, 2005.

(5) Incorporated by reference from Form 8-K filed with the SEC on December 16, 2008.

(6) Incorporated by reference from Form 10-KSB filed with the SEC on July 15, 2003.

(7) Incorporated by reference from Form 10-KSB filed with the SEC on July 16, 2012.

REMEDENT, INC. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2016

Index

INDEPENDENT AUDITORS' REPORT

REPORT OF INDEPENDENT REGISTERED ACCOUNTING FIRM

To the Board of Directors and Stockholders of Remedent, Inc.

We have audited the accompanying consolidated balance sheets of Remedent, Inc. and its subsidiaries (the "Company") as of March 31, 2016 and March 31, 2015 and the related consolidated statements of operations, stockholders' equity, cash flows, and comprehensive income (loss) for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Remedent Inc. at March 31, 2016 and March 31, 2015 and the results of its operations and its cash flows for each of the two year's then ended in conformity with accounting principles generally accepted in the United States of America.

Brussels - Belgium, June 29, 2016
Vandelanotte Bedrijfsrevisoren CVBA
Statutory Auditors
Represented by

/s/ René Van Asbroeck
Registered Auditor

REMEDENT, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	March 31, 2016	March 31, 2015
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 94,434	$ 399,149
Accounts receivable, net of allowance for doubtful accounts of $85,938 at March 31, 2016 and $50,089 at March 31, 2015	977,802	847,144
Other receivable	1,150,000	1,150,000
Inventories, net	410,748	414,034
Prepaid expense	225,550	96,461
Total current assets	2,858,534	2,906,788
PROPERTY AND EQUIPMENT, NET	410,944	435,268
OTHER ASSETS		
Investment in GlamSmile Asia Ltd	1,632,210	1,366,813
Investment in MFI (Note 3)	801,104	828,828
Patents, net	—	7,099
Total assets	$ 5,702,792	$ 5,544,796
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES:		
Current portion, long term debt	$ 2,222,468	$ 2,172,467
Accounts payable	789,270	846,773
Accrued liabilities	347,857	334,748
Deferred revenue	73,431	87,747
Total current liabilities	3,433,026	3,441,735
EQUITY:		
Preferred Stock $0.001 par value (10,000,000 shares authorized, none issued and outstanding)	—	—
Common stock, $0.001 par value; (50,000,000 shares authorized, 19,995,969 shares issued and outstanding at March 31, 2016 and March 31, 2015 respectively)	19,996	19,996
Treasury stock, at cost; 723,000 shares outstanding at March 31, 2016 and March 31, 2015 respectively	(831,450)	(831,450)
Additional paid-in capital	24,906,269	24,906,269
Accumulated deficit	(20,814,102)	(20,974,904)
Accumulated other comprehensive income (loss)	(1,195,181)	(1,185,097)
Obligation to issue shares (Note 3)	97,500	97,500
Total Remedent, Inc. stockholders' equity	2,183,032	2,032,314
Non-controlling interest	86,734	70,747
Total stockholders' equity	2,269,766	2,103,061
Total liabilities and equity	$ 5,702,792	$ 5,544,796

COMMITMENTS (Note 18)
The accompanying notes are an integral part of these consolidated financial statements.

REMEDENT, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the years ended March 31,	
	2016	**2015**
Net sales	$ 2,770,092	$ 3,616,355
Cost of sales	817,391	1,280,406
Gross profit	1,952,701	2,335,949
Operating Expenses		
Research and development	8,781	61,246
Sales and marketing	493,795	756,233
General and administrative	1,284,444	1,158,279
Depreciation and amortization	158,463	254,776
TOTAL OPERATING EXPENSES	1,945,483	2,230,534
OPERATING INCOME (LOSS)	7,218	105,415
NON-OPERATING INCOME (EXPENSE)		
Equity income from investments	265,397	106,663
Interest expense	(63,443)	(75,060)
Interest income	11,323	(35,975)
Other expense	(20,768)	63,000
TOTAL OTHER INCOME	192,509	58,628
PROFIT (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	199,727	164,043
Income tax expense	(22,938)	(30,565)
NET INCOME BEFORE NON-CONTROLLING INTEREST	176,789	133,478
NET INCOME ATTRIBUTABLE TO NON-CONTROLLING INTEREST	(15,987)	(28,319)
NET INCOME ATTRIBUTABLE TO REMEDENT INC. COMMON SHAREHOLDERS	$ 160,802	$ 105,159
PROFIT (LOSS) PER SHARE		
Basic	$ 0.01	$ 0.01
Fully diluted	$ 0.01	$ 0.01
WEIGHTED AVERAGE SHARES OUTSTANDING		
Basic	19,995,969	19,995,969
Fully diluted	19,995,969	19,995,969

The accompanying notes are an integral part of these consolidated financial statements.

REMEDENT, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	For the year ended March 31,	
	2016	**2015**
Net Profit attributable to Remedent, Inc. common shareholders	$ 160,802	$ 105,159
OTHER COMPREHENSIVE INCOME (LOSS):		
Fair value adjustment on AFS investment MFI	(27,724)	(129,824)
Foreign currency translation adjustment	17,640	(261,891)
COMPREHENSIVE PROFIT(LOSS) ATTRIBUTABLE TO REMEDENT, INC. common shareholders	$ 150,718	$ (286,556)

The accompanying notes are an integral part of these consolidated financial statements.

REMEDENT, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE YEARS ENDED MARCH 31, 2015 AND 2014

	Shares	Amount	Additional Paid in Capital	Obligation to Issue Shares	Accumulated Deficit	Treasury Stock	Other Comprehensive Income (Loss)	Total	Non-controlling Interest (net of OCI)	Total
		$	$	$	$	$	$	$	$	$
Balance, March 31, 2014	19,995,969	19,996	24,906,269	97,500	(21,080,063)	(831,450))	(793,382)	2,318,870	—	2,318,870
Unrealized foreign exchange gain (loss)	—	—	—	—	—	—	(391,715)	(391,715)	42,428	(349,287)
Net income for the year	—	—	—	—	105,159	—	—	105,159	28,319	133,478
Balance, March 31, 2015	19,995,969	19,996	24,906,269	97,500	(20,974,904)	(831,450)	(1,185,097)	2,032,314	70,747	2,103,061
Unrealized foreign exchange gain (loss)	—	—	—	—	—	—	(10,084)	(10,084)	—	(10,084)
Net income for the year	—	—	—	—	160,802	—	—	160,802	15,987	176,789
Balance, March 31, 2016	19,995,969	19,996	24,906,269	97,500	**20,814,102**	**(831,450)**	**(1,195,181)**	**2,183,032**	**86,734**	**2,269,766**

The accompanying notes are an integral part of these consolidated financial statements.

REMEDENT, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended March 31,	
	2016	**2015**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit	$ 176,789	$ 133,478
Adjustments to reconcile net profit to net cash used by operating activities:		
Depreciation and amortization	158,463	254,776
Inventory reserve	(52,683)	(82,570)
Allowance for doubtful accounts	35,849	2,620
Investment income	(265,397)	(106,663)
Changes in operating assets and liabilities:		
Accounts receivable	(130,658)	(59,566)
Inventories	3,286	185,217
Prepaid expenses	(129,089)	32,117
Accrued interest on long term debt	50,001	—
Accounts payable	(48,473)	239,128
Accrued liabilities	13,109	(115,556)
Due to related parties	—	(145,909)
Deferred revenue	(14,310)	(36,504)
Net cash used by operating activities	(203,113)	300,568
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of equipment	(116,310)	(240,529)
Net cash used by investing activities	(116,310)	(240,529)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayments of capital lease note payable	—	(84,936)
(Repayments) of line of credit	—	(273,200)
Net cash provided by financing activities	—	(358,136)
NET (DECREASE) IN CASH	(319,423)	(298,097)
Effect of exchange rate changes on cash and cash equivalents	14,708	(78,040)
CASH AND CASH EQUIVALENTS, BEGINNING	399,149	775,286
CASH AND CASH EQUIVALENTS, ENDING	$ 94,434	$ 399,149
Supplemental Cash Flow Information :		
Interest paid	$ 13,423	$ 25,060
Income taxes paid	$ —	$ —

The accompanying notes are an integral part of these consolidated financial statements.

1. DESCRIPTION OF THE COMPANY AND BASIS OF PRESENTATION

The Company is a manufacturer and distributor of cosmetic dentistry products, including a full line of professional dental tooth whitening products which are distributed in Europe, Asia and the United States. The Company manufactures many of its products in its facility in Ghent, Belgium as well as outsourced manufacturing in Beijing, China. The Company distributes its products using both its own internal sales force and through the use of third party distributors.

In these notes, the terms "Remedent", "Company", "we", "us" or "our" mean Remedent, Inc. and all of its subsidiaries, whose operations are included in these consolidated financial statements.

The Company's financial statements have been prepared on an accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the periods presented have been reflected herein.

These financial statements of the Company are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. Despite the net profit for the accounting years ending March 31, 2016 and March 31, 2015, the accumulated losses of the past affect the financial situation of the Company. The continuation of the Company as a going concern is dependent upon the Company's ability to continue to generate profitable operations. As of March 31, 2016 the Company had a working capital deficit of $574,492, and an accumulated deficit of $20,814,102. Additional funding may be required in order to support the Company's operations and the execution of its business plan.

There can be no assurance that the Company will be successful in raising the required capital or that it will ultimately attain a successful level of operations. These risks, among others, are also discussed in ITEM 1A – Risk Factors.

The Company has conducted a subsequent events review through the date the financial statements were issued, and has concluded that there were no subsequent events requiring adjustments or additional disclosures to the Company's financial statements at March 31, 2016.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Principles of Consolidation

The accompanying consolidated financial statements include the accounts of: Remedent N.V. (incorporated in Belgium) located in Ghent, Belgium, Remedent Professional, Inc. and Remedent Professional Holdings, Inc. (both incorporated in California and inactive), Glamtech-USA, Inc. (a Delaware corporation acquired effective August 24, 2008), Remedent N.V.'s 50 % owned subsidiary, Biotech Dental Benelux N.V., a Belgium private company located in Ghent, Remedent N.V.'s 51% owned subsidiary, GlamSmile Deutschland GmbH, a German private company located in Munich (effective March 31, 2014 this subsidiary is inactive) and Remedent N.V.'s 80 % owned subsidiary, GlamSmile Rome, an Italian private company located in Rome (effective March 31, 2014 this subsidiary is inactive).

Remedent N.V. owns 21.51 % of Glamsmile Dental Technology Ltd., a Cayman Islands company ("Glamsmile Dental"). The subsidiaries of Glamsmile Dental include: Glamsmile (Asia) Limited, a company organized and existing under the laws of Hong Kong, Beijing Glamsmile Technology Development Ltd., a 100% owned subsidiary or GlamSmile Asia, its 80% owned subsidiary Beijing Glamsmile Trading Co., Ltd. and its 98% owned subsidiary Beijing Glamsmile Dental Clinic Co., Ltd., including its 100% owned Shanghai Glamsmile Dental Clinic Co., Ltd., its 100% owned Guangzhou Dental Clinic Co., Ltd. and its 50% owned Whenzhou GlamSmile Dental Clinic Ltd., which are accounted for using the equity method after January 31, 2012 (see Note 3 – Long-term Investment)

Remedent, Inc. is a holding company with headquarters in Ghent, Belgium. Remedent Professional, Inc. and Remedent Professional Holdings, Inc. have been dormant since inception.

For all periods presented, all significant inter-company accounts and transactions have been eliminated in the consolidated financial statements and corporate administrative costs are not allocated to subsidiaries.

Pervasiveness of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, the Company evaluates estimates and judgments, including those related to revenue, bad debts, inventories, fixed assets, intangible assets, stock based compensation, income taxes, and contingencies. Estimates are based on historical experience and on various other assumptions that the Company believes reasonable in the circumstances. The results form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue from product sales when persuasive evidence of a sale exists: that is, a product is shipped under an agreement with a customer; risk of loss and title has passed to the customer; the fee is fixed or determinable; and collection of the resulting receivable is reasonably assured. Sales allowances are estimated based upon historical experience of sales returns.

Revenues from product sales are recognized when the product is shipped and title and risk of loss has passed to the customer, typically upon delivery and when the quantity and price is fixed and determinable, and when collectability is reasonable assured.

Upfront fees are recognized upon the date of the agreement (i.e. point of sale) because they relate solely to the sale of territories (that are sold in perpetuity), are non-refundable, and are not contingent upon additional deliverables.

We have evaluated all deliverables in our contracts (per ASC 605-25-5) ((a) territory & (b) manufacturing/marketing training & development fees) and determined that they are separate, as follows:

- Both (a) & (b) have value to our customers on a standalone basis and can be sold by our customers separately.

- Delivery or performance of the undelivered item or items is considered probable and substantially in our control.

Our development fees/milestone payments are recognized in accordance with the Milestone Method pursuant to FASB ASC 605. Revenues from milestones related to an arrangement under which we have continuing performance obligations i.e. specifically scheduled training and development activities, if deemed substantive, are recognized as revenue upon achievement of the milestone. Milestones are considered substantive if all of the following conditions are met: (a) the milestone is non-refundable; (b) achievement of the milestone was not reasonably assured at the inception of the arrangement; (c) substantive effort is involved to achieve the milestone; and (d) the amount of the milestone appears reasonable in relation to the effort expended. If any of these conditions is not met, the milestone payment is deferred and recognized as revenue as we complete our performance obligations.

We receive royalty revenues under license agreements with third parties that sell products based on technology developed by us or to which we have rights. The license agreements provide for the payment of royalties to us based on sales of the licensed product. We record these revenues as earned monthly, based on reports from our licensees.

Shipping and Handling

Shipping and handling costs are included as a component of cost of sales. Shipping and handling costs billed to customers are included in sales.

Impairment of Long-Lived Assets

Long-lived assets consist primarily of patents and property and equipment. The recoverability of long-lived assets is evaluated by an analysis of operating results and consideration of other significant events or changes in the business environment. If impairment exists, the carrying amount of the long-lived assets is reduced to its estimated fair value, less any costs associated with the final settlement. To date, management has not identified any impairment of property and equipment. There can be no assurance, however, that market conditions or demands for the Company's services will not change which could result in future long-lived asset impairment.

Business Combinations

On April 1, 2010, the Company adopted the new accounting guidance for business combinations according to FASB Codification ASC 805, *Business Combinations* . This guidance establishes principles and requirements for the reporting entity in a business combination, including recognition and measurement in the financial statements of the identifiable assets acquired, the liabilities assumed, goodwill, and any non-controlling interest in the acquire, as well as disclosure requirements to enable financial statement users to evaluate the nature and financial effects of the business combination. Additionally, it provides guidance for identifying a business combination, measuring the acquisition date, and defining the measurement period for adjusting provisional amounts recorded. The implementation of this standard did not have an impact on the Company's consolidated financial statements.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash or cash equivalents.

Non-Controlling Interest

The Company adopted ASC Topic 810 *Non-controlling Interests in Consolidated Financial Statements — an Amendment of Accounting Research Bulletin No. 51* as of April 1, 2009. SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the non-controlling interest, changes in a parent's ownership interest and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. ASC Topic 810 also establishes reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interest of the parent and the interests of the non-controlling owner. The adoption of ASC Topic 810 impacted the presentation of our consolidated financial position, results of operations and cash flows.

Fair Value of Financial Instruments

The Company applies the provisions of accounting guidance, FASB Topic ASC 820 that requires all entities to disclose the fair value of financial instruments, both assets and liabilities recognized and not recognized on the balance sheet, for which it is practicable to estimate fair value, and defines fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties.

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities, line of credit, short term and long-term debt. The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate their respective fair values because of the short maturities of those instruments. The Company's investment in MFI is classified as an available for sale investment with all subsequent gains and losses recorded in other comprehensive income until realized. The Company's long-term debt consists of its revolving credit facility and long-term capital lease obligations. The carrying value of the revolving credit facility approximates fair value because of its variable short-term interest rates. The fair value of the Company's long-term capital lease obligations is based on current rates for similar financing. The Company adopted the provisions of Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures. ASC 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1 – Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.
Level 2 – Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other then quoted prices that are observable, and inputs derived from or corroborated by observable market data.
Level 3 – Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The availability of inputs observable in the market varies from instrument to instrument and depends on a variety of factors including the type of instrument, whether the instrument is actively traded, and other characteristics particular to the transaction. For many financial instruments, pricing inputs are readily observable in the market, the valuation methodology used is widely accepted by market participants, and the valuation does not require significant management discretion. For other financial instruments, pricing inputs are less observable in the market and may require management judgment.

Accounts Receivable and Allowance for Doubtful Accounts

The Company sells professional dental equipment to various companies, primarily to distributors located in Western Europe, Middle East, the United States of America, Asia and China. The terms of sales vary by customer, however, generally are 2% 10 days, net 30 days. Accounts receivable is reported at net realizable value and net of allowance for doubtful accounts. The Company uses the allowance method to account for uncollectible accounts receivable. The Company's estimate is based on historical collection experience and a review of the current status of trade accounts receivable.

Inventories

The Company purchases certain of its products in components that require assembly prior to shipment to customers. All other products are purchased as finished goods ready to ship to customers.

The Company writes down inventories for estimated obsolescence to estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected, then additional inventory write-downs may be required. Inventory reserves for obsolescence totaled $352,841 at March 31, 2016 and $394,932 at March 31, 2015.

Prepaid Expense

The Company's prepaid expense consists of prepayments to suppliers for inventory purchases and to the Belgium customs department, to obtain an exemption of direct VAT payments for imported goods out of the European Union ("EU"). This prepayment serves as a guarantee to obtain the facility to pay VAT at the moment of sale and not at the moment of importing goods at the border. Prepaid expenses also include VAT payments made for goods and services in excess of VAT payments received from the sale of products as well as amounts for other prepaid operating expenses.

Property and Equipment

Property and equipment are stated at cost. Major renewals and improvements are charged to the asset accounts while replacements, maintenance and repairs, which do not improve or extend the lives of the respective assets, are expensed. At the time property and equipment are retired or otherwise disposed of, the asset and related accumulated depreciation accounts are relieved of the applicable amounts. Gains or losses from retirements or sales are credited or charged to income.

The Company depreciates its property and equipment for financial reporting purposes using the straight-line method based upon the following useful lives of the assets:

Tooling	3 Years
Furniture and fixtures	4 Years
Machinery and Equipment	4 Years

Patents

Patents consist of the costs incurred to purchase patent rights and are reported net of accumulated amortization. Patents are amortized using the straight-line method over a period based on their contractual lives.

Research and Development Costs

The Company expenses research and development costs as incurred.

Advertising

Costs incurred for producing and communicating advertising are expensed when incurred and included in sales and marketing and general and administrative expenses. For the years ended March 31, 2016 and March 31, 2015, advertising expense was $237,608 and $386,337, respectively.

Income taxes

Income taxes are accounted for under the asset and liability method as stipulated by Accounting Standards Codification ("ASC") 740 formerly Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes". Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities or a change in tax rate is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced to estimated amounts to be realized by the use of a valuation allowance. A valuation allowance is applied when in management's view it is more likely than not (50%) that such deferred tax will not be utilized.

Effective February 1, 2008, the Company adopted certain provisions under ASC Topic 740, Income Taxes, ("ASC 740"), which provide interpretative guidance for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Effective with the Company's adoption of these provisions, interest related to the unrecognized tax benefits is recognized in the financial statements as a component of income taxes. The adoption of ASC 740 did not have an impact on the Company's financial position and results of operations.

In the unlikely event that an uncertain tax position exists in which the Company could incur income taxes, the Company would evaluate whether there is a probability that the uncertain tax position taken would be sustained upon examination by the taxing authorities. Reserves for uncertain tax position would then be recorded if the Company determined it is probable that a position would not be sustained upon examination or if a payment would have to be made to a taxing authority and the amount is reasonably estimable. As of March 31, 2016, the Company does not believe it has any uncertain tax positions that would result in the Company having a liability to the taxing authorities.

Warranties

The Company typically warrants its products against defects in material and workmanship for a period of 24 months from shipment.

A tabular reconciliation of the Company's aggregate product warranty liability for the reporting period is as follows:

	Year ended March 31, 2016	Year ended March 31, 2015
Product warranty liability:		
Opening balance	$ 5,421	$ 6,899
Accruals for product warranties issued in the period	274	(1,478)
Adjustments to liabilities for pre-existing warranties	—	—
Ending liability	$ 5,695	$ 5,421

Based upon historical trends and warranties provided by the Company's suppliers and sub-contractors, the Company has made a provision for warranty costs of $5,695 and $5,421 as of March 31, 2016 and March 31, 2015, respectively.

Segment Reporting

"Disclosure About Segments of an Enterprise and Related Information" requires use of the "management approach" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. Reportable segments are based on products and services, geography, legal structure, management structure, or any other manner in which management disaggregates a company. The Company's management considers its business to comprise one segment for reporting purposes.

Computation of Earnings (Loss) per Share

Basic net income (loss) per common share is computed by dividing net income (loss) attributable to common stockholders by the weighted average number of shares of common stock outstanding during the period. Net income (loss) per common share attributable to common stockholders assuming dilution is computed by dividing net income by the weighted average number of shares of common stock outstanding plus the number of additional common shares that would have been outstanding if all dilutive potential common shares had been issued.

On April 1, 2009, the Company adopted changes issued by the FASB to the calculation of earnings per share. These changes state that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method for all periods presented. The adoption of this change had no impact on the Company's basic or diluted net loss per share because the Company has never issued any share-based awards that contain non-forfeitable rights.

At each of March 31, 2016 and 2015, the Company had 19,995,969, shares of common stock issued and outstanding. At March 31, 2016 and 2015, the Company did not have any warrants outstanding, but had 1,507,500 and 1,582,500 options outstanding, respectively.

Pursuant to ASC 260-10-50-1(c), if a fully diluted share calculation was computed for the years ended March 31, 2016 and 2015 respectively, it would have excluded all options respectively since the Company's average share trading price during the last two year period was less than the exercise price of all options.

Conversion of Foreign Currencies

The reporting and functional currency for the consolidated financial statements of the Company is the U.S. dollar. The home currency for the Company's European subsidiaries, Remedent N.V., Biotech Dental Benelux N.V. GlamSmile Rome and GlamSmile Deutschland GmbH, is the Euro, for Glamsmile Asia Ltd., and its subsidiaries, the Hong Kong dollar and the Chinese Renmimbi ("RMB") for Mainland China. The assets and liabilities of companies whose functional currency is other that the U.S. dollar are included in the consolidation by translating the assets and liabilities at the exchange rates applicable at the end of the reporting period. The statements of income of such companies are translated at the average exchange rates during the applicable period. Translation gains or losses are accumulated as a separate component of stockholders' equity.

Comprehensive Income (Loss)

Comprehensive income (loss) includes all changes in equity except those resulting from investments by owners and distributions to owners, including accumulated foreign currency translation, and unrealized gains or losses on 'Available For Sale (AFS)' securities.

Stock Based Compensation

The Company has a stock-based compensation plan which is described more fully in Note 15. The Company measures the compensation cost of stock options and other stock-based awards to employees and directors at fair value at the grant date and recognizes compensation expense over the requisite service period for awards expected to vest.

Except for transactions with employees and directors, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. Additionally, the Company has determined that the dates used to value the transaction are either:

(1) The date at which a commitment for performance by the counter party to earn the equity instruments is established; or

(2) The date at which the counter party's performance is complete.

New Accounting Pronouncements

Recent Accounting Pronouncements Not Yet Adopted

In March 2016, the FASB issued ASU 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* . ASU 2016-09 impacts several aspects of the accounting for share-based payment transactions, including classification of certain items on the Consolidated Statement of Cash Flows and accounting for income taxes. Specifically, the ASU requires that excess tax benefits and tax deficiencies (the difference between the deduction for tax purposes and the compensation cost recognized for financial reporting purposes) be recognized as income tax expense or benefit in the Consolidated Statement of Operations, introducing a new element of volatility to the provision for income taxes. ASU 2016-09 is effective on January 1, 2017, with early adoption permitted. The transition method varies for each of the areas in the ASU. We have not yet determined the effect of the ASU 2016-09 on our consolidated financial statements nor have we selected a transition date.

In March 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal Versus Agent Considerations (Reporting Revenue Gross Versus Net)* . The amendments address how an entity should assess whether it is the principal or the agent in contracts that include three or more parties. The ASU clarifies that an entity should evaluate whether it is the principal or the agent for each specified good or service promised in a contract with a customer. The amendments affect the guidance in ASU 2014-09, *Revenue from Contracts with Customers,* which is not yet effective. The effective date and transition requirements for the amendments in this ASU are the same as the effective date and transition of ASU 2014-09, which will be effective for the Company for reporting periods beginning after December 15, 2017. The Company does not expect these amendments to have a material effect on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-07, *Investments - Equity Method and Joint Ventures (Topic 323)* . This amendment eliminates the requirement to retroactively adopt the equity method of accounting when a previous investment becomes qualified as a result of an increase in the level of ownership interest or degree of influence. ASU 2016-07 is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal periods. Early adoption is permitted. The Company adopted this ASU in the first quarter of 2016 with no impact on the Company's consolidated financial statements in January 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-01, *Financial Instruments-Overall (Topic 825): Recognition and Measurement of Financial Assets and Financial Liabilities* . ASU 2016-01 changes how entities account for and measure the fair value of certain equity investments and updates the presentation and disclosure of certain financial assets and liabilities. This new guidance is effective for annual and interim periods beginning on or after December 15, 2017, and for interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impact that ASU 2016-01 will have on the Company's consolidated financial position and disclosures.

In November 2015, the FASB issued ASU 2015-17 (ASC Topic 740), *Income Taxes Balance Sheet Classification of Deferred Taxes* . The amendments in this Update are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted by all entities as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact of the new guidance however we do not expect its application to have a significant impact upon our consolidated financial statements.

In September 2015, the FASB issued ASU 2015-16, " *Simplifying the Accounting for Measurement-Period Adjustments* ," which eliminates the requirement for an acquirer to retrospectively adjust the financial statements for measurement-period adjustments that occur in periods after a business combination is consummated. These changes become effective for the Company's fiscal year beginning April 1, 2016. The Company does not expect its application to have a significant impact upon our consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, " *Simplifying the Measurement of Inventory* ," which provides a revised, simpler measurement for inventory to be measured at the lower of cost and net realizable value. These changes become effective for the Company's fiscal year beginning April 1, 2018. The Company is currently evaluating the potential impact of these changes on the Company's consolidated financial position, results of operations, and cash flows.

In April 2015, the FASB issued Accounting Standards Update No. 2015-03, *Interest - Imputation of Interest* ("ASU 2015-03"), which requires that transaction costs related to the issuance of debt be deducted from the carrying value of the financial liability and not recorded as separate assets. ASU 2015-03 will become effective for the Company on April 1, 2016 and early adoption is permitted. The guidance is to be applied on a retrospective basis. The does not expect its application to have a significant impact upon our consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, " *Amendments to the Consolidation Analysis* ," which amends the consolidation requirements in ASC 810. These changes become effective for the Company's fiscal year beginning April 1, 2016. The Company does not expect its application to have a significant impact upon our consolidated financial statements.

In January 2015, the FASB issued ASU No. 2015-01, Income Statement - Extraordinary and Unusual Items (Subtopic 225-20), which eliminates the concept of extraordinary items from GAAP as part of its simplification initiative. The ASU does not affect disclosure guidance for events or transactions that are unusual in nature or infrequent in their occurrence. The ASU is effective for interim and annual periods in fiscal years beginning after December 15, 2015. These changes become effective for the Company's fiscal year beginning April 1, 2016.The ASU allows prospective or retrospective application. The Company does not expect the adoption of this amendment to have a material impact on its consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, *"Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern"* , which provides guidance on determining when and how reporting entities must disclose going-concern uncertainties in their financial statements. The ASU requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date of issuance of the entity's financial statements (or within one year after the date on which the financial statements are available to be issued, when applicable). Further, an entity must provide certain disclosures if there is "substantial doubt about the entity's ability to continue as a going concern." This ASU is effective for annual periods ending after December 15, 2017, and interim periods thereafter; early adoption is permitted. The Company does not expect the adoption of this amendment to have a material impact on its consolidated financial statements.

In June 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-12, *"Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period"* . The ASU requires that a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition. A reporting entity should apply existing guidance in Topic 718 as it relates to awards with performance conditions that affect vesting to account for such awards. In July 2015, the FASB voted to defer the effective date of this ASU for one year, revising the effective date for interim and annual periods beginning after December 15, 2016. Early adoption is permitted. The Company does not anticipate the adoption of this ASU will have a material impact on its consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. In July 2015, the FASB approved a one-year deferral of the effective date of the new revenue recognition standard. The new standard will become effective for the Company on April 1, 2018 and the Company has the option to adopt it effective April 1, 2017. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected an adoption date, a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

3 . LONG-TERM INVESTMENTS

GLAMSMILE ASIA LTD.

Acquisition

Effective January 1, 2010 the Company acquired 50.98% of the issued and outstanding shares of Glamsmile Asia Ltd. ("Glamsmile Asia" or "Glamsmile"), a private Hong Kong company, with subsidiaries in Hong Kong and Mainland China, in exchange for the following consideration:

1. 325,000 Euro (US$466,725). As of March 31, 2011 the full amount was paid.
2. 250,000 shares of common stock to be issued during the fiscal year ended March 31, 2011($97,500 was recorded as an obligation to issue shares as at March 31, 2010). The parties have agreed that the shares will be issued during fiscal year ended March 31, 2016.
3. 100,000 options on closing (issued);
4. 100,000 options per opened store at closing (issued);
5. 100,000 options for each additional store opened before the end of 2011 at the price of the opening date of the store;
6. Assumption of Glamsmile's January 1, 2010 deficit of $73,302.; and
7. Repayment of the founding shareholder's original advances in the amount of $196,599. The balance of $196,599, recorded as due to related parties at March 31, 2010, is unsecured, non-interest bearing and has no specific terms of repayment other than it will be paid out of revenues from Glamsmile, as working capital allows. During the year ended March 31, 2011 a total of $101,245 was paid to the founding shareholder, leaving a balance due of $95,354 on June 27, 2011. As at March 31, 2012 the full amount was paid.

All options reside under the Company's option plan and are five year options.

Also pursuant to the agreement, the Company granted irrevocable right to Glamsmile Asia to use the Glamsmile trademark in Greater China.

The Company acquired a 50.98% interest in GlamSmile Asia Ltd. ("GlamSmile Asia") in order to obtain a platform in the Chinese Market to expand and introduce our GlamSmile Asia concept into the Chinese Market. In order to sell into the Chinese Market, an approval by Chinese Authorities is required, in the form of licenses. As GlamSmile Asia was already the owner of such licenses prior to the acquisition, this was an important advantage. We obtained control of GlamSmile Asia through the acquisition of the 50.98% interest and the appointment of our CEO as a Board member of GlamSmile Asia.

On January 30, 2014, the Company has sold a total of 2,500,000 ordinary shares of its investment in GlamSmile Dental Technology Ltd for $3,000,000 and recognized a gain on the sale in the amount of $1,582,597. As of March 31, 2014 the Company has received $1,850,000 and has recorded the balance of $1,150,000 as an amount receivable. Effective March 31, 2014 the Company has retained a 21.51% ownership in GlamSmile Asia Ltd.

The Company has measured its 21.51% ownership in GlamSmile Asia Ltd. at historical cost. As of March 31, 2016, the investment in GlamSmile Asia was fair valued using the income approach and no impairment indicators have been identified.

Deconsolidation

On January 28, 2012, the Company entered into a Preference A Shares and Preference A-1 Shares Purchase Agreement ("Share Purchase Agreement") with Glamsmile Dental Technology Ltd., a Cayman Islands company and a subsidiary of the Company ("Glamsmile Dental"), Glamsmile (Asia) Limited, a company organized and existing under the laws of Hong Kong and a substantially owned subsidiary of Glamsmile Dental, Beijing Glamsmile Technology Development Ltd., Beijing Glamsmile Trading Co., Ltd., Beijing Glamsmile Dental Clinic Co., Ltd., and Shanghai Glamsmile Dental Clinic Co., Ltd., Gallant Network Limited, a shareholder of Glamsmile Dental ("Gallant"), and IDG-Accel China Growth Fund III L.P. ("IDG Growth"), IDG-Accel China III Investors L.P.("IDG Investors") and Crown Link Group Limited ("Crown")("IDG Growth, IDG Investors and Crown collectively referred to as the "Investors"), pursuant to which the Investors agreed to (i) purchase from the Company an aggregate of 2,857,143 shares of Preference A-1 Shares of Glamsmile Dental, which represents all of the issued and outstanding Preference A-1 Shares of Glamsmile Dental, for an aggregate purchase price of $2,000,000, and (ii) purchase from Glamsmile Dental an aggregate of 5,000,000 shares of Preference A Shares for an aggregate purchase price of $5,000,000.

Under the terms of the Share Purchase Agreement, the Company agreed (a) to indemnify the Investors and their respective affiliates for losses arising out of a breach, or inaccuracy or misrepresentation in any representation or warranty made by the Company or a breach or violation of a covenant or agreement made by the Company for up to $1,500,000, and (b) to transfer 500,000 shares of Glamsmile Dental owned by the Company to the Investors in the event of breach of certain covenants by the Company. In connection with the Share Purchase Agreement, the Company also agreed to enter into an Investor's Rights Agreement, Right of First Refusal and Co-Sale Agreement, and Voting Agreement with the parties.

In addition, in connection with the contemplated transactions in the Share Purchase Agreement on January 20, 2012, the Company entered into a Distribution, License and Manufacturing Agreement with Glamsmile Dental pursuant to which the Company appointed Glamsmile Dental as the exclusive distributor and licensee of Glamsmile Veneer Products bearing the "Glamsmile" name and mark in the B2C Market in the People's Republic of China (including Hong Kong and Macau) and Republic of China (Taiwan) and granted related manufacturing rights and licenses in exchange for the original issuance of 2,857,143 shares of Preference A-1 Shares of Glamsmile Dental and $250,000 (the receipt of which was acknowledged as an offset to payment of certain invoices of Glamsmile (Asia) Limited).

On February 10, 2012, the sale of the Preference A-1 Shares and the Preference A Shares was completed. As a result of the closing, the equity ownership of Glamsmile Dental, on an as converted basis, is as follows: 31.4% by the Investors, 39.2 % by Gallant, and 29.4% by the Company. Mr. De Vreese, our chairman, will remain as a director of Glamsmile Dental along with Mr. David Lok, who is the Chief Executive Officer and director of Glamsmile Dental and principal of Gallant. The Investors have a right to appoint one director of Glamsmile Dental, and accordingly the Board of Directors of Glamsmile Dental will consist of Mr. De Vreese, Mr. Lok and a director appointed by the Investors.

In conjunction with the transaction and resulting deconsolidation of Glamsmile Dental, the Company recorded a gain of $1,470,776, calculated as follows:

Consideration received	$ 2,000,000
Fair value of 29.4% interest	2,055,884
Carrying value of non-controlling interest	1,117,938
Less: carrying value of former subsidiary's net assets	(2,002,329)
Goodwill	(699,635)
Investment China & Hong Kong	(1,082)
Rescission agreement Excelsior (Note 14)	(1,000,000)
	$ 1,470,776

For the year ended March 31, 2016, the Company recorded equity income of $265,397 (2015 - $106,663) in "Equity income from investments " for its portion of the net income recorded by GlamSmile Dental Technology Ltd.

The following tables represent the summary financial information of GlamSmile Asia as derived from its financial statements and prepared under US GAAP:

Operating data:	**March 31, 2016**	**March 31, 2015**
Revenues	$ 6,838,131	$ 7,956,703
Gross profit	6,038,504	7,167,796
Income (loss) from operations	1,582,662	695,875
Net income	$ 1,233,832	$ 495,878

MEDICAL FRANCHISES & INVESTMENTS

Effective March 31, 2013, the Company acquired 6.12% of the issued and outstanding shares of Medical Franchises & Investments N.V., a Belgium corporation ("MFI NV") in exchange for a cash prepayment of $314,778 that was made during the fiscal year ended March 31, 2012. The Company's investment in 70,334 shares of MFI NV has been recorded at the fair value of $787,339 which is the quoted market price of approximately USD $11.19 (€8.70) per share. Because the investment is being recognized as an available-for-sale investment, an unrecognized loss of $27,724 due to exchange differences (2015 - $129,824) has been recorded in accumulated other comprehensive income. Future unrealized gains and losses on the investment in MFI will also be recognized in other comprehensive income until realized.

Per ASC-320-10-25-1, investments in debt and equity securities that have readily determinable fair values and are not classified as trading or held-to-maturity securities, are classified as available-for-sale securities.

MFI NV has been founded to market an advance in dental technology which has the potential to replace the process of making mechanical impressions of teeth and bite structures with a digital/optical scan.

4. SHORT TERM LOAN

Effective December 3, 2012, the Company entered into a Loan Agreement (the "Loan Agreement") with BNP Paribas Fortis Bank, a Belgian Bank, pursuant to which the Company borrowed $132,820 (€100.000). The loan bears interest of 3.68% per annum and is repayable in 24 equal monthly installments of € 4,331 ($5,154 at the closing rate of December 31, 2014). No additional guaranties (see note 13) secured debt agreements (2)) were required. As of December 17, 2014 the loan was fully repaid.

5. CONCENTRATION OF RISK

Financial Instruments — Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of trade accounts receivable.

Concentrations of credit risk with respect to trade receivables are normally limited due to the number of customers comprising the Company's customer base and their dispersion across different geographic areas. At March 31, 2016 five customers accounted for a total of 55.93% of the Company's trade accounts receivable and one of those customers accounted for 33.36% of total accounts receivable. At March 31, 2015 five customers accounted for a total of 66.18% of the Company's trade accounts receivable and one of those customers accounted for 35.34% of total accounts receivable. The Company performs ongoing credit evaluations of its customers and normally does not require collateral to support accounts receivable.

Purchases — The Company has diversified its sources for product components and finished goods and, as a result, the loss of a supplier would not have a material impact on the Company's operations. As at March 31, 2016, the Company had five suppliers who accounted for 35.63% of unpaid accounts payable. As at March 31, 2015, the Company had five suppliers who accounted for 47.93% of unpaid accounts payable.

Revenues — For the year ended March 31, 2016 the Company had five customers that accounted for 73.21% of total revenues. For the year ended March 31, 2015 the Company had five customers that accounted for 54.47% of total revenues.

6. ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS

The Company's accounts receivable at year end were as follows:

	March 31, 2016	March 31, 2015
Accounts receivable, gross	$ 1,063,740	$ 897,233
Less: allowance for doubtful accounts	(85,938)	(50,089)
Accounts receivable, net	$ 977,802	$ 847,144

7. INVENTORIES

Inventories at year end are stated at the lower of cost (first-in, first-out) or net realizable value and consisted of the following:

	March 31, 2016	March 31, 2015
Raw materials	$ 12,365	$ 17,683
Components	144,278	169,855
Finished goods	606,946	621,428
	763,589	808,966
Less: reserve for obsolescence	(352,841)	(394,932)
Net inventory	$ 410,748	$ 414,034

8. PREPAID EXPENSES

Prepaid expenses are summarized as follows:

	March 31, 2016	March 31, 2015
Prepaid materials and components	$ 140,097	$ 23,849
Prepaid consulting	42,203	28,163
VAT payments in excess of VAT receipts	7,951	207
Prepaid rent	26,927	29,813
Other	8,372	14,429
	$ 225,550	$ 96,461

9. PROPERTY AND EQUIPMENT

Property and equipment are summarized as follows:

	March 31, 2016	March 31, 2015
Furniture and Fixtures	$ 468,211	$ 466,374
Machinery and Equipment	2,071,435	1,947,878
	2,539,646	2,414,252
Accumulated depreciation	(2,128,702)	(1,978,984)
Property & equipment, net	$ 410,944	$ 435,268

10. LINE OF CREDIT

The Company has a mixed-use line of credit facility with BNP Paribas Fortis Bank, a Belgian bank (the "Facility"). The Facility is secured by a first lien on the assets of Remedent N.V. and by personal guarantee of the Company's CEO. Effective September 3, 2013 we have agreed to repay our line of credit of € 495.000 (US $589,050) in 10 installments of € 49.500 (US $58,905) + an interest of 3.6 % per year commencing November 1, 2013, with the last payment due on July 31, 2014. The loan was completely repaid in July 2014 and all securities are released by the bank in January 2015.

11. LONG TERM DEBT

Capital Lease Agreements:

On January 15, 2010, the Company entered into a capital lease agreement over a 5 year period for veneer manufacturing equipment totaling €251,903 (US $286,918).

The lease requires a monthly payment of principal and interest at 9.72% and provide for a buyout at the conclusion of the lease terms of 4% of the original value of the contract. Effective March 31, 2015 the capital lease was fully paid.

The net book value as of March 31, 2015 of the equipment subject to the foregoing lease was $Nil as the contract was fully concluded at March 31, 2015.

Secured Debt Agreements (1)

On June 3, 2011, the Company obtained a loan in the principal amount of $1,000,000 (the "Loan") from an unrelated private company, Excelsior Medical (HK) ("EM"). In connection with the Loan, the Company issued a promissory note, with a simple interest rate of 5% per annum, secured by certain assets of the Company (the "Note"). The maturity date of the Loan is June 3, 2014. Interest of $50,000 per annum is payable in cash on an annual basis. The Company is currently in the process of renegotiating the terms of repayment.

Effective as of January 11, 2012, the Company entered into a Rescission Agreement with EM and Asia Best Healthcare Co., Ltd. Under the Rescission Agreement, the Company agreed to repay a total of $1,000,000 received under the Distribution Agreement, plus a simple interest rate of 5%, beginning on June 30, 2012, according to the following payment schedule: (i) $250,000 to be paid no later than June 30, 2012, (ii) $250,000 plus interest on June 30, 2012, (iii) $250,000 plus interest on December 31, 2012, and (iv) $250,000 plus interest on June 30, 2013. The Company also agreed to secure such obligations owed to EM with certain collateral of the Company. During the period ended December 31, 2012 a partial payment of $20,000 in interest has been made. The Company is currently in the process of re-negotiating the terms of repayment.

12. DUE TO RELATED PARTIES AND RELATED PARTY TRANSACTIONS

Transactions with related parties not disclosed elsewhere in these financial statements consisted of the following:

Compensation:

During the years ended March 31, 2016 and 2015 respectively, the Company incurred $151,281 and $195,823 respectively as compensation for all directors and officers.

All related party transactions involving provision of services or tangible assets were recorded at the exchange amount, which is the value established and agreed to by the related parties reflecting arm's length consideration payable for similar services or transfers.

13. ACCRUED LIABILITIES

Accrued liabilities are summarized as follows:

	March 31, 2016	March 31, 2015
Accrued employee benefit taxes and payroll	$ 264,803	$ 244,486
Accrued travel	5,695	5,421
Commissions	—	97
Accrued audit and tax preparation fees	18,940	19,480
Reserve for warranty costs	5,695	5,421
Accrued interest	—	6,554
Accrued consulting fees	5,000	1,500
Tax reserve	23,070	—
VAT to be paid	1,261	—
Other accrued expenses	23,393	51,789
	$ 347,857	$ 334,748

14. INCOME TAXES

The domestic and foreign ("Belgium", "German", "Italian", Hong Kong and China) components of income (loss) before income taxes and minority interest were comprised of the following:

	March 31, 2016	March 31, 2015
Domestic	$ (136,872)	$ (121,369)
Foreign	336,599	285,412
	$ 199,727	$ 164,043

The Company's domestic and foreign components of deferred income taxes are as follows:

	March 31, 2016	March 31, 2015
Domestic — Net operating loss carryforward	$ 7,988,752	$ 7,940,847
Foreign — Net operating loss carryforward	93,882	211,692
Total	8,082,634	8,152,539
Valuation allowance	(8,082,634)	(8,152,539)
Net deferred tax assets	$ —	$ —

Because of the uncertainty surrounding the timing of realizing the benefits of favorable tax attributes in future income tax returns, the Company has placed a valuation allowance against its deferred income tax assets.

The principal reasons for the difference between the income tax (benefit) and the amounts computed by applying the statutory income tax rates to the income (loss) for the year ended March 31, 2016 and March 31, 2015 are as follows:

	March 31, 2016	March 31, 2015
Domestic		
Pre tax income (loss)	$ (136,872)	$ (121,369)
Statutory tax rate	35%	35%
Tax benefit based upon statutory rate	(47,905)	(42,479)
Valuation allowance	47,905	42,479
Net domestic income tax (benefit)	—	—
Foreign		
Pre tax income (loss)	336,599	285,412
Statutory tax rate	35%	35%
Tax expense (benefit) based upon statutory rate	117,810	99,894
Permanent differences	(117,810)	(99,894)
	—	—
Net foreign income tax expense	22,065	30,565
Total Income tax	$ 22,065	$ 30,565

15. EQUITY COMPENSATION PLANS

As of March 31, 2016, the Company had two equity compensation plans approved by its stockholders (1) the 2004 Incentive and Non-statutory Stock Option Plan (the "2004 Plan"); and (2) the 2007 Equity Incentive Plan (the "2007 Plan"). The Company's stockholders approved the 2004 Plan reserving 800,000 shares of common stock of the Company pursuant to an Information Statement on Schedule 14C filed with the Commission on May 9, 2005. Finally, the Company's stockholders approved the 2007 Plan reserving 1,000,000 shares of common stock of the Company pursuant to a Definitive Proxy Statement on Schedule 14A filed with the Commission on October 2, 2007.

In addition to the equity compensation plans approved by the Company's stockholders, the Company has issued options and warrants to individuals pursuant to individual compensation plans not approved by our stockholders. These options and warrants have been issued in exchange for services or goods received by the Company.

The following table provides aggregate information as of March 31, 2016 and March 31, 2015 with respect to all compensation plans (including individual compensation arrangements) under which equity securities are authorized for issuance.

	2004 Plan		2007 Plan		Other	
	Outstanding Options	Weighted Average Exercise Price	Outstanding Options	Weighted Average Exercise Price	Outstanding Options	Weighted Average Exercise Price
Options outstanding and exercisable March 31, 2015	432,500	$ 0.96	1,000,000	$ 1.21	150,000	$ 0.97
Options expired	(75,000)		—		—	
Options outstanding and exercisable March 31, 2016	357,500	$ 0.50	1,000,000	$ 1.21	150,000	$ 0.97
Exercise price range	$ 0.50		$ 1.21		$ 1.75	
Weighted average remaining life	2 years		2.12 years		0.56 years	

A summary of the Company's equity compensation plans approved and not approved by shareholders is as follows:

Plan Category	Number of securities to be issued upon exercise of of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity Compensation Plans approved by security holders	1,445,000	$ 1.17	605,000
Equity Compensation Plans not approved by security holders	820,000	$ 0.97	NA
Total	2,265,000	$ 1.10	605,000

For the years ended March 31, 2016 and March 31, 2015 the Company has not recognized any stock based compensation expense in the consolidated statement of operations.

16. SEGMENT INFORMATION

The Company's only operating segment consists of dental products and oral hygiene products sold by Remedent Inc., Remedent N.V., and Biotech Dental Benelux N.V. in the year ended March 31, 2016 and the year ended March 31, 2015. Our operations are primarily in Europe and Asia and 100% of our sales for the fiscal years ended March 31, 2016 and March 31, 2015 were generated from customers outside of the United States.

17. COMMITMENTS

Real Estate Lease:

The Company leases an office facility of 5,187 square feet in Gent, Belgium from an unrelated party pursuant to a nine year lease commencing September 1, 2008 at a base rent of €5,712 per month for the total location ($6,506 per month at March 31, 2016).

Secondly, the Company leases an office facility of 635 square feet in Brussels, Belgium from an unrelated party pursuant to a nine year lease commencing July 1, 2012 at a base rent of €969 per month for the total location ($1,1040 per month at March 31, 2016).

Real Estate Lease and All Other Leased Equipment:

Minimum monthly lease payments for real estate, and all other leased equipment are as follows based upon the conversion rate for the (Euro) at March 31, 2016:

March 31, 2016	123,417
March 31, 2017	58,843
March 31, 2018	25,043
March 31, 2019	24,524
After five years	17,163
Total:	$ 248,990

18. FINANCIAL INSTRUMENTS

The FASB ASC topic 820 on fair value measurement and disclosures establishes three levels of inputs that may be used to measure fair value: quoted prices in active markets for identical assets or liabilities (referred to as Level 1), observable inputs other than Level 1 that are observable for the asset or liability either directly or indirectly (referred to as Level 2), and unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities (referred to as Level 3).

The carrying values and fair values of our financial instruments are as follows:

		March 31, 2016		March 31, 2015	
	Level	Carrying value	Fair Value	Carrying value	Fair value
Cash	1	94,434	$ 94,434	$ 399,149	$ 399,149
Accounts receivable	2	977,802	$ 977,802	$ 847,144	$ 847,144
Long Term investment and advance - GlamSmile Dental Technology Asia	2	1,632,210	$ 1,632,210	$ 1,366,813	$ 1,366,813
Long term investments and advances MFI	1	801,104	$ 801,104	$ 828,828	$ 828,828
Short term debt	2	—	$ —	$ 2,172,467	$ 2,172,467
Deferred revenue	2	73,431	$ 73,431	$ 87,747	$ 87,747
Accounts payable	2	789,270	$ 789,270	$ 846,773	$ 846,773
Accrued liabilities	2	347,857	$ 347,857	$ 334,748	$ 334,748

The following method was used to estimate the fair values of our financial instruments:

The carrying amount of level 1 and level 2 financial instruments approximates fair value because of the short maturity of the instruments.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies, or similar techniques, and at least one significant model assumption or input is unobservable. Level 3 financial assets also include certain investment securities for which there is limited market activity such that the determination of fair value requires significant judgment or estimation.

The Company reviews the fair value hierarchy classification on a quarterly basis. Changes in the ability to observe valuation inputs may result in a reclassification of levels for certain securities within the fair value hierarchy. The Company's policy is to recognize transfers into and out of levels within the fair value hierarchy at the end of the fiscal quarter in which the actual event or change in circumstances that caused the transfer occurs. There were no significant transfers between Level 1, Level 2, or Level 3 during the fiscal years ended March 31, 2016 or March 31, 2015. When a determination is made to classify an asset or liability within Level 3, the determination is based upon the significance of the unobservable inputs to the overall fair value measurement. The following table provides a reconciliation of the beginning and ending balances of the item measured at fair value on a recurring basis in the table above that used significant unobservable inputs (Level 2):

	Year ended March 31, 2016	Year ended March 31, 2015
Long term investments and advances:		
Beginning balance	$ 1,366,813	$ 1,260,150
Gains (losses) included in net loss	265,397	106,663
Transfers in (out of level 3)	—	—
Ending balance	$ 1,632,210	$ 1,366,813

Exhibit 21.1

List of Subsidiaries of Remedent, Inc.

We have the following wholly owned subsidiaries:

(1) Remedent N.V., a Belgium corporation ("Remedent NV");

(2) Remedent Professional Holdings, Inc., a California corporation;

(3) Remedent Professional, Inc., a California corporation (a subsidiary of Remedent Professional Holdings, Inc.), and

(4) Glamtech-USA, Inc., a Delaware corporation ("Glamtech").

Further, we have ownership interests in the following entities:

(i) GlamSmile Asia Ltd., a private Hong Kong company –Remedent, N.V. has 21.51% ownership interest in GlamSmile Asia Ltd., which has the following subsidiaries: GlamSmile Studio in Hong Kong, GlamSmile Studio's in Mainland China (Beijing,Shanghai, Whenzhou, Guangzhou and Wuhan) and the GlamSmile Production Lab, also located in China (Beijing)

(ii) GlamSmile Deutschland GmbH, a German private company- Remedent N.V. has a 51% ownership interest in GlamSmile Deutschland GmbH. Effective March 31, 2014 this subsidiary is inactive.

(iii) GlamSmile Rome SRL, an Italian private company-Remedent N.V. has 80% ownership interest in GlamSmile Rome SRL. Effective March 31, 2014 this subsidiary is inactive.

(iv) MFI N.V., a Belgium corporation - Remedent N.V. has 6,12% ownership interest in MFI N.V.

(v) GlamSmile Dental Technology Ltd., a Cayman Island company, -Remedent, N.V. owns 21.51% of Glamsmile Dental Technology Ltd. ("Glamsmile Dental"), which owns on its return 100.00% of GlamSmile Asia Ltd (i)

(vi) Beijing Glamsmile Technology Development Ltd.- Glamsmile Dental owns 100% of Beijing Glamsmile Technology Development Ltd. ("Beijing Glamsmile")

(vii) Beijing Glamsmile Trading Co. Ltd- Beijing Glamsmile owns 80% of Beijing Glamsmile Trading Co. Ltd., which has an 98% ownership interest in (A) Beijing Glamsmile Dental Clinic Co., Ltd., (B) a 100% ownership interest in Shanghai Glamsmile Dental Clinic Co., Ltd., (C) a 100 % ownership interest in Guangzhou Glamsmile Dental Clinic Co., Ltd. ., (D) a 100 % ownership interest in Wuhan Glamsmile Dental Clinic Co., Ltd.and (E) a 50 % ownership interest in Wenzhou Glamsmile Dental Clinic Co., Ltd.

(viii) Biotech Dental Benelux N.V., a Belgium corporation – Remedent N.V. has 50% ownership interest in Biotech Dental Benelux N.V.

Exhibit 31.1

CERTIFICATIONS OF THE CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302

I, Guy De Vreese, certify that:

1. I have reviewed this Annual Report on Form 10-K of Remedent, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: June 29, 2016

By: /s/ Guy De Vreese
Name: Guy De Vreese
Title: Chief Executive Officer (Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302

I, Philippe Van Acker, certify that:

1. I have reviewed this Annual Report on Form 10-K of Remedent, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: June 29, 2016

By: /s/ Philippe Van Acker
Name: Philippe Van Acker
Title: Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Remedent, Inc. (the "Company") on Form 10-K for the period ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacities and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: June 29, 2016

By: /s/ Guy De Vreese
Name: Guy De Vreese
Title: Chief Executive Officer (Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Remedent, Inc. (the "Company") on Form 10-K for the period ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacities and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: June 29, 2016

By: /s/ Philippe Van Acker
Name: Philippe Van Acker
Title: Chief Financial Officer (Principal Financial and Accounting Officer)