



COMPACT DISC INDIA LIMITED

Regd. Office : SCO 856, NAC Manimajra,
CHANDIGARH 160 101

Tel: 0172-5076870 / 2734331 Fax: 0172-2733014

E-mail: info@compactdisc.co.in

Dear Shareholder(s)

Postal Ballot Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

Pursuant to the provision of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, notice is hereby given for seeking the consent of the shareholders of the Company for the proposals contained in the draft resolution appended below by means of Postal Ballot.

The proposed special business along with the Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 are being sent to you along with a Postal Ballot Form for your consideration. The Board of Directors have appointed Mr. Sanjeev Sharma, a practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the attached self-addressed, postage prepaid envelope, so as to reach the Scrutinizer before the closing of working hours on January 10, 2012. Please note that any Postal Ballot form(s) received after the said date will be treated as not having been received.

No other form or photocopy thereof is permitted. The Scrutiniser will submit his report to the Chairman and Managing Director of the Company after the completion of the scrutiny of the Postal Ballots. The results will be announced by the Chairman or any Director of the Company on January 16, 2012 at the Registered Office of the Company at SCO 856, NAC, Manimajra, Chandigarh 160 101. The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company's website www.compactdisc.co.in besides communication to the Stock Exchanges where the Company's shares are listed.

SPECIAL BUSINESS

Item No. 1: To Transfer / sell animation films to 'CDI Movies Ltd.' a subsidiary of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a), read with Section 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to such consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (which shall include a Committee of Directors that may be constituted for this purpose) to transfer / sell Animation Films namely Eternal Love and Futebol, produced by the Company i.e. Compact Disc India Ltd., alongwith their business contracts, all assets and liabilities including all licences, permits, trademarks, consents and approvals whatsoever related therewith to CDI Movies Ltd., a subsidiary of the Company, by way of sale or assignment at such consideration and being not lower than the net book value as on the date of transfer and with effect from such date as the Board of Directors of the Company may think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the members of the Company, including finalising the terms and conditions, methods and modes of payment, determining the exact effective date, finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this resolution."

Item No. 2: To transfer Registered Office of the Company from the Union Territory of Chandigarh to the State of Maharashtra.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 17 read with section 146(2) and section 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval / confirmation of the Central Government, Registrar of Companies, Company Law Board and/or other prescribed authority, and enabling provision of the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and prevailing, the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from the Union Territory of Chandigarh to the State of Maharashtra.

RESOLVED FURTHER THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

II

“The Registered Office of the Company shall be situated in the State of Maharashtra.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to obtain requisite approvals and permission and to accept modification / alteration in the above resolution, if any, specified by the aforesaid authorities while granting approvals and permission and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company to give effect to above resolution.”

Item No. 3: To alter Object Clause of the Memorandum of Association

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of section 17 and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) read with section 192A of the Companies Act, 1956 and subject to necessary approvals, consent and permission that may be required in this regard, the main Object Clause of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following:

III (A)

To produce, buy, sell, import, export or otherwise deal in cinematographic films, television films, video films, video cassettes and DVDs. To establish, purchase, take on lease or hire or otherwise acquire and maintain and to sell, give on lease or hire studios, laboratories, cinemas, picture places, halls, theatres, etc. for production, processing and printing of films. To carry on the business of exhibiting and distributing cinematographic films, television films, video films and acquire or selling rights therein. To act as manufacturers, distributors, purchasers and sellers of all kinds of films and to produce and distribute motion pictures and to act as distributors and exhibitors of motion pictures produced by other companies. To carry on the business of film manufacturers, film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, mana picture places and studios. To carry on the business of letting or subletting the use of cinema hall, theatres, picture, places, studios or other machinery, apparatus, building or structure of the Company for the purpose use, exhibitions, display of films, dramatic or theatrical performances, concerts or other entertainment, of amusements or objects allied to or of similar kinds as of the Company and to provide for similar kinds as of the Company and to provide for the production, directions, exhibitions, representation display, whether by mechanical means or otherwise of plays, open air or other theatrical performances, operas, vaudevilles, ballets, pantomime, juggling , mesmetic, yogic hyphotic, spectacular. To carry on the business of production, distribution of films and motion pictures, including the running theatres, cinemas, studios and cinematographic shows and exhibitions.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matter and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company to give effect to above resolution.”

Item No. 4: To change the Name of Company from Compact Disc India Ltd. to CDI International Ltd.

To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution.

(ii)

"RESOLVED THAT pursuant to Section 21 and other applicable provisions of the Companies Act, 1956 and subject to approval of Central Government, Registrar of Companies and/or other prescribed authorities, the name of the Company be and is hereby changed from "Compact Disc India Ltd." to "CDI International Ltd."

RESOLVED FURTHER THAT the name "Compact Disc India Ltd." wherever it occurs in the Memorandum of Association & Articles of Association of the Company and all other documents/papers etc. be substituted by the name "CDI International Ltd."

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matter and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company to give effect to above resolution."

Item No. 5: To issue equity shares on preferential basis u/s 81 (IA) of the Companies Act, 1956

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and prevailing and in terms of the provision of the SEBI (Issue of Capital and Disclosure Requirements Regulation 2009) including any amendment (s) to or re-enactment thereof and subject to applicable Regulations/ Rules / Guidelines issued by Securities & Exchange Board of India (SEBI), Govt. of India, Reserve Bank of India (RBI), Foreign Exchange and Management Act, 1999 (FEMA), Foreign Investment Promotion Board (FIPB), Secretariat for Industrial Assistance (SIA), Financial Institution(s), Stock Exchanges and all other bodies and Institutions, if any, as may be relevant (hereinafter singly or collectively referred to as "the Appropriate Authorities") and subject to such conditions and modification as may be prescribed or imposed by any of them while granting any such consents, permissions, approvals and/or sanctions (hereinafter singly or collectively referred to as "the requisite approvals") and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee(s) consisting of one or more members of the Board and/or one or more officials of the Company appointed by the Board in this behalf, which the Board may constitute to exercise power of the Board) the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of equity shares not more than 3150000 equity shares of the face value of Rs. 10/- each ranking pari passu with the existing shares of the Company, for cash and consideration other than cash to Naksh Media Pvt. Ltd., Mumbai in terms of Agreement dated November 14, 2011, at such price (including premium) being not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Resolution, 2009 on preferential basis, so however that the value of the total shares issued at a price so determined in accordance with chapter VII of SEBI (ICDR) Regulations, 2009 (including premium) aggregating to not more than Rs. 13,70,00,000/- (Rupees thirteen crore seventy lac only) by private placement, in one or more tranches, on such terms and conditions and in such manner as the Board may think fit, without offering the same to any other persons who at the date of offer are holders of the equity shares;

RESOLVED FURTHER THAT the price of the equity shares so issued shall be determined as per the Regulations issued by SEBI in this respect, i.e.

a) The average of the weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange (Bombay Stock Exchange) during the six months preceding the 'relevant date'.

OR

b) The average of the weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange (Bombay Stock Exchange) during the two weeks preceding the 'relevant date', whichever is higher.

RESOLVED FURTHER THAT the relevant date for the purpose of calculating the exercise price under Chapter VII of SEBI (ICDR) Regulations, 2009 is December 17, 2011.

RESOLVED FURTHER THAT the said shares shall be ranked in all respects, pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 the fresh equity shares to be allotted shall be locked in for a period of one year from the date of allotment and that the equity shares shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in except to the extent and in the manner permitted there under.

(iii)

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Suresh Kumar, Chairman & Managing Director, and/or Mr. C.B. Gupta, Company Secretary be and are hereby severally authorized on behalf of the Company, to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient to effect the issue or allotment of aforesaid securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said securities and to do all acts, deeds and things in connection therewith and incidental thereto as they may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Board or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Place : Chandigarh

Date : November 14, 2011

**By Order of the Board,
For Compact Disc India Ltd.
Sd/-
Suresh Kumar
Chairman & Managing Director**

Notes:

1. An explanatory statement pursuant to section 173 of Companies Act, 1956 in respect of business specified above is annexed hereto.
2. The ordinary resolution mentioned above sheet be declared as passed if the number of votes in its favour are more than votes, if any, against the said resolution.
3. The special resolution mentioned above shall be declared as passed if the numbers of votes in its favour are not less than three times the number of votes, if any, against the said resolution.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 173(2) and 192 A of the Companies Act, 1956

Item No. 1

The Company is engaged in media and animation business. The Board of Directors after considering future growth possibilities of the Company is of the view that to bring more focus, value creation and to consolidate its outsourcing business and to concentrate on film production activities, it would be in the greater interest of the Company to transfer / sell the Animation Films namely Eternal Love and Futebol, produced by the Company to CDI Movies Ltd., a subsidiary of the Company, alongwith their business contacts, all assets and liabilities including all Licenses, Permits, Trademarks, Consents and approvals whatsoever related therewith through any mode of transfer including but not limited to business transfer agreement and by executing incidental documents such as memorandum, deed of adherence/assignment/conveyance or through such other documents as may be determined by the Board of Directors. The Board of Directors has already approved sale and transfer of said films.

Transfer of said films will be done in term of Agreement dated November 14, 2011 executed between the companies.

The transfer of said films upon completion of necessary formalities would be at a consideration to be determined in term of Agreement dated November 14, 2011 executed between the companies but not lower than the net book value of the said films on the date of transfer.

The Board of Directors consider that it would be in the best interest of the Company, its shareholders and its concerned employees and trade associates to transfer the said films as referred to in the draft ordinary resolution.

The Company being a listed Company accordingly, in terms of Section 192 A of the Companies Act, 1956, approval of the members is being sought through Postal Ballot for passing the Ordinary Resolution as set out in the Notice. The copy of Agreement dated November 14, 2011 executed between the Company and CDI Movies Ltd. will be available, for inspection at registered office of the Company during working hours on working days.

The Directors of the Company are deemed to be concerned or interested in the resolution as set out in the Notice pursuant to Section 192A of the Companies Act, 1956 only to the extent of shares held by them in the Company.

Item No. 2

The Board of Directors at its meeting held on October 11, 2011 decided to shift the registered office of the Company from the Union Territory of Chandigarh to the State of Maharashtra. The Company is engaged in animation and entertainment business and has decided to diversify in the film production business, so it would be convenient to carry on the business activities of the Company more efficiently smoothly, economically and advantageously from Mumbai. Since State of Maharashtra is most developed state in industry, trade, commerce and Mumbai is one of the largest centre of film production in the world, therefore shifting of the registered office shall help in expansion of the business activities. Therefore as a whole it will be in the interest of the Company, its members and general public to shift the registered office in the State of Maharashtra.

In terms of the provisions of Sections 17 of the Companies Act, 1956, the registered office of the Company may be shifted from one state to another by way of approval of members with special resolution and confirmation of Company Law Board/ Central Government / Other Appropriate Authorities as may be prescribed. As the Company's Securities are listed with Recognized Stock Exchanges, therefore by virtue of Section 192 A read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, it is required to pass necessary resolution by means of Postal Ballot only.

After obtaining member's approval, Company will seek approval from Central Government / Registrar of Companies / Company Law Board or any other appropriate authority as may be notified, for confirmation under section 17(2) of the Companies Act, 1956.

The Memorandum of Association of the Company is open for inspection by members of the Company on any working day during the business hours at the office of the Company.

None of the directors may be deemed to be concerned or interested in the proposed resolution except to the extent of their shareholding in the Company.

Item No. 3

The Indian Entertainment Industry is among the fastest growing sector in the country. India is one of the most robust film markets in the world. It produces about 1,100 films every year and consumes all of them. In the last five years corporatisation and the spread of multiplexes and digital cinemas have helped total revenues grow at an average of 15 to 20 percent to hit Rs. 13,210 crore in 2015. It is also one of the few film industries in the world that have withstood the might of Hollywood.

The Board of Directors of the Company feels that proposed activities in the area of entertainment and film industry will help the Company to expand its activities and intensify its area of operation.

The alteration in the object clause of Memorandum of Association as set-out in the resolution is to facilitate diversification. This will enable the Company to carry on its business economically and efficiently and proposed activities can under the existing circumstances, be conveniently and advantageously carried by the Company. This will enlarge the area of operations of the Company.

In view of the above, your Company proposes to take up the activities in the area of film industry, entertainment and other related activities and therefore, it is proposed to amend the object clause of the Memorandum of Association by substituting the existing main object clause with proposed objects.

The directors commend this resolution for approval of shareholders.

In terms of Section 17 of the Companies Act, 1956 the object clause may be altered by way of approval of members with special resolution. As the Company's Securities are listed with Recognized Stock Exchanges, therefore by virtue of Section 192A read with Companies (Passing of Resolutions by Postal Ballot) Rules, 2011, it is required to pass necessary resolution by means of Postal Ballot only.

None of the directors may be deemed to be concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company.

Item No. 4

The Board of Directors in its meeting held on October 11, 2011 has accorded its approval to change name of the Company from Compact Disc India Ltd. to CDI International Ltd. and alteration of the name requires change in the Memorandum and Articles of Association of the Company. The Registrar of Companies has approved the availability of the name 'CDI International Ltd' vide its letter dated November 2, 2011. The Board recommends the resolution at item no. 4 for members approval. A copy of Memorandum and Articles of Association of the Company along with the

alteration as afore said in name and letter of ROC approving the availability of name are available for inspection at the Registered Office of the Company during normal business hours on working days. Mr. Suresh Kumar, Mrs. Rashmee Seengal and Mrs. Santosh Grover, directors being promoters are interested in the resolution.

Item No. 5

The Company has decided to acquire completed / under process films namely Life after Death, Mermaid, Raju the Joker from Naksh Media Pvt. Ltd., a Mumbai based Company. In term of agreement dated November 14, 2011 executed with Naksh Media Pvt. Ltd., Mumbai the Company needs to issue and allot its equity shares of Rs. 10 each on premium towards consideration for cash and consideration other than cash.

Since the proposal involves issue and allotment of Equity Shares on preferential basis, thereby increasing the paid up share capital of the Company, the approval of members under section 81(1A) of the Companies Act is required by means of special resolution. The Disclosures, as mandated under Regulation 73 of ICDR Regulations are as under.

Company will issue and allot its equity shares, for cash and consideration other than cash to Naksh Media Pvt. Ltd., Mumbai at such price (including premium) being not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, on preferential allotment basis, so that the value of the total number of shares so issued at a price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 aggregates to not more than Rs. 13,70,00,000/- (Rupees thirteen crore seventy lac only).

a) Object of the issue:

The object of the proposed issue of equity shares, on preferential allotment by private placement basis has already been discussed above.

b) Intention of the promoters, directors, or key management personnel to subscribe to the offer:

None of the director / promoters / key management persons have any intention to subscribe to the offer.

c) Shareholding pattern before and after the offer:

Sr. No.	Category	Pre – Issue (as on Nov 11, 2011)		Post - Issue	
		No. of Shares	% age of Share holding	Nos. of Shares	% age of Share holding
A.	PROMOTER'S HOLDINGS				
	Individuals	1339926	13.95	1339926	10.51
	Bodies Corporate	1137834	11.86	1137834	8.92
	Total Promoter Holding (i)	2477760	25.81	2477760	19.43
B.	NON-PROMOTERS HOLDING				
	Institutional Investors:				
	Banks and Financial Institutions	2100	0.02	2100	0.02
	Bodies Corporate	1225844	12.77	4375844	34.32
	Indian Public	5458675	56.86	5458675	42.82
	NRI / Foreign Nationals	100738	1.05	100738	0.79
	Clearing members	8979	0.10	8979	0.07
	HUF	312604	3.25	312604	2.45
	Trust	13300	0.14	13300	0.10
	Total Non-Promoter Holding (ii)	7122240	74.19	10272240	80.57
	GRAND TOTAL (i) + (ii)	9600000	100.00	12750000	100.00

The number of shares 31,50,000 to be allotted is calculated on the basis of issue price determined as on November 14, 2011 in term of pricing formula of Chapter VII of SEBI (ICDR) Regulations, 2009 and the same was considered only for the purpose of disclosing the pre & post issue shareholding pattern. Total no of shares, the shareholding pattern and the issue price, on the basis of actual relevant date i.e. December 17, 2011 may accordingly increase or decrease. However value of the total number of shares so issued (including premium) at a price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 aggregates to not more than Rs. 13,70,00,000/-

Notes:

1. The above shareholding pattern has been prepared on the basis of the shareholding of the Company as on November 11, 2011.
2. The post issue shareholding pattern in the above table has been prepared on the assumption that the proposed allottee would have subscribed to and been allotted the shares of the Company. In the event for any reason, if the proposed allottee does not or is unable to subscribe to and/or is not allotted the shares or is allotted lesser number of shares, the post shareholding pattern in the above table would undergo corresponding changes.

d) Proposed time within which the allotment shall be complete:

The Board proposed to allot the equity shares within a period of 15 days from the date of declaration of result of this Postal Ballot or where any approval is required from any regulatory authorities or the Central Government, 15 days from the date of receipt of such approval.

e) The identity of the proposed allottees and the percentage of post preferential issued capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

The allotment of equity shares is being made to non promoter Company. The total post issue capital comes out to be Rs. 12,75,00,000. The post preferential issued capital to be held by allottee will be as under:

Name of Body Corporate	Category	Previous Shareholding	Proposed Allotment	% of Post Issue Capital
Naksh Media Pvt. Ltd.	Non Promoter	0	31,50,000	24.706

The allotment would not result in any change in the control or management of the affairs of the Company or in the Board of Directors of the Company. However, there will be consequential changes in the voting rights/shareholding of the Company.

(f) Pricing of the issue

The pricing of the Equity Shares to be allotted to non promoter Company on preferential basis shall not be lower than the price determined in accordance with the Chapter VII of SEBI (ICDR) Regulations, 2009.

SEBI (ICDR) Regulations, 2009 provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- a) The average of the weekly high and low of the closing prices of the shares quoted on the stock exchange during the six months preceding the relevant date.

OR

- b) The average of the weekly high and low of the closing prices of the shares quoted on a stock exchange during the two weeks preceding the relevant date.

The Relevant Date for the purpose of pricing of the Equity Shares shall be December 17, 2011 being the date which is 30 days prior to the date of the declaration of the result of the Postal Ballot i.e January 16, 2012.

The price shall be determined on the basis of the quotes available on Bombay Stock Exchange website being the Stock Exchange having highest trading volume during the preceding six months prior to the relevant date.

(g) Auditors' Certificate:

Since the price at which the Equity Shares would be issued to non promoter Company can not be exactly determined before issue of this notice to the shareholders since it depends on the average of the market prices prevailing in the

preceding 2 weeks or 6 months of the relevant date as per the SEBI formula, the Auditors' Certificate as required under Regulation 73(2) SEBI(ICDR) Regulation will be available for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturday and public holidays from the Relevant Date (i.e. December 17, 2011) upto the last date for voting under Postal Ballot (i.e. January 10, 2012) and shall also be available at the date of declaration of result of the Postal Ballot.

(h) Lock in Period:

The proposed allotment shall be subject to lock in for a period of one year from the date of allotment. The promoters further undertakes that the entire pre-preferential share holding, if any, shall be locked in from the relevant date upto a period of 6 months from the date of preferential allotment.

(i) Undertaking

In terms of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

- a) it shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- b) if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

(j) Relevant Date

Relevant Date for the preferential issue, as per the SEBI (ICDR) Regulations, 2009 (as amended up to date) for the determination of applicable price for issue of equity shares is December 17, 2011.

None of the Directors of the Company is in any way concerned or interested in the said resolution. The Board of Directors commends the resolution set out in Item No. 5 for approval of the shareholders as a Special Resolution.

Place : Chandigarh
Date : November 14, 2011

**By Order of the Board,
For Compact Disc India Ltd.
Sd/-
Suresh Kumar
Chairman & Managing Director**



COMPACT DISC INDIA LIMITED
Regd. Office : SCO 856, NAC Manimajra,
CHANDIGARH 160 101

POSTAL BALLOT FORM

Postal Ballot No. :

Name(s) of the Shareholders(s):
Including Joint-holders, if any (in Block Letters)

Registered address of the sole/
First named Shareholder :

Registered Folio No./DP ID No. / Client ID No. :

Number of Equity Shares held:

I/We* hereby exercise my/our* vote in respect of the Ordinary / Special Resolution to be passed through Postal Ballot in respect of business stated in the Postal Ballot Notice dated November 14, 2011 by sending my/our* assent or dissent to the said Resolution(s) by placing a tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Equity Shares held	Please mark the tick (✓)	
			I/We* assent to the Resolution FOR	I/We* dissent to the Resolution AGAINST
1.	Ordinary Resolution under section 293 (1) (a) of the Companies Act, 1956 authorising transfer/ sale of animated films, to CDI Movies Ltd., a subsidiary of the Company.			
2.	Special Resolution u/s 17 read with section 146 (2) of Companies Act, 1956 authorising shifting of the Registered Office of the Company from Chandigarh to the State of Maharashtra and consequent changes in clause II of Memorandum of Association.			
3.	Special Resolution u/s 17 of the Companies Act, 1956 authorising change in main object clause and consequent alteration in clause IIIA of the Memorandum of Association of the Company.			
4.	Special Resolution u/s 21 of the Companies Act, 1956 authorising change in name of the Company from Compact Disc India Ltd. to CDI International Ltd. and consequent changes in Memorandum & Articles of Association of the Company.			
5.	Special Resolution u/s 81 (1A) of the Companies Act, 1956 for issue of equity shares on preferential basis to Naksh Media Pvt. Ltd. for cash and consideration other than cash, on premium.			

Place:

Date:

(Signature of the Shareholder)

*delete whichever is not applicable.

Note: Please read carefully the instructions printed on the backside of postal ballot form before signing and sending the form to scrutinizer

Notes / Instructions:-

1. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Rule 4(a) of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 the assent or dissent of the shareholder in respect of the business stated in the notice shall be determined through Postal Ballot.
2. A shareholder desiring to exercise his/her vote by Postal Ballot may complete this form and send it to the Scrutinizer appointed by the Company in the attached pre-stamped, self-addressed envelope. However, envelopes containing Postal Ballot, if send through courier, at the expense of the shareholder will also be accepted.
3. The Company has appointed Mr. Sanjeev Sharma, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process. The self-addressed envelope bears the address of the Scrutinizer appointed by the Company.
4. There shall be one Postal Ballot for every folio irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder.
5. The Postal Ballot form should be completed and signed (as per specimen signature registered with the Company) by the shareholder. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder. In case of corporate shareholder, the form should be signed by an authorized signatory, whose signature is already registered with the Company.
6. Duly completed Postal Ballot Form should reach the Scrutinizer at his address not later than the close of working hours on January 10, 2012. Postal Ballot Forms received after this date will be treated as if no reply has been received from the shareholder.
7. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding on all concerned.
8. The Scrutinizer will submit his final report as soon as possible after the last date of receipt of Postal Ballot but not later than January 13, 2012.
9. Mr. Suresh Kumar, Chairman & Managing Director or in his absence Mrs. Rashmee Seengal, Director shall announce the result of the Postal Ballot at the registered office of the Company, SCO 856, NAC, Kalka Road, Manimajra, Chandigarh – 160 101 at 4.00 p.m on January 16, 2012.
10. The declaration of the result of the Postal Ballot shall be taken to be the date of passing of the resolution.