



Bombay Stock Exchange Limited
Phiroze Jee Jeebhoy Towers
Dalal Street
Mumbai – 400 001

CDI / 11 / 8409
January 16, 2012

Sub: Declaration of results of Postal Ballot

Dear Sir,

The company has conducted Postal Ballot vide notice dated November 14, 2011 for obtaining approval of share holders on ordinary/ special resolution contained in the notice. Mr. Sanjeev Sharma, Company Secretary in practice was appointed as scrutinizer. The Scrutinizer has submitted his Report dated January 13, 2012 on Postal Ballot Process and accordingly us the Chairman has declared the following results:

Resolution No.	Description	Voting Details
1.	Ordinary Resolution u/s 293(1) (a) of the Companies Act, 1956 for transfer / sale of animated films, to CDI Movies Ltd., a subsidiary of the Company	Passed: Votes cast in favor were more than the votes cast against.
2.	Special Resolution u/s 17 read with section 146 (2) of the Companies Act, 1956 for shifting of the Registered Office of the Company from Chandigarh to the State of Maharashtra and changes in clause II of Memorandum of Association	Passed : Votes cast in favor were more than three times votes cast against
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	Passed : Votes cast in favor were more than three times votes cast against

COMPACT DISC INDIA LTD.

SCO 856, NAC Manimajra,
Chandigarh-Kalka Road,
Chandigarh 160 101, India
Tel : +91 172 2734331, 5076870
Fax : +91 172 2733014
E-mail : info@compactdisc.co.in
www.compactdisc.co.in

4.	Special Resolution u/s 21 of the Companies Act, 1956 to change the name of the Company from Compact Disc India Ltd. to CDI International Ltd. and consequent changes in Memorandum & Articles of Association of the Company.	Passed : Votes cast in favor were more than three times votes cast against.
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. on premium.	Passed : Votes cast in favor were more than three times votes cast against.

Copy of report submitted by Scrutinizer is enclosed.

Kindly take the above on your record.

Thanking you,

Yours faithfully,
For **Compact Disc India Ltd.**



Company Secretary

Encl: as above

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CS SANJEEV SHARMA
B.Com (Hons.), LL.B, FCS
PRACTISING COMPANY SECRETARY

Office & Residence :
958, Sector 2, Panchkula – 134 109
Tel. : 0172 576 761, 566 516
E.Mail : sanjeevrsharma@hotmail.com

Mr. Suresh Kumar
Chairman
Compact Disc India Ltd.
SCO 856, NAC, Manimajra
CHANDIGARH – 160 101

January 13, 2012

POSTAL BALLOT – SCRUTINIZER'S REPORT

Dear Sir,

1. The Board of Directors of the company at its meeting held on 14th November, 2011 has appointed me as Scrutinizer for conducting the postal ballot voting process relating to passing of Ordinary / Special Resolutions.
2. I submit my report as under:
 - 2.1 The company has completed the dispatch of postal ballot forms along with postage prepaid reply envelope on December 10, 2011 to its Members.
 - 2.2 The company has published a notice in Business Standard (English) & Business Standard (Hindi) on December 14, 2011 regarding dispatch of postal ballot forms to the members of the company.
 - 2.3 Particulars of all the postal ballot forms received from the Members have been entered in a Register separately maintained for the purpose.
 - 2.4 The postal ballot forms were kept under my safe custody.
 - 2.5 The postal ballot forms were duly opened on January 11, 2012 in my presence and scrutinized.
 - 2.6 All postal ballot forms received up to the close of working hours on January 10, 2012, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
 - 2.7 Envelopes containing postal ballot forms returned undelivered were kept separately and not opened.
 - 2.8 I hereby report the result of the Postal Ballots exercised by the shareholders in respect of the five resolutions mentioned in the Notice to the Postal Ballot dated 14.11.2011



CS SANJEEV SHARMA
B.Com (Hons.), LL.B, FCS
PRACTISING COMPANY SECRETARY

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Resolution No. 1 - Ordinary Resolution

Resolution under section 293(1) (a) of the Companies Act, 1956 for transfer / sale of animated films, to CDI Movies Ltd., a subsidiary of the Company.

Number of Postal Ballots received	875
Total number of valid votes	3875983
Votes cast in favour of the Resolution	3732706
Votes cast against the Resolution	142977
Votes abstained from casting	300
Requisite majority of votes for carrying the resolution as an Ordinary Resolution	142978
% of votes received in favour of the Resolution	96.30%
Number of invalid Postal Ballots	45
Number of invalid votes	73376

Result: The Resolution No. 1 for transfer / sale of animated films, under section 293(1) (a) of the Companies Act, 1956 **is passed as an Ordinary Resolution** as the votes cast in favour of the resolution are more than the number of votes cast against the resolution.

Resolution No. 2 - Special Resolution

Resolution under section 17 read with section 146 (2) of the Companies Act, 1956 for shifting of the Registered Office of the Company from Chandigarh to the State of Maharashtra and changes in clause II of Memorandum of Association

Number of Postal Ballots received	875
Total number of valid votes	3875983
Votes cast in favour of the Resolution	3703822
Votes cast against the Resolution	170111
Votes abstained from casting	2050
Requisite majority of votes for carrying the resolution as Special Resolution	510333
% of votes received in favour of the Resolution	95.55%
Number of invalid Postal Ballots	45
Number of invalid votes	73376

Result: The Resolution No. 2 for transfer of the Registered Office from Chandigarh to the State of Maharashtra and alteration in clause II of Memorandum of Association, under section 17 read with section 146 (2) of the Companies Act, 1956 **is passed as Special Resolution** as the votes cast in favour of the resolution are more than three times the number of votes cast against the resolution.



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Resolution No. 3 - Special Resolution

Resolution under section 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

Number of Postal Ballots received	875
Total number of valid votes	3875983
Votes cast in favour of the Resolution	3730523
Votes cast against the Resolution	143510
Votes abstained from casting	1950
Requisite majority of votes for carrying the resolution as Special Resolution	430530
% of votes received in favour of the Resolution	96.24%
Number of invalid Postal Ballots	45
Number of invalid votes	73376

Result: The Resolution No. 3 for alteration of clause IIIA Object Clause of Memorandum of Association, under section 17 of the Companies Act, 1956 is **passed as Special Resolution** as the votes cast in favour of the resolution are more than three times the number of votes cast against the resolution.

Resolution No. 4 - Special Resolution

Resolution under section 21 of the Companies Act, 1956 to change the name of the Company from Compact Disc India Ltd. to CDI International Ltd. and consequent changes in Memorandum & Articles of Association of the Company.

Number of Postal Ballots received	875
Total number of valid votes	3875983
Votes cast in favour of the Resolution	3716533
Votes cast against the Resolution	157600
Votes abstained from casting	1850
Requisite majority of votes for carrying the resolution as Special Resolution	472800
% of votes received in favour of the Resolution	95.88%
Number of invalid Postal Ballots	45
Number of invalid votes	73376

Result: The Resolution No. 4 for change of name of the Company from Compact Disc India Ltd. to CDI International Ltd. under section 21 of the Companies Act, 1956 is **passed**



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as **Special Resolution** as the votes cast in favour of the resolution are more than three times the number of votes cast against the resolution.

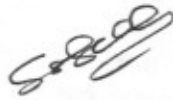
Resolution No. 5 - Special Resolution

Resolution under section 81 (1A) of the Companies Act, 1956 for issue of equity shares on preferential basis to Naksh Media Pvt. Ltd. on premium.

Number of Postal Ballots received	875
Total number of valid votes	3875983
Votes cast in favour of the Resolution	3730623
Votes cast against the Resolution	143410
Votes abstained from casting	1950
Requisite majority of votes for carrying the resolution as Special Resolution	430230
% of votes received in favour of the Resolution	96.25%
Number of invalid Postal Ballots	45
Number of invalid votes	73376

Result: The Resolution No. 5 for issuance of equity shares on preferential basis to Naksh Media Pvt. Ltd. under section 81 (1A) of the Companies Act, 1956 **is passed as Special Resolution** as the votes cast in favour of the resolution are more than three times the number of votes cast against the resolution.

- 2.9 I have handed over the postal ballot forms and other related papers / Registers and Records for safe custody to Mr. Suresh Kumar, Chairman of the company.
- 2.10 The company may accordingly declare the results of the voting by postal ballot.



Sanjeev Sharma
(Practicing Company Secretary)
Scrutinizer
C P 4047

