

CDI INTERNATIONAL LIMITED

(Formerly Compact Disc India Limited)

CIN NO. L92100CH1992PLC012254

To,

Date: 01.10.2014

Corporate Relations
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-4000 01

Listing Department
Ludhiana Stock Exchange Ltd
Feroze Gandhi Market,
Ludhiana – Punjab

Dear Sirs,

Sub: Disclosure of Voting Results of the 22nd Annual General Meeting of the Company held on 30th September, 2014 as per the requirements of Clause 35A of the Listing Agreement.

As required under Clause 35A of the Listing Agreement, given below are the details of the voting results at the Annual General Meeting (AGM) of the Company as per the format prescribed under the said clause.

| | |
|---|------------|
| Date of the AGM | 30.09.2014 |
| Total No. of shareholders on record date: (Cut-off date for e-voting) | 28585 |
| No. of shareholders present in the meeting | 35 |
| Promoter & Promoter Group: | 3 |
| Public: | 32 |
| No. of shareholders attended the meeting through video conferencing | N.A |
| Promoter & Promoter Group: | N.A |
| Public: | N.A |



Registered Office SCO: 856, NAC Manimajra, Chandigarh 160101, India

Tel: +91 172-2734331 / 5076870 Fax: +91 172 2733014

Email: info@compactdisc.co.in

Outcome of 22nd Annual General Meeting

| Item no. | Description of Resolution | Resolution Required | Mode of Voting | Remark |
|----------|---|---------------------|-------------------|---|
| 1. | Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial year ended 31 st March, 2014. | Ordinary | e-Voting and Poll | The Resolution was passed with requisite majority |
| 2. | Appoint a Director in place of Mr. Rashmee Seengal, who retires by rotation and being eligible, offers himself for reappointment. | Ordinary | e-Voting and Poll | The Resolution was passed with requisite majority |
| 3. | Appointment of Statutory Auditors and fixation of audit fee | Ordinary | e-Voting and Poll | The Resolution was passed with requisite majority |
| 4. | Appointment of Mr. Pant Raj Sachdev as an Independent Director. | Ordinary | e-Voting and Poll | The Resolution was passed with requisite majority |
| 5. | Appointment of Mr. Santosh Grover as an Independent Director. | Ordinary | e-Voting and Poll | The Resolution was passed with requisite majority |

The Voting Details and Scrutinizer's Report is enclosed.
This may also be treated as Compliance of Clause 31(d) of the Listing Agreement.

Yours Sincerely,

For CDI International Limited
(Formerly Compact Disc India Limited)


Suresh Kumar
(Managing Director)

Resolution No.1

Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial year ended 31st March, 2014.

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)/[(2)/(1)]* 100 | No. of votes in favour (4) | No. of Votes Against (5) | % of votes in favour on votes polled (6)/[(4)/(2)]* 100 | % of votes in against on votes polled (7)/[(5)/(2)]* 100 |
|---------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|--|
| Promoter & Promoter Group | 2881241 | 2881241 | 100 | 2881241 | --- | 100 | --- |
| Public | 11450 | 11050 | 96.92 | 11050 | --- | 100 | --- |
| Total | 2892691 | 2892291 | 96.92 | 2892291 | --- | 100 | --- |

Resolution No.2

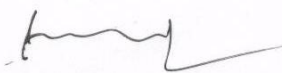

Appoint a Director in place of Mr. Rashmee Seengal, who retires by rotation and being eligible, offers himself for reappointment.

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)/[(2)/(1)]* 100 | No. of votes in favour (4) | No. of Votes Against (5) | % of votes in favour on votes polled (6)/[(4)/(2)]* 100 | % of votes in against on votes polled (7)/[(5)/(2)]* 100 |
|---------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|--|
| Promoter & Promoter Group | 2881241 | 2881241 | 100 | 2881241 | --- | 100 | --- |
| Public | 11450 | 11050 | 96.92 | 11050 | --- | 100 | --- |
| Total | 2892691 | 2892291 | 96.92 | 2892291 | --- | 100 | --- |

Resolution No.3

Appointment of Statutory Auditors and fixation of audit fee

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)/[(2)/(1)]* 100 | No. of votes in favour (4) | No. of Votes Against (5) | % of votes in favour on votes polled (6)/[(4)/(2)]* 100 | % of votes in against on votes polled (7)/[(5)/(2)]* 100 |
|---------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|--|
| Promoter & Promoter Group | 2881241 | 2881241 | 100 | 2881241 | --- | 100 | --- |
| Public | 11450 | 11050 | 96.92 | 11050 | --- | 100 | --- |
| Total | 2892691 | 2892291 | 96.92 | 2892291 | --- | 100 | --- |

Resolution No 4

Appointment of Mr. Pant Raj Sachdev as an Independent Director

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)/((2)/(1))* 100 | No. of votes in favour (4) | No. of Votes Against (5) | % of votes in favour on votes polled (6)/((4)/(2))* 100 | % of votes in against on votes polled (7)/((5)/(2))* 100 |
|---------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|--|
| Promoter & Promoter Group | 2881241 | 2881241 | 100 | 2881241 | --- | 100 | --- |
| Public | 11450 | 11050 | 96.92 | 11050 | --- | 100 | --- |
| Total | 2892691 | 2892291 | 96.92 | 2892291 | --- | 100 | --- |

Resolution No 5

Appointment of Ms. Santosh Grover as an Independent Director

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)/((2)/(1))* 100 | No. of votes in favour (4) | No. of Votes Against (5) | % of votes in favour on votes polled (6)/((4)/(2))* 100 | % of votes in against on votes polled (7)/((5)/(2))* 100 |
|---------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|--|
| Promoter & Promoter Group | 2881241 | 2881241 | 100 | 2881241 | --- | 100 | --- |
| Public | 11450 | 11050 | 96.92 | 11050 | --- | 100 | --- |
| Total | 2892691 | 2892291 | 96.92 | 2892291 | --- | 100 | --- |





To,

Date: 26th September, 2014

The Chairman,
22nd Annual General Meeting
CDI International Limited
Held on 30th September, 2014
At SCO 856 NAC Manimajra,
Chandigarh – 160101

Dear Sir,

Re: Scrutinizer's Report

I refer to my appointment of Scrutinizer made on 21st August, 2014 pursuant to the authority granted by the Board of Directors of CDI International Limited to scrutinize the e-voting process in a fair and transparent manner as per the provision of the Companies Act, 2013 and Rules made thereunder for the 22nd Annual General Meeting of CDI International Limited held on 30th September, 2014 at SCO 856 NAC Manimajra, Chandigarh – 160101.

I have carried out the work as Scrutinizer from the close of working hours of 24th September, 2014. In this connection I need to bring your attention to the following aspects:

- The Company has appointed Central Depository Services (India) Limited (CDSL) to provide e-voting facility and the instructions was notified to the members in the Notice dated 21.08.2014.
- The e-voting period commenced on 23rd September, 2014 from 9:00 AM and concluded on 24th September at 6:00 PM.
- I enclose the Scrutinizer's Report.

Thanking You,

Yours Faithfully,



FCS Sanjeev Sharma
FCS M.No.3739
Certificate of Practice No. 4047
Chandigarh



Sanjeev Sharma
B.Com. (Hons.), LL.B., FCS

COMPANY SECRETARY

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies
(Management and Administration) Rules, 2014]

To,

Date: 26th September, 2014

The Chairmani,
22nd Annual General Meeting
CDI International Limited
Held on 30th September, 2014
At SCO 856 NAC Manimajra,
Chandigarh - 160101

Dear Sir,

I, CS Sanjeev Sharma, Practicing Company secretary, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of CDI International Limited (the Company) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 22nd Annual General Meeting held on 30th September, 2014 submit the report as under:

- The e-voting period commenced on 23rd September, 2014 from 9:00 AM and concluded on 24th September at 6:00 PM. The e-voting services were provided by Central Depository Services (India) Limited (CDSL)
- The shareholders holding shares as on the 'relevant date' i.e. on 22nd August, 2014, were entitled to vote on the proposed resolutions stated in the Notice of the Company convening the Annual General Meeting.
- The votes were unblocked on 24th September, 2014 around 6:15 PM in the presence of two witnesses viz. (1) Mr. Anil Kumar (Name of 1st Witness), residing at House no. 313/2 sector 14 Panchkula, and (2) Mr Chander (Name of 2nd Witness), residing at House No. 267, 2nd Floor Sector 14 Panchkula, who were not in employment of the Company.
- The results of the e-Voting along with the list of Shareholders who voted "*in favour of*" and "*against*" the resolutions were downloaded from the e-voting website of CDSL () and the relevant screenshots of the report saved.

The Results of e-Voting are as under:

A. Resolution No.1:

Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial year ended 31st March, 2014.

(i) Voting "*in favour*" of the Resolution

| No. of Members voted electronically | No. of votes cast in favour of the resolution | % of total no. of Valid votes cast |
|-------------------------------------|---|------------------------------------|
| 1 | 50 | 100 |



(ii) Voting "**against**" of the Resolution

| No. of Members voted electronically | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|-------------------------------------|--|------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid Votes**

| No. of Members voted electronically | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|-------------------------------------|--|------------------------------------|
| NIL | NIL | NIL |

B. Resolution No.2:

Appoint a Director in place of Ms. Rashmee Seengal, who retires by rotation and being eligible, offers himself for reappointment

(i) Voting "**in favour**" of the Resolution

| No. of Members voted electronically | No. of votes cast in favour of the resolution | % of total no. of Valid votes cast |
|-------------------------------------|---|------------------------------------|
| 1 | 50 | 100 |

(ii) Voting "**against**" of the Resolution

| No. of Members voted electronically | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|-------------------------------------|--|------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid Votes**

| No. of Members voted electronically | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|-------------------------------------|--|------------------------------------|
| NIL | NIL | NIL |

C. Resolution No.3:

Reappointment of Statutory Auditors and fixation of audit fee

(i) Voting "**in favour**" of the Resolution

| No. of Members voted electronically | No. of votes cast in favour of the resolution | % of total no. of Valid votes cast |
|-------------------------------------|---|------------------------------------|
| 1 | 50 | 100 |



(ii) Voting **"against"** of the Resolution

| No. of Members voted electronically | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|-------------------------------------|--|------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid Votes**

| No. of Members voted electronically | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|-------------------------------------|--|------------------------------------|
| NIL | NIL | NIL |

D. Resolution No.4:

Appointment of Mr. Pant Raj Sachdev as an Independent Director

(i) Voting **"in favour"** of the Resolution

| No. of Members voted electronically | No. of votes cast in favour of the resolution | % of total no. of Valid votes cast |
|-------------------------------------|---|------------------------------------|
| 1 | 50 | 100 |

(ii) Voting **"against"** of the Resolution

| No. of Members voted electronically | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|-------------------------------------|--|------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid Votes**

| No. of Members voted electronically | No. of votes cast in favour of against the resolution | % of total no. of Valid votes cast |
|-------------------------------------|---|------------------------------------|
| NIL | NIL | NIL |

E. Resolution No.5:

Appointment of Ms. Santosh Grover as an Independent Director

(i) Voting **"in favour"** of the Resolution

| No. of Members voted electronically | No. of votes cast in favour of the resolution | % of total no. of Valid votes cast |
|-------------------------------------|---|------------------------------------|
| 1 | 50 | 100 |

(ii) Voting **"against"** of the Resolution

| No. of Members voted electronically | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|-------------------------------------|--|------------------------------------|
| | | |



| | | | |
|----------------------|-------------------------------------|--|------------------------------------|
| (iii) | NIL | NIL | NIL |
| Invalid Votes | | | |
| | No. of Members voted electronically | No. of votes cast against the resolution | % of total no. of Valid votes cast |
| | NIL | NIL | NIL |

The Results of Voting by Poll are as under:

A. Resolution No.1:

Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial year ended 31st March, 2014.

(i) Voting "**in favour**" of the Resolution

| | | |
|----------------------|---|------------------------------------|
| No. of Members voted | No. of votes cast in favour of the resolution | % of total no. of Valid votes cast |
| 34 | 2892241 | 100 |

(ii) Voting "**against**" of the Resolution

| | | |
|----------------------|--|------------------------------------|
| No. of Members voted | No. of votes cast against the resolution | % of total no. of Valid votes cast |
| NIL | NIL | NIL |

(iii) **Invalid Votes**

| | | |
|----------------------|---|------------------------------------|
| No. of Members voted | No. of votes cast in favour of the resolution | % of total no. of Valid votes cast |
| NIL | NIL | NIL |

B. Resolution No.2:

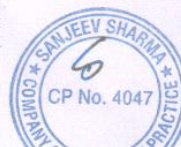
Appoint a Director in place of Ms. Rashmee Seengal, who retires by rotation and being eligible, offers himself for reappointment

(i) Voting "**in favour**" of the Resolution

| | | |
|----------------------|---|------------------------------------|
| No. of Members voted | No. of votes cast in favour of the resolution | % of total no. of Valid votes cast |
| 34 | 2892241 | 100 |

(ii) Voting "**against**" of the Resolution

| | | |
|----------------------|--|------------------------------------|
| No. of Members voted | No. of votes cast against the resolution | % of total no. of Valid votes cast |
| | | |



| | | |
|-----|-----|-----|
| NIL | NIL | NIL |
|-----|-----|-----|

(iii) **Invalid Votes**

| No. of Members voted | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|----------------------|--|------------------------------------|
| NIL | NIL | NIL |

C. Resolution No.3:

Reappointment of Statutory Auditors and fixation of audit fee

(i) Voting "**in favour**" of the Resolution

| No. of Members voted | No. of votes cast in favour of the resolution | % of total no. of Valid votes cast |
|----------------------|---|------------------------------------|
| 34 | 2892241 | 100 |

(ii) Voting "**against**" of the Resolution

| No. of Members voted | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|----------------------|--|------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid Votes**

| No. of Members voted | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|----------------------|--|------------------------------------|
| NIL | NIL | NIL |

D. Resolution No.4:

Appointment of Mr. Pant Raj Sachdev as an Independent Director

(i) Voting "**in favour**" of the Resolution

| No. of Members voted | No. of votes cast in favour of the resolution | % of total no. of Valid votes cast |
|----------------------|---|------------------------------------|
| 34 | 2892241 | 100 |

(ii) Voting "**against**" of the Resolution

| No. of Members voted | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|----------------------|--|------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid Votes**



| No. of Members voted | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|----------------------|--|------------------------------------|
| NIL | NIL | NIL |

E. Resolution No.5:

Appointment of Mr. Santosh Grover as an Independent Director

(i) Voting "*in favour*" of the Resolution

| No. of Members voted | No. of votes cast in favour of the resolution | % of total no. of Valid votes cast |
|----------------------|---|------------------------------------|
| 34 | 2892241 | 100 |

(ii) Voting "*against*" of the Resolution

| No. of Members voted | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|----------------------|--|------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid Votes**

| No. of Members voted | No. of votes cast against the resolution | % of total no. of Valid votes cast |
|----------------------|--|------------------------------------|
| NIL | NIL | NIL |

Based on the above information, you may kindly announce the results.
Further to the e-voting statement already furnished, I hereby enclose the copies of the polling papers received as per the above details.

Thanking you

Yours Faithfully,

FCS Sanjeev Sharma
FCS M.No.3739
Certificate of Practice No. 4047
Chandigarh



Witness for e-voting results

ANIL KUMAR S/O SH. DAYAL CHAND
H.No. 84 VILL. ABHEYPUR
PANCHKULA - 134109, (HAR)

@hemetsa

CHANDER S/O SH. ROTASH

H.No. 267/2 PANCHKULA - SECTOR-14

HARYANA 134109

Witness for opening of poll

ANIL KUMAR S/O SH. DAYAL CHAND
H.No 84 VILL. ABHEYPUR
PANCHKULA - HARYANA - 134109

@hemetsa

CHANDER S/O SH ROTASH

H.No. 267/2 - PANCHKULA

SECTOR - 14. HARYANA 134109