
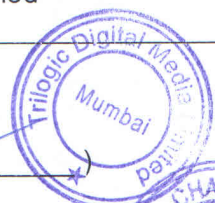



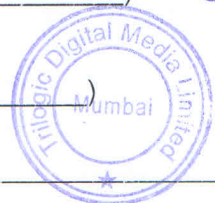




TRILOGIC
DIGITAL MEDIA LIMITED

FORM A

Covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company	Trilogic Digital Media Limited
2.	Annual financial statements for the year ended	31st March, 2014
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	Whether appeared first time / repetitive / since how long period - - - - - N.A
5.	To be signed by-	
	<ul style="list-style-type: none">• CEO/Managing Director	Harish Patil () 
	<ul style="list-style-type: none">• CFO	N.A
	<ul style="list-style-type: none">• Auditor of the company	T. R. Chadha () 
	<ul style="list-style-type: none">• Audit Committee Chairman	Ankur Joshi () 

20TH ANNUAL REPORT

2013-2014

OF

TRILOGIC DIGITAL MEDIA LIMITED

Board of Directors

Directors

Kamlesh Banushali

Vishal Gurnani

Harish Patil

Sankool Shah

Ankur Joshi

Nailesh Mehta

Murad Khetani

Arvind Agarwal

Shivanshu Pandey

Auditors

M/s. T. R. Chadha & Co.,

Chartered Accountants

REGISTERED OFFICE

9th Floor, Bhukhanwala Chambers, B-28,

Veera Industrial Estate, Off New Link Road,

Andheri (W), Mumbai- 400053

**REGISTRAR AND SHARE
TRANSFER AGENTS**

M/s. Universal Capital Securities Pvt. Ltd.

Mumbai

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NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of **M/s. Trilogic Digital Media Limited** will be held on September 20, 2014 at Sahara Star, Opp. Domestic Airport, Vile Parle, Mumbai – 400 099 at 12.30 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2014 and the Balance Sheet as on that date and the report of Directors and Auditors thereon.
2. To declare a dividend of Rs 1/-per equity shares for the financial year ended March 31, 2014.
3. To appoint a Director in place of Mr. Murad khetani (DIN: 05241933), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4. **Appointment of Statutory Auditor 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 in place of M/s. T. R. Chadha, Chartered Accountants, the retiring Auditors, who have expressed their inability to continue, M/s. Subramaniam Bengali Sharma and Associates, Chartered Accountant (ICAI Firm Registration 127499W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of the fifth consecutive Annual General Meeting of the Company and in respect of whom the Company has received a special notice from a Member, pursuant to the provisions of Section 115 read with Section 140 of the Companies Act, 2013, signifying its intention to propose the appointment of M/s. Subramaniam Bengali Sharma and Associates as Statutory Auditors on such remuneration as may be determined by the Board of Directors or a Committee thereof in consultation with the Auditors”.

Special Business:

5. To Consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution.**

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Nailesh Mehta (DIN: 00284762), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 20th September, 2014 up to 19th September, 2019.”

6. To Consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution.**

“RESOLVED THAT Mr. Shivanshu Pandey (DIN: 06916787), who was appointed as an Additional Director of the company by the Board of Directors with effect from 14th August, 2014, in terms of Section 161 of the Companies Act, 2013 and whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as an Independent director of the Company in terms of section 149, 152 and other applicable provisions , if any, of the

Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, to hold office for 5 (Five) consecutive year upto conclusion of fifth consecutive Annual General Meeting.”

7. To Consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** Mr. Arvind Agarwal, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th May, 2014, in terms of Section 161 of the Companies Act, 2013 and whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as a Director.”

8. To Consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution. (Bonus Issue)**

“**RESOLVED THAT** upon the recommendation of the Board of Directors (herein after referred to as “the Board” which term shall be deemed to include any Committee of the Board of Directors formed for the time being to exercise the powers conferred on the Board of Directors in this behalf) and pursuant to Articles of Association of the Company and provisions of section 63 of the Companies Act, 2013, and subject to all the applicable provisions of the Companies Act 2013 including any amendment thereto or re-enactment thereof for the time being in force and subject to such approvals, permissions and/or sanctions of Reserve Bank of India SEBI, Stock Exchange(s) and other appropriate authorities/institutions as may be applicable and subject to such conditions or guidelines, if any, prescribed or stipulated by SEBI and other concerned authorities or any of them from time to time, a sum upto Rs. 11,84,13,000/- (Rupees Eleven Crore Eighty Four Lacs Thirteen Thousands only), out of the sum standing to the credit of Share Premium Account and Free Reserves of the Company, be and the same is hereby capitalized and applied for the allotment of 1 (one) Bonus Equity Share of Rs. 10/- (Rupee Ten Only) credited as fully paid up for every 1 (One) eligible existing fully paid-up Equity Shares of Rs. 10/- (Rupee Ten only) held by the members and accordingly the Board, be and is hereby authorised to appropriate the said sum for distribution to and amongst the members of the Company, in the records of the Depositories, at the close of business on such date (herein after referred to as “the Record Date” to be hereafter fixed by the Board or its Committee thereof and on the basis and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount of the Capital of the Company, held by each such member and not as income;

RESOLVED FURTHER THAT the new Equity Shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall in all respects rank pari passu with the existing fully paid up equity shares of the Company, with a right, to participate dividend in full, if any, to be declared after the date of allotment of these equity shares as the Board may determine;

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the said bonus shares but in the case of members who opt to receive the bonus shares in dematerialized form, the bonus shares aforesaid shall be credited to the beneficiary accounts of the shareholders with their respective depository participants within the stipulated time as may be allowed by the appropriate authorities and in the case of shareholders who opt to receive the bonus shares in physical form, the share certificates in respect thereof shall be delivered within such time as may be allowed by the appropriate authorities;

RESOLVED FURTHER THAT no fractions, if any arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus

Shares, in lieu thereof, shall be allotted by the Board to nominee(s) to be appointed by the Board, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements;

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other foreign investors and / or distribution of net sale proceeds in respect of fractions to which such Members may be entitled, be subject to the approval of the Reserve Bank of India, as may be necessary;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons."

9. To consider and if thought fit, to pass, with or without modification(s) as may be deemed fit, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 64(1), and any other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 24,00,00,000/- (Rupees Twenty Four Crores Only) divided into 2,40,00,000 (Two Crores and Forty Lacs) equity shares of Rs.10/- (Rupees Ten only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place, the following as new Clause V subject to approval of members in upcoming AGM;

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:-

"The Authorised Share Capital of the Company is Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) divided into 2,40,00,000 equity shares of Rs.10/- (Rupees Ten only) each, with power to increase or reduce such capital from time to time, in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf and with the power to divide the shares in the capital into the Equity Share Capital or Preference Shares Capital, and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, if any whenever the Capital of the Company is divided into shares of different classes, the rights of any such claims may be varied, modified, affected, extended, abrogated or surrender as provided in the Articles of Association of the Company and legislative provisions for the time being in force."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

10. To consider and if thought fit, to pass, with or without modification(s) as may be deemed fit, the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company, be and is hereby altered by deleting the existing Article III and substituting in its place and instead thereof, the following new Article III:

“The Authorised Share Capital of the Company shall be as per clause V of the Memorandum of Association.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) and subject to the requisite approval of the Central Government, the consent of the Company be and is hereby accorded to the appointment of Mr. Kamlesh Mohanlal Bhanushali (holding DIN 02921716) as the “Managing Director” of the Company for a period of three years effective from September 01, 2014 at no remuneration as agreed between Mr. Kamlesh Mohanlal Bhanushali and the Board of Directors with liberty to the Board of Directors to enhance, alter and vary the terms and conditions of the said appointment in such a manner as may be agreed to between the Board of Directors and Mr. Kamlesh Mohanlal Bhanushali”.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file necessary forms and returns with the Registrar of Companies, Maharashtra, Mumbai to give effect to the above resolution.”

By order of the Board
Sd/-
Harish Patil
Director

Date: 14th August, 2014
Place: Mumbai

NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 5 to 11 of the Notice, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from September 9, 2014 to September 10, 2014 (both days inclusive).
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
6. Members are requested to notify immediately about any change in their address / e-mail address /dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent.
7. Members who wish to obtain information on the Financial Statements for the year ended 31 March, 2014, may send their queries at least ten days before the AGM to the Company at the registered office of the Company, to enable us to keep the required information available at the meeting.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the R&T Agent/Depositories.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or the Company's Share Registrars and Transfer Agents.
10. Members are requested to give their valuable suggestions for improvement of the services and are also advised to quote their E-mail Id's, telephone / facsimile no. for prompt reply of their communications.
11. E-voting
In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The E-voting period for all items of business contained in this Notice shall commence from Thursday the September 18, 2014 at 9.00 a.m. and will end on Friday, the September 19, 2014 at 6.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialised form as on the cutoff date of 25th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on 25th August, 2014.

12. The Company shall appoint an Independent Professional as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
13. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
14. The instructions and process for e-voting are as under:
 - Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
 - Now click on 'Shareholders' tab to cast your votes
 - Now, select the 'Electronic Voting Sequence Number (EVSN)' along with 'Trilogic Digital Media Limited' from the drop down menu and click on 'SUBMIT'
 - Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
 - If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
 - Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

- * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
- # Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the default number 1234 in the Dividend Bank details field.
- After entering these details appropriately, click on 'SUBMIT'
- Equity Shareholders holding Equity shares in Physical form will then reach directly to the EVSN selection screen. However Equity Shareholders holding shares in Demat form will now reach 'Password Change' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that

Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- Equity Shareholders holding shares in physical form can use these details only for e-voting on the resolutions contained in this Notice.
- Click on the relevant EVSN on which you choose to vote.
- On the voting page, you will see Description of Resolution(s) and option for voting Yes/No for voting. Select the option yes or no as desired. The option 'YES' implies that you assent to the resolution & 'NO' implies that you dissent to the resolution
- Click on the Resolution file link if you wish to view the entire Notice.
- After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot password & enter the details as prompted by the system.
- Institutional Equity Shareholders (i.e. other than individuals, HUF, NRI etc) are required to log on <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board resolution and Power of Attorney which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.com under help section or write an email to CDSL on helpdesk.evoting@cdslindia.com or to the Investor relations officer of the Company on contact@trilogicdigitalmedia.com.

EXPLANATORY STATEMENT
Pursuant to Section 102 of the Companies Act, 2013

Item No. 5, 6 and 7:

Mr. Shivanshu Pandey and Mr. Arvind Agarwal were appointed as an Additional Directors by the Board w.e.f. 14th August 2014 and 29th may 2014 respectively. Their tenure will laps on conclusion of this Annual General meeting, if shareholders approval is not obtained for their appointment. Accordingly the resolution no. 5 and 6 is put forth for confirmation of their appointment with the approval of shareholders.

As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Nailesh Mehta and Shivanshu Pandey as Independent Directors for the term of 5 years in its meeting held on 14th August, 2014.

Mr. Shivanshu Pandey and Mr. Nailesh Mehta, Non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management. Notices as required under section 160 of the Companies Act, 2013 have been received from some members proposing candidature of the said independent directors. Upon the confirmation of appointment of these individuals as independent Directors by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the company to the said Independent Directors.

A brief profile along with other details of the Independent Directors is as follows:

Name of Director	Mr. Nailesh Mehta
DIN	00284762
Date of Birth	09/09/1958
Date of Appointment	23/04/2013
Profile	B.Com
Directorships in other Public Companies as on March 31, 2014	N.A
Memberships of Committees in Public Companies	N.A
Chairmanships of Committees in Public Companies	N.A

Name of Director	Mr. Shivanshu Pandey
DIN	06916787
Date of Birth	20/04/1992
Date of Appointment	14/08/2014
Profile	B.Com
Directorships in other Public Companies as on March 31, 2014	N.A
Memberships of Committees in Public Companies	N.A
Chairmanships of Committees in Public Companies	N.A

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Director is now being placed before the Members for their approval

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution except the appointee themselves.

Item No. 8:

A per the provisions of section 63 the Companies Act, 2013, the Company may resolve to capitalize any undivided profits of the Company standing to the credit of the Share Premium Account / Capital Redemption Reserve Account / the Reserve Fund or other funds of the Company available for this purpose.

The Board of Directors at its meeting held on August 23, 2014, has suggested that the shareholders of the Company may be rewarded with bonus issue of shares by capitalizing the Securities Premium Account and Free Reserves. Considering this the Board has approved the issue of Bonus Shares in proportion of one equity shares for every one eligible existing fully paid-up Equity Share of Rs. 10/- (Rupee Ten only) each held by the members as on a date to be fixed by the Board of Directors, by capitalizing Rs. 79394500/- (Rupees Seven Crores Ninety Three Lacs Ninety Four Thousands Five Hundreds only) standing to the credit of the Company's Securities Premium account and Rs. 39018500/- (Rupees Three Crores Ninety Lacs Eighteen Thousands Five Hundreds only) standing to the credit of the Free Reserves and distribution of the sum so capitalized as Bonus Share requires approval of the members of the Company. Further, it is necessary to authorize the Board to take all necessary actions and to complete all the regulatory formalities in connection with the Bonus issue.

The new equity shares shall rank pari passu in all respects with the existing equity shares of the Company, including in relation to rights to dividend for the financial year in which shares are allotted.

Your Directors recommend the resolution under Item No. 7 of the Notice of the Extra Ordinary Meeting for approval of members.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their shareholding in the Company.

Item No. 9 and 10:

Your directors were planning to consider bonus issue. To accommodate additional paid up capital arising out of bonus issue it was decided by the Board to increase the authorized share capital of the Company.

Section 13, Section 14 read with Section 61 of the Companies Act, 2013, provides inter alia, that subject to the provisions of the Companies Act, 2013 and the conditions contained in its Memorandum, the Company may, alter its memorandum and articles by passing a special resolution, respectively, at a general meeting. Accordingly the Special Resolutions at item no. 8 & 9 are placed before the meeting to approve the corresponding amendments in Clause V of the Memorandum of Association and Article III of the Articles of Association of the Company, respectively.

The Members are requested to accord their approval authorizing the Board to amend the Memorandum and Articles of Association of the Company, as set out at in the Notice.

A copy of the Memorandum and Articles of Association of the Company showing proposed alterations is available for inspection at the Registered Office of the Company on any working day prior to the date of this meeting and at the venue of the Annual General Meeting on the date of the meeting during the meeting hours.

The Board recommends the alteration of Memorandum and Articles of Association of the Company.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their shareholding in the Company.

Item No. 11:

The Board of Directors approved the appointment of Mr. Kamlesh Mohanlal Bhanushali as the Managing Director of the Company in their meeting held on August 23, 2014 for the period of three years from September 01, 2014.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Special Resolution set out at item no. 10 of the accompanying Notice for the approval of the Members.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Kamlesh Bhanushali as the Managing Director.

By order of the Board

**Sd/
Harish Patil
Director**

**Date: 14th August, 2014
Place: Mumbai**

DIRECTORS' REPORT

To,
The Members

Your Directors have pleasure in presenting the 20th Annual Report of your Company along with Audited Accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS:

The financial performance of the Company for the year ended on 31st March 2014 as compared to last year is as follows:

Particulars	Rs. (in lacs)	
	2013-14	2012-13
Turnover	3902.66	655.19
Other Income	Nil	Nil
Increase/ (decrease) in stock in trade	Nil	Nil
Total Expenditure	2945.36	297.26
Profit Before Depreciation and Tax	957.31	357.92
Depreciation	1.97	Nil
Profit before Tax	955.34	357.92
Provision for Tax	109.97	17.23
Provision for deferred tax	0.58	Nil
Profit after Tax	844.79	340.68

OPERATIONAL PERFORMANCE:

The Company operates in audio visual licensing, movie syndication and TV production. During the year company had company produced one bollywood movie, Micky Virus which was super hit movie.

During the financial year, there is manifold increase on top line of the company which has increased from Rs. 655 lacs in the last year to Rs. 3902 lacs in the current year. The profits of the company has also increased from Rs.. 340 lacs in the last year to Rs. 844 lacs in the current year.

TRANSFER TO RESERVES:

After appropriation of profits towards dividend and dividend distribution tax, Rs. 4,52,93,283/- stands to the credit of reserves account.

DIVIDEND:

Your directors have recommended a 10% dividend for the year under review. The Board has also recommended a Bonus issue of equity shares in the ratio 1:1.

WITHDRAWAL OF MERGER:

The Board has withdrawn its plan for merger of Snip Entertainment Private Limited and Sphere Entertainment Private Limited (Transferor Companies) with Trilogic Digital Media Limited (Transferee Company) due to change in business strategies.

CHANGE IN REGISTERED OFFICE:

During the year under review, the registered office of the Company was shifted from Jaipur to Mumbai.

SHARE CAPITAL:

The Authorised Share Capital of the Company as on March 31, 2014 is Rs. 20,00,00,000/- divided into 2,00,00,000 Equity Shares of Rs. 10/- each. During the year under review, the Company has made preferential allotment of 13,27,500 equity shares to the promoters and non promoters, thereby increase its paid up capital to Rs. 11,84,13,000/-

DIRECTORS:

During the year under review, the Company has appointed Mr. Vishal Gurnani, Mr. Nailesh Mehta and Mr. Murad Khetani as directors of the Company on April 23, 2013. Mr. Sanjay Vyas was appointed as a Director on 20th December, 2013 and resigned on 13th February 2014.

Mr. Sudhir Singh and Ajit Kumar Joshi have also resigned on 13th February 2014. Mr. Anand Gurnani has resigned on June 01, 2013

Post end of the Financial Year, Mr. Anil Wanvari has tendered his resignation on 14th August, 2014.

Post end of the Financial Year, the Company has appointed Mr. Arvind Agarwal and Mr. Shivanshu Pandey as an Additional Directors w.e.f. 29th May 2014 and 14th August, 2014 respectively.

Your approval is solicited for the said appointment of Additional Directors.

Mr. Murad khetani, Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible he has offered himself for re-appointment. Your Board has recommended his re-appointment.

In terms of Section 149 of the Companies Act, 2013, which has come into force with effect from April 01, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

In compliances with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Nailesh Mehta and Mr. Shivanshu Pandey as Independent Directors is being placed before the Members in General Meeting for their approval. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Members are requested to refer to the notice of the Annual General Meeting and the Explanatory Statement for details of the qualifications and experience of the Directors.

SUBSIDIARY:

The Company has one partnership firm as its subsidiary.

AUDITORS:

The Company has received resignation from its former Statutory Auditors **M/s. T. R. Chadha & Co.** The Board recommends appointment of **Subramaniam Bengali Sharma & Associates, Chartered Accountant** as Statutory Auditors of the Company from this Annual General Meeting till the conclusion of fifth consecutive Annual General Meeting.

AUDITOR'S OBSERVATIONS:

All observations of the Auditors are self explanatory and therefore do not require to be commented in this report.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed:-

1. That in the preparation of the annual accounts for the year ended March 31, 2014; the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year under review.
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the accounts for the financial year ended March 31, 2014 on a 'going concern' basis.

PARTICULARS OF EMPLOYEES:

There are no employees who are in receipt of remuneration in excess of the rates/amounts specified under Section 217 (2A) of the Companies Act, 1956 read with the (Particulars of Employees) Rules, 1975.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement is presented in a separate section forming part of the Annual Report.

FIXED DEPOSITS:

During the year under review, your Company has not accepted/renewed any deposits within the meaning of section 58A of the Companies, Act 1956 and the rules made there under.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Statement pursuant to Section 217(1) (a) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the report of the Board of Directors) Rules, 1988 has been annexed and forms part of this report.

CORPORATE GOVERNANCE:

The report of Corporate Governance in the Company has been annexed to this report and forms part of the Director's report.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to thank all its stakeholders for all their supports.

By and on behalf of the Board

**Sd/-
(Kamlesh Bhanushali)
Director**

**Sd/-
(Sankool Shah)
Director**

**Date: 14th August, 2014
Place: Mumbai**

Annexure I

In terms of section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, the Directors furnish herein below the required additional information:

I. CONSERVATION OF ENERGY:

- (a) Energy conservation measures taken – (NIL)
Nature of your Company's operations entails a very low level of energy consumption.
- (b) Additional investments and proposals if any, being implemented for reduction of consumption of energy – NIL
- (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods – NIL
- (d) Total energy consumption and energy consumption per unit of production – Nil

II. DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.,

- I Research and Development: Nil
- II Technology Absorption,
Adaptation and Innovation: Nil

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

- Earnings in Foreign Exchange : Nil
- Foreign Exchange outgo : Nil

By and on behalf of the Board

**Sd/-
(Kamlesh Bhanushali)
Director**

**Sd/-
(Sankool Shah)
Director**

**Date: 14th August, 2014
Place: Mumbai**

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and developments:

The media industry can be categorized into the following categories; film entertainment, television, music, Online media, radio and print. As implied, many aspire to join this industry due to the high visibility and glamour associated with many of the top jobs. The greatest opportunities naturally lie in those sub-areas that are expected to grow the fastest over the next few years, namely, Bollywood content provider/ supplier of Hindi Films, Songs, scenes, clippings and footage for terrestrial Television, satellite, channels, websites, IPTV, Internet and Broadband and all electronic media for whole world and Cinefilms, Telefilms, video films, documentary films, advertisement films, TV serials, slides, shows or other picturisation feasible at international level.

2. Outlook:

The Indian entertainment and media sector is one of the fastest growing sectors in the economy, and its segments have all witnessed tremendous double digit growth in the last few years. The key reasons favoring the rapid growth of the Indian entertainment and media sector are the demographic and economic factors buoying India's development; with a majority of the population below the age of 35, and increasing disposable income in Indian households, the average spend on media and entertainment is likely to grow. The Indian media industry is expected to touch business of Rs.1040 billion by 2014. In addition, advances in technology, increasing penetration of communication mediums, policy initiatives of the Indian government to increase FDI and the increased participation of private media companies have been the other key drivers of the industry.

3. Segment-wise or product-wise performance:

The Company operates in one segment only i.e. Media Business and content syndication.

4. Risks and concerns:

The Company operates in highly competitive environment that is subject to innovations, changes and varying levels of resources available to each player in each segment of business.

5. Internal control systems and their adequacy:

The Company has established internal control systems which is adequate commensurate with its size and nature of operations so as to ensure smoothness of operations and compliance with applicable legislation.

6. Material developments in Human Resources / Industrial Relations front, including number of people employed:

The Company seeks respects and values the diverse qualities and backgrounds that its people bring to it and is committed to utilizing the richness of knowledge, ideas and experience. The work environment is stimulating and development of core competencies through format training, job rotation and hands on training is an ongoing activity.

7. Cautionary Statement:

Statements in this report on Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectation of future events, actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand-supply conditions, finished goods prices, raw material costs and availability, change in Government regulations and tax structure, economic developments within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information or events.

By and on behalf of the Board

**Sd/-
(Kamlesh Bhanushali)
Director**

**Sd/-
(Sankool Shah)
Director**

**Date: 14th August, 2014
Place: Mumbai**

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY

Corporate governance is the system of rules, practices and processes by which a company is directed and controlled. It essentially involves balancing the interests of many stakeholders of the Company- shareholders, management, customers, suppliers, government and community/ society. It is a framework of rules and practices by which a Board of Directors ensures accountability, fairness, and transparency in a company's relationship with its stakeholders. Present system of Corporate Governance in the company is as follows:

A. COMPOSITION OF BOARD OF DIRECTORS:

The board meets at least once in a quarter to consider amongst other business matters, the quarterly performance of the Company and financial results. Directors attending the meetings actively participate in the deliberation at these meetings.

The Composition of the Board and the number of directorships, memberships and chairmanship of committees as on March 31, 2014, are given below:

The Company had 9 Directors with non Executive Chairman. One director is Executive and all other directors are non executive. The Board comprises of 3 Independent Directors forming one third of the Board is of Independent Directors.

Name of the Directors	Position	*No. of Directorship in Boards of other companies	Committee Membership in all companies	Chairmanship in committees where they are Members
Mr. Kamlesh Bhanushali	Non-Executive & Non Independent Director	Nil	Nil	Nil
Mr. Vishal Gurnani	Non Executive & Non Independent Director	Nil	Nil	Nil
Mr. Sankool Shah	Non Executive & Non Independent Director	Nil	Nil	Nil
Mr. Harish Patil	Executive & Non-Independent Director	Nil	Nil	Nil
Mr. Anand Gurnani\$	Non Executive & Non-Independent Director	Nil	Nil	Nil
Mr. Ajit Kumar Joshi #	Non Executive & Non Independent Director	Nil	Nil	Nil
Mr. Sudhir Singh #	Non Executive & Non Independent Director	Nil	Nil	Nil
Mr. Anil Wanwari	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Nailesh Mehta	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Murad Khetani	Non Executive &	Nil	Nil	Nil

	Non Independent Director			
Mr. Sanjay Vyas#	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Ankur Joshi	Non Executive & Non Independent Director	Nil	Nil	Nil

**Alternate directorship, directorship in private limited companies, foreign companies and membership in governing councils, chambers and other bodies not included.*

resigned on 13th February 2014.

\$ Resigned on 1st June 2013

B. BOARD MEETINGS AND ATTENDANCE

Twelve meetings were held during the year 2013-14. The dates on which the said meetings were held are 23.4.2013, 30.5.2013, 7.6.2013, 22.6.2013, 14.8.2013, 17.8.2013, 2.9.2013, 27.9.2013, 8.10.2013, 13.11.2013, 20.12.2013, 12.2.2014..The maximum interval between any two Board Meetings was not more than 4 months.

The presence of Directors at the Board meetings and last AGM was as follows:

Name of director	No. of meetings Held	No. of meetings Attended	Last AGM attended
Mr. Kamlesh Bhanushali	12	12	Yes
Mr. Vishal Gurnani	12	12	Yes
Mr. Sankool Shah	12	12	Yes
Mr. Harish Patil	12	12	Yes
Mr. Anand Gurnani	12	2	N.A.
Mr. Ajit Kumar Joshi	10	10	Yes
Mr. Sudhir Singh	10	10	Yes
Mr. Anil Wanwari	11	02	No
Mr. Nailesh Mehta	11	04	No
Mr. Murad Khetani	11	04	No

None of the directors is a member in more than ten committees or acts as a Chairman in more than five committees across all companies in which he or she is a director.

- **Non executive directors' compensation and disclosures:**

The Non-Executive Directors have not drawn any remuneration including sitting fees from the Company for the year ended 31st March, 2014.

C. CODE OF CONDUCT:

The Board of Directors has laid down a Code of Conduct for the Board members and senior management personnel of the Company. The same is circulated among the Board Members and Senior Management Personnel. All the members of the Board and Senior Management Personnel have affirmed compliance of the respective Code of Conduct on Annual Basis. The required Declaration to the Compliance is offered herewith.

DECLARATION:

To the Members of
Trilogic Digital Media Limited.

As provided under clause 49 of the Listing Agreement with the Stock Exchange, it is hereby declared that all the Board Members and Senior Management personnel of the Company have affirmed the Compliance with the prescribed code of conduct on annual basis.

For **Trilogic Digital Media Limited**

Sd/-

Harish Patil
CEO

Place: Mumbai

Date: 23.8.2014

D. AUDIT COMMITTEE

An Audit Committee focuses on aspects of financial reporting and on the entity's processes to manage business and financial risk, and for compliance with significant applicable legal, ethical, and regulatory requirements. It assists the Board with the oversight of (a) the integrity of the entity's financial statements, (b) the entity's compliance with legal and regulatory requirements, (c) the independent auditors' qualifications and independence, (d) the performance of the entity's internal audit function and that of the independent auditors and (e) compensation of company executives (in absence of a remuneration committee)

- The Board has constituted an Audit Committee comprising of three directors, two of them are Non-Executive, Independent Directors. The Audit Committee is constituted in accordance with the provisions of Clause 49 (II) (A) of the Listing Agreement and Section 292 of the Companies Act, 1956. All the members of the Audit Committee are financially literate and have accounting and financial management expertise. The Chairman of the Committee is an Independent, Non-Executive Director.
- 4 meetings were held during the year under review on 30.5.2013, 14.8.2013, 13.11.2013, 12.2.2013.

- The composition of Audit Committee and attendance of each committee member is as under:-

Name of the Director	Designation	Category	No. of Meeting held#	No. of Meetings attended
Mr. Nailesh Mehta#	Chairperson	Non Executive and Independent	4	4
Mr. Sudhir Kumar Singh@	Member	Non Executive Non-Independent	4	2
Mr. Ajit Kumar Joshi@	Member	Non Executive Non-Independent	4	2
Mr. Ankur Joshi	Member	Non Executive Non-Independent	4	4
Mr. Murad Khetani#	Member	Non Executive and Independent	4	4

@ Resigned on 13th Feb, 2014

Appointed on 23rd April, 2013

- **Terms of reference of Audit Committee:**

- To review reports of the Internal Audit Department and recommend to the Board to decide about the scope of its work including the examination of major items of expenditure.
- To meet statutory and internal auditors periodically and discuss their findings, suggestions and other related matters.
- To review the auditors' report and limited review on the financial statements and to seek clarifications thereon if required, from the auditors and to implement any suggestion.
- To review the weaknesses in internal controls, if any, reported by the internal and statutory auditors and report to the Board the recommendations relating thereto.
- To act as a link between the statutory and internal auditors and the Board of Directors.
- To recommend a change in the auditors if in the opinion of the Committee the auditors have failed to discharge their duties adequately

E. REMUNERATION COMMITTEE:

Setting up remuneration committee for determining a company's policy on remuneration packages for executive directors constitutes a non- mandatory provision of Clause 49. The Company has set up its remuneration committee to review the human resources policies and practices of the Company and, in particular, policies regarding remuneration of Whole time Directors and senior managers.

The committee discusses human resources policies such as compensation and performance management.

The Remuneration committee consists Mr. Ajit Kumar Joshi, (Chairman) Mr. Sudhir Kumar Singh till 12th February 2014. The said committee was reconstituted on 12th February 2014 with Mr. Anil Wanwari as a Chairman of the Meeting and Mr. Nailesh Mehta and Mr. Harish Patil are the other members of the Committee. During the year no meetings were held.

F. SHAREHOLDERS / INVESTOR'S GRIEVANCE COMMITTEE:

The Company's Share Transfer and shareholders/investors grievance Committee functions headed under the Chairmanship of Mr. Kamlesh Bhanushali, Director of the Company. Mr. Sankool Shah and Mr. Harish Patil are other members of the Committee. The shareholders/investors grievance Committee was formed to specifically look into redressal of complaints like transfer of shares, issuance of duplicate shares, non-receipt of Annual Report etc, received from shareholders and improve the efficiency in investors service and all other day-to-day matters governing the relationship between the company and its shareholders, wherever possible. The Committee meets as and when requires and periodically reviews the status of investor grievances. During the year under review the committee meets on 30.5.2013, 14.8.2013, 13.11.2013 and 12.2.2014. There were no complaints outstanding as on March 31, 2014. No Share Transfers remained unattended/pending for more than thirty days as on March 31, 2014. There was no complaint pending before the Company as on 31-03-2014

G. SUBSIDIARY COMPANY:

The Company does not have any subsidiary company. It holds 99% in one partnership firm.

H. DISCLOSURES:

- i. The Company does not have any related party transaction that are material in nature either with its promoters and/or their subsidiary Companies, director and their relatives etc, that would have potential conflict with the interests of the Company at large.
- ii. The Company has complied with all the procedural requirements of regulatory authority on matters related to capital market.
- iii. The Company has already laid broad guidelines for Board disclosures.
- iv. No money was raised from the public issue, rights issues, preference issue, etc. during the year under review.
- v. The Company do not pay any remuneration to its directors, executive and non executive.
- vi. Following are the details of shareholding of Directors of the Company:

Sr. No.	Name of the Director	Shareholding (%)
1	Mr. Sankool Shah	1113930 (9.41)
2	Mr. Kamlesh Bhanushali	1237063 (10.45)
3	Mr. Harish Patil	600000(5.07)
4	Mr. Anand Gurnani	289286 (2.44)
5	Mr. Ankur Joshi	930000(7.85)
6	Mr. Sudhir Kumar Singh	930000(7.85)
7	Mr. Ajit Kumar Joshi	-
8	Mr. Anil Wanvari	-
9.	Nailesh Mehta	-
10.	Murad Khetani	950000(8.02)
11.	Vishal Gurnani	-
		-

Brief Resume of Directors to be appointed:

Mr. Arvind Agarwal

Mr Arvind Agarwal has more than 10 Years of experience in the constructions business. He is also involved in the business of Production of films Mr. Arvind agarwal was appointed as an Independent Director of the Company with effect from May 29,2014

Mr. Shivanshu Pandey:

Mr Shivanshu Pandey has more than 2 Years of experience in the constructions business. He is also involved in the business of Production of films Mr Shivanshu Pandey was appointed as an Independent Director of the Company with effect from August 14 2014.

Mr. Nailesh Mehta

Mr. Nailesh Mehta has over 25 years of experience in Land Development. He is an established developer with a sterling reputation. His strong project management & execution skills will add value to the company. Mr. Nailesh Mehta was appointed as an Independent Director of the Company with effect from April 23, 2013.

I. MANAGEMENT DISCUSSION AND ANALYSIS:

Report on Management Discussion and Analysis is a part of Corporate Governance Report.

J. GENERAL BODY MEETING:

i. Location and time where last three General meetings held:

AGM/EGM	DATE	TIME	VENUE
AGM	27/07/2013	10.30 A.M.	1629, Dadhichi Bhavan 2nd floor Chaura Rasta Near Sai Baba temple Jaipur Rajasthan-320003
AGM	28/09/2012	10.30 A.M.	1629, Dadhichi Bhavan 2nd floor Chaura Rasta Near Sai Baba temple Jaipur Rajasthan-320003
AGM	28/09/2011	10.30 A.M.	G-1-560,RIICO Industrial area , Sitapura ,Jaipur
EGM	11.9.2013	2.30 P.M.	9th Floor, Bhukhanwala Chambers, B-28, Veer Industrial Estate, Off New Link Road, Andheri (W), Mumbai- 400 053

ii. The following special resolutions were passed at the previous three Annual General Meetings

AGM held on July 27, 2013:

a) Preferential Allotment of 29,27,500 shares

AGM held on September 28, 2012:

- Preferential Allotment of 44,60,000 Equity Shares of Rs. 10/- each at Rs. 18/- per share to the promoters and non-promoters of the Company.
- Increase in Authorised Capital of the Company from Rs. 10/- crores to Rs. 20/- crores
- Increase in borrowing power of the Company to Rs. 100/- crores.

AGM held on September 28, 2011:

- a) Preferential Allotment of 29.27,500 shares

No resolution is proposed to be passed by conducting postal ballot. However being a listed entity all resolutions are eligible to be passed through E-Voting.

K. CERTIFICATION:

As required under Clause 49 of the Listing Agreement, the CEO certification on the financial statements and other matters has been obtained from Mr. Harish Patil, CEO of the Company and annexed with this report. Members of the Company can obtain copies of the said certificate available for inspection during the course of ensuing Annual General Meeting.

Also the Company has obtained a certificate from practicing Company Secretary regarding compliance of Corporate Governance.

L. MEANS OF COMMUNICATIONS:

The Company keeps sending quarterly compliances to the Stock Exchange which are available in Public Domain.

M. ADDITIONAL SHAREHOLDER'S INFORMATION

Annual General Meeting:-

The Nineteenth Annual General Meeting of the Shareholders will be held at 12.30 p.m. at Sahara Star, Opp. Domestic Airport, Vile Parle, Mumbai – 400099 m. on Saturday, 20th September, 2013

Book Closure:-

9th September 2014 to 10th September, 2014 (Both days inclusive)

N. FINANCIAL CALENDAR :-

- Financial year: 1st April 2014 to 31st March,2015
- First Quarter results on or before 14th August, 2014
- Second Quarter results on or before 14th November, 2014
- Third Quarterly results on or before 14th February, 2014
- Forth quarterly results on or before 15th May, 2015

O. LISTING OF STOCK EXCHANGE :-

Companies Shares are listed and traded on Bombay Stock Exchange Limited. The Company has applied for de-listing from Jaipur Stock Exchange and Ahemdabad Stock Exchange.

- Stock Code on BSE : 531712
- **ISIN Number for NSDL & CDSL: - INE532D01018**

The listing fees for the financial year 2014-2015 have been paid to Bombay Stock Exchange Limited. The Company has also paid annual custodian fee for the year under review to NSDL & CDSL.

Month	Bombay Stock Exchange Limited (In Rs. Per share)	
	High	Low
April 2013	49.65	25.95
May 2013	26.90	24.00
June 2013	25.85	23.25
July 2013	40.20	25.50
August 2013	47.00	38.50
September 2013	46.05	37.75
October 2013	48.45	31.30
November 2013	32.00	27.15
December 2013	34.65	27.00
January 2014	52.90	36.00
February 2014	55.50	47.55
March 2014	50.90	36.30

Distribution of Shareholding as on March 31, 2014 is as under:

Category	Shareholders		Face Value of Rs. 10/- Per Share	
	Numbers	% of shareholders	Amount (Rs.)	% of Amount
1 – 500	271	49.273	987510	0.834
501 – 1000	117	21.273	1085600	0.917
1001 – 2000	44	8.000	706790	0.597
2001 – 3000	34	6.182	841940	0.711
3001 – 4000	11	2.000	406690	0.343
4001 – 5000	9	1.636	437570	0.370
5001 – 10,000	15	2.727	1120260	0.946
100001 – Above	49	8.909	112826640	95.282
Total	550	100.00	118413000	100.00

- **Registrar and Share Transfer Agent:-**
Universal Capital Securities Private Limited
(formerly known as Mondkar Computers Private Limited)
 21, Shakil Niwas, Opp. Satya Sai Baba Temple,
 Mahakali Caves Road, Andheri (East),
 Mumbai – 400 093
 Tel No. 28366620 / 2825 7641

The Question relating to share and requests for transactions such as transfer, transmission and nomination facilities, change of address, may please be taken up with the Registrar and Transfer Agent at above given address.

1. Categories wise Distribution of equity shares as on March 31, 2014:

Sr. No.	Category of Shareholders	Total Holdings	% of Shareholdings
1.	Promoter & Promoter Group	4000279	33.78
2.	Mutual Funds and UTI	-	-
3.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non Govt. Inst.)	-	-
4.	FII/Foreign Bodies	-	-
5.	Private Corporate Bodies	163638	1.38
6.	Indian Public	7017654	59.27
7.	NRIs/OCBs	-	-
8.	Clearing Member	59729	0.50
9.	Director/Directors Relatives	600000	5.07
	TOTAL	11841300	100.00

By Order of the Board

Sd/-
(Kamlesh Bhanushali)
Director

Sd/-
(Sankool Shah)
Director

Place: Mumbai

Date: 14th August, 2014

REPORT OF PRACTICING COMPANY SECRETARY ON CORPORATE GOVERNANCE

**To,
The Members of
Trilogic Digital Media Limited**

We have examined the compliance of the conditions of Corporate Governance of Trilogic Digital Media Limited for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement with the stock Exchange in India.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement *except constitution of Audit Committee.*

We state that no investor grievances as at March 31, 2014 are pending for a period not exceeding one month against the Company as per the records maintained by the Share registrar and reviewed by the Board.

We further state that such compliances is neither an assurance as to the further viability of the Company not the efficiency or effectiveness with which the management has conducted the affairs of the Company

**For Kaushal Dalal & Associates,
Company Secretaries**

**Sd/-
Kaushal Dalal
C.P. No. 7512**

**Date: August 14, 2014
Place: Mumbai**

CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

I, Harish Patil, CEO of Trilogic Digital Media Limited, to the best of our knowledge and belief certify that:

1. We have reviewed the Financial Statements and the cash flow Statement for the year 2013-14 and that to the best of my Knowledge and belief;
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
2. I further state that to the best of my knowledge and belief, no transactions are entered into by the Company during the years which are fraudulent, illegal or violative of the Company's Code of Conduct. I hereby declare that all members of the Board of Directors and the Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps taken or proposed to be taken to rectify the same;
4. I have indicated to the auditors and the Audit Committee: -
 - a) Significant changes, if any, in internal control over financial reporting during the year;
 - b) Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud, if any, wherein there has been involvement of management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: August 14, 2014

Sd/-
Harish Patil
CEO

INDEPENDENT AUDITOR'S REPORT

The Members of Trilogic Digital Media Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Trilogic Digital Media Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material mis-statement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 227(3) of the Companies Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the companies Act, 2013;
2. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of 'The Companies Act, 1956 of India (the 'Act') and on the basis of such checks of books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure as statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- e. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

Place: Mumbai
Date: 29th May, 2014

For T R Chadha & Co.
Chartered Accountants
Firm Regn. No: 006711N

SD/-
Pramod Tilwani
(Partner)
Membership No. 76650

Trilogic Digital Media Limited
Annexure to the Auditors' Report for the year ended 31st March 2014
(Referred to in Paragraph 1 of our Report of even date)

I. Fixed Assets

- a) The Company has generally maintained proper records to show full particulars including quantitative details and situtation of fixed assets.
- b) As per the information and explanation given to us, the company has physically verified its fixed assets in phased manner, which in our opinion is reasonable having regard to the size of the company and nature of its assets.
- c) No fixed assets are discarded / sold during the year and are accordingly not affecting the operations of the Company as a going concern.

II. Inventories

There was no inventory lying as on 31.03.2014, Accordingly, the provisions of clauses 2 of Para 4 of the Companies (Auditor's Report) Order are not applicable to the company. The inventory represents in the financial statement is the Movie Under Production.

III. Loans given / taken

During the period, the company has not granted or taken any Loans, secured or unsecured to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956, Accordingly, the provisions of clauses 2 of Para 4 of the Companies (Auditor's Report) Order are not applicable to the company.

IV. Internal Control

In our opinion and according to information and explanations given to us, there is an internal control system commensurate with the size of the Company and nature of its business for the purchase of fixed assets and for sale of goods and service.

V. Transactions under Section 301

- a) *According to the information and explanation given to us and as verified by us, we are of opinion that the particulars of the contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered in the Register maintained in pursuance of section 301 of the Companies Act, 1956, have been entered.*
- b) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements exceeding the value of Rupees five lakhs have been entered in the register maintained under Section 301 of the Companies Act, 1956. The services received and provided to these parties are of special nature and hence not comparable with other sources. *However the company is yet to obtain the approval as required u/s 297 of the companies A/ct 1956.*

VI. Public Deposit

The Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there under.

VII. Internal Audit System

The Company's is in the proecess pf settomg up am internal audit system commensurate with the size and nature of its business.

VIII. Cost Records

As explained to us, the maintenance of cost records has not been prescribed by the Central Government under Section 209 (1) (d) of the Companies Act, 1956.

IX. Statutory Dues

- a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India, the Company has delayed/not paid its undisputed statutory dues in respect of Income Tax, Service Tax, other material statutory dues as applicable with the appropriate authorities in India during the year. The company has not paid undiputed Income Tax TDS amount of Rs. 4.58 lacs for a period of more than six months as on 31st March, 2014.
- b) According to the information and explanations given to us, there are no disputed dues of Income Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues.
- x) The Company has not incurred any cash losses during the financial year and in the immediately preceding year.
- xi) Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of dues to financial institutions, bank and debenture holders.
- xii) According to information and explanations given to us, the Company has not granted any loans and advances on the basis of any security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion, considering the nature of activities carried on by the company, it is not a chit fund / nidhi / mutual benefit fund / society. Accordingly, the provisions of clauses 13 (a) to (d) of Para 4 of the Companies (Auditor's Report) Order are not applicable to the company.
- xiv) In our opinion and according to information and explanations given to us, the Company is not engaged in dealing or trading in shares, securities, debentures and other investments.
- xv) According to information and explanations given to us, during the year, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions.

- xvi)** Based on our audit procedures and as per the information and explanations given by the management, the term loan received during the year were applied for the purpose for which the loan were obtained.
- xvii)** According to the information and explanations given to us and on overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long term investment.
- xviii)** The Company has made preferential allotment of shares during the year to parties and companies covered in the register maintained under Section 301 of Companies Act, 1956. The price at which the shares have been issued is not prejudicial to the interest of the Company.
- xix)** The Company has not issued any Debentures during the year.
- xx)** The Company has not raised any money from the public during the year through public issue. The money received on preferential allotment of shares has been utilized for general business purposes.
- xxi)** During the course of examination of the books of account and records of the company as produced and examined by us in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have not come across any fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

**For T R Chadha & Co.
Chartered Accountants
Firm Regn. No: 006711N**

**Sd/-
Pramod Tilwani
(Partner)
Membership No. 76650**

**Place: Mumbai
Date: 29th May, 2014**

TRILOGIC DIGITAL MEDIA LIMITED

Balance Sheet as at March 31, 2014

Particulars		Note No.	As at March 31, 2014 (Rs.)	As at March 31, 2013 (Rs.)
A	EQUITY AND LIABILITIES			
	Shareholders' Fund			
	Share Capital	2.01	120,278,750	107,003,750
	Reserves & Surplus	2.02	127,449,148	15,671,717
			247,727,898	122,675,467
	Non Current Liabilities			
	Long Term Borrowings	2.03	3,602,880	-
	Deferred Tax Liabilities (Net)	2.04	58,211	-
			3,661,091	-
	Current Liabilities			
	Trade Payable	2.05	122,920,927	4,447,950
	Other Current Liabilities	2.06	116,284,402	1,503,510
	Short Term Provision	2.07	13,853,729	1,723,920
			253,059,059	7,675,380
	TOTAL		504,448,047	130,350,847
B	ASSETS			
	Non Current Asset			
	Fixed Asset			
	Tangible Asset	2.08	4,565,238	-
			4,565,238	-
	Non current Investment	2.09	41,758,666	119,096,845
	Long Term Loans & Advances	2.10	162,122,000	184,682
			208,445,904	119,281,527
	Current Asset			
	Inventories	2.11	29,204,758	-
	Trade Receivables	2.12	244,071,778	7,289,554
	Cash & Cash Equivalent	2.13	2,118,090	1,987,067
	Short Term Loans & Advances	2.14	16,396,892	1,792,699
	Other Current Assets	2.15	4,210,625	-
			296,002,143	11,069,320
	TOTAL		504,448,047	130,350,847
	Significant Accounting Policies & Notes forming part of the Financial Statements	1 & 2		

As per our report attached of even date

For T R Chadha & Co.
Chartered Accountants
Firm Reg. No. 006711N

For Trilogic Digital Media Limited

Pramod Tilwani
Partner
Membership No. 76650

Sd/-
Kamlesh Bhanushali
Managing Director

Sd/-
Harish Patil
Director

Date 5/29/2014

Place Mumbai

TRILOGIC DIGITAL MEDIA LTD
Statement of Profit and Loss for the year ended 31st March, 2014

Particulars		Note No.	Year ended March 31, 2014 (Rs.)	Year ended March 31, 2013 (Rs.)
A	Revenue from Operations	2.16	390,266,895	65,519,004
	Total Revenue		390,266,895	65,519,004
B	Expenses			
	Operating Costs	2.17	283,657,405	23,320,790
	Employee Benefit Expense	2.18	-	3,000,000
	Finance Cost	2.19	162,651	10,856
	Depreciation & Amortization	2.08	196,888	-
	Other Expenses	2.20	10,715,698	3,395,230
	Total Expenses		294,732,642	29,726,876
C	Profit before tax (A - B)		95,534,253	35,792,128
D	Tax Expense			
	Current Tax		10,997,383	1,723,920
	Deferred Tax	2.04	58,211	-
	Profit / (Loss) for the year (C - D)		84,478,660	34,068,208.00
E	Earning Per Share	2.22		
	Basic		7.58	3.24
	Diluted		7.58	3.24
	Significant Accounting Policies & Notes forming part of the Financial Statements	1 & 2		

As per our report attached of even date

For T R Chadha & Co.
Chartered Accountants
Firm Reg. No. 006711N

Pramod Tilwani
Partner
Membership No. 76650
Date 5/29/2014

For Trilogic Digital Media Limited

Sd/-
Kamlesh Bhanushali
Managing Director

Sd/-
Harish Patil
Director

TRILOGIC DIGITAL MEDIA LIMITED
Notes Annexed & Forming part of the Financial Statements

Particular		As at March 31, 2014 (Rs.)	As at March 31, 2013 (Rs.)															
Note -	2.01	Share Capital																
	(a)	Authorised:																
		2,00,00,000 (Previous Year 2,00,00,000) Equity Share of Rs.10 each																
		200,000,000	200,000,000															
		200,000,000	200,000,000															
	(b)	Issued, Subscribed & Paid Up																
		1,18,41,300 (Previous Year 1,05,13,800) Equity Shares of Rs. 10 each																
		118,413,000	105,138,000															
		Add: Shares Forfeited																
		1,865,750	1,865,750															
		120,278,750	107,003,750															
	(c)	<p>Rights, preferences and restrictions attaching to each class of shares (including restriction on dividend & repayment of capital) The Company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of Equity shares is entitled to one vote per share. All equity Shares of the Company rank pari passu in all respect including the right to divided. In the event of liquidation, the equity shareholders are eligible to received the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.</p>																
	(d)	<p>Shares held by its holding company or subsidiary of holding company There is no Holding Company or its Ultimate Holding Company or Subsidiaries or Associates of the Holding Company.</p>																
	(e)	<p>Reconciliation of Number of shares outstanding as at 31st March '14 & as at 31st March '13</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">As at March 31, 2014 (Rs.)</th> <th style="text-align: right;">As at March 31, 2013 (Rs.)</th> </tr> </thead> <tbody> <tr> <td>Number of shares at the beginning</td> <td style="text-align: right;">10,513,800</td> <td style="text-align: right;">5,453,800</td> </tr> <tr> <td>Add: Shares issued / converted during the Year (Refer Note 2.31)</td> <td style="text-align: right;">1,327,500</td> <td style="text-align: right;">5,060,000</td> </tr> <tr> <td>Less: Forfeited</td> <td style="text-align: right;">-</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Number of shares at the end</td> <td style="text-align: right;">11,841,300</td> <td style="text-align: right;">10,513,800</td> </tr> </tbody> </table>		Particulars	As at March 31, 2014 (Rs.)	As at March 31, 2013 (Rs.)	Number of shares at the beginning	10,513,800	5,453,800	Add: Shares issued / converted during the Year (Refer Note 2.31)	1,327,500	5,060,000	Less: Forfeited	-	-	Number of shares at the end	11,841,300	10,513,800
Particulars	As at March 31, 2014 (Rs.)	As at March 31, 2013 (Rs.)																
Number of shares at the beginning	10,513,800	5,453,800																
Add: Shares issued / converted during the Year (Refer Note 2.31)	1,327,500	5,060,000																
Less: Forfeited	-	-																
Number of shares at the end	11,841,300	10,513,800																

(f)	The details of shareholders holding more than 5% shares				
	Name of Shareholder	As at March 31, 2014		As at March 31, 2013	
		No. Of shares	% Holding	No. Of shares	% Holding
	Kamlesh Mohanlal Bhanushali	1,237,063	10.45%	1,485,240	14.13%
	Sankool Anilkumar Shah	1,113,930	9.41%	1,113,930	10.59%
	Murad Majitali Khetani	950,000	8.02%	-	-
	Ankur Shivkumar Joshi	930,000	7.85%	-	-
	Sudhir Kumar Singh	930,000	7.85%	-	-
	Arvind Pradhan Bhanushali	680,000	5.74%	680,000	6.47%
	Rinku Vinod Bhanushali	680,000	5.74%	680,000	6.47%
	Arvind Agarwal	675,000	5.70%	-	-
	Shobhana Padmakant Shah	620,760	5.24%	-	-
	Padmakant Shah	616,920	5.21%	-	-
	Harish Kamalakar Patil	600,000	5.07%	600,000	5.71%
	Vishal Gurnani	-	-	1,113,920	10.59%
Note -	2.02 Reserves & Surplus				
	(a) Capital Reserve				
	Opening Balance			2,761,365	2,761,365
	(b) Securities Premium Reserve				
	Opening Balance			38,242,000	-
	Add: Addition during the year			41,152,500	38,242,000
	Closing Balance			79,394,500	38,242,000
	(c) Surplus / (Deficit)				
	Opening Balance			(25,331,648)	(59,399,856)
	Add: Profit / (Loss) After Tax (transferred from Statement of Profit & Loss)			84,478,660	34,068,208.00

		Less: Appropriation for Dividend including Dividend Distribution Tax (Dividend Re. 1 per share Prev. Year Nil)	(13,853,729)	-
		Closing Balance	45,293,283	(25,331,648)
		Total	127,449,148	15,671,717

		Particular	As at March 31, 2014 (Rs.)	As at March 31, 2013 (Rs.)
Note -	2.03	Long Term Borrowings Secured		
	(a)	Loan Against Vehicle (Security: Secured by way of hypothecation of the Motor Car purchased) (Terms of repayment: The loan is payable in 36 EMI commencing from 22nd December 2013 to 22nd November 2016) (For current portion of long term loan refer Note 2.06)	3,602,880	-
		Total	3,602,880	-
Note -	2.04	Deferred Tax Liabilities (Net)		
		On account of depreciation	58,211	-
		Total	58,211	-
Note -	2.05	Trade Payable		
		Trade Payable (Refer note 2.25)	122,920,927	4,447,950
		Total	122,920,927	4,447,950
Note -	2.06	Other Current Liabilities		
		Current Maturity of Long Term Loan	596,446	-
		Advance received against production of movies	92,600,000	-
		Statutory Dues	22,328,944	1,379,811
		Other Current Liabilities	759,012	123,699
		Total	116,284,402	1,503,510

Note -	2.07	Short Term Provision Provision for Tax Proposed Dividend including Dividend Distribution Tax <p style="text-align: right;">Total</p>	-	1,723,920
			13,853,729	-
			13,853,729	1,723,920

TRILOGIC DIGITAL MEDIA LIMITED

Notes Annexed & Forming part of the Financial Statements

Note - 2.08 Fixed Assets

Amount in Rupees

Description	Gross block			Depreciation			Net Block	
	As at 1st April, 2013	Additions during the Year	As at 31st March, 2014	Upto 1st April, 2013	For the Year	Upto 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
Tangible Asset								
Computer	-	124,948	124,948	-	3,778	3,778	121,170	-
Motor Car	-	4,637,178	4,637,178	-	193,110	193,110	4,444,068	-
Total	-	4,762,126	4,762,126	-	196,888	196,888	4,565,238	-
Previous Year	-	-	-	-	-	-	-	-

TRILOGIC DIGITAL MEDIA LIMITED
Notes Annexed & Forming part of the Financial Statement

Particular		As at March 31, 2014 (Rs.)	As at March 31, 2013 (Rs.)
Note - 2.09	Non current Investment (At Cost) Unquoted Investment in Subsidiary - Partnership Firm - The Entertainment Hub The company has 99 % share in the aforesaid partnership firm.	41,758,666	119,096,845
	Total	41,758,666	119,096,845
Note - 2.10	Long Term Loans & Advances Unsecured, considered good Advance for purchase of Property Advance for Co-production of movies/serials Security Deposit for Airtime Purchased	55,000,000 77,122,000 30,000,000	- - 184,682
	Total	162,122,000	184,682
Note - 2.11	Inventories (lower of cost or net realizable value) Movie under Production (Refer Note 2.26)	29,204,758	-
	Total	29,204,758	-
Note - 2.12	Trade Receivables Unsecured, considered good Outstanding for a period exceeding 6 months Less : Provision for doubtful debts Other Trade receivable (Includes Rs. 1689,11,574 recoverable from firm / company in which director is a partner or director or a member)	38,664,554 - 205,407,224 205,407,224	740,000 - 6,549,554 6,549,554
	Total	244,071,778	7,289,554

Note - 2.13	Cash & Cash Equivalent		
	Balance with Banks in current account	2,105,082	1,974,059
	Cash On hand	13,009	13,009
	Total	2,118,090	1,987,068
Note - 2.14	Short Term Loans & Advances		
	Unsecured, considered good		
	Advance Income Tax and TDS (net of provision)	9,409,127	842,699
	Security Deposit	186,765	-
	Advance for Co-production of movies/serials - Short Term	5,800,000	
	Other Short Term Loans & Advances	1,001,000	950,000
	Total	16,396,892	1,792,699
Note - 2.15	Other Current Assets		
	Prepaid Expenses	4,210,625	-
	Total	4,210,625	-

TRILOGIC DIGITAL MEDIA LIMITED
Notes Annexed & Forming part of the Financial Statements

Particulars	As at March 31, 2014 (Rs.)	As at March 31, 2013 (Rs.)
Note - 2.16 Revenue from Operations Advertisement, Airtime and Movie Rights	343,063,953	38,600,000
Other Operating Revenue (Includes profit from firm of Rs. 456,49,942 (Rs.269,19,004))	47,202,942	26,919,004
Total	390,266,895	65,519,004
Note - 2.17 Operating Costs Purchase of Airtime / Advertisement Space	131,084,000	23,320,790
Purchase of Movie Rights	150,068,706	-
Commission on Advertisement	2,295,849	-
Other Operating Costs	208,850	-
Total	283,657,405	23,320,790
Note - 2.18 Employee Benefit Expense Salaries & Wages	-	3,000,000
Total	-	3,000,000
Note - 2.19 Finance Cost Interest Expense	162,651	10,856
Total	162,651	10,856
Note - 2.20 Other Expenses		

Travelling & Conveyance Expense	1,783,605	13,690
Auditor Remuneration (Refer Note 2.28)	540,250	100,000
Professional & Consultancy Charges	4,019,925	1,700,118
Rent	700,000	-
Legal & Compliance Fee	1,130,576	1,393,461
Sundry Balance Written off (Net)	813,763	-
Other Miscellaneous Expense	1,727,579	187,961
Total	10,715,698	3,395,230

TRILOGIC DIGITAL MEDIA LIMITED(Formerly known as Rabha Plastics Ltd.)

Notes Annexed & Forming part of the Financial Statements

Particulars		As at March 31, 2014 (Rs.)	As at March 31, 2013 (Rs.)
Note	<p>2.21 Contingent Liabilities Claims against the Company not acknowledged as debts amounting to Rs. 2016.67 Lacs. The claim has been filed by Ms. Sa Re Ga Ma India Limited in realltion to a contract dated 31st December '13, for providing of licensed work for exploitation by The Company. Management is confident that no outflow towards the same will occur in future.</p>		
Note	<p>2.22 Earning Per Share - Basic / Diluted</p> <p>Profit after taxation as per Profit and Loss Account</p> <p>Weighted average number of Equity Shares Outstanding</p> <p>Basic/Diluted Earnings Per Share (in Rupees)</p>	<p>84,478,660</p> <p>11,150,273</p> <p>7.58</p>	<p>34,068,208</p> <p>10,513,800</p> <p>3.24</p>

Nominal value of
equity share (in
Rupees)

10.00

10.00

Note

**2.23 Related Party
Transaction**

Related Party Disclosure as required by Accounting Standard (As) - 18
"Related Party Disclosures" Issued by The Institute of Chartered
Accountants of India:

a.

Subsidiary

The Entertainment
Hub (Partnership
Firm)

b.

**Key Managerial
Person (KMP)**

Mr. Kamlesh Mohanlal
Bhanushali Managing Director
Mr. Harish Kamalakar
Patil Director

c.

**Enterprise over which KMP has
significant influence**

Snip Marketing
Private Limited
Infinite Media
Holdings

Sphere Entertainment
Private Limited

Sr. No.	Particular	Subsidiary	Enterprise over which KMP has significant Influence		
		HUB Entertainment	Infinite Media Holding	Sphere Entertainment Pvt Ltd	Snip Marketing Pvt. Ltd.
A	Transaction during the year				
	Share of Profit	456,49,942 (269,19,004)	-	-	-
	Advertisement, Airtime and Movie Rights	135,70,000 (Nil)	779,99,432 (Nil)	500,00,000 (Nil)	-
	Reimbursement of Expense (Payment)	22,34,411 (Nil)	-	3,000 (Nil)	-
	Purchase - Advertisement and Movie Rights	-	1090,00,000 (Nil)	Nil (98,00,000)	1105,00,000 (125,00,000)
	Advance Given	-	314,76,840 (Nil)	-	-
B	Outstanding as at year end				
	Debit	127,75,852 (Nil)	1079,16,283 (Nil)	4821,94,39 (Nil)	-
	Credit	-	-	-	931,00,000 (Nil)
	Investment in Partnership Firm (Cl. Bal.)	417,58,666 (1190,96,845)	-	-	-

(figures in bracket represent last year figures)

Note

2.24 Segment Reporting

The Company operates in only one segment, namely "Media & Entertainment" hence there are no reportable segments under Accounting Standard 17 'Segment Reporting'.

Note

2.25 Micro and small enterprises as defined under the MSMED Act, 2006

There are no Micro and Small Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2014. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note

2.26 Inventories represents movies in the process of production in the ordinary course of business.

Note 2.27 The company does not have any employee on its roll. Accordingly no provision has been made for the Retirement benefits.

Note 2.28 Auditor Remuneration

Particulars	20013 - 14	2012 - 13
Audit Fees (Including Limited Review Fee)	500,000	100,000
Certification Fee	35,000	-
Out of Pocket Expenses	5,250	-
Total	540,250	100,000

Note 2.29 Additional information pursuant to the provisions of paragraph 5(VIII) of Schedule VI of The Companies Act, 1956. Nil Nil

Note 2.30 The company does not have a whole time Company Secretary u/s 383 A of the Company Act, 1956.

Note 2.31 During the year, the company has issued 13,27,500 Equity Shares of Rs. 10 each at a premium of Rs. 31 each on preferential basis as per the SEBI guidelines. The money received on allotment of these shares has been utilized for the business purposes of the Company.

Note 2.32 In the opinion of the management, the Current Assets, Loans and Advances and Current Liabilities are approximately of the value stated, if realised / paid in the ordinary course of business. The provision for all known liabilities is adequate and is not in excess of amounts considered reasonably necessary.

Note 2.33 Balances grouped under Non Current and Current Liabilities and Non Current and Current Assets in certain cases are subject to confirmation and reconciliation from respective parties. Impact of the same, if any, shall be accounted as and when determined.

Note 2.34 Previous year figures have been regrouped and re-arranged where ever necessary.

As per our report attached of even date

For T R Chadha & Co.
Chartered Accountants
Firm Reg. No. 006711N

**For Trilogic Digital
Media Limited**

Pramod Tilwani
Partner
Membership No. 76650

Kamlesh Bhanushali Managing Director	Harish Patil Director
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Date 5/29/2014

Place Mumbai

TRILOGIC DIGITAL MEDIA LIMITED

Significant Accounting Policies & Notes forming part of the Financial Statements

INTRODUCTION

Trilogic Digital Media Limited (formerly known as Rabha Plastics Limited) was incorporated under the Companies Act, 1956. The company is in the field of Media & Entertainment.

Note 1 Significant Accounting Policies

1.01 Basis of Preparation

The financial statements are prepared on an accrual basis of accounting and in accordance with the generally accepted accounting principles in India, provisions of the Companies Act, 1956 (the Act) and comply in material aspects with the accounting standards notified under Section 211 (3C) of the Act, read with Companies (Accounting Standards) Rules, 2006 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of the section 133 of The Companies Act, 2013.

1.02 Use Of Estimate

The preparation and presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosures of contingent liabilities as on date of the financial statements and reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates is recognised in the period in which the results are known / materialized.

1.03 Fixed Assets

Gross block of fixed assets are stated at historical cost. Cost comprises of the purchase price and attributable cost of bringing the assets to working condition for its intended use. Pre-operative expenditures are proportionately capitalized to the respective assets.

Depreciation on fixed assets is provided on straight-line method at the rate as specified in schedule XIV of the companies Act, 1956.

Leasehold land is amortised over the period of lease.

1.04 Inventories

Inventories related to films under production are stated at acquisition and production cost plus relevant overhead cost.

1.05 Investments

Long-term investments are carried at cost less provision for diminution other than temporary, if any, in the value of such investments. Current investments are carried at lower of cost and fair value.

1.06 Revenue Recognition

Revenue is recognised when there is a reasonable certainty of its ultimate realization / collection. Sales (including Programs, Film Rights) is recognised, when the significant risks and rewards have been transferred to the customers. Advertisement revenue generated from broadcasting rights (net of discount and volume rebates) is recognised when the related advertisement or commercial appears before the public i.e. on telecast.

1.07 Accounting for Taxes on Income

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred tax resulting from “timing differences” between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future. However, in respect of unabsorbed depreciation or carry forward loss, the deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the assets will be realised in future.

1.08 Foreign Exchange Transaction

Transactions in foreign currencies are accounted at exchange rates prevalent on the date of the transaction. Foreign currency monetary assets and liabilities at the period end are translated using the exchange rates prevailing at the end of the period. All exchange differences are recognized in the statement of Profit and Loss.

Non-Monetary items denominated in foreign currency are stated at the rate prevailing on the date of the transaction.

1.09 Impairment of Assets

The company assesses at each balance sheet date whether, there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the assets. If the carrying amount of fixed assets/cash generating unit exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flows.

1.10 Provisions and Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes to accounts. Contingent Assets are neither recognised nor disclosed in the financial statements.

1.11 Earning Per Share

Basic earnings per share is computed and disclosed using the weighted average number of common shares outstanding during the year. Dilutive earnings per share is computed and disclosed using the weighted average number of common and dilutive common equivalent shares outstanding during the period, except when the results would be anti-dilutive. Dilutive earnings per share include the dilutive effect of potential equity shares under Stock options.

1.12 Events Occuring after the Balance Sheet Date

Events occurring after the Balance Sheet Date have been considered in the preparation of financial statements.

TRILOGIC DIGITAL MEDIA LIMITED
Cash Flow Statement for the year ended 31st March 2014

Particulars	Year ended March 31, 2014 (Rs.)	Year ended March 31, 2013 (Rs.)
A		
Cash from / (used in) Operating Activities		
Net Profit Before Tax and extraordinary item	95,534,253	35,792,128
Adjustment For		
Depreciation	196,888	-
Sundry Balance Write Off	813,763	-
Interest Expense	162,651	10,856
Operating Profit before Working Capital Chages	96,707,555	35,802,984
Adjustment for Inventory	(29,204,758)	-
Adjustment for Trade Receivable	(236,782,224)	(6,324,554)
Adjustment for Loans and Advances	(181,565,899)	(1,792,699)
Adjustment for Trade Payable and current liabilities	233,253,870	4,520,668
Cash generated from Operations	(117,591,456)	32,206,399
Income Tax Paid	(12,721,303)	-
Cash from / (used in) Operating Activities	(130,312,759)	32,206,399
B		
Cash from / (used in) Investing Activities		
Investment in Partnership Firm	77,338,179	(119,096,845)
Purchase of Fixed Asset	(4,762,126)	-
Cash from / (used in) Investing Activities	72,576,053	(119,096,845)
C		
Cash from / (used in) Financing Activities		
Loan Taken (Net of Repayment)	3,602,880	
Interest On Loan	(162,651)	(10,856)
Share Capital Issued (Including Premium)	13,275,000	50,600,000

Premium On Shares Issued	41,152,500	38,242,000
Cash from / (used in) Financing Activities	57,867,729	88,831,144
Total Inflow / (Outflow) during the year	131,023	1,940,698
Opening Balance of Cash & Cash Equivalent	1,987,068	46,369
Closing Balance of Cash & Cash Equivalent	2,118,090	1,987,068
Net Increase / (Decrease) in Cash & Cash Equivalent	131,023	1,940,698
Components of Cash & Cash Equivalent		
Balance With Bank	2,105,082	1,974,059
Cash on Hand	13,009	13,009
	2,118,090	1,987,068

As per our report attached of even date

For T R Chadha & Co.
Chartered Accountants
Firm Reg. No. 006711N

For Trilogic Digital Media Limited

Pramod Tilwani
Partner
Membership No. 76650

Kamlesh Bhanushali
Managing Director

Harish Patil
Director

Date 5/29/2014
Place Mumbai

TRILOGIC DIGITAL MEDIA LIMITED

CIN: L74140MH1994PLC246168

Registered Office: 9th Floor, Bhukhanvala Chambers, B-28, Veera Industrial Estate, Off New Link Rd,
Andheri (W), Mumbai - 400053

ATTENDANCE SLIP

(To be presented at the entrance)

Folio No.: _____ DPID No.: _____ Client I.D.No.: _____

No. of shares held: _____

I/ We hereby record my/ our presence at the **Twenty Annual General Meeting** of the Company at Sahara Star, Opp. Domestic Airport, Vile Parle, Mumbai – 400 099 on **Saturday, September 20, 2014 at 12.30 p.m..**

Name of the Member: _____ Signature _____

Name of the Proxyholder: _____ Signature _____

NOTE: Member/joint member/proxies are requested to bring this slip with them and hand it over at the entrance. Duplicate slips will not be issued at the entrance of the venue.

TRILOGIC DIGITAL MEDIA LIMITED

CIN: L74140MH1994PLC246168

PROXY SLIP

Registered Office: 9th Floor, Bhukhanvala Chambers, B-28, Veera Industrial Estate, Off New Link Rd, Andheri (W), Mumbai - 400053

PROXY FORM – MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):.....
.....

Registered address:
.....

E-mail ID:.....
.....

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

I/We, being the members of **TRILOGIC DIGITAL MEDIA LIMITED** holdingEquity Shares hereby appoint:

1. Name:.....E-Mail id.....
Address.....Signature.....
.....or failing him.

2. Name:.....E-Mail id.....
Address.....Signature.....
.....or failing him.

3. Name:.....E-Mail id.....
Address.....Signature.....
.....

As my / our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Annual General Meeting of the Company to be held on Saturday, 20th September, 2014 at 12.30 p.m. at Sahara Star, Opp. Domestic Airport, Vile Parle, Mumbai – 400 099 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions
Ordinary Business	
1.	Consider and adopt the Audited Financial Statements for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon
2.	To declare a dividend of Rs 1/-per equity shares
3.	Appoint a director in place of Mr. Murad khetani, who retires by rotation and being eligible, seeks re-Appointment
4.	Appoint M/s. Subramaniam Bengali Sharma and Associates., Chartered Accountants as the

	auditors of the Company in place of retiring Auditors M/s. T. R. Chadha, Chartered Accountants.
Special Business	
5.	Appointment of Mr. Nailesh Mehta as an Independent Director
6.	Appointment of Mr. Shivanshu Pandey as an Independent Director
7.	Appointment of Mr. Arvind Agarwal as a Director of the Company
8.	Issue of Bonus Shares in the proportion of 1 (One) new equity shares ("Bonus Shares") of Rs. 10/- each for every 1 (One) existing fully paid up equity shares of Rs. 10/- each.
9.	Increase in Authoised Share Capital from 20 Cr to 24 Cr
10.	Alteration of Articles of Association
11.	Appointment of Mr. Kamlesh Mohanlal Bhanushali as Managing Director of the Company

Signed thisDay of 2014

.....

shareholder

Signature of

Affix Rs 1/- Revenue Stamp

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

BOOK – POST

To,

If undelivered, please return to:

TRILOGIC DIGITAL MEDIA LIMITED

9th Floor, Bhukhanwala Chambers, B-28
Veera Industrial Estate off New Link Road
Andheri (W) Mumbai-400053.