

FORM A

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

(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	Trilogic Digital Media Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

For, **Trilogic Digital Media Limited**

Sd/-
Vishal Gurnani
Managing Director

For, **Trilogic Digital Media Limited**

Sd/-
Ratish Tagde
Chairman of Audit Committee

For, **Subramaniam Bengali & Associates,**
Chartered Accountants
(ICAI Firm Registration 127499W)

Sd/-
CA Rajiv Bengali
Partner
Mem. No. 043998

21st ANNUAL REPORT

2014-2015

OF

TRILOGIC DIGITAL MEDIA LIMITED

Board of Directors

Directors

Kamlesh Bhanushali

Vishal Gurnani

Aparna Shah

Ratish Tagde

Shivaani Jaisingh

Nailesh Mehta

Murad Khetani

Arvind Agarwal

Shivanshu Pandey

Auditors

M/s. Subramaniam Bengali & Associates

Chartered Accountants

REGISTERED OFFICE

**20th Floor, Grandeur, CTS No. 737, 9,12, B, C & D, Off Link Road, VeeraDeai Road Extension,
Oshiwara, Andheri (W), Mumbai- 400 053**

REGISTRAR AND SHARE TRANSFER AGENT

M/s. Universal Capital Securities Pvt. Ltd.

Mumbai

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NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of **M/s. Trilogic Digital Media Limited** will be held on Tuesday, September 22, 2015 at 20th Floor, Grandeur, CTS No. 737, 9,12, B, C & D, Off Link Road, Veera Desai Road Extension, Oshiwara, Andheri (W), Mumbai- 400 053 at 3.30 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, 2015 and the Balance Sheet as on that date and the report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arvind Agarwal (DIN: 03343263), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. **To 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 pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Subramaniam Bengali and Associates, Chartered Accountants., (Firm Registration No. 127499W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-fifth Annual General Meeting of the Company to be held in the year 2019 (subject to ratification of their appointment at every Annual General Meeting) and to fix their remuneration for the financial year ending 31st March, 2016 as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business:

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

“RESOLVED THAT Mr. Ratish Tagde (DIN: 00024465), who was appointed as an Additional Director of the company by the Board of Directors with effect from 27th February, 2015, 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.”

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

“RESOLVED THAT Ms. Aparna Shah (DIN: 07131194), who was appointed as an Additional Director of the company by the Board of Directors with effect from 27th February, 2015, 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 her candidature for the office of director be and is hereby appointed as a 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, as amended from time to time.

“RESOLVED FURTHER THAT consent of the company be and is hereby accorded under Sections 196, 197 and 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Ms. Aparna Shah who fulfils the conditions specified in Part I of the Schedule V of the Companies Act, 2013, as a Whole Time Director of the Company, for a period of 5 (five) years with effect from 10th August, 2015 at no remuneration.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to alter and vary the terms and conditions of appointment of Ms. Aparna Shah, on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit in accordance with the relevant provisions of the Companies Act, 2013 and Schedule V attached thereto or any statutory amendment(s) thereof.

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

“RESOLVED THAT Mr. Kamlesh Bhanushali (DIN: 02921716), who was appointed as an Additional Director of the company by the Board of Directors with effect from 10th August, 2015, 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 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, as amended from time to time.

“RESOLVED FURTHER THAT consent of the company be and is hereby accorded under Sections 196, 197 and 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. Kamlesh Bhanushali, who fulfils the conditions specified in Part I of the Schedule V of the Companies Act, 2013, as the “Chairman and Whole Time Director” of the Company, for a period of 5 (five) years with effect from 10th August, 2015 at no remuneration as agreed between Mr. Kamlesh Mohanlal Bhanushali and the Board of Directors

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to alter and vary the terms and conditions of appointment of Mr. Kamlesh Bhanushali, on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit in accordance with the relevant provisions of the Companies Act, 2013 and Schedule V attached thereto or any statutory amendment(s) thereof.

7. 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 under Sections 196, 197 and 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the company be and is hereby accorded to the appointment of Mr. Vishal Gurnani (DIN 02225727), who fulfils the conditions specified in Part I of the Schedule V of the Companies Act, 2013, as the Managing Director of the Company, for a period of 3 (three) years with effect from 1st March, 2015 at no remuneration as agreed between Mr. Vishal Gurnani and the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to alter and vary the terms and conditions of appointment of Mr. Vishal Gurnani, on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit in accordance with the relevant provisions of the Companies Act, 2013 and Schedule V attached thereto or any statutory amendment(s) thereof.

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

“RESOLVED THAT Ms. Shivaani Jaisingh (DIN: 06462542), who was appointed as an Additional Director of the company by the Board of Directors with effect from 11th October, 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 her candidature for the office of director be and is hereby appointed as a 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, as amended from time to time.

“RESOLVED FURTHER THAT consent of the company be and is hereby accorded under Sections 196, 197 and 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Ms. Shivaani Jaisingh, who fulfils the conditions specified in Part I of the Schedule V of the Companies Act, 2013, as a Whole Time Director of the Company, for a period of 5 (five) years with effect from 10th August, 2015 at a remuneration as mentioned in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to alter and vary the terms and conditions of appointment of Ms. Shivaani Jaisingh, on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit in accordance with the relevant provisions of the Companies Act, 2013 and Schedule V attached thereto or any statutory amendment(s) thereof.

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

RESOLVED THAT pursuant to section 62 of the Companies Act,2013 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the company, the Security and Exchange Board of India (SEBI), Issue of Capital and Disclosure Requirements (ICDR) Regulations 2009 as amended and any other Rules/Regulations/Guidelines if any prescribed by the SEBI, Reserve Bank of India, Stock Exchanges and/or any other statutory/Regulatory Authority, the Listing Agreement entered into by the Company with the Stock Exchanges where the Securities of the company are listed and subject to the approval(s) , if any, of the appropriate authorities, institutions, or bodies as may be required and subject to such other conditions as may be prescribed by any of them while granting any such approval(s) and which may be agreed to by the Board of Directors of the Company (hereinafter refer to as “the Board” which terms shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by the Resolutions) the Board be and is hereby authorized on behalf of the company to create, offer, issue and allot from time to time and in one or more tranches up to 1,73,00,000 (One Crore Seventy three lakhs only) Warrants convertible into equity shares (hereinafter referred to as “Warrants”) as per Chapter VII of SEBI (ICDR) Regulations 2009 on cash basis to the allottees as mentioned hereunder at a price to be determined in accordance with Regulation 76 of the SEBI ICDR Regulations, each warrant convertible into one equity share resulting into issue of each equity shares of face value of Rs.10/- (Rupees Ten only) of an aggregate nominal amount of up to Rs.17,30,00,000/- (Rupees Seventeen Crores thirty lakhs Only) to be subscribed by the bodies corporate, individuals or other entities as mentioned in the table below, whether or not such investors are Members of

the Company on preferential basis, and that the Board of directors be and is hereby authorized to finalize all matters incidental thereto as it may in its absolute discretion deem fit, in accordance with all applicable laws, rules and regulations for the time being in force in that behalf.

Sr No.	Name of the Proposed Investors	Category	No. of Shares
1	Information TV Private Limited Or its Associate Companies	Non Promoter	1,64,00,000
2	Shivaani Jaisingh	Non Promoter	9,00,000
	TOTAL		1,73,00,000

RESOLVED FURTHER THAT,

- (a) In accordance with the Provisions of ICDR Regulations, the "Relevant Date for the purpose of calculating the price of warrant to be issued in terms hereof shall be 21st August, 2015 being the date 30 days prior to the date of Annual General Meeting.
- (b) The offer, issue and allotment of the aforesaid warrants shall be made at such time or times as the Board may in its absolute discretion decide.
- (c) The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations on the basis of the relevant date being the date i.e. 30 days prior to the date of passing of special resolution in the Annual General Meeting to approve proposed preferential issue;
- (d) Amount equivalent to at least 25% of the consideration determined in terms of Regulation 76 of the SEBI ICDR Regulations shall be paid against each Warrant on the date of allotment of Warrants and the balance consideration i.e. 75% shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant;
- (e) The warrants shall be convertible into Equity Shares of the Company at the discretion of the holders, without any further approval of the shareholders prior to or at the time of conversion.
- (f) The tenure of the warrants shall not exceed 18 months from the date of the allotment.
- (g) The warrants by itself does not give to the holder thereof any rights of the shareholders of the company.
- (h) The allotment of warrants is proposed to be completed within a maximum period of 15 days from the date of passing of the resolution at Annual General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including stock exchanges where the shares of the company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval.
- (i) The Equity Shares so issued and allotted as a result of conversion of such warrants, shall rank pari-passu in all respects with the existing equity shares of the Company including payment of dividend and
- (j) The Board of Directors be and is hereby authorized to accept any amendments, modifications, variations and alterations as the GOI / RBI / SEBI or any other regulatory authority may stipulate in that behalf.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized on behalf of the company to take all such steps and to do all such acts, deeds and things including execution of all documents as the Board may in its absolute discretion consider necessary, desirable or expedient for giving effect to foregoing Resolutions, including the issue and allotment of aforesaid securities and listing of shares arising on conversion of warrants thereof with the stock exchange(s), as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or the Chairman or the Managing Director or any one or more whole-time Directors or officers of the company to give effect to the aforesaid 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 **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.24,50,00,000/- (Rupees Twenty Four Crores fifty lakhs Only) divided into 2,45,00,000 (Two Crores Forty-five Lacs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs.45,00,00,000/- (Rupees Forty five Crores Only) divided into 4,50,00,000 (Four Crores fifty Lacs Only) equity shares of Rs.10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the new equity shares shall rank paripasu with the existing shares."

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. 45,00,00,000/- (Rupees Forty five Crores only) divided into 4,50,00,000 (Four Crores fifty Lacs Only) 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."

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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

“**RESOLVED THAT** in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on September 28, 2012 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 100 crore.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per revised clause 49 of the Listing Agreement the approval of shareholders is accorded for the contract entered into by the Company with following parties for content sharing services for three years w.e.f. 1st August, 2015 as mentioned below:

Sr No.	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Tenure	Amounts
1	Content Sharing Services	Mr. Kamlesh Bhanushali and Mr. Vishal Gurnani carrying shareholding interest	Filidian Impex Pvt. Ltd	3 years w.e.f. 1 st August, 2015	15 Crores
2	Content Sharing Services	Mr. Kamlesh Bhanushali and Mr. Vishal Gurnani carrying shareholding interest	Frontline Trade Pvt. Ltd.	3 years w.e.f. 1 st August, 2015	15 Crores

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

By order of the Board

Date: 10th August, 2015
Place: Mumbai

Sd/-
Kamlesh Bhanushali
Chairman

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 be duly completed and in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. (Proxy form MGT-11 is annexed herewith).
2. The Explanatory Statement, pursuant to Section 102 read with section 110 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 13 of the Notice, is annexed hereto.
3. The Company's Registrar and Share Transfer Agent for its Share Registry work (Physical and Electronic) are Universal Capital Securities Private Limited, having their office premises at 21, ShakilNiwas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.
4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of Equity Shares of the Company will remain closed from September 16, 2015 to September 22, 2015 (Both days inclusive).
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. 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.
7. 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.
8. Members who are desirous of seeking any further information or clarification, if any, particularly with regard to the accounts are requested to write to the Company at least ten days in advance of the meeting so that the information can be made available at the meeting.
9. 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.
10. The copies of Annual Report are being dispatched to all the shareholders as are appearing in the register of members as on August 21, 2015.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
12. 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.
13. Members may also note that the Notice convening Annual General Meeting and Annual Report 2015 will be available on the Company's website <http://www.trilogicdigitalmedia.com/> in "Our Investors" section.
14. 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.
15. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
16. Voting through electronic means:
 - In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment rules, 2015 and Clause 35B of the Listing

Agreement, the Company is pleased to provide members facility to cast their votes using an electronic voting system from place other than venue of AGM (“remote e-voting”) to be provided by Central Depository Services (India) Limited (CDSL).

- The facility for voting through ballot paper shall be made available at AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitle to cast their vote again.
- The remote e-voting period commences on September 19, 2015 (9.00 a.m) and ends on September 21, 2015 (5.00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 15, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

17. 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. Incase both the details are not recorded with the depository or company please enter the member id / folio number 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.
18. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 15, 2015, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
 19. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-of-date i.e. September 15, 2015.
 20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 21. M/s Mihen Halani & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process and votes cast through Ballot Paper at the AGM in a fair and transparent manner.

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

Item No. 4:

Mr. Ratish Tagde was appointed as an Additional Director in the Board Meeting held on 27th February, 2015. His tenure will lapse on conclusion of this Annual General Meeting, if shareholders approval is not obtained for his appointment. Accordingly the resolution no. 4 is put forth for confirmation of his 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. Ratish Tagde as Independent Directors for the term of 5 years in its meeting held on 27th February, 2015.

Mr. Ratish Tagde, Non-executive Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Ratishj ifulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is 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 director. Upon the confirmation of appointment of Mr. Ratish Tagde as Independent Director 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 Director.

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

Name of Director	Mr. Ratish Tagde
DIN	00284762
Date of Birth	27/06/1966
Date of Appointment	27/02/2015
Profile	B.Com, CS, LL.B
Directorships in other Public Companies as on March 31, 2015	Perfect Octave Media Projects Limited Krishna Ventures Limited RudraMahima Ventures Limited
Memberships of Committees in Public Companies	Audit Committee of Krishna Ventures Limited and Perfect-Octave Media Projects Limited
Chairmanships of Committees in Public Companies	Chairman of Audit Committee of Krishna Ventures Limited

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Ratish Tagde as an 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 himself.

Item No. 5:

Ms. Aparna Shah was appointed as an Additional Director in the Board Meeting held on 27th February, 2015. Her tenure will lapse on conclusion of this Annual General Meeting, if shareholders approval is not obtained for her appointment. Accordingly the resolution no. 5 is put forth for confirmation of her appointment with the approval of shareholders.

Ms. Aparna Shah was appointed as a Whole-time Director for the term of 5 years in the Board Meeting held on 10th August, 2015 and therefore she is not liable for retire by rotation. The Nomination & Remuneration Committee has recommended her appointment as a Whole-time Director for the term of 5 years in its meeting held on 10th August, 2015. Ms. Aparna Shah has waived her right to draw remuneration from the Company.

In compliance with the provisions of section 149 the appointment of Ms. Aparna Shah as a Whole-time 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 Mr. Vishal Gurnani and the appointee herself.

Item No. 6:

Mr. Kamlesh Bhanushali was appointed as an Additional Director and the Chairman of the Company w.e.f 10th August, 2015 in the Board meeting held on 10th August, 2015. Being Additional Director his tenure will lapse on conclusion of this Annual General Meeting, if shareholders approval is not obtained for his appointment. Further his appointment as a Chairman and Whole Time Director is required to be approved by the shareholders. Accordingly the resolution no. 6 is put forth for confirmation of his appointment with the approval of shareholders.

Mr. Kamlesh Bhanushali was appointed as a Chairman and Whole Time Director for the term of 5 years and therefore he is not liable for retire by rotation. The Nomination & Remuneration Committee has recommended his appointment as Whole-time Director for the term of 5 years in its meeting held on 10th August, 2015.

In compliance with the provisions of section 149 the appointment of Mr. Kamlesh Bhanushali as the Chairman and Whole Time 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 himself.

Item No. 7:

Mr. Vishal Gurnani was appointed as a Managing Director w.e.f 1st March, 2015 in the Board meeting held on 27th February, 2015. Appointment of Managing Director is subject to approval of shareholders and therefore the item no. 6 is put forth for shareholders' approval.

Mr. Vishal Gurnani was appointed as a Managing Director for the term of 3 years and therefore he is not liable for retire by rotation. The Nomination & Remuneration Committee has recommended his appointment as a Managing Director for the term of 3 years in its meeting held on 27th February, 2015.

In compliance with the provisions of section 149 the appointment of Mr. Vishal Gurnani as a Managing 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 Ms. Aparna Shah and the appointee himself.

Item No. 8:

Ms. Shivaani Jaisingh was appointed as an Additional Director in the board meeting held on 11th October, 2014, she was further appointed as an Whole-time Director for a period of five years in the Board Meeting held on 10th August, 2015. Appointment of a Whole-time Director is subject to approval of shareholders and therefore the item no. 8 is put forth for shareholders' approval.

Ms. Shivaani Jaisingh was appointed as a Whole Time Director for the term of 5 years and therefore she is not liable to retire by rotation. The Nomination & Remuneration Committee has recommended her appointment as a Whole-time Director for the term of 5 years in its meeting held on 10th August, 2015.

In compliance with the provisions of section 149 the appointment of Ms. Shivaani Jaisingh as an Whole-time 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 herself.

Item No. 9:

The Company is in the business of managing broadcasting operations and content syndication. The Company is in the expansion mode and acquiring various content catalogues including film songs, Film rights, serial rights etc. The Company has identified the investor who is willing to invest in the company in phased manner. Therefore it is decided to issue share warrants against the amount to be received in first phase.

Accordingly, your Company proposes to issue and allot upto 1.73 cr. convertible share warrants to be converted in to equivalent Equity Shares of Rs. 10/- each to the following allottees:

- 1,64,00,000 Equity Shares to Information TV Pvt. Ltd. Or its Associate Companies.
- 9,00,000 equity shares to Shivaani Jaisingh

on preferential basis under Chapter VII of the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009.

As per Section 62 of the Companies Act, 2013 approval of shareholders in the General Meeting is required for allotment of Share warrants on preferential basis and hence the resolution is placed before the Shareholders.

The necessary information pertaining to the proposed preferential allotment in terms of the Regulation 73(1) of SEBI (ICDR) Regulations, 2009 are set out as below:

i. Object of the issue through Preferential Offer:

The issue proceeds would be deployed in acquiring content catalogue.

ii. Intention of Promoters/Directors/Key Management Persons to subscribe to the offer:

Promoters shall not subscribe to the said preferential issue.

Key Management Person, Ms. Shivaani Jaisingh shall subscribe upto 9 lacs share warrants.

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be Subscribed
1.	Information TV Private Limited Or its Associate Companies	1,64,00,000
2.	Ms. Shivaani Jaisingh	9,00,000
TOTAL		1,73,00,000

iii. Shareholding Pattern Before and After the Allotment:

Sr. No.	Category	Pre Allotment		Post conversion of share warrants	
		No. of Shares	%	No. of Shares	%
A	Promoters				
	Individuals	9000558	38.00	9000558	21.96
	Body Corporate	0	0.00	0	0.00
	TOTAL(A)	9000558	38.00	9000558	21.96
B.	Non Promoters				
(i)	Indian Public	12160719	51.53	13060719	31.87
(ii)	Mutual Fund	0	0	0	0
(iii)	Banks/IFIs/Insurance Companies	0	0	0	0

(iv)	Foreign Institutional Investors	0	0	0	0
(v)	NRIs/OCBs	45120	0.19	45120	0.11
(vi)	Bodies Corporate	2410575	10.18	18810575	45.90
(vii)	Others (Clearing Members)	65628	0.28	65628	0.16
	TOTAL (B)	14682042	62.00	31982042	78.04
	TOTAL (A+B)	23682600	100.00	40982600	100.00

iv. Time of Allotment:

Allotment pursuant to this resolution passed in an Annual General Meeting of shareholders of the Company granting consent for preferential issues of Share Warrants shall be completed within a period of fifteen days from the date of passing of this resolution. Provided that where the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

v. Identity of the Proposed Allotees:

Name of the Proposed Allotees	In case of proposed allottee is not natural person then name of Ultimate Beneficial Owner	Pre Issue Shareholding		Number of warrants proposed to be allotted	Post Issue shareholding after conversion of warrants into equity	
		No. of Equity Shares	% of Total Capital		No. of Equity Shares	% of Total Capital
Information TV Private Limited Or its Associate Companies	Mr Kartikeya Sharma	0	0.00	16400000	16400000	40.02
Ms. Shivaani Jaisingh	NA	0	0.00	900000	900000	2.20

vi. Lock in Period:

The Equity Shares to be allotted after conversion of share warrants under the proposed offering shall be subject to lock-in for a period of 3 years and/or 1 year from the date of allotment of Equity Shares as per the provisions of Chapter VII of SEBI (ICDR), Regulations, 2009. Further the Company hereby undertakes that if the amount payable on account of re-computation of price, if any, is not paid within the time stipulated in ICDR the equity shares so allotted shall continue to be in lock in till the time such amount is paid by the said allottees.

vii. Change in the control or composition of the Board:

There will be no change in the composition of the Board or Control of the Company on account of the proposed preferential allotment. However the equity shares to be allotted after conversion of share warrants under the proposed preferential allotment shall be subject to relevant compliance of SEBI (Acquisition and Takeover) regulation, 2011.

viii. Pricing of Issue:

The warrants are proposed to be allotted on preferential basis at a price of Rs. 18.76/- per share.

ix. Voting Rights and Dividend:

The shares to be converted from warrants will rank pari-pasu with existing equity shares with respect to voting rights and dividend.

x. Auditors Certificates:

A copy of the certificate issued by Statutory Auditors of the Company M/s. Subramaniam Bengali & Associates, Chartered Accountant certifying that the issue of the share warrants is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issues, is available for inspection by the shareholders at the Registered Office of the Company on all working days except Public Holidays, Saturdays and Sundays between 3.00 p.m. and 5.00 p.m. upto the date of Annual General Meeting.

xi. Undertakings:

- The Issuer Company undertakes that they shall re-compute the price of the warrants / Equity shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

The consent of the shareholders is being sought pursuant to the provisions of the Section 62 and other applicable provisions of the Companies Act, 2013, if any, and in terms of the provisions of Listing Agreements executed by the Company with the Stock Exchange.

None of the Directors of the Company is, in any way, concerned or interested in the resolution except Ms. Shivaani Jaisingh to the extent of warrants to be subscribed by her.

The Board recommends the Resolutions for your approval.

Item No. 10:

Your directors have proposed preferential allotment of upto 1.73cr. convertible share warrant. If the said warrants converted into shares at the appropriate time, then paid up capital of company shall increase to Rs. 40,98,26,000 divided into 4,09,82,600 equity shares. The existing authorized capital of the Company is Rs. 24.5 Cr. Divided into 2.45 Cr. Equity shares of Rs. 10/- each. To accommodate the new shares, it is required to increase the authorized share capital. The Board has approved to increase the authorized share capital to Rs. 45 Cr. divided into 4.5 Cr. Equity shares of Rs. 10/- each.

Increase in authorized capital requires approval of shareholders as capital clause of Memorandum of Association is required to be amended. Accordingly the resolution no. 10 is put forth for your approval.

The Board recommends the increase in authorized capital.

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 existing Articles of Association (AOA) are based on the Companies Act, 1956 and contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Companies Act, 2013 (Act).

The Act is now largely in force. Substantive section of the act which deals with general working of companies stand notified.

With the coming into force of the act several regulations of the existing AOA of the company require alternation of deletions in several articles. Given this positions, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

None of the directors/key managerial personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at item No.11 of the notice.

The board commends the special Resolution set out at item No.11 of the Notice for approval by the shareholders.

Item no. 12:

The members of the Company at their 18th Annual General Meeting held on 28th September, 2012 approved by way of a Special Resolution under Section 293(1) (d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 100 Crores (Rupees One Hundred Crores).

Section 180(1) (c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

The Board is of the opinion to pass the relevant resolution under the new act. Accordingly the resolution no. 12 is put forth for your necessary approval.

None of the directors/key managerial personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at item No.12 of the notice.

Item no. 13:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned in the resolution no. 13 with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up share capital of rupees Ten crore or more, prior approval of the shareholders by way of a Special Resolution must be obtained.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 13 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in item No. 13 for approval of the Members.

Except Promoter Directors and their relatives (to the extent of their shareholding interest in the Company), no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

By order of the Board

**Sd/-
Kamlesh Bhanushali
Chairman**

**Place: Mumbai
Date: 10th August, 2015**

DIRECTOR'S REPORT

To,
The Members,

Your Directors have pleasure in presenting their 21st Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. FINANCIAL RESULTS:

Particulars (Standalone)	(Amount in INR/lakhs)	
	2014-15	2013-14
Total Income	7,083.64	3,902.67
Total Expenditure	6,113.22	2,947.33
Profit before exceptional items and Tax	970.42	955.34
Less: Exceptional Items	--	--
Profit before Tax	970.42	955.34
Less: Current Tax	356.6	109.97
Earlier Year Short Tax Provision	51.58	--
Deferred Tax	(24.24)	0.58
Net Profit after Tax	586.48	844.79

2. DIVIDEND:

Your directors have decided to deployed back the profits earned during the year and therefore not declared any dividend for the current financial year.

3. RESERVES:

There are no amounts transferred to Reserves during the year under review. However credit balance of Profit and Loss Account is transferred to Reserves and Surplus in Balance Sheet.

4. INFORMATION ON THE STATE OF COMPANY'S AFFAIR:

During the year under review, the revenue increased by 81.50%. However The Company's profitability has reduced due to increase in administrative expenses and taxation.

Your Directors are continuously looking for avenues for future growth of the Company in the Broadcast management and Content Syndication business.

5. MATERIAL CHANGES AND COMMITMENTS BETWEEN END OF FINANCIAL YEAR AND DATE OF REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

6. DIRECTORS' RESPONSIBILITY STATEMENT:

As per the clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Directors' state that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 and loss of the company for that period;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, , had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

7. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any subsidiary, joint ventures and associate company.

8. DEPOSITS:

During the financial year 2014-15, your Company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

9. SHARE CAPITAL:

The Paid-up Equity Share Capital as on March 31, 2015 was Rs. 2,36,826,000/- comprising 2,36,82,600 Equity Shares of Rs. 10/- each.

Bonus Issue of Shares:

During the year under review, the Company has issued 1,18,41,300 Bonus shares of face value of Rs. 10/- each on February 13, 2015, in the ratio of 1:1, i.e., One additional Equity Share for every One existing Equity Share held by the Members as on the Record Date fixed by the Board i.e., February 12, 2015, by capitalizing a part of the Free Reserves as per the Audited Balance Sheet for the financial Year ended March 31, 2014. Consequent to the Bonus issue, the total Paid-up capital of the Company has increased to Rs. 2,36,826,000/- comprising 2,36,82,600 Equity Shares of Rs. 10/- each.

10. RISK MANAGEMENT POLICY:

The Company has adopted a Risk Management Policy duly approved by the Board and is overseen by the Audit Committee of the Company on a continuous basis to identify, assess, monitor and mitigate various risks to key business objectives.

11. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

12. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required by Clause 49 of the Listing Agreements with Stock Exchanges, the Management discussion and Analysis Report, which forms part of this Annual Report.

13. CORPORATE GOVERNANCE:

The Company is committed to good corporate governance in line with the Listing Agreement and TDML's corporate governance norms. The Company is in compliance with the provisions on corporate governance specified in the Listing Agreement with BSE. The Compliance certificate from M/s. Subramianiam Bengali & Associates, Chartered Accountants regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement has been annexed with the report.

14. BUSINESS RESPONSIBILITY REPORT:

Pursuant circular no. CIR/CFD/DIL/8/2012 dated 13th August, 2012 issued by Securities and Exchange Board of India (SEBI), Clause 55 of the Listing Agreement relating to Business Responsibility Report is not applicable to the Company.

15. PREVENTION OF SEXUAL HARASSMENT POLICY:

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up headed by Ms. Shivaani Jaisingh to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2014-2015, no complaints were received by the Company related to sexual harassment.

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review, the Company has appointed Mr. Arvind Agarwal as Director of the Company on May 29, 2014, Mr. Shivanshu Pandey was appointed as Director on August 14, 2014. Mr. Anil Wanvari has resigned on August 14, 2014.

Ms. Shivaani Jaisingh was appointed as Director on October 11, 2014 and later post end of the financial year she was designated as a Whole-time Director of the Company on August 10, 2015.

Mr. Ratish Tagde and Ms. Aparna Shah were appointed as Director of the Company on February 27, 2015 and post end of the financial year, Ms. Aparna Shah was designated as a Whole-time Director of the Company on August 10, 2015.

Mr. Sankool Shah and Mr. Harish Patil have resigned on October 11, 2014 and Mr. Ankur Joshi resigned on November 14, 2014.

Mr. Kamlesh Bhanushali resigned as Managing Director on December 04, 2014. Post end of the Financial Year, Mr. Kamlesh Bhanushali was appointed as Chairman and Whole-time Director of the Company on 10th August, 2015.

During the year under review, Mr. Vishal Gurnani was appointed as CEO and CFO on October 11, 2014 and resigned on February 27, 2015 from the position of CEO and CFO and then he was appointed as Managing Director on the Board w.e.f March 01, 2015.

Mr. Arvind Agarwal, 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 compliances with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ratish Tagde as Independent Director is being placed before the Members in General Meeting for their approval.

17. DECLARATION OF INDEPENDENT DIRECTORS:

The Company has received declarations from all Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

18. EVALUATION OF BOARD'S PERFORMANCE:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

19. BOARD AND BOARD COMMITTEES:

The details of Board Meetings held during the year, attendance of the directors at the meetings and details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

20. MANAGERIAL REMUNERATION:

Disclosures of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as "Annexure B".

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has not granted any loans or given guarantees or made any investments covered under the provisions of Section 186 of the Companies Act, 2013

22. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Board has constituted a Corporate Social Responsibility Committee headed by Ms. Aparna Shah, with Ms. Shivaani Jaisingh and Mr. Shivanshu Pandey as Members. The Company has adopted a Corporate Social Responsibility (CSR) Policy in compliance with the provisions of the Act.

The Company has also identified the social development project, "NanheSwar" with the implementing agency, Center for Research and Promotion of Indian Music (CRPIM), an NGO.

NanheSwar is an educational endeavor to refashion the character development of school going children between the age of 7 to 12 years. Under this project children will be introduced to the Indian Music thereby helping in protecting preserving and promoting Indian music as well as strengthen the sense of cultural identity amongst the children.

The Company has decided to spend its unspent portion of CSR budget on the said project.

The average net profit of the Company, computed as per Section 198 of the Act, during the three immediately preceding financial years was Rs. 392.65 lacs. It was hence required to spend Rs. 7.85 lacs on CSR activities during the Financial Year 2014-15, being 2% of the average net profits of the three immediately preceding financial years.

The Annual Report on CSR activities is annexed as "Annexure A".

23. RELATED PARTY TRANSACTIONS:

During the financial year 2014-15, your Company has not executed any transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014. During the financial year 2014-15, there were no transactions with related parties which qualify as material transactions under the Listing Agreement.

Your Company has framed a Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board. The same can be accessible on the Company's website at the <http://www.trilogicdigitalmedia.com/rtp-policy/>.

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are as below:

- **Energy Conservation:** Company working in such business segment which does not require it to take steps for energy conservation.
- **Technology Absorption:** company working in such business segment which does not require ot to take steps for Technology Absorption.
- **Foreign Exchange Earnings and Outgo:** During the period under review there was no foreign exchange earnings or out flow.

26. STATUTORY AUDITORS:

The Company, pursuant to section 139 of the Companies Act, 2013 and rules framed there under, in the previous Annual General Meeting held on 20th September 2014, had appointed M/s. Subramaniam Bengali & Associates., Chartered Accountants, as the Auditor of the Company who shall hold office till the conclusion of the fifth consecutive Annual General Meeting of the Company on such remuneration as may be determine by the Board after discussion with Audit Committee and the Auditors.

M/s. Subramaniam Bengali & Associates have express their willingness to get re appointed as the Statutory Auditor of the Company and has furnished a certificate of their eligibility and consent under section 141 of the Companies act, 2013 and the rules framed there under. As required under Clause 49 of the Listing Agreement, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Board recommends ratification of the appointment of M/s. Subramaniam Bengali & Associates at the ensuing Annual General Meeting of the Company.

27. AUDITORS' OBSERVATION & REPORT:

Regarding observation about non deposit of the some of the statutory dues with the Government Authorities, your management wish to inform you that the said delay in deposit was not intentional. Since there is was delay in receipt of funds from debtors we could not allocate the funds for statutory dues timely.

The observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

28. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed Mr. Mihen Halani& Associates, practicing Company Secretary for conducting secretarial audit of the Company for the financial year 2014-2015.

The Secretarial Audit Report is annexed herewith as “Annexure C”.

Board’s Reply on comments in the Secretarial Audit Report.

<p>The Company had not appointed a Company Secretary during the year as required under the provision of Sec 203 of the Companies Act, 2013.</p>	<p>The Company has finalised the candidature for the position of Company Secretary and an offer letter is issued to the said candidate.</p>
<p>One of the Executive Director was attending the office of CFO of the Company since 11th October, 2014. However, post his appointment as a Managing Director of the Company; he has vacated the office of CFO w.e.f. 27th February, 2015. Company has not filled the said vacancy till 31st March, 2015.</p>	<p>One of the Director was acting as a CFO. Post his appointment as a Managing Director, he has vacated the position of CFO. The Company is now looking for the fit and proper candidature for the position of CFO to comply with Section 203(1) of the Companies Act, 2013.</p>
<p>The Company has constituted CSR Committee and adopted CSR Policy post end of the financial year under review. Further, the Company is yet to spend the amount as required under Sec 135 of the Companies Act, 2013 on identified CSR activities as mentioned in the Schedule VII of the Companies Act, 2013.</p>	<p>The Board has constituted a Corporate Social Responsibility Committee headed by Ms. Aparna Shah, with Ms. Shivaani Jaisingh and Mr. Shivanshu Pandey as Members in its meeting held on 10th August, 2015. Thereafter the Company has adopted a Corporate Social Responsibility (CSR) Policy in compliance with the provisions of the Act. The Company has also identified the social development project, “NanheSwar” with the implementing agency, Center for Research and Promotion of Indian Music (CRPIM) an NGO,</p> <p>NanheSwar is an educational endeavor to refashion the character development of school going children between the age of 7 to 12 years. Under this project children will be introduced to the Indian Music thereby helping in protecting preserving and promoting Indian music as well as strengthen the sense of cultural identity amongst the children.</p> <p>The Company has decided to spend its unspent portion of CSR budget on the said project.</p>
<p>The Company during the financial year has not published its results and notice of the Board Meeting as required under Clause 41 of the listing agreement in newspapers. However, it is regular in filing the same with BSE and uploading the same on its website.</p>	<p>The Company publishes the results on BSE website as well as on its own site. The relevant documents are already in public domain. However, the Company will comply with this additional publication henceforth.</p>
<p>During the year under review the Company has increased its authorised share capital from Rs. 20 Cr to 24.50 Cr. and passed necessary resolutions to this effect. However, due to typographical error, the notice of the meeting stated Rs. 24 Cr. instead</p>	<p>The observation made is self-explanatory and hence do not call for any further comments.</p>

of 24.50 Cr. Subsequently, Company clarified the matter to the Government Authorities and has obtained requisite approvals for increase in authorised share capital from the Registrar of Companies, Mumbai by filing necessary forms and has paid respective stamp duty on Rs. 24.50 Cr.	
There was delay in taking members approval for bonus issue as required under Chapter IX (Clause 95) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The Company has applied for condonation of the said the delay with SEBI.	The delay in completion of Bonus issue was not intentional. The Company has already applied to SEBI for condonation of the said delay.
It was observed that occasionally the Company has used letterhead not having CIN.	The same is not intentional. The company has printed letterheads with CIN no and also using the same. However occasionally one of the employee has used old letterheads resulting non-compliance of the relevant provisions. Now, we have discarded all old letterheads so that no one can have access to the same.
The Company has not appointed the internal auditor as required under the provisions of section 138 of the Companies Act, 2013.	Company will finalize the said appointment in the current financial year, 2015-2016.

29. EXTRACT OF THE ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as "Annexure D" to this Report.

30. ACKNOWLEDGEMENTS:

The Board of Directors wish to acknowledge the continued support and co-operation extended by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges, Ministry of Corporate Affairs, other government authorities, Bankers, material suppliers, customers and other stakeholders for their support and guidance.

Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company at all the levels.

On behalf of Board of Directors

**Sd/-
Kamlesh Bhanushali
Chairman**

**Place: Mumbai
Date: August 10, 2015**

Annexure A to Board's Report

Annual Report on Corporate social Responsibility Activities:

1. Company's CSR Policy including overview of projects or programs proposed to be undertaken and reference of weblink to the CSR policy and projects or programs

The Board has constituted CSR Committee in its meeting held on 10th August, 2015. The said Committee has approved the CSR policy focusing on preservation of Art and Culture and upliftment of underprivileged section of society specially focusing children which are foundation of future India. The proposed CSR activities shall be implemented through NGOs as implementing agencies.

The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013

2. Composition of CSR Committee:
 - a. Ms. Aparna Shah- Chairperson
 - b. Ms. Shivaani Jaisingh- Member
 - c. Mr. Shivanshu Pandey- Independent Director
3. Average net profit of the company for last three financial years (i.e. F.Y. ending on 31st March, 2012, 2013 and 2014): 392.65 lacs
4. Prescribes CSR expenditure (2% of the item no. 3 above) : Rs. 7.85 lacs
5. Details of CSR Spent during the financial year: Nil
6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report:

The Company has recently approved the CSR policy. It has also identified the project fitting within the parameters of its CSR Policy. The Company will spend its unspent portion of CSR budget in the financial year 2015-2016.

The implementation and monitoring of CSR Policy shall be compliance with CSR objectives and Policy of the Company.

**Sd/-
Vishal Gurnani
Managing Director**

**Sd/-
Aparna Shah
Chairperson of CSR Committee**

Annexure 'B' to Board's Report

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for the Financial year 2014-15 is as follows:

Name of Director	Total Remuneration (Rs.)	Ratio of remuneration of director to the median remuneration
NOT APPLICABLE		

Note: The Company is not paying any remuneration to Directors.

B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2014-15 are as follows:

Name	Designation	Remuneration (Rs.)		Increase %
		2014-2015	2013-2014	
NOT APPLICABLE				

C. Percentage increase in the median remuneration of all employees in the financial year 2014-15:

There is no increase in the median remuneration of all employees during the financial year 2014-15.

D. Number of employees on the rolls of the Company as on March 31, 2015:

	2014-2015	2013-2014
Employees	15	NIL

E. Explanation on the relationship between average increase in remuneration and Company Performance:

Not Applicable

F. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.

Key Managerial Personnel is not drawing any remuneration.

G. Details of Share price and market capitalization:

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

	As on March 31, 2015	As on March 31, 2014	Increase / (Decrease) in %
Price Earning Ratio	4.79	5.24	(8.59)
Market Capitalisation (in lacs)	2813.49	4701	(40.15)

Comparison of share price at the time of first public offer and market price of the share of 31st March, 2015:

Market price as on 31st March , 2015	11.88
Price at the time of initial public offer in April 1993	10
% increase of Market price over the price at the time of initial public offer	18.8

Note:

1. Closing share price on Bombay Stock Exchange of India Limited (BSE) has been used for the above tables.

H. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

Not Applicable

I. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company

Not Applicable

J. The key parameters for any variable component of remuneration availed by the directors;

Not Applicable

K. Details of employees who receive remuneration in excess of the highest paid Director of the Company.

Not Applicable

L. Affirmation:

The Company is not paying any remuneration to Directors, hence the affirmation that the remuneration is as per the remuneration policy of the Company is not applicable.

Annexure 'C' to Board's Report

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies Appointment and Remuneration Personnel)Rules, 2014]

To,
The Members,
Trilogic Digital Media Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Trilogic Digital Media Limited (here in after called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- i. (The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- vi. Employees Provident Fund and Miscellaneous Provisions Act, 1952
- vii. Employees State Insurance Act, 1948

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year:

- The Company had not appointed a Company Secretary during the year as required under the provision of Sec 203 of the Companies Act, 2013.
- One of the Executive Director was attending the office of CFO of the Company since 11th October, 2014. However, post his appointment as a Managing Director of the Company; he has vacated the office of CFO w.e.f. 27th February, 2015. Company has not filled the said vacancy till 31st March, 2015.
- The Company has constituted CSR Committee and adopted CSR Policy post end of the financial year under review. Further, the Company is yet to spend the amount as required under Sec 135 of the Companies Act, 2013 on identified CSR activities as mentioned in the Schedule VII of the Companies Act, 2013.
- The Company during the financial year has not published its results and notice of the Board Meeting as required under Clause 41 of the listing agreement in newspapers. However, it is regular in filing the same with BSE and uploading the same on its website.
- During the year under review the Company has increased its authorised share capital from Rs. 20 Cr to 24.50 Cr. and passed necessary resolutions to this effect. However, due to typographical error, the notice of the meeting stated Rs. 24 Cr. instead of 24.50 Cr. Subsequently, Company clarified the matter to the Government Authorities and has obtained requisite approvals for increase in authorised share capital from the Registrar of Companies, Mumbai by filing necessary forms and has paid respective stamp duty on Rs. 24.50 Cr.
- There was delay in taking members approval for bonus issue as required under Chapter IX (Clause 95) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The Company has applied for condonation of the said the delay with SEBI.
- It was observed that occasionally the Company has used letterhead not having CIN.
- The Company has not appointed the internal auditor as required under the provisions of section 138 of the Companies Act, 2013.

I further report that during the audit period, the following event has taken place in the company

- (i) Increase in Authorised share capital
- (ii) Issue of bonus equity shares in the ratio of 1:1.

**For Mihen Halani & Associates
Practising Company Secretary**

Sd/-

**Mihen Halani
Proprietor
CP No. 12015**

Date: August 10, 2015

Place: Mumbai

APPENDIX A

To,
The Members
Trilogic Digital Media Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Mihen Halani & Associates
Practising Company Secretary

Sd/-
Mihen Halani
Proprietor
CP No. 12015

Date: August 10, 2015
Place: Mumbai

Annexure 'D' to Board's Report

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L74140MH1994PLC246168
2	Registration Date	18/04/1994
3	Name of the Company	Trilogic Digital Media Limited
4	Category/Sub-category of the Company	Public Company / Limited by Shares
5	Address of the Registered office & contact details	20th Floor, Grandeur, CTS No.737,9,12,B,C&D, Off Link Rd, Veera Desai Rd Ext, Oshiwara, Andheri(W), Mumbai – 400053 Tel: (022)-6190 4444 Fax: (022)-6190 4464
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Universal Capital Securities Private Limited 21, Shakil Niwas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400 093 Tel No. 28366620 / 2825 7641

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Broadcasting Management	6020	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GL N	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NOT APPLICABLE					

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters*									
(1) Indian									
a) Individual/ HUF	40,00,279	-	40,00,279	33.78%	80,00,558	-	80,00,558	33.78%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%

f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	4000279	-	4000279	33.78%	80,00,558	-	80,00,558	33.78%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	40,00,279	-	40,00,279	33.78%	80,00,558	-	80,00,558	33.78%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	149,138	14,500	163,638	1.38%	2405313	29000	2434313	10.28%	644.92%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual share holders holding nominal share capital uptoRs. 1 lakh	149,906	324,000	473,906	4.00%	640,668	577,200	12,17,868	5.14%	28.5%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	5,867,648	676,100	6,543,748	55.26%	93,34,337	13,97,600	10731937	45.32%	17.99%
c) Others (specify)	-	-	-	0.00%					

Non Resident Indians	-	-	-	0.00%					
Overseas Corporate Bodies	-	-	-	0.00%					
Foreign Nationals	-	-	-	0.00%					
Clearing Members	59,729	-	59,729	0.50%	61,144	-	61,144	0.26%	48.00%
NRI / OCBs	-	-	-	0.00%	36,780	-	36,780	0.16%	100.00%
Directors & Relatives	600,000	-	600,000	5.07%	12,00,000	-	12,00,000	5.07%	0.00%
Sub-total (B)(2):-	68,26,421	1014600	78,41,021	66.22%	1,36,78,242	20,03,800	1,56,82,042	66.22%	00.00%
Total Public (B)	68,26,421	1014600	78,41,021	66.22%	1,36,78,242	20,03,800	1,56,82,042	66.22%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	1,08,26,700	1014600	1,18,41,300	100.00%	2,16,78,800	20,03,800	2,36,82,600	100.00%	0.00%

- Increase in no. of shares are due to allotment of bonus shares and there is no change in % of shareholding of promoters.

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year As on 01-04-2014			Shareholding at the end of the year As on 31-03-2015			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledge d/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	ANAND S. GURNANI	289286	2.44	0	578572	2.44	0	0%
2	ARVIND PRADHAN BHANUSHALI	680000	5.74	0	1360000	5.74	0	0%
3	KAMLESH MOHANLAL BHANUSHALI	1237063	10.45	0	2474126	10.45	0	0%
4	RINKU VINOD BHANUSHALI	680000	5.74	0	1360000	5.74	0	0%
5	SANKOOL ANILKUMAR SHAH	1113930	9.41	0	2227860	9.41	0	0%
		40,00,279	33.78	0	80,00,558	33.78	0	0%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year (As on 01-04-2014)		Cumulative Shareholding during the year (As on 01-04-2015 to 31.03.2015)	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	40,00,279	33.78%		0.00%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) #	#		#	0.00%
	At the end of the year	80,00,558	33.78%		0.00%

- The increase in number of shares is due to Bonus issue by the Company on February 13, 2015.

#

SN	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (As on 01-04-2015 to 31.03.2015)	
		No. of Shares at the beginning (01-04-14) / end of the year (31-03-15)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	ANAND S. GURNANI	289286	2.44	01.04.2014				
				13.02.2015	289286	Bonus Issue	578572	2.44
		578572	2.44	31.03.2015			578572	2.44
2	ARVIND PRADHAN BHANUSHALI	680000	5.74	01.04.2014				
				13.02.2015	680000	Bonus Issue	1360000	5.74
		1360000	5.74	31.03.2015			1360000	5.74
3	KAMLESH MOHANLAL BHANUSHALI	1237063	10.45	01.04.2014				
				13.02.2015	1237063	Bonus Issue	2474126	10.45
		2474126	10.45	31.03.2015			2474126	10.45
4	RINKU VINOD BHANUSHALI	680000	5.74	01.04.2014				
				13.02.2015	680000	Bonus Issue	1360000	5.74
		1360000	5.74	31.03.2015			1360000	5.74
5	SANKOOL ANILKUMAR SHAH	1113930	9.41	01.04.2014				
				13.02.2015	1113930	Bonus Issue	2227860	9.41
		2227860	9.41	31.03.2015			2227860	9.41

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (As on 01-04-2015 to 31.03.2015)	
		No. of Shares at the beginning (01-04-14) / end of the year (31-03-15)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	MURAD MAJITALI KHETANI	950000	4.01	01/04/2014				
				13/02/2015	950000	Bonus Issue	1900000	8.02

				31/03/2015			1900000	8.02
2	ANKUR SHIVKUMAR	930000	7.85	01/04/2014				
				11/04/2014	-11450	Transfer	918550	3.88
				18/04/2014	-108000	Transfer	810550	3.42
				25/04/2014	-191781	Transfer	618769	2.61
				02/05/2014	-1395	Transfer	617374	2.61
				09/05/2014	474	Transfer	617848	2.61
				16/05/2014	-165605	Transfer	452243	1.91
				23/05/2014	-30114	Transfer	422129	1.78
				06/06/2014	23272	Transfer	445401	1.88
				13/06/2014	-21249	Transfer	424152	1.79
				20/06/2014	-33297	Transfer	390855	1.65
				07/11/2014	-310855	Transfer	80000	0.34
				13/02/2015	-23396	Transfer	56604	0.24
				20/02/2015	-7985	Transfer	48619	0.21
				27/02/2015	-42422	Transfer	6197	0.03
				31/03/2015	60407	Transfer	66604	0.28
				31/03/2015			66604	0.28
3	SUDHIR KUMAR SINGH	930000	3.93	01/04/2014				
				13/02/2015	930000	Bonus Issue	1860000	7.86
							1860000	7.86
4	ARVIND AGARWAL	675000	2.85	01/04/2014				
				13/02/2015	675000	Bonus Issue	1350000	5.70
							1350000	5.70
5	SHOBHANA PADMAKANT SHAH	760	0.00	01/04/2014				
				31/03/2015	4260	Transfer	5020	0.02
							5020	0.02
6	PADMAKANT SHAH	616920	5.21	01/04/2014				
				04/04/2014	-49000	Transfer	567920	2.40
				25/04/2014	-97000	Transfer	470920	1.99
				02/05/2014	-2000	Transfer	468920	1.98
				09/05/2014	2000	Transfer	470920	1.99
				31/03/2015	-253748	Transfer	217172	0.92

				31/03/2015			217172	0.92
7	HARISH KAMLAKAR PATIL	600000	2.53	01/042014				
				13/02/2015	600000	Bonus Issue	1200000	5.07
				31/03/2015			1200000	5.07
8	KAVITA AGARWAL	345000	1.46	01/042014				
				13/02/2015	345000	Bonus Issue	690000	2.91
				31/03/2015			690000	2.91
9	JAY VIKAS PATVA	200000	0.84	01/042014				
				13/02/2015	200000	Bonus Issue	400000	1.69
				31/03/2015			400000	1.69
10	MUKESH BROKERAGE AND FIN.I LTD	10000	0.04	01/042014				
				18/04/2014	30000	Transfer	40000	0.17
				25/04/2014	385587	Transfer	425587	1.80
				02/05/2014	-214587	Transfer	211000	0.89
				09/05/2014	55000	Transfer	266000	1.12
				23/05/2014	258285	Transfer	524285	2.21
				30/05/2014	49296	Transfer	573581	2.42
				13/06/2014	10000	Transfer	583581	2.46
				20/06/2014	-147994	Transfer	435587	1.84
				30/06/2014	-10000	Transfer	425587	1.80
				11/07/2014	1000	Transfer	426587	1.80
				18/07/2014	-1000	Transfer	425587	1.80
				19/09/2014	860865	Transfer	1286452	5.43
				30/09/2014	25000	Transfer	1311452	5.54
				31/10/2014	-79551	Transfer	1231901	5.20
				09/01/2015	-54875	Transfer	1177026	4.97
				16/01/2015	-28989	Transfer	1148037	4.85
				23/01/2015	-45000	Transfer	1103037	4.66
				13/02/2015	7750	Transfer	1110787	4.69

				31/03/2015	878115	Transfer	1988902	8.40
				31/03/2015			1988902	8.40
11	VINOD RAVJI KARANI	150000	0.63	01/04/2014				
				11/04/2014	150000	Transfer	150000	0.63
				18/04/2014	150000	Transfer	150000	0.63
				25/04/2014	150000	Transfer	150000	0.63
				02/05/2014	150000	Transfer	150000	0.63
				09/05/2014	150000	Transfer	150000	0.63
				16/05/2014	150000	Transfer	150000	0.63
				23/05/2014	150000	Transfer	150000	0.63
				30/05/2014	150000	Transfer	150000	0.63
				06/06/2014	150000	Transfer	150000	0.63
				13/06/2014	150000	Transfer	150000	0.63
				20/06/2014	150000	Transfer	150000	0.63
				11/07/2014	150000	Transfer	150000	0.63
				18/07/2014	150000	Transfer	150000	0.63
				25/07/2014	150000	Transfer	150000	0.63
				01/08/2014	150000	Transfer	150000	0.63
				08/08/2014	150000	Transfer	150000	0.63
				15/08/2014	150000	Transfer	150000	0.63
				22/08/2014	150000	Transfer	150000	0.63
				29/08/2014	150000	Transfer	150000	0.63
				05/09/2014	150000	Transfer	150000	0.63
				12/09/2014	150000	Transfer	150000	0.63
				19/09/2014	150000	Transfer	150000	0.63
				30/09/2014	150000	Transfer	150000	0.63
				10-10-14	150000	Transfer	150000	0.63
				31/03/2015	150000	Transfer	300000	1.27
				31/03/2015			300000	1.27
12	SHOBHANA SHAH	620000	5.24	01/04/2014				
				31/03/2015	-104106	Transfer	515894	2.18

				31/03/2015	515894	Transfer	1031788	4.36
				31/03/2015			1031788	4.36

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (As on 01-04-2015 to 31.03.2015)	
		No. of Shares at the beginning (01-04-14) / end of the year (31-03-15)	% of total shares of the Company				No. of shares	% of total shares of the Company
A. DIRECTORS								
1	APARNA PADMAKANT SHAH	0	0	01.04.2014		Nil Holding/ movement during the year		
		0	0	31.03.2015			0	0
2	SHIVANSHU PANDEY	0	0	01.04.2014		Nil Holding/ movement during the year		
		0	0	31.03.2015			0	0
3	SHIVANI SUNIL JAISINGH	0	0	01.04.2014		Nil Holding/ movement during the year		
		0	0	31.03.2015			0	0
4	RATISH TAGDE	0	0	01.04.2014		Nil Holding/ movement during the year		
		0	0	31.03.2015			0	0
5	MURAD MAJITALI KHETANI	950000	4.01	01/04/2014		Bonus Issue		
				13/02/2015	950000		1900000	8.02
				31/03/2015			1900000	8.02
6	ARVIND AGARWAL	675000	2.85	01/04/2014		Bonus Issue		
				13/02/2015	675000		1350000	5.70
				31.03.2015			1350000	5.70
7	NAILESH SWARUPCHAND MEHTA	0	0	01.04.2014		Nil Holding/ movement during the year		
		0	0	31.03.2015			0	0
B. Key Managerial Personnel								
1	VISHAL GURNANI – MANAGING DIRECTOR	0	0	01.04.2014		Nil Holding/ movement during the year		
		0	0	31.03.2015			0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment. (Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	36.03	-	-	36.03
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5.97	-	-	5.97
Total (i+ii+iii)	41.99	-	-	41.99
Change in Indebtedness during the financial year				
* Addition	75.62	-	-	75.62
* Reduction	10.48	-	-	10.48
Net Change	65.14	-	-	65.14
Indebtedness at the end of the financial year				
i) Principal Amount	89.17	-	-	89.17
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	17.96	-	-	17.96
Total (i+ii+iii)	107.13	-	-	107.13

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name		(Rs/Lac)
	Designation		
1	Gross salary	NOT APPLICABLE	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify		
5	Others, please specify		
	Conveyance Allowances		
	Special Allowances		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors	Total Amount
			(Rs/Lac)
1	Independent Directors	NOT APPLICABLE	
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel	Total Amount
			(Rs/Lac)
	Name		
	Designation		
1	Gross salary	NOT APPLICABLE	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others, specify		
5	Others, please specify		
	Special Allowance		
	Total		

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NOT APPLICABLE

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and developments:

The Indian Media and Entertainment (M&E) Industry plays a critical role in creating awareness on issues affecting, channeling and building aspirations amongst the masses. The industry has been largely driven by increasing digitization and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people. Major segments in media and entertainment industry includes Television/ broadcasting, gaming, Animation and VFX, Out of Home, Music, Radio, Digital advertising, Films, Print. In 2014, the Indian Media & Entertainment (M&E) industry was estimated at USD 16.90 billion and is expected to grow at a CAGR of 14.5% from 2014-2018 to reach USD 29.0 billion in 2018. The entertainment industry continues to be dominated by the television segment, accounting for 45% of market share in terms of revenues, which is expected to grow further to 50% by 2018. Television, print and films together account for 86% of market share in 2013. Print media would be the second largest sector and Out of Home (OOH), Music and Gaming is expected to contribute 2.0% each to the entire industry by 2018.

2. Outlook:

Broadcasting is one of the largest sub-sector under media and entertainment industry. India has one of the largest broadcasting industries in the world with approximately 800 satellite television channels, 245 FM channels and more than 100 operational community radio networks. Net sales of the media-broadcasting industry grew by 12% during the September 2014 quarter, over preceding two quarters i.e. March and June 2014. Sales grew within the range of 8%-10% during these quarters. It is expected that the net sales of media-broadcasting industry to grow by 8.8% in 2014-15 and it is expected to grow at CAGR 21% from 2015-17. The growth is likely to be backed by an increase in advertisement as well as subscription revenues.

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 media and entertainment sector is highly fragmented industry- that is no single enterprise has large enough share to influence the entire sector. The fixed cost involved is higher in television, films and radio segment.

Threat of new entrant is low in as the sunk cost in media and entertainment is higher. Access to distribution network is difficult.

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/-
(Vishal Gurnani)
Director**

**Date: 10th August, 2015
Place: Mumbai**

REPORT ON CORPORATE GOVERNANCE

The Directors' Report on the compliance of the Corporate Governance Code is given below:

CORPORATE GOVERNANCE:

- **Company's Philosophy on Corporate Governance:**

TDML's philosophy on Corporate Governance is doing business ethically with meeting expectations of stakeholders and enhancing wealth generation capacity. This is achieved by adopting corporate practices based on principles of transparency, accountability, fairness and integrity to create long term sustainable value for its stakeholders.

Your Company has fulfilled all the existing guidelines under clause 49 of the listing agreement read with the relevant provisions of the Companies Act, 2013.

BOARD OF DIRECTORS:

- **Composition of Board:**

The Company has a balanced Board with combination of Executive and Non-Executive Directors to ensure independent functioning and the current composition of the Board is in conformity with extant Clause 49(II)(A) of the Listing Agreements. Non-Executive Directors include independent professionals with experience in business, finance, taxation, technology and media.

The composition of the Board also complies with the provisions of the Companies Act, 2013 and the Listing Agreement. As year ended on ending 31st March, 2015, the total Board strength comprises of the following:

Category	No. of Directors
Non-Independent Director – Non-Executive	2
Independent Directors	3
Non-Independent & Executive	3
Total Strength	8

Directors are appointed or re-appointed with the approval of the shareholders. Apart from the directors appointed for a specific term and the independent directors of the Company all the directors are liable to retire by rotation unless otherwise specifically approved by the shareholders.

As required under Section 149(3) of the Companies Act, 2013, and Clause 49(ii)(A) of the Listing Agreement, the Board has appointed two women directors.

Profile of Directors

The brief profile of each Director is given below:

- i. **Mr. Kamlesh Bhanushali (Executive, Non-Independent Director)**

Mr. Kamlesh Bhanushali, Chairman of TDML, is a Broadcast and Content professional with over 15 years of experience in the Broadcast Content space. He pioneered the audio visual content and song syndication business in the Indian market, and created a dynamic change in the way the music broadcasting business was monetized in India. He is widely respected across the Industry and is closely networked with Broadcasters and TV networks across the country. He leads TDML group and is spearheading it's foray into multiple businesses across the Broadcast and Content spectrum. He has been extremely successful in enhancing the company's performance and in driving the company towards its set goals.

ii. Mr. Vishal Gurnani (Executive, Non-Independent, Managing Director)

Mr. Vishal Gurnani, Managing Director of TDML, is a Broadcast and Media professional with over 13 years of experience in the Digital and Media/Entertainment space and has always been in perfect tune with what captivates the Indian consumer. He started off his career with Indiantelelevision.com where he was part of the core team focusing on Business Development and Marketing. He moved onto do successful stints at NDTV Media Ltd where he helped set up the AFP and Special Projects team, which was further followed by a stint in Motion Pictures at Balaji Telefilms Ltd where he was Vice President – Revenues. He joined hands with TDML Group in 2010. In TDML, he oversees the group's diversified business including: TV Broadcasting and Digital Media, with special focus on value creation for the Company's businesses, setting the Company's strategic direction, scout new opportunities for organic/in-organic growth and supporting businesses in investments, strategic alliances and M&A.

iii. Ms. Shivani Jaisingh (Executive, Non-Independent Director)

Ms. Shivaani Jaisingh, COO of TDML, comes with over 18 years of media & entertainment background managing the complete facets of broadcasting industry. She started her career in Music business at Plus channel with Mahesh Bhatt & Amit Khanna. She joined "T-series" in 1997, when T-Series (Super Cassettes Ind. Ltd) was on onset of becoming the biggest music label in India. In T Series, Shivaani donned many hats from handling film-marketing campaigns, media buying & planning, PR, artist management (TAR, talent and artist relations) to films. In 2000, she moved onto launch "B4U Music", one of the few music channels at that time apart from MTV & Channel V. In Apr 2004, she joined Times of India Group for launching their New Bollywood Channel "Zoom". Later in 2011, she moved to UTV as a Vice President, Heading Music & TAR for "Bindass" and later launched "UTV STARS". She was at a Director level with the group "Disney UTV" till 2014. She has been able to perfect the art of being at the top in this GRP driven market. In TDML, she manages Broadcastings & business portfolio issues with specific focus on the long-term sustainability and profitability of the various verticals.

iv. Ms. Aparna Shah (Executive, Non-Independent Director)

Ms. Aparna Shah, started her career with Citibank, where she has worked across functions such as Sales & Business development and Risk Management; and has handled corporate relationships in diversified industries such as chemicals, pharmaceuticals, automobile, IT, Service industry amongst other leading sectors. She has been credited with bringing in perspective from a diverse spectrum of industries and experience with key competencies in managing relationships, process orientation, strong visionary & execution skills. After a successful stint of 12 years with Citibank, she has joined TDML group to lead Group's Finance and Strategic Planning team. Her futuristic vision and sharp acumen in the banking & finance domain and relationship skills shall help TDML in achieving its next phase of growth. She is a qualified Chartered Accountant and a commerce graduate.

v. Mr. Ratish Tagde (Non-Executive, Independent Director)

Mr. Ratish Tagde is a qualified Company Secretary and a law graduate. He possesses over three decades of experience in the field of handling corporate affairs specifically relating to strategies, structuring, legal, mergers & acquisitions, compliance, resource raising etc. He is also the Founder and Managing Director of Perfect Octave Media Projects Limited and launched India's first ever classical based music TV channel "Insync".

vi. Mr. Shivanshu Pandey (Non-Executive, Independent Director)

Mr. Shivanshu Pandey is the youngest member on the Board of Directors. He is well known for his focus, endurance and persistence in his work. He has been with the company for past few years and has played pivotal role in taking it towards being one of the fastest growing media and broadcasting company in India in very short span.

vii. Mr. Murad Khetani (Non-Executive, Non Independent Director)

Mr. Murad Khetani has more than 10 Years of experience in Real Estate business in Southern India. He also has been involved in the business of Production of films.

viii. Mr. Nailesh Mehta (Non-Executive, Independent Director)

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.

ix. Mr. Arvind Agarwal (Non Executive, Non Independent Director)

Mr. Arvind Agarwal has more than 15 Years of experience in Real Estate business in Southern India.

• Board Training and Induction

At the time of appointing a Director, a formal letter of appointment is given to the director appointed, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act, 2013, Clause 49 of the Listing Agreement and other relevant regulations and his affirmation taken with respect to the same.

The terms and conditions of appointment of independent director are disclosed on Company Website <http://www.trilogicdigitalmedia.com/terms-conditions-of-appointment-of-independent-director/>

• Familiarization program for Independent Directors

The Company has conducted the Familiarization program for Independent Directors appointed during the year. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatize them with the processes, businesses and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarization Program has been disclosed on the website of the Company at <http://www.trilogicdigitalmedia.com/familiarization-programmes-for-independent-directors/>

• Meetings, agenda and proceedings etc. of the Board Meeting:

Meetings:

During the year ended on 31st March 2015, the Board of Directors had 9 meetings. These were held on May 29, 2014, August 14, 2014, August 23, 2014, October 11, 2014, November 14, 2014, December 4, 2014, February 2, 2015, February 13, 2015 and February 27, 2015. The last Annual General Meeting (AGM) was held on September 20, 2014. The attendance record of the Directors at the Board Meetings during the year ended on 31st March 2015, and at the last AGM is as under: -

Sr No.	Name of the Director	Category	No. of Board Meetings Attended	Attendance at last AGM
1.	Mr. Vishal Gurnani	Executive Non Independent	9 of 9	Yes
2.	Mr. Kamlesh Bhanushali (Resigned w.e.f. 4 th December, 2014)	Executive Non Independent	5 of 5	Yes
3.	Ms. Aparna Shah (Appointed w.e.f. 27 th February, 2015)	Executive Non Independent	1 of 1	N.A.

4.	Ms. Shivaani Jaisingh (Appointed w.e.f. 11 th October, 2014)	Executive Non Independent	6 of 6	N.A.
5.	Mr. Ratish Tagde (Appointed w.e.f. 27 th February 2015)	Non Executive Independent	1 of 1	N.A
6.	Mr. Shivanshu Pandey (Appointed w.e.f. 14 th August, 2014)	Non Executive Independent	3 of 8	Yes
7.	Mr. Murad Khetani	Non Executive Non Independent	1 of 9	No
8.	Mr. Arvind Agarwal	Non Executive Non Independent	2 of 9	No
9.	Mr. Nailesh Mehta	Non Executive Independent	Nil	No
10.	Mr. Anil Wanwari (resigned w.e.f. 14.8.2014)	Non Executive Independent	Nil	Yes
11.	Mr. Sankool Shah (resigned w.e.f. 11.10.2014)	Non Executive Non Independent	3 of 3	Yes
12.	Mr. Harish Patil (resigned w.e.f. 11.10.2014)	Executive Non Independent	3 of 3	Yes
13.	Mr. Ankur Joshi (resigned w.ef. 14.11.2014)	Non Executive Non Independent	4 of 4	Yes

Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on February 28, 2015 to review the performance of Non-independent Directors and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

Agenda:

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Agenda papers are generally circulated seven days prior to the Board Meeting. In addition, for any business exigencies, the resolutions are passed by circulation and later placed in the ensuing Board Meeting for ratification / approval.

Support and Role of Secretarial Team:

The Secretarial Team is responsible for convening the Board and Committee meetings, preparation and distribution of Agenda and other documents and recording of the Minutes of the meetings. The function of secretarial department is well supported by the secretarial team to ensure timely compliances and performance of Corporate Governance.

- **Other Directorships etc.:**

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director acts as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Public Limited Companies in which he is a Director.

The details of the Directorships, Chairmanships and the Committee memberships in other Companies (excluding Private Limited Companies, Foreign Companies and Section 8 Companies) held by the Directors as on 31st March, 2015, are given below:-

Sr No.	Name of the Director	Other Directorship #	Committee Positions ##	
			Chairman	Member
1	Vishal Gurnani	-	Nil	Nil
2	Aparna Shah	-	Nil	Nil
3	ShivaaniJaisingh	-	Nil	Nil
4	RatishTagde	03	01	02
5.	Shivanshu Pandey	-	Nil	Nil
6.	Nailesh Mehta	01	Nil	Nil
7.	Murad Khetani	-	Nil	Nil
8.	Arvind Agarwal	02	Nil	Nil

#Includes Directorships of Public Limited Companies other than TDML.

Includes only Audit Committee and Stakeholders' Relationship Committee of Public limited companies (whether Listed or not) other than that of TDML.

Evaluation of the Board's Performance:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

Code of Conduct:

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc.

The Code of Conduct is posted on the website of the Company <http://www.trilogicdigitalmedia.com/code-of-conduct/>

All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the Managing Director is attached and forms part of the Annual Report of the Company.

Prevention of Insider Trading Code:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

Company Secretary is responsible for setting forth procedures and implementation of the code for trading in Company's securities. All Board Directors and the designated employees have confirmed compliance with the Code.

COMMITTEES OF THE BOARD:

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

a) Audit Committees

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with revised Clause 49 of the Listing Agreement. The Audit Committee comprises two Non-Executive Independent Directors who are well versed with financial matters and corporate laws. The Audit Committee met four times during the year on May 29, 2014, August 14, 2014, November 14, 2014 and February 13, 2015. The necessary quorum was present for all the meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 20, 2014.

The composition of the Committee during year ended March 31, 2015 and the details of meetings held and attended by the Directors are as under:

From 1.4.2014 to 13.8.2014

Name	Category	Position	Number of meetings during year ended March 31, 2015	
			Held	Attended
Mr. Nailesh Mehta	Non-Executive, Independent	Chairman	1	1
Mr. Ankur Joshi	Non-Executive, Non Independent	Member	1	1
Mr. Anil Wanwari	Non Executive, Independent	Member	1	1

w.e.f 14.8.2014

Name	Category	Position	Number of meetings during year ended March 31, 2015	
			Held	Attended
Mr. Nailesh Mehta	Non-Executive, Independent	Chairman	3	3
Mr. Shivanshu Pandey	Non-Executive, Independent	Member	3	3
Mr. Vishal Gurnani	Executive Non Independent	Member	3	3

w.e.f 27.2.2015

Name	Category	Position	Number of meetings during year ended March 31, 2015	
			Held	Attended
Mr. Ratish Tagde	Non Executive Independent	Chairman	Nil	Nil
Mr. Shivanshu Pandey	Non-Executive, Independent	Member	Nil	Nil
Mr. Vishal Gurnani	Executive Non Independent	Member	Nil	Nil

Powers of the Audit Committee

- 1) To investigate any activity within its terms of reference.
- 2) To seek information from any employee.
- 3) To obtain outside legal or other professional advice.
- 4) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee

The terms of reference for the Audit Committee are broadly as under:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommending the appointment, remuneration and terms of appointment of auditors of the company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management the annual financial statements and the auditor's report thereon, before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in Director's Responsibility Statement included in Board's report.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries based on exercise of judgment by management.

- d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
- 5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 - 6) Reviewing, with the management, statement of uses and application of funds raised through an issue, statement of funds utilised for other purposes and report of monitoring agency;
 - 7) Review and monitor the auditors' independence and performance, and effectiveness of audit process;
 - 8) Approval or any subsequent modification of transactions of the company with related parties;
 - 9) Scrutiny of inter-corporate loans and investments;
 - 10) Valuation of undertakings or assets of the company, wherever it is necessary;
 - 11) Evaluation of internal financial controls and risk management systems;
 - 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

 - 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - 14) Discussion with internal auditors of any significant findings and follow up there on;
 - 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - 16) Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - 18) To review the functioning of the Whistle Blower mechanism;
 - 19) Approval of appointment of CFO;
 - 20) To review report submitted by Monitoring Agency informing material deviations in the utilisation of issue proceeds and to make necessary recommendations to the Board, if, when and where applicable;
 - 21) Carrying out any other function as is mentioned in the terms of reference of the Audit committee.
 - 22) Reviewing the following information:
 - a) The Management Discussion and Analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - c) Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses; and
 - e) Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s).

b) Stakeholders' Relationship Committee

The Shareholders / Investors Grievance Committee were renamed by the Board of Directors on February 12, 2014 as "Stakeholders Relationship Committee".

The Committee periodically reviews the status of shareholders' grievances and redressal of the same. The Committee met four times during the year on May 29, 2014, August 14, 2014, November 14, 2014 and February 13, 2015. The necessary quorum was present for all the meetings. The Chairman of the Committee was present at the last Annual General Meeting of the Company held on September 20, 2014.

The composition of the Committee during year ended March 31, 2015 and the details of meetings held and attended by the Directors are as under:

Till 10.10.2014

Name	Category	Position	Number of meetings during year ended March 31, 2015	
			Held	Attended
Mr. Kamlesh Bhanushali	Executive, Non Independent	Chairman	2	2
Mr. Sankool Shah	Non Executive Non Independent	Member	2	2
Mr. Harish Patil	Executive Non Independent	Member	2	2

w.e.f 11.10.2014

Name	Category	Position	Number of meetings during year ended March 31, 2015	
			Held	Attended
Ms. Shivani Jaisingh	Executive, Non Independent	Chairperson	2	2
Mr. Vishal Gurnani	Executive Non Independent	Member	2	2
Mr. Arvind Agarwal	Non-Executive Non Independent	Member	2	nil

The Company has appointed M/s. Universal Capital Securities Pvt. Ltd., as its Registrars and Transfer Agents to consider, approve or reject the share transfer, transmission, consolidations, splitting, demat & remat of shares and to carry out related functions and all documentation and procedures in connection with the same.

None of the complaints is pending for a period exceeding 30 days. All the requests for transfer of shares have been processed on time and there are no transfers pending for more than 15 days.

Over and above the aforesaid complaints, the Company and its Registrar & Share Transfer Agent have received letters / queries / requests on various matters such as change of address, change of bank particulars, ECS mandate, nomination request etc. and we are pleased to report that except for requests received during the year end which are under process, all other queries / requests have been replied on time.

c) Nomination and Remuneration Committee

The remuneration committee was renamed by the Board of Directors on February 12, 2014 as "Nomination and Remuneration Committee".

The Nomination and Remuneration Committee met three times on August 23, 2014, October 11, 2014 and February 27, 2015. The necessary quorum was present for all the meetings. The composition of the Committee during year ended March 31, 2015 and the details of meetings held and attended by the Directors are as under:

Till 13.8.2014

Name	Category	Position	Number of meetings during the year ended March 31, 2015	
			Held	Attended
Mr. Anil Wanwari	Non-Executive, Independent	Chairman	Nil	Nil
Mr. Nailesh Mehta	Non-Executive, Independent	Member	Nil	Nil
Mr. Murad Khetani	Non-Executive, Non-Independent	Member	Nil	Nil

Till 27.2.2015

Name	Category	Position	Number of meetings during the year ended March 31, 2015	
			Held	Attended
Mr. Shivanshu Pandey	Non-Executive, Independent	Chairman	3	3
Mr. Nailesh Mehta	Non-Executive, Independent	Member	Nil	3
Mr. Murad Khetani	Non-Executive, Non-Independent	Member	3	3

w.e.f. 28.2.2015

Name	Category	Position	Number of meetings during the year ended March 31, 2015	
			Held	Attended
Mr. Shivanshu Pandey	Non-Executive, Independent	Chairman	Nil	Nil
Mr. Ratish Tagde	Non-Executive, Independent	Member	Nil	Nil
Ms. Aparna Shah	Executive, Non-Independent	Member	Nil	Nil

The broad terms of reference of the Nomination and Remuneration Committee are:

- 1) To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive and Non-Executive) and recommend to the Board, policies relating to the remuneration of the Directors, key managerial personnel and other employees;
- 2) To formulate the criteria for evaluation of all the Directors on the Board;
- 3) To devise a policy on Board diversity; and
- 4) To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

Sitting fees and commission paid to Non-Executive Directors:

No sitting fees have been paid to any director during the year.

Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

d) Corporate Social Responsibility (CSR) Committee:

During the year under review, there was no Corporate Social Responsibility Committee was constituted.

- i. The Board has constituted a Corporate Social Responsibility Committee on August 10, 2015 and the composition of the Committee is as under:

Name	Category	Position	Attendance	
			Held	Attended
Ms. Aparna Shah	Executive, Non-Independent	Chairperson	Nil	Nil
Ms. Shivani Jaisingh	Executive, Non-Independent	Member	Nil	Nil
Mr. Shivanshu Pandey	Non-Executive, Independent	Member	Nil	Nil

- ii. The broad terms of reference of the Corporate Social Responsibility (CSR) Committee are:
 - To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
 - To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
 - To monitor the CSR policy of the Company from time to time;
 - Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The Details about CSR activities is stated in the Directors Report.

e)Independent Directors' Meeting

During the year under review, the Independent Directors met on February 28, 2015, inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

f) Risk Management Policy -

The Audit Committee is empowered to take the necessary steps for mitigating risk for which Risk Management Policy was framed under Clause 49 (III)(VI) of Listing Agreement.

a. Terms of reference of such Committee are stated as below:

- To approve structures, analyze risks and benefits, seek independent opinion with regard to structure or views.
- Reviewing and approving risk related disclosures.
- Responsible for day to day oversight of risk management including identification, impact assessment, monitoring, mitigation and reporting.
- Providing updates to the Board on enterprise risks and action taken.

Ensure compliance with policies and procedures laid down by the Company for specific business units.

- Maintenance and development of a supportive culture, in relation to the management of risk appropriately embedded through procedures, training and leadership actions so that all employees are alert to the wider impact on the whole organisation of their actions and decisions.
- Advising Board on all high level risk matters.
- To review the effectiveness of the internal control system and risk management framework in relation to the achievement of business objectives.
- Reporting risk events and incidents in a timely manner.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and the revised clause 49 of the Listing Agreement, the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company at <http://www.trilogicdigitalmedia.com/whistleblower-policy/>

GENERAL BODY MEETINGS:

(i) Annual General Meeting (AGM):

The location, time and venue of the last three Annual General Meetings were as under:

Meeting	Date, Time and Venue	Special resolutions passed
Twentieth Annual General Meeting	<u>Date</u> -, September 20, 2014 <u>Time</u> - 12.30 pm <u>Venue</u> - Sahara Star, Vile Parle (East), Mumbai – 400 099	1. Bonus Issue 2. Amendment in Capital Clause of Articles of Association. 3. Appointment of Managing Director
Nineteenth Annual General Meeting	<u>Date</u> -, July 27, 2013 <u>Time</u> - 10.30 a.m. <u>Venue</u> – 1629, Dadhichi Bhavan, 2 nd Floor, Chaura Rasta, Jaipur	1. Preferential Allotment
Eighteenth Annual General Meeting	<u>Date</u> -, September 2, 2012 <u>Time</u> - 10.30 A.M. <u>Venue</u> - 1629, Dadhichi Bhavan, 2 nd Floor, Chaura Rasta, Jaipur	1. Preferential Allotment 2. Increase in Authorised Capital 3. Increase in Borrowing power 4. Increase in investment limit

(ii) Extra Ordinary General Meeting (EGM):

In addition to Annual General Meeting, the Company holds General Meetings of the shareholders as and when need arises. During the year, no Extra Ordinary General Meeting was held.

(iii) Postal Ballot:

The Company has not passed any special resolution through Postal Ballot during the year ended March 31, 2015.

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot.

RELATED PARTY TRANSACTIONS:

During the financial year 2014-15, your Company has not executed any transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014,. During the financial year 2014-15, there were no transactions with related parties which qualify as material transactions under the Listing Agreement. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website <http://www.trilogicdigitalmedia.com/rtp-policy/>

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

DISCLOSURES:**Strictures and Penalties**

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances.

Independent Director

The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Clause 49 of the Listing Agreement.

CEO/CFO CERTIFICATION:

The MD has issued certificate pursuant to the provisions of Clause 49 of the listing agreement certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

MEANS OF COMMUNICATION:

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after these are approved by the Board.

These results are simultaneously posted on the website of the Company at www.trilogicdigitalmedia.com and also uploaded on the website of Bombay Stock Exchange of India Ltd.

GENERAL INFORMATION TO SHAREHOLDERS

1. Annual General Meeting (AGM)

Date	September 22, 2015
Day	Tuesday
Time	3.30 P.M.
Venue	20th Floor, Grandeur, CTS No. 737, 9,12, B, C & D, Off Link Road, Veera Desai Road Extension, Oshiwara, Andheri (W), Mumbai- 400 053

2. Financial Year:

Financial Year - 1st April, 2015 to 31st March, 2016.

3. Financial Calendar:

The Company follows the period of 1st April, 2015 to 31st March, 2016, as the Financial Year.

First quarterly results	On or before August 14, 2015
Second quarterly / Half yearly results	On or before November 14, 2015
Third quarterly results	On or before February 14, 2016
Annual results for the year ending on March 31, 2016	On or before May 30, 2016
Website where the financial results, shareholding pattern, annual report etc. are uploaded	www.trilogicdigitalmedia.com , www.bseindia.com

4. Date of Book Closure:

September 16, 2015 to September 22, 2015
(both days inclusive)

5. Listing on Stock Exchange:

The Equity Shares of the Company are listed on:

Bombay Stock Exchange Limited (BSE)

PhirozeJeejeebhoy Towers
Dalal Street Mumbai – 400 001

The Company has paid listing fees at both the exchanges and has complied with the listing requirements. The Company has also paid annual custodian fee for the year under review to NSDL & CDSL.

6. Stock Code:

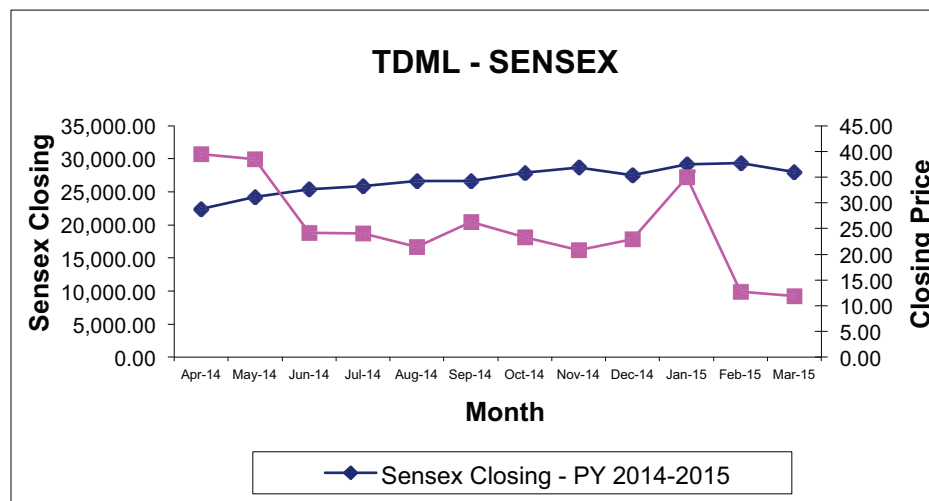
Stock Exchange	Code
BSE	531712
Demat ISIN Numbers in NSDL and CDSL	INE532D01018
CIN	L74999MH1991PLC063275

7. Market Price Data:

The high / low market price of the shares during the year ended March 31, 2015 at the Bombay Stock Exchange are as under:-

Month	Bombay Stock Exchange (Face Value of Rs. 10/- Per Share)	
	High	Low
April 2014	47.40	33.55
May 2014	42.80	23.00
June 2014	43.70	24.15
July 2014	29.80	21.40
August 2014	25.40	20.35
September 2014	26.60	19.00
October 2014	27.55	21.85
November 2014	25.90	19.55
December 2014	29.60	19.25
January 2015	35.70	16.55
February 2015	36.00	12.00
March 2015	16.15	10.80

8. Performance in comparison to Bombay Stock Exchange Limited SENSEX



9. Registrar and Share Transfer Agents:

Universal Capital Securities Private Limited
 21, Shakil Niwas, Opp. Satya Sai Baba Temple,
 Mahakali Caves Road, Andheri (East),
 Mumbai – 400 093 , Tel No. 28366620 / 2825 7641

10. Investor's Complaints to be addressed to:

Registrar and Share Transfer Agents at the above mentioned addresses.

11. Share Transfer System:

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

12. Distribution of Shareholding as on March 31, 2015 is as under:

Category	Shareholders		Face Value of Rs. 10/- Per Share	
	Numbers	% of shareholders	Amount (Rs.)	% of Amount
1 – 5000	440	39.604	794480.00	0.335
5001 – 10000	255	22.952	2336810.00	0.987
10001 – 20000	172	15.482	3079910.00	1.300
20001 – 30000	44	3.960	1120580.00	0.473
30001 – 40000	33	2.970	1222120.00	0.516
40001 – 50000	43	3.870	2071760.00	0.875
50001 – 100000	46	4.140	3563540.00	1.505
100001 – Above	78	7.021	222636800.00	94.009
TOTAL	1111	100.00	236826000.00	100.00

13. Dematerialization of Shares and Liquidity:

About 91.54% of total equity share capital is held in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 31, 2015.

The break-up of Equity shares held in physical and Demat form as on March 31, 2015 is given below:

Particulars	Shares	%
Physical Shares	2003800	8.46
Demat Shares		
NSDL	10064957	42.50
CDSL	11613843	49.04
Total	23682600	100.00

For any assistance in converting physical shares in electronic form, investors may approach Registrar and Share Transfer Agents at the above mentioned addresses.

14. Compliance Officer:

Ms. Aparna Shah
Whole Time Director
20th Floor, Grandeur, CTS No. 737, 9,12, B, C & D,
Off Link Road, VeeraDeai Road Extension, Oshiwara,
Andheri (W), Mumbai- 400 053

15. Electronic Clearing Service (ECS):

The Company has extended the ECS facility to shareholders to enable them to receive dividend through electronic mode in their bank account. The Company encourages members to avail of this facility as ECS provides adequate protection against fraudulent interception and encashment of dividend warrants, apart from eliminating loss/damage of dividend warrants in transit and correspondence with the Company on revalidation/issuance of duplicate dividend warrants.

16. Bank Details for electronic shareholding:

Members are requested to notify their Depository Participant (DP) about the changes in the bank details. Members are requested to furnish complete details of their bank accounts, including MICR codes of their banks, to their DPs.

17. Shareholding Pattern as on March 31, 2015:

The shareholding of different categories of the shareholders as on March 31, 2015 is given below:-

Sr. No.	Category of Shareholders	Total Holdings	% of Shareholdings
1.	Promoter & Promoter Group	8000558	33.78
2.	Mutual Funds and UTI	-	-
3.	Banks, Financial Institutions, Insurance Companies and Venture Capital Fund	-	-
4.	FII/Foreign Bodies	-	-
5.	Bodies Corporate	2434313	10.28
6.	Indian Public	11949805	50.46
7.	NRIs	36780	0.16
8.	Clearing Member	61144	0.26
9.	Directors and their relatives	1200000	5.07
	TOTAL	23682600	100.00

18. Registered Office:

20th Floor, Grandeur, CTS No. 737, 9,12, B, C & D,
Off Link Road, VeeraDeai Road Extension, Oshiwara,
Andheri (W), Mumbai- 400 053

19. Permanent Account Number (PAN):

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

20. Pending Investors' Grievances:

Any Member / Investor whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary and Head Compliance at the Registered Office with a copy of the earlier correspondence.

21. Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital.

This audit is carried out every quarter and the report thereon is submitted to stock exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

22. Half Yearly Certificates (Clause 47 (c)):

The Company has obtained and filed with the stock exchanges, the half yearly certificates received from Mr. Kaushal Dalal, Practicing Company Secretary for due compliance with shares transfer formalities as required under Clause 47(c) of the listing Agreement.

23. Outstanding GDRs or Warrants or any Convertible Instrument, conversion Dates and likely impact on Equity:

The Company has proposed to allot 1,73,00,000 convertible share warrants in this Annual General Meeting. If the said allotment is approved, it will increase the equity share capital of the company post its conversion into equity during the period of 18 months from the date of allotment of warrants.

24. Addresses for Correspondence

Investor's Correspondence:

For transfer of shares in physical form, dematerialization and rematerialisation:

Universal Capital Securities Private Limited
21, Shakil Niwas, Opp. Satya Sai Baba Temple,
Mahakali Caves Road, Andheri (East),
Mumbai – 400 093
Tel No. 28366620 / 2825 7641

Any query on Annual Report:

Trilogic Digital Media Limited
Registered Office:
20th Floor, Grandeur, CTS No. 737, 9,12, B, C & D,
Off Link Road, VeeraDeai Road Extension, Oshiwara,
Andheri (W), Mumbai- 400 053

Declaration Regarding Code of Conduct

I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.

Sd/-
Vishal Gurnani
Managing Director

Mumbai, August 10, 2015

M. D. / CFO Certification

The Board of Directors
Trilogic Digital Media Limited

We have reviewed the financial statements and the cash flow statement of Trilogic Digital Media Limited for the year ended 31st March, 2015 and that to the best of our knowledge and belief, we state that;

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) we have indicated to the Auditors and the Audit Committee:
 - (i) significant changes, if any, in the internal control over financial reporting during the year.
 - (ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

sd/-
Vishal Gurnani
Managing Director

Mumbai, August 10, 2015

Auditors' Certificate

To,
The Members of Trilogic Digital Media Limited

We have examined the compliance of conditions of corporate governance by Trilogic Digital Media Limited, ('the Company'), for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Subramianiam Bengali & Associates
Chartered Accountants
ICAI Firm registration number: 127499W

Sd/-
CA Rajiv Bengali
Partner
Membership No.: 043998

Place of Signature: Mumbai
Date: August 10, 2015

INDEPENDENT AUDITOR'S REPORT
To the Members of TRILOGIC DIGITAL MEDIA LIMITED
Report on the Financial Statements

We have audited the accompanying standalone financial statements of **TRILOGIC DIGITAL MEDIA LIMITED** ("the Company"), which comprise the Balance Sheet, as at March 31, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant account policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management and Board of Directors of the company is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 principles generally accepted in India, including the Accounting Standards referred specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgment and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 state of affairs of the Company as at 31st March, 2015,
- b) in the case of the Statement of Profit and Loss for the period ended on that date
- c) in the case of the Statement of Cash Flow for the year ended on that date.

Report on other legal and Regulatory Requirements

- 1) The Companies (Auditors Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by section 143(3) of the Act, we report that :
 - (a) we have sought and 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 aforesaid financial Statement comply with the applicable Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
 - (f) in our opinion and to the best of information and according to the explanation given to us we report as under with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 :
 - i. the Company does not have any pending litigations which on its financial position in its financial statements;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Subramianiam Bengali & Associates
Chartered Accountants
Firm's Registration No.: 127499W**

**Sd/-
CA. Rajiv Bengali
Partner
Membership Number: 043998**

**Place: May 28, 2015
Date: Mumbai**

**The Annexure referred to in our Report of even date to the members of
TRILOGIC DIGITAL MEDIA LIMITED
for the year ended 31st March, 2015**

As required by Companies (Auditors Report) Order, 2015 issued by the Ministry of Corporate Affairs, on the basis of checks of the books and records as we considered appropriate and according to the information and explanations given to us during the course of audit, we state as under:-

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The fixed assets has been physically verified by the management during the year .The Discrepancies noticed , if any on such verification were not material and have been properly with in the books of account.
- ii. (a) The inventories have been physically verified during the year by the management. In our opinion,the frequency of verification is reasonable.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate.
(c) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- iii. The Company has not granted any unsecured loans to any parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and the explanations given to us, The Company is having an adequate internal control system commensurate with the size of the company and nature of its business. On the basis of our examination of the books and records of the companies and according to the information and explanations given to us ,we have neither come across ,nor have we been informed of ,any continuing failure to correct any major weaknesses in the aforesaid internal control system.
- v. The Company has not accepted any deposits and hence directives of the Reserve Bank of India and the provisions of the Act and the Rules framed there under are not applicable.
- vi. The Central Government of India has not prescribed the maintained of cost records under sub-section (1) of Section 148 of the Act for any of the products or services of the Company.
- vii. (a) According to the information and explanations given to us, no undisputed amounts payable in respect of applicable statutory dues were in arrears for a period exceeding six months as at the end of the financial year from the date they became payable except in cases mentioned hereunder:

Name of Statute	Amount (Rs)
Service Tax	2,094,630
Tds Payable	25,655,285
Profession Tax	8,000

(b) According to the information and explanations given to us, the following dues of tax deduction at sources, service tax and Profession tax have not been deposited by the Company:

Name of Statute	Amount (Rs)
Service Tax	3,344,642
Tds Payable	36,436,688
Profession Tax	20,600

(c) The Company is not required to transfer any fund to the Investor Education and Protection Fund in accordance with provisions of Companies Act, 1956.

- viii. The Company has neither accumulated losses as at the end of the current financial year nor have they incurred cash losses, in the current financial year and in the immediately preceding financial year.
- ix. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture.
- x. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of clause 3(x) of the Order are not applicable to the Company.
- xi. According to the information and explanation given to us, the company has not taken any term loan during the year except a loan for buying a car. The Company is regularly in paying installments.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing standards in India and according to the information and explanation given to us, we have neither come across any instance of material fraud on or by the company, noticed or reported during the year nor have we have been informed of any such instance by the Management.

For Subramianiam Bengali & Associates
Chartered Accountants
Firm's Registration No.: 127499W

Sd/-
CA. Rajiv Bengali
Partner
Membership Number: 043998

Place: May 28, 2015
Date: Mumbai

TRILOGIC DIGITAL MEDIA LIMITED

Audited Balance Sheet as at March 31, 2015

Particulars		Note No.	As at March 31, 2015 (Rs)	As at March 31, 2014 (Rs)
A	EQUITY AND LIABILITIES			
	Shareholders' Fund			
	Share Capital	3	238,691,750	120,278,750
	Reserves & Surplus	4	81,537,384	127,449,148
			320,229,134	247,727,898
	Non Current Liabilities			
	Long Term Borrowings	5	8,916,819	3,602,880
	Deferred Tax Liabilities (Net)	6		58,211
			8,916,819	3,661,091
	Current Liabilities			
	Trade Payable	7	482,216,907	122,920,927
	Other Current Liabilities	8	141,810,337	116,284,402
	Short Term Provision	9	35,660,000	13,853,729
			659,687,244	253,059,059
	TOTAL		988,833,197	504,448,047
B	ASSETS			
	Non Current Asset			
	Fixed Asset			
	Tangible Asset	10	14,709,515	4,565,238
			14,709,515	4,565,238
	Non current Investment	11	-	41,758,666
	Long Term Loans & Advances	12	145,653,007	107,122,000
			145,653,007	148,880,666
	Current Asset			
	Inventories	13	105,000,000	29,204,758
	Trade Receivables	14	442,109,314	244,071,778
	Cash & Cash Equivalent	15	10,409,458	2,118,090
	Short Term Loans & Advances	16	267,686,095	71,396,892
	Other Current Assets	17	900,000	4,210,625
	Deferred Tax Assets (Net)	18	2,365,809	
			828,470,675	351,002,143
	TOTAL		988,833,197	504,448,047
	Significant Accounting Policies & Notes	1 & 2		
	Forming part of the Financial Statements			

As per our report attached of even date

For Subramaniam Bengali & Associates
Chartered Accountants
Firm Reg. No.127499W
 Sd/-
Rajiv Bengali
Partner
Membership No.043998

For Trilogic Digital Media Limited

Sd/-
Vishal Gurnani
Managing Director

Sd/-
Shivani Jaisingh
Director

Date: May28, 2015
Place: Mumbai

TRILOGIC DIGITAL MEDIA LIMITED

Statement of Profit and Loss for the year ended 31st March, 2015

Particulars		Note No.	Year ended March 31, 2015 (Rs.)	Year ended March 31, 2014 (Rs.)
A	Revenue from Operations	19	708,364,110	390,266,895
	Total Revenue		708,364,110	390,266,895
B	Expenses			
	Operating Costs	20	503,646,743	283,657,405
	Employee Benefit Expense	21	29,013,179	2,017,457
	Finance Cost	22	661,107	162,651
	Depreciation & Amortization	23	14,788,566	196,888
	Other Expenses	24	63,212,533	8,698,241
	Total Expenses		611,322,127	294,732,642
C	Profit before tax (A - B)		97,041,982	95,534,253
D	Tax Expense			
	Current Tax		35,660,000	10,997,383
	Earlier Year Short Tax Provision		5,158,495	
	Deferred Tax	6	-2,424,020	58,211
	Profit / (Loss) for the year (C - D)		58,647,507	84,478,660
E	Earning Per Share	2.25		
	Basic		2.48	3.67
	Diluted		2.48	3.67
	Significant Accounting Policies & Notes	1&2		
	Forming part of the Financial Statements			

As per our report attached of even date

For Subramaniam Benqali & Associates
Chartered Accountants
Firm Reg. No.127499W

Sd/-
Raiiv Benqali
Partner

Membership No.043998

Date: May 28, 2015

Place: Mumbai

For Triloaic Digital Media Limited

Sd/-
Vishal Gurnani
Managing Director

Sd/-
Shivani Jaisinh
Director

TRILOGIC DIGITAL MEDIA LIMITED

Notes Annexed & Forming part of the Financial Statements

Particular		As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
Note -	3	Share Capital	
	(a)	Authorised: 2,45,00,000 (Previous Year 2,00,00,000) Equity Share of Rs.10 each	
		245,000,000	200,000,000
		245,000,000	200,000,000
	(b)	Issued, Subscribed & Paid Up 2,36,82,600 (Previous Year 1,18,41,300) Equity Shares of Rs. 10 each	
		236,826,000	118,413,000
		Add: Shares Forfeited 1,865,750	1,865,750
		238,691,750	120,278,750

(c) 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 paripassu in all respect including the right to divided.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

(d) Board of directors on February 13, 2015 approved the issue of bonus shares and fixed the record date as February 12, 2015

By capitalisation of free reserves, issue of bonus in the ratio of one equity (bonus shares) for every one equity shares held by the member(s) having a face value of Rs 10 each on the record date.

On February 12, 2015 the company allotted 11,841,300 equity shares (bonus shares) of Rs 10 each and balance outstanding share are 23,682,600 as on record date.

Basic and diluted earning per share for the previous periods has been presented to reflect the adjustment for bonus share in accordance with Accounting Standard 20 Earning Per Share.

(e) 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.

(f) Reconciliation of Number of shares outstanding as at 31st March '14 & as at 31st March '15

Particulars	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
Number of shares at the beginning	11,841,300	10,513,800
Add: Shares issued / converted during the Year (Refer Note 2.31)	11,841,300	1,327,500
Less: Forfeited	-	-
Number of shares at the end	23,682,600	11,841,300

(g) The details of shareholders holding more than 5% shares

Name of Shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of shares	% Holding	No. of shares	% Holding
Kamlesh Mohanlal Bhanushali	24,74,126	10.45%	1,237,063	10.45%
Sankool Anilkumar Shah	22,27,860	9.41%	1,113,930	9.41%
Murad Majitali Khetani	1,900,000	8.02%	950,000	8.02%
Arvind Agarwal	1,350,000	5.70%	675,000	5.70%
Sudhir Kumar Singh	1,860,000	7.85%	930,000	7.85%
Arvind Pradhan Bhanushali	13,60,000	5.74%	680,000	5.74%
Rinku Vinod Bhanushali	13,60,000	5.74%	680,000	5.74%
Mukesh Brokerage & Financial (I) Limited	1,988,902	8.40%	-	0.00%
Harish Kamalakar Patil	1,200,000	5.07%	600,000	5.07%
Ankur Shivkumar Joshi	-	-	930,000	7.85%
Shobhana Padmakant Shah	-	-	620,760	5.24%
Padmakant Shah	-	-	616,920	5.21%

		Particular	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
Note	4	Reserves & Surplus		
	(a)	Capital Reserve Opening Balance	2,761,365	2,761,365
	(b)	Securities Premium Reserve Opening Balance	79,394,500	38,242,000
		Add: Reversal of Dividend for Yearly for Bonus Shares	13,853,729	41,152,500
		Less: Utilised / Transferred during the year	(93,248,229)	-
		Closing Balance	-	79,394,500
	(c)	Surplus / (Deficit) Opening Balance	45,293,283	(25,331,648)
		Add: Profit / (Loss) After Tax (transferred from Statement of Profit & Loss)	58,647,507	84,478,660
		Less: Surplus transfer to Security Premium Reserve for Appropriation for Dividend including Dividend Distribution		(13,853,729)
				(13,853,729)
		Less: Utilized for Bonus Shares	(25,164,771)	
		Closing Balance	78,776,019	45,293,283
		Total	81,537,384	127,449,148

Notes Annexed & Forming part of the Financial Statement

Particular			As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
Note	5	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) (Terms of repayment: The loan is payable in 60 EMI commencing from 16th January 2015 to 22nd November 2019) (For current portion of long term loan refer Note 8)	8,916,819	3,602,880
		Total	8,916,819	3,602,880
Note	6	Deferred Tax Liabilities (Net)		
		On account of depreciation		58,211
		Total	-	58,211
Note	7	Trade Payable		
		Trade Payable (Refer note 2.25)	482,216,907	122,920,927
		Total	482,216,907	122,920,927
Note	8	Other Current Liabilities		
		Current Maturity of Long Term Loan	1,796,495	596,446
		Advance received against production of Movies	91,000,000	92,600,000
		Statutory Dues	27,437,525	22,328,944
		Salaries & Professional Fees Payable	5,698,083	-
		Other Current Liabilities	15,878,234	759,012
		Total	141,810,337	116,284,402
Note	9	Short Term Provision		
		Provision for Tax	35,660,000	-
		Proposed Dividend including Dividend Distribution Tax	-	13,853,729
		Total	35,660,000	13,853,729

TRILOGIC DIGITAL MEDIA LIMITED
FY 2014.15

Note No.10

FIXED ASSETS

PARTICULARS	Us e ful LI FE	USEFUL		Gross Block		Dedu ction s	COST		DEPRECIATION		DEPRECIATION		NET BLOCK	
		Rates	Cost as per BOOKS	As at 1-Apr- 2014	Additions		As at 31-Mar-2015	Upt o last yea r	Adjustmen t for last year	For the year	Upto 31.3.2015	As at 31-Mar- 2015	As at 31-Mar- 2014	
Tangible Assets														
Car														
BMW	6	38.78%	5961120.00		5,961,120		5,961,120	-	-	2,196,287	2,196,287	3,764,833		
Mercedes -E- 250	6	38.78%		4,444,068			4,444,068	-	2,083,496	709,651	2,793,147	1,650,921	4,444,068	
-												-		
Computer & Peripherals	3	62.52%	12752148.00	121,170	12,752,148		12,873,318		82,286	7,596,755	7,679,041	5,194,277	121,170	
-												-		
Office Equipment	5	44.51%	3396526.00		3,396,526		3,396,526			1,436,062	1,436,062	1,960,464		
-												-		
Furniture & Fixtures	10	25.51%	2823049.00		2,823,049		2,823,049			684,029	684,029	2,139,020		
				-	-	-	-	-	-	-	-	-	-	-
				-	-	-	-	-	-	-	-	-	-	-
TOTAL				4,565,238	24,932,843	-	29,498,081	-	2,165,782	12,622,784	14,788,566	14,709,515	4,565,238	

Notes Annexed & Forming part of the Financial Statement

Particular		As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
Note - 11	Non current Investment (At Cost) Unquoted Investment in Subsidiary - Partnership Firm - The Entertainment Hub The company had 99 % share in the aforesaid partnership firm.	-	41,758,666
	Total	-	41,758,666
Note - 12	Long Term Loans & Advances Unsecured, considered good Advance for Co-production of movies/serials Security Deposit for Airtime Purchased Security Deposit	59,872,000 80,000,000 5,781,007	77,122,000 30,000,000 -
	Total	145,653,007	107,122,000
Note - 13	Inventories (lower of cost or net realizable value) Shaukeen Copy Right Movie under Production (Refer Note 2.26)	105,000,000 -	29,204,758
	Total	105,000,000	29,204,758
Note - 14	Trade Receivables Unsecured, considered good Outstanding for a period exceeding 6 months Less : Provision for doubtful debts Other Trade receivable (Includes Rs.30,29,41,755/- recoverable from firm / company in which director is a partner or director or a member)	- - - 442,109,314	38,664,554 - 38,664,554 205,407,224
	Total	442,109,314	205,407,224 244,071,778
Note - 15	Cash & Cash Equivalent Balance with Banks in current account Cash On hand	7,093,650 3,315,808	2,105,082 13,009
	Total	10,409,458	2,118,090
Note - 16	Short Term Loans & Advances Unsecured, considered good Advance Income Tax and TDS (net of provision) Security Deposit Advance for Co-production of movies/serials - Short Term Other Short Term Loans & Advances	17,191,832 - - 250,494,263	9,409,127 186,765 5,800,000 56,001,000
	Total	267,686,095	71,396,892
Note - 17	Other Current Assets Prepaid Expenses	900,000	4,210,625
	Total	900,000	4,210,625
Note - 18	Deferred Tax Assests (Net) On account of depreciation	2,365,809	
	Total	2,365,809	

Notes Annexed & Forming part of the Financial Statement

Particulars		As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
Note -	19 Revenue from Operations		
	Advertisement, Airtime and Movie Rights	701,994,462	343,063,953
	Other Operating Revenue	6,369,648	47,202,942
	(includes profit from firm of Rs 55,67,647 (Rs 45649942))		
	Total	708,364,110	390,266,895
Note -	20 Operating Costs		
	Purchase of Airtime / Advertisement Space	203,184,414	131,084,000
	Purchase of Movie Rights	5,000,625	150,068,706
	Purchase - Serial Production Cost	252,509,000	-
	Commission on Advertisement	28,063,950	2,295,849
	Carriage / Channel Distribution Cost	5,000,000	-
	Other Operating Costs	9,888,754	208,850
	Total	503,646,743	283,657,405
Note -	21 Employee Benefit Expense		
	Salaries & Wages	9,033,262	2,017,457
	Professional Fees	19,979,917	-
	Total	29,013,179	2,017,457
Note -	22 Finance Cost		
	Interest Expense	661,107	162,651
	Total	661,107	162,651
Note -	24 Other Expenses		
	Travelling & Conveyance Expense	7,947,234	1,783,605
	Auditor Remuneration (Refer Note 2.28)	686,121	540,250
	Retainer & Consultancy Charges	27,074,790	2,002,468
	Rent	10,359,862	700,000
	Legal & Compliance Fee	2,370,536	1,130,576
	Sundry Balance Written off (Net)	-	813,763
	Other Miscellaneous Expense	14,773,990	1,727,579
	Total	63,212,533	8,698,241

TRILOGIC DIGITAL MEDIA LIMITED

Notes forming part of the Financial Statements for the year ended 31st March 2015

Note

1 CORPORATE INFORMATION :

Trilogic Digital Media Limited (formerly known as Rabha Plastics Limited) operates mainly in the field of Media And Entertainment

2 SIGNIFICANT ACCOUNTING POLICIES:

2.1 Basis for preparation of financial statement:

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principle in India on Accrual basis under the historical cost convention .These financial statements have been prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act,2013, read with Rule 7 of the companies (Accounts) Rules ,2014 and the relevant provisions of the Companies Act("the 2013 Act"/ Companies Act, 1956("the 1956 act"). The accounting policies adopted in the preparation of accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Use of Estimates:

The preparation of financial statements requires the management of the company to make estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the financial statements.

2.3 Tangible fixed Assets

Tangible fixed Assets are stated at actual cost less accumulated depreciation. The actual cost capitalised includes material cost , freight ,installation cost , duties and taxes , eligible borrowing costs and other incidental expense incurred during the construction /installation stage

2.4 Depreciation/amortization of fixed Assets

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is provided based on useful life of the assets prescribed in schedule II to the companies Act, 2013. Assets costing upto Rs. 5000 are fully depreciated in the year of purchase.

2.5 Inventories:

Inventories related to films under production cost plus relevant overhead cost.

2.6 Investment

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.

2.7 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.

2.8 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. 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 .

2.9 FOREIGN EXCHANGE TRANSACTION

Transaction 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.

2.10 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.

2.11 PROVISION 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.

2.12 EARNING PER SHARE

Basic earning per share is computed and disclosed using the weighted average number of common share 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 earning per share includes the dilutive effect of potential equity shares under stock options.

2.13 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

Events occurring after the balance sheet date have been considered in the preparation of financial statements.

Note**25 Contingent Liabilities**

There are no contingent liabilities as on the 31st March 2015 which has any material effect on the presentation of financial statement.

26 Change in accounting policy

Effective 31st March, 2015, the Company has with retrospective effect changed its method of providing depreciation on fixed assets from the 'Straight Line' method to the 'Written Down Value' method, at the rates prescribed in Schedule XIV to the Companies Act, 1956. Management believes that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets. Accordingly, the Company has recognized an additional depreciation charge of Rs 1823935 to provide the retrospective effect for the change in accounting policy.

27 Issue of Bonus Share

Pursuant to the provisions of Section 110 and applicable provisions, if any of the companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the Rules) and Clause 35B of the Listing Agreement, Shareholders have passed Special resolutions through Postal ballot and E-voting approving the issue of Bonus Share in the ratio 1:1 and alteration of Capital Clause in Memorandum and Article of Association of the company

Reconciliation of Number of shares outstanding :

Particulars	As on March 31, 2015 (Rs)	As on March 31, 2014 (Rs)
Number of shares at the beginning	1,18,41,300	1,05,13,800
Add: Shares issued / converted during the Year (Refer Note 2.31)	1,18,41,300	13,27,500
Less: Forfeited	-	
Number of shares at the end	2,36,82,600	1,18,41,300

Note 28 Earning Per Share - Basic /Diluted

Profit after taxation as per Profit and Loss Account		58,647,507	84,478,660
Weighted average number of Equity Shares Outstanding		23,682,600	11,150,273
Basic/Diluted Earning Per Share (in Rupees)		2.48	3.67
Nominal value of equity share (in Rupees)		10.00	10.00

Note 29 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. Vishal Shyam Gurnani Managing Director
Mrs. Shivani Jaising 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		
		The Entertainment Hub	Infinite Media Holdings	Sphere Entertainment Pvt Ltd	Snip Marketing Pvt. Ltd.
A	Transaction during the year				
	Share of Profit	55,67,647 (456,49,942)	-	-	-
	Sale-Advertisement, Airtime and Movie Rights	167,85,4445 (135,70,000)	Nil (779,99,432)	Nil (500,00,000)	-
	Reimbursement of Expense (Payment)	Nil (22,34,411)	-	NIL (3000)	-

	Purchase - Advertisement and Movie Rights	10,058,658	Nil (1090,00,000)	(Nil)	Nil (1105,00,000)
	Advance Given	30,824,035	Nil (314,76,840)	-	-
	Advance Receipt	-	-	-	-
B	Outstanding as at year end				
	Debit	102,021,859 (127,75,852)	Nil (1079,16,283)	Nil (4821,94,39)	-
	Credit	-	-	-	Nil (931,00,000)
	Investment in Partnership Firm (Cl. Bal.)	Nil (417,58,666)	-	-	-

(figures in bracket represent last year figures)

Note 30 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 31 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, 2015. 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 32 Inventories represents movies in the process of production in the ordinary course of business.

Note 33 The company does not make provisions for the Retirement benefits.

Note 34 Auditor Remuneration

Particulars	2014 - 15	2013 - 14
Audit Fees (Including Limited Review Fee)	627,416	500,000
Certification Fee		35,000
Out of Pocket Expenses	58,705	5,250
Total	686,121	540,250

Note 35 The company does not have a whole time Company Secretary u/s 203 of Company Act 2013

- Note 36** 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 37** 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.
- Note 38** Previous year figures have been regrouped and re-arranged where ever necessary.

For Subramaniam Bengali & Associates

For Trilogic Digital Media Limited

Chartered Accountants

Firm Reg. No.127499W

Sd/-

Rajiv Bengali

Partner

Membership No.043998

Date: Mav28. 2015

Place: Mumbai

Sd/-

Vishal Gurnani

Managing Director

Sd/-

Shivani Jaisingh

Director

CASH FLOW STATEMENT FOR COMPANIES OTHER THAN FINANCE COMPANIES

Name of the Company : TRILOGIC DIGITAL MEDIA LIMITED (FORMERLY RABHA PLASTICS LIMITED)

Cash Flow Statement for the year ended 31 March, 2015

Particulars	For the year ended 31 March, 2015		For the year ended 31 March, 2014	
	Rs	Rs	Rs	Rs
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		97,041,982.00		95,534,253.00
<i>Adjustments for:</i>				
Depreciation and amortisation		14,788,566.00		196,888.00
Finance costs		661,107.00		162,651.00
Rental income from operating leases		(800,000.00)		
Share of profit from partnership firms		(5,567,647.00)		
Liabilities / provisions no longer required written back		(5,158,495.00)		813,763.00
Adjustments to the carrying amount of investments				
Operating profit / (loss) before working capital changes		100,965,513.00		96,707,555.00
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	(75,795,242.00)		(29,204,758.00)	
Trade receivables	(198,037,536.00)		(236,782,224.00)	
Short-term loans and advances	(196,289,203.00)			
Other current assets	3,310,625.00		(181,565,899.00)	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	359,295,980.00		233,253,870.00	

Other current liabilities	25,525,935.00			
Cash generated from operations		(81,989,441.00)		(214,299,011.00)
Net income tax (paid) / refunds				12,721,303.00
Net cash flow from / (used in) operating activities (A)		18,976,072.00		(130,312,759.00)
B. Cash flow from investing activities				
Proceeds from Purchase of fixed assets		(24,932,843.00)		(4,762,126.00)
Inter-corporate deposits (net)		(50,000,000.00)		
Security Deposits		(5,781,007.00)		
Purchase of long-term investments				77,338,179.00
Proceeds from sale of long-term investments		41,758,666.00		
- Advance for co-production for movies and realised		17,250,000.00		
Rental income from operating leases		800,000.00		
Amounts received from partnership firms		5,567,647.00		
Net cash flow from / (used in) investing activities (B)		(15,337,537.00)		72,576,053.00
C. Cash flow from financing activities				
Proceeds from issue of equity shares				13,275,000.00
Premium on share issued				41,152,500.00
Proceeds from long-term borrowings		5,313,939.00		
Repayment of long-term borrowings				3,602,880.00
Finance cost		(661,107.00)		(162,651.00)
Cash flow from extraordinary items				
Net cash flow from / (used in) financing activities (C)		4,652,832.00		57,867,729.00
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		8,291,367.00		131,023.00

Cash and cash equivalents at the beginning of the year		2,118,091.00		1,987,068.00
Cash and cash equivalents at the end of the year		10,412,772.83		2,118,090.00

Reconciliation of Cash and cash equivalents with the Balance Sheet:

Notes:

(i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.

(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

See accompanying notes forming part of the financial statements

In terms of our report attached.

For Subramaniam Bengali & Associates
Chartered Accountants
FRN: 127499W
CA Rajiv Bengali
Partner
M. No. 043998
Date: May 28, 2015
Place: Mumbai

TRILOGIC DIGITAL MEDIA LIMITED

Registered Office: 20th Floor, Grandeur, CTS No. 737, 9,12, B, C & D, Off Link Road, VeeraDeai Road Extension, Oshiwara, Andheri (W), Mumbai- 400 053
Phone No. 022- 40626555, Email ID: contact@trilogicdigitalmedia.com
CIN: L74140MH1994PLC246168, Website: www.trilogicdigitalmedia.com

21st Annual General Meeting – September 22, 2015

ATTENDANCE SLIP

(To be presented at the entrance)

Registered Folio no. / DP ID no. / Client ID no.

Number of shares held.....

Name and Address of the Shareholder/Proxy.....

.....

I hereby record my presence at the **Twenty-first** Annual General Meeting of **TRILOGIC DIGITAL MEDIA LIMITED** held on Tuesday, September 22, 2015 at 3.30 p.m at 20th Floor, Grandeur, CTS No. 737, 9,12, B, C & D, Off Link Road, Veera Deai Road Extension, Oshiwara, Andheri (W), Mumbai- 400 053.

.....
Signature of the Shareholder/Proxy

Notes:

1. Shareholders attending the meeting in person or through proxy are requested to fill in the Attendance Slip and submit the same at the attendance verification counter at the entrance of Meeting hall.
2. Bodies Corporate, whether a company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.

TRILOGIC DIGITAL MEDIA LIMITED

Registered Office: 20th Floor, Grandeur, CTS No. 737, 9,12, B, C & D, Off Link Road, VeeraDeai Road
Extension, Oshiwara, Andheri (W), Mumbai- 400 053

Phone No. 022- 40626555, Email ID: contact@trilogicdigitalmedia.com
CIN: L74140MH1994PLC246168, Website: www.trilogicdigitalmedia.com

Form No. MGT - 11

21st Annual General Meeting – September 22, 2015

PROXY FORM

[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.....or failing him.

As my / our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Twenty-first** Annual General Meeting of **TRILOGIC DIGITAL MEDIA LIMITED** to be held on Tuesday, September 22, 2015 at 3.30 p.m at 20th Floor, Grandeur, CTS No. 737, 9,12, B, C & D, Off Link Road, VeeraDeai Road Extension, Oshiwara, Andheri (W), Mumbai- 400 053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions
Ordinary Business	
1.	To consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon
2.	To appoint a Director in place of Mr. Arvind Agarwal (DIN: 03343263), who retires by rotation and being eligible, offers himself for re-appointment.
3.	To re-appoint M/s. Subramaniam Bengali and Associates, Chartered Accountants., as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-fifth Annual General Meeting of the Company, subject to ratification at every Annual General Meeting on such remuneration as may be decided by the Board of Directors or any Committee thereof for the financial year ending March 31, 2016.
Special Business	
4.	Appointment of Mr. Ratish Tagde (DIN: 00024465) as an Independent Director
5.	Appointment of Ms. Aparna Shah (DIN: 07131194) as Whole-time Director of the Company
6.	Appointment of Mr. Mr. Kamlesh Bhanushali (DIN: 02921716) as Chairman and Whole-time Director of the Company
7.	Appointment of Mr. Vishal Gurnani (DIN 02225727) as Managing Director of the Company
8.	Appointment of Ms. Shivaani Jaisingh (DIN: 06462542) as Whole-time Director of the Company
9.	Preferential allotment of 1,73,00,000 convertible share warrants to Non-Promoters
10.	Increase in Authorised Share Capital from 24.5 Cr to 45 Cr
11.	Adoption of new Articles of Association of the Company
12.	To increase the borrowings limits under Section 180(1)(c) of the Companies Act, 2013
13.	Approval for entering into related Party Transactions by the Company

Signed thisDay of 2015

.....
Signature of shareholder

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.