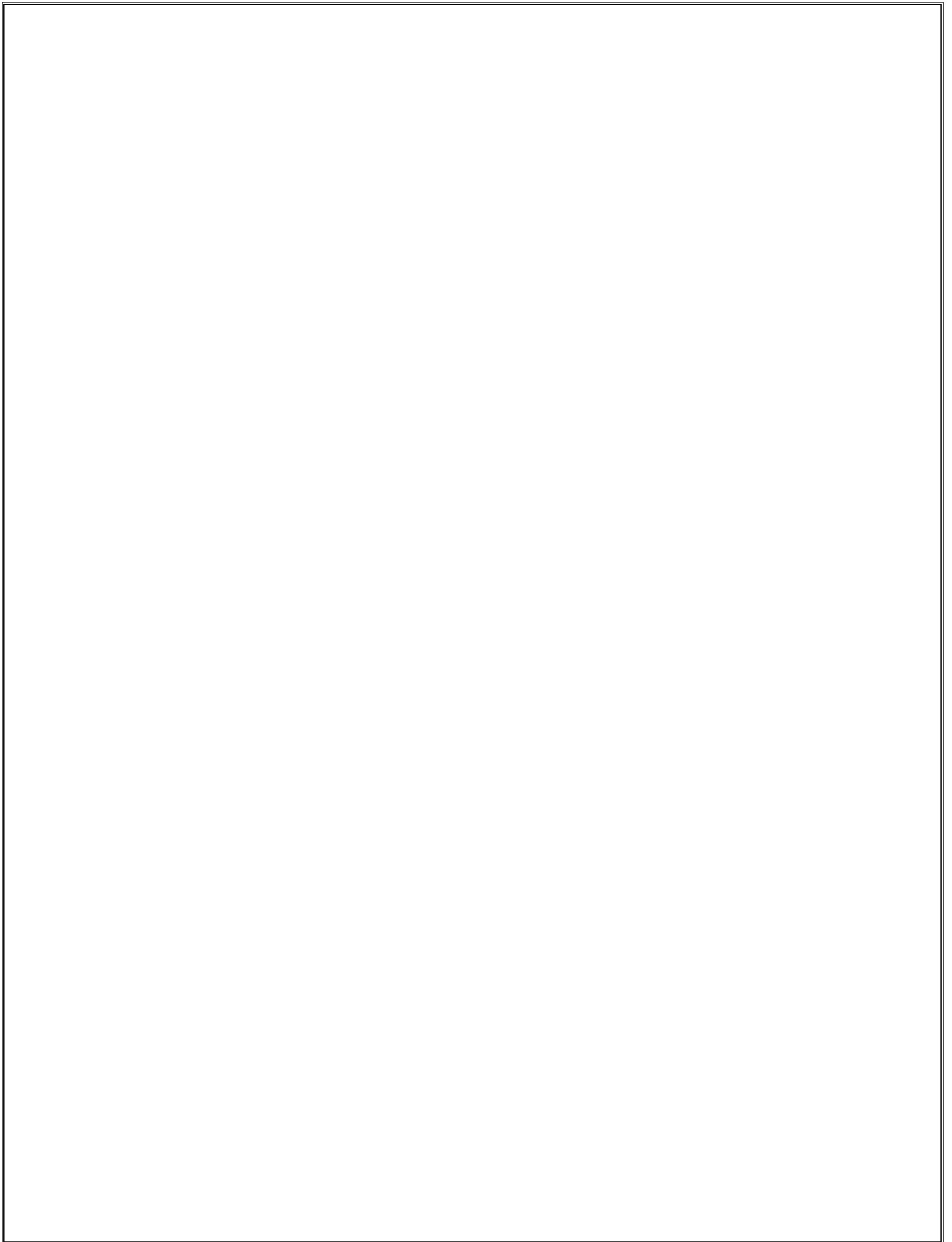


18TH ANNUAL REPORT

2011-2012

OF

TRILOGIC DIGITAL MEDIA LIMITED



TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

Board of Directors

Directors

Anand Gurnani

Sankool Shah

Kamlesh Bhanushali

Harish Patil

Auditors

M/s. Subramaniam Bengali Sharma and Associates

Chartered Accountants

REGISTERED OFFICE

1629, Dadhichi Bhavan,

2nd Floor Chaura Rasta,

Near Sai Baba Temple

Jaipur Rajasthan-320 003

ADMINISTRATIVE OFFICE

9th Floor, Bhukhanvala Chambers,

B-28 Veera Industrial Estate,

Off New linkRoad Andheri (W)

Mumbai-400053

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TRILOGIC DIGITAL MEDIA LIMITED
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NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of M/s. **TRILOGIC DIGITAL MEDIA LIMITED** will be held on Friday, 28th September, 2012 at the registered office of the Company at 1629, Dadhichi Bhavan, 2nd floor Chaura Rasta Near Sai Baba Temple, Jaipur at 10.30 a.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, 2012 and the Balance Sheet as on that date. And the report of Directors and Auditors thereon.
2. To appoint M/s. Subramaniam Bengali Sharma and Associates, Chartered Accountant as Auditor of the company and to fix their remuneration.

Special Business:

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

“RESOLVED THAT Mr. Anand Gurnani who was co-opted by the Board as an Additional Director w.e.f. 03.05.2012 and who by virtue of section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation”

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

“RESOLVED THAT Mr. Sankool Shah who was co-opted by the Board as an Additional Director w.e.f. 03.05.2012 and who by virtue of section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation”.

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

“RESOLVED THAT Mr. Kamlesh Bhanushali who was co-opted by the Board as an Additional Director w.e.f. 03.05.2012 and who by virtue of section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has

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received a notice under Section 257 of the Companies Act, 1956, in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation”.

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

“RESOLVED THAT Mr. Harish Patil who was co-opted by the Board as an Additional Director w.e.f. 03.05.2012 and who by virtue of section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation”

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

“RESOLVED THAT Mr. Sudhir Kumar Singh who was co-opted by the Board as an Additional Director w.e.f. 25.08.2012 and who by virtue of section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation”.

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

“RESOLVED THAT Mr. Ajit Joshi who was co-opted by the Board as an Additional Director w.e.f. 25.08.2012 and who by virtue of section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation”.

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

“RESOLVED THAT Mr. Ankur Joshi who was co-opted by the Board as an Additional Director w.e.f. 25.08.2012 and who by virtue of section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation”

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10. To Consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, the Listing Agreement entered into between the Company and the Stock Exchanges, the guidelines and clarifications issued by the Securities and Exchange Board of India and any other statutory/regulatory authorities, and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and all other relevant third party consents and approvals as may be required, for the allotment of Equity Shares on a preferential allotment basis and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors ("Board"), the consent of the Company be and is hereby given to the Board or any duly authorized committee thereof, to create, offer, issue and allot up to 44,60,000 (Forty Four Lacs Sixty Thousand) Equity Shares (the "Issue Shares") of face value of Rs. 10/- (Rupees Ten only) at a price of Rs. 18/- per share (including premium of Rs. 8/- per share) to be subscribed by the promoters and non-promoters on a preferential allotment basis, on such further terms and conditions and in such manner as the Board may think fit;

RESOLVED FURTHER THAT the relevant date for the preferential issue, as per the SEBI (ICDR) Regulation, 2011, as amended up to date, for the determination of applicable price for the issue of the abovementioned Equity Shares is 30 days prior to the date of this Annual General Meeting i.e. the relevant date is August 28, 2012;

RESOLVED FURTHER THAT if any of the equity shares that may remain unsubscribed for any reason whatsoever may be offered and allotted by the Board in its absolute discretion to any person/entity/investor, on the same terms and conditions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to get the shares listed on the Stock Exchange(s) and such equity shares so allotted shall rank pari-passu with the existing equity shares of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment and utilization of the proceeds and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit;

11. To Consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 94 and Section 16 and other applicable provisions of the Companies Act, 1956 (including any amendments to or re-enactments thereof), the existing Authorised Share Capital of the Company of Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees

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Ten only) each be increased to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each;

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company, be deleted by substitution in its place the following clause as new Clause

V: “The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith and also to delegate all or any of the above powers to any of the Directors of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

12. To Consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company for borrowing, from time to time, as they may consider fit, any sums of money, on such terms and conditions as the Board may deem fit notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so that the total amounts of monies so borrowed at any time shall not exceed the sum of Rs.1,000,000,000/-(Rupees Hundred Crores).”

13. To Consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to provisions of Section 372A of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 or any amendments or modifications thereof (including any ordinance or statutory modification, re-enactment thereof for the time being in force) and subject to consent and approvals of Reserve Bank of India (RBI), Public Financial Institution(s), Securities and Exchange Board of India (SEBI) or such authorities, if required and/or in accordance with the guidelines and notifications issued by SEBI, Government, etc. and such other approvals/permissions as may be necessary under any other statute for the time being in force, consent and approval of the Company be and is hereby accorded to the Board of Directors of the Company to make any loan to any other body corporate, to give any guarantee or provide any security in connection with a loan made by any other person to, or to any other person by, any body corporate, to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference

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Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of any company or body corporate, whether in India or outside, as the Board may think fit, in excess of the limits specified in section 372A of the Companies Act, 1956 but not exceeding Rs. 100 Crores;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to any Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By order of the Board
Sd/
Harish Patil
Director

Date: 25th August, 2012

Place: Mumbai

NOTES:

1. **A member to attend and vote at the meeting is entitled to appoint a proxy to attend and vote including voting on poll, instead of himself. A proxy need not be a member of the company. Proxies, in order to be effective, must be received at Registered Office of the Company not less than 48 hours before the meeting.**
2. The Register of Members and Share Transfer of the Company will remain closed from Thursday 27th September, 2012 to Friday, 28th September, 2012 (Both Days inclusive)
3. An explanatory statement to item no. 3 to 7 under section 173(2) of the Companies Act, 1956 is annexed herewith.
4. Shareholders desiring any information at regards to the Accounts are requested to write to the Company at any early date to enable the Management to keep the information ready.
5. The members are requested to :
 - a. Intimate changes if any in their registered address at an early date.
 - b. Quote ledger folio number in all their correspondence.
 - c. Intimate about consolidation of folios, if shareholding are under multiple folios.
 - d. Bring their copies of the Annual report and the Attendance slips with them at the Annual General Meeting.
6. The resolution no. 13 is required to be passed by means of voting by postal ballot in terms of provisions of Companies (Passing of the Resolution by Postal Ballot) Rules, 2001. The postal ballot form is enclosed with this notice for your consideration.
7. Notice pursuant to Section 192 A (2) of the Companies Act, 1956 to pass the resolution no.13 mentioned in the above notice of calling of an AGM is enclosed herewith.
8. Existing and proposed Memorandum and Articles of Association and is open for inspection at the Registered Office of the Company on all working days between 9.00 a.m. to 12.00 noon up to the last date of receiving Postal Ballot Form.

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Dear Shareholders,

Notice pursuant to Section 192A (2) of the Companies Act, 1956:

Your Company has identified avenues for diversifying its business activities in India and abroad. Till the actual deployment of funds in the various projects, the Company may invest it in the capital of other companies/ body corporate by way of subscription and /or purchase of equity/ equity related securities or preference shares or any other instrument or it may give loan to other bodies corporate. In the process of business, the Company may give corporate guarantee to others. The said investments, Inter-corporate Loans and guarantee may exceed the limits set out in Section 372A of the Act, but not exceeding Rs. 100 Crores and hence requires prior approval of shareholders by conducting postal ballot under section 192A of Companies Act, 1956.

Hence the resolution no. 13 mentioned in the notice is proposed for approval of shareholders by way of conducting postal ballot.

The Board recommends approval of the aforesaid resolutions in the best interest of the Company. None of the Directors of the company are interested or concerned in the said resolution.

Proposed Special Resolution no. 13 and Explanatory Statement stating all material facts and the reasons for the proposal is enclosed with this notice and a Postal Ballot form is enclosed for your consideration. The Company has appointed M/s. Kaushal Dalal & Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instruction printed in the Postal Ballot Form and return the form duly completed in all respects in the enclosed self-addressed envelope so as to reach the Scrutinizer on or before the close of working hours on 3rd October, 2012.

The Scrutinizer will submit his report to the Board after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 4th October, 2012 at the corporate office of the Company at 9th Floor, Bhukhanwala Chambers, B-28 Veera Industrial Estate Off New Link road Andheri West Mumbai-400053 at 11.00 a.m.

By Order of the Board of Directors

Sd/-
Harish Patil
Director

Place: Mumbai
Date: 25th August, 2012

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EXPLANATORY STATEMENT
Pursuant to Section 173(2) of the Companies Act, 1956

Item No. 3

Mr. Anand Gurnani was appointed as an Additional Director of the Company with effect from 3rd May, 2012. As per provisions of Section 260 of the Companies Act, 1956, he holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director. The Company has received Notice in writing from a member under the provisions of Section 257 of the Act, proposing the candidature of Mr. Anand Gurnani for the office of a Director of the Company. None of the Directors of the Company except Mr. Anand Gurnani is concerned or interested in the passing of the Resolution.

Item No. 4

Mr. Sankool Shah was appointed as an Additional Director of the Company with effect from 3rd May, 2012. As per provisions of Section 260 of the Companies Act, 1956, he holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director. The Company has received Notice in writing from a member under the provisions of Section 257 of the Act, proposing the candidature of Mr. Sankool Shah for the office of a Director of the Company. None of the Directors of the Company except Mr. Sankool Shah is concerned or interested in the passing of the Resolution.

Item No. 5

Mr. Kamlesh Bhanushali was appointed as an Additional Director of the Company with effect from 3rd May, 2012. As per provisions of Section 260 of the Companies Act, 1956, he holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director. The Company has received Notice in writing from a member under the provisions of Section 257 of the Act, proposing the candidature of Mr. Kamlesh Bhanushali for the office of a Director of the Company. None of the Directors of the Company except Mr. Kamlesh Bhanushali is concerned or interested in the passing of the Resolution.

Item No. 6

Mr. Harish Patil was appointed as an Additional Director of the Company with effect from 3rd May, 2012. As per provisions of Section 260 of the Companies Act, 1956, he holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director. The Company has received Notice in writing from a member under the provisions of Section 257 of the Act, proposing the candidature of Mr. Harish Patil for the office of a Director of the Company. None of the Directors of the Company except Mr. Harish Patil is concerned or interested in the passing of the Resolution.

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Item No. 7

Mr. Sudhir Kumar Singh was appointed as an Additional Director of the Company with effect from 25th August, 2012. As per provisions of Section 260 of the Companies Act, 1956, he holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director. The Company has received Notice in writing from a member under the provisions of Section 257 of the Act, proposing the candidature of Mr. Sudhir Kumar Singh for the office of a Director of the Company.

None of the Directors of the Company except Mr. Sudhir Kumar Singh is concerned or interested in the passing of the Resolution.

Item No. 8

Mr. Ajit Joshi was appointed as an Additional Director of the Company with effect from 25th August, 2012. As per provisions of Section 260 of the Companies Act, 1956, he holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director. The Company has received Notice in writing from a member under the provisions of Section 257 of the Act, proposing the candidature of Mr. Ajit Joshi for the office of a Director of the Company.

None of the Directors of the Company except Mr. Ajit Joshi is concerned or interested in the passing of the Resolution.

Item No. 9

Mr. Ankur Joshi was appointed as an Additional Director of the Company with effect from 25th August, 2012. As per provisions of Section 260 of the Companies Act, 1956, he holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director. The Company has received Notice in writing from a member under the provisions of Section 257 of the Act, proposing the candidature of Mr. Ankur Joshi for the office of a Director of the Company.

None of the Directors of the Company except Mr. Ankur Joshi is concerned or interested in the passing of the Resolution.

Item No.10

As per Section 81(1A) of the Companies Act, 1956 approval of shareholders in the General Meeting is required for allotment of Shares on preferential basis and hence the resolution is placed before the Shareholders.

The purpose of the proposed issue as mentioned above is to achieve long term plans of the Company and to meet the funding requirements including but not limited to acquisition of companies, investments, to fund capital expenditure and/or working capital requirements, to create and acquire copyrights in media and entertainment industry. For this purpose it is proposed to issue up to 44,60,000 (Forty Four Lacs Sixty Thousand Only) Equity Shares of Rs.10/- each on preferential basis.

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The necessary information pertaining to the proposed preferential allotment in terms of the Regulation 73(1) of SEBI (ICDR) Regulations, 2011 are set out as below:

i. **Object of the issue through Preferential Offer:**

The proposed preferential allotment of shares is to achieve long term plans of the Company and to meet the funding requirements including but not limited to acquisition of companies, investments, to fund capital expenditure and/or working capital requirements, to create and acquire copyrights in media and entertainment industry.

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

The person who intends to subscribe to the Equity Shares proposed to be issued:

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be Subscribed
	Promoters	
1.	Rinku Vinod Bhanushali	3,80,000
2.	Arvind Pradhan Bhanushali	3,80,000
	TOTAL	7,60,000
	Non-Promoters	
1.	Harish Patil	6,00,000
2.	Sudhir Kumar Singh	9,30,000
3.	Ankur Joshi	9,30,000
4.	S. P. Shah	6,20,000
5.	P. M. Shah	6,20,000
	TOTAL	37,00,000

There is no intention of any of the Promoters, Directors and Key Management Persons of the Company to subscribe to the present preferential issue.

iii. **Shareholding Pattern Before and After the Allotment:**

Sr. No.	Category	Pre Allotment		Post Allotment	
		No. of Shares	%	No. of Shares	%
A.	Shareholding of Promoters and Promoter Group				
(i)	Indian Individuals / HUF/ Bodies Corporates	4313100	71.25	5073100	48.25
	Sub Total	4313100	71.25	5073100	48.25
(ii)	Foreign Promoters	-		-	
	Sub Total	-		-	
	Total Shareholding of Promoters and Promoter Group	4313100	71.25	5073100	48.25

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B.	Public Shareholding				
(1)	Institutions	-	-	-	
	Sub Total	-	-	-	-
(2)	Non Institutions				
	Bodies Corporate	39300	0.65	39300	0.37
	Individual shareholding holding nominal share capital upto Rs. 1 Lac	404900	6.68	404900	3.85
	Individual shareholding holding nominal share capital in excess of Rs. 1 Lac	1296500	21.42	4996500	47.52
	Others	-		-	-
	Sub Total	1740700	28.75	5440700	51.75
	Total Public Shareholding (B)	1740700	28.75	5440700	51.75
	Total (A+B)	6053800	100.00	10513800	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-		-	
(1)	Promoter and Promoter Group	-		-	
(2)	Public	-		-	
	Sub Total	-		-	
	Total (A+B+C)	6053800	100.00	10513800	

The post allotment shareholding pattern as above is on the basis of further issue and allotment of maximum number of shares as envisaged in the resolution.

No change in Management Control over the Company is contemplated as a result of or allotment of shares as envisaged in the resolution.

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 equity shares 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.

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v. **Identity of the Proposed Allottees:**

Sr. No.	Name of the Proposed Allottee	Category	Pre Issue Shareholding		Number of equity shares proposed to be allotted	Post Issue shareholding after allotment of equity	
				%			%
1.	Rinku Vinod Bhanushali	Promoter	3,00,000	4.95	3,80,000	6,80,000	6.47
2.	Arvind Pradhan Bhanushali	Promoter	3,00,000	4.95	3,80,000	6,80,000	6.47
3.	Harish Patil	Non Promoter	Nil	-	6,00,000	6,00,000	5.71
4.	Sudhir Kumar Singh	Non Promoter	Nil	-	9,30,000	9,30,000	8.85
5.	Ankur Joshi	Non Promoter	Nil	-	9,30,000	9,30,000	8.85
6.	S. P. Shah	Non Promoter	Nil	-	6,20,000	6,20,000	5.90
7.	P. M. Shah	Non Promoter	Nil	-	6,20,000	6,20,000	5.90

vi. **Lock in Period:**

The aforesaid allotment of equity shares arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2011.

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

There will neither be any change in the composition of the Board nor any change in the Control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

viii. **Pricing of Issue:**

The equity shares are proposed to be allotted on preferential basis at a price of Rs. 18/- per share.

ix. **Voting Rights and Dividend:**

The shares shall rank pari-passu 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 Sharma and Associates ., Chartered Accountants, certifying that the issue of the Equity shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2011 for Preferential Issues, is available for inspection by the shareholders at the Registered

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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 the Annual General Meeting and at the Annual General Meeting.

xi. Undertakings:

- The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provision of SEBI (ICDR) Regulations, 2011, 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, 2011, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

- xii.** Any of the equity shares that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/investor, on the same terms and conditions.

The consent of the shareholders is being sought pursuant to the provisions of the Section 81 (1A) and other applicable provisions of the Companies Act, 1956, 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 to the extent of their shareholdings. The Board recommends the Resolutions for your approval.

Your Directors recommend the Special Resolution as set out in the notice for your approval.

Item No. 11

In order to meet the financial requirements it is necessary to issue further shares. For this, the present Authorized Share Capital base of the Company is required to be enhanced as stated in the resolution. Such increase in Authorized Share Capital and consequential changes in the Memorandum requires approval of the members by way of special resolution. Hence the requisite special resolution is placed for your approval vide item no.11 of notice convening this meeting.

None of the directors may be considered to be in any way concerned or interested in this resolution.

Item No. 12

Keeping in view the Company's business requirements and its investment and growth plans, it is considered desirable to increase the said borrowing limits as outlined in the resolution. In terms of the provisions of section 293 (1) (d) of the Companies Act, 1956, approval of the members is being accordingly sought through special resolution for such increase in limits.

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Your Directors recommend the resolution for your approval vide item no. 12 of notice convening this meeting.

None of the directors may be considered to be in any way concerned or interested in this resolution.

Item No. 13

Considering the financials of the Company and future business plans, by way of providing enabling powers to the Board of Directors, it is proposed to increase the limit to Rs.100 Crores for making inter-corporate investments, loans, guarantees, securities etc. in terms of section 372A of the Companies Act, 1956. The said investments, Inter-corporate Loans may exceed the limits set out in Section 372A of the Act and hence requires prior approval of shareholders by conducting postal ballot under section 192A of Companies Act, 1956.

Our Directors recommend the resolution for your approval vide item no. 13 of notice convening this meeting.

None of the directors may be considered to be in any way concerned or interested in this resolution.

By order of the Board

Sd/
Harish Patil
Director

Date: 25th August, 2012

Place: Mumbai

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

Postal Ballot Form

Sr. No. _____

1. Name of Shareholder(s) _____
(in Block Letters) _____
(including Joint Holders, if any) _____
2. Registered Address of the sole/First named shareholder _____

3. Registered Folio No./DP ID No./ Client ID No. (*) _____
4. Number of shares held _____
5. I/We hereby exercise my/our vote in respect of the ordinary/special resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓/ ✕) mark at the appropriate box below:

Item No.	No. of Shares		(✓/ ✕)
13		I/We assent to the resolution	
13		I/We dissent to the resolution	

Place:

Date:

(Signature of the Shareholder)

Instructions:

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the company in the attached self-addressed envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by the courier at the expenses of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
4. Unsigned Postal Ballot Forms will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on October 3, 2012. Postal Ballot Form received after this date will be strictly treated as if the reply from the members has not received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on 25th August, 2012.

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)
DIRECTORS' REPORT

To,
The Members

Your Directors have pleasure in presenting the Eighteenth Annual Report of your Company along with Audited Accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS:

The financial performance of the Company for the year ended on 31st March 2012 as compared to last year is as follows:

Particulars	Rs. (in lacs)	
	2011-12	2010-2011
Turnover	Nil	19.65
Other Income	Nil	1.63
Increase/ (decrease) in stock in trade	Nil	Nil
Total Expenditure	7.50	53.04
Profit Before Depreciation and Tax	(7.50)	(31.76)
Depreciation	Nil	Nil
Profit before Tax	(7.50)	(31.76)
Provision for Tax	Nil	Nil
Provision for deferred tax	Nil	Nil
Profit after Tax	(7.50)	(31.76)

OPERATIONAL PERFORMANCE:

During the year under review, the Company has diversified its business activity from Manufacturing to business of Content Syndication & Digital Media Content Aggregation. Your Company has altered its main object during the year. The management of your company has recently changed hands and the new management has taken over the business activities in the current financial year.

The Company has incurred loss of Rs. 7.50/- lacs during the year as compared to previous year loss of Rs. 31.76/- lacs. Due to diversification of business activities the Company managed to reduce its losses compared to the previous year losses. However, management of the Company is optimistic about future growth of the Company.

REVOCAATION OF SUSPENSATION:

During the financial year 2011-12, the Company has received trading permission for its equity shares from the BSE.

TRANSFER TO RESERVES:

There are no amounts transferred to Reserves during the year under review.

DIVIDEND:

Due to inadequacy of Profit, your directors regret to recommend dividend for the year.

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

SIGNIFICANT DEVELOPMENT DURING THE YEAR:

During the year under review, Mr. Anand Gurnani, Mr. Sankool Shah and Mr. Kamlesh Bhanushali, (Acquirers) have given an Open Offer to the existing shareholders of the Company in compliance with the Regulations 10 & 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. The offer was opened on January 09, 2012 and closed on January 28, 2012. During the said open offer 105,400 shares were tendered to the Acquirers.

Post competition of open offer, the management control was transferred in the hands of Acquirers.

CHANGE IN NAME AND MAIN OBJECT OF THE COMPANY:

During the year under review, the name of the Company has been changed from M/s. Rabha Plastics Limited to M/s. Trilogic Digital Media Limited pursuant to change in main object to Content Syndication & Digital Media Content Aggregation.

CHANGE IN REGISTERED OFFICE:

During the year under review, the Registered Office of the Company has been changed to 1629, Dadhichi Bhavan 2nd Floor Chaura Rasta near Sai Baba Temple Jaipur, Rajasthan-320003.

SHARE CAPITAL:

The Authorised Share Capital of the Company as on March 31, 2012 is Rs. 6,50,00,000/- divided into 65,00,000 Equity Shares of Rs. 10/- each. Subsequent to the year end, the Company has increased its authorized share capital to Rs. 10 Cr. divided into 1 cr equity shares of Rs. 10/- each and also made allotment of 6,00,000 equity shares to the promoter groups. After the said allotment of shares, the paid up capital of the Company is enhanced to 60,53,800 equity shares of Rs. 10/- each.

Your management has proposed to increase the authorized capital to Rs. 20 Cr. divided into 2 Cr. Equity Shares of Rs. 10/- each and has also proposed to make preferential allotment of 44,60,000 new equity shares of rs. 10 each to promoters and non promoters as mentioned in the notice of this Annual General Meeting..

DIRECTORS:

Mr. Anand Gurnani, Mr. Sankool Shah, Mr. Kamlesh Bhanushali, Mr. Harish Patil were appointed as an Additional Directors with effect from May 03, 2012 and Mr. Sudhir Kumar Singh, Mr. Ajit Joshi and Mr. Ankur Joshi were appointed as an Additional Directors with effect from August 25, 2012. They hold office upto the date of conclusion of ensuing Eighteenth Annual General Meeting of the Company. The Company has received notice from members proposing the candidature of Mr. Anand Gurnani, Mr. Sankool Shah, Mr. Kamlesh Bhanushali, Mr. Harish Patil, Mr. Sudhir Kumar Singh, Mr. Ajit Joshi and Mr. Ankur Joshi as Directors of the Company in terms of Section 257 of the Companies Act, 1956.

None of the directors are liable to retire by rotation in this Annual General Meeting as all the directors are newly appointed on the Board subject to the confirmation by the members in the ensuing Annual General Meeting.

TRILOGIC DIGITAL MEDIA LIMITED
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During the year under review, Mr. Bharat Gada, Mr. Ratish Tagde, Mr. Surinder Bhatia Mr. Manoj Yelve, Mr. Virchand Gada, Ms. Amita Mhatre and Mr. Sanjay Jadhav have resigned from the position of director of the Company with effect from May 15, 2012.

AUDITOR'S OBSERVATIONS:

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

AUDITORS:

M/s. Subramaniam Bengali Sharma and Associates, Chartered Accountants are the Auditors of the Company who holds office until the conclusion of the ensuing Annual General Meeting. The Board has recommended their re-appointment as the Auditors of the Company.

DIRECTORS RESPONSIBILITY STATEMENT:

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

1. That in the preparation of the annual accounts for the year ended March 31, 2012; the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year under review.
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the accounts for the financial year ended March 31, 2012 on a 'going concern' basis.

PARTICULARS OF EMPLOYEES:

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

FIXED DEPOSITS:

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

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

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

TRILOGIC DIGITAL MEDIA LIMITED
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CORPORATE GOVERNANCE:

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

DEPOSITORY SYSTEM:

During the year under review the Company has obtained electronic connectivity with both the depositories namely Central Depository Services (India) Limited & National Securities Depository Limited.

ACKNOWLEDGEMENTS

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

By and on behalf of the Board

Sd/-
(Kamlesh Bhanushali)
Director

Sd/-
(Sankool Shah)
Director

Date: 25th August, 2012

Place: Mumbai

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

Annexure I

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

I. CONSERVATION OF ENERGY:

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

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

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

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings in Foreign Exchange : Nil

Foreign Exchange outgo : Nil

By and on behalf of the Board

Sd/-
(Kamlesh Bhanushali)
Director

Sd/-
(Sankool Shah)
Director

Date: 25th August, 2012

Place: Mumbai

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)
MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and developments:

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

2. Outlook:

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

3. Segment-wise or product-wise performance:

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

4. Risks and concerns:

Since the management has diversified its operations in the field of digital media, the Company has to face all risks which a new entrant has to face from the established players in the field.

5. Internal control systems and their adequacy:

The new management of 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.

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

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

7. CAUTIONARY STATEMENT:

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

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

By and on behalf of the Board

Sd/-
(Kamlesh Bhanushali)
Director

Sd/-
(Sankool Shah)
Director

Date: 25th August, 2012

Place: Mumbai

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY

Corporate governance is "the system by which companies are directed and controlled". It involves regulatory and market mechanisms, and the roles and relationships between a company's management, its board, its shareholders and other stakeholders, and the goals for which the corporation is governed. In contemporary business corporations, the main external stakeholder groups are shareholders, debt holders, trade creditors, suppliers, customers and communities affected by the corporation's activities. Internal stakeholders are the board of directors, executives, and other employees. Corporate governance mechanisms and controls are designed to reduce the inefficiencies that arise from moral hazard and adverse selection. Much of the contemporary interest in corporate governance is concerned with mitigation of the conflicts of interests between stakeholders. Ways of mitigating or preventing these conflicts of interests include the processes, customs, policies, laws, and institutions which have impact on the way a company is controlled. An important theme of corporate governance is the nature and extent of accountability of people in the business. Present system of Corporate Governance in the company is as follows:

A. COMPOSITION OF BOARD OF DIRECTORS:

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

The Composition of the Board and the number of directorships, memberships and chairmanship of committees as on March 31, 2012, are given below:

1. Upto 10th November, 2011

The Company had 8 Directors with an Executive Chairman. Out of the 8 Directors, 7 (i.e. 88.88%) were Non-Executive and 4 were Independent Directors. The Board was headed by an Executive Chairman therefore; half of the Board was comprised of Independent Directors. The Composition of Board of Directors of the Company was in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Name of the Directors	Position	*No. of Directorship in Boards of other companies	Committee Membership in all companies	Chairmanship in committees where they are Members
Mr. Bharat Gada	Executive & Non Independent Director	Nil	Nil	Nil

TRILOGIC DIGITAL MEDIA LIMITED
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Mr. Surinder Bhatia	Non Executive & Non Independent Director	Nil	Nil	Nil
Mr. Virchand Gada	Non Executive & Non Independent Director	Nil	Nil	Nil
Mr. Ratish Tagde	Non Executive & Non-Independent Director	3	3	2
Mr. Nikhil Bhandari**	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Manoj Yelve	Non Executive & Independent Director	Nil	Nil	Nil
Ms. Shama Pawar**	Non Executive & Independent Director	Nil	Nil	Nil
Ms. Amita Mhatre	Non Executive & Independent Director	Nil	Nil	Nil

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

***Mr. Nikhil Bhandari & Ms. Kshama Pawar have resigned on 11th November, 2011.*

2. w.e.f. 11th November, 2011

The Company had 7 Directors with an Executive Chairman. Out of the 7 Directors, 6 (i.e. 85.71%) were Non-Executive and 3 were Independent Directors. The Board was headed by an Executive Chairman therefore; half of the Board was comprised of Independent Directors. The Composition of Board of Directors of the Company was in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Following are the directors of the Company:

Name of the Directors	Position	*No. of Directorship in Boards of other companies	Committee Membership in all companies	Chairmanship in committees where they are Members
Mr. Bharat Gada	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Surinder Bhatia	Non Executive & Non Independent Director	Nil	Nil	Nil

TRILOGIC DIGITAL MEDIA LIMITED
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Mr. Virchand Gada	Non Executive & Non Independent Director	Nil	Nil	Nil
Mr. Ratish Tagde	Non Executive & Non Independent Director	3	3	2
Mr. Manoj Yelve	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Sanjay Jadhav**	Non Executive & Independent Director	Nil	Nil	Nil
Ms. Amita Mhatre	Non Executive & Independent Director	Nil	Nil	Nil

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

***Sanjay Jadhav was appointed on 11th November, 2011*

B. BOARD MEETINGS AND ATTENDANCE

Eight meetings were held during the year 2011-12. The dates on which the said meetings were held are 30.04.2011, 30.05.2011, 13.08.2011, 24.08.2011, 09.09.2011, 11.11.2011, 12.02.2012 and 14.02.2012. The maximum interval between any two Board Meetings was not more than 4 months.

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

Name of director	No. of meetings Held	No. Of meetings Attended	Last AGM attended
Mr. Bharat Gada	8	8	Yes
Mr. Surinder Bhatia	8	Nil	Yes
Mr. Virchand Gada	8	8	Yes
Mr. Ratish Tagde	8	8	Yes
Mr. Manoj Yelve	8	8	No
Ms. Amita Mhatre	8	8	No
Mr. Sanjay Jadhav**	8	Nil	No
Mr. Nikhil Bhandari*	8	5	No
Ms. Kshama Pawar*	8	5	No

** Mr. Nikhil Bhandari and Ms. Kshama Pawar were resigned on 11th November, 2011.*

***Mr. Sanjay Jadhav was Appointed on 11th November, 2011.*

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

TRILOGIC DIGITAL MEDIA LIMITED
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- **Non executive directors' compensation and disclosures:**

The Non-Executive Directors have not drawn any remuneration including sitting fees from the Company for the year ended 31st March, 2012.

C. CODE OF CONDUCT:

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

DECLARATION:

To the Members of
Trilogic Digital Media Limited.

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

For **Trilogic Digital Media Limited**

Sd/-

Harish Patil

CEO

Place: Mumbai

Date: 25th August, 2012

D. AUDIT COMMITTEE

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

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

TRILOGIC DIGITAL MEDIA LIMITED
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- 5 meetings were held during the year under review on 30.04.2011, 13.08.2011, 24.08.2011, 13.11.2011 and 14.02.2012.
- The composition of Audit Committee and attendance of each committee member is as under:-

Upto 10th November, 2011:

Name of the Director	Designation	Category	No. of Meeting held#	No. of Meetings attended
Ms. Kshama Pawar*	Chairperson	Non-Executive, Independent	2	2
Mr. Nikhil Bhandary*	Member	Non-Executive, Independent	2	2
Mr. Bharat Gada	Member	Non-Executive and Non – Independent	2	2

** Mr. Nikhil Bhandari & Ms. Kshama Pawar have resigned on 11th November, 2011.*

W.e.f. 11th November 2011

Name of the Director	Designation	Category	No. of Meeting held#	No. of Meetings attended
Ms. Amil Mhatre	Chairperson	Non-Executive Independent	2	2
Mr. Bharat Gada	Member	Non-Executive, Independent	2	2
Mr. Sanjay Jadhav	Member	Non-Executive and Non – Independent	2	2

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

TRILOGIC DIGITAL MEDIA LIMITED
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E. REMUNERATION COMMITTEE:

Setting up remuneration committee for determining a company's policy on remuneration packages for executive directors constitutes a non- mandatory provision of Clause 49. The Company has set up its remuneration committee on 15/11/2003 to review the human resources policies and practices of the Company and, in particular, policies regarding remuneration of Whole time Directors and senior managers.

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

The Remuneration committee consists of the following members: Mr. Virchand L. Gada, (Chairman) Mr. Surinder Bhatia. During the year no meetings were held.

F. SHAREHOLDERS / INVESTOR'S GRIEVANCE COMMITTEE:

The Company's Share Transfer and shareholders/investors grievance Committee functions headed under the Chairmanship of Mr. Surinder Bhatia, Non – Executive Director of the Company. Mr. Virchand Gada and Mr. Bharat Gada are other members of the Committee. The shareholders/investors grievance Committee was formed to specifically look into redressal of complaints like transfer of shares, issuance of duplicate shares, non-receipt of Annual Report etc, received from shareholders and improve the efficiency in investors service and all other day-to-day matters governing the relationship between the company and its shareholders, wherever possible. The Committee meets as and when requires and periodically reviews the status of investor grievances. During the year under review the committee meets on 30.04.2011, 13.08.2011, 13.11.2011 and 14.02.2012. There were no complaints outstanding as on March 31, 2012. No Share Transfers remained unattended/pending for more than thirty days as on March 31, 2012.

There was no complaint pending before the Company as on 31-03-2012

G. SUBSIDIARY COMPANY:

The Company does not have any subsidiary company.

H. DISCLOSURES:

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

TRILOGIC DIGITAL MEDIA LIMITED
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Sr. No.	Name of the Director	Shareholding
1	Mr. Bharat Gada	36100 (0.66%)
2	Mr. Virchand Gada	159600(2.93%)
3	Mr. Ratish Tagde	200000(3.67%)
4	Mr. Manoj Yelve	Nil
5	Mr. Nikhil Bhandari	Nil
6	Ms. Kshama Pawar	Nil
7	Ms. Amita Mhatre	Nil
8	Mr. Sanjay Jadhav*	Nil
9	Ms. Kashama Pawar*	Nil

* Mr. Nikhil Bhandari and Ms. Kshama Pawar have resigned on 11th November, 2011.

Brief Resume of Directors to be appointed:

Mr. Anand Gurnani:

Mr. Anand Gurnani is a Commerce Graduate. He has 10 years experience in the field of online media and animation information business. Mr. Anand Gurnani was appointed as an Executive Director with effect from May 03, 2012.

Mr. Harish Patil:

Mr. Harish Patil is an Economics graduate from Mumbai University. He has done his MBA from KJ Somaiya Institute of Management & Research from Mumbai. He has experience of over 13 years in Business Development and new business initiatives largely in the media industry covering all aspects of business development. He has worked with companies operational in various media verticals like Online, Production, Television and FM Radio and which have been in different stages of their growth from start-up to established and reputable businesses. . Mr. Harish Patil was appointed as an Executive Director with effect from August 25, 2012.

Mr. Sankool Shah:

Mr. Sankool Shah is a Commerce Graduate. He has a degree in Bachelor of Engineering in the field of Computer Science. He has an experience of 5 years in the business of Computer science like development of software and allied business. He was appointed as an Executive Director with effect from May 03, 2012.

Mr. Kamlesh Bhanushali:

Mr. Kamlesh Bhanushali is a Commerce Graduate. He has 10 years experience in entertainment field of media industries and has syndication rights of music, movies and allied activities in entertainment industry. He was appointed as an Executive Director with effect from May 03, 2012.

I. MANAGEMENT DISCUSSION AND ANALYSIS:

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

TRILOGIC DIGITAL MEDIA LIMITED
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J. GENERAL BODY MEETING:

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

AGM/EGM	DATE	TIME	VENUE
AGM	28/09/2011	10.30 A.M.	G-1-560,RIICO Industrial area , Sitapura ,Jaipur
AGM	30/09/2010	10.30 A.M.	G-1-560,RIICO Industrial area , Sitapura ,Jaipur
AGM	30/09/2009	10.30 A.M.	G-1-560,RIICO Industrial area , Sitapura ,Jaipur

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

AGM held on September 28, 2011:

Delisting from Jaipur and Ahemdabad Stock Exchange pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Guidelines, 2009.

No special resolution was passed in the Annual General Meeting held on September 30, 2010 and September 30, 2009.

Further no special resolution was passed in the last year through conducting postal ballot. There are no intentions to pass a special resolution by way of conducting postal ballot.

K. CERTIFICATION:

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

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

L. MEANS OF COMMUNICATIONS:

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

M. ADDITIONAL SHAREHOLDER'S INFORMATION

Annual General Meeting:-

The Eighteenth Annual General Meeting of the Shareholders will be held at 03: 00 p.m. on Friday, **28th September, 2012** at the registered office of the Company at 1629, Dadhichi Bhavan 2nd Floor Chaura rasta near Sai baba temple Jaipur, Rajasthan-320 003.

Book Closure:-

Wednesday, 26th September, 2012 to Friday, 28th September, 2012 (Both days inclusive)

TRILOGIC DIGITAL MEDIA LIMITED
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N. FINANCIAL CALENDAR :-

- Financial year: 1st April 2012 to 31st March,2013
- First Quarter results on or before 14th August, 2012
- Second Quarter results on or before 14th November, 2012
- Third Quarterly results on or before 14th February, 2013
- Forth quarterly results on or before 15th May, 2013

O. LISTING OF STOCK EXCHANGE :-

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

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

Distribution of Shareholding as on March 31, 2012 is as under:

Category	Shareholders		Face Value of Rs. 10/- Per Share	
	Numbers	% of shareholders	Amount (Rs.)	% of Amount
1 – 500	205	48.009	88500	1.623
501 – 1000	115	26.932	106500	1.953
1001 – 2000	36	8.431	61000	1.118
2001 – 3000	31	7.260	77500	1.421
3001 – 4000	6	1.405	22500	0.413
4001 – 5000	4	0.937	19900	0.365
5001 – 10,000	5	1.171	38600	0.708
100001 – Above	25	5.855	5039300	92.400
		100.00%	5453800	100.00%

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

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

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

1. Categories wise Distribution of equity shares as on March 31, 2012:

Sr. No.	Category of Shareholders	Total Holdings	% of Shareholdings
1.	Promoter & Promoter Group	37,13,100	68.08%
2.	Mutual Funds and UTI	-	-
3.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non Govt. Inst.)	-	-
4.	FII's/Foreign Bodies	-	-
5.	Private Corporate Bodies	2,21,200	4.06%
6.	Indian Public	15,19,500	27.87%
7.	NRI's/OCB's	-	-
8.	Clearing Member	-	-
	TOTAL	5453800	100.00%

By Order of the Board

Sd/-
(Kamlesh Bhanushali)
 Director

Sd/-
(Sankool Shah)
 Director

Place: Mumbai
 Date: 25th August, 2012

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)
REPORT OF AUDITORS ON CORPORATE GOVERNANCE

To,
The Members of
Trilogic Digital Media Limited

We have examined the compliance of the conditions of Corporate Governance of Trilogic Digital Media Limited for the year ended March 31, 2012, as stipulated in Clause 49 of the Listing Agreement with the stock Exchange in India.

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

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

We state that no investor grievances as at March 31, 2012 are pending for a period not exceeding one month against the Company as per the records maintained by the Share registrar and reviewed by the Board.

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

FOR SUBRAMANIAM BENGALI & ASSOCIATES,
Chartered Accountants

Rajiv Bengali
M. No. 043998
Partner

Date: August 25, 2012
Place: Mumbai

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)
CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

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

1. We have reviewed the Financial Statements and the cash flow Statement for the year 2011-12 and that to the best of my Knowledge and belief;
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
2. I further state that to the best of my knowledge and belief, no transactions are entered into by the Company during the years which are fraudulent, illegal or violative of the Company's Code of Conduct. I hereby declare that all members of the Board of Directors and the Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps taken or proposed to be taken to rectify the same;
4. I have indicated to the auditors and the Audit Committee: -
 - a) Significant changes, if any, in internal control over financial reporting during the year;
 - b) Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud, if any, wherein there has been involvement of management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai

Date: August 25, 2012

Managing Director

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

AUDITOR'S REPORT

The Members,
TRILOGIC DIGITAL MEDIA LTD
(Formerly known as RABHA PLASTICS LTD,)

Jaipur.

We have audited the attached Balance Sheet of **Trilogic Digital Media Ltd. (Formerly known as Rabha Plastics Ltd,)** Jaipur as at 31st March 2012 and also the Profit & Loss account for the year ended on that date annexed hereto and Cash Flow Statement for the year ended on that date and report that:-

1. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the over all financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies Auditors Report Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 we give in the Annexure a statement on the matters specified in paragraphs 4&5 of the said Order.
4. Further to our comments in the above paragraphs and annexure referred to in para 3 :
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit
 - (b) In our opinion, proper books of accounts as required by Law have been kept by the company so far, as appears from our examination of those books.
 - (c) The Balance Sheet & Profit and Loss account dealt with by this report are in agreement with the books of accounts.
 - (d) In our opinion, the Balance Sheet and the Profit & Loss account comply with the Accounting Standards referred to in section 211(3C) of the Companies Act, 1956,
 - (e) Based on the representations made by the directors and explanations made to us, none of the directors is disqualified from being appointed as director as on March 31, 2012 under clause (g) of sub-section 274 of the Companies Act 1956.
 - (f) We draw attention to Notes on accounts forming part of audit report, which disclosed the facts of closures of the manufacturing activities of the company and change of business line. Further the company has total accumulated losses at the end of the year i.e Rs 594.00 lacs against the paid up share capital and reserves of Rs 564.03 lacs.

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

(g) In our opinion and to the best of our information and according to the explanation given to us, the said Balance Sheet and Profit & Loss Account read together with significant accounting policies and notes thereon, and subject to;

Gives the information required by the companies act, 1956 in the manner so required and give a true and fair view:

- i. In case of balance sheet, of the state of affairs of the company as at 31st march, 2012.
- ii. In case of the profit and loss account, of the loss for the year ended on that date.
- iii. In the case of cash flow statement, of the cash flows of the company for the year ended on that date.

For Subramaniam Bengali & Associates
Chartered Accountants
FRN: 127499W

Place: Mumbai
Date: 25.08.2012

CA Rajiv Bengali
Partner
M. No. : 043998

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)
ANNEXURE REFERRED TO IN PARAGRAPH 3 OF THE AUDITOR'S REPORT ON THE
ACCOUNTS OF TRILOGIC DIGITAL MEDIA LTD.

(Formerly known as RABHA PLASTICS LTD)
FOR THE YEAR ENDED ON 31ST MARCH 2012.

- 1) The Company does not have any fixed assets.
- 2) As there is no inventory the question of physical verification of inventory or procedure followed does not arise.
- 3) According to the information and explanations given to us, the company has not granted any unsecured loan to companies, firms or other parties listed in the register maintained under section 301 of the companies' act 1956.
- 4) As explained to us the Company has not taken any loans secured or unsecured from Companies, firms or other parties covered under register maintained under section 301 of the Companies Act, 1956.
- 5) As explained to us the company has ventured into the business of media and advertising and has started with a very small turnover and according to the information received the Company has adequate control system commensurate with the size of the company and nature of its business with regards to the sale of the goods and services.
- 6) On the basis the information, explanations and representations given to us, there were no transaction in which the directors were interested as contemplated under section 297 and sub-section (6) of section 299 of the companies act 1956 and which were required to be entered in the register maintained under section 301 of the said Act.
- 7) The company has not accepted ay deposit from the public during the year.
- 8) The Company had no activity during the year under audit and it was involved in venturing into new business and hence the company had no internal audit system during the year.
- 9) The central government has not prescribed the maintenance of cost records by the company under section 209(1)(d) of the Companies Act 1956.
- 10) According to the records of the company it was observed that the company is regular in depositing undisputed statutory dues including provident fund and sales-tax with the appropriate authorities.
- 11) On the basis of the records examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

- 12) As explained to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or any other securities.
- 13) As the company is not a chit fund / Nidhi/ mutual fund, special statute applicable to such companies are not applicable to the company.
- 14) Company is not dealing or trading in shares, securities, debentures hence para is not applicable.
- 15) According to the information and explanations given to us, and the representations made by the management, the company has not given any guarantee for loans taken by others from any bank or financial institution.
- 16) On the basis of the records examined by us the company has not obtained any fresh loan, hence no comments required under this para.
- 17) According to the information and explanations given to us, and on an overall examination of the financial statements of the company and after placing reliance on the reasonable assumptions made by the company for classification of long term and short term usages of funds, we are of the opinion that, prima- facie, No short term funds have been utilized fir long term purposes and vice-versa.
- 18) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the companies act 1956
- 19) On the basis of the records and documents examined by us, the company has not issued debentures.
- 20) The company has not raised any money by public issue during the year.
- 21) According to the information and explanations given to us and to the best of our knowledge and belief, no fraud on or by the company, has been noticed or reported by the company during the year.

For Subramaniam Bengali & Associates
Chartered Accountants
FRN: 127499W
CA Rajiv Bengali

Partner

Place-Mumbai
Date-25.08.2012

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

TRILOGIC DIGITAL MEDIA LIMITED
(FORMERLY RABHA PLASTICS LIMITED)

Balance Sheet as at 31 March, 2012

Particulars		Note No.	As at 31 March, 2012	As at 31 March, 2011
			₹	₹
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	1	56,403,750	56,403,750
	(b) Reserves and surplus	2	(56,638,491)	(55,883,439)
			(234,741)	520,311
2	Non-current liabilities		-	-
3	Current liabilities			
	(a) Short-term borrowings	3	-	5,000
	(b) Trade payables	4	1,391,672	1,242,500
	(c) Other current liabilities	5	39,120	11,030
	(d) Short-term provisions		-	-
			1,430,792	1,258,530
	TOTAL		1,196,051	1,778,841
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets		-	-
	(b) Non-current investments		-	-
	(c) Deferred tax assets (net)		-	-
	(d) Long-term loans and advances	6	184,682	184,682
	(e) Other non-current assets		-	-
			184,682	184,682
2	Current assets			
	(a) Current investments	7	-	5,000
	(b) Inventories		-	-
	(c) Trade receivables	8	965,000	1,365,000
	(d) Cash and cash equivalents	9	46,369	224,159
	(e) Short-term loans and advances		-	-
	(f) Other current assets		-	-
			1,011,369	1,594,159
	TOTAL		1,196,051	1,778,841
	Significant Accounting Polices	10		
	See accompanying notes forming part of the financial statements	11		

In terms of our report attached
For **Subramaniam Bengali & Associates**
Chartered Accountants
FRN: 127499W

For **TRILOGIC DIGITAL MEDIA LIMITED**

CA Rajiv Bengali
Partner
M. No. 043998
Date: 25.08.2012
Place: Mumbai

Managing Director

Director

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

Statement of Profit & Loss Account for the financial year 31st March, 2012

Particulars		Note No.	For the year ended	For the year ended
			31 March, 2012	31 March, 2011
			₹	₹
A	CONTINUING OPERATIONS			
1	Revenue from operations (gross)	12	-	1,965,000
	Less: Excise duty		-	-
	Revenue from operations (net)		-	1,965,000
2	Other income	13	-	163,040
3	Total revenue (1+2)		-	2,128,040
4	Expenses			
	(a) Cost of materials consumed		-	-
	(b) Purchases of stock-in-trade	14	-	1,785,000
	(d) Employee benefits expense	15	-	195,480
	(e) Finance costs	16	4,288	221
	(f) Other expenses	17	750,764	3,323,319
	Total expenses		755,052	5,304,020
5	Profit / (Loss) before tax (3 - 4)		-755,052	-3,175,980
6	Tax expense:			
	(a) Current tax expense for current year		-	-
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior year		-	-
	(d) Net current tax expense		-	-
	(e) Deferred tax		-	-
7	Profit / (Loss) from continuing operations (5 ±6)		-755,052	-3,175,980
B	TOTAL OPERATIONS		-755,052	-3,175,980
8	Profit / (Loss) for the year		-755,052	-3,175,980
15.i	Earnings per share (of ` 10 /- each):			
	(a) Basic			
	(i) Continuing operations		-75,505	-317,598
	(ii) Total operations		-75,505	-317,598
	(b) Diluted			
	(i) Continuing operations		-	-
	(ii) Total operations		-	-
	See accompanying notes forming part of the financial statements			

In terms of our report attached

For Subramaniam Bengali & Associates

Chartered Accountants

FRN: 127499W

For TRILOGIC DIGITAL MEDIA LIMITED

CA Rajiv Bengali

Partner

M. No. 043998

Date: 25.08.2012

Place: Mumbai

Managing Director

Director

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

Note 1 Share capital @

Particulars	As at 31 March, 2012		As at 31 March, 2011	
	Number of shares	₹	Number of shares	₹
(a) Authorised 65,00,000 Equity shares of ` Rs.10/- each with voting rights	6500000	65,000,000	6500000	65,000,000
(b) Issued # 62,00,100 Equity shares of ` Rs.10/- each with voting rights	6200100	62,001,000	6200100	62,001,000
(c) Subscribed and fully paid up 62,00,100 Equity shares of ` Rs. 10/- each with voting rights	6200100	62,001,000	6200100	62,001,000
Total	6,200,100.0	62,001,000	6,200,100.00	62,001,000

Note 1 Share capital (contd.)

Details of forfeited shares

Class of shares	As at 31 March, 2012		As at 31 March, 2011	
	Number of shares	Amount originally paid up ₹	Number of shares	Amount originally paid up ₹
Equity shares with voting rights	746300	5,597,250	746300	5,597,250

Note 2 Reserves and surplus

Particulars	As at 31 March, 2012		As at 31 March, 2011	
	₹		₹	
(a) Capital reserve				
Opening balance	2,761,365		2,761,365	
Add: Additions during the year (give details)	-		-	
Less: Utilised / transferred during the year (give details)	-		-	
Closing balance	2,761,365		2,761,365	

Note 2 Reserves and surplus (contd.)

Particulars	As at 31 March, 2012		As at 31 March, 2011	
	₹		₹	
Surplus / (Deficit) in Statement of Profit and Loss				
Opening balance	(58,644,804)		(55,468,824)	
Add: Profit / (Loss) for the year	(755,052)		(3,175,980)	
Closing balance	(59,399,856)		(58,644,804)	
Total	(59,399,856)		(58,644,804)	

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

Note 3 Short-term borrowings

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹	₹
(a) Loans repayable on demand		
From banks		
Secured	-	-
Unsecured	-	-
From other parties	-	-
Secured	-	-
Unsecured	-	5,000
Total	-	5,000

Note 4 Trade payables *

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹	₹
Trade payables:		
Acceptances	1,385,054	1,235,000
Other than Acceptances	6,618	7,500
Total	1,391,672	1,242,500

Note 5 Other current liabilities @

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹	₹
(a) Other payables		
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	-	-
(ii) Payables on purchase of fixed assets	-	-
(iii) Contractually reimbursable expenses	-	-
(iv) Interest accrued on trade payables	-	-
(v) Interest accrued on others	-	-
(vi) Trade / security deposits received	-	-
(vii) Advances from customers	-	-
(viii) Others (specify nature) - Audit Fees Payable	39,120	11,030
Total	39,120	11,030

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

Note 6 Long-term loans and advances

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹	₹
(a) Capital advances *		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful		
Less: Provision for doubtful advances	-	-
(b) Security deposits		
Secured, considered good	-	
Unsecured, considered good	184,682	184,682
Doubtful		
Less: Provision for doubtful deposits	-	-
	184,682	184,682
Total	184,682	184,682

Note 7 Current investments

Particulars	As at 31 March, 2012			As at 31 March, 2011		
	Quoted #	Unquoted #	Total	Quoted	Unquoted	Total
	₹	₹	₹	₹	₹	₹
A. Current portion of long-term investments (At cost)						
(a) Investment in government or trust securities (give details)		-			5,000	
Less: Provision for diminution in value of current portion of long-term investments		-			-	
Total -Current portion of long-term investments (A)			-			5,000
B. Other current investments (At lower of cost and fair value, unless otherwise stated)						
(a) Investment in government or trust securities						
(i) government securities		-			5,000	
(ii) trust securities		-			-	

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

Note 8 Trade receivables @

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹	₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment #		
Secured, considered good	-	-
Unsecured, considered good	740,000	740,000
Doubtful	-	-
Less: Provision for doubtful trade receivables	-	-
	740,000	740,000
Other Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	225,000	625,000
Doubtful	-	-
Less: Provision for doubtful trade receivables	-	-
	225,000	625,000
Total	965,000	1,365,000

Note 9 Cash and cash equivalents @

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹	₹
(a) Cash on hand	8,009	34,509
(b) Cheques, drafts on hand	-	-
(c) Balances with banks		
(i) In current accounts	38,361	189,652
(d) Others (specify nature)	-	-
Total	46,369	224,159

Note 12 Revenue from operations

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
	₹	₹
(a) Sale of products	-	-
(b) Sale of services	-	1,965,000
(c) Other operating revenues	-	-
Less:		
(d) Excise duty	-	-
Total	-	1,965,000

Note 13 Other income (contd.)

Note	Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
		₹	₹
(i)	Other non-operating income comprises: Miscellaneous income	-	163,040
	Total - Other non-operating income	-	163,040

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

Note 14. Purchase of traded goods @

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
	₹	₹
Other items	-	1,785,000
Total	-	1,785,000

Note 15 Employee benefits expense

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
	₹	₹
Salaries and wages	-	180,000
Staff welfare expenses	-	15,480
Total	-	195,480

Note 16 Finance costs

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
	₹	₹
(a) Interest expense on:		
(i) Borrowings	-	-
(ii) Trade payables	-	-
(iii) Others		
- Interest on delayed / deferred payment of income tax	-	-
- Others (give details)	4,288	221
(b) Other borrowing costs @	-	-
(c) Net (gain) / loss on foreign currency transactions and translation (considered as finance cost)	-	-
Total	4,288	221

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

Note 17 Other expenses

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
	₹	₹
Rent including lease rentals (Refer Note 30.8.d)	-	120,000
Insurance	-	1,583
Travelling and conveyance *	3,000	49,902
Printing and stationery*	8,190	44,556
Legal and professional *	-	28,000
Payments to auditors (Refer Note (i) below)	28,090	11,030
Bad trade and other receivables, loans and advances written off	-	1,669,086
Loss on fixed assets/Investment sold / scrapped / written off	5,000	1,174,611
OTHER EXPENSES		
Professional Charges	26,000	13,000
Listing Fees	632,400	149,015
Fees of Registrar and Transfer Agent	27,589	14,892
Office Expenses	5,000	-
Stamp Duty Charges	2,986	2,240
Web Hosting Charges	11,030	-
Xerox Expenses	1,479	-
Postage, Telephone & Fax	-	22,000
Processing Fees	-	22,154
ROC Filing Fees	-	1,250
Total	750,764	3,323,319

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
	₹	₹
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	28,090	11,030
Total	28,090	11,030

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)
Cash Flow Statement for the year ended 31 March, 2012 (Contd.)

Particulars	For the year ended 31 March, 2012		For the year ended 31 March, 2011	
	₹	₹	₹	₹
C. Cash flow from financing activities				
Proceeds from issue of equity shares				
Proceeds from issue of preference shares				
Redemption / buy back of preference / equity shares				
Proceeds from issue of share warrants				
Share application money received / (refunded)				
Proceeds from long-term borrowings				
Repayment of long-term borrowings				
Net increase / (decrease) in working capital borrowings				
Proceeds from other short-term borrowings			5	
Repayment of other short-term borrowings				
Finance cost				
Dividends paid				
Tax on dividend				
Calls in arrears received			634	
				639
Cash flow from extraordinary items				
Net cash flow from / (used in) financing activities (C)		0		639
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		-179		-265
Cash and cash equivalents at the beginning of the year				
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
Cash and cash equivalents at the end of the year				
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet (Refer Note 19)	224		489	
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 <i>Cash Flow Statements</i> (give details)				
Net Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i>) included in Note 19		224		489
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i>) (Refer Note (ii) to Note 16 Current investments)				
Cash and cash equivalents at the end of the year *				
* Comprises:				
(a) Cash on hand	8		34	
(b) Cheques, drafts on hand				
(c) Balances with banks				
(i) In current accounts	38		190	
(ii) In EEFC accounts				
(iii) In deposit accounts with original maturity of less than 3 months				
(iv) In earmarked accounts (give details) (Refer Note (ii) below)				

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

(d) Others (specify nature)				
(e) Current investments considered as part of Cash and cash equivalents (Refer Note (ii) to Note 16 Current investments)		46		224
		178		265

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

For TRILOGIC DIGITAL MEDIA LIMITED

CA Rajiv Bengali
Partner
M. No. 043998
Date: 25.08.2012
Place: Mumbai

Managing Director **Director**

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)
Cash Flow Statement for the year ended 31 March, 2012

Particulars	For the year ended 31 March, 2012		For the year ended 31 March, 2011	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		-739		-3176
<u>Adjustments for:</u>				
Depreciation and amortisation				
Provision for impairment of fixed assets and intangibles				
Amortisation of share issue expenses and discount on shares				
(Profit) / loss on sale / write off of assets			1175	
Expense on employee stock option scheme				
Finance costs				
Interest income				
Dividend income				
Net (gain) / loss on sale of investments				
Rental income from investment properties				
Rental income from operating leases				
Share of profit from partnership firms				
Share of profit from AOPs				
Share of profit from LLPs				
Liabilities / provisions no longer required written back				
Adjustments to the carrying amount of investments				
Provision for losses of subsidiary companies				
Provision for doubtful trade and other receivables, loans and advances				
Provision for estimated loss on derivatives				
Provision for warranty				
Provision for estimated losses on onerous contracts				
Provision for contingencies				
Other non-cash charges (specify)				
Net unrealised exchange (gain) / loss				
Operating profit / (loss) before working capital changes				1175
<u>Changes in working capital:</u>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories				
Trade receivables	400		215	
Short-term loans and advances				
Long-term loans and advances	178		139	
Other current assets				
Other non-current assets				
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables				
Other current liabilities	-16		565	
Other long-term liabilities				
Short-term provisions				
Long-term provisions				
		562		919
Cash flow from extraordinary items				
Cash generated from operations				
Net income tax (paid) / refunds				
Net cash flow from / (used in) operating activities (A)		-178		-1082

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)
Cash Flow Statement for the year ended 31 March, 2012 (Contd.)

Particulars	For the year ended 31 March, 2012		For the year ended 31 March, 2011	
	₹	₹	₹	₹
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances				
Proceeds from sale of fixed assets			179	
Inter-corporate deposits (net)				
Bank balances not considered as Cash and cash equivalents				
- Placed				
- Matured				
Current investments not considered as Cash and cash equivalents				
- Purchased				
- Proceeds from sale				
Purchase of long-term investments				
- Subsidiaries				
- Associates				
- Joint ventures				
- Business units				
- Others				
Proceeds from sale of long-term investments				
- Subsidiaries				
- Associates				
- Joint ventures				
- Business units				
- Others				
Loans given				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others				
Loans realised				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others				
Interest received				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others				
Dividend received				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others				
Rental income from investment properties				
Rental income from operating leases				
Amounts received from partnership firms				
Amounts received from AOPs				
Amounts received from LLPs				
Cash flow from extraordinary items				
				179
Net income tax (paid) / refunds				-
Net cash flow from / (used in) investing activities (B)				179

TRILOGIC DIGITAL MEDIA LIMITED
(Formerly known as Rabha Plastics Limited)

PROXY FORM

Trilogic Digital Media Limited

Registered Office: 1629, Dadhichi Bhavan, 2nd Floor Chaura Rasta near Sai Baba temple Jaipur Rajasthan-320003

Regd. Folio No. _____ No. of Shares _____

I/We _____ of _____ being a member of M/s. Perfect-Octave Media Projects Limited, hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to vote for me/us at the **TWENTY FIRST ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, September 18, 2012 at 3.00 p.m. at 701, 704, 705, Crystal Plaza, Andheri-Ghatkopar Link Road, Andheri (East), Mumbai 400 099 and at any adjournment (s) thereof.

Signed this day of2012.

Ruppee one Revenue Stamp

Signature

Notes: This form, 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 meeting.

.....**Tear Here**.....

ATTENDENCE SLIP

Trilogic Digital Media Limited

Registered Office: 701, 704, 705, Crystal Plaza, Andheri-Ghatkopar Link Road, Andheri (East), Mumbai 400 099

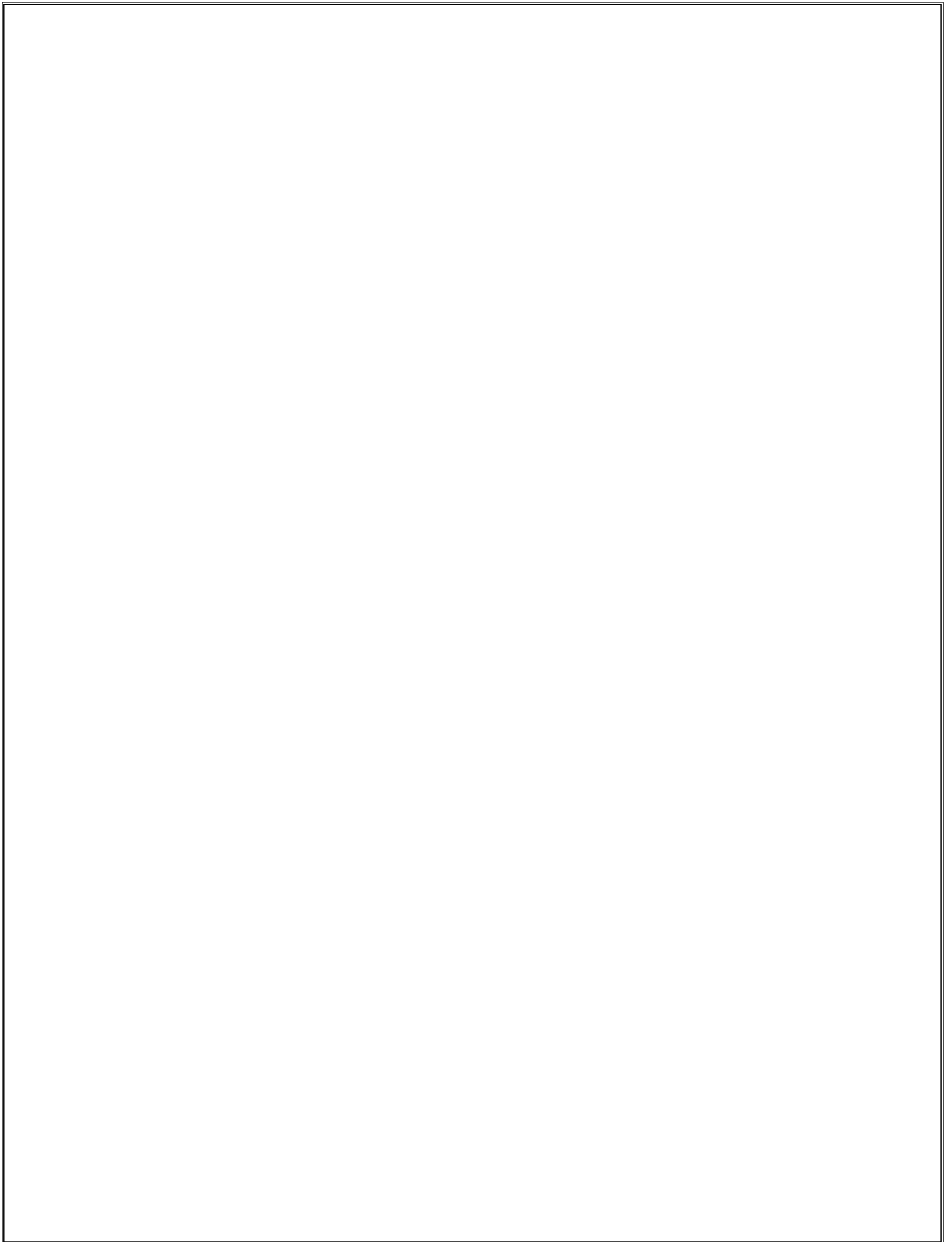
Regd. Folio No. _____ No. of Shares _____

Name of the Shareholders/Proxy (In block letter) DP ID No./Client No.

I/We hereby recorded my presence at the **TWENTY FIRST ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, September 18, 2012 at 3.00 p.m. at 701, 704, 705, Crystal Plaza, Andheri-Ghatkopar Link Road, Andheri (East), Mumbai 400 099.

Signature of the Proxy holder Signature of Shareholder

NOTE: Shareholders/proxy is requested to bring the attendance slip with him when they come to the meeting. No attendance slip will be issued at the time of meeting.



BOOK – POST

To,

If undelivered, please return to:

TRILOGIC DIGITAL MEDIA LIMITED

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