

19TH ANNUAL REPORT

2012-2013

OF

TRILOGIC DIGITAL MEDIA LIMITED

0

Board of Directors

Directors

Vishal Gurnani

Sankool Shah

Kamlesh Bhanushali

Harish Patil

Ankur Joshi

Ajit Kumar Joshi

Sudhir Kumar Singh

Anil Wanvari

Nailesh Mehta

Murad Khetani

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

Contents	Page No.
Notice	3
Directors Report	11
Management Discussion and Analysis	15
Corporate Governance Report	17
Auditors Report	33
Balance Sheet	36
Profit & Loss Account	37
Schedules	38
Significant Accounting Policies	45
Cash Flow Statement	47
Proxy Form	53

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of **M/s. TRILOGIC DIGITAL MEDIA LIMITED** will be held on July 27, 2013 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, 2013 and the Balance Sheet as on that date. And the report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sankool Shah who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Kamlesh Bhanushali who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

“**RESOLVED THAT** pursuant to Section 224 of the Companies Act, 1956 and other applicable provisions, if any and subject to the approval of the members of the Company M/s. **T. R. Chadha & Co.**, Chartered Accountant be and are hereby appointed as the Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be mutually fixed up between the Chairman and them.”

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

“**RESOLVED THAT** Mr. Nailesh Mehta who was co-opted by the Board as an Additional Director w.e.f. 23.04.2013 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”

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

“**RESOLVED THAT** Mr. Anil Wanvari who was co-opted by the Board as an Additional Director w.e.f. 12.11.2012 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. Vishal Gurnani who was co-opted by the Board as an Additional Director w.e.f. 23.04.2013 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. Murad Khetani who was co-opted by the Board as an Additional Director w.e.f. 23.04.2013 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 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 29,27,500 (Twenty Nine Lacs Twenty Seven Thousand and Five Hundred) Equity Shares (the "Issue Shares") of face value of Rs. 10/- (Rupees Ten only) at a price of Rs. 30/- per share (including premium of Rs.20 /- per share) to be subscribed by the 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 June 27, 2013;

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;

By order of the Board

Date: 22nd June, 2013
Place: Mumbai

Sd/
Harish Patil
Director

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 July 25, 2013 to July 27, 2013 (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 Ministry of Corporate Affairs, Government of India has come out with a circular dated 29th April 2011 which allows the companies to send documents including Annual Reports and other intimation by an email. Therefore you are requested to register your email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective Depository Participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise by the respective shareholder to the Company or Registrar and Transfer Agent.

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

Item No. 3

The Chairman informed the Board that the Company has received resignation from its former Statutory Auditors **M/S. SUBRAMANIAM BENGALI SHARMA AND ASSOCIATES**; Chartered Accountants. The Board recommends M/s. **T. R. CHADHA & CO.**, Chartered Accountant, from whom an eligibility certificate u/s 224 (1B) of the Companies Act, 1956 has been received be appointed as new Statutory Auditors of the Company to hold office till the conclusion of the ensuing Annual General Meeting of the Company.

Item No. 4

Mr. Nailesh Mehta was appointed as an Additional Director of the Company with effect from 23rd April, 2013. 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. Nailesh Mehta for the office of a Director of the Company.

None of the Directors of the Company except Mr. Nailesh Mehta is concerned or interested in the passing of the Resolution.

Item No. 5

Mr. Anil Wanvari was appointed as an Additional Director of the Company with effect from 12th November, 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. Anil Wanvari for the office of a Director of the Company.

None of the Directors of the Company except Mr. Anil Wanvari is concerned or interested in the passing of the Resolution.

Item No. 6

Mr. Vishal Gurnani was appointed as an Additional Director of the Company with effect from 23rd April, 2013. 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. Vishal Gurnani for the office of a Director of the Company.

None of the Directors of the Company except Mr. Vishal Gurnani is concerned or interested in the passing of the Resolution.

Item No. 7

Mr. Murad Khetani was appointed as an Additional Director of the Company with effect from 23rd April, 2013. 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. Murad Khetani for the office of a Director of the Company.

None of the Directors of the Company except Mr. Murad Khetani is concerned or interested in the passing of the Resolution.

Item No.8

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 29,27,500 (Twenty Nine Lacs Twenty Seven Thousand Five Hundred Only) Equity Shares of Rs.10/- each on preferential basis.

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 Allottees	No. of Equity Shares to be Subscribed
	Non-Promoters	
1.	Ms. Kalpana Maganlal Saraiya	27,500
2.	Mr. Ketan Liladhar Maru	20,000
3.	Vinod Ravji Karani-HUF	1,50,000
4.	Mr. Vinod Ravji Karani	50,000
5.	Mrs. Varsha Vinod Karani	50,000
6.	Mr. Chirag V. Karani	50,000
7.	Mr. Jai Vinod Karani	50,000
8.	Mr. Priyan Singh	3,00,000
9.	Mr. Vivek Sunil Mehta	3,00,000
10.	Mr. Ishwar Jhamatmal Advani	30,000
11.	Mr. Murad Khetani	9,50,000
12.	Mr. Nailesh Mehta	3,04,000
13.	Mrs. Rekha Mehta	3,04,000
14.	Asian Homes Private Limited	3,42,000
	TOTAL	29,27,500

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	5073090	48.25	5073090	37.54
(i)	Indian Individuals / HUF/ Bodies Corporate	Nil	Nil	Nil	Nil
	Sub Total	5073090	48.25	5073090	37.54
(ii)	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub Total	5073090	48.25	5073090	37.54
	Total Shareholding of Promoters and Promoter Group	5073090	48.25	5073090	37.54

B.	Public Shareholding				
(1)	Institutions	-	-	-	-
	Sub Total	-	-	-	-
(2)	Non Institutions				
	Bodies Corporate	129438	1.23	129438	1.23
	Individual shareholding holding nominal share capital upto Rs. 1 Lac	440792	4.19	440792	3.26
	Individual shareholding holding nominal share capital in excess of Rs. 1 Lac	4263229	40.55	5290729	39.69
	Others	607251	5.71	2507251	18.50
	Sub Total	5440710	51.75	8440710	62.68
	Total Public Shareholding (B)	5440710	51.75	8440710	62.68
	Total (A+B)	10513800	100	13441300	100
(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)	10513800	100.00	13441300	100

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.

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.	Ms. Kalpana Maganlal Saraiya	Non-Promoter	Nil	Nil	27,500	27,500	0.20
2.	Mr. Ketan Liladhar Maru	Non-Promoter	Nil	Nil	20,000	20,000	0.14
3.	Vinod Ravji Karani-HUF	Non-Promoter	Nil	Nil	1,50,000	1,50,000	1.10
4.	Mr. Vinod Ravji Karani	Non-Promoter	Nil	Nil	50,000	50,000	0.36
5.	Mrs. Varsha Vinod Karani	Non-Promoter	Nil	Nil	50,000	50,000	0.36
6.	Mr. Chirag V. Karani	Non-Promoter	Nil	Nil	50,000	50,000	0.36
7.	Mr. Jai Vinod Karani	Non-Promoter	Nil	Nil	50,000	50,000	0.36
8.	Mr. Priyan Singh	Non-Promoter	Nil	Nil	3,00,000	3,00,000	2.21
9.	Mr. Vivek Sunil Mehta	Non-Promoter	Nil	Nil	3,00,000	3,00,000	2.21
10.	Mr. Ishwar Jhamatmal Advani	Non-Promoter	Nil	Nil	30,000	30,000	0.22
11.	Mr. Murad Khetani	Non-Promoter	Nil	Nil	9,50,000	9,50,000	7.02
12.	Mr. Nailesh Mehta	Non-Promoter	Nil	Nil	3,04,000	3,04,000	2.24
13.	Mrs. Rekha Mehta	Non-Promoter	Nil	Nil	3,04,000	3,04,000	2.24
14.	Asian Homes Private Limited	Non-Promoter	Nil	Nil	3,42,000	3,42,000	2.53

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. 30/- 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 & 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 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.

By order of the Board

Date: 22nd June, 2013
Place: Mumbai

Sd/
Harish Patil
Director

DIRECTORS' REPORT

To,
The Members

Your Directors have pleasure in presenting the Nineteenth Annual Report of your Company along with Audited Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS:

The financial performance of the Company for the year ended on 31st March 2013 as compared to last year is as follows:

Particulars	Rs. (in lacs)	
	2012-13	2011-12
Turnover	655.19	Nil
Other Income	Nil	Nil
Increase/ (decrease) in stock in trade	Nil	Nil
Total Expenditure	297.26	7.50
Profit Before Depreciation and Tax	357.92	(7.50)
Depreciation	Nil	Nil
Profit before Tax	357.92	(7.50)
Provision for Tax	17.23	Nil
Provision for deferred tax	Nil	Nil
Profit after Tax	340.68	(7.50)

OPERATIONAL PERFORMANCE:

During the financial year 2012-2013, the Company has ventured into the business of media and advertising and recorded revenue of Rs. 655.19/- lacs. The Company has earned net profit of Rs. 340.68/- lacs during the year as compared to loss of Rs. 7.50/- in the last year. The directors are optimistic about future performance of the Company.

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.

PROPOSED MERGER:

In the Board Meeting held on June 07, 2013, the Board of Directors of the Company has approved the Scheme of Amalgamation which consists of merger of Snp Entertainment Private Limited and Sphere Entertainment Private Limited (Transferor Companies) with Trilogic Digital Media Limited (Transferee Company). The transferor and transferee companies are in the business of media and entertainment. Through the proposed scheme, the management of TDML will be in a position to effectively implement its business plans.

CHANGE IN REGISTERED OFFICE:

During the year under review, the Company has made petition under section 17 of the Companies Act, 1956 to the Regional Director (North Western Region) Ahmedabad for shifting of Registered Office of the Company from the State of Rajasthan to the State of Maharashtra which is under consideration.

SHARE CAPITAL:

The Authorised Share Capital of the Company as on March 31, 2013 is Rs. 20,00,00,000/- divided into 2,00,00,000 Equity Shares of Rs. 10/- each. During the year under review , the Company has increased its authorized share capital from Rs. 10 Cr. to Rs. 20 Cr. divided into 2 Cr. equity shares of Rs. 10/- each and also made preferential allotment of 44,60,000 equity shares to the promoters and non promoters of Rs. 10/- each at Rs. 18/- per share. After the said allotment of shares, the paid up capital of the Company is enhanced to 1,05,13,800 equity shares of Rs. 10/- each.

Your management proposed to make preferential allotment of 29,27,500 new equity shares of Rs. 10/- each to non-promoters as mentioned in the notice of this Annual General Meeting.

DIRECTORS:

Mr. Anil Wanvari was appointed as an Additional Director with effect from November 12, 2012 and Mr. Nailesh Mehta, Mr. Vishal Gurnani and Mr. Murad Khetani were appointed as an Additional Directors with effect from April 23, 2013. They hold office upto the date of conclusion of ensuing Nineteenth Annual General Meeting of the Company. The Company has received notice from members proposing the candidature of Mr. Nailesh Mehta, Mr. Anil Wanvari , Mr. Vishal Gurnani and Mr. Murad Khetani as Directors of the Company in terms of Section 257 of the Companies Act, 1956.

Post financial year, Mr. Anand Gurnani has resigned from the position of director of the Company with effect from June 01, 2013.

AUDITOR'S OBSERVATIONS:

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

AUDITORS:

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

The Company has received letter from M/s. T. R. Chadha & Co., Chartered Accountants, to the effect that their appointment, if made, would be made within the prescribed limits under section 224(1B) of the Companies Act, 1956.

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, 2013; 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, 2013 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.

CORPORATE GOVERNANCE:

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

ACKNOWLEDGEMENTS

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

By and on behalf of the Board

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

**Sd/-
(Harish Patil)
Director**

**Date: 22nd June, 2013
Place: Mumbai**

Annexure I

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

I. CONSERVATION OF ENERGY:

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

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

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

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings in Foreign Exchange	: Nil
Foreign Exchange outgo	: Nil

By and on behalf of the Board

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

**Sd/-
(Harish Patil)
Director**

**Date: 22nd June, 2013
Place: Mumbai**

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and developments:

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

2. Outlook:

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

3. Segment-wise or product-wise performance:

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

4. Risks and concerns:

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

5. Internal control systems and their adequacy:

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

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

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

7. Cautionary Statement:

Statements in this report on Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain

assumptions and expectation of future events, actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand-supply conditions, finished goods prices, raw material costs and availability, change in Government regulations and tax structure, economic developments within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

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

By and on behalf of the Board

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

**Sd/-
(Harish Patil)
Director**

**Date: 22nd June, 2013
Place: Mumbai**

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, 2013, are given below:

1. Up to 2nd May, 2012

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 should comprise of Independent Directors. Hence the Composition of Board of Directors of the Company was not 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
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. Sanjay Jadhav	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Manoj Yelve	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.*

2. From 3rd May to 11th May, 2012

The Company had 11 Directors with an Executive Chairman. Out of the 11 Directors, 6 (i.e. 54.54%) were Non-Executive and 3 were Independent Directors. The Board was headed by an Executive Chairman therefore; half of the Board should comprise of Independent Directors. Hence the Composition of Board of Directors of the Company was not 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
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
Mr. Sankool Shah**	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Kamlesh Bhanushali**	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Harish Patil**	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Anand Gurnani**	Executive & Non Independent Director	Nil	Nil	Nil

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

*** Mr. Sankool Shah, Mr. Kamlesh Bhanushali, Mr. Harish Patil and Mr. Anand Gurnani were appointed with effect from May 03, 2012.*

3. From 12th May 2012 to 24th August, 2012

The Company had 4 Directors with an Executive Chairman. All the Directors were Executive and Non-Independent Directors. The Board was headed by an Executive Chairman therefore; half of the Board should comprise of Independent Directors. Hence the Composition of Board of Directors of the Company was not 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
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
Mr. Sankool Shah	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Kamlesh Bhanushali	Executive & Non Independent Director	Nil	Nil	Nil

Mr. Harish Patil	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Anand Gurnani	Executive & Non Independent Director	Nil	Nil	Nil

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

\$Mr. Ratish Tagde, Mr. Bharat Gada, Mr. Virchand Gada, Mr. Surinder Bhatia, Mr. Manoj Yelve, Ms .Amita Mhatre and Mr. Sanjay Jadhav were resigned with effect from May 12, 2013.

4. From 25th August to 12th November, 2012

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. Sankool Shah	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Kamlesh Bhanushali	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Harish Patil	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Anand Gurnani	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Ankur Joshi	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Sudhir Kumar Singh	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Ajit Kumar Joshi	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Anil Wanvari*	Non Executive & Independent Director	Nil	Nil	Nil

**Mr. Anil Wanvari was appointed with effect from November 12, 2012.*

5. W.e.f 13th Nov, 2012

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. Sankool Shah	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Kamlesh Bhanushali	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Harish Patil	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Anand Gurnani	Executive & Non Independent Director	Nil	Nil	Nil
Mr. Ankur Joshi	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Sudhir Kumar Singh	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Ajit Kumar Joshi	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Anil Wanvari*	Non Executive & Independent Director	Nil	Nil	Nil

B. BOARD MEETINGS AND ATTENDANCE

Eight meetings were held during the year 2012-13. The dates on which the said meetings were held are 03.05.2012, 12.05.2012, 17.05.2012, 14.08.2012, 25.08.2012, 12.11.2012, 14.01.2013 and 13.02.2013. 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. Sankool Shah*	8	8	Yes
Mr. Kamlesh Bhanushali*	8	8	Yes
Mr. Harish Patil*	8	8	Yes
Mr. Anand Gurnani*	8	7	Yes
Mr. Ankur Joshi\$	8	4	Yes
Mr. Sudhir Kumar Singh\$	8	4	Yes
Mr. Ajit Kumar Joshi\$	8	4	Yes
Mr. Anil Wanvari^	8	2	No
Mr. Ratish Tagde#	8	2	No
Mr. Bharat Gada#	8	2	No
Mr. Virchand Gada#	8	2	No
Mr. Surinder Bhatia#	8	2	No
Mr. Manoj Yelve#	8	2	No
Mr. Amita Mhatre#	8	2	No
Mr. Sanjay Jadhav#	8	2	No

Mr. Ratish Tagde, Mr. Bharat Gada, Mr. Virchand Gada, Mr. Surinder Bhatia, Mr. Manoj Yelve, Ms .Amita Mhatre and Mr. Sanjay Jadhav were resigned with effect from May 12, 2013.

* Mr. Sankool Shah, Mr. Anand Gurnani, Mr. Harish Patil and Mr. Kamlesh Bhanushali were appointed with effect from May 03, 2012.

\$ Mr. Ankur Joshi, Mr. Sudhir Kumar Singh and Mr. Ajit Kumar Joshi were appointed with effect from August 25, 2012.

^ Mr. Anil Wanvari was appointed with effect from November 12, 2012.

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

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

The Non-Executive Directors have not drawn any remuneration including sitting fees from the Company for the year ended 31st March, 2013.

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: 22nd June, 2013

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.

- 5 meetings were held during the year under review on 03.05.2012, 14.08.2012, 25.08.2012, 12.11.2012 and 13.02.2013.
- The composition of Audit Committee and attendance of each committee member is as under:-

Upto 2nd May, 2012:

Name of the Director	Designation	Category	No. of Meeting held#	No. of Meetings attended
Ms. Amita Mhatre	Chairperson	Non-Executive, Independent	1	1
Mr. Bharat Gada	Member	Executive, Non-Independent	1	1
Mr. Sanjay Jadhav	Member	Non-Executive and Independent	1	1

Upto 11th May, 2012

Name of the Director	Designation	Category	No. of Meeting held#	No. of Meetings attended
Mr. Anand Gurnani	Chairperson	Executive Non-Independent	1	1
Mr. Sankool Shah	Member	Executive Non-Independent	1	1
Mr. Kamlesh Bhanushali	Member	Executive Non-Independent	1	1

W.e.f 12th November, 2012

Name of the Director	Designation	Category	No. of Meeting held#	No. of Meetings attended
Mr. Ankur Joshi	Chairperson	Executive Non-Independent	3	1
Mr. Sudhir Kumar Singh	Member	Executive Non-Independent	3	1
Mr. Ajit Kumar Joshi	Member	Executive Non-Independent	3	1

• Terms of reference of Audit Committee:

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

- To recommend a change in the auditors if in the opinion of the Committee the auditors have failed to discharge their duties adequately

E. REMUNERATION COMMITTEE:

Setting up remuneration committee for determining a company's policy on remuneration packages for executive directors constitutes a non- mandatory provision of Clause 49. The Company has set up its remuneration committee 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. Ajit Kumar Joshi, (Chairman) Mr. Sudhir Kumar Singh. During the year no meetings were held.

F. SHAREHOLDERS / INVESTOR'S GRIEVANCE COMMITTEE:

The Company's Share Transfer and shareholders/investors grievance Committee functions headed under the Chairmanship of Mr. Kamlesh Bhanushali, Executive Director of the Company. Mr. Sankool Shah and Mr. Harish Patil are other members of the Committee. The shareholders/investors grievance Committee was formed to specifically look into redressal of complaints like transfer of shares, issuance of duplicate shares, non-receipt of Annual Report etc, received from shareholders and improve the efficiency in investors service and all other day-to-day matters governing the relationship between the company and its shareholders, wherever possible. The Committee meets as and when requires and periodically reviews the status of investor grievances. During the year under review the committee meets on 03.05.2012, 14.08.2012, 12.11.2012 and 13.02.2013. There were no complaints outstanding as on March 31, 2013. No Share Transfers remained unattended/pending for more than thirty days as on March 31, 2013.

There was no complaint pending before the Company as on 31-03-2013

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:

Sr. No.	Name of the Director	Shareholding
1	Mr. Sankool Shah	1113930 Equity shares (10.59%)
2	Mr. Kamlesh Bhanushali	1485240 Equity shares (14.13%)
3	Mr. Harish Patil	600000 Equity shares (5.71%)
4	Mr. Anand Gurnani	1113920 Equity shares (10.59%)
5	Mr. Ankur Joshi	930000 Equity shares (8.85%)
6	Mr. Sudhir Kumar Singh	930000 Equity shares (8.85%)
7	Mr. Ajit Kumar Joshi	Nil
8	Mr. Anil Wanvari	Nil

Brief Resume of Directors to be appointed:

Mr. Ankur Joshi

Mr. Ankur Joshi is veteran in Television and Film Industry with Over 28 years of experience. He has worked on TV shows Saath Saath, Pradhanmantri (ZEE TV), Taak Dhina Dhin (DD1) and many more in past. He has produced Hindi and Bhojpuri films. He is a producer of the Top rated show Piya ka Ghar Pyaara Lage on Sahara One TV. Mr. Ankur Joshi was appointed as an Independent Director of the Company with effect from August 25, 2012.

Mr. Nailesh Mehta:

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

Mr. Murad Khetani:

Mr. Murad Khetani has more than 10 Years of experience in the constructions business. He is also involved in the business of Production of films. Mr. Murad Khetani was appointed as an Independent Director of the Company with effect from April 23, 2013.

Mr. Vishal Gurnani:

Mr. Vishal Gurnani has more than 11 years of experience in the Media and Broadcast Business. He is specialized in Business Development. He has worked with leading Television companies including NDTV & Balaji Telefilms Ltd. Mr. Vishal Gurnani was appointed as an Independent Director of the Company with effect from April 23, 2013.

Mr. Anil Wanvari:

Mr. Anil Wanvari is the Founder, CEO & Editor in chief of Indiantelelevision.com, Radioandmusic.com, Tellychakkar. With over 25 years of experience in Media, Broadcasting & Television Industry. He is also founder of India's most prestigious TV awards for actors, technicians and programmes on TV at The Indian Telly Award. Mr. Anil Wanvari was appointed as an Independent Director with effect from November 12, 2012

I. MANAGEMENT DISCUSSION AND ANALYSIS:

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

J. GENERAL BODY MEETING:

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

AGM/EGM	DATE	TIME	VENUE
AGM	28/09/2012	10.30 A.M.	1629, Dadhichi Bhavan 2nd floor Chaura Rasta Near Sai Baba temple Jaipur Rajasthan-320003
EGM	29/05/2012	10.30 A. M.	1629, Dadhichi Bhavan 2nd floor Chaura Rasta Near Sai Baba temple Jaipur Rajasthan-320003
AGM	28/09/2011	10.30 A.M.	G-1-560,RIICO Industrial area , Sitapura ,Jaipur
AGM	30/09/2010	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, 2012:

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

EGM held on May 29, 2012:

- Increase in Authorised Capital of the Company from Rs. 6,50,00,000/- to Rs. 10,00,00,000/-
- Alteration of Article 3 of Articles of Association of the Company consequent upon increase in Authorised Capital of the Company.

AGM held on September 28, 2011:

Delisting from Jaipur and Ahmedabad 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.

Following special resolutions were passed through postal ballot delcared on June 26, 2012:-

- Change of name of the Company from M/s. Rabha Plastics Limited to M/s. Trilogic Digital Media Limited u/s 21 of the Companies Act, 1956.
- Alteration of Main Object Clause III (A) of the Memorandum of Association of the Company by substituting sub clause 1 & 2.
- Shifting of Registered Office of the Company from the State of Rajasthan to the State of Maharashtra.
- Preferential Allotment of 6,00,000 Equity shares of Rs. 10/- each at Rs. 14.27/- per share to promoters.

Following special resolution was passed through postal ballot delcared on October 4, 2012:-

- To enhance the limit of inter corporate loan and guarantee of the Company u/s 372A of the Companies Act, 1956.

K. CERTIFICATION:

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

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

L. MEANS OF COMMUNICATIONS:

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

M. ADDITIONAL SHAREHOLDER'S INFORMATION

Annual General Meeting:-

The Nineteenth Annual General Meeting of the Shareholders will be held at 11: 00 a.m. on Saturday, **27th July, 2013** 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:-

Thursday, 25th July, 2013 to Saturday, 27th July, 2013 (Both days inclusive)

N. FINANCIAL CALENDAR :-

- Financial year: 1st April 2013 to 31st March,2014
- First Quarter results on or before 14th August, 2013
- Second Quarter results on or before 14^h November, 2013
- Third Quarterly results on or before 14^h February, 2014
- Forth quarterly results on or before 15th May, 2014

O. LISTING OF STOCK EXCHANGE :-

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

➤ Stock Code on BSE : 531712

➤ **ISIN Number for NSDL & CDSL: - INE532D01018**

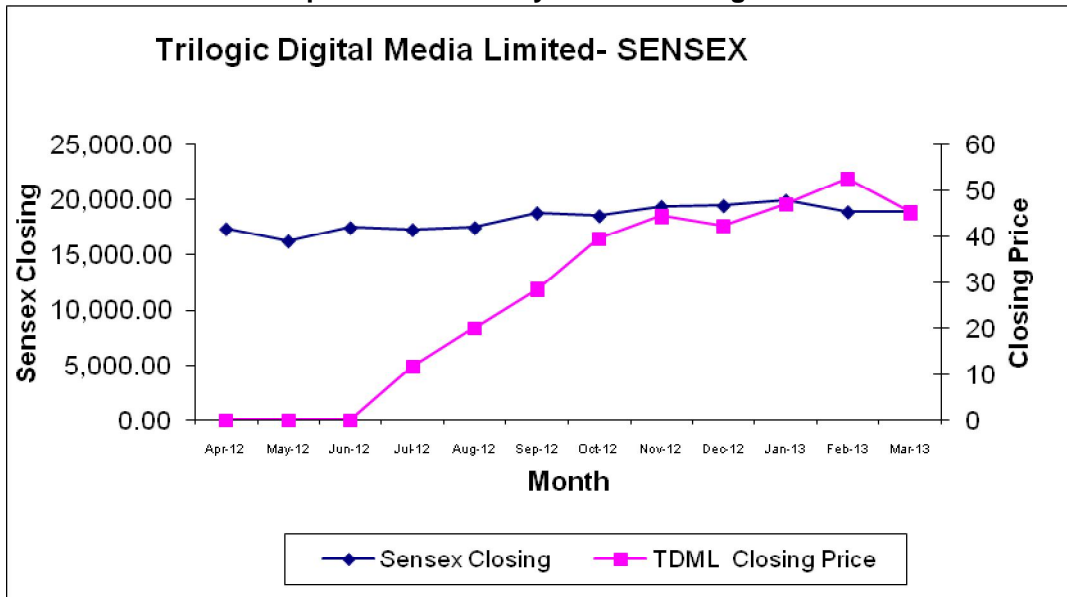
The listing fees for the financial year 2013-2014 have been paid to Bombay Stock Exchange Limited.

The Company has also paid annual custodian fee for the year under review to NSDL & CDSL.

Month	Bombay Stock Exchange Limited	
	(In ` Per share)	
	High	Low
April 2012	Nil	Nil
May 2012	Nil	Nil
June 2012	Nil	Nil
July 2012	11.69	7.58
August 2012	19.95	12.27
September 2012	28.45	20.30
October 2012	39.60	28.45

November 2012	44.35	33.30
December 2012	50.40	38.40
January 2013	53.40	40.00
February 2013	53.75	44.70
March 2013	54.95	45.20

Performance in comparison to Bombay Stock Exchange Limited SENSEX



Distribution of Shareholding as on March 31, 2013 is as under:

Category	Shareholders		Face Value of Rs. 10/- Per Share	
	Numbers	% of shareholders	Amount (Rs.)	% of Amount
1 – 500	230	48.626	930710	0.885
501 – 1000	114	24.101	1057400	1.006
1001 – 2000	32	6.765	512000	0.487
2001 – 3000	34	7.188	857000	0.815
3001 – 4000	8	1.691	296800	0.282
4001 – 5000	6	1.268	299000	0.284
5001 – 10,000	12	2.537	936850	0.891
100001 – Above	37	7.822	100248240	95.349
	473	100.00%	105138000	100.00%

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

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

1. Categories wise Distribution of equity shares as on March 31, 2013:

Sr. No.	Category of Shareholders	Total Holdings	% of Shareholdings
1.	Promoter & Promoter Group	5073090	48.25%
2.	Mutual Funds and UTI	-	-
3.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non Govt. Inst.)	-	-
4.	FII/Foreign Bodies	-	-
5.	Private Corporate Bodies	135890	1.29%
6.	Indian Public	4701020	44.72%
7.	NRIs/OCBs	-	-
8.	Clearing Member	3800	0.04
9.	Director/Directors Relatives	600000	5.7%
	TOTAL	10513800	100.00%

By Order of the Board

Sd/-
(Kamlesh Bhanushali)
Director

Sd/-
(Harish Patil)
Director

Place: Mumbai
Date: 22nd June, 2013

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, 2013, 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, 2013 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**

Sd/-

**Rajiv Bengali
M. No. 043998
Partner**

**Date: June 22, 2013
Place: Mumbai**

CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

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

1. We have reviewed the Financial Statements and the cash flow Statement for the year 2012-13 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: June 22, 2013

Sd/-
Kamlesh Bhanushali
Managing Director

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 2013 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, 2013 under clause (g) of sub-section 274 of the Companies Act 1956.
 - (f) 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, 2013.
- ii. In case of the profit and loss account, of the profit 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**

**Sd/-
CA Rajiv Bengali
Partner
M. No. : 043998**

**Place: Mumbai
Date: June 22, 2013**

**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 2013.

- 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 any deposit from the public during the year.
- 8) The central government has not prescribed the maintenance of cost records by the company under section 209(1)(d) of the Companies Act 1956.
- 9) It was explained to us that since the company has started the new business in the current year, the company has not been regular in paying statutory dues and following taxes were outstanding as on 31st March, 2013 for more than six months TDS Payable Rs. 5,27,862/- and Service Tax Rs. 6,26,187/- with the appropriate authorities.
- 10) 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.
- 11) 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.
- 12) As the company is not a chit fund / Nidhi/ mutual fund, special statute applicable to such companies are not applicable to the company.
- 13) Company is not dealing or trading in shares, securities, debentures hence para is not applicable.
- 14) 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.

- 15) On the basis of the records examined by us the company has not obtained any fresh loan, hence no comments required under this para.
- 16) 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 for long term purposes and vice-versa.
- 17) 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
- 18) On the basis of the records and documents examined by us, the company has not issued debentures.
- 19) The company has not raised any money by public issue during the year.
- 20) 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**

**Sd/-
CA Rajiv Bengali
Partner
M. No. : 043998**

**Place: Mumbai
Date: June 22, 2013**

TRILOGIC DIGITAL MEDIA LIMITED

Balance Sheet as at 31 March, 2013

Particulars		Note No.	As at 31 March, 2013	As at 31 March, 2012
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	1	107,003,750	56,403,750
	(b) Reserves and surplus	2	15,671,716	(56,638,491)
			122,675,466	(234,741)
2	Non-current liabilities		-	-
3	Current liabilities			
	(a) Short-term borrowings		-	-
	(b) Trade payables	3	4,447,950	1,391,672
	(c) Other current liabilities	4	1,503,510	39,120
	(d) Short-term provisions	5	1,723,920	-
			7,675,380	1,430,792
	TOTAL		130,350,847	1,196,051
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets		-	-
	(b) Non-current investments	6	119,096,845	-
	(c) Deferred tax assets (net)		-	-
	(d) Long-term loans and advances	7	184,682	184,682
	(e) Other non-current assets		-	-
			119,281,527	184,682
2	Current assets			
	(a) Current investments		-	-
	(b) Inventories		-	-
	(c) Trade receivables	8	7,289,554	965,000
	(d) Cash and cash equivalents	9	1,987,067	46,369
	(e) Short Term Loans & Advances	10	1,792,699	-
			11,069,320	1,011,369
	TOTAL		130,350,847	1,196,051
	Significant Accounting Polices	11		
	See accompanying notes forming part of the financial statements	12		

In terms of our report attached.

For Subramaniam Bengali & Associates

For TRILOGIC DIGITAL MEDIA LIMITED

Chartered Accountants

FRN : 127499W

CA Rajiv Bengali

Sd/-

Partner

M. No. 043998

Date: 22.06.13

Place : MUMBAI

Sd/-

Kamlesh Bhanushali

Managing Director

Sd/-

Harish Patil

Director

TRILOGIC DIGITAL MEDIA LIMITED
Statement of Profit and Loss for the year ended 31 March, 2013

Particulars		Note No.	For the year ended 31 March, 2013	For the year ended 31 March, 2012
A	CONTINUING OPERATIONS			
1	Revenue from operations (gross)	13	65,519,004	-
	Less: Excise duty		-	-
	Revenue from operations (net)		65,519,004	-
2	Other income		-	-
3	Total revenue (1+2)		65,519,004	-
4	Expenses			
	(a) Cost of materials consumed	14	23,320,790	-
	(b) Purchases of stock-in-trade		-	-
	(d) Employee benefits expense	15	3,000,000	-
	(e) Finance costs	16	10,856	4,288
	(g) Other expenses	17	3,395,231	750,764
	Total expenses		29,726,877	755,052
5	Profit / (Loss) before tax (3 - 4)		35,792,127	-755,052
6	Tax expense:			
	(a) Current tax expense for current year		1,723,920	-
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		-	-
	(d) Net current tax expense		1,723,920	-
	(e) Deferred tax		-	-
			-	-
7	Profit / (Loss) from continuing operations (5 ±6)		34,068,207	-755,052
B	TOTAL OPERATIONS		34,068,207	-755,052
8	Profit / (Loss) for the year		34,068,207	-755,052
15	Earnings per share (of ₹ 10/- each):			
i	(a) Basic			
	(i) Continuing operations		3	-0.12
	(ii) Total operations		3	-0.12
	(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		For TRILOGIC DIGITAL MEDIA LIMITED	
	Chartered Accountants			
	FRN : 127499W			
	CA Rajiv Bengali		Sd/-	Sd/-
	Partner		Kamlesh Bhanushali	Harish Patil
	M. No. 043998		Director	Director
	Date :		Date :	
	Place : Mumbai		Place :	Mumbai

TRILOGIC DIGITAL MEDIA LIMITED

Note 1 Share capital @

	Number of shares		Number of shares	
(a) Authorised 65,00,000 Equity shares of ` Rs.10/- each with voting rights 20,00,000 Equity shares of ` Rs.10/- each with voting rights			6,500,000	65,000,000
	20,000,000	200,000,000		
(b) Issued # 62,00,100 Equity shares of ` Rs.10/- each with voting rights 50,60,000 Equity Shares of Rs 10/- each with voting rights	6,200,100	62,001,000	6,200,100	62,001,000
	5,060,000	50,600,000	-	-
(c) Subscribed and fully paid up 62,00,100 Equity shares of ` Rs. 10/- each with voting rights 50,60,000 Equity Shares of Rs 10/- each with voting rights	6,200,100	62,001,000	6,200,100	62,001,000
	5,060,000	50,600,000	-	-
Total	11,260,100	112,601,000	6,200,100.00	62,001,000

Note 1 Share capital (contd.)

Class of shares	As at 31 March, 2013		As at 31 March, 2012	
	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

(A) Terms / rights attached to equity shareholders:

The Company has only one class of shares referred to as equity shares having a par valu of Rs.10/-. Each holder of Equity shares is entitled to one vote per share.All equity Shares of the Company rank pari passu in all respect including the right to divided.

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

(B) Shares held by its holding company and subsidiary of holding company:

There is no Holding Company or its Ultimate Holding Company or Subsidiaries or Associates of the Holding Company.

TRILOGIC DIGITAL MEDIA LIMITED

Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2013		As at 31 March, 2012	
	Number of shares held	% holding as at 31/03/2013	Number of shares held	% holding as at 31/03/2012
Equity shares with voting rights				
AMRITBEN V GADA	-	-	122,050	2
ANITA V GADA	-	-	304,000	6
BHANUBEN SHAH	-	-	458,600	8
BHARAT V GADA	-	-	36,100	1
GITA B GADA	-	-	274,250	5
SUSHILABEN SHAH	-	-	333,000	6
VIRCHAND L GADA	-	-	159,600	3
ANAND S. GURNANI	1,113,920	11	-	-
ARVIND PRADHAN BHANUSHALI	680,000	6	-	-
KAMLESH MOHANLAL BHANUSHALI	1,485,240	14	-	-
RINKU VINOD BHANUSHALI	680,000	6	-	-
SANKOOL ANILKUMAR SHAH	1,113,930	11	-	-
HARISH PATIL	600,000	6	-	-
OTHERS	4,840,710	46	3,766,200	69
	10513800	100	5453800	100

Note 2 Reserves and surplus

Particulars	As at 31 March, 2013	As at 31 March, 2012
	-	-
(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
(b) Share Premium Reserve		
Opening balance	-	-
Add: Additions during the year (give details)	38,242,000	-
Less: Utilised / transferred during the year (give details)	-	-
Closing balance	38,242,000	-

Particulars	As at 31 March, 2013	As at 31 March, 2012
	-	-
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(59,399,856)	(58,644,804)
Add: Profit / (Loss) for the year	34,068,207	(755,052)
Closing balance	(25,331,649)	(59,399,856)
Total	(25,331,649)	(59,399,856)

Note 3 Trade payables *

Particulars	As at 31 March, 2013	As at 31 March, 2012
	-	-
Trade payables:		
Acceptances	4,420,548	1,385,054
Other than Acceptances	27,402	6,618
Total	4,447,950	1,391,672

Note 4 Other current liabilities @

Particulars	As at 31 March, 2013	As at 31 March, 2012
	-	-
(a) Other payables		
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	1,379,811	-
(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	123,699	39,120
Total	1,503,510	39,120

Note 5 Short-term provisions

Particulars	As at 31 March, 2013	As at 31 March, 2012
	-	-
(a) Provision for employee benefits: @ (i) Provision for employee benefits (give details)	-	-
(b) Provision - Others: (i) Provision - others (give details) MAT for F.Y. 2012-2013	1,723,920	-
	1,723,920	-
Total	1,723,920	-

Note 6 Non-current investments

Particulars	As at 31 March, 2013			As at 31 March, 2012		
	Quoted #	Unquoted #	Total	Quoted	Unquoted	Total
	-	-	-	-	-	-
Investments (At cost): A. <u>Trade @</u> (a) Investment in equity instruments (give details separately for fully / partly paid up instruments) <u>(a) of other entities (give details)</u>						
Total - Trade (A)		-	-		-	-
(b) <u>Other non-current investments</u> (specify nature) The Entertainment Hub - Partnership Firm Mr. Anand Gurnani - (0.5%) Mr. Kamlesh Bhanushali - (0.5%)		119,096,845	119,096,845			
	-	-	-			-
Total - Other investments (B)			119,096,845			
Total (A+B)			119,096,845			-

Note 7 Long-term loans and advances

Particulars	As at 31 March, 2013	As at 31 March, 2012
	-	-
(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 8 Trade receivables @

Particulars	As at 31 March, 2013	As at 31 March, 2012
	-	-
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	6,549,554	225,000
Doubtful	-	-
	6,549,554	225,000
Less: Provision for doubtful trade receivables	-	-
	6,549,554	225,000
Total	7,289,554	965,000

Note 9 Cash and cash equivalents @

Particulars	As at 31 March, 2013	As at 31 March, 2012
	-	-
(a) Cash on hand	13,009	8,009
(b) Cheques, drafts on hand	-	-
(c) Balances with banks		
(i) In current accounts	1,974,059	38,361
(d) Others (specify nature)	-	-
Total	1,987,067	46,369

Note 10 Short-term loans and advances

Particulars	As at 31 March, 2013	As at 31 March, 2012
	-	-
(a) Loans and Advances		
Key Light Media and Content	800,000.00	-
Sehere Bedi	150,000.00	-
	950,000.00	-

(b) Balances with government authorities		
Unsecured, considered good		
(i) CENVAT credit receivable	-	-
(ii) VAT credit receivable	-	-
(iii) Service Tax credit receivable	-	-
(iv) TDS Receivable for F.Y. 2012-13	842,699.00	-
	842,699.00	-
Total	1,792,699.00	-

Note 13 Revenue from operations

	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
		-	-
(a)	Sale of products	38,600,000	-
(b)	Other operating revenues	26,919,004	-
		65,519,004	
(c)	<u>Less:</u> Excise duty	-	-
	Total	65,519,004	-

Note 14 Cost of materials consumed @

	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
		-	-
	Opening stock	-	-
	Add: Purchases	23,320,790	-
		23,320,790	-
	Less: Closing stock	-	-
	Cost of material consumed	23,320,790	-

Note 15 Employee benefits expense

	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
		-	-
	Salaries and wages	3,000,000	-
	Staff welfare expenses	-	-
	Total	3,000,000	-

Note 16 Finance costs

Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
	-	-
(a) Interest expense on:		
(i) Borrowings	-	-
(ii) Trade payables	-	-
(iii) Others		
- Interest on delayed / deferred payment of income tax	-	-
- Others (Bank Charges)	10,856	4,288
(b) Other borrowing costs @	-	-
(c) Net (gain) / loss on foreign currency transactions and translation (considered as finance cost)	-	-
Total	10,856	4,288

Note 17 Other expenses

Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
	-	-
Advertising Exp.	82,099	-
Travelling and conveyance *	13,690	3,000
Printing and stationery*	87,275	8,190
Legal and professional *	1,700,118	26,000
Payments to auditors (Refer Note (i) below)	100,000	28,090
Loss on fixed assets/Investment sold / scrapped / written off	-	5,000
<u>OTHER EXPENSES</u>		
Listing Fees	264,934	632,400
Fees of Registrar and Transfer Agent	184,754	27,589
Office Expenses	-	5,000
Stamp Duty Charges	-	2,986
Web Hosting Charges	-	11,030
Xerox Expenses	-	1,479
Postage, Telephone & Fax	946	-
ROC Filing Fees	943,773	-
Web Hosting Charges	17,641	-
Total	3,395,230	750,764

Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
(i) Payments to the auditors comprises (net of service tax input credit, where applicable): As auditors - statutory audit	100,000	28,090
Total	100,000	28,090

NOTE – 11

SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF ACCOUNTS

A. BASIS OF ACCOUNTING

- i) The company adopts the accrual basis of accounting in the preparation of accounts.
- ii) Sales are accounted for inclusive of excise duty and net of returns, claims and discount allowed

B. FIXED ASSETS AND DEPRECIATION/AMORTISATION

- i) All fixed assets are stated at historical cost. Cost comprises of the purchase price and attributable cost of bringing the assets to working condition for its intended use. Pre-operative expenditures are proportionately capitalized to the respective assets.
- ii) Depreciation on fixed assets is provided on straight-line method at the rate as specified in schedule XIV of the companies Act, 1956.
- iii) Leasehold land is amortised over the period of lease.

C. INVESTMENT

- i) Investments if any are stated at cost.

D. INVENTORIES

- i) Inventories are valued as under:
 - a. Raw Materials - at lower of cost or realizable value
 - b. Finished Goods - at net realizable value
 - c. Stores, Spares, Parts, Fuel, Packing Material, Components etc - at lower of cost or realizable value.

E. ACCOUNTING FOR TAXES ON INCOME

- i) Current tax is determined as the amount of tax payable in respect of taxable income for the year.
- ii) Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates.

F. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

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

G. EARNINGS PER SHARE

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

H. OTHER INCOME

Other Income is accounted on accrual basis.

I. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

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

CASH FLOW STATEMENT FOR COMPANIES OTHER THAN FINANCE COMPANIES

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

Cash Flow Statement for the year ended 31 March, 2013

Particulars	For the year ended 31 March, 2012 31 March, 2013		For the year ended 31 March, 2011 31 March, 2012	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		35,792		-
<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				-
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		26,919		
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		8,873		-
<u>Changes in working capital:</u>				
Adjustments for (increase) / decrease in operating assets:				
Inventories				
Trade receivables		-		
	6,325		400	
Short-term loans and advances		-		
	1,793			
Long-term loans and advances		-		

Other current assets		178	
Other non-current assets			
<i>Adjustments for increase / (decrease) in operating liabilities:</i>			
Trade payables	3,056		
Other current liabilities	1,464	16	-
Other long-term liabilities			
Short-term provisions	1,724		
Long-term provisions			
		-	
Cash flow from extraordinary items		1,874	562
Cash generated from operations			
Net income tax (paid) / refunds		-	
		1,724	
Net cash flow from / (used in) operating activities (A)		5,275	-
			178

CASH FLOW STATEMENT FOR COMPANIES OTHER THAN FINANCE COMPANIES

Name of the Company : TRILOGIC DIGITAL MEDIA LIMITED (FORMERLY RABHA PLASTICS LIMITED)
Cash Flow Statement for the year ended 31 March, 2013
(Contd.)

Particulars	For the year ended		For the year ended	
	31 March, 2012	31 March, 2013	31 March, 2011	31 March, 2012
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances				
Proceeds from sale of fixed assets				
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 - Partnership Firm		-94,658		
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		2,482		
Amounts received from AOPs				
Amounts received from LLPs				
Cash flow from extraordinary items				0
Net income tax (paid) / refunds		-92,176		-
Net cash flow from / (used in) investing activities (B)		-92,176		0

CASH FLOW STATEMENT FOR COMPANIES OTHER THAN FINANCE COMPANIES

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

Cash Flow Statement for the year ended 31 March, 2013 (Contd.)

Particulars	For the year ended 31 March, 2013		For the year ended 31 March, 2012	
C. Cash flow from financing activities				
Proceeds from issue of equity shares		88,842		-
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				
Repayment of other short-term borrowings				
Finance cost				
Dividends paid				
Tax on dividend				
Cash flow from extraordinary items				
Net cash flow from / (used in) financing activities (C)		88,842		-
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		1,941		-178
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)	46		224	
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		46		224
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
- (b) Cheques, drafts on hand
- (c) Balances with banks
- (i) In current accounts
- (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)
- (d) Others (specify nature)
- (e) Current investments considered as part of Cash and cash equivalents (Refer Note (ii) to Note 16 Current investments)

13

8

1974

38

1,987**46****1,941****178****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**For TRILOGIC DIGITAL MEDIA LIMITED**

Chartered Accountants

FRN : 127499W**Sd/-****Sd/-****Kamlesh Bhanushali****Harish Patil****CA Rajiv Bengali****Director****Director****M. No. 043998****Date :****Date :****Place :****Mumbai****Place :****Mumbai**

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 _____ as my/our proxy to vote for me/us at the **NINETEENTH ANNUAL GENERAL MEETING** of the Company to be held on Saturday, July 27, 2013 at 11.00 a.m. at _____ and at any adjournment (s) thereof.

Signed this day of2012.

Signature

Rupee one Revenue Stamp

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**.....

ATTENDANCE SLIP
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 _____

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

I/We hereby recorded my presence at the **NINETEENTH ANNUAL GENERAL MEETING** of the Company to be held on Saturday, July 27, 2013 at 11.00 a.m at _____

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,

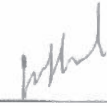


If undelivered, please return to:

TRILOGIC DIGITAL MEDIA LIMITED

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

FORM A

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

1.	Name of the Company	Trilogic Digital Media Limited
2.	Annual financial statements for the year ended	31st March, 2013
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	Whether appeared first time / repetitive / since how long period ----- N.A
5.	To be signed by-	
	<ul style="list-style-type: none"> • CEO/Managing Director • CFO • Auditor of the company • Audit Committee Chairman 	<p>Kamlesh Bhanushali ()</p> <p>N.A</p> <p>Rajiv Bengali ()</p> <p>Ankur Joshi ()</p>