

September 21, 2017

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Sub: Intimation of Annual General Meeting, Book Closure and e-voting Information of the Company**

**Ref.: Script Code: 531712 / ISIN: INE532D01018**

Dear Sir,

We would like to inform you as under;

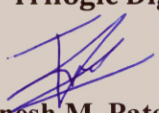
1. Annual General Meeting of the Company for the financial year ended March 31, 2017 will be held on Friday, September 29, 2017 at 10.00 a.m. at the registered office of the company situated at 5th Floor, Blue wave building, Off new link road, Opp laxmi industrial estate, Andheri (west), Mumbai – 400 053, Maharashtra, India..
2. The Register of Members and Share Transfer Books of the Company will remain ~~close from Friday, September 22, 2017 to Friday, September 29, 2017~~ (both days inclusive).
3. The cut-off date for the purpose of the e-voting is September 22, 2017.
4. The e-voting will commence from September 26, 2017 (10.00 a.m.) and will close at September 28, 2017 (5.00 p.m.).

We request you to kindly take the above information on record.

Thanking You.

Yours Truly,

For Trilogic Digital Media Limited

  
**Jignesh M. Patel**  
Director



## NOTICE

**NOTICE** is hereby given that the Twenty Third Annual General Meeting (“AGM”) of the Members of Trilogic Digital Media Limited will be held on September 29, 2017 at 10.00 a.m. at 5th floor, Blue Wave Building, Off New Link Road, Opp. Laxmi Industrial Estate, Andheri (West), Mumbai – 400 053, the registered office of the company to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended 31st March, 2017 together with the report of the Board of Directors and Auditors thereon.
2. To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**;

**“RESOLVED THAT** pursuant to provisions of Section 139, 141, 142 and other applicable provision, if any, of Companies Act, 2013 and the Rules and Regulations framed thereunder, as amended from time to time, and pursuant to resolution passed by the members of the AGM held on September 22, 2015, the appointment of M/s. Subramaniam Bengali and Associates, Chartered Accountants., (Firm Registration No. 127499W) as Statutory Auditors of the Company to hold office until the conclusion of the Annual General Meeting of the company to be held in financial year 2019-20, the consent of the members be and is hereby accorded to ratify their appointment at such remuneration and out-of-pocket expenses, as may be decided by the Audit Committee in consultation with Board of Directors of the Company.”

### **SPECIAL BUSINESS:**

3. **To approve the appointment of Mr. Shivanshu Pandey as an Independent Director.**

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

**“RESOLVED THAT** pursuant to Section 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mr. Shivanshu Pandey, (DIN: 06916787) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 2, 2017 and who holds office till the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Shivanshu Pandey as a candidate for the office of a director of the Company,

be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years i.e. for a period up to March 1, 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**4. To approve the appointment of Mr. Jignesh Maganlal Patel as an Executive Director.**

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

“**RESOLVED THAT** pursuant to provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jignesh Maganlal Patel (DIN: 07114651), who was appointed as an Additional Director of the company by the Board of Directors with effect from October 20, 2016 in terms of Section 161 of the Companies Act, 2013 and whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as Executive director of the Company, liable to retire by rotation.

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

**5. To approve the appointment of Mr. PadmakantMukutlal Shah as Executive Director.**

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

“**RESOLVED THAT** pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. PadmakantMukutlal Shah, (DIN: 07133195) who was appointed as an Additional Director of the company by the Board of Directors with effect from March 2, 2017 in terms of Section 161 of the Companies Act, 2013 and whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To approve the appointment of Mr. Arun RamchandKareer as an Executive Director.**

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

**“RESOLVED THAT** pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun RamchandKareer (DIN: 07496498), who was appointed as an Additional Director of the company by the Board of Directors with effect from March 2, 2017 in terms of Section 161 of the Companies Act, 2013 and whose term of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as director of the Company, liable to retire by rotation.

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

By order of the Board of Directors  
For **Trilogic Digital Media Limited**

Sd/-

**Jignesh Patel**

**Director**

**DIN:07114651**

**Date: August 14, 2017**

**Place: Mumbai**

**:NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at the Annual General Meeting.

Members/Proxies/Authorised Representatives are requested to bring their attendance slip, duly filled in, for attending the Meeting.

In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote at the meeting.

2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“Listing Regulations, 2015) is annexed.
3. Members are requested to note that no Directors are liable to retire by rotation. The board consists of 7 Directors, out of which 4 are Independent Directors who are not liable to retire by rotation and the balance 3 Directors are Additional Directors who are appointed during the year and their tenure is upto the AGM.
4. Documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of this meeting and will also be available for inspection.
5. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.

6. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2017 to September 29<sup>th</sup>, 2017 (both the days inclusive) for the purpose of AGM.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company/RTA.
8. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Annual General Meeting.
9. Members who wish to claim their unclaimed dividend are requested to correspond with Registrar and Share Transfer Agent of the company. Members are requested to note that dividends not claimed within seven (7) years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.
10. The copy of the Annual Report 2017 along with Notice of the Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same.
11. For members who have not registered their email address, physical copies of the Annual Report 2017 along with Notice of Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode. Members may also note that the Notice convening Annual General Meeting and Annual Report for the financial year 2016-17 will be available on the Company's website [www.trilogicdigitalmedia.com](http://www.trilogicdigitalmedia.com) in "Our Investors" section.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) (DP). Members holding shares in physical form shall submit their PAN details to the Company.
13. Members holding shares in electronic form are advised to contact their Depository Participant(s) for availing the nomination facility. Members holding shares in physical form are advised to make nomination in respect of their holding in Form SH-13 to the Company/RTA.
14. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 22, 2017, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
15. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
16. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the R&T Agent/Depositories.

17. Attendance Sheet, Proxy Form and the route map showing directions to reach the venue of the AGM is annexed.

#### **16. Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) limited (CDSL). The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members.

#### **The procedure to login to e-Voting website is given below:**

A. In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the Demat account/folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.

	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Trilogic Digital Media Ltd on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:



- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on September 26, 2017 from 10.00 A.M. and ends on September 28, 2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22<sup>nd</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

### **Item No. 3:**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Shivanshu Pandey (DIN: 06916787), as Additional Non-Executive Independent Director of the company on March 23, 2017 for a term of five years, subject to the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company. As an Additional Directors, he holds office up to the date of the forthcoming AGM of the Company. The Company has received notice in writing from Members, proposing their candidature for the office of Director under the provisions of Section 160(1) of the Act.

As per Section 149, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Shivanshu Pandey (DIN: 06916787), have given a declaration to the Board that they meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirement) Reg., 2015.

In the opinion of the Board, Mr. Shivanshu Pandey (DIN: 06916787), fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and they are independent of the Management. Copy of the draft letters for respective appointments setting out terms and conditions of appointment shall be open for inspection by the Members at the Registered Office during normal business hours on any working days of the Company. A brief profile along with other details of the Independent Directors as required under Listing Regulations is provided below.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Shivanshu Pandey, an Independent Director is now being placed before the Members for their approval.

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

### **Item No. 4, 5 & 6:**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Jignesh Maganlal Patel (DIN: 07114651) on October 20, 2016 and Mr. Padmakant Mukutlal Shah (DIN: 07133195), Mr. Arun Ramchand Kareer (DIN: 07496498) as Additional Executive Director of the company on March 2, 2017. As Additional Directors, Mr. Jignesh Maganlal Patel, Mr. Padmakant Mukutlal Shah and Mr. Arun Ramchand Kareer holds office up to the date of the forthcoming AGM of the Company. The Company has received notice in writing from Members, proposing his candidature for the office of Director under the provisions of Section 160(1) of the Act.

In the opinion of the Board, Mr. Jignesh Maganlal Patel, Mr. Padmakant Mukutlal Shah and Mr. Arun Ramchand Kareer fulfil the conditions specified in the Act and the Rules made there under for appointment as Director. Copy of the draft letters for his appointment setting out terms and conditions

of his appointment shall be open for inspection by the Members at the Registered Office during normal business hours on any working days of the Company.

In compliance with the provisions of the Act, the appointment of Mr. Jignesh Maganlal Patel, Mr. PadmakantMukutlal Shah and Mr. Arun Ramchand Kareeras Director is now being placed before the Members for their approval.

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

**Date: August 14, 2017**

**Place: Mumbai**

**Sd/-  
Jignesh Patel  
Director  
DIN: 07114651**

**Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 (SS-2):**

<b>NAME OF DIRECTOR</b>	<b>Jignesh Patel</b>	<b>Shivanshu Pandey</b>	<b>Padmakant Shah</b>	<b>Arun Kareer</b>
<b>Date of Birth:</b>	27/04/1981	20/04/1992	25/11/1946	25/12/1981
<b>Date of Appointment:</b>	20/10/2016	02/03/2017	02/03/2017	02/03/2017
<b>DIN:</b>	07114651	06916787	07133195	07496498
<b>Qualifications:</b>	<b>B-COM</b>	<b>B-COM</b>	<b>LAWYER</b>	<b>B-COM</b>
<b>Nature of experience/ Expertise:</b>	<b>10 plus years of experience and exposure of various verticals of Media Industry</b>	<b>3 years of experience in Media Industry</b>	<b>30 years of extensive experience in Legal matters.</b>	<b>5 years of experience in Business administration</b>
<b>Number of other listed Cos. in which Directorship is held:</b>	1	NIL	NIL	NIL
<b>Names of the committees of the Board of Other Companies in which Membership/ Chairmanship are held:</b>	NIL	NIL	NIL	NIL
<b>Terms Conditions</b>	As per the resolution stated in the item no. 4	As per the resolution stated in the	As per the resolution stated in the	As per the resolution stated in the item no. 6

		item no. 3	item no. 5	
<b>Justification for appointment of Independent Director</b>	Experience and Expertise in Media Industry	Experience in Creative field of the Media Industry	Extensive experience in Law	Experience and Expertise in Business
<b>Shareholding in the company</b>	NIL	NIL	NIL	NIL
<b>Inter Se Relation between Directors</b>	No Relations	No Relations	No Relations	No Relations