

TRILOGIC DIGITAL MEDIA LIMITED

Regd. Office: 20th Floor, Grandeur, CTS No.737,9,12,B,C&D,Off Link Rd, Veera Desai Rd Extn
,Oshiwara, Andheri (W), Mumbai- 400053
Tel No: +91 22 26103848 Fax No. +91 22 26613184
Website: <http://www.trilogicdigitalmedia.com/>
CIN NO: L74140MH1994PLC246168

**NOTICE OF POSTAL BALLOT
(PURSUANT TO SECTION 110 OF THE COMPANIES ACT 2013 READ WITH RULE 22 OF
COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)**

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for seeking consent of Members of the Company by passing the following Resolution through Postal Ballot.

SPECIAL BUSINESS:

1. RATIFICATION ON PREFERENTIAL ISSUE OF WARRANTS SHARES:

To consider and if thought fit, to pass with or without modifications the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the Special resolution passed in the Annual General Meeting (AGM) held on September 22, 2015 for issue of Share Warrants on preferential basis to Non - promoters, and in compliance with the requirement of BSE in accordance with the in- principle approval of BSE dated December 9, 2015 and in compliance of regulations of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) 2009, and Section 62 of Companies Act 2013 and other applicable provisions, approval of the members of the Company be and is hereby accorded to ratify the disclosures made in the notices sent to shareholders for convening AGM September 22, 2015, as below:

- i. The name/ identity of the Non promoter Allotee (other than Individual) is. M/s. Malvina Developers Private Limited, which is the Associate Company of M/s. Information TV Private Limited to whom 1,64,00,000 share warrants are allotted
- ii. The ultimate beneficiary of Non promoter Allotee (other than Individual) i.e. M/s. Malvina Developers Private Limited is Mr. Kartikeya Sharma, who is also the Ultimate Beneficial Owner of M/s. Information TV Private Limited.
- iii. The rectification of revised price which arrived as per pricing formula given in the SEBI (ICDR) is Rs. 19.18/- per share warrant. The Allotment of warrants was

done on the said price.

- iv. Post Issue shareholding after conversion of warrants into equity shall be as follows:

Name of the Proposed Allottees	In case of proposed allottee is not natural person then name of Ultimate Beneficial Owner	Pre Issue Shareholding		Number of warrants proposed to be allotted	Post Issue shareholding after conversion of warrants into equity	
		No. of Equity Shares	% of Total Capital		No. of Equity Shares	% of Total Capital
M/s. Malvina Developers private Limited	Mr Kartikeya Sharma	0	0.00	16400000	16400000	40.02
Ms. Shivaani Jaisingh	NA	0	0.00	900000	900000	2.20

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and/or the CFO be and are hereby authorised severally to take all necessary steps for giving effect to this resolution including filing of listing application and all other requisite documents with the Bombay Stock Exchange, Registrar of Companies , Mumbai and other Regulatorites, if any.

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

**Sd/-
Vishal Gurnani
Managing Director**

Place: Delhi

Date: February 11, 2016

Notes:

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from NSDL/CDSL/RTA as on 12th February, 2016 and these will be considered for voting.

3. In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of Postal Ballot Form/s. The procedure and instruction details are given in this notice.
4. The voting through Postal Ballot/ e-voting will start on 19th February, 2016 at 10.00.a.m. and will close on 19th March, 2016 at 5.00 p.m.
5. The Board of Directors of the Company has appointed Ms. Komal Deshmukh-Samant, Practicing Company Secretary, as a scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of her scrutiny, the Scrutinizer will submit her report to the Chairman and in her absence to the Company Secretary of the Company.
6. The Scrutinizer address is as below:-
Ms. Komal Deshmukh-Samant, Scrutinizer,
Bharat Tin Works, 1st Floor, Marol, Maroshi Road (Makwana Road), Opp. Vasant Oasis, Next to Keys Hotel, Marol, Andheri (E), Mumbai- 400 059
7. You are requested to carefully read the instructions printed in the form attached hereto, fill up the Form, give your assent or dissent on the Resolution at the end of the Form and return the duly completed and signed form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours (i.e. 5.00 p.m.) on 19th March, 2016. The Ballot received after the stipulated day and time will be strictly treated as if no reply has been received from the member.
8. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence by the Company Secretary of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolution. The result of the Postal Ballot will be declared on 21st March 2016 at 3.00 p.m. at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website <http://Trilogicdigitalmedia.com/> besides communicating the same to the Bombay Stock Exchange Limited where the shares of the Company are listed.
9. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by scrutinizer i.e. 19th March, 2016
10. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote. The notice of postal ballot is being emailed to shareholders who have updated their Email Ids in the records of RTA.
11. Shareholders to whom documents have been sent physically have the option to vote either thru e-Voting or through Postal Ballot Form. In case shareholder who have received Notice of Postal Ballot through e-mail but who wish to vote through Ballot Form can seek duplicate form from the registered office of the Company fill in the

- details and send the same to Scrutinizer by Post at the address given in Sr.No. 6 above or on before 19th March 2016 before 5.00 p.m.
12. Guidance on E-voting is provided in the section “Important Instructions”

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

ITEM NO.1

As per undertaking submitted to BSE for obtaining In principle approval for the allotment of 1.73 cr. Share warrants, ratification was required to be obtained from the shareholders for the following three aspects:

1. Allotment of warrants to Malvina Developers Pvt. Ltd
2. Issue price is Rs. 19.18/- instead of 18.76
3. Post shareholding pattern after conversion of all warrants into equity shares.

Pursuant to the Special resolution passed in AGM held on 22nd September 2015 , approval of shareholders was accorded to the Company to make allotment of 1,73,00,000 (One Crore Seventy Three Lacs only) Warrants convertible into equity shares (hereinafter referred to as “Warrants”) as per Chapter VII of SEBI (ICDR) Regulations 2009 on cash basis to non promoters. One of the allottee for 1.64 cr. Share warrants was Information TV Private Limited Or its Associate Companies. However in the said notice, names of Associate Companies were not mentioned though beneficial owner remained same in the case of Associate Company.

The Board has made allotment of warrants to M/s. Malvina Developers Private Limited, an Associate Company of M/s. Information TV Private Limited and Mr. Kartikeya Sharma is the Ultimate Beneficial Owner of M/s. Malvina Developers Private Limited.

As per undertaking submitted to BSE, the Company is required to obtain ratification from the shareholders by specifically mentioning name of Associate Company to whom the warrants are allotted.

Also the issue price as mentioned in the notice of AGM was Rs. 18.76 instead of Rs. 19.18. Previously the price as mentioned in the special Resolution passed in AGM held on 22nd September 2015 was Rs. 18.76, the same was erroneously miscalculated, due to assumption of Calendar Week i.e. from Monday to Friday, 7 days in a week from relevant date. The same was highlighted by BSE to calculate from Thursday from relevant week to Wednesday in the next relevant week) therefore there is increase in issue price by 42 paise.

Further, this ratification is in line with the requirements of BSE and its In principle Approval to apprise the revised pricing to the shareholders which is Rs.19.18/- The said pricing is calculated as per the SEBI (ICDR) regulations.

Also the post conversion of shareholding pattern is also given in the resolution for the knowledge of the shareholders.

The board commends the special Resolution set out at item No.1 of the Notice for approval by the shareholders.

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

**Sd/-
Vishal Gurnani
Managing Director**

Place: Delhi

Date: 11th February 2016

Encl: 1. Postal Ballot Form
2. Postage-prepaid envelope

TRILOGIC DIGITAL MEDIA LIMITED

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POSTAL BALLOT FORM

Sr. No. _____

Ballot No. _____

1. Name of Shareholder(s) _____
(in block letters) _____
(including joint holders, if any)

2. Registered Address of the sole/
First named shareholder _____

3. Registered Folio No./DP ID _____
Client ID _____

4. Number of shares held: _____

5. I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of the Resolution	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Ratification for Preferential Issue of warrants to Non promoters			

Place:

Date:

(Signature of the Shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

IMPORTANT INSTRUCTIONS

1. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/beneficial owners as on 12th February, 2016.
2. Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person by Board Resolution. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from 19th February, 2016 at 10.00.a.m. and will close on 19th March, 2016 at 5.00 p.m.
4. The result of the voting on the Resolution will be declared at the registered office of the Company on 21st March, 2016 at 3.00 p.m.
5. A member need not use all his/her votes or cast his/her votes in the same way.
6. Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
7. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
8. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to: Contact@tdml.in

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

9. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
10. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
11. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar /Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar /Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
12. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on 19th March, 2016. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
13. In case of shares held by Companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/

Authority and preferably with attested specimen signature(s) of the duly authorized signatory (ies) giving requisite authority to the person voting on the Postal Ballot Form.

Where the form has been signed by a representative of the President of India or of the Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.

14. The consent must be accorded by recording the assent in the column FOR and dissent in the column AGAINST by placing a tick mark (√) in the appropriate column.
The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
15. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction no. 2 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
16. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
17. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date for voting.
18. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
19. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.

INSTRUCTIONS FOR ELECTRONIC VOTING (e-VOTING)

For the Shareholders who wish to cast their votes electronically instead of physical mode of voting, the procedure and instructions are as follows:

In case of members receiving e-mail:

20. Log on to the e-voting website www.evotingindia.com
21. Click on "Shareholders" tab.
22. Now, select the COMPANY NAME "TRILOGIC DIGITAL MEDIA LIMITED" from the drop down menu and click on "SUBMIT"
23. 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.
24. Next enter the Image Verification as displayed and Click on Login.
25. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
26. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in postal ballot form as Sr. No. in the PAN field. In case the sequence number i.e. Sr. No. 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter Dividend Bank Details i.e. bank account number registered with the depository or company in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

27. After entering these details appropriately, click on "SUBMIT" tab.
 28. 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 resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 29. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
 30. Click on the EVSN for the relevant Company Name that is "TRILOGIC DIGITAL MEDIA LIMITED" on which you choose to vote.
 31. 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.
 32. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
 33. 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.
 34. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 35. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 36. 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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> 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.

After receiving the login details they have to create a Compliance 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 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 favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from Sl. No. 9 to Sl. No. 19 above to cast vote.
37. The voting period begins on 19th February, 2016 at 10.00.a.m. and will close on 19th March, 2016 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 (record date) i.e. 12th February, 2016, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter.

- (B) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.