

Date: 22.03.2016

**The General Manager,**  
Corporate Relationship Department  
**BSE Limited**  
14<sup>th</sup> Floor, P.J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001  
Scrip Code: 531712

**Sub: Disclosure pertaining to voting results of Postal Ballot and E-Voting**

**Re: Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

With reference to our Postal Ballot Notice dated 11<sup>th</sup> February, 2016, consent of the members was sought on the resolution as mentioned in the said notice. In this context, we enclose herewith details regarding the voting results of the special resolution, in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the said resolution has been approved by members with requisite majority. We enclose herewith the Report Dated 21<sup>st</sup> March 2016 of Ms. Komal Deshmukh, Practicing Company Secretary, Scrutinizer appointed by the Company for conducting Postal Ballot and e-voting process.

Please take the same on the records.

Yours faithfully,

For TRILOGIC DIGITAL MEDIA LIMITED

  
Company Secretary  
(Kajal Mehta)



Encl.: 1) Voting results of Postal Ballot and E-Voting  
2) Scrutinizer's Report

C.C.: 1) National Securities Depository Limited  
2) Central Depository Services (India) Limited

**Disclosure as per Regulation 44 of the SEBI (LODR) Regulation, 2015 to be submitted to Stock Exchange**

**Statement containing details regarding the voting results in the prescribed format pertaining to the Postal Ballot result declared on 21<sup>st</sup> March 2016.**

Date of declaration of Postal Ballot results	21 <sup>st</sup> March, 2016
Total number of Shareholders on record date	2857
Number of Shareholders present in the meeting either in person or proxy	1) Promoter & Promoter Group: NA 2) Public: NA
Number of Shareholders attended meeting through video conferencing	1) Promoter & Promoter Group: NA 2) Public: NA

Subject Matter of Resolution:

**1. For RATIFICATION ON PREFERENTIAL ISSUE OF WARRANTS SHARES**

Nature of Resolution: Special Resolution

Mode of Voting: Postal Ballot with E-Voting

Promoter/ Public	No. of Shares held  (1)	No. of Votes polled  (2)	% of Votes polled no outstanding shares $(3) = \frac{(2)}{(1)} \times 100$	No. of Votes – in favour  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled  $(6) = \frac{(4)}{(2)} \times 100$	% of Votes against on votes polled  $(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	9000558	3806432	42.29	3806432	-	100	-
Public- Institutional holders	-	-	-	-	-	-	-
Public- others	14682042	24683	0.17	21613	3070	87.56	12.44
Total	23682600	3831115	16.18	3828045	3070	99.92	0.08

*M. Kajal*



As per the information available to us on record and explanation given to us; the Company has paid proper and true postage/ charges with reference to the above.

- c) As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in one English Newspaper, and one vernacular Newspaper on February 19, 2016, informing about the completion of dispatch of the Postal Ballot Notices, both by courier and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.
- d) The Company has extended the facility of e-voting to the shareholders who have registered their e-mail address with the Company by tying up with the Central Depository Services Limited (CDSL) e-voting facility.
- e) The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL's e-voting Website.
- f) Particulars of all the postal ballot forms received from the Shareholders and the votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.
- g) No physical Postal Ballot Forms received from the shareholders.
- h) Envelopes containing Postal Ballot Forms received after 1700 hours on March 19, 2016 were not considered for our scrutiny. No such envelopes were received.
- i) Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened and will be taken up for destruction by the Company after announcement of the results.
- j) We have not found any defaced/mutilated Postal Ballot Form.
- k) We have also received a complete record of votes cast by electronic mode from Central Depository Services Limited (CDSL) the agency for providing and supervising electronic platform on March 21, 2016 which was closed by NSDL on March 19, 2016 at 1700 hours.
- l) Further, the shareholding details mentioned in the report are based on the details provided by the Company/ Registrar and Transfer Agents i.e. (M/s. Universal Capital Securities Pvt Ltd) of the Company



3. We report the result of the Postal Ballot (Physical and E Voting) as under. Further we are enclosing herewith Annexure I, Annexure II and Annexure III which represents the Basis of acceptance, Basis of Rejection and Report For Invalid Postal Ballot Forms/Electronic Votes respectively:

**(i) Details of Valid Votes For Resolution No. 1:**

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	0	0	14	3831115	14	3831115
Invalid Votes	0	0	0	0	0	0
Valid Votes	0	0	14	3831115	14	3831115

**(ii) Details of Percentage of Voting for Resolution No 1:**

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	12	3828045	99.92
Dissent	2	3070	0.08
<b>TOTAL</b>	<b>14</b>	<b>3831115</b>	<b>100</b>

**(iii) Table Showing Bifurcation of Promoters and Financial institutions for Resolution No 1**

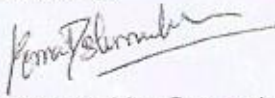
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	9000558	3806432	42.29	3806432	0	100.00	0.00
Public – Institutional holders	0	0	0	0	0	0	0.00
Public- Others	14682042	24683	0.17	21613	3070	87.56	12.44
<b>Total</b>	<b>23682600</b>	<b>3831115</b>	<b>42.46</b>	<b>3828045</b>	<b>3070</b>	<b>-</b>	<b>-</b>



4. RESULTS:-

- (i) As the number of votes casted in favour of the Resolution 1 i.e. **99.92 %** is more than the number of votes cast against i.e. **0.08%**, I report that the Special Resolution pursuant to the in principle approval of BSE and in compliance with Chapter VII of SEBI (Issue and Capital Disclosure Requirements) 2009 as set out in the Notice of Postal Ballot dated February 11, 2016 has been passed by the shareholders with requisite majority. **The Resolution is deemed to be passed as on the date of the announcement of the results.**

Thanking you,  
Yours faithfully,



**Komal Deshmukh - Samant**  
**Practicing Company Secretary**  
**C.P. No.: 15791**

**Place: Mumbai**  
**Date: March 21, 2016**

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**Report of Scrutinizer**

To,

**The Chairman,  
Trilogic Digital Media Limited  
Andheri (W), Mumbai**

**Sub: Postal Ballot of Shareholders of Trilogic Digital Media Limited**

Dear Sir,

I, Komal Deshmukh - Samant, was appointed as Scrutinizer for the purpose of the postal ballot taken as per notice of postal ballot dated February 11, 2016 on the below mentioned resolution:

1. Ratification on Preferential issue of share warrants:

1. We have given our consent to act as Scrutinizer to the Company as pursuant to Sub-rule 5 of Rule 22 of Companies (Management and Administration) Rules, 2014.

2. We submit our report as under:

- a) To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, listed Companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.
- b) The Company has completed the dispatch of Notice dated February 11, 2016 of Postal Ballot along with the Postal Ballot Forms containing the text of the resolutions and Explanatory Statement and self-addressed pre-paid business reply envelope by Courier and e-mail as applicable on February 18, 2016 to the Members, whose names appeared on the Register of Members/List of beneficiaries as on February 12, 2015. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice.

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PAN: AMWPD5204F

Service Tax Registration No. AMWPD5204FSD001

