

# MEDICAL INNOVATION HOLDINGS, INC.

## FORM 10-Q (Quarterly Report)

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 10Q**

(Mark One)

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended January 31, 2013

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

*Commission file number: 000-27211*

**MEDINA INTERNATIONAL HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

COLORADO 84-1469319

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(State of Incorporation) (IRS Employer ID Number)

1802 Pomona Rd., Corona, CA 92880

(Address of principal executive offices)

909-522-4414

(Registrant's Telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (ss.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of share outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of January 31, 2013, there were 55,890,117 shares of the registrant's common stock issued and outstanding.

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**PART I. - FINANCIAL INFORMATION**

MEDINA INTERNATIONAL HOLDINGS, INC. & SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	January 31, 2013 (Unaudited)	April 30, 2012 (Audited)
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 189,934	\$ -
Receivables	237,718	237,718
Reserve	(237,718)	(237,718)
Total receivables	-	-
Inventory	160,089	224,566
Total current assets	350,023	224,566
<b>Property and equipment</b>		
Property and equipment	788,155	753,332
Accumulated depreciation	(514,213)	(441,206)
Total property and equipment	273,942	312,126
<b>Other assets</b>		
Prepaid expenses	15,644	9,468
Total assets	\$ 639,609	\$ 546,160
<b>LIABILITIES &amp; SHAREHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 592,790	\$ 684,678
Accrued liabilities	42,387	458,947
Short term debt	128,709	132,614
Bank overdraft	-	192
Customer deposit	762,349	428,891
Stock subscription payable	2,200	-
Notes payable	110,500	90,500
Related party payable	50,000	57,500
Related parties - short term	1,250,887	683,041
Total current liabilities	2,939,822	2,536,363
<b>Shareholders' equity (deficit)</b>		
Preferred stock 10,000,000 shares authorized Series A preferred stock, \$0.01 par value, 50 shares authorized, 30 shares issued and outstanding as on January 31, 2013 and April 30, 2012	360,000	360,000
Series B preferred stock, \$0.01 par value, 100 shares authorized, 20 shares issued and outstanding as on January 31, 2013 and April 30, 2012	20,000	20,000
Common stock, \$0.0001 par value: 500,000,000 shares authorized 55,890,117 and 55,890,117 shares issued and outstanding as on January 31, 2013 and April 30, 2012	5,589	5,589
Additional paid-in capital	4,880,270	4,880,270
Accumulated deficit	(7,566,072)	(7,256,062)
Total Medina International Holdings, Inc. shareholders' equity (deficit)	(2,300,213)	(1,990,203)
Total liabilities and shareholders' equity (deficit)	\$ 639,609	\$ 546,160

The accompanying notes are an integral part of these financial statements.

MEDINA INTERNATIONAL HOLDINGS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)

	For the three months ended January 31,		For the nine months ended January 31,	
	2013	2012	2013	2012
Sales, net	\$ 347,866	9,576	\$ 1,048,373	449,919
Cost of Goods Sold	346,966	35,436	877,384	328,841
Gross profit (loss)	895	(25,860)	170,989	121,078
General and administrative expenses	226,289	408,813	389,377	1,126,004
Selling and marketing expenses	28,475	31,487	76,233	88,032
Write-off of assets	-	-	-	219,600
Income (loss) from operations	(253,869)	(466,160)	(294,621)	(1,312,558)
Other income	26,722	17,164	24,874	17,164
Interest expense	(13,579)	(23,665)	(40,263)	(124,119)
Net other Income (loss)	13,143	(6,501)	(15,389)	(106,955)
Net (income) loss	\$ (240,726)	\$ (472,661)	\$ (310,010)	\$ (1,419,513)
Net loss per share:				
Basic	\$ 0.00	\$ (0.01)	\$ (0.01)	\$ (0.03)
Diluted	\$ 0.00	\$ (0.01)	\$ (0.01)	\$ (0.03)
Weighted average number of shares outstanding:				
Basic	55,890,117	53,723,597	55,890,117	53,723,597
Diluted	55,890,117	53,723,597	55,890,117	53,723,597

The accompanying notes are an integral part of these financial statements.

Medina International Holdings, Inc. and Subsidiaries  
 Consolidated Statements of Shareholders' Equity  
 For the Nine Months Ended January 31, 2013  
 (Unaudited)

	Common Stock		Preferred Stock Series A		Preferred Stock Series B		Additional
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-In Capital
Balance - April 30, 2012	55,890,117	5,589	30	360,000	20	20,000	4,880,270
Net income (loss)	-	-	-	-	-	-	-
Balance - January 31, 2013	55,890,117	5,589	30	360,000	20	20,000	4,880,270

The accompanying notes are an integral part of these financial statements.



(Unaudited)

(continued)

	Accumulated Deficit	Totals
	-----	-----
Balance - April 30, 2012	\$ (7,256,062)	\$ (1,990,203)
Net income (loss)	(310,010)	(310,010)
	-----	-----
Balance - January 31, 2013	\$ (7,566,072)	\$ (2,300,213)
	=====	=====

The accompanying notes are an integral part of these financial statements.

MEDINA INTERNATIONAL HOLDINGS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	For the nine months ended January 31,	
	2013	2012
-----		
Cash flows from operating activities:		
Net income (loss)	\$ (310,010)	\$ (1,419,513)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation expenses	73,007	25,647
Stock issued for acquiring 51% of Wintec	-	259,600
Gain on settlement of accounts payable	-	295,449
Interest on Convertible Notes	-	63,333
Stock issued for services	2,200	16,500
Changes in operating assets and liabilities:		
(Increase) decrease in accounts receivable	-	5,321
(Increase) decrease in other receivable	-	-
(Increase) decrease in inventory	64,477	13,688
Increase (Decrease) in accounts payable and accrued liabilities	65,046	220,195
Increase (Decrease) in customer deposits	333,458	77,656
(Increase) decrease in prepaid expenses	(6,167)	23,678
	-----	
Total adjustments	532,021	1,001,067
	-----	
Net cash (used) received in operating activities	222,011	(418,446)
	-----	
Cash flow from investing activities:		
Purchase of property and equipment	(34,823)	(90,799)
	-----	
Total cash flow used in investing activities	(34,823)	(90,799)
	-----	
Cash flows from financing activities:		
Proceeds (Payments) from notes payable - related party	(7,500)	(4,705)
Proceeds (Payments) from note payable	20,000	102,500
Proceeds (Payments) on lines of credit & credit cards	(3,905)	89,992
Proceeds (Payments) from short-term borrowings Shareholders	(5,839)	57,775
Proceeds from sale of stock	-	250,000
	-----	
Total cash flow provided (used) by financing activities	2,756	495,562
	-----	
Net increase (decrease) in cash and cash equivalents	189,944	(13,683)
	-----	
Cash and cash equivalents - beginning of period	-	17,353
	-----	
Cash and cash equivalents - end of period	\$ 209,626	\$ 3,670
	=====	
Supplemental disclosure of cash flow information:		
Interest Paid	\$ 10,239	\$ 5,212
	=====	
Taxes Paid	\$ -	\$ -
	=====	

Accrued payroll accounts of Mr. Daniel Medina and Madhava Rao Mankal amounting to \$573,685 transferred from Accounts Payable to Short Term Borrowings accounts.

The accompanying notes are an integral part of these financial statements.

**MEDINA INTERNATIONAL HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED JANUARY 31, 2013**

(Unaudited)

**NOTE 1. BUSINESS, BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

Medina International Holdings, Inc. ("Company," "Medina," "we," "us," "our") was incorporated in 1998 as Colorado Community Broadcasting, Inc. The Company intended to purchase low power television licenses or stations and planned to broadcast local programming mixed with appropriate national programming. The Company changed the name of the business in 2005 to Medina International Holdings, Inc.

The Company, under its two wholly owned subsidiaries, Harbor Guard Boats, Inc. and Medina Marine, Inc., plans to manufacture and sell recreational and commercial boats. The Company formed Medina Marine, Inc., as a wholly owned subsidiary of the Company, on May 22, 2006 to manufacture and sell fire rescue, rescue and recreational boats.

The Company acquired Modena Sports Design, LLC, as a wholly owned subsidiary of the Company on June 18, 2008. Modena Sports Design, LLC was formed in the State of California in 2003 to produce fire rescue, rescue and recreational boats. Modena Sports Design, LLC reorganized as a California corporation on January 7, 2010 changed its name to Harbor Guard Boats, Inc.

The Company entered into an agreement with WinTec Protective Systems, Inc. on June 28, 2011 to acquire 51% of the equity of Wintec Protective Systems, Inc. in exchange for 3,000,000 common shares of the Company. The Company has invested \$237,718 in Wintec Protective Systems, Inc. under the acquisition agreement. This agreement was cancelled under the settlement agreement, dated March 28, 2012. Wintec Protective Systems, Inc. has agreed to repay \$237,718 within two years from the date of settlement agreement.

**Presentation of Interim Information**

In the opinion of the management of the Company, the accompanying unaudited financial statements include all normal adjustments considered necessary to present fairly the financial position and operating results of the Company for the periods presented. The unaudited financial statements and notes are presented as permitted by Form 10-Q, and do not contain certain information included in the Company's Annual Report on Form 10-K for the fiscal year ended April 30, 2012. It is management's opinion that when the interim financial statements are read in conjunction with the April 30, 2012 Annual Report on Form 10-K, the disclosures are adequate to make the information presented not misleading. Interim results are not necessarily indicative of results for a full year or any future period. The accompanying consolidated financial statements of Medina International Holdings, Inc. and its subsidiaries were prepared in accordance with generally accepted accounting principles in the United States of America ("USGAAP") and include the assets, liabilities, revenues, and expenses of subsidiaries, Harbor Guard Boats, Inc. All intercompany balances and transactions have been eliminated in consolidation.

## **Going Concern**

Recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to raise additional capital, obtain financing and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles in the United States, which contemplates continuation of the Company as a going concern. On January 31, 2013, the Company's current liabilities exceeded its current assets by \$2,589,799. Also, the Company's operations generated \$1,048,373 revenue during the nine months ended January 31, 2013 and the Company's accumulated deficit at January 31, 2013 is \$7,566,072.

Management takes various steps to revise its operating and financial requirements, which we believe are sufficient to provide the Company with the ability to continue on in the subsequent year. Management devoted considerable effort during the period ended January 31, 2013 towards management of liabilities and improving our operations. Management believes that the above actions will allow the Company to continue its operations through the next fiscal year.

The future success of the Company is likely dependent on its ability to attain additional capital to develop its proposed products and ultimately, upon its ability to attain future profitable operations. There can be no assurance that the Company will be successful in obtaining such financing, or that it will obtain positive cash flow.

## **NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Presentation and Consolidation**

The accompanying consolidated financial statements of Medina International Holdings, Inc. and its subsidiaries were prepared in accordance with generally accepted accounting principles in the United States of America ("USGAAP") and include the assets, liabilities, revenues, and expenses of our two wholly owned subsidiaries, Harbor Guard Boats, Inc., and Medina Marine, Inc. All intercompany balances and transactions have been eliminated in consolidation.

### **Use of Estimates**

The preparation of our consolidated financial statements in conformity with USGAAP requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting periods. Significant estimates and assumptions are used for, but are not limited to;

- 1) Revenue recognition;
- 2) Allowance for doubtful accounts;
- 3) Inventory costs;
- 4) Asset impairments;
- 5) Depreciable lives of assets;
- 6) Income tax reserves and valuation allowances;
- 7) Fair value of stock options;
- 8) Allocation of direct and indirect cost of sales;
- 9) Contingent liabilities; and 10) Warranty liabilities.

Future events and their effects cannot be predicted with certainty; accordingly, our accounting estimates require exercise of judgment. We base our estimates on historical experience, available market information, appropriate valuation methodologies, and on various other assumptions that we believe to be reasonable. We evaluate and update our assumptions and estimates on an ongoing basis and may employ outside experts to assist in our evaluation, when necessary. Actual results could differ materially from these estimates.

### **Revenue Recognition**

Revenue Recognition is recognized when earned. The Company's revenue recognition policies are in compliance with ASC 650 "Revenue Recognition." Sales revenue is recognized at the date of shipment to customers when a formal arrangement exists, the price is fixed or determinable, the delivery is completed, no other significant obligations of the Company exist and collectability is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are satisfied, are recorded as unearned revenue.

### **Cash and Cash Equivalents**

The Company considers all liquid investments with a maturity of three months or less from the date of purchase that are readily convertible into cash to be cash equivalents. The Company maintains its cash in bank deposit accounts that may exceed federally insured limits. The Company has not experienced any losses in such accounts.

#### Accounts receivable

The Company reviews accounts receivable periodically for collectability and establishes an allowance for doubtful accounts and records bad debt expense when deemed necessary. At January 31, 2013 and April 30, 2012, the Company had \$237,718 in its allowance for doubtful accounts.

### **Inventory**

We carry our inventories at the lower of its cost or market value. Cost is determined using first-in, first-out ("FIFO") method. Market is determined based on net realizable value. We also provide due consideration to obsolescence, excess quantities, and other factors in evaluating net realizable value.

### **Fixed Assets**

Capital assets are stated at cost. Fixed assets consist of tools (molds), office equipment, fire extinguishers and manufacturing tools and are stated at cost. Depreciation of fixed assets is provided using the straight-line method over the estimated useful lives (3-7 years) of the assets. Expenditures for maintenance and repairs are charged to expense as incurred.

### **Long Lived Assets**

The Company adopted codification ASC 350 "Accounting for the Impairment or Disposal of Long-Lived Assets", The Company periodically evaluates the carrying value of long-lived assets to be held and used in accordance with ASC 350. ASC 350 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced.

## **Comprehensive Loss**

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Certain statements, however, require entities to report specific changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, as a separate component of the equity section of the balance sheet. Such items, along with net income, are components of comprehensive income.

## **Issuance of Shares for Service**

The Company accounts for employee and non-employee stock awards, whereby equity instruments issued to employees for services are recorded based on the fair value of the instrument issued and those issued to non-employees are recorded based on the fair value of the consideration received or the fair value of the equity instrument, whichever is more reliably measurable.

## **Fair Value Of Financial Instruments**

Disclosures about fair value of financial instruments, requires that the Company disclose estimated fair values of financial instruments. The carrying amounts reported in the statements of financial position for current assets and current liabilities qualifying, as financial instruments are a reasonable estimate of fair value.

## **Foreign Currency Translation And Hedging**

The Company is exposed to foreign currency fluctuations due to international trade. The management does not intend to enter into forward exchange contracts or any derivative financial investments for trading purposes. The management does not currently hedge foreign currency exposure.

## **Basic and Diluted Net Loss per Share**

Basic net loss per share is based upon the weighted average number of common shares outstanding. Diluted net loss per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised.

Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

Products and services, geographic areas and major customers

The Company earns revenue from the sale of commercial and recreational boats. The Company's products were sold domestically and internationally. The Company does not separate sales activities into different operating segments.

Recently issued accounting pronouncements

There were accounting standards and interpretations issued during the nine months ended January 31, 2013, none of which are expected to have a material impact on the Company's financial position, operations or cash flows.

**NOTE 3. INVENTORY**

As of January 31, 2013 and April 30, 2012, inventory consisted of the following:

Item	January 31, 2013	April 30, 2012
Raw material and supplies	\$ 0	\$ 0
Work in progress	160,089	224,566
Finished goods	0	0
Total Inventory	\$ 160,089	\$ 224,566

**NOTE 4. FIXED ASSETS**

As of January 31, 2013 and April 30, 2012, property and equipment consisted of the following:

Property and Equipment	January 31, 2013	April 30, 2012
Machinery and equipment, including molds & tools	\$ 679,021	\$ 668,474
Computers	13,535	13,535
Furniture and fixtures	2,537	2,537
Office equipment	4,540	3,286
Fire extinguisher	500	500
Intangible assets	88,022	65,000
Total property and equipment	788,155	753,332
Less: Accumulated Depreciation	(514,213)	(441,206)
Total Property and equipment	\$ 273,942	\$ 312,126

The 20' mold for production of boats was developed and is ready for production purposes. The expense on the mold is not a research and development (R&D) expense as the mold is used for production. The guidance of ASC 730-10 relates to research and development costs and therefore does not apply to our 20' mold as we are going to use it for production purposes.

As at the year ended April 30, 2012, a majority of the work on the mold was complete and it was decided to depreciate starting year ended April 30, 2012. Management decided to include the mold under its Machinery and Equipment category and is depreciated using seven years useful life, although the mold will last longer than 7 years. We will revise the sub heading to read, 20' Fire Rescue Mold instead of 20' Fire Rescue Mold WIP.

Design Drawings at a cost of \$65,000 is for making drawings which helps in building standard 26' and 30' boats. Actual life of the boat design may last longer than 10 years as these standard drawings can be modified to make it custom boat. Therefore, we provided 10 years as the life span.

We invested in two designs of boats for commercially manufacturing boats. We have already built and delivered two boats of both designs. We will use these designs and drawings for future boats manufacturing. We have estimated that the usefulness of these Design and drawings for 10 years, as these designs can be used with minor changes for more than 10 years.

**NOTE 5. PREPAID EXPENSES AND OTHER ASSETS**

As of January 31, 2013 and April 30, 2012, prepaid expenses and other assets included operating expenses, vendor deposit and trade mark in the amount of \$9,370 and \$9,468, respectively.

**NOTE 6. ACCRUED LIABILITIES**

As of January 31, 2013 and April 30, 2012, accrued liabilities consisted of the following:

Accrued Liabilities	January 31, 2013	April 30, 2012
Interest - shareholder loan	\$ 0	\$ 70,372
Interest - related party	13,113	14,000
Interest - notes payable	11,270	7,179
Payroll and taxes	4,933	354,324
Warranty liabilities	13,072	13,072
<b>Total Accrued liabilities</b>	<b>\$ 42,387</b>	<b>\$ 458,947</b>

**NOTE 7. SHORT-TERM DEBT**

As of January 31, 2013 and April 30, 2012, short term debt consisted of the following:

Short-Term Debt	January 31, 2013	April 30, 2012
Line of credit - Financial Institution	\$ 101,017	\$ 94,932
Credit card	27,692	37,682
<b>Total</b>	<b>\$ 128,709</b>	<b>\$ 132,614</b>

As of January 31, 2013, the Company had a line of credit totaling \$100,000, under which the Company may borrow on an unsecured basis at an interest rate of 8.75% with monthly payments due. The outstanding balance as of January 31, 2013 was \$94,886.

At January 31, 2013, Company owed \$6,131. The Company originally borrowed \$11,024.92 from Wells Fargo bank as equipment loan repayable over a period of 60 monthly installments of \$212.

The Company's remaining credit cards carry various interest rates and require monthly payments, and are substantially held in the name of or guaranteed by related parties.



## NOTE 8. RISK MANAGEMENT ACTIVITIES

### Foreign Currency

The majority of our business is denominated in U.S. dollars and fluctuations in the foreign currency markets will have a minimal effect on our business.

### Commodity Prices

We are exposed to market risk from changes in commodity prices. The cost of our products could increase, if the prices of fiberglass and/or aluminum increases significantly, further decreasing our ability to attain profitable operations. We are not involved in any purchase commitments with any of our vendors.

### Insurance

We are exposed to several risks, including fire, earthquakes, theft, and key person liabilities. We do not carry any insurance for these risks, other than general liability insurance, which will adversely affect our operations if any of these risks materialize.

## NOTE 9. RELATED PARTY TRANSACTIONS

The Company has various license agreements with a related party allowing its technology to be utilized in the manufacture of its boats. The license agreements typical provide for \$1,500 royalty payment on every boat manufactured by the company except on boats manufactured where Mr. Albert Mardikian's patents are not used.

## NOTE 10. CUSTOMER DEPOSIT

As of January 31, 2013 and April 30, 2012, customer deposit consisted of the following:

Customer Deposits	January 31, 2013	April 30, 2012
Deposit for commercial boats	\$ 741,849	\$ 408,391
Deposit for recreational boats	20,500	20,500
Total customer deposits	\$ 796,924	\$ 428,891

## NOTE 11. NOTE PAYABLE

As of January 31, 2013 and April 30, 2012, notes payable consisted of the following:

Notes Payable	January 31, 2013	April 30, 2012
Notes payable - related party	\$ 50,000	\$ 57,500
Notes payable - other	110,500	90,500
Total notes payable	\$ 160,500	\$ 148,000

As of January 31, 2013, the Company had an unsecured note payable to Mr. Srikrishna Mankal, son of Madhava Rao Mankal, CFO of the Company, in the amount of \$50,000, which bears interest at 0% per annum. As of January 31, 2013, accrued interest on this note was \$13,113.

The convertible notes for \$52,500 issued to Asher Enterprises, Inc. ("Asher") in June 24, 2011 have a maturity date on the March 13, 2012 with interest of 8% per annum. These notes are convertible at the election of Asher from time to time after the issuance date. In the event of default, the amount of principal and interest not paid and the notes become immediately due and payable. Should that occur, the Company is liable to pay Asher 150% of the then outstanding principal and interest. The note agreements contain covenants requiring Asher's written consent for certain activities not in existence or not committed to by the Company on the issue date of the notes, as follows: dividend distributions in cash or shares, stock repurchases, borrowings, sale of assets and certain advances and loans in excess of \$100,000. Outstanding note principal and interest accrued thereon can be converted in whole, or in part, at any time by Asher after the issuance date into an equivalent of the Company's common stock determined by 60% of the average of the three lowest closing bid prices of the Company's common stock during the ten trading days prior to the date the conversion notice is sent by Asher. We have provided \$35,000 as interest expense loss on the above transaction. Of the \$52,500 in principal, \$4,500 is converted to 2,500,000 common shares. The balance of the loan amount is \$48,000.

The convertible notes for \$42,500 issued to Asher in August 1, 2011 had a maturity date on the May 1, 2012 with interest of 8% per annum. These notes are convertible at the election of Asher from time to time after the issuance date. In the event of default, the amount of principal and interest not paid and the notes became immediately due and payable, as a result, the Company is liable to pay Asher 150% of the then outstanding principal and interest. The note agreements contain covenants requiring Asher's written consent for certain activities not in existence or not committed to by the Company on the issue date of the notes, as follows: dividend distributions in cash or shares, stock repurchases, borrowings, sale of assets and certain advances and loans in excess of \$100,000. Outstanding note principal and interest accrued thereon can be converted in whole, or in part, at any time by Asher after the issuance date into an equivalent of the Company's common stock determined by 60% of the average of the three lowest closing bid prices of the Company's common stock during the ten trading days prior to the date the conversion notice is sent by Asher. We have provided \$28,333 as interest expense loss on the above transaction.

Both convertible notes have been transferred by Asher to C.S. Seshadri, the two notes have principal balances of amount of \$48,000 and \$42,500 and have retained their original terms, as discussed above.

**NOTE 12. SHAREHOLDERS' LOANS**

As of January 31, 2013 and April 30, 2012, shareholders loans consisted of the following:

Shareholders' Loans	January 31, 2013	April 30, 2012
Daniel Medina, President & Director	\$ 651,545	\$ 360,629
Madhava Rao Mankal, Chief Financial Officer & Director	599,342	322,412
<b>Total Shareholders' Loans</b>	<b>\$ 1,250,887</b>	<b>\$ 683,042</b>

Shareholder's loans are unsecured, accrued at 10% interest per annum and due on demand. Shareholders' loans includes accrued payroll for Daniel Medina and Madhava Rao Mankal, shareholders, officers and directors of the Company.

## **NOTE 13. STOCKHOLDERS' EQUITY**

### **Common Stock**

The Company has been authorized to issue, 500,000,000 shares of common stock with a par value of \$0.0001. As of January 31, 2013 and April 30, 2012, the Company had 55,890,117 and 55,890,117 shares of its common stock issued and outstanding respectively.

### **Preferred Stock**

#### **Series A**

The Company has been authorized to issue 10,000,000 shares of preferred stock with a par value of \$.01, out of which 50 shares have been designated as convertible Series `A' preferred stock ("Series A"). The Series `A' has a stated value \$12,000 per share, each one share of Series `A' is convertible into 1% of the outstanding common shares at the time of conversion, may be converted at any time, is redeemable by the Company in whole or in part at any time at a price equal to the greater of (a) \$12,000 per share or (b) the market value of the common stock into which the Series `A' is convertible, has preferential liquidation rights to common stock subject to a 150% of invested capital cap, and has voting rights equal to common stock in an amount equal to the number of shares that Series `A' could be converted into common shares were issued or outstanding at January 31, 2013.

The Company has issued 30 shares of its Series `A' preferred stock to two of its executive officers, Messrs. Madhava Rao Mankal, CFO of the Company and Daniel Medina, President of the Company. Mr. Mankal and Mr. Medina each received 15 shares of Series `A' preferred stock, which was valued at \$360,000 in total. No shares were issued during the three months ended January 31, 2013.

#### **Series B**

During the year ended April 20, 2012, 20 shares of Preferred Series "B" was issued to one individual and were valued at \$20,000 per the redemption clause of the Preferred Series B shares. The holders of the Series B Stock have the following rights under the Certificate of Designation with respect to the redemption, at any time, the Company may, in its sole discretion, redeem some or all of the outstanding shares of Series B Stock at a "Redemption Price" equal to the greater of (i) \$1,000 per share or (ii) the market value of the common stock into which the Series B Stock is convertible, as of the Redemption Date.

## **NOTE 14. COMMITMENTS AND CONTINGENCIES**

### **Rental Leases**

The Company signed a 3 year lease for 11,900 square feet building in the city of Corona, in the state of California, effective April, 2010. The address for this location is 1802 Pomona Rd, Corona, CA 92880. This building is owned by unrelated parties. The lease expires on March 31, 2013, and calls for monthly payments initially of \$2,600 per month plus costs, escalating over the term of the lease to \$6,000 per month plus costs.

The Company has various license agreements with a related party allowing its technology to be utilized in the manufacture of its boats. The license agreements typical provide for \$1,500 royalty payment on every boat manufactured by the company except on boats manufactured where Mr. Albert Mardikian's patents are not used.

The Board of Directors of the Company authorized the creation of a new series of its Preferred Stock. On August 28, 2012, the Company amended its Articles of Incorporation to designate the Series C Convertible Preferred Stock. The Series C Convertible Preferred Stock ("Series C Preferred Stock") has 500 authorized shares. At the time of this filing no shares of the Series C Preferred Stock have been issued.

The holders of the Series C Preferred Stock would have a voting right equal to that of the common stock holders in any matter that the common stock holders of the Company are able to vote upon. The Series C Preferred Stock is equal to such number of votes as shall be equal to the aggregate number of shares of common stock into which such holder's shares of Series C Stock are convertible immediately after the close of business on the record date determined for any vote.

#### **NOTE 15. SUBSEQUENT EVENTS**

The Company has evaluated its activities subsequent to the period ended January 31, 2013, through March 12, 2013 and found no reportable subsequent events.

## ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our unaudited financial statements and notes thereto included herein. In connection with, and because we desire to take advantage of, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we caution readers regarding certain forward looking statements in the following discussion and elsewhere in this report and in any other statement made by, or on our behalf, whether or not in future filings with the Securities and Exchange Commission. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward looking statements made by, or on our behalf. We disclaim any obligation to update forward-looking statements.

The independent registered public accounting firm's report on the Company's financial statements as of April 30, 2012, and for each of the years in the two-year period then ended, includes a "going concern" explanatory paragraph, that describes substantial doubt about the Company's ability to continue as a going concern.

The Company, under its two wholly owned subsidiaries, Harbor Guard Boats, Inc. and Medina Marine, Inc., plans to manufacture and sell recreational and commercial boats.

The Company engages approximately six full time employees. Our President and Chief Financial Officer have been engaged on full time to work with Harbor Guard Boats, Inc.

The Board of Directors of the Company authorized the creation of a new series of its Preferred Stock. On August 28, 2012, the Company amended its Articles of Incorporation to designate the Series C Convertible Preferred Stock. The Series C Convertible Preferred Stock ("Series C Preferred Stock") has 500 authorized shares. At the time of this filing, no shares of the Series C Preferred Stock have been issued.

Our securities are currently not liquid. There are limited market makers in our securities and it is not anticipated that any market will develop for our securities until such time as we successfully implement our business plan of producing and marketing our Fire and Rescue boats. We presently have no liquid financial resources to offer such a candidate and must rely upon an exchange of our stock to complete such a merger or acquisition.

## RESULTS OF OPERATION

### For the Three Months Ended January 31, 2013 Compared to the Three Months Ended January 31, 2012

The Company recognized \$347,861 in revenues during the three months ended January 31, 2013 as compared to \$9,576 for the three months period ended January 31, 2012, resulting in an increase in sales during the quarter of \$338,285. We sold two boats for the three months ended January 31, 2013 compared to none during the three months ended January 31, 2012. While we sold no boats in the prior period, we did during that period recognize revenues from the activities of Wintec Systems, which we no longer are involved with.

Our cost of goods sold for the three months ended January 31, 2013 was \$346,966 compared to \$35,436 during the three months ended January 31, 2012. The increase in cost of goods sold of \$311,530 or 879.13% was a result of increase in corresponding sales activities.

Gross profit margin increased to \$895 for the three months period ended January 31, 2013 compared to (\$25,860) for the three months period ended January 31, 2012. Increases in gross profit by \$26,755 due to sale of two boats at an average price of \$173,930 per boat.

During the three months period ended January 31, 2013, we incurred general and administrative expenses of \$226,289 compared to \$408,813 during the three months period ended January 31, 2012. The decrease in general and administrative expenses for the three months period ended January 31, 2013 of \$182,524 or 44.65% was mainly due to the decrease of development expenditures of Wintec Protective Systems, Inc. and professional & legal expenses.

During the three months ended January 31, 2013, the Company incurred selling and marketing expenses of \$28,475 compared to \$31,487 during the three months ended January 31, 2012. The decrease of \$3,012 or 9.56% in selling expenses was primarily due to the decrease in selling commissions and sales expenditure of Wintec Protective Systems, Inc.

Interest expense decreased by \$10,086 or 42.61% for the three month period ended January 31, 2013. The Company incurred \$13,579 for the three month period ended January 31, 2013 compared to \$23,665 for the three month period ended January 31, 2012. Decreases in interest expenses was mainly due to reduction in interest from borrowing.

During the three months ended January 31, 2013, the Company recognized a net loss of \$240,726 compared to \$472,661 during the three months ended January 31, 2012. Decrease in net loss of \$231,935 was result of decrease in administration expenses, selling and marketing and interest expenses which included expenses of Wintec Protective Systems, Inc.

### For the Six Months Ended January 31, 2013 Compared to the Nine Months Ended January 31, 2012

The Company recognized \$1,048,373 in revenue during the nine months period ended January 31, 2013 as compared to \$449,919 for the nine months period ended January 31, 2012 resulting in an increase in sales during the period of \$598,454. We sold five boats made of custom made aluminum and fiberglass, during the nine months ended January 31, 2013 compared to three made out of fiberglass during the six months ended January 31, 2012. The difference in building materials allowed us to charge a higher price on those boats sold in the nine months ended January 31, 2013, compared to the prior period.

Our cost of goods sold for the nine months ended January 31, 2013 was \$877,384 compared to \$328,841 during the nine months ended January 31, 2012. The increase in cost of goods sold of \$548,543 or 166.81% was a result due to increase in corresponding sales activities and in the different materials used in the construction of the boats, as discussed above.

Gross profit margin increased to \$170,989 for the nine months period ended January 31, 2013 compared to \$121,989 for the nine months period ended January 31, 2012. Increase in gross profit by \$49,911, due to increase of sale of two boats and also the use of additional building material increase the average price of boat by \$59,701.

During the nine months ended January 31, 2013, we incurred general and administrative expenses of \$389,377 compared to \$1,126,004 during the nine months ended January 31, 2012. The decrease in general and administrative expenses for the nine months period ended January 31, 2013 of \$736,627 or 65.41% was mainly due to the decrease in expenditures of Wintec Protective Systems, Inc. amounting to \$463,528 and Professional & Legal expenses amounting to \$188,699, write off of asset amounting to 219,600.

During the nine months ended January 31, 2013, the Company incurred selling and marketing expenses of \$76,232 compared to \$88,032 during the nine months ended January 31, 2012. The decrease of \$11,800 or 13.40% was primarily due to the marketing expenses amounting to \$20,085 and in expenditure of Wintec Protective Systems, Inc. amounting to \$27,582, with corresponding increase in sales commission amounting to \$32,003.

Interest expense decreased by \$83,856 or 67.56% for the nine month period ended January 31, 2013. The Company incurred \$40,263 for the nine month period ended January 31, 2013 compared to \$124,119 for the nine month period ended January 31, 2012. Decreases in interest expense is mainly due to decrease in beneficial interest from additional borrowing.

During the nine months ended January 31, 2013, the Company recognized a net loss of \$310,010 compared to \$1,419,513 during the nine months ended January 31, 2012. Decrease in net loss of \$1,109,503 or 78.16% was a result of the \$736,627 decrease in administration expenses and expenses of Wintec Protective Systems, Inc. combined with the \$598,454 increase in sales

## **LIQUIDITY AND CAPITAL RESOURCES**

As of January 31, 2013, the Company had \$189,934 cash on hand, inventory of \$160,089 and net property and equipment of \$273,942. The Company's total current liabilities were \$2,939,822 as of January 31, 2013, which was represented mainly accounts payable of \$592,791, accrued liabilities of \$42,387, deposits from customers of \$762,349, short-term debt of \$128,709, notes payable of \$110,500 and short-term borrowings from shareholders totaling \$1,250,887. At January 31, 2013, the Company's current liabilities exceeded current assets by \$2,904,799.

The Company used \$222,011 in operating activities for the nine months period ended January 31, 2013 compared to usage of \$418,446 for nine month period ended January 31, 2012.

The Company used \$34,823 in investing activities for the nine months period ended January 31, 2013 compared to \$90,799 for nine month period ended January 31, 2012.

During the nine months period ended January 31, 2013, the Company provided \$2,766 in financing activities includes loan in the amount of \$20,000 from unrelated party compared to the nine months period ended January 31, 2012 the Company provided \$495,562 includes proceeds from \$250,000 from sale of stock, \$102,500 from notes payable, \$57,775 from shareholders.

During the nine months period ended January 31, 2012, the Company provided \$495,562 in financing activities includes loan in the amount of \$102,500 from unrelated party, proceeds from sale of restricted stock for \$150,000, proceeds in the amount of \$89,992 from credit cards and \$57,775 from short-term borrowings from shareholder. The Company made payments of \$4,705 towards notes payable related parties held by the Company.

Loan from unrelated party during the nine months ended January 31, 2011 includes convertible notes for \$48,000 issued to Asher Enterprises, Inc. ("Asher") in June 24, 2011 and has a maturity date on the March 13, 2012 with interest of 8% per annum. These notes are convertible at the election of Asher from time to time after the issuance date. In the event of default, the amount of principal and interest not paid and the notes become immediately due and payable. Should that occur, the Company is liable to pay Asher 150% of the then outstanding principal and interest. The note agreements contain covenants requiring Asher's written consent for certain activities not in existence or not committed to by the Company on the issue date of the notes, as follows: dividend distributions in cash or shares, stock repurchases, borrowings, sale of assets and certain advances and loans in excess of \$100,000. Outstanding note principal and interest accrued thereon can be converted in whole, or in part, at any time by Asher after the issuance date into an equivalent of the Company's common stock determined by 60% of the average of the three lowest closing bid prices of the Company's common stock during the ten trading days prior to the date the conversion notice is sent by Asher. We have provided \$35,000 as interest expense loss on the above transaction.

The convertible notes for \$42,500 issued to Asher in August 1, 2011 had a maturity date on the May 1, 2012 with interest of 8% per annum. These notes are convertible at the election of Asher from time to time after the issuance date. In the event of default, the amount of principal and interest not paid and the notes became immediately due and payable. In that event, the Company is liable to pay Asher 150% of the then outstanding principal and interest. The note agreements contain covenants requiring Asher's written consent for certain activities not in existence or not committed to by the Company on the issue date of the notes, as follows: dividend distributions in cash or shares, stock repurchases, borrowings, sale of assets and certain advances and loans in excess of \$100,000. Outstanding note principal and interest accrued thereon can be converted in whole, or in part, at any time by Asher after the issuance date into an equivalent of the Company's common stock determined by 60% of the average of the three lowest closing bid prices of the Company's common stock during the ten trading days prior to the date the conversion notice is sent by Asher. We have provided \$28,333 as interest expense loss on the above transaction.

Both convertible notes have been transferred by Asher to C.S. Seshadri, the two notes have principal balances of amount of \$48,000 and \$42,500 and have retained their original terms, as discussed above, with the exception of the due dates, which have been extended to \_\_\_\_\_.

The Company has an accumulated deficit, as of January 31, 2013, of \$7,566,072 compared to \$7,256,062 as of April 30, 2012.

### **Going Concern**

The Company's auditors have issued a "going concern" qualification independent registered public accounting firm's report on the Company's financial statements as part of their opinion in the Audit Report. For the year ended April 30, 2012, and for each of the years in the two-year period then ended, includes a "going concern" explanatory paragraph, that describes substantial doubt about the Company's ability of the Company to continue as a "going concern."



**Short Term.**

On a short-term basis, we do not generate revenues sufficient to cover operations. Based on prior history, we will continue to have insufficient revenue to satisfy current and recurring liabilities as we continue to develop our operations. For short term needs we will be dependent on receipt, if any, of offering proceeds.

**Need for Additional Financing**

We do not have capital sufficient to meet our cash needs. We will have to seek loans or equity placements to cover such cash needs. No commitments to provide additional funds have been made by our management or other stockholders. Accordingly, there can be no assurance that any additional funds will be available to us to allow it to cover our expenses as they may be incurred.

There is no assurance that the Company will be profitable, the Company may not be able to successfully develop, manage or market its products and services, the Company may not be able to attract or retain qualified executives and personnel, the Company's products and services may become obsolete, government regulation may hinder the Company's business, additional dilution in outstanding stock ownership may be incurred due to the issuance of more shares, warrants and stock options, or the exercise of warrants and stock options, and other risks inherent in the Company's businesses.

The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. Readers should carefully review the factors described in other documents the Company files from time to time with the Securities and Exchange Commission, including the Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed by the Company and any Current Reports on Form 8-K filed by the Company.

**Contractual Obligations and Other Commercial Commitments**

The Company does not have sufficient capital to meet its cash needs, including the costs of compliance with the continuing reporting requirements of the Securities Exchange Act of 1934. Management will have to seek loans or equity placements to cover such cash needs and cover outstanding payables. Lack of existing capital may be a sufficient impediment to prevent the Company from accomplishing its goal of expanding operations. There is no assurance that the Company will be able to carry out our business. No commitments to provide additional funds have been made by the Company's management or other shareholders. Accordingly, there can be no assurance that any additional funds will be available to the Company to cover its expenses as they are incurred.

Irrespective of whether the Company's cash assets prove to be inadequate to meet its operational needs, the management might seek to compensate providers of services by issuances of stock in lieu of cash.

## **Off-Balance Sheet Arrangements**

In accordance with the definition under SEC rules, the following qualify as off-balance sheet arrangements:

- a) Any obligation under certain guarantees or contracts;
- b) A retained or contingent interest in assets transferred to an unconsolidated entity or similar entity or similar arrangement that serves as credit, liquidity, or market risk support to that entity for such assets;
- c) Any obligation under certain derivative instruments; and
- d) Any obligation under a material variable interest held by the registrant in an unconsolidated entity that provides financing, liquidity, market risk, or credit risk support to the registrant, or engages in leasing, hedging, or research and development services with the registrant.

The following will address each of the above items pertaining to the Company.

As of January 31, 2013, we do not have any obligation under certain guarantees or contracts as defined above.

As of January 31, 2013, we do not have any retained or contingent interest in assets as defined above.

As of January 31, 2013, we do not hold derivative financial instruments.

Accounting for Derivative Instrument and Hedging Activities, as amended.

As of January 31, 2013, we did not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities ("SPEs"), which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As of January 31, 2013 and April 30, 2012, we were not involved in any unconsolidated SPE transactions.

## **Dividends**

The Company has not declared or paid any cash dividend on its common stock and does not anticipate paying dividends for the foreseeable future.

## **ITEM 3. QUANTATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Not Applicable

## **ITEM 4.CONTROLS AND PROCEDURES**

### **Disclosures Controls and Procedures**

We have adopted and maintained disclosure controls and procedures (as such term is defined in Rules 13a 15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") that are designed to ensure that information required to be disclosed in our reports under the Exchange Act, is recorded, processed, summarized and reported within the time periods required under the SEC's rules and forms and that the information is gathered and communicated to our management, including our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), as appropriate, to allow for timely decisions regarding required disclosure.

As required by SEC Rule 15d-15(b), our Chief Executive Officer carried out an evaluation under the supervision and with the participation of our management, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 15d-14 as of the end of the period covered by this report. Based on the foregoing evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures are not effective in timely alerting them to material information required to be included in our periodic SEC filings and to ensure that information required to be disclosed in our periodic SEC filings is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure as a result of the deficiency in our internal control over financial reporting discussed below.

Management's assessment of the effectiveness of the small business issuer's internal control over financial reporting is as of the quarter ended January 31, 2013. We believe that internal control over financial reporting is not effective because of the small size of the business. We have not identified any, current material weaknesses considering the nature and extent of our current operations and any risks or errors in financial reporting under current operations.

There was no change in our internal control over financial reporting that occurred during the quarter ended January 31, 2013, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

NONE

### **ITEM 2. CHANGES IN SECURITIES -**

NONE

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES -**

NONE

### **ITEM 4. MINE SAFETY DISCLOSURES.**

NONE.

**ITEM 5 OTHER INFORMATION -**

NONE.

**ITEM 6. EXHIBITS -**

Exhibits. The following is a complete list of exhibits filed as part of this Form 10-Q. Exhibit numbers correspond to the numbers in the Exhibit Table of Item 601 of Regulation S-K.

Exhibit 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act

Exhibit 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act

Exhibit 32.1 Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act

Exhibit 32.2 Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act

101.INS	XBRL Instance Document (1)
101.SCH	XBRL Taxonomy Extension Schema Document (1)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (1)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (1)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (1)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (1)
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(1) Pursuant to Rule 406T of Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

## SIGNATURES

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**MEDINA INTERNATIONAL HOLDINGS, INC.**  
(Registrant)

*Dated: March 15, 2013*

*By: /s/ Daniel Medina*

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*Daniel Medina,  
President*

*Dated: March 15, 2013*

*By: /s/ Madhava Rao Mankal*

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*Madhava Rao Mankal,  
Chief Financial Officer  
(Principal Accounting Officer)*

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)**  
(Section 302 of the Sarbanes Oxley Act of 2002)

I, Daniel Medina, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Medina International Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant issuer as of, and for, the periods presented in this report;
4. As registrant's certifying officer I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant issuer's internal control over financial reporting that occurred during the registrant issuer's most recent fiscal quarter (the registrant issuer's 4th quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant issuer's internal control over financial reporting; and
5. As the registrant issuer's certifying officer, I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant issuer's auditors and the audit committee of the registrant issuer's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant issuer's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant issuer's internal control over financial reporting.

*Date: March 15, 2013*

*By: /s/ Daniel Medina*

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*Daniel Medina*  
*President and Chief Executive Officer*

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)**  
(Section 302 of the Sarbanes Oxley Act of 2002)

I, Madhava Rao Mankal, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Medina International Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant issuer as of, and for, the periods presented in this report;
4. As registrant's certifying officer I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant issuer's internal control over financial reporting that occurred during the registrant issuer's most recent fiscal quarter (the registrant issuer's 4th quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant issuer's internal control over financial reporting; and
5. As the registrant issuer's certifying officer, I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant issuer's auditors and the audit committee of the registrant issuer's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant issuer's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant issuer's internal control over financial reporting.

*Date: March 15, 2013*

*By: /s/ Madhava Rao Mankal*

-----  
*Madhava Rao Mankal*  
*Chief Financial Officer*

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO**

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Medina International Holdings, Inc. (the "Company") on Form 10-Q for the period ending January 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"). I, Daniel Medina, President of the company, certify, pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief.

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ Daniel Medina*

-----  
*Daniel Medina, President*

*Date: March 15, 2013*



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO**

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Medina International Holdings, Inc. (the "Company") on Form 10-Q for the period ending January 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"). I, Rao Mankal, Chief Financial Officer of the company, certify, pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief.

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ Rao Mankal*

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*Rao Mankal, Chief Financial Officer*

*Date: March 15, 2013*