

BOARD OF DIRECTORS	:	Mr. ARUN KUMAR BHANGADIA Chairman- Promoter Non Executive Mr. ARVIND KUMAR BHANGADIA Managing Director Mr. MURLIDHAR MUTGI Independent Director Mr. RAMSWAROOP AGRAWAL Independent Director Mr. ARUN KUMAR SARDA Independent Director
REGISTERED OFFICE	:	4-4-231/1/2/ABC, Inderbagh, Sultan Bazar, Hyderabad - 500 095. Phone No. : 040-66662369 Fax No. : 040-24757370 E-mail : info@trimurthidrugs.com website : www.trimurthidrugs.com
AUDITORS	:	M/s. K. VENKATESWARA RAO & ASSOCIATES Chartered Accountants Flat No. 105, 1 st Floor, Pooja Manor, Himayathnagar, Hyderabad - 500 029.
BANKERS	:	Axis Bank ING Vysya Bank
REGISTRAR & SHARE TRANSFER AGENT	:	Venture Capital & Corporate Investments Private Limited 12-10-167, Bharat Nagar, Hyderabad - 500 018 Ph.No: (040) 23818475 / 23818476
STOCK EXCHANGE (Listed/Traded)	:	Bombay Stock Exchange Ltd., (BSE Indo Next-BSE Code 590093) The Ahmedabad Stock Exchange Ltd.
DEMAT	:	Central Depository Services (India) Ltd., National Securities Depository Limited

NOTICE

Notice is hereby given that the 16th Annual General Meeting of the Members of the Company will be held on Monday the 30th day of August, 2010 at 11.00 A.M. at RGA Hall, Snatak Bhavan, 5-4-790/1, Ashirvad Complex, 1st Floor, Abids, Hyderabad – 500 001, to transact the following Business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare dividend for the financial year ended 31st March, 2010.
3. To appoint Mr. Arun Kumar Bhangadia, Director who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors who shall hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special resolution:

INCREASE IN REMUNERATION OF MANAGING DIRECTOR

“RESOLVED THAT as per the recommendations of the remunerations committee and pursuant to the provisions of Section 309 & Schedule XIII and other sections of the companies act 1956 Sri Arvind Kumar Bhangadia, Managing Director, be and is hereby paid a consolidated remuneration of Rs. 35000/- per month with effect from 01-09-2010.

6. To consider and if thought fit, to pass, with or without modifications, the following resolution, as a Special resolution:

CONSOLIDATION OF SHARE CAPITAL OF THE COMPANY

“RESOLVED THAT pursuant to section 94(1)(d) of the companies Act, 1956, the approval of the shareholders be and is hereby accorded to the consolidation of existing authorised share capital of 7,00,00,000 equity shares of Rs.1/- each fully paid up into 70,00,000 equity shares of Rs.10/- each fully paid up & consolidation of existing paid up share capital of 6,75,00,000 equity shares of Rs. 1/- each fully paid up in to 67,50,000 equity shares of Rs. 10/- each.

RESOLVED FURTHER That clause V of Memorandum of Association and article 4 of Articles of Association be altered accordingly.

“RESOLVED FURTHER That Mr. Arvind Kumar Bhangadia, Managing Director of the Company be and is hereby authorised to file the necessary forms/returns with the Registrar of Companies and make an application to Ahmedabad Stock Exchange and Bombay Stock Exchange for Permission to deal in and for official quotation for 70,00,000 Equity shares of Rs. 10/-each and also to inform all statutory authorities wherever the same is required.”

7. To consider and if thought fit, to pass the following resolution with or without any modifications as a Special Resolution.

INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY:

RESOLVED THAT pursuant to Section 97 of the Companies Act, 1956 and other applicable provisions if any of the Act, the Authorised Share Capital of the Company be and is hereby increased from Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 200,00,000 (Two Crore Only) Equity Shares of Rs. 10/- (Rupees Ten only) each by creating further 1,30,00,000 (One Crore Thirty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten Only) each ranking pari passu with the existing equity shares of the Company”.

8. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary resolution.

AMENDMENT OF THE CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

“RESOLVED THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing clause V of the Memorandum of Association relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place, the following Clause V.

“The authorized share capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 200,00,000 (Two Crores Only) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Company has power from time to time to increase or reduce its capital and issue any shares in the original unclassified or new capital as equity or preference shares and to attach to any class of shares any preferences, rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over any other shares or to subject the same to any restrictions, limitations or conditions, and to vary the regulations of the Company, as far as necessary to give effect to the same and upon the sub-division of a share to apportion the right to participate in profits in any manner subject to the prior consent of the authorities concerned, if any.

9. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special resolution.

AMENDMENT OF THE ARTICLE- 4 OF THE ARTICLES OF ASSOCIATION:

“RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the existing Article 4 of the Articles of Association relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following Clause 4”

“The Authorized Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 200,00,000 (Two Crore Only) Equity Shares of Rs. 10/- (Rupees Ten only) each with rights, privileges annexed thereto and upon such terms and conditions as may be fixed in the General Meeting, sanctioning the issue of the such Shares, be directed and if such direction given and all other cases, as the Board shall determine.”

10. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special resolution.

AMENDMENT OF OTHER OBJECTS:

“RESOLVED THAT pursuant to Section 17 of the Companies Act, 1956 and other applicable provisions if any of the Act, and subject to the approval of the Registrar of Companies and subject to such conditions and modifications as may be prescribed by the appropriate authorities in granting such approvals, the other Objects clause of the Company be and is amended by adding the following objects after the existing other objects clause 12 and the new clause read as under

13. To carryout in India or elsewhere the business to manufacture, produce, process, fabricate, market, convert, commercialize, grade, develop, design, press, stitch, mould, flex, export, import, job work, buy, sell, stretch, stamp, shape, smelt, emboss, print, laminate, and to act as agent, broker, adatia, consultant, advisor, representative, franchiser, stockiest, distributor or otherwise deal in all shapes, sizes, varieties, capacities, descriptions and dimensions of packing material and its allied products whether made of wood, plywood, thermo Cole, wood wool, particle board, corrugated paper, craft paper, rubber, strawboards, cardboards, aluminum foils, metal foils, glass, plastics, gelatin, bakelite, polypropylene and its compounds, tin, iron sheets, jute, synthetic material, cloths and other ferrous and non ferrous materials.
14. To generate, harness, develop, purchase, accumulate, trade, distribute, and supply electricity by setting up hydro, thermal and other power plants using liquid, gaseous or solid fuels like water, gas, air, naphtha, coal, diesel oil and other petroleum products, or through renewable energy sources such as solar, photo voltaic, wind mill or through any other means and to supply such power either directly or through transmission lines and such other facilities of the Central or State Governments or Private Companies or Electricity Boards to Industries and to Central/State Government, Electricity Boards and other consumers and to achieve the objectives referred to above either singly or in joint venture with partners, Indian or foreign or through third parties, whether Indian or foreign on a turnkey basis and to transmit, distribute, supply and sell power to Central/State Government, Electricity Boards, Industry and other consumers, whether within the state or otherwise of electricity including those for captive consumption and to provide operate and maintain facilities relating to electric and all other kinds of power generation projects including among other things responsibility for day to day operations, routine maintenance and management of facilities.
15. To Transmit, distribute, purchase, sell, trade, import , export or accumulate or otherwise deal in all forms of electrical power in all aspects and to plan, promote, develop,

establish transmission and distribution networks or systems, trading platforms and to acquire, in any manner, these networks or systems or trading platforms and to acquire, in any manner, these networks or systems or trading platforms from power generating and transmission companies, Central or State Government undertakings, local authorities or statutory bodies or other persons within India or abroad.

11. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special resolution.

AUTHORISATION FOR FUND RAISING:

“RESOLVED THAT pursuant to the provisions of 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof,) (the Act) the provisions of the Foreign Exchange Management Act, 2000, as amended, Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, (including any amendment thereto), Foreign Exchange Management (Transfer or issue of any Foreign Security) Regulations, 2004 (including any amendment thereto), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“SEBI ICDR Regulations”) and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time Government of India (“GOI”) the Reserve Bank of India (“RBI”) the Securities and Exchange Bank of India (“SEBI”) and/ or any other competent authorities (including any amendment thereto or re-enactment thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the company with the stock exchanges on which the company’s shares are listed and subject to necessary approvals, permissions, consents and sanctions of financial institutions, lenders statutory and other appropriate and/or relevant/concerned authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such, approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include committee thereof), consent of the company be and is hereby accorded to the board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of person including employees of the Company as may be permitted), and/or Global Depository Shares (GDSs) and/or Global Depository Receipts (GDRs) and/or securities convertible into equity shares, and/or Foreign Currency Convertible Bonds (FCCBs) representing Equity

shares and/or Debentures or Bonds convertible into equity shares whether fully or partly and whether compulsorily or at the option of the Company or the holders thereof and/or any security linked to equity shares and/or Preference Shares whether cumulative/fully convertible and/or all or any of the aforesaid securities with or without detachable or non-detachable warrants, as the Company may be advises (all of which are hereinafter collectively referred to as “Securities”) or any combination thereof, whether secured by way of charge on the assets of the company or unsecured as may be decided by the Board, in one or more trenches, of public and/or private offerings and/or qualified institutional placements and/or on preferential allotment basis or any combination thereof through issue of prospectus and/or placement document and/or other permissible/ requisite offer document, to eligible resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/Foreign institutional investors (FIIS)/ Qualified institutional buyers (QIBs)/Foreign Corporate Bodies (FCBs) Foreign Companies/Mutual Funds/Pension Funds/Venture Capital Funds/Banks; Indian or of Foreign origin and such other persons or entities, including the general public whether or not such investors are members of the Company, to all or any of them. Jointly or severally to be subscribed in Indian and/or Foreign Currency(ies) through prospectus, offering letter circular, memorandum and/or through any other mode as may be deemed appropriate by the Board (collectively called the “Investors”) up to an amount not exceeding Rs.50 crores including any premium and Green Shoe option attached thereto, inclusive of such premium as may be determined by the Board, at such time or times, at such price or prices in such manner and on such terms and conditions including fixing of record date or book closure and all other related or incidental matters as the Board may in its absolute discretion think fit including the desertion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of the other categories of investors to whom the offer, issue and allotment considering the prevailing market conditions and other relevant factors and decide in consultation with the appropriate authority(ies), the merchant banker(s) and/or book runners) and for lead manager(s) and/or underwriters and/or advisor(s) and/or trustees) and/or such other person(s), but without requiring any further approval or consent from the share holders and also subject to the applicable regulations/guidelines for the time being in force.

RESOLVED FURTHER THAT pursuant to the provisions of Section 81(1A) and other applicable provisions if any of the Act the provisions of Chapter VIII of the SEBI ICDR Regulations and such other applicable provisions , the Board may at their absolute discretion, issue, offer and allot securities up to amount of Rs. 50 crores as specified above to qualified Institutional Buyers (as defined in the SEBI ICDR regulations)

pursuant to a qualified institutional placement, in accordance with the provisions of Chapter VIII of the SEBI ICDR Regulations and the relevant date for the determination of applicable price for the issue of securities means the date of the meeting in which the Board of the Company or the committee of Directors decided to open the proposed issue. Such securities shall be fully paid up and allotment of such securities shall be completed within 12 (twelve) months from the date of the share holders resolution approving the proposed issue or such other times as may be allowed by SEBI ICDR Regulation and such securities shall not be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time by the relevant SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event of issue of securities by way of Global Depository Shares (GDSs) and/or Global Depository Receipts (GDRs) and/or securities convertible into equity shares, and/or foreign Currency Convertible Bonds(FCCBs), the relevant date on the basis of which price of resultant shares shall be determined as specified under applicable law, shall be the date of the meeting in which the Board or the committee of Directors duly Authorised by the Board decides to open the proposal issue of securities.

RESOLVED FURTHER THAT for the purpose of giving effect of the above resolution and any other, issue and allotment of securities, the Board be and is hereby authorised to take all such action, give directions and to do all such acts, deed and things as may be necessary, desirable and incidental thereto and matters connected therewith including without limitation the entering into of arrangements including arrangements for the lead Managers, Underwriters, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such securities on one or more national and/or international stock exchange(s) and to do all requisite fillings with SEBI the Government of India, the RBI, if required and any other concerned authority in India or outside, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the issue and give such, directions that may be necessary or arise in regard to or in connection with any such offer, issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or director of the Board shall be binding on all shareholders.

RESOLVED FURTHER THAT the Board and/or an agency or body authorised by the Board may issue or authorize the issue of Depository Receipt(s)/Share Certificate(s)/ foreign currency convertible bonds and/or other forms of securities, representing the Securities issue by the Company, in registered or bearer form with such features and attributes as are prevalent in Indian and/or international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof, as per the India/International practices and regulations and such other relevant regulatory authority as may be necessary and under the norms and practices prevalent in the India/International markets.

RESOLVED FURTHER THAT subject to the applicable laws, such of these Securities to be issued, as or not subscribed, may be disposed off by the Board to such persons and in such manner and on such terms as the Board as may in its absolute discretion think most beneficial to the Company, including offering or placing them with resident or non-resident /Foreign investor(s) (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/Foreign Institutional investors (FIIs)/Qualified institutional buyers (QIBs)/Foreign Corporate Bodies (FCBs)/Foreign Companies /Mutual Funds/Pension funds/Venture Capital Funds/banks and/or employees and business associates of the company or such other person(s) or entity(ies) or otherwise, to all or any of them jointly or severally, whether or not such investors are members of the Company, as the Board may in its absolute discretion decide.

RESOLVED FURTHER THAT the Board be and is hereby authorised to form a committee of Directors to give effect to the aforesaid resolutions and is authorised to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of equity shares including but not limited to:

- (a) Approving the offer documents and filing the same with any other authority or persons as may be required;
- (b) Approving the issue price, the number of equity shares to be allotted, the basis of allocation and allotment of equity shares;
- (c) Arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of equity shares by the Company;

- (d) Opening a separate special account with a scheduled bank to receive monies in respect of issue of the equity shares of the Company;
- (e) Making applications for listing of the equity shares of the company on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s);
- (f) Finalization of the allotment of the securities on the basis of the bids received;
- (g) Finalization of and arrangement for the submission of the placement document(s) and any amendments supplements thereto, with any applicable government and regulatory authorities, institutions or bodies as may be required;
- (h) Approval of the preliminary and final placement document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the Lead Manager/Underwriters/Advisors in accordance with all applicable laws, rules, regulations and guidelines;
- (i) Finalization of the basis of allotment in the event of over-subscription;
- (j) Acceptance and appropriation of the proceeds of the issue of the Securities;
- (k) Authorization of the maintenance of a register of holders of the Securities;
- (l) Authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- (m) Seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- (n) Seeking the listing of the Securities on any recognized stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;