

BOARD OF DIRECTORS

Chairman- Promoter Non Executive
Mr. ARUN KUMAR BHANGADIA

Managing Director
Mr. ARVIND KUMAR BHANGADIA

Independent Director
Mr. MURLIDHAR MUTGI

Independent Director
Mr. RAMSWAROOP AGARWAL

Independent Director
Mr. ARUN KUMAR SARDA

Independent Director
Mr. VIJAY KUMAR TAORI

STOCK EXCHANGE (Listed/Traded)

Bombay Stock Exchange Ltd
(BSE Indo Next-BSE Code 590093)

The Ahmedabad Stock Exchange Ltd.

The Madras Stock Exchange Ltd.,

18th ANNUAL GENERAL MEETING

Day : Friday

Date : 24th August, 2012

Time : at 11.00 a.m.

Venue : **RGA Hall, Snatak Bhavan,**
5-4-790/1, Ashirvad Complex,
1st Flr, Abids, Hyderabad

BANKERS

Axis Bank Ltd.,
ING Vysya Bank
HDFC Bank Ltd.,

AUDITORS

M/s. K. Venkateswara Rao & Associates
Chartered Accountants
Flat No. 105, 1st Floor, Pooja Manor,
Himayathnagar, Hyderabad - 500 029.

REGISTRAR & SHARE TRANSFER AGENT

Venture Capital & Corporate Investments
Private Limited
12-10-167, Bharat Nagar, Hyderabad-18
Ph.No: (040) 23818475 / 23818476

DEMAT

Central Depository Services (India) Ltd.,
National Securities Depository Limited

REGISTERED OFFICE

4-4-231/1/2/ABC, Inderbagh,
Sultan Bazar, Hyderabad - 500 095.
Phone No. : 040-24757370
Email: info@trimurthidrugs.com
Web site: www.trimurthidrugs.com

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the Members of the Company will be held on Friday the 24th Day of August, 2012 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, 2012 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, 2012.
3. To appoint Mr. Murlidhar Mutgi, Director who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Mr. Arun Kumar Sarda, Director who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint M/s K. Venkateswara Rao & Associates, Chartered Accountants as Statutory Auditors to hold 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:

6. **To Consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions of the Companies Act, 1956 and Rules framed there under, the existing Articles of Association of the Company be and is hereby amended as under :

- i) After Sub-Article (2) of Article 61 of the Articles of Association of the Company, the following new sub article (3) shall be inserted:

61(3): The Board may provide video conference facility and/or other permissible electronic mode of communication to the shareholders of the Company for participating in General Meetings of the Company. Such participation by the shareholders at General Meetings

of the Company through video conference facility and/or other permissible electronic mode of communication shall be governed by the Rules and Regulations as applicable to the Company for the time being in force.

- ii) After Sub-Article (b) of Article 99 of the Articles of Association of the Company, the following new sub article (c) shall be inserted:

99(c): Directors may participate in Meetings of the Board and/or Committees thereof, through video conference facility and/or other permissible electronic mode of communication. Such participation by the Directors at Meetings of the Board and/or Committees thereof, through video conference facility and/or other permissible electronic mode of communication shall be governed by the Rules and Regulations as applicable to the Company for the time being in force.”

“FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee or any person which the Board may nominate/constitute to exercise its powers, including the powers by this Resolution) be and is hereby authorized to carry out the above mentioned amendments in the existing Articles of Association of the Company and that the Board may take all such steps as may be necessary to give effect to this Resolution.”

7. To consider the issue of convertible warrants on preferential basis to the Non-Promoters:

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

“RESOLVED THAT in terms of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Company’s shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as may be applicable to the preferential issue of Equity Shares/warrants and other applicable regulations/guidelines of SEBI/RBI, if any, and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchanges, RBI, Government of India or such other bodies or authorities as may be required by law and

as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches up to 13,50,000 warrants to the non-promoters, convertible into equal number of equity shares within a period of not exceeding 18 months from the date of allotment, as mentioned in the explanatory statement, at an issue price to be determined in accordance with the preferential issue guidelines given in chapter VII of SEBI (ICDR) Regulations 2009 and subsequent amendments thereto:

“RESOLVED FURTHER THAT the pricing of the equity shares to be allotted shall be calculated in accordance with the SEBI’s Preferential Issue Guidelines with reference to the ‘Relevant Date.’”

The "relevant date" for the purpose of pricing of the resultant share is **25.07.2012** i.e. thirty days prior to the date on which this General Meeting is held in terms of Section 81(1A) of the Companies Act, 1956. (AGM will be held on 24.08.2012).

"RESOLVED THAT the equity shares issued on conversion of warrants shall rank pari-passu with the existing equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

"RESOLVED FURTHER THAT the aforesaid warrants shall be in accordance with the following terms and conditions:

- A warrant by itself shall not give to a warrant holder thereof, any rights of the share holder of the company.
- In the event, the equity shares of the company are either sub-divided or consolidated before the conversion of the warrants into equity shares of the company, then the face value, the number of equity shares to be acquired on conversion of the warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the company bears, to the newly sub-divided /consolidated equity shares without affection any right or obligation of the said warrant holders: and
- In the event the company’s equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business, or other reorganization of the company, tender offer for equity shares of sale of undertaking, necessary adjustments with respect to the terms of the aforesaid warrants shall be made by the company and such other action as may be deemed necessary or appropriate

by the Board shall be taken to reflect such corporate actions, including but without limitation, suitable adjustment of the warrant issue price, subject to necessary approvals.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of the convertible warrants, if necessary, keeping in view the provisions of various Acts and Guidelines in force from time to time. However, the issue price shall in no case be less than the price determined as per the Preferential Issue Regulations as provided in Chapter VII of (ICDR) Regulations, 2009."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this resolution, issue and allotment of equity shares/ convertible warrants and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares."

"RESOLVED FURTHER THAT the Company do make an application to the Depositories for admission of the new equity shares."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

NOTES:

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. The Register of Members and Share Transfer Books of the Company will remain closed from **21-08-2012** to **24-08-2012** (both days inclusive).

4. The Dividend recommended by the board, if approved at the Annual General Meeting, will be paid on or before 23rd September, 2012 to the shareholders whose names appear in the register of members of the company as on 24-08-2012 (Date of AGM). In respect of shares held in dematerialized form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the depositories as on that date.
5. Members who wish to claim dividends, which have remained unclaimed, are requested to correspond with the Company's Registrar and Share Transfer agent, Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad – 500 018. Members are requested to note that dividends remaining unpaid or unclaimed for a period of seven years from the date they became due for payment will, as per Section 205A (5) read with section 205C of the Companies act, 1956, be transferred to Investors Education and Protection Fund.
After completion of seven years as aforesaid, no claims shall stand against the Investors Education and Protection Fund or the Company for the amounts of dividend so transferred nor shall any payments be made in respect of such claims.
6. Members are requested to produce the Attendance Slip duly signed as per the Specimen Signature recorded with the Company/Depository Participant for admission to the meeting hall.
7. Members are requested to notify immediately any change in their address to the Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
8. A Member desirous of receiving any information on the accounts or operations of the company is requested to forward his/her queries to the Company at least 7 working days prior to the meeting, so that the required information can be made available at the meeting.
9. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e. Electric/Telephone Bill, Driving License or a copy of passport and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA without any delay.
10. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP IDs for easier identification of attendance at the meeting.

11. It shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company / RTAs for registration of such transfer of shares, for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed companies.
12. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of Section 53 of the Companies Act, 1956. Keeping in view shareholders are requested to update their E-Mail ID with their DP.
13. Details of Directors seeking appointment at the Annual General Meeting.

INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE 49 OF THE LISTING AGREEMENT REGARDING THE DIRECTORS SEEKING RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

Particulars	Mr Muralidhar Mutgi	Mr. Arun Kumar Sarda
Date of Birth	02-01-1942	16-05-1961
Date of Appointment	17-03-2003	25-07-2009
Qualifications	B.SC Graduate	Chartered Accountant
Expertise in specific functional Areas	Vast experience in the Pharma Industry & had served the IDPL for more than 35 years.	Audit and Finance
Directorships held in other Public Companies	Nil	Nil
Memberships/Chairmanships of committees of other public companies	Nil	Nil
No. of Shares held in the company	15000 Shares	Nil

By Order of the Board

Place : Hyderabad,
Dated : 21st July, 2012.

ARUN KUMAR BHANGADIA,
Chairman.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of The Companies Act, 1956 and SEBI(ICDR) Regulations 2009)

Item: 6

The Ministry of Corporate Affairs (MCA), Government of India, New Delhi vide General Circulars No.27/2011 and 28/2011 dated May 20, 2011 and Circular No. 35/2011 dated June 06, 2012 have permitted the companies to hold Board Meetings and Shareholders' Meetings through video conference facility, as part of the Green Initiatives under Corporate Governance.

Further, MCA vide Circular No. 72/2011 dated December 27, 2011 made the video conference facility at the Shareholders' Meetings optional to the Company. In order to provide video conference facility to its Directors and Shareholders, your Company has been advised to carry out necessary amendments in the existing Articles of Association of the Company by inserting enabling provisions. In terms of Section 31 of the Companies Act, 1956, approval of the Members by way of a Special Resolution is required to amend the Articles of Association of the Company.

The Articles of Association with alterations proposed therein as referred to in the Notice shall be available for inspection by the Members at the Registered Office of the Company 4-4-231/1/2/ABC, Inderbagh, Sultan Bazar, Hyderabad - 500 095. Andhra Pradesh any working day except holidays observed by the Company during usual business hours up to the date of the Meeting and will also be available at this Annual General Meeting.

Accordingly, your Board recommends passing of the Resolution No. 6 as a Special Resolution.

None of the Directors is interested or concerned in this Resolution.

Item: 7

The special resolution as mentioned above proposes to authorize the Board of directors to issue and allot up to 13,50,000 convertible warrants to the non-promoters category for raising of further funds.

Information pertaining to the proposed preferential allotment in terms of the Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments there to is stated below:

(1) Objects of the issue through preferential offer:

The purpose of the issue of convertible warrants is to aid the Company to raise the funds to meet ever increasing working capital requirements as a part of scaling up operations, acquisition of companies to achieve inorganic growth in the business and other general corporate purposes.

(2) Pricing of the issue and Relevant Date:

The "relevant date" for the purpose of pricing of the resultant share is 25.07.2012 i.e. thirty days prior to the date on which this General Meeting is held in terms of Section 81(1A) of the Companies Act, 1956. (AGM will be held on 24.08.2012).

The above said warrants on conversion shall rank pari-passu in all respects with, and carry the same rights including dividend as the existing equity shares.

The issue price of convertible warrants will be calculated and fixed in the manner specified for pricing of shares, as per the SEBI's (ICDR)/Preferential Issue Guidelines. For this purpose, the price quotations on Bombay Stock Exchange will be considered.

(3) The proposal of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:

The proposed allottees for 13,50,000 convertible warrants belong to non-promoters category.

The said proposed allottees propose to subscribe for the above said convertible warrants. The Company is interested in expanding the business activities including acquisitions. Hence the requirement of securities on preferential basis is necessitated.

(4) Identity of the proposed allottee and percentage of pre and post preferential issue capital that may be held by them:

List of proposed allottees (issue of convertible warrants) are furnished

	Name of the proposed allottee	Category	Pre issue holding		Warrants proposed to be issued	*Post issue holding	
			Shares	% of shares		Shares	% of shares
1.	Mahaveer Infoway Limited	Non promoter	-	-	7,50,000	7,50,000	9.26
2.	SM Avenues Private Limited	Non promoter	-	-	3,00,000	3,00,000	3.70
3.	H.K. Avenues Private Limited	Non promoter	-	-	3,00,000	3,00,000	3.70
	Total				13,50,000		

* Assuming that 13,50,000 convertible warrants will be converted into 13,50,000 equity shares.

(5) Shareholding pattern before and after preferential issue of the capital would be as follows:

Sl.	CATEGORY	Pre issue holding details		Post issue holding details*	
		No. of shares	% of shares	No. of shares	% of Shares
A	Promoter Share Holding				
1	Indian Promoters	47,33,800	70.13	47,33,800	58.44
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	47,33,800	70.13	47,33,800	58.44
B	Public Share holding				
1	Institutions	-	-	-	-
2	Non-Institutions				
A	Bodies Corporate	8,48,482	12.57	21,98,482	27.14
B	Individuals	10,41,616	15.44	10,41,616	12.86
C	Any Others:				
	i) NRI's	240	-	240	-
	ii) Clearing Members	1,25,862	1.86	1,25,862	1.56
	Sub-Total (B)	20,16,200	29.87	33,66,200	41.56
	Grand Total (A+B)	67,50,000	100.00	81,00,000	100.00

*Assuming that 13,50,000 convertible warrants will be converted into 13,50,000 equity shares.

(6) Proposed time within which the allotment shall be completed:

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approvals from any regulatory authority or the Central Government, the allotment shall be completed by the company within a period of 15 days from the date of all such approvals.

An amount, as may be decided by the Board of Directors, not being less than 25% of the issue price shall be payable on allotment of the warrants. The warrants would be allotted on the following terms:

- The holder of warrants will have an option to apply for and be allotted 1 (one) Equity Share of the Company per warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment in one or more tranches.