

BOARD OF DIRECTORS

Chairman- Promoter Non Executive
ARUN KUMAR BHANGADIA (DIN NO. : 00021024)

Managing Director
ARVIND KUMAR BHANGADIA (DIN NO. : 00015838)

Independent Director
RAMSWAROOP AGARWAL (DIN NO. : 00021232)

Independent Director
DEVENDER KUMAR RATHI (DIN NO. : 06666011)

Independent Director
PRIYANKA BARVE (DIN NO. : 06955091)

COMPANY SECRETARY

CS Jyothi Ramesh Kakani

AUDITORS

M/s. K. Venkateswara Rao & Associates
Chartered Accountants
3-5-907/2, Flat No. 402, Mahavir Lok,
Himayathnagar, Hyderabad - 500 029.

AUDIT COMMITTEE

Mr. Ramswaroop Agarwal
Mr. Arun Kumar Bhangadia
Mrs. Priyanka Barve

NOMINATION & REMUNERATION COMMITTEE

Mr. Ramswaroop Agarwal
Mr. Arun Kumar Bhangadia
Mrs. Priyanka Barve

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Ramswaroop Agarwal
Mrs. Priyanka Barve
Mr. Arvind Bhangadia

BANKERS

ING Vysya Bank
HDFC Bank Ltd.,

REGISTRAR & SHARE TRANSFER AGENT

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

STOCK EXCHANGE (Listed/Traded)

Bombay Stock Exchange Ltd
The Ahmedabad Stock Exchange Ltd.
The Madras Stock Exchange Ltd.,

DEMAT ISIN CDSL & NSDL

INE314101036

CORPORATE IDENTITY NUMBER

L67120TG1994PLC018956

INVESTOR EMAIL ID / WEBSITE

info@trimurthidrugs.com
www.trimurthidrugs.com

REGISTERED OFFICE

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

NOTICE

Notice is hereby given that the 20th Annual General Meeting of the Members of the Company will be held on Monday the 29th Day of September, 2014 at 11.00 A.M. at Vaishnaoi Hotel, 3-2-848/1, Station Road, Kachiguda, Hyderabad-500 027, to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint Mr. Arvind Kumar Bhangadia, Managing Director (DIN : 00015838) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s K. Venkateswara Rao & Associates, Chartered Accountants, Hyderabad as Statutory Auditors of the Company for a term of Three Years up to the conclusion of 23rd Annual General Meeting to be held in the year 2017 subject to ratification at every Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, **Shri Ramswaroop Agarwal (DIN-00021232)**, a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 01.04.2014 up to 31.03.2019.” :

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Devender Kumar Rathi (DIN 06666011), who was appointed ‘Additional Director’ in the Board of the Company on 04-09-2014. In terms of Section 161 (1)

of the Companies Act, 2013 ("the Act") read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Devender Kumar Rathi (DIN 06666011) as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director for a term upto 31st March, 2019."

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Mrs. Priyanka Barve (DIN 06955091), who was appointed 'Additional Director' in the Board of the Company on 04-09-2014 in terms of Section 161 (1) of the Companies Act, 2013 ("the Act") read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Priyanka Barve (DIN 06955091) Mrs. Priyanka Barve as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director for a term upto 31st March, 2019."

7. To approve Borrowing limits of the Company

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

"RESOLVED that pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 11 Crores."

“RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

8. Creation of Charges on the assets of the Company

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

“RESOLVED that pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the “Lending Agencies”) and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 11 Crores together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements/ Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.”

“RESOLVED FURTHER that the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

9. To consider and if thought fit, to pass the following resolution as a special resolution:

“RESOLVED THAT pursuant to section 186 of the Companies Act, 2013 and other applicable

provisions of the Companies Act, 2013 (the 'Act') and/or the Companies Act, 1956 and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the company be and is hereby accorded to the Board of Directors of the company to invest upto Rs. 11 Crores (Rupees Eleven Crores) by subscription or otherwise, notwithstanding that the aggregate of the loans and investments so far made or to be made and the guarantee so far given or to be given and the security so far provided or to be provided, to all Bodies Corporate in excess of the limit laid down by Section 186 of the Companies Act, 2013, as they may, in their absolute discretion, deem beneficial and in the interest of the company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do from time to time all such acts, deeds and things necessary or expedient or proper in respect of the above investments including the time, the amount and other terms and conditions of investments and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as they may, in their absolute discretion, deem necessary to give effect to this resolution."

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

Amendment of Articles of Association of the Company

"RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered in the following manner:

- a) In definition clause of Article 2 the following definition be inserted:

2(q)'Electronic mode' means carrying out electronically-based, transactions whether main server is installed in India or not, including, but not limited to:

- i. business to business and business-to-consumer transactions, data interchange and other digital supply transactions;
- ii. offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India;
- iii. financial statements, web-based marketing, advisory and transactional services, database services and products, supply chain management;
- iv. online services such as telemarketing, telecommuting, education and information research; and all related data communication services;

- v. facsimile telecommunication when directed to the facsimile number or electronic mail directed to electronic mail addresses, using any electronic communication mechanism that the message so sent, received or forwarded is storable and retrievable;
- vi. posting of an electronic message board or network that the company or the officer has designated for such communications, and which transmission shall be validly delivered upon the posting; or
- vii. other means of electronic communication, in respect of which the Company or the officer has put in place reasonable systems to verify that the sender is the person purporting to send the transmission; and
- viii. video conferencing, audio-visual mode, net conferencing and/or any other electronic communication facility.

- b) A new Article 56A is being inserted after Article 56 which is as under:

“56A. Maintenance of registers and records in electronic mode

Notwithstanding anything contained in these Articles, Registers, Index, Agreement, Memorandum, Minutes, Books of Accounts or any other documents required to be kept by the Company under the Companies Act, 2013 may be kept in electronic form in such form and manner as may be prescribed under Section 120 of the Companies Act, 2013 and rules made there under.”

- c) A new Article 93A is being inserted under Article 93 which is as under:

“93A Voting by members through electronic mode

A member may exercise his vote at a General Meeting or Postal Ballot by electronic mode in accordance with Section 108 of the Companies Act, 2013 and rules made there under and shall be eligible to vote only once for a single resolution.”

- d) A new article 118A is being inserted after Article 118 which is as under:

“118A. Participation in Meeting of the Board by Directors through electronic mode

Notwithstanding anything contained herein, the director(s) may participate in the meeting(s) of the Board or any committee thereof through electronic mode by video conferencing or other audio visual modes as may be prescribed, and the Director(s) so participating shall be deemed to be present at the meeting for the purposes of quorum, voting, recording of minutes and all other relevant provisions in this regard by following procedure specified under applicable laws for the time being in force and rules, regulations, circulars, notifications, guidelines etc. issued/ to be issued from time to time by competent/statutory authority(ies).”

- e) Amendment of Article.120 (1) – Chairman

After conclusion of the existing text in Article 120(1), the following words shall be inserted

“An individual shall be appointed or re-appointed as Chairperson of the Company as well as the Managing Director or Chief Executive officer of the Company at the same time or vice versa regardless of the Company whether operates in multiple segments of business or not.”

- f) A new Clause 174(4) is being inserted under Article 174(3) which is as under:

“174(4). Service of documents through electronic mode

Notwithstanding anything contained in these Articles and as per Sections 20 & 134 of the Companies Act, 2013 read with rules made there under, a Company may serve copies of the Balance sheet, Statement of Profit and loss, Auditors’ Report, Directors’ Report, Notice of the General Meeting along with explanatory statements etc. and any other documents to the members through electronic mode, by following conditions laid down under the relevant Rules.”

- g) A new Article 188 is being inserted after Article 187 which is as under:

188. “General Clause – Overriding effect of Companies Act, 2013”

The intention of these Articles is to be in consonance with the contemporary Act, Rules and Regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the Statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. In case of any of the provisions contained in these Articles is inconsistent or contrary to the provisions of the Companies Act, 2013 and rules made there under, the provisions of Companies Act, 2013 and rules made there under shall override the provisions of these existing Articles and these Articles shall be deemed to have been amended to include such provisions of the Companies Act, 2013. All references to sections of Companies Act, 1956 shall be deemed to include the corresponding sections/provisions of the Companies Act, 2013 if any.”

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy

should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 27th to 29th september (both days inclusive).
4. 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 the 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.

5. Members / Proxies are requested to bring the attendance slip duly signed as per the Specimen Signature recorded with the Company/Depository Participant for admission to the meeting hall.
6. Members are requested to notify immediately any change in their address to the Share Transfer Agents and in case their shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants.

7. 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 .
8. 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.
9. Members, who hold shares in dematerialized form, are requested to bring their client ID and DP IDS for easier identification of attendance at the meeting.
10. 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 transactions involving transfers of shares in physical form of listed companies.
11. As a part of Green initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), government of India vide its circular has allowed paperless compliance by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provision of section 53 of the companies Act, 1956 keeping in view shareholders are requested to update their E-Mail ID with their DP.
12. Queries on accounts may please be sent to the Company at corporates office 10 day in advance of the Annual General Meeting so that the answers may be made available at the meeting.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Voting through electronic means :
 1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:-

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)];
- (i) Open email and open PDF file viz; “Trimurthi Drugs and Pharmaceuticals Limited e-Voting.pdf” with your client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.co.in>.
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change Menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select “EVEN” (Electronic Voting Event Number) of Trimurthi Drugs and Pharmaceuticals Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Corporates/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail to scrutinizertdpl@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository participant(s) or requesting physical copy]: