
TRIMURTHI
GROUP

BOARD OF DIRECTORS	:	***SHRI ARUN KUMAR BHANGADIA*** Managing Director ***SHRI ARVIND KUMAR BHANGADIA*** Non –Executive Promoter Director ***SHRI RAMSWAROOP AGRAWAL*** Independent Director ***SHRI DEVENDER KUMAR RATHI****(up to 07-06-2016)* Independent Director ***SMT. PRIYANKA BARVE***(upto 29-03-2016) Independent Director-Women Director **SMT. SARAPU SOWJANYA** (from 07-06-2016) Independent Director-Women Director **SHRI SAGAR RAJENDRA KARWA** (from 07-06-2016) Independent Director
COMPANY SECTRETARY	:	**CS JYOTHI RAMESH KAKANI**
REGISTERED OFFICE	:	4-4-231/1/2/ABC, Inderbagh, Sultan Bazar, Hyderabad - 500 095. Phone No. (040) 24757370 Email: **info@trimurthidrugs.com**
AUDITORS	:	***M/s. K. VENKATESWARA RAO & ASSOCIATES*** *Chartered Accountants* H No. 3-5-907/2, Flat No. 402, Mahavir Lok, Himayat Nagar, Hyderabad - 500 029.
AUDIT COMMITTEE	:	1. Shri Ramswaroop Agarwal 2. Shri Arun Kumar Bhangadia 3. Smt. Priyanka Barve (upto 29-3-2016) 4. Shri Devender Kumar Rathi (from 29-03-2016 to 07-06-2016) 5. Smt. Sarapu Sowjanya (from 07-06-2016)
NOMINATION & REMUNERATION COMMITTEE	:	1. Shri Devendra Kumar Rathi (upto 07-06-2016) 2. Shri Ramswaroop Agarwal 3. Shri Arun Kumar Bhangadia 4. Shri Sagar Rajendra Karwa (from 07-06-2016)
STAKE HOLDERE RELATIONSHIP COMMITTEE	:	1. Shri Ramswaroop Agarwal 2. Smt. Priyanka Barve (upto 29-03-2016) 3. Shri Arvind Kumar Bhangadia 4. Smt. Sarapu Sowjanya (form 07-06-2016)
BANKERS	:	HDFC BANK, Madhura Nagar Branch, Hyderabad
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)	:	B.S.E Limited . The Ahmedabad Stock Exchange Ltd.
DEMATISIN CDSL & NSDL	:	INE314I01036
WEBSITE	:	www.trimurthidrugs.com
INVESTOR EMAIL ID	:	info@trimurthidrugs.com
CORPORATE IDENTITY NUMBER	:	L67120TG1994PLC018956

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Members of the Company will be held on 30th July,2016 at RGA Hall , Snatak Bhavan,5-4-790/1,Ashirvad Complex,1st Floor, Abids, Hyderabad-500001 At 10:30 AM , to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial statements) of the company for the year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and the statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

2. To Appoint Mr.Arvind Kumar Bhangadia, Promoter Non-Executive Director (DIN: 00015838) who retires by rotation and being eligible, offers himself for re-appointment.

3. To Ratify the appointment of M/s. K. Venkateswara Rao & Associates, Chartered Accountants, Hyderabad as Statutory Auditors of the Company and authorize board of directors to fix the remuneration.

   "Resolved that pursuant to the provisions of section 139 and all other applicable provisions, of the companies Act 2013 read with rule 3(7) of the companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the appointment of M/s., K. Venkateswara Rao & Associates, Chartered Accountants as auditors of the company for a term of 3 years i.e… till the conclusion of 23rd Annual General Meeting (AGM) to be held in 2017 which was subject to ratification at every AGM, be and is hereby ratified to hold office from conclusion of this meeting until conclusion of next annual general meeting to be held in financial year 2016-17, on such remuneration as may be determined by the Board of Directors."

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 section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Sagar Rajendra Karwa (DIN-07535666), who was appointed 'Additional Director-Independent' on the Board of the Company on 07-06-2016 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. Sagar Rajendra Karwa (DIN:07535666) 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 up to 06th June, 2021."

5. 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 section 149, 152 of the Companies Act, 2013 and rules made there under, Mrs. Sarapu Sowjanya (DIN 07471908), who was appointed 'Additional Director-Independent' in the Board of the Company on 07-06-2016 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. Sarapu Sowjanya (DIN 07471908) Mrs. Sarapu Sowjanya 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 up to 06th June, 2021."

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 22-07-2016 to 30-07-2016.

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 124(5) read with section 125 of the Companies Act, 2013, 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 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 imitative 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 provisions of the companies Act, 2013 keeping in view shareholders are requested to update their E-Mail ID with their DP.

12. 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.

13. **Voting through electronic means:**

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 22nd Annual General Meeting (AGM) by

I. 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 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.com.

(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 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) 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 fcspavan@gmail.com with a copy marked to evoting@nsdl co.in

B. I. 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]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: EVEN (Electronic Voting Even Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

IV. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for casting your vote.

V. The e-Voting period commences on 27th July, 2016 (9.00 a.m.) and ends on 29th July, 2016 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 22nd July, 2016 the (cut-off date).

VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd July, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password,

you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VIII. Shri Pavan Kankani, Company Secretary in Whole-time Practice, (Membership No. F-7432, CP No.7643 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

IX. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the vote cast in favor or against, if any, forthwith to the Chairman of the Company.

X. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.trimurthidrugs.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.

BRIEF PROFILE OF THE NEWLY APPOINTED IN-DEPENDENT DIRECTORS

Particulars	Mr.Sagar Karwa	Mrs. Sarapu Sowjanya
Date of Birth	06-01-1990	25-11-1986
Date of Appointment	07-06-2016	07-06-2016
Qualification	M.B.A (Finance)	M.B.A (Banking)
Expertise in specific functional areas	Experience in cotton Agriculture Business, Filed of Gymnasium, Petroleum, industrial Business .	Vast Experience in Administration and Financial Areas .
Directorships held in other public companies	Nil	1
Memberships/Chairmanships of committees of other public companies	Nil	Chairmanship - Nil Membership – 5
No of Shares held in the company	Nil	Nil

By Order of the Board

Place: Hyderabad.
Dated:02nd July,2016

ARUN KUMAR BHANGADIA
Managing Director
(DIN: 00021024)

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of The Companies Act, 2013 (The Act)

ITEM NO 4:

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice :

Mr. Sagar Rajendra Karwa (DIN 07535666) was appointed Additional Director on 07-06-2016, in terms of Section 161 (1) of the Companies Act, 2013, in the category of 'Non-Executive Independent' and is continuing as 'Independent Director'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Sagar Rajendra Karwa (DIN 07535666) as 'Independent Director' for a term upto 06-06-2021 and pass the resolution set out at Item No. 4. The appointment of Mr. Sagar Rajendra Karwa (DIN - 07535666) is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013. Mr. Sagar Rajendra Karwa (DIN 07535666) has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that his continued association with the Company would be of benefit to the Company. Further, in the opinion of the Board, Mr. Sagar Rajendra Karwa (DIN 07535666) fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under, and he is independent of the Management.

No Director other than Mr. Sagar Rajendra Karwa (DIN 07535666)himself or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 4. Further, Mr. Sagar Rajendra Karwa (DIN 07535666)is not related to any other Director of the Company.

ITEM NO 5:

Mrs. Sarapu Sowjanya (DIN 07471908) was appointed Additional Director on 07-06-2016, in terms of Section 161 (1) of the Companies Act, 2013, in the category of 'Non-Executive Independent' and is continuing as 'Independent Director'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mrs. Sarapu Sowjanya (DIN 07471908) as 'Independent Director' for a term upto 06-06-2021 and pass the resolution set out at Item No. 4. The appointment of Mrs. Sarapu Sowjanya (DIN 07471908) is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013. Mrs. Sarapu Sowjanya (DIN 07471908) has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that her continued association with the Company would be of benefit to the Company. Further, in the opinion of the Board, Mrs. Sarapu Sowjanya (DIN 07471908) fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under, and she is independent of the Management.