



TRIMURTHI
GROUP

TRIMURTHI LIMITED

CIN : (L67120TG1994PLC018956)

BOARD OF DIRECTORS	:	SHRI ARUN KUMAR BHANGADIA Managing Director SHRI ARVIND KUMAR BHANGADIA Non -Executive Promoter Director SHRI NATWARLAL RAMGOPAL MODANI Independent Director SMT. SARAPU SOWJANYA Independent Director-Women Director SHRI SAGAR RAJENDRA KARWA Independent Director
COMPANY SECRETARY	:	CS JYOTHI RAMESH KAKANI
KEY MANAGERIAL PERSONNEL	:	VANI MANDA Chief Financial Officer
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. P. MURALI & CO, Chartered Accountants 6-3-655/2/3, Somajiguda, Hyderabad-500082
AUDIT COMMITTEE	:	1. Shri Arun Kumar Bhangadia 2. Shri Natwarlal Ramgopal Modani 3. Smt. Sarapu Sowjanya
NOMINATION & REMUNERATION COMMITTEE	:	1. Smt.Sarapu Sowjanya 2. Shri Arun Kumar Bhangadia 3. Shri Sagar Rajendra Karwa
STAKEHOLDERS RELATIONSHIP COMMITTEE	:	1. Shri Natwarlal Modani 2. Shri Arvind Kumar Bhangadia 3. Smt. Sarapu Sowjanya
BANKERS	:	HDFC Bank, Koti 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)	:	B.S.E Limited
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 24th Annual General Meeting of the Members of the Company will be held on 25-09-2018 at RGA Hall, Sanatak Bhavan, 5-4-790/1, 1st Floor, Ashirwad Complex Abids At 10.00AM, 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, 2018 including the Audited Balance Sheet as at 31st March, 2018 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 reappointment.
3. To Ratify the appointment of M/s. P. Murali & Co, 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 P. Murali & Co, Chartered Accountants as auditors of the company for a term of 5 years i.e till the conclusion of 28th Annual General Meeting (AGM) to be held in 2022 which was subject to ratification at every AGM, be and is hereby ratified to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting to be held in financial year 2018-19, on such remuneration as may be determined by the board.

For and on behalf of Board of Directors,

Place: Hyderabad.
Date: 27-08-2018

ARUN KUMAR BHANGADIA
Managing Director
(DIN: 00021024)



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. The Register of Members and Share Transfer Books of the Company will remain closed from 22-09-2018 to 25-09-2018
3. 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 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.

4. 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.
5. 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.
6. 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.
7. 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.

8. Members, who hold shares in dematerialized form, are requested to bring their client ID and DP ID's for easier identification of attendance at the meeting.
9. 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.
10. 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 provisions of the companies Act, 2013 keeping in view shareholders are requested to update their E-Mail ID with their DP.
11. 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.
12. Voting through electronic means:
 - i. 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 24th 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 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 cs.pkassociates@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]:
- (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 22-09-2018 (9.00 a.m.) and ends on 24-09-2018 (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 18-09-2018 the (cut-off date) for E-Voting.
 - 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. 24-08-2018 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.

DIRECTORS' REPORT

To
The Members,
Trimurthi Limited,
Hyderabad.

Your Directors have pleasure in presenting the 24th Annual Report on the business and operations of the Company together with the audited statements of accounts for the financial year ended 31st March, 2018.

FINANCIAL HIGHLIGHTS:

The Financial results for the year ended 31st March, 2018 are summarized as under:

(Rs. in Lakhs)

			(Rs. in Lakhs)	
<i>Consolidated</i>		<i>Particulars</i>	<i>Standalone</i>	
2017-18	2016-17		2017-18	2016-17
1050.22	918.64	Income from Operations	311.16	350.91
20.72	16.86	Other Income	1.30	14.46
1090.55	916.13	Total Expenditure	283.17	344.94
20.09	43.49	Profit/Loss before Interest and Depreciation	44.69	32.71
16.01	5.02	Finance Costs	Nil	Nil
23.69	19.10	Depreciation	15.39	12.29
(19.61)	19.37	Profit/Loss after Interest and Depreciation	29.30	20.42
1.14	0	Prior Period adjustments	1.14	--
12.78	11.35	Provision for Taxation		
1.29	4.68	- Current Tax	8.31	5.40
-34.82	3.34	- Deferred Tax	1.74	(0.06)
4.17	4.44	Profit after taxation	18.10	15.09
(36.32)	1.10	Minority Interest	--	--
(0.48)	(0.01)	Profit after Minority Interest	--	--
		Earnings Per share	0.22	0.19

PERFORMANCE OF THE COMPANY:

Standalone performance: Gross revenue of your company stood at Rs. 311.16 Lakhs for 2017-18 compared to revenue of Rs.350.91 lakhs for 2016-17. Net profit before tax stood at Rs. 29.30 Lakhs for 2017-18 compared to Rs. 20.42 Lakhs for 2016-17. EPS of the Company stood at Rs.0.22 paisa per share for 2017-18.

Consolidated performance: Gross revenue of your company stood at Rs.1050.22 Lakhs for 2017-18 compared to revenue of Rs.918.64 lakhs for 2016-17. Net loss before tax stood at Rs. 20.76 Lakhs for 2017-18 compared to Net Profit of Rs.19.37 Lakhs 2016-17. EPS of the Company stood at Rs.(0.48) paisa per share for 2017-18.

Trimurthi Foods Limited the Wholly Owned Subsidiary of the company is carrying its commercial Operations of manufacturing Corn Foods Products and Confectionery Products.



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DIVIDENDS: In the view of requirement for retention of earnings for the business growth, the Board of Directors does not recommend any dividend for the year under review.

During the year under review the company has transferred unclaimed dividends for the dividend declared for the F.Y 2009-10 which were due to transfer to IEPF (Investor Education and Protection Fund), Pursuant to Rule 5(4) of the IEPF Rules, 2016.

TRANSFER TO RESERVES: During the year your company has not transferred any amount to general reserve.

DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- a) That in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual financial statements have been prepared on a going concern basis;
- e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

SUBSIDIARIES/ ASSOCIATES/JOINT VENTURES:.

During the year the board of directors reviewed the affairs of the subsidiaries. In accordance with the section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company, which forms part of this annual report. Further a statement containing salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended as ANNEXURE-1 to the boards report. The statement also provides the details of performance and financial positions of the subsidiaries.

In accordance with section 136 of the Companies act, 2013, the audited financial statements, including the consolidated financial statements and related information about the company and audited accounts of the each of the subsidiaries, are available on our website.

**RELATED PARTY TRANSACTIONS:**

All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee and also the Board for approval.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

Detailed information about the related party transactions is enclosed in from AOC-2 as **ANNEXURE -2**

EXTRACT OF ANNUAL RETURN: The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **ANNEXURE -3**.

STATUTORY AUDITORS: In the Annual general meeting held in 2017, M/s. P. Murali & Co., Chartered Accountants, were appointed as statutory auditors of the company to hold office for a term of 5 years i.e till the conclusion of 28th Annual General Meeting (AGM) to be held in 2022 which was subject to ratification at every AGM. In terms of First proviso to section 139 of the Companies Act, 2013 the appointment of auditors shall be placed for ratification at every Annual General Meeting.

The Auditors Report for fiscal 2018 does not contain any qualification, reservation or adverse remarks. The Auditor's Report is enclosed with the financial statements in this annual report.

SECRETARIAL AUDITOR: M/s P K Associates, Practicing Company Secretaries, were appointed to conduct the secretarial audit of the Company for financial year 2017-18, as required under section 205 of the Companies Act, 2013 and rules there under. The Secretarial audit report for financial year 2017-18 forms part of the Annual Report as **ANNEXURE-4** to the Boards Report. The Secretarial Audit report does not contain any qualification, reservation or adverse remarks.

INTERNAL AUDITORS: M/s Ramesh Athasniya & Co, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

COST AUDIT:

Cost Audit is not applicable to your Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL: There was no Director who was appointed/ceased/re-elected/reappointed during the year under review. There was no change in Key Managerial Personnel during the year under review.

DECLARATION BY INDEPENDENT DIRECTORS: The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013.



POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION: the Current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the board, and separate its functions of governance and management. As on date of this report your board consists of 5 Directors including 2 promoter directors (of whom one is executive chairman of the Company) and 3 independent directors (including a women director).

The policy of the company on appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of directors and other matters, as required under sub section 3 of section 178 of the Companies Act, 2013 is available on our website. We affirm that the remuneration paid to the directors is as per terms laid out in the nomination and remuneration policy.

NUMBER OF BOARD MEETINGS: During the year Eight Board Meetings were held on 19/05/2017, 06/07/2017, 05/08/2017, 05/11/2017, 13/12/2017, 08/01/2018, 31/01/2018, 10/02/2018 and one independent directors' meeting was held on 05-08-2017 during the financial year. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings.

PARTICULARS OF LOANS, GURANTEES OR INVESTMENTS: Details of Loans, Guarantees and investments covered under the provisions of section 186 of the companies Act, 2013 are given in the notes to the Financial Statements.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION: The Company has no activity relating which consumes energy or which requires technology, accordingly disclosures for conservation of energy or technology absorption is not given. Hence no information pursuant to Section 134 of the Companies Act, 2013 read with (disclosure of particulars in the report of Board of Directors) Rules, 1988 is provided.

FOREIGN EXCHANGE EARNINGS AND OUTGO: During the year under review company neither earned foreign currency nor did it expend any amount in foreign currency.

BUSINESS RISK MANAGEMENT: The Company has adopted a Risk Management Plan for implementation of Enterprise Risk Management (ERM) framework. As per the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Board shall establish a Risk Management Plan/ Policy and the Audit Committee shall evaluate the Risk Management systems periodically.

In line with this requirement, the Board is responsible for initiating and instituting the ERM framework and setting the requisite tone at the top for implementation of the ERM framework. Further, the Board shall be responsible for overseeing measures for managing risk. The Plan also envisages a key role for the Audit Committee which shall periodically (at least annually) review the adequacy of Risk Management Systems, recommend improvements if needed, discuss with external consultants, Internal Auditors to test the adequacy and effectiveness of the Risk Management System.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.



INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY: The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

CORPORATE SOCIAL RESPONSIBILITY: The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions under section 135 of the Companies Act, 2013 are not applicable to the company.

FIXED DEPOSITS: The Company has not accepted any deposits U/s 73 of the Companies Act, 2013 and as such no amount of principle or interest was outstanding as on the date of Balance Sheet.

BOARD EVALUATION: Pursuant to the provisions of Companies Act, 2013 and according to Listing Obligation and Disclosure Requirements Regulation 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL ACT, 2013:

The Company has in place an anti sexual harassment policy in line with the requirements of the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013. All Employees (Permanent, Contractual, temporary, Trainees) are covered under this policy.

GREEN INITIATIVE:

Last year, we started a Green Initiative with the aim of being green and minimizing our impact on the environment. This year too we are proposing to send the Annual Report to the registered e-mail addresses of the shareholders.

DISCLOSURE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Since the paid up capital of company is less than rupees ten cores and the net worth of the company is below rupees twenty five crores as specified in regulation 15 of SEBI (LODR) regulations, 2015 disclosure with respect to provisions relating to corporate governance are not applicable to the Company.