



TRIMURTHI

TRIMURTHI LIMITED

29<sup>th</sup>

ANNUAL REPORT  
2022-2023



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## Corporate Information

### Board of Directors:

- |                                  |   |
|----------------------------------|---|
| 1. Mr. Ravi Bhangadia            | - Chairman and Whole time director (03434400) |
| 2. Mr. Aditya Bhangadia          | - Managing Director (05213297)                |
| 3. Mr. Arvind Kumar Bhangadia    | - Non-Executive Director (DIN: 00015838)      |
| 4. Mr. Natwarlal Ramgopal Modani | - Independent Director (DIN: 07480150)        |
| 5. Mr. Sagar Rajendra Karwa      | - Independent Director (DIN: 07535666)        |
| 6. Mrs. Monam Kapoor             | - Independent Director (DIN: 09278005)        |

### Chief Financial Officer:

Ms. Vani Manda

### Company Secretary & Compliance Officer:

Ms. Nishita Kalantri

### Registered Office:

5-8-354/1106, Office No. 1106,  
Ratna Block, Raghav Ratna Towers,  
Chirag Ali Lane, Hyderabad - 500001  
Telangana  
Ph: +91 9121330909 / 040-23314435  
Mail: info@trimurthidrugs.com

### Statutory Auditors:

M/s. P. Murali & Co,  
Chartered Accountants  
6-3-655/2/3, Somajiguda,  
Hyderabad-500082  
Telangana

CIN: L67120TG1994PLC018956  
ISIN: INE314I01036

### BANKERS

HDFC Bank: Koti Branch, Hyderabad  
ICICI Bank: Abids Branch, Hyderabad

### AUDIT COMMITTEE:

- |                                  |   |          |
|----------------------------------|---|----------|
| 1. Mr. Sagar Rajendra Karwa      | - | Chairman |
| 2. Mr. Natwarlal Ramgopal Modani | - | Member   |
| 3. Mr. Ravi Bhangadia            | - | Member   |

**NOMINATION & REMUNERATION COMMITTEE:**

- |                                  |   |          |
|----------------------------------|---|----------|
| 1. Mr. Sagar Rajendra Karwa      | - | Chairman |
| 2. Mr. Natwarlal Ramgopal Modani | - | Member   |
| 3. Mr. Arvind Kumar Bhangadia    | - | Member   |

**STAKEHOLDER RELATIONSHIP COMMITTEE:**

- |                                  |   |          |
|----------------------------------|---|----------|
| 1. Mr. Sagar Rajendra Karwa      | - | Chairman |
| 2. Mr. Natwarlal Ramgopal Modani | - | Member   |
| 3. Mr. Arvind Kumar Bhangadia    | - | Member   |

**INDEPENDENT DIRECTORS COMMITTEE**

1. Mr. Natwarlal Ramgopal Modani
2. Mr. Sagar Rajendra Karwa
3. Ms. Monam Kapoor

**LISTING**

BSE Limited

**REGISTRAR & SHARE TRANSFER AGENTS**

Venture Capital & Corporate Investments Private Limited  
4th & 5th Floors, Plot No.57,  
Jayabheri Enclave Phase – II, Gachibowli,  
Hyderabad – 500032, Telangana  
Tel No.: (040) 23818475 / 23818476  
Fax: 040-27632184  
E-mail: [online@vccilindia.com](mailto:online@vccilindia.com)

**CONTACT DETAILS**

E-Mail : [info@trimurthidrugs.com](mailto:info@trimurthidrugs.com)

Website: [www.trimurthidrugs.com](http://www.trimurthidrugs.com)

Phone : +91 9121330909



## NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of the Trimurthi Limited will be held on Friday 15th day of September, 2023 at 11:00 a.m. through Video Conferencing/ Other Audio-Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2023 and the Statement of Profit & Loss and cash flow statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Arvind Kumar Bhangadia, promoter Non-Executive Director (DIN: 00015838) who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **Appointment of Mr. Aditya Bhangadia(DIN: 05213297) as a Director and Managing Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161, Schedule V and such other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Aditya Bhangadia (DIN: 05213297), who was appointed as an Additional Director (Executive category) of the Company pursuant to Section 149 of the Act read with SEBI (LODR) Regulations to hold office up to the date of ensuing Annual General Meeting or three months from the date of his appointment, whichever is earlier, be and is hereby appointed as a Director and Managing Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time, approval of the members be and is hereby accorded for the appointment of Mr. Aditya Bhangadia (DIN: 05213297) as a Director and Managing Director of the Company for a period of three years w.e.f. 09.08.2023 to 08.08.2026 at a remuneration of Rs. 25,000 per month.



**“RESOLVED FURTHER THAT** in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Aditya Bhangadia, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**4. Appointment of Mr. Ravi Bhangadia(DIN: 03434400) as a Director, Whole-time Director and Chairman of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161, Schedule V and such other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Ravi Bhangadia (DIN: 03434400), who was appointed as an Additional Director (Executive category) of the Company pursuant to Section 149 of the Act read with SEBI (LODR) Regulations to hold office up to the date of ensuing Annual General Meeting or three months from the date of his appointment, whichever is earlier, be and is hereby appointed as a Director, Whole time Director and Chairman of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time, approval of the members be and is hereby accorded for the appointment of Mr. Ravi Bhangadia (DIN: 03434400) as a Director, Whole time Director and Chairman of the Company for a period of three years w.e.f. 09.08.2023 to 08.08.2026 at a remuneration of Rs. 25,000 per month.

**“RESOLVED FURTHER THAT** in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Ravi Bhangadia, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.



**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For and on behalf of the Board  
Trimurthi Limited**

**Sd/-  
Ravi Bhangadia  
Chairman and Whole time Director  
(DIN: 03434400)**

**Place: Hyderabad  
Date: 18.08.2023**

**NOTES:**

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 2/2022 dated May 5, 2022, General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 and 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated January 15, 2021, and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 issued by SEBI (collectively "SEBI Circulars") Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the MCA Circulars granted certain relaxations and thus permitted the holding of Annual General Meeting ("AGM") of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA / SEBI Circulars, as applicable, the AGM of the Company is being held through VC / OAVM (e-AGM).
2. In compliance with applicable provisions of the Act read with the MCA Circulars and the Listing Regulations, the AGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(3) of the SEBI (LODR), Regulations, 2015, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding),





Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. The company has appointed M/s. Ankit Singhal & Associates, Practicing Company Secretaries, as scrutinizer of the company to scrutinize the voting process.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.trimurthidrugs.com](http://www.trimurthidrugs.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
10. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021, 20/2021 dated December 08, 2021 and Circular No. 03/2022 dated 05.05.2022.
11. Since the AGM will be held through VC/OAVM Facility, Proxy form, Attendance Slip and the Route Map is not annexed in this Notice.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 09.09.2023 to 15.09.2023 (Both days inclusive).

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on 12.09.2023 at 09.00 A.M and ends on 14.09.2023 at 05.00 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 (record date) 08.09.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

**Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.**

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Type of shareholders	Login Method
Individual Share holders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing userid and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider forecasting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>