

NOTICE OF POSTAL BALLOT

TRIMURTHI DRUGS & PHARMACEUTICALS LIMITED

Registered Office: 4-4-231/1/2/ABC, Inderbagh,
Sultanbazar, Hyderabad - 500 095. T.S. India.

Email: info@trimurthidrugs.com | CIN No. L67120TG1994PLC018956

Date: 12th February, 2016

NOTICE

To,

All the Shareholders

Trimurthi Drugs & Pharmaceuticals Limited

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, that the resolution appended herewith is proposed to be passed as Special Resolution by means of Postal Ballot.

The Company seeks the consent of the Members for the aforesaid proposals contained in the draft through Special Resolutions appended below. Accordingly the draft Special Resolutions and Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons for which such resolutions are proposed are being sent to you along with the Postal Ballot Form for your consideration.

Kindly accord your assent or dissent, as the case may be, to the above mentioned resolution in the enclosed form). Your assent must be recorded in the box marked "Assent" and dissent in the box "Dissent" by placing a tick mark () in the appropriate column against the resolutions.

Mr Pavan Kankani (Membership No. FCS 7432), Practicing Company Secretary has been appointed as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process thereto in accordance with the provisions of the Act and Rules made there under in a fair and transparent manner.

Before casting your vote, please read carefully the instructions printed in the postal ballot form and return the form duly completed in the attached self addressed Business Reply Envelope so as to reach the scrutinizer on or before the closing of the working hours i.e. 6.00 P.M. on Saturday, 19th March, 2016 at Mr. Pavan Kankani, Scrutinizer, M/s. Trimurthi Drugs & Pharmaceuticals Limited, 4-4-231/1/2/abc, inder bagh, sultan bazar Hyderabad – 500 095.

For Members opting for E-Voting:

In Compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny in accordance with the provisions of Section 110 of the Act, 2013 read with Companies (Management and Administration) Rules, 2014 on 19th March, 2016. The results of said postal ballot along with the Scrutinizer's report will be posted on the Company's website www.trimurthidrugs.com and will be communicated to the Bombay Stock Exchange Limited and Madras Stock Exchange Limited.,

Ahmedabad stock exchange ,where the equity shares of the Company are listed. The results of postal ballot shall also be announced through newspaper advertisement.

Thanking You,

For Trimurthi Drugs & Pharmaceuticals Limited

Sd/-

Arun Bhangadia

RESOLUTION TO BE PASSED THROUGH THE POSTAL BALLOT

ITEM NO. 1: ALTERATION IN THE OBJECT CLAUSE OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution under Section 13 of the Companies Act, 2013:

“RESOLVED THAT pursuant to Section 13 and other applicable provisions if any, of the Companies Act, 2013, the approval of the company be and is hereby accorded, subject to requisite approvals, if any, of the appropriate authorities, for change/addition/alteration in object clause of Memorandum of Association of the Company by way of inserting the following New Object Clauses:

(a) In Clause IIIA (Main Objects) of the Memorandum of Association of the Company, the following new Clause 1, 2,3 & 4 be and are hereby substituted in lieu of existing Clause 1, 2,3 & 4 thereof:

- a. To carry on business of manufacturers, producers, processors, traders, marketers, buyers, sellers, importers, exporters, preservers, stockists, agents, distributors or otherwise deal in all types of pharmaceuticals, drugs, medicines, formulations, dyestuffs, antibiotics, surgical, scientific, electrical, chemical, photographic apparatus, equipments, appliances, products, accessories genetic materials, tissue culture, vaccines, bio fertilisers and chemicals, derivatives of fertilizers and chemicals, biomedicines, antibiotics and other pharma products either in allopathic, ayurvedic, homeopathic, unani or naturopathy and herbal products, food supplements, medicals, cosmetics, toiletries, bio chemicals, Bulk Drugs ,Intermediatries, speciality chemicals, chemical compounds of organics and in organics and intermediates and to establish, organize, run maintain and manage chain of medical shops and franchisee branches either on wholesale basis or retail basis and to carry on the research and developmental activities and know-how to develop new products and to develop and maintain testing house and laboratory for own use and for others and to carry on the business of consultants to design chemical, pharmaceutical or biotech industry and to acquire the designing or technical know-how relating to chemicals, pharmaceuticals and biotech products.
- b. To carry on the business of process, produce. Mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble g u m , detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and drinking products, mineral water , fruit drinks , artificial flavoured drinks , condensed milk and drinking products and any other food products in and outside India.

- c. To carry on in India the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centres using owned /hired or third party infrastructure and equipment, providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to / from other organizations, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of credit processing, cheque processing, data warehousing and database management, to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerised telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas.
- d. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly \or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised insuch building(s).To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, warehouses ,godown , Cold Storage ,houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy installments or by hire purchase system and otherwise. To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country any where in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, Piers, wharves harbours, canals, serial runways and hangers, airports, reservoirs, embankments, irritations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

(b) In Clause IIIA (Main Objects) of the Memorandum of Association of the Company, the following new Clause 5 be and is hereby inserted

To carry on the business as share & stock brokers, sub-brokers, dealers, agents, for subscribing to and for the sale and purchase of securities, stock, shares, debentures, debenture stock, bonds, units cash certificates, saving certificates, commercial papers, Government securities or other financial instruments or obligations and securities issued or guaranteed by body corporate whether established in India or elsewhere, authority whether Central, State or Local, undertaking whether public or private, to act as portfolio managers, fund managers, asset managers, securities and investment consultants, custodian for securities and assets and share transfer agents.

RESOLVED FURTHER THAT the Board of Directors and/or Secretary of the Company be and are hereby severally authorised to file necessary documents and forms with the Registrar of Companies, Telangana, Hyderabad and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

ITEM NO. 2: CHANGE OF NAME OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with the Bombay Stock Exchange Limited (the "Stock Exchange") and Madras Stock Exchange (the "Stock Exchange") Ahmedabad Stock Exchange (ASE) and subject to the approval of the Registrar of Companies – Hyderabad (the "ROC") and other regulatory authorities, as may be applicable, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from "Trimurthi Drugs & Pharmaceuticals Limited" to "Trimurthi Limited".

RESOLVED FURTHER THAT post aforesaid approvals, the name "Trimurthi Drugs & Pharmaceuticals Limited" whereby occurs in the Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name ""Trimurthi Limited".

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC and other regulatory authorities, as may be applicable, for making application to give effect to the above resolution and to file required documents and information to the Stock Exchange and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection".

BY THE ORDER OF THE BOARD
FOR TRIMURTHI DRUGS & PHARMACEUTICALS LIMITED

ARUN BHANGADIA
MANAGING DIRECTOR
DIN:00021204

Date :12-02-2016

Place: Hyderabad

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO : 1 ALTERATION IN MAIN OBJECT CLAUSE

The present Main objects of the Company, inter alia, authorizes the Company to carry on the business of manufacturing, trading of Drugs & Pharmaceuticals & surgical equipments with the increase in government reforms and economic stability in the country, also with the changes in trend of both state and central government and encouraging private participation in private sector has further avenues. In order to cease the opportunity the company is planning to diversify its business among various sectors, it is proposed to elaborate the main objects of the company by incorporating the suitable clauses in the main objects of the memorandum of the company to cover these activities. In these connection, the new clauses from 1 to 5 of Main objects of the company is being changed, clubbed, added or altered in the place of the existing clauses.

Further has the future plans of the company is to expand its activities, the area of real estate, information technology, Trading in all types of Shares and securities, food processing & manufacturing it is proposed to alter the Main Objects of the Company to incorporate the suitable clause under Main Objects as mentioned in the above resolution, to enable the Company to take-up the same as and when opportunity arises.

Such Alteration in the Main Objects would require the approval of members by passing Special Resolution through Postal Ballot under Section 13 read with Rule 22 of Companies (Management & Administration) Rules, 2014. Further such amendments in the Objects Clause of the Memorandum of Association shall be effective upon the Registration of the Resolution by the Registrar of Companies, Andhra Pradesh & Telangana, and Hyderabad. The necessary Postal Ballot forms and the draft Resolutions along with the Explanatory Statements pertaining to the said resolution explaining in detail the material facts, has sent along with the said Notice.

The draft copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned, financially or otherwise in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 1 as set out in this Notice.

ITEM NO :2 CHANGE OF NAME

The Board of Directors of the Company proposed that in order to ensure that the name of the Company adequately reflects the businesses being carried on by the Company, it is proposed to appropriately change the name of the Company from Trimurthi Drugs and pharmaceuticals Limited to Trimurthi Limited. The management of the company is in process of expansion of business and proposes to change the name. So your directors are proposing for the change of the name of the Company pursuant to section 13 and other applicable provisions thereof. In consideration of the above, your directors recommend you to pass the resolution provided above.

The draft copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned, financially or otherwise in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 3 as set out in this Notice.

BY THE ORDER OF THE BOARD
FOR TRIMURTHI DRUGS & PHARMACEUTICALS LIMITED
ARUN BHANGADIA
MANAGING DIRECTOR
DIN:00021204

Date :12-02-2016

Place:HYDERABAD

INSTRUCTIONS FOR VOTING

VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, not later than the close of working hours i.e., 6:00 P.M on Saturday, 19th March, 2016, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted

Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the members will also be accepted.

E-VOTING FACILITY

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING IS AS UNDER:-

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
If you are already registered with NSDL for e-voting, you will not receive this PDF file, you can use your existing user ID and password for Login. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com. The existing user-ID is your Demat account number which is (DP-ID + CLIENT-ID). For e.g.: In case the DP ID is IN600570 and Client ID is 20004951 then User-ID will be IN60057020004951.
 - (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) 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. In case a Member receives physical copy of the Notice [for members whose email Ids are not registered with the Company/Depository participant(s) or requesting physical copy]:
- (i) Initial password is provided at the bottom of the postal Ballot form
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.
 - I. 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.
 - II. 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.
 - III. 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.
 - IV. The e-Voting period commences on 18th February, 2016 (9.00 a.m.) and ends on 19th March, 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.
 - V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 12th February, 2016 the (cut-off date).
 - VI. 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. 12th March, 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.

VII. 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.

Sl. No	PARTICULARS OF THE ITEMS	Date of event
1	Date on which consent given to act as Scrutinizer	11-02-2016
2	Date of appointment of Scrutinizer	12-02-2016
3.	Date of board resolution authorizing one director of the company to be responsible for the entire postal ballot process	12-02-2016
4	Filing of intimation and calendar of events to stock exchanges	12-02-2016
5	Record date of sending of notices to Registered Shareholders/Beneficial Owners/Providing E-Voting Rights	12-02-2016
6	Date of Completion of dispatch of notice along with postal ballot	17-02-2016
7	Date of paper publication of dispatch of notice	18-02-2016
8	E-Voting Start Date	18-02-2016
9	E-Voting End Date	19-03-2016
10	Last date for receiving postal ballot by scrutinizer	19-03-2016
11	Submission of report by Scrutinizer	21-03-2016
12	Date of handing over of report, postal ballot papers etc to chairman	21-03-2016
13	Date of declaration of result by the Chairman and to : i) Inform Stock Exchanges and ii)Display on the website of the company	21-03-2016
14	Date of signing of minutes by the Chairman	22-03-2016
15	Date of returning the ballot papers , registers and other related papers to the managing director by the scrutinizer	22-03-2016
16	Paper publication of Results of Postal ballot	23-03-2016

POSTAL BALLOT FORM

Pursuant to section 109(5) of the companies act,2013 and rule 21(1) (c) of the companies (Management and Administration)Rules,2014}

Serial No: _____

- 1. Name(s) of Shareholder(s)
(Including joint holders, if any) :
(in Block Letters)

- 2. Registered address of the sole/first named shareholder :

- 3. Registered folio No. / DP ID No. / Client
ID No. * :
(* Applicable to investors holding
Shares in dematerialized form)

- 4. Number of shares held :

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick () mark at the appropriate boxes below.

Description	No. of Shares	I / We assent to the resolution	I / We dissent to the resolution
1. Special Resolution under Sections 13 and other applicable provisions, if any, of the Companies Act, 2013 for Change in Objects of Memorandum of the company.			
2. Special Resolution under Sections 13,14,110 and other applicable provisions, if any, of the Companies Act, 2013 for Change in Name of the company.			

Place:

Date:

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

Notes:

- 1. Please read the instructions printed overleaf carefully before exercising your vote.
 - 2. For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.
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INSTRUCTIONS:

1. Shareholders desiring to exercise their vote by postal ballot should complete this Postal Ballot Form and send it to the Company in attached self-addressed Stamped envelope.
2. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.\
3. The self-addressed stamped envelope bears the address to which duly filled in postal ballot form to be sent.
4. This form should be completed and signed by the shareholder only. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
5. The consent must be accorded by recording the assent in the "Assent Column" and dissent in the "Dissent Column" by placing a tick mark (✓) in the appropriate columns.
6. Incomplete and unsigned Postal Ballot Forms will be rejected.
7. The notice is being sent to all the members whose name would appear on the Register of Members as on 12.02.2016.
8. Duly completed Postal Ballot Forms should reach the company not later 6.00 p.m. on 19-03-2016. All Postal Ballot Forms received after this will be strictly treated as if the reply from the shareholder(s) has not been received.
9. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed stamped envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final.