

TRIMURTHI LIMITED

CIN: L67120TG1994PLC018956

Registered Office: 5-8-354/1106, Office No. 1106, Ratna Block, Raghav Ratna Towers, Chirag, Ali Lane,
Hyderabad, Hyderabad, Telangana, India, 500001

Email id: info@trimurthidrugs.com Website: www.trimurthidrugs.com

Tel No.: 040 23314435

POSTAL BALLOT NOTICE

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to Section 108 and 110 other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meeting Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 General Circular Nos. 14/2020, 17/2020 and 22/2020 dated April 8, 2020, April 13, 2020 and 09/2023 dated September 25, 2023, issued by Ministry of Corporate Affairs (the "MCA Circulars") including any statutory modification or re-enactment thereof for the time being in force, to transact the below mentioned proposed special business by the members of the **Trimurthi Limited** ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting ("remote e-Voting") facility.

Ministry of Corporate Affairs (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made there under, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) by postal ballot up to September 30, 2024 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis, hence the requirements of sending Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope has been dispensed with and the voting on the proposed resolutions will be conducted only through remote e-voting system. In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail address is registered with the Company/ Depository Participant(s) as on Friday, 1st March, 2024 ("Cut-off date"). If the member's e-mail address is not registered or updated with the Company/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting. Members are requested to read the instructions given in the Notes under the section "Voting through Electronic Means" of the Notice. The communication of the assent or dissent of the members would only take place through the remote e-Voting facility.

The Explanatory Statement, as required under Section 102 of the Act, pertaining to the aforesaid resolutions setting out the material facts concerning the business and the reasons thereof are annexed hereto for your consideration. The members are requested to peruse the proposed Resolutions along with their respective explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company. Members are requested to carefully read the instructions/ procedure in the Notes under the section 'Voting through Electronic Means' to cast their votes. Member may note that references to Postal Ballot(s) in this Notice stands only for votes received electronically i.e. e-voting.

The Board of Directors of the Company, at its meeting held on Tuesday, 5th March, 2024 has appointed Mr. Artham Someswara Rao, (ACS: 18979 CP No.: 19530) of M/s A. Someswara Rao & Associates, Practicing Company Secretary, Hyderabad, as Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. In the event the draft Resolution as set out in the Notice is assented



by the requisite majority by means of Postal Ballot through the remote e-voting process, they shall be deemed to have been passed as Special Business at an Extra Ordinary General Meeting. Resolution passed by the members through Postal Ballot is deemed to have been passed as if the same was passed at a general meeting of the members convened in that regard on the **last date specified for remote e-Voting period i.e., Friday, 5th April, 2024.**

The Scrutinizer after completion of scrutiny will submit his report on Postal Ballot through the remote e-voting process to the Chairman or any person authorized by the Board after completion of the e-voting period. The result of the Postal Ballot through the remote e-voting process shall be declared within 2 working days and will be uploaded on the website of the Company www.trimurthidrugs.com, communicated to the Stock Exchange on which the Company is listed www.bseindia.com and Central Depository Services (India) Limited ("CDSL") www.evotingindia.com. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

1. Issue of Equity Shares on Preferential basis

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

"RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("**SEBI (ICDR) Regulations, 2018**"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), the Ministry of Corporate Affairs, the respective stock exchange where the equity shares of the Company are listed ("**Stock Exchange**"), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchange and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, upto 21,00,000 Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 2,10,00,000/- (Rupees Two Crores Ten Lacs only) to Proposed Promoter and Promoter Group and Strategic Investors being Non-Promoters ("**Proposed Allottees**"), on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of Proposed Allottees	Category	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
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1	Vupparapalli Chandrasekhar Reddy**	Acquirer 2* alias Proposed Promoter	800000	Vupparapalli Chandrasekhar Reddy
2	Vupparapalli Pavani**	Proposed Promoter Group	400000	Vupparapalli Pavani
3	Gattu Gnana Prakash**	Proposed Promoter Group	350000	Gattu Gnana Prakash
4	Kedarnath Anil Kumar Agarwal**	Proposed Promoter Group	250000	Kedarnath Anil Kumar Agarwal
5	Sesha Sai Nikhil Chintalapati	Non Promoter	100000	Sesha Sai Nikhil Chintalapati
6	Vinay Bagri	Non Promoter	50000	Vinay Bagri
7	K S Swetha	Non Promoter	100000	K S Swetha
8	Jitendra Malani	Non Promoter	50000	Jitendra Malani
	Total		2100000	

* Srinidhi Fine-Chemicals LLP ("Acquirer 1") and Mr. Vupparapalli Chandrasekhar Reddy ("Acquirer 2" as well as one of the Proposed Allottee) collectively known as ("Acquirers") have entered into Share Purchase Agreement ("SPA") with Arun Kumar Bhangadia (HUF), Gopikishan Arun Kumar Bhangadia (HUF), Arvind Kumar Devansh Bhangadia, Arun Kumar Bhangadia, Arvind Kumar Bhangadia, Kantha Bhangadia, Kiran Bhangadia, Jyothi Bhangadia, Ravikumar Bhangadia, Aditya Bhangadia and TDPL Health Care (India) LLP ("Sellers") on 5th March, 2024 as per which the Acquirers agreed to acquire 50,70,733 Equity Shares (49.71%) of the Post Preferential Equity Share Capital of the Company at a Price of Rs. 10/- each. The Sellers are the part of the Promoter/ Promoter Group of the Company and are presently in the management control of the Company.

Pursuant to the proposed acquisition through SPA which triggered the Open Offer obligations, the Acquirers will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities.

Hence, there is a change in the management and control of the Company pursuant to SPA.

** Vupparapalli Chandrasekhar Reddy ("Acquirer 2"), Vupparapalli Pavani, Gattu Gnana Prakash and Kedarnath Anil Kumar Agarwal, the Partners of Srinidhi Fine-Chemicals LLP ("Acquirer 1") are the Beneficial Owners of Acquirer 1 among others. Further, these Partners are also the Proposed Allottees for the said Preferential Issue. Hence, they will be classified under Promoter/ Promoter Group of the Company.

RESOLVED FURTHER THAT upon completion of Open Offer or as per Regulation 17 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirer 1 and Acquirer 2 will be acquiring control in the Company and will be classified as the Promoters of the Company in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI LODR Regulations).

RESOLVED FURTHER THAT:

- The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 6th March, 2024 to consider the proposed preferential issue of Equity Shares.
- The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form.
- The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.

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- iv. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

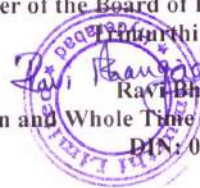
RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT any Director of the Company and/ or the Company Secretary of the Company be and is/are hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchange, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

Date: 5th March, 2024
Place: Hyderabad

By Order of the Board of Directors
Lynanthi Limited
Ravi Bhargadia, Sd/-
Chairman and Whole Time Director
DIN: 03434400



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

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

Item No. 1- Issue of Equity Shares on Preferential basis

The Board of the Directors of the Company at its meeting held on 5th March, 2024 has given their consent subject to approval of Members by way of Special Resolution to issue 21,00,000 Equity Shares on Preferential Allotment basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("Act"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. List of Allottees for Preferential Allotment of Equity Shares:

Sr. No.	Name of Proposed Allottees	Category	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
1	Vupparapalli Chandrasekhar Reddy**	Acquirer 2* alias Proposed Promoter	800000	Vupparapalli Chandrasekhar Reddy
2	Vupparapalli Pavani**	Proposed Promoter Group	400000	Vupparapalli Pavani
3	Gattu Gnana Prakash**	Proposed Promoter Group	350000	Gattu Gnana Prakash
4	Kedarnath Anil Kumar Agarwal**	Proposed Promoter Group	250000	Kedarnath Anil Kumar Agarwal
5	Sesha Sai Nikhil Chintalapati	Non Promoter	100000	Sesha Sai Nikhil Chintalapati
6	Vinay Bagri	Non Promoter	50000	Vinay Bagri
7	K S Swetha	Non Promoter	100000	K S Swetha
8	Jitendra Malani	Non Promoter	50000	Jitendra Malani
	Total		2100000	

* Srinidhi Fine-Chemicals LLP ("Acquirer 1") and Mr. Vupparapalli Chandrasekhar Reddy ("Acquirer 2" as well as one of the Proposed Allottee) collectively known as ("Acquirers") have entered into Share Purchase Agreement ("SPA") with Arun Kumar Bhangadia (HUF), Gopikishan Arun Kumar Bhangadia (HUF), Arvind Kumar Devansh Bhangadia, Arun Kumar Bhangadia, Arvind Kumar Bhangadia, Kantha Bhangadia, Kiran Bhangadia, Jyothi Bhangadia, Ravikumar Bhangadia, Aditya Bhangadia and TDPL Health Care (India) LLP ("Sellers") on 5th March, 2024 as per which the Acquirers agreed to acquire 50,70,733 Equity Shares (49.71%) of the Post Preferential Equity Share Capital of the Company at a Price of Rs. 10/- each. The Sellers are the



part of the Promoter/ Promoter Group of the Company and are presently in the management control of the Company.

Pursuant to the proposed acquisition through SPA which triggered the Open Offer obligations, the Acquirers will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities.

Hence, there is a change in the management and control of the Company pursuant to SPA.

**** Vupparapalli Chandrasekhar Reddy ("Acquirer 2"), Vupparapalli Pavani, Gattu Gnana Prakash and Kedarnath Anil Kumar Agarwal, the Partners of Srinidhi Fine-Chemicals LLP ("Acquirer 1") are the Beneficial Owners of Acquirer 1 among others. Further, these Partners are also the Proposed Allottees for the said Preferential Issue. Hence, they will be classified under Promoter/ Promoter Group of the Company.**

2. Objects of the preferential issue:

The proposed issue of 21,00,000 Equity Shares to Proposed Promoter and Promoter Group and Strategic Investors on Preferential allotment basis is being made for cash with the object of meeting the long term funding requirements of the Company including but not limited to working capital requirements and for general corporate purposes in order to support the future growth plan of the Company.

3. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 21,00,000 Equity Shares of Face Value of Rs. 10/- each on preferential basis for Cash consideration.

4. Pricing/ Basis on which the price of the Preferential Issue has been arrived at:

- A] As required under Regulation 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by Neetu Singhania, IBBI Registered Valuer being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13608) using accepted valuation practices vide Valuation Report dated 4th March, 2024. Accordingly, the Fair Value of Equity Shares is Rs. 9.97/- per share. The Valuation Report so obtained from the Independent Registered Valuer is available in the "Investor Relations" tab on the website of the Company at the following link: www.trimurthidrugs.com
- B] The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are infrequently traded within the meaning of explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. The price is determined in compliance with Regulation 165 of Chapter V of SEBI (ICDR) Regulations, 2018.
- C] Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Hence, based on the above, the Board of the Directors of the Company has decided that the issue price of Equity Shares on Preferential basis shall be Rs. 10/- each.

5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is 6th March, 2024 being the date 30 days prior to 5th April, 2024 (i.e., being the date which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting which is 5th April, 2024 to consider the proposed preferential issue).



6. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Equity Shares is made to Proposed Promoter and Promoter Group and Strategic Investors (being Non-Promoters) who are Individuals.

The Details of the Proposed Promoter and Promoter Group is given under Point No. 8 below.

7. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

None of the existing directors, existing promoters or existing key managerial personnel or existing senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

The Details of the intention of the Proposed Promoter and Promoter Group to subscribe to the Offer is given under Point No. 8 below.

8. The change in control if any in the company that would occur consequent to the preferential offer:

The Proposed Preferential Allotment of 18,00,000 Equity Shares to Proposed Promoter and Promoter Group as mentioned in Point No. 1 above does not trigger Regulation 3 and 4 of Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011.

However, Srinidhi Fine-Chemicals LLP ("Acquirer 1") and Mr. Vupparapalli Chandrasekhar Reddy ("Acquirer 2" as well as one of the Proposed Allottee) collectively known as ("Acquirers") have entered into Share Purchase Agreement ("SPA") with Arun Kumar Bhangadia (HUF), Gopikishan Arun Kumar Bhangadia (HUF), Arvind Kumar Devansh Bhangadia, Arun Kumar Bhangadia, Arvind Kumar Bhangadia, Kantha Bhangadia, Kiran Bhangadia, Jyothi Bhangadia, Ravikumar Bhangadia, Aditya Bhangadia and TDPL Health Care (India) LLP ("Sellers") on 5th March, 2024 as per which the Acquirers agreed to acquire 50,70,733 Equity Shares (49.71%) of the Post Preferential Equity Share Capital of the Company at a Price of Rs. 10/- each. The Sellers are the part of the Promoter/ Promoter Group of the Company and are presently in the management control of the Company.

Pursuant to the proposed acquisition through SPA which triggered the Open Offer obligations, the Acquirers will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities.

Hence, there is a change in the management and control of the Company pursuant to SPA.

Vupparapalli Chandrasekhar Reddy ("Acquirer 2"), Vupparapalli Pavani, Gattu Gnana Prakash and Kedarnath Anil Kumar Agarwal, the Partners of Srinidhi Fine-Chemicals LLP ("Acquirer 1") are the Beneficial Owners of Acquirer 1 among others. Further, these Partners are also the Proposed Allottees for the said Preferential Issue. Hence, they will be classified under Promoter/ Promoter Group of the Company.

9. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.



10. Shareholding pattern before and after Preferential Issue would be as follows:

Sr. No	Category	Pre Preferential Issue*		Post Preferential Issue of 21,00,000 Equity Shares	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters Holding				
1	Indian				
	Individual/ HUF/ LLP**	39,90,733	49.27	68,70,733	67.36
	Bodies corporate***	14,30,000	17.65	-	0.00
	Sub-total	54,20,733	66.92	68,70,733	67.36
2	Foreign Promoters	-	0.00	-	0.00
	Sub-total (A)	54,20,733	66.92	68,70,733	67.36
B	Non-promoters' holding				
	Institutional investors	-	0.00	-	0.00
	Non-institution				
	Private corporate bodies, Partnership Firm & LLP***	6,72,469	8.30	10,22,469	10.02
	Indian public & HUF	18,35,984	22.67	21,35,984	20.94
	(Others (including IEPF, NRIs, Clearing members, Trusts, etc))	1,70,814	2.11	1,70,814	1.67
	Sub-total (B)	26,79,267	33.08	33,29,267	32.64
C	Non Promoter & Non Public	-	0.00	-	0.00
	GRAND TOTAL	81,00,000	100.00	1,02,00,000	100.00

* As on 1st March, 2024

**Srinidhi Fine-Chemicals LLP (Acquirer 1) acquiring 50,00,000 Equity Shares through SPA and Vupparapalli Chandrasekhar Reddy (Acquirer 2 as well as one of the Proposed Allottee) acquiring 70,733 Equity Shares through SPA & 8,00,000 Equity Shares through Preferential Issue.

***Out of 14,30,000 Eq. Shares held by TDPL Health Care (India) LLP, 10,80,000 Eq. Shares are sold through SPA and 3,50,000 will be classified under Public Category post Open Offer.

11. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

Proposed Allottees	Category	Ultimate Beneficial Owner	Pre Preferential Issue		No. of Equity Shares proposed to be allotted	Post Preferential Issue (After issue of 21,00,000 Equity Shares)	
			No of shares held*	% of share holding		No of shares held	% of share holding

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Vupparapalli Chandrasekhar Reddy**	Proposed Promoter	Vupparapalli Chandrasekhar Reddy	0	-	8,00,000	8,70,733	8.54
Vupparapalli Pavani	Proposed Promoter Group	Vupparapalli Pavani	0	-	4,00,000	400000	3.92
Gattu Gnana Prakash	Proposed Promoter Group	Gattu Gnana Prakash	0	-	3,50,000	350000	3.43
Kedarnath Anil Kumar Agarwal	Proposed Promoter Group	Kedarnath Anil Kumar Agarwal	0	-	2,50,000	250000	2.45
Sesha Sai Nikhil Chintalapati	Non Promoter	Sesha Sai Nikhil Chintalapati	0	-	1,00,000	100000	0.98
Vinay Bagri	Non Promoter	Vinay Bagri	0	-	50,000	50000	0.49
K S Swetha	Non Promoter	K S Swetha	0	-	1,00,000	100000	0.98
Jitendra Malani	Non Promoter	Jitendra Malani	0	-	50,000	50000	0.49
Total					21,00,000		

* As on 1st March, 2024

** Vupparapalli Chandrasekhar Reddy (Acquirer 2 as well as one of the Proposed Allottee) acquiring 70,733 Equity Shares through SPA and 8,00,000 Equity Shares through Preferential Issue.

13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Vupparapalli Chandrasekhar Reddy	Not Applicable	Promoter
2.	Vupparapalli Pavani	Not Applicable	Promoter Group
3.	Gattu Gnana Prakash	Not Applicable	Promoter Group
4.	Kedarnath Anil Kumar Agarwal	Not Applicable	Promoter Group
5.	Sesha Sai Nikhil Chintalapati	Not Applicable	Non-Promoter
6.	Vinay Bagri	Not Applicable	Non-Promoter
7.	K S Swetha	Not Applicable	Non-Promoter
8.	Jitendra Malani	Not Applicable	Non-Promoter

14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the period from 01st April 2023 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer: Not Applicable, as the proposed allotment is made for Cash consideration.

16. Undertakings:

- The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.

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- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

17. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers.

18. Name and the address of Valuer who performed valuation- The Valuation of Equity Shares has been done by Neetu Singhania, IBBI Registered Valuer being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13608) having its Office at F-702, Spring Leaf, Lokhandwala, Kandivali (East), Mumbai- 400 101.

19. Practicing Company Secretary' Certificate:

A certificate from Mr. Artham Someswara Rao, (ACS: 18979 CP No.: 19530) of M/s A. Someswara Rao & Associates, Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 has been obtained considering the said Preferential Issue. This certificate is also placed on the "Investor Relations" tab on the website of the Company at the following link: www.trimurthidrugs.com

20. Lock-in period

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

21. Material Terms of Issue of Equity Shares

Issue and allotment of 21,00,000 Equity Shares of Face Value of Rs. 10/- per share (Face Value of Rs. 10/- per share and Premium: Nil) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution: Issue and allotment of 21,00,000 Equity Shares of Face Value of Rs.10/- each (Face Value of Rs. 10/- each and Premium: Nil) on preferential basis for Cash consideration.

Date of passing Board Resolution for aforesaid Preferential Issue is 5th March, 2024.

24. Amount which the company intends to raise by way of such securities:

The Company intends to raise Rs. 2,10,00,000/- by way of Preferential Issue of 21,00,000 Equity Shares.

25. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the existing promoters or existing directors either as part of the offer or separately in furtherance of objects.



26. Principle terms of assets charged as securities: Not Applicable

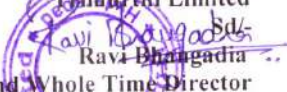
27. Interest of the Promoters/ Directors:

None of the existing Promoters, existing Director(s), existing Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Special Resolution.

By Order of the Board of Directors

Trimurthi Limited


Ravi Bhargadia ..
Chairman and Whole Time Director
DIN: 03434400

Date: 5th March, 2024

Place: Hyderabad

NOTES: -

1. The Explanatory Statement and secretarial standards on General Meetings (SS-2) pursuant to Section 102 of the Companies Act read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special businesses are annexed hereto.
2. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Postal Ballot Notice ("Notice") and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below: -
 - A. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: info@trimurthidrugs.com
 - B. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the Cutoff date i.e. Friday, 1st March, 2024. Any recipient of this Notice, who was not a member as on the aforesaid date, should treat this Notice for information purposes only.
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "E-voting"/ "Remote e-voting").
5. The Notice has also been placed on Company's website: www.trimurthidrugs.com , CDSL's website: www.evotingindia.com and on the website of stock exchange i.e. BSE Limited www.bseindia.com.
6. A member cannot exercise his vote by proxy on postal ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.
7. The resolutions passed by the members through Postal Ballot only through remote e-voting are deemed to have been passed as if they have been passed at a duly convened general meeting of the members on the last date of e-voting i.e. Friday, 5th April, 2024 (till 5.00 p.m.).
8. Voting through electronic means: Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, General Circular and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their




votes electronically through the remote e-voting services provided by CDSL. The remote e-voting facility will be available during the following period: **Commencement of remote e-voting from Thursday, 7th March, 2024 (from 9.00 a.m. IST) End of remote e-voting upto Friday, 5th April, 2024 (till 5.00 p.m. IST)**

9. The remote e-voting module shall be disabled by CDSL for voting at 5th April, 2024 (till 5.00 p.m.)
10. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.
11. The instructions of Shareholders for Remote E-voting:
- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Thursday, 7th March, 2024 (from 9.00 a.m. IST) and ends on Friday, 5th April, 2024 (till 5.00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 1st March, 2024 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your

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	vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding
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	shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <TRIMURTHI LIMITED> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: somesha2000@gmail.com and info@trimurthidrugs.com respectively. if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company-info@trimurthidrugs.com /RTA email id- info@vccipl.com**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

12. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 1ST March, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
13. The results of the electronic voting shall be declared to the Stock Exchange after the closing of e voting of Postal Ballot. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Date: 5th March, 2024
Place: Hyderabad

By Order of the Board of Directors
Trimurthi Limited
Sd/-
Ravi Bhargadia
Chairman and Whole Time Director
DIN: 03434400