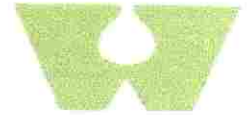


Dr. Wellman's Homoeopathic Laboratory Limited



REGD. OFFICE :

A-23, Mandakini Enclave, Alaknanda

G K-II, New Delhi-110019

Tel.: 011-40562329

drwellman@wellman.co.in

MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT ON 11TH JULY, 2012 AT THE REGISTERED OFFICE OF THE COMPANY AT A-23, MANDAKINI ENCLAVE ALAKNANDA, GK-II, NEW DELHI-110019.

RESULTS OF THE POSTAL BALLOT

The Board of Directors sought the approval of members of the company by way of special resolution through Postal Ballot for the following business:

1. Change of name of the company from "Dr. Wellman's Homoeopathic Laboratory Ltd." to "Trinity League India Ltd."
2. Alteration of main objects clause in the memorandum of association
3. Certificate for commencement of business
4. Reissue of forfeited shares
5. Increase in authorized share capital of the company
6. Alteration in articles of association of the company

The Postal Ballot Notice dated 31st May, 2012 along with Postal Ballot Forms and the self addressed prepaid postage envelopes pursuant to section 192A of the Companies Act, 1956 for passing the above resolutions by postal ballot was dispatched to the members of the company on 04.06.2012.

The Board of Directors in its meeting held on 31st May, 2012 has appointed Mr. Deepak Sharma, Practicing Company Secretary as Scrutinizer to receive and scrutinize the ballot forms received from the members and for conducting the postal ballot process in a fair and transparent manner. The postal ballot forms and the self-addressed, prepaid postage envelopes were also sent to the members. The shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against) so as to reach the scrutinizer on or before 07.07.2012.

After due scrutiny of all the postal ballot forms received by Mr. Deepak Sharma up to the close of working hours of 07.07.2012. (Being last date fixed for return of the postal ballot forms duly filled in by the members), Mr. Deepak Sharma submitted his report certifying that the resolution was passed with requisite majority, with voting pattern as under:

Sr. No.	Description	Votes/Shares in favour of the resolution	Votes/Shares against the resolution
1.	Special Resolution for change of name under section 21 of Companies Act, 1956	25,22,900 (56.36%)	NIL
2.	Special Resolution under section	25,22,900 (56.36%)	NIL



	16, 17 of the Companies Act, 1956 for Alteration of Main objects in Memorandum of Association		
3.	Special Resolution for Certificate of Commencement of Business as per section 149 (2A) of Companies Act, 1956	25,22,900 (56.36%)	NIL
4.	Special Resolution under section 81(1A) of the Companies Act, 1956 and Clause 23(a) of the Listing Agreement for Re-issue of 591200 Equity shares of Rs. 10/- each.	25,22,900 (56.36%)	NIL
5.	Special Resolution for Increase in Authorised share capital as per section 94 of companies Act, 1956	25,22,900 (56.36%)	NIL
6.	Special Resolution for Alteration in Articles of Association	25,22,900 (56.36%)	NIL

S.no.	Particulars	
1.	Total Ballot forms received	42
2.	Less: Invalid ballot forms	5
3.	Number of ballot forms received	37
4.	Number of votes on valid ballot forms	25,22,900
5.	Number of votes on invalid ballot forms	40,300
6.	Ballot forms with Assent	37
7.	Votes in favour of the resolution	25,22,900
8.	Ballot forms with Dissent	NIL
9.	Votes against the Resolution	NIL
10.	Percentage of the votes in favour of the resolution	100
11.	Percentage of the votes against the resolution	0

Mr. Devinder Kumar Jain, Chairman & Managing Director of the company after receiving the Scrutinizer's report announced that the Special Resolutions at Item No. 1-6 of the Postal Ballot notice were duly passed by the requisite majority. The resolution duly approved by the members is as under:

1. CHANGE OF NAME OF THE COMPANY

"RESOLVED THAT pursuant to Section 21 and other applicable provisions of the Companies Act, 1956 and subject to approval of Central Government, the name of the Company be and is hereby changed from "Dr. Wellman's Homoeopathic Laboratory Limited" to "Trinity League India Limited".



RESOLVED FURTHER THAT the name "**Dr. Wellman's Homoeopathic Laboratory Limited**" wherever it occurs in the Memorandum of Association & Articles of Association of the Company and all other documents/papers etc. be substituted by the name "**Trinity League India Limited**" as follows:

- 1) The existing Clause I of Memorandum of Association be deleted and substituted in its place and stead with following new clause:

The name of the Company is: **TRINITY LEAGUE INDIA LIMITED**

RESOLVED FURTHER THAT pursuant to section 31 and other applicable provisions of the Companies Act, 1956 subject to change of name of the Company to **TRINITY LEAGUE INDIA LIMITED, THE ARTICLES OF THE** Company amended as follows:

- (i) The Definition of "The Company" contained in existing Article No. 2 i.e. Interpretation Clause will be replaced with the following new definition:

The Company or "This Company" **TRINITY LEAGUE INDIA LIMITED**

- (ii) The word Dr. Wellman's Homoeopathic Laboratory Limited for reference to name of the company appearing elsewhere in the Articles of Association of the company be replaced with the words **TRINITY LEAGUE INDIA LIMITED**.

2. ALTERATION OF MAIN OBJECTS CLAUSE IN THE MEMORANDUM OF ASSOCIATION

"RESOLVED THAT pursuant to Section 17 and other applicable provisions, if any, of the Companies Act, 1956, consent of the members be and is hereby accorded to alter the Main Objects Clause III (A) of the Memorandum of Association of the Company, by shifting the existing sub-clause 6, 7 and 8 as 1, 2 and 3 and existing sub-clause 1 to 5 as 8 to 12 i.e. renumbered / re-arranged and by inserting the following new sub-clauses 4, 5, 6 and 7 after the new sub-clause 1, 2 and 3 renumber accordingly:

The inserted new sub-clauses 4, 5, 6 and 7 of the Main Objects be and is hereby read as under:

4. To act as financial consultants, management consultants and to provide advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial legal, economic, labour, industrial, accountancy.
5. To act as consultants or advisors of any firm, body corporate, association or other undertaking, to act as consultants or advisors and to undertake part in the management supervision or control of the business or operation of any person, firm, body corporate, association or other undertaking and, if necessary, for such purpose or purpose to appoint and remunerate any offices of the company, accountants or other experts or agents.
6. To carry on the business of financial and investment consultants, finance brokers, stock brokers, underwriters and to carry on the business generally carried on by finance and investment companies.
7. To lend and advance money and assets of all kinds or give credit on any terms or mode and with or without security to any individual, firm, body corporate or any other entity (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of company or any other company whether or not



associated in any way with the company), to enter into guarantees, contracts of indemnity and surety ships of all kinds.

3. CERTIFICATE FOR COMMENCEMENT OF BUSINESS

"RESOLVED THAT pursuant to the provisions of section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, the approval of the members of the company be and is hereby accorded for commencing and undertaking the new business as stated in the sub-clauses 1 to 6 of the Object Clause III (A) of the Memorandum of Association of the company upon the said Clause becoming effective".

4. REISSUE OF FORFEITED SHARES

"RESOLVED THAT subject to the provisions of section 81(1A) of the Companies Act, 1956 and Clause 23 (a) of the Listing Agreement entered and subject to permission, clearance, approval of appropriate authorities, if necessary, the consent, permission, and approval of the members of the company be and is hereby given to the Board of Directors ("Board") to reissue/sell on preferential basis in one or more tranches 591200 equity shares of Rs. 10/- each, forfeited by the Board or any part thereof, to such persons as the Board of Directors may in its sole discretion decide subject to SEBI Preferential Guidelines as may be applicable to Reissue of forfeited shares at the time of Issue by the Board and at such prices provided that the reissue price/sale price of the subject equity shares shall not be lower than Rs. 10/- per equity share and as follows:

- a. The re-issue price of the shares shall be in accordance with the SEBI Guidelines for Preferential Issue of shares.
- b. The re-issued shares shall rank pari-passu in all respects with the existing shares.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalise the terms and conditions of the re-issue / sale and to settle any questions, difficulty or doubt that may be necessary, desirable or expedient as the Board of Directors in their absolute discretion may deem fit".

5. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of the Articles of Association of the Company and Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs. 6,00,00,000 (Rupees Six Crores only) to Rs. 11,00,00,000 (Rupees Eleven Crores only) divided into 1,10,00,000 (One crore Ten Lacs) Equity Shares of Rs. 10/- (Rupees ten only) each and the existing clause V of the Memorandum of Association be substituted by the following:

V. The Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lacs) Equity Shares of Rs. 10/- (Rupees ten only) each.

6. ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Article 3 of the Articles of Association of the Company be and is hereby amended as follows:

To replace the existing Article 3 with following Article



3. The Authorised Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each. The Company has power from time to time to increase or decrease or reduce share capital. Any of the said shares and any new shares hereafter to be created may from time to time be divided into shares of several classes in such manner as may be provided hereinafter and the company may allow and so that the shares of each class may have or confer such preferred or other special rights and privileges may be issued under such restrictions and conditions whether in regard to dividend, voting, return of capital or otherwise as shall have been assigned thereto by or under provisions of the Articles of Association but so that the special rights or privileges belonging to holders of any shares issued with preferred or other rights shall not be varied or abrogated or affected except with such sanction as it provided for hereinafter.

“RESOLVED FURTHER that Mr. Devinder Kumar Jain, Chairman and Managing Director of company be and is hereby authorized to comply the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, matters and things as they may deem proper and give/send such notices, directions as may be necessary for the purpose of giving effect to the above resolutions.”

For **Dr. Wellman's Homoeopathic Laboratory Limited**

Place: New Delhi
Date: 11.07.2012


(Devinder Kumar Jain)
Chairman & Managing Director

