

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

N O T I C E

NOTICE is hereby given that the 28th Annual General Meeting of the Company will be held at The Spring Club, 5 J. B. S. Halden Avenue (formerly E.M. Bypass), Kolkata -700105, on Friday, the 27th day of September, 2013 at 11.00 A.M. to transact the following business:

1. To receive, consider and adopt Directors' Report and Auditors' Report and the Audited Balance Sheet as at 31st March, 2013 and Profit & Loss Account for the year ended on that date together with Secretarial compliance certificate thereon.
2. To appoint a Director in place of Sri Ramesh Jhanwar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Sri Tarun Daga who retires by rotation and being eligible offers himself for re-appointment
4. To appoint Messrs. Dangi Jain & Co., Chartered Accountants, the retiring auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, for the financial year 2013-2014 on such remuneration plus service tax as may be mutually agreed upon between the Board of Directors and the Auditor in connection with the work of Audit to be carried out by them.

Registered Office,

2, Clive Ghat Street,
Room No. 8 & 9, 2nd Floor,
Kolkata - 700 001.
Dated: 30th day of May, 2013

By Order of the Board of Directors


(RAMESH JHANWAR)
Director

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her and such proxy need not be a shareholder. The proxies should, however, be deposited at the Registered Office of the company not later than 48 hours before the commencement of the meeting.
2. Members are requested to immediately notify any change in their address to the Registrar Share Transfer agent of the Company M/s. MCS Limited, 77/2A, Hazra Road, Kolkata – 700 025 in all correspondence with the Company, members are requested to quote their Account / Folio Numbers.
3. The Register of Members and share Transfer Books of Company will be closed from 2 September, 2013 to 27th September, 2013 (both days inclusive).
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write their folio No. in the attendance slip for attending the meeting.
5. All documents referred to in the accompanying Notice are open for inspection at the registered office of the Company on all working days except Saturday & Sunday between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. Shareholders are requested to notify their Bank particulars giving the name of the Bank and the branch and the nature of account and also any change of address to the Company's Registrar and Share Transfer Agent, M/s. MCS Ltd. Shareholders are hereby intimated that under instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholder has become mandatory.
7. Shareholders are hereby informed that the Bank particulars given by them at the time of opening a depository account will be used by the Company for printing on the dividend warrants. This would ensure that the dividend warrants cannot be deposited in any account other than the one specified on the warrants. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants. The bank mandate for shares held in physical form will not be applied for shares held in electronic form.
8. Section 109 A of the Companies Act, 1956 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form 2B, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
9. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. MCS Ltd., the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.

Information required to be furnished under the listing Agreement:

As required under the listing Agreement, the particulars of Directors proposed to be appointed / re-appointed are given below,

- | | | |
|-------------------------------------|---|---|
| 1. Name | : | Sri Tarun Daga. |
| Age | : | 39 years. |
| Qualification | : | B. Com. |
| Experience | : | He has over 18 years of experience in Iron and Steel Casting Industries and 14 years experienced in Tour and Travel Business and also have experience in Money Market & overall Business Administration and Management. |
| Date of Appointment | : | 18.06.2003 |
| Other company's Directorship | : | M/s Sagar International Limited. |
| 2. Name | : | Sri Ramesh Jhanwar. |
| Age | : | 39 years. |
| Qualification | : | B. Com. |
| Experience | : | He has over 21 years of experience in Non-Banking Finance Company and 14 years experience in Crane Chartered hiring Business and 12 years experience in Oilfield & Industrial Supply. He also has rich experience in Financial and Industrial Sector. He is also experienced in Stock and Money Market. |
| Date of Appointment | : | 16.09.1997 |
| Other company's Directorship | : | Sagar International Ltd
S M Corporate Financial Consultants (P) Ltd.
Sagarmal Ramesh Kumar Pvt. Ltd.
RVS Shares & Stock Broking Services (P) Ltd. |

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

DIRECTORS' REPORT

TO THE SHAREHOLDERS:

Your Directors submit herewith their 28th Annual Report together with the Audited Accounts of the company for the year ended 31st March, 2013.

FINANCIAL RESULTS:

The year's working results after meeting all expenses of operation & management are set out as below:-

	This Year		Previous Year	
	Rs.	P.	Rs.	P.
Profit for the year	4060491.00		6838429.00	
Provision for				
Income Tax	(775000.00)		(1400000.00)	
Deferred Tax	1289000.00		(4614000.00)	
Profit after Taxation	4574491		824429	
Appropriation for Income Tax for earlier year	(149029)		(43196)	
Adjustment for Fringe Benefit Tax for earlier year	Nil		Nil	
Transfer to General Reserve	(±)915000		(165000)	
Balance brought forward from previous year	35912296		22523063	
Balance at the end of the year :	40337758		35912296	

PERFORMANCE:

The Company's performance for the year under review reflected an encouraging growth as compared to the performance of the previous year.

During the year the sales Rs. Nil (Previous year Rs. Nil) interest income Rs. 5554933/- (Previous Year Rs. 3449325/-), Crane Hire Charges Rs. 11396281/- (Previous Year Rs. 16610493/-), (Loss) / Profit on Sale of Investment Rs. 466603/- (Previous Year Rs. 699929/-), Dividend Rs. Nil (Previous Year Rs. 30000/-) Crane Mobilization Charges Rs. 50000/- (Previous Year Rs. 270000/-) and other income was Rs. 356144/- (Previous Year Rs. 59911/-). Commission received Rs. 527077/- (Previous year Rs. Nil).

OUTLOOK ON OPPORTUNITIES:

The company expects good business performance as a Commission Agent of various foreign company for participate the Global Tender on behalf of them (Foreign Company) as Indian Agent and made Agreement with them (Foreign Company) for few years and witness tremendous growth and will continue.

Particulars of the Foreign Company and Business Agreements with them as Indian Agent.

- (A) A consortium company which is based on Abu Dhabi i.e. M/s Abu Dhabi Ship Building with a Spain based company M/s Rodman Polyship participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for Immediate Support Vessel (ISV) construction of 23 Nos. vessels. Where our company will be acting as a Commission Agent. ADSB got a contract for 9 vessels, where our company will be acting as a Commission Agent @ 0.5% of the contract value.
- (B) A consortium company which is based on Abu Dhabi i.e. M/s Abu Dhabi Ship Building with a Spain based company M/s Rodman Polyship participates in the tender with Ministry of Home Affairs (MHA) for Fast Patrol Boat construction of 150 Nos. vessels. Where our company will be acting as a Commission Agent.
- (C) A Russia based company M/s Largeo Limited participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC), Oil India Limited (OIL), Gas Authority of India Limited (GAIL), Gujarat State Petronet Limited (GSPL) and Reliance Industries Limited (RIL) for seismic data processing & interpretation centre. Where our company will be acting as a Commission Agent.
- (D) A China based company M/s Shangaiguan Shipbuilding Industry Co. Ltd., participates in the tender with Shipping Corporation of India Limited (SCI) for Capasize Bulk Carrier. Where our company will be acting as a Commission Agent.
- (E) A Kazakhstan based company M/s Geo Energi Group LLP participates in the tender with ONGC, OIL, GAIL, GSPL and RIL for 2D & 3D Seismic Survey in Shallow Water. Where our company will be acting as a Commission Agent.
- (F) A Russia based company M/s JSC Laboratory of Regional Geodynamics Limited (LARGE) participates in the tender with ONGC, OIL, GAIL, GSPL and RIL for 2D & 3D Seismic Survey in Shallow and Deep Water. Where our company will be acting as a Commission Agent.
- (G) A Romania based company M/s Confind SRL participates in the tender with ONGC for Drilling Tools Supply. Where our company will be acting as a Commission Agent.
- (H) A Turkey based company M/s Derinsu Underwater Engineering participates in the tender with ONGC for Airborne Magnetic Data Survey & also Met Ocean Data. Where our company will be acting as a Commission Agent.
- (I) A China based company M/s Zhongcheng Machinery Manufacturing Co., Ltd of Bohai Petroleum Equipment participates in the tender with ONGC for Pumps & Spare Parts. Where our company will be acting as a Commission Agent.
- (J) A China based company M/s New Century Machinery Manufacturing Co. participates in the tender with ONGC for Pumps & Spare Parts. Where our company will be acting as a Commission Agent.

- (K) A Norway based company M/s Bergen Group Shipbuilding AS participates in the tender with Indian Navy for 2 Nos. of DSV. Where our company will be acting as a Commission Agent.
- (L) A Spain based company M/s Factorias Vulcano participates in the tender with Oil & Natural Gas Corporation Ltd. for Multi Support Vessel (MSV) construction. Where our company will be acting as a Commission Agent.

EMPLOYEES:

None of the employees are covered by the provisions contained in section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and therefore this information has not been furnished as a part of this report.

DIRECTORS RESPONSIBILITIES STATEMENT:

Pursuant to section 217(2AA) of Companies Act, 1956, the directors confirm the following in respect of the audited annual accounts for the year ended 31st March, 2013 :

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) That the directors have selected such accounting policies and applied them consistently and made Judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2013 and the Profit of the company for the period ended 31st March, 2013.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) That the directors had prepared the annual accounts on a going concern basis.

DIRECTORS:

In accordance with the Articles of Association of the company Sri Ramesh Jhanwar retire at the ensuing Annual General Meeting and being eligible offers himself for re-election.

In accordance with the Articles of Association of the company Sri Tarun Daga retire at the ensuing Annual General Meeting and being eligible offers himself for re-election.

DIVIDEND:

In view of conservation of resources, no dividend is being recommended.

CORPORATE GOVERNANCE:

Pursuant to clause 49 of the Listing Agreement with the Stock Exchange, we have complied with the recommendation of the committee on corporate governance constituted by the Securities and Exchange Board of India (SEBI). For fiscal year 2013, the compliance report is provided in the Corporate Governance Report section of this annual report. The company secretary's Certificate on compliance with the mandatory recommendations of the committee is Annexed to this report.

We have documented our internal policies corporate governance. In line with the committee's recommendations, the management's discussion and analysis of the financial position of the company is provided in this Annual Report and is incorporated hereby reference. We continue our practice of providing a report on our compliance with corporate governance for the benefit our shareholders.

SECRETARIAL COMPLIANCE CERTIFICATE

As a stipulated U/s 383A of the Companies Act 1956 as amended by companies (Amendment) Act 2008, a secretarial compliance certificate from M/s MR & Associates, a practicing whole time Company Secretary is Annexed herewith.

CODE OF CONDUCT

The Board has laid down a code of conduct for all Board Members and Senior Management of the company. The code of conduct has been posted on the Company's Website.

LISTING AT STOCK EXCHANGE

The Equity shares of the company continue to be listed on Bombay Stock Exchange Limited and Calcutta stock exchange Ltd. The annual listing fees for the year 2013-14 have been paid to those stock exchanges.

CEO / CFO CERTIFICATION

The CEO/CFO have certified to the Board of Directors in respect of review of the financial statement and cash flow statement for the year in terms of the requirement of Clause 49(V) of the Listing Agreement with the Stock Exchange.

DEPOSITARY

The Equity shares of the Company is trading permitted only in dematerialized form, the company has made the requisite arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable investors to hold shares in dematerialized form. The annual custodial fees for the year 2013-14 have been paid to those Depositories.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

Information in accordance with the provision of section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo have been given in the annexure.

AUDITORS' OBSERVATION:

Auditors' observations are self explanatory and need not required any further clarifications.

AUDITORS:

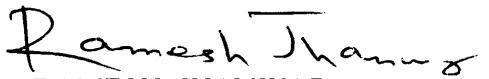
The Auditors, M/S. Dangi Jain & Company Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointment.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation for the continued support and co-operation of the shareholders, Banks various Regulatory and Government authorities and for the valuable contributions made by employees of the company.

REGISTERED OFFICE

2, Clive Ghat Street
Room No. 8 & 9, 2nd Floor,
Kolkata - 700001
Dated: 30th Day of May , 2013.


RAMESH JHANWAR
Director

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Annexure to Directors' Report

Particulars required under the Companies (Disclosures in the Board of Directors) Rules 1988.

	2012-2013 -----	2011-2012 -----
(1) Conservation of Energy Technology absorption.	Not applicable	Not applicable
(2) Foreign Exchange Earnings & out go: Activities relating to exports, initiatives taken to increase the exports, development of new export market for trading goods and export plan.	Export plan and new activities are under constant study.	Export plan and new activities are under constant study.
(3) Total Foreign exchange used and earned -		
(i) Foreign exchange spent:		
(a) Travelling Expenses	6,70,939	11,78,295
(b) Cost of spare parts	Nil	Nil
(c) Claim Paid	Nil	Nil
(d) Tender Fees	Nil	Nil
(ii) Foreign exchange earned:		
(a) Commission Received	Nil	Nil
(b) Reimbursement of Tender Fees	Nil	Nil

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The economy slowed to around 5.0% for the 2012-13 fiscal year compared with 6.2% in the previous fiscal. India GDP grew by 9.3% in 2010-11. Thus the growth rate has nearly halved in just 3 years. GDP growth rose marginally to 4.8% during the quarter through March 2013, from about 4.7% in the previous quarter. The government has forecast a growth rate of 6.1%-6.7% for the year 2013-14, whilst the RBI expects the same to be at 5.7%. But despite the low growth figure, India remains one of the fastest growing economies of the world, therefore need for infrastructural facilities is ever increasing across sectors. To accelerate the pace of infrastructure development and reduce the infrastructure deficit, the Government has initiated a host of projects and schemes.

With the per capita consumption for the petrochemical products in India being low and the production of these products being high, India may become one of the leading exporters of such intermediary products. The Oil exploration Industry witnessed a resurgent phase of modernization, expansion and consolidation, mainly through mergers and acquisition. The achievement will open tremendous approach to the Crane Industry.

Trishakti is mainly engaged in the business of supplying Crane to the Consumers for drilling the Oil and Gas. The Company has also started with as a commission agent of Globalised Company for bidding ONGC Global Tender and also Oil India Limited and explore hiring of its crane to Real Estate sector which has also revived to some extent in Eastern India. The company has built its reputation based on decades of achievements in providing the crane services to the various industries at a large.

OPPORTUNITIES AND THREATS:

Due to constant growth in oil sector, large scale investment in the infrastructure and construction activities, the growth in the Crane Sector is expected to continue. Your company has capabilities to quickly adapt to the changing market conditions and sustain the projected growth in sales and profit.

The Company expects good business performance as a Commission Agent of various foreign company for participate the Global Tender on behalf of them(Foreign Company) as Indian Agent and made Agreement with them(Foreign Company) for few years and witness tremendous growth and will continue.

Particulars of some of the Foreign Company and Business Agreements with them as Indian Agent are:

(A) A Singapore based company M/s Strategic Marine (S) Pte Ltd participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for Diving Support Vessel (DSV) construction and also participate in the tender with Indian Navy for 2 Nos. Of DSV. Where our company will be acting as a Commission Agent.

(B) A Russia based company M/s Largeo Limited participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC), Oil India Limited (OIL), Gas Authority of India Limited (GAIL), Gujarat State Petronet Limited (GSPL) and Reliance Industries Limited (RIL) for seismic data processing & interpretation centre. Where our company will be acting as a Commission Agent.

(C) A China based company M/s Shanghaiguan Shipbuilding Industry Co. Ltd., participates in the tender with Shipping Corporation of India Limited (SCI) for ship building and ship repair. Where our company will be acting as Commission Agent.

(D) A China based company M/s Yuxein Ship Industry Co. Ltd., participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for Diving Support Vessel (DSV) construction. Where our company will be acting as Commission Agent.

(E) A Kazakhstan based company M/s Geo Energi Group LLP participates in the tender with ONGC, OIL, GAIL, GSPL and RIL for 2D & 3D Seismic Survey in Shallow Water. Where our company will be acting as a Commission Agent.

(F) A Russia based company M/s JSC Laboratory of Regional Geodynamics Limited (LARGE) participates in the tender with ONGC, OIL, GAIL, GSPL and RIL for 2D & 3D Seismic Survey in Shallow and Deep Water. Where our company will be acting as a Commission Agent.

(G) A Romania based company M/s Confind SRL participates in the tender with ONGC for Drilling Tools Supply. Where our company will be acting as a Commission Agent.

(H) A Turkey based company M/s Derinsu Underwater Engineering participates in the tender with ONGC for Airborne Magnetic Data Survey & also Met Ocean Data. Where our company will be acting as a Commission Agent.

(I) A China based company M/s Zhongcheng Machinery Manufacturing Co. Ltd., of Bohai Petroleum Equipment participates in the tender with ONGC for Pumps & Spare Parts. Where our company will be acting as a Commission Agent.

(J) A China based company M/s New Century Machinery Manufacturing Co. Participates in the tender with ONGC for Pumps & Spare Parts. Where our company will be acting as a Commission Agent.

(K) A Norway based company M/s Bergen Group Shipbuilding AS participates in the tender with Indian Navy for 2 Nos. Of DSV. .Where our company will be acting as a Commission Agent.

(L) A consortium company which is based on Abu Dhabi i.e. M/s Abu Dhabi Ship Building with Spain based company M/s Rodman Polyship participates in the tender with Oil & Natural Gas Corporation Ltd. (ONGC) for Immediate Support Vessel (ISV) construction of 23 Nos. Vessels. Where our company will be acting as a Commission Agent.

(M) An Italy based company M/s T. Mariotti S.P.A. participates in the tender with National Centre for Antarctic and Ocean Research (NCAOR) for Polar Research Vessel (PRV) construction. Where our company will be acting as a Commission Agent.

(N) A Spain based company M/s La Naval Shipyard participates in the tender with Oil & Natural Gas Corporation Ltd. (ONGC) for Multi Support Vessel (MSV) construction. Where our company will be acting as a Commission Agent.

KEY THREATS

Continued risk on account of inflation, increasing interest rates(to curb inflation) could counter India's growth momentum. Key international players are making their foray into India which will divide the market significantly. Private players are also entering so-called Government domains like mining and explorations. This will see the intensity of the competitive landscape rising to new levels.

Increasing demand will throw up opportunity to increase the domestic market share. Being an established market leader, real estate will enable us to have a larger share of new market. We would however need to offer Cranes to real estate industry. Our current efforts in establishing some new cranes in the existing market will be of great advantage.

SEGMENTWISE/ PRODUCTWISE PERFORMANCE:

The Company operates only in one segment of Hiring Crane for the drilling of the oil and gas from earth. There is no other classification of any segment wise performance as applicable to the Company.

OUTLOOK:

Although the export explorer in India has shrunk considerably due to global economic slowdown, the domestic explorer has improved considerably. The company is also making concerted efforts to enter newer markets internationally which were hitherto untapped or under-tapped.

The market size for Indian crane industry is expected to grow by steady 20-30% in coming years. It is expected that the demand for cranes in 2014 may touch the figure of 20,000 cranes per year. With the demand expected to double by 2014 the oil exploration industries are growing continuously. Your company perceives better prospects for the future. The

company is also utilizing its maximum capacity which would further reduce the Operation and Maintenance cost.

RISKS AND CONCERNS:

The Company like any other Company is exposed to specific risks that are particular to its business and the environment within which it operates. Industry competition, rising raw material prices, rising labour cost are the main business risks consequent to increase in Crude Oil prices, prices of key inputs required for oil industry have started rising and this has become a major concern for the Crane hirer.

The Company has tried to adjust its crane hiring prices to recover some of the input cost movement within limitations of the competitive scenario. Volatility in Rupee value also is a concern as it effects the realization of hiring proceeds. In nut shell, the management does not perceive any major technological, environment and/or financial risks for the company in the near future.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

The internal control system is supported by the internal audit process. An Internal Auditor has been appointed for this purpose. The Internal Auditors submit their reports on quarterly/periodical basis for review by Directors and Audit Committee. The Audit Committee of the Board reviews the adequacy and effectiveness of internal controls. The internal audit function is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Sales, Crane Hire charges and other income for the year ended March 31, 2013 were Rs. 1,68,90,756 as compared to Rs. 2,11,64,658 of the last financial year. During the year under review which ended on March 31, 2013 the PBDIT(Profit before Depreciation, Interest & Taxes) margin was Rs. 48,97,634 as compared to Rs 79,22,585 with the last year. The (Profit)/Loss after tax amounted to Rs. 45,74,491 during the year as compared to Rs. 8,24,429 of last Financial Year.

HUMAN RESOURCES:

The Company is committed to Human Resource Management & Development as the employees are one of the most important stakeholders of the Company. A major factor for the success of your organization is the understanding and constructive support of all Executives, Employees, Workers, Creditors and the confidence shown by them in the growth of the Company. Industrial relations in all the sites were cordial throughout the year under review.

CAUTIONARY STATEMENTS:

Certain statements as discussed and mentioned in the Management Discussion and Analysis and elsewhere constitute forward-looking statements articulated as the management's expectations for the future business prospects of the Company. The factors like nature of the Company's business, foreign currency fluctuations, regulatory, initiatives, tender processes in the Government, Public Sector and other large undertakings, competition, etc. are not in the control of the Company. Such uncontrollable factors are crucial for success of the Company's business plans or predictions, which may cause the actual results to materially differ from the performance or achievements, discussed or implied by such forward looking statements.

MR & Associates

Company Secretaries
46, B. B. Ganguly Street
Kolkata 700012

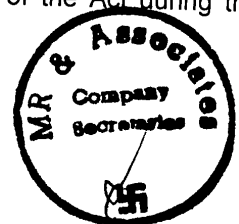
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SECRETARIAL COMPLIANCE CERTIFICATE

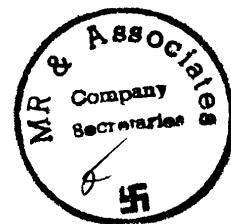
To
The Members,
M/s. Trishakti Electronics & Industries Limited
2, Clive Ghat Street,
2nd Floor, Room No. 8 & 9
Kolkata- 700001

We have examined the registers, records, books and papers of M/s. Trishakti Electronics & Industries Limited, (the company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company, being a public limited company, has the minimum prescribed paid up capital
4. The Board of Directors duly met 9 times respectively on 30.04.2012, 15.05.2012, 30.07.2012, 31.07.2012, 05.09.2012, 31.10.2012, 26.12.2012, 30.01.2013 and 19.03.2013 in respect of such meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company closed its Register of Members from 22.09.2012 to 28.09.2012 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2012 was held on 28th September, 2012 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary Meeting(s) was/were held during the financial year.
8. As per the information given to us the company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The company has not entered into any contract specified in section 297 of the Act during the financial year.



10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of directors, Members or Central Government pursuant to section 314 of the Act.
12. The company has not issued any duplicate certificates during the financial year.
13. The company has –
 - (i) Not Delivered any certificates, on allotment/ transfer/ transmission, of securities during the financial year.
 - (ii) Not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - (iii) Not posted warrants to any member of the company as no dividend was declared during the financial year.
 - (iv) Informed to us that the company has not transferred any amount to the Investors Education and Protection Fund.
 - (v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted and there was no resignation/appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during The financial year.
16. The company has not appointed any sole selling agent(s) during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any shares during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.



22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. As per the information and explanations given to us the company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975 the applicable directions issued by the Reserve Bank of India/ any other authority during the financial year
24. The company has not made any borrowings during the financial year ended 31st March, 2013.
25. The company has not made any loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act during the financial year.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its articles of association during the financial year.
31. There was/were no prosecution initiated against or show cause notices received by the company, during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has complied the rules of the Provident Fund during the financial year as the provisions of the act as per the information given to us.

Place: Kolkata
Date : 30.05.2013

For MR & Associates
Company Secretaries

Partner

C. P. No. : 2551



Registers as maintained by the Company**ANNEXURE - 'A'**

1. Register of member u/s. 150
2. Index of member u/s. 151
3. Register of transfer
4. Register & Return u/s. 163
5. Register of Directors, Managing Director & Secretary u/s. 303
6. Register of Directors shareholding u/s. 307
7. Register of Directors Attendance
8. Minute Book of Directors & Members u/s.193
9. Register of Contracts u/s. 301
10. Register of Loans & Investments u/s. 372A

ANNEXURE - 'B'

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March, 2013.

Sl No.	Form No/ Return	Filed u/s.	For Filed on	Filed in Due Date	Additional Filing Fees Paid
(i)	Form No.20B	161	For 31.03.2012 held AGM on 28.09.2012 filed on 06.11.2012	Yes	No
(ii)	Form No.23AC/ACA XBRL	220	For 31.03.2012 held AGM on 28.09.2012 filed on 08.01.2013	Yes	No
(iii)	Form No.66	383A	For 31.03.2012 held AGM on 28.09.2012 filed on 04.10.2012	Yes	No





DANGI JAIN & COMPANY
CHARTERED ACCOUNTANTS

4, N. S. ROAD
IST FLOOR
KOLKATA – 700001
PH : 2230-4469/6914

INDEPENDENT AUDITORS' REPORT
To the members of
TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED
For the Year ended 31st March, 2013

Report on the Financial Statements

We have audited the accompanying financial statements of **TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED** which comprise the Balance Sheet as at 31st March, 2013, the statement of Profit & Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



Contd...P/2



: 2 :

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements subject to significant accounting policies and Note No. B xiii for issue of credit notes, Note No. B xiv for Sundry Debtors, Note No. B xv for transactions in State Bank of India, Barmer Branch and other notes thereon give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :-

- a. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2013,
- b. In the case of the statement of Profit & Loss of the "Profit" of the Company for the year ended 31st March, 2013 and
- c. In the case of Cash Flow Statement of the Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a Statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that :
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of the books;
 - iii) The Balance Sheet, statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - iv) In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - v) On the basis of written representation received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of Clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956.





DANGI JAIN & COMPANY
CHARTERED ACCOUNTANTS

4, N. S. ROAD
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- vii) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company

Kolkata

Dated : the 30th day of May, 2013



For Dangi Jain & Company

Chartered Accountants

Firm Registration No. 308108E

(S. K. Dangi)

Partner

Membership No. 12529



DANGI JAIN & COMPANY
CHARTERED ACCOUNTANTS

4, N. S. ROAD
1ST FLOOR
KOLKATA – 700001
PH : 2230-4469

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

To the members of

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Referred to Para I of our Report on Other Legal and Regulatory Requirements

For the Year ended 31st March, 2013

- 1 a) The Company has maintained proper records showing full particulars including Quantitative details and situation of its Fixed Assets.

b) During the year, the management has physically verified the fixed assets of the company. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.

c) The company has not disposed off any fixed assets during the year.
- 2 a) The management has conducted physical verification of inventory at the year end/during the year. In our opinion, the frequency of verification is resonable

b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.

c) In our opinion and according to the information and explanations given to us and on the basis of our examination of records of inventory, the company is maintaining proper records of inventory except stores & spare parts which have been issued to department as & when purchased. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
- 3 a) The company has not granted loan to any party covered in the register maintained under section 301 of the Companies Act, 1956.

b) The company has taken advances from two parties covered in the Register maintained under section 301 of the Companies Act, 1956 aggregating to Rs. 5,22,500, maximum balance outstanding at any time during the year and closing balance of such loan as on 31st March, 2013 was Rs. 5,22,500 lacs and Rs. Nil respectively.

c) There is no overdue amount of advances taken from the companies, firm and other parties listed in the register maintained under section 301 of the Companies Act, 1956.

d) The rate of interest and terms & conditions on which advances have been taken from such parties are not prima facie prejudicial to the interest of the company.



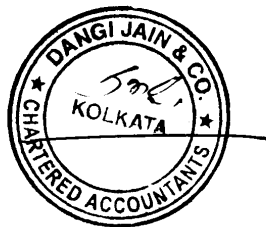


DANGI JAIN & COMPANY
CHARTERED ACCOUNTANTS

4, N. S. ROAD
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: 2 :

- 4 In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for purchase of inventory & fixed assets and for sale of goods & services. Further on the basis of our examination of the books and records of the company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.
- 5 a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information & explanations given to us, no transaction has been made in pursuance of contracts or arrangements entered in to the register maintained under section 301 of the Companies Act, 1956 exceeding the value of Rupees five lacs in respect of any party during the year.
- 6 In our opinion and according to the information and explanations given to us, the company has not accepted deposits from the public and therefore, the directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA of the Companies Act, 1956 and Rules thereunder are not applicable to the company.
- 7 The Company does not have formal internal audit. However internal check commensurates with its size and the nature of its business.
- 8 The Central Government has not prescribed the maintenance of Cost Records under clause (d) of Sub-section (1) of Section 209 of the Companies Act, 1956.
- 9 a) In our opinion and according to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Service Tax, Excise Duty, Cess and any other statutory dues with the appropriate authorities where applicable. There are no arrears of aforesaid statutory dues as at the last day of the financial year and outstanding for a period of six months from the date they became payable, except Service Tax Payable Rs. 20,235





DANGI JAIN & COMPANY
CHARTERED ACCOUNTANTS

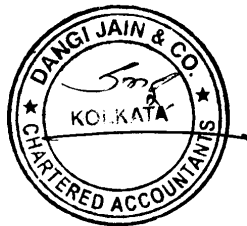
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b) There are no cases of non deposit with appropriate authorities of disputed dues of Sales Tax, Income Tax, Custom Duty, Service Tax, Wealth Tax, Excise Duty and Cess except :

Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which amount is related	Forum where the dispute is pending
Income Tax	Short Term Capital Gains not allowed	3,23,720	2008-09	Pending with Assessing Officer

- 10 The company has no accumulated losses at the end of the financial year. It has neither incurred cash losses in the financial year under report nor in the preceding financial year.
- 11 The company has not borrowed money from banks or financial institutions or against debenture hence the question of default in payment of dues does not arise.
- 12 According to the information and explanations given to us, the company has not granted loans and advances on the basis of Security by way of pledge of shares, debentures and other securities.
- 13 The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund / Societies are not applicable to the Company.
- 14 In respect of dealing or trading in shares, securities, debentures and other investments, the company is maintaining proper records for transactions and contracts and timely entries have been made therein. The shares, Securities, Debentures and other investments are held by the company in its own name.
- 15 According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks and financial institutions.
- 16 The company has not obtained term loans during the financial year.
- 17 According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, fund raised on short term basis have prima facie, not been used during the year for long term investments.
- 18 The company has not made any preferential allotment of shares to parties and companies covered in the Registers maintained under Section 301 of the Companies Act, 1956.





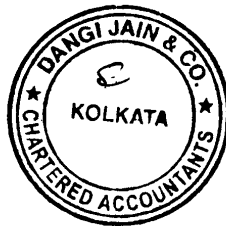
DANGI JAIN & COMPANY
CHARTERED ACCOUNTANTS

4, N. S. ROAD
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PH : 2230-4469/6914

: 4 :

- 19 No debentures have been issued by the Company hence the question of creating security in respect thereof does not arise.
- 20 During the period, the Company has not raised money by Public Issue.
- 21 During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

Kolkata
Dated : the 30th day of May, 2013



For Dangi Jain & Company
Chartered Accountants
Firm Registration No. 308108E

(S. K. Dangi)

Partner

Membership No. 12529

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Balance Sheet

As at 31st March 2013

	Note No.	As at 31 st March 2013 Rs.	As at 31 st March 2012 Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	29,868,000 ✓	29,868,000
(b) Reserves & Surplus	2	40,337,757 ✓	35,912,296
(2) Current Liabilities			
(a) Trade Payables	3	26,027 ✓	46,043
(b) Other Current Liabilities	4	1,581,067 ✓	1,715,008
(c) Short Term Provisions	5	314,685	709,242
Total		72,127,536	68,250,589
II ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	6		
Tangible Assets		2,952,135 ✓	3,778,063
(b) Non Current Investments	7	-	6,139,655
(c) Deferred Tax Assets (net)	8	1,865,000 ✓	576,000
(2) Current Assets			
(a) Inventories			
Stores & Spares Parts (At Cost)		182,283 ✓	210,690
(b) Trade Receivables	9	5,948,988 ✓	4,691,377
(c) Cash & Bank Balances	10	29,879,483 ✓	43,900,067
(d) Short Term Loans and Advances	11	31,159,557 ✓	8,770,104
(e) Other Current Assets	12	140,091 ✓	184,633
Total		72,127,536	68,250,589

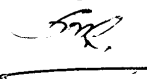
Notes to the Financial Statements and Significant Accounting Policies

18

III The notes are an integral part of these financial statements

As per our Report attached of even date

For **Dangi Jain & Company**
Chartered Accountants
Firm Registration No. 308108E

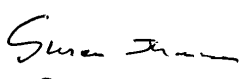

S.K. DANGI
Partner
Membership No. 12529
4, N. S. Road,
Kolkata, the 30th day of May, 2013



For and on behalf of the Board


Sagarnath Jhanwar
Director


Ramesh Jhanwar
Director


Suresh Jhanwar
Director


Vikash Shraff
Director

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED
STATEMENT OF PROFIT & LOSS
For the year ended 31st March 2013

	Note No.	For the year ended 31 st March 2013 Rs.	For the year ended 31 st March 2012 Rs.
INCOME			
Revenue from Operations	13	11,446,281 ✓	16,880,493
Other Income	14	5,444,475 ✓	4,284,165
TOTAL REVENUE		16,890,756	21,164,658
EXPENSES			
Employee Benefit Expenses	15	4,799,113	5,133,125
Other Expenses	16	7,194,009	8,105,863
Finance Cost	17	-	3,085
Depreciation	6	837,143 ✓	1,084,156
TOTAL EXPENSES		12,830,265	14,326,229
Profit before Tax		4,060,491	6,838,429
Less : Tax Expense - Current		(775,000)	(1,400,000)
- Deferred Tax		1,289,000	(4,614,000)
Surplus for the year after Taxation		4,574,491	824,429
Basic & Diluted Earnings per Share		1.54	0.28
Notes to the Financial Statements and Significant Accounting Policies	18		
The notes are an integral part of these financial statements			

This is the Statement of Profit & Loss referred to in our Report.

For **Dangi Jain & Company**
Chartered Accountants
Firm Registration No 308108E

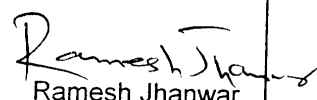



S.K. DANGI
Partner
Membership No. 12529
4, N. S. Road,
Kolkata, the 30th day of May, 2013



For and on behalf of the Board


Sagarmal Jhanwar
Director


Ramesh Jhanwar
Director


Suresh Jhanwar
Director


Vikash Shruff
Director

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

	As at 31st March 2013 Rs.	As at 31st March 2013 Rs.
1 Share Capital		
Authorised		
1,50,00,000 (previous year 1,50,00,000) Equity Shares of Rs. 10 each	150,000,000	150,000,000
	150,000,000	150,000,000
Issued & Subscribed		
30,00,000 (previous year 30,00,000) Equity Shares of Rs. 10 each	30,000,000	30,000,000
	30,000,000	30,000,000
Paid-up		
30,00,000 (previous year 30,00,000) Equity Shares of Rs. 10 each fully paid up in cash	30,000,000	30,000,000
Less : Face Value of Shares Forfeited [29,400 (previous year 29,400) Equity Shares forfeited]	294,000	294,000
	29,706,000	29,706,000
Add : Forfeited Shares Account (Amount Paid-up)	162,000	162,000
	29,868,000	29,868,000

(a) Reconciliation of number of Shares

	As at 31st March, 2013		As at 31st March, 2012	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Equity Shares				
Opening Balance	2,970,600	29,868,000	2,970,600	29,868,000
Changes during the year	-	-	-	-
Closing Balance	2,970,600	29,868,000	2,970,600	29,868,000

(b) Terms/rights attached to Equity Shares

The Company has only one class of equity share having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

During the year ended 31st March, 2013, the board of directors have not proposed any dividend.

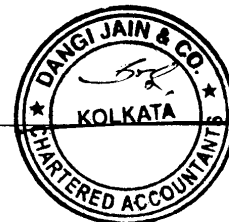
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of Shares held by Shareholders holding more than 5% of the aggregate Shares in the Company

	As at 31st March 2013		As at 31st March 2012	
	No. of Shares held	% held	No. of Shares held	% held
RVS Shares & Stock Broking Services Pvt. Ltd	363000	12.22%	363000	12.22%
S M Corporate Financial Consultants Pvt. Ltd.	315809	10.63%	315809	10.63%
Sagar International Ltd.	315360	10.62%	315360	10.62%
Suresh Jhanwar	251601	8.47%	251601	8.47%
Sagarmal Jhanwar	214119	7.21%	214119	7.21%
Ramesh Jhanwar	208508	7.02%	208508	7.02%

(d) Terms of Securities Convertible into Equity Shares

The Company has not issued any securities convertible into Equity Shares.



TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

	<u>As at</u> <u>31st March 2013</u> Rs	<u>As at</u> <u>31st March 2012</u> Rs.
2 Reserves & Surplus		
General Reserve Fund		
As per last account	12,773,000	12,608,000
Add : Transferred from Profit & Loss	915,000	165,000
	<u>13,688,000</u>	<u>12,773,000</u>
Statement of Profit & Loss		
Opening Balance	23,139,296	22,523,063
Add : Profit for the year	4,574,491	824,429
	<u>27,713,786</u>	<u>23,347,492</u>
Add/(Less) : Appropriation		
Income Tax for earlier year	(149,029)	(43,196)
Transfer to General Resreve Fund	(915,000)	(165,000)
	<u>26,649,757</u>	<u>23,139,296</u>
Balance at the end of the year	<u>40,337,757</u>	<u>35,912,296</u>

3 Trade Payable

Trade Payable	26,027	46,043
	<u>26,027</u>	<u>46,043</u>

As at March 31, 2012, the company has no outstanding dues to micro enterprises and small enterprises /small-scale industrial undertaking to the extent such parties have been identified on the basis of information available with the company. (previous year Rs. Nil). The same has been taken by the auditors as certified by the management.

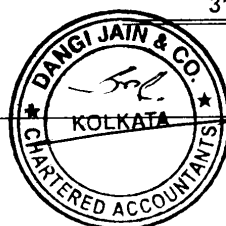
4 Other Current Liabilities

Payable to Employees	404,654	376,514
Statutory Dues	644,824	827,939
Expenses Payable	181,073	160,039
Unpaid Dividend	350,516 ✓	350,516
(Unconfirmed & Certified by the management)		
	<u>1,581,067</u>	<u>1,715,008</u>

These figures do not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

5 Short Term Provisions

For Income Tax (Net of Advance Income Tax)	314,685	709,242
	<u>314,685</u>	<u>709,242</u>

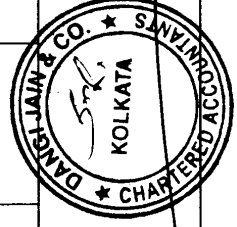


TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

6 Fixed Assets

Sl. No.	Particulars	COST				DEPRECIATION				NET ASSETS	
		As at 31.03.2012	Additions during the year	Sales/ Adjustments during the year	As at 31.03.2013	Upto 31.03.2012	For the year	Adjustment for Assets sold/ written off during the Year	Upto 31.03.2013	As at 31.03.2013	As at 31.03.2012
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
	<u>Tangible Assets</u>										
1	Computer	1,414,335			1,414,335	1,296,792	47,016	-	1,343,808	70,527	117,543
2	Vehicle	3,260,081			3,260,081	2,573,224	177,828		2,751,052	509,029	686,857
3	Cranes	64,312,817			64,312,817	61,489,378	589,252		62,078,630	2,234,187	2,823,439
4	Furniture & Fixture	91,355			91,355	50,030	7,480		57,510	33,845	41,325
5	Air Conditioners	107,628			107,628	36,139	9,944		46,083	61,545	71,489
6	Office Equipments	-	11,215	-	11,215	-	419		419	10,796	-
7	Refrigerator	49,000	-	-	49,000	11,590	5,204	-	16,794	32,206	37,410
	Current Year's figures	69,235,216	11,215	-	69,246,431	65,457,153	837,143	-	66,294,296	2,952,135	3,778,063
	Previous Year's figures	69,200,016	35,200	-	69,235,216	64,372,997	1,084,156	-	65,457,153	3,778,063	



TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

	<u>As at 31st March, 2013</u>			<u>As at 31st March, 2012</u>	
7 Non Current Investments (Long Term - At Cost) (Other than Trade Investments)					
SI No. Name of the Company	Face Value	No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
Quoted Shares :					
1 Spice Jet Ltd.	10/-	-	-	161,000	6,139,655
		-	-	161,000	6,139,655
Market Value of Quoted Investments			-		3,791,550
Book Value of Quoted Investments			-		6,139,655

All investments are long term Investments which have been valued at cost. The market value of the investments in shares and securities have been substantially eroded due to prevailing depressed market condition. The same being temporary in nature, in the opinion of the management, no provision for diminution of the value of Long Term Investments (Quoted) amounting to Rs. Nil, (previous year Rs. 23,48,105) has been made in the books of accounts.



TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

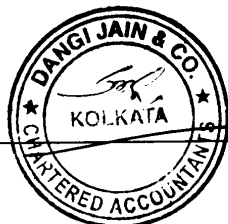
Particulars	As at 31 st March 2013	As at 31 st March 2012
	Rs.	Rs.
8 Deferred Tax Assets		
Carried Forward Business Loss & Depreciation	1,537,000	284,000
Difference in the tax and books written down value of Fixed Assets	328,000	292,000
	1,865,000	576,000
9 Trade Receivables		
[Unsecured and Considered Good]		
Outstanding for a period more than six months from the date they are due for payment	436,183	-
Others	5,512,804	4,691,377
	5,948,988	4,691,377
10 Cash and Bank Balances		
Cash and Cash Equivalents		
(a) Balance with Scheduled Bank		
on Current Account	889,235	249,565
(Partly Confirmed)		
on Fixed Deposit Account	27,700,000	42,965,000
on Unpaid Dividend Account	350,516	350,516
(Unconfirmed & Certified by the management)		
(b) Cash on Hand [As certified]	939,732	334,986
	29,879,483	43,900,067



TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

Particulars	As at 31 st March 2013	As at 31 st March 2012
	Rs.	Rs.
11 Short Term Loans & Advances		
[Unsecured and Considered Good]		
Unsecured Loans (Partly Confirmed)	31,075,517	8,688,283
Advances		
[Recoverable in cash or in kind for value to be received pending adjustments]	7,325	2,562
Prepaid	76,715	79,259
	31,159,557	8,770,104
12 Other Current Assets		
Interest Receivable	140,091	184,633
	140,091	184,633



TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

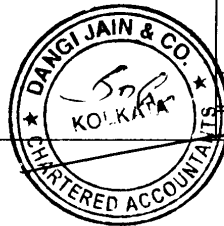
	For the Year ended 31 st March 2013	For the Year ended 31 st March 2012
Particulars	Rs.	Rs.
13 Revenue from Operations		
Crane Hire Charges(Gross Tax deducted at Source Rs. 2,10,525, Previous year Rs. 3,97,535)	11,396,281	16,610,493
Crane Mobilisation & De-mobilisation Charges	50,000	270,000
	11,446,281	16,880,493
14 Other Income		
Dividend On Long Term Investments	-	30,000
Interest On Loan (Gross- Tax deducted at source Rs. 2,00,065, Previous year Rs. 54,255)	2,025,582	542,538
On Term Deposit (Gross- Tax deducted at source Rs. 3,00,130 , Previous year Rs. 2,95,179)	3,001,300	2,951,787
From Income Tax Department	974	-
Commission Received (Gross- Tax deducted at source Rs.52,133 , Previous year Rs. Nil)	527,077	-
Net Gain on Sale of Investments on Long Term Investments	(466,603)	-
on Short Term Investments	-	699,929
Foreign Exchange Fluctuation		-
Miscellaneous Receipts	15,698	2,355
Prior Period Income (Net)	340,446	57,556
	5,444,475	4,284,165



TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

Particulars	For the Year ended 31 st March 2013	For the Year ended 31 st March 2012
	Rs.	Rs.
15 Employee Benefit Expenses		
Salaries & Allowances	3,654,760	3,954,297
Directors' Remuneration	1,080,000	1,080,000
Employer's Contribution to PF (Including Administrative Charges)	34,358	29,789
Staff Welfare Expenses	29,995	69,039
	4,799,113	5,133,125
16 Other Expenses		
Travelling & Conveyance (As certified)	1,142,793	1,778,046
Postage, Telegram & Telephones	346,288	232,977
Diesel Consumption	194,560	610,462
Legal & Professional Charges	40,500	157,500
<u>Auditors' Remuneration :</u>		
For Audit Fee	30,500	30,500
For Tax Audit Fee	6,000	6,000
For Certification Works	1,250	1,250
Printing & Stationery	24,024	27,484
Miscellaneous Expenses	166,835	158,968
Balances Written Off	7	1,160,112
Repairs & Maintenance	3,353,540	2,622,155
Vehicle Maintenance	835,386	347,792
Rent	14,400	14,400
Filing Fee	2,000	3,000
Bank charges	9,866	31,306
Advertisement	6,520	6,240
Listing Fee	26,798	27,045
Service Charges	12,000	12,000
Insurance	107,099	122,374
Demat Charges	2,601	12,776
Tender Fee	10,000	-
Keyman Insurance	705,817	705,817
Share Registrars' Fee	10,000	10,000
Rates & Taxes (As Certified)	145,226	27,659
	7,194,009	8,105,863
17 Finance Cost		
Interest Expense		
To Bodies Corporate		3,085
	-	3,085



TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

NOTE 18

A Significant Accounting Policies & Practices

i) **Basis of Preparation**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 1956. All the assets and liabilities have been classified as current or non current as per the company's normal operating cycle and other criteria set out in schedule VI of the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle to be less than 12 months

iii) **Fixed Assets :**

Fixed Assets are stated at original cost which includes expenditure incurred in acquisition and installation and other related expenses.

iii) **Depreciation :**

Depreciation on Assets has been provided on written down value method as prescribed in the schedule XIV of the companies Act, 1956.

iv) **Investments**

Long-term investments and current maturities of long-term investments are stated at cost less provision for other than temporary diminution in value. Current investments, except for current maturities of long term investments, are stated at the lower of cost and fair value, determined on a portfolio basis.

v) **Inventories**

Stores & spares parts has been valued at cost on FIFO basis. Inventories are taken, valued & certified by the management.

vi) **Employees Benefits :**

Employees benefit of short term nature are recognised as expense as and when it accrues.

Employees benefit of long term nature are recognised as expense based on actuarial valuation.

Company's contribution in respect of Employees' Provident Fund is made to Government Provident Fund and is charged to Profit & Loss Account.

Accrued leave for the year is paid to the employees during the year itself.

Other retirement benefits to the employees of the Company are not applicable during the year under review. The same will be provided as and when became due.

vii) **Revenue Recognition**

The Company maintains its accounts on accrual basis, except otherwise stated.

viii) **Expenses :**

Material known liabilities are provided on the basis of available information /estimates.

ix) **Claims :**

Claims have been accounted for on receipt/payment basis.

x) **Foreign Exchange Transaction :**

Transaction in foreign currency relating to (a) imports are recorded at the exchange rate prevailing at the time of such transaction. (b) Exports are recorded at the realised value as certified by the banks, however exports for which exchange sale forward contracts have been entered into with the banks are recorded at the respective forward contract value.

Realised gains/losses on foreign exchange transaction are recognised in the Statement of Profit and Loss at the time of actual realisation of gains/losses.

Unrealised exports are recorded at the exchange rate prevailing at the close of the year. However, unrealised exports for which exchange sale forward contract have been entered into with the banks are recorded at the respective forward contract value.

xi) **Income Tax**

Provision is made for income tax liability estimated to arise on the results for the year at the current rate of tax in accordance with the Income Tax Act, 1961.

Deferred Income Tax is provided, using the liability method, on all temporary differences at the Balance Sheet date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purpose.

Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable profits will be available against which such deferred tax assets can be realised.

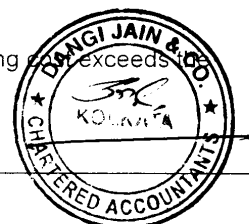
Deferred Tax Assets and Liabilities are measured using the tax rates and the tax laws that have been enacted or subsequently enacted at the Balance Sheet date.

xii) **Impairment:**

Impairment of cash generating units/assets is ascertained and considered where the carrying amount exceeds the recoverable amount being the higher of net realisable amount and value in use.

xiii) **Contingent Liabilities :**

Contingent liabilities are disclosed by way of notes on accounts.



TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

B Other Informations

	31.03.2013		31.03.2012	
	%	Amount	%	Amount
i Consumption of Stores & Spare Parts				
Indigenous	100%	2,852,228	100.00%	1,706,191
Imported	-	-	-	-
	100%	2,852,228	100.00%	1,706,191

ii In the opinion of the Board, the current assets, loans and advances are approximately of value stated, if realised in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary

iii Related party disclosure in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India. (Related parties and nature of relationship are as certified by the management and relied upon by the auditors).

Associate Companies : Sagarmal Suresh Kumar Pvt. Ltd.
: Sagar International Ltd.

Key Management Personnel : Sri. Sagarmal Jhanwar
: Sri. Ramesh Jhanwar
: Sri. Suresh Jhanwar

a) Transactions taken place during the year with related parties:

Nature of transaction	Associate Companies	Key Management Personnel	Total
	Rs.	Rs.	Rs.
Loans & Advances taken	22,500	500,000	522,500
	(275,000)	(700,000)	(975,000)
Loans & Advances refunded (taken)	22,500	500,000	522,500
	(275,000)	(700,000)	(975,000)
Interest Paid	-	-	-
	(3,085)	(-)	(3,085)
Rent Paid	-	14,400	14,400
	(-)	(14,400)	(14,400)
Directors' Remuneration	-	1,080,000	1,080,000
	(-)	(1,080,000)	(1,080,000)
Outstanding Balances			
At beginning of the year			
Loans & Advances taken	-	-	-
	(-)	(-)	(-)
Outstanding Balance			
At the end of the year			
Loans & Advances taken	-	-	-
	(-)	(-)	(-)

b) Amount written off or written back or provision for doubtful debts in respect of debts due from or to related parties is Rs. Nil (Previous Year Rs. Nil).

Disclosure in Respect of Material Related party transaction during the year :

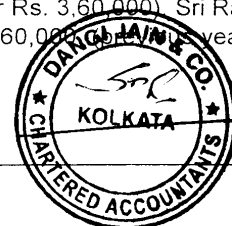
i) Advances taken during the year from Sri. Sagarmal Jhanwar - Director Rs. 5,00,000 (previous year Rs. Nil), Sri. Ramesh Jhanwar - Director Rs. Nil (previous year Rs. 7,00,000), M/s. Sagarmal Suresh Kumar Pvt. Ltd. Rs. Nil (previous year Rs. 2,75,000) and M/s. Sagar International Ltd. Rs. 22,500 (previous year Rs. Nil).

ii) Repayment of Advances taken during the year to Sri. Sagarmal Jhanwar - Director Rs. 5,00,000 (previous year Rs. Nil), Sri. Ramesh Jhanwar - Director Rs. Nil (previous year Rs. 7,00,000) & M/s. Sagarmal Suresh Kumar Pvt. Ltd. Rs. Nil (previous year Rs. 2,75,000) and M/s. Sagar International Ltd. Rs. 22,500 (previous year Rs. Nil).

iii) Interest paid to M/s. Sagarmal Suresh Kumar Pvt. Ltd. Rs. Nil (previous year Rs. 3,085).

iv) Directors Remuneration paid to Sri Sagarmal Jhanwar Rs. 3,60,000 (previous year year Rs. 3,60,000), Sri Ramesh Jhanwar Rs. 3,60,000 (previous year year Rs. 3,60,000), & Sri. Suresh Jhanwar Rs. 3,60,000 (previous year year Rs. 3,60,000).

v) Rent Paid to Sri Suresh Jhanwar - Director Rs. 14,400 (previous year Rs. 14,400).



TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

iv Earnings per Share

The numerators and denominators used to calculate Basic and Diluted Earnings per share :

		<u>2012-13</u>	<u>2011-12</u>
Profit attributed to the shareholders	Rs.	4,574,491	824,429
Equity Shares outstanding at the beginning of the year	No.	2,970,600	2,970,600
Equity Shares issued during the year	No.	-	-
Equity Shares outstanding at the end of the year	No.	2,970,600	2,970,600
Nominal Value of Shares	Rs.	10	10
Basic/Diluted Earnings per share	Rs.	1.54	0.28

v Travelling & Conveyance Expenses include Director's travelling Rs. 10,81,689 ,(Previous year Rs. 14,63,269)

vi Directors remuneration include payment to Whole Time Directors Rs. 10,80,000 (previous year Rs. 10,80,000)

vii Keymen Insurance Rs. 7,05,817 (previous year Rs. 7,05,817) is for the payment of insurance for whole time directors.

viii In accordance with the revised Accounting Standard 15, i.e. Employees Benefits, the requisite disclosures are as under :

a) The amount recognised as expenses for defined contribution plan are as under :

		<u>2012 - 13</u>	<u>2011 - 12</u>
	<u>Rs.</u>	<u>Rs.</u>	<u>Rs.</u>
Provident Fund	9,257	8,019	
Pension Fund	21,032	18,214	
Employees Deposit Link Insurance	1,265	1124	

b) In respect of defined benefit plans, necessary disclosures are as under :

(i) Benefits are of the following types :

Every employee who have completed five years or more of service is entitled to gratuity as per the provisions of the payment of Gratuity Act, 1972.

Provident Fund as per the provisions of Employees Provident Fund & Miscellaneous Provisions Act, 1952.

(ii) As none of the employees have completed the minimum length of service as provided in the payment of gratuity Act, 1972 no provision for gratuity is required to be made.

viii Crane hire charges have been shown net after deducting LD charges & credit notes, as certified by the management.

ix Expenditure in Foreign Currency :

		<u>2012-13</u>	<u>2011-12</u>
		<u>Rs.</u>	<u>Rs.</u>
Travelling Expenses		670,939	1,178,295

x Earnings in Foreign Exchange :

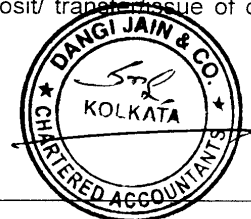
xi Dividend has been accounted for on cash basis.

xii Stores & spare parts have been issued to department as and when purchased. Closing stock has been ascertained on the basis of physical verification at the end of the year.

xiii The Company has issued Credit Note to varrious parties against hire charges as mutually decided / settlement of payment during the year amounting to Rs. 12,28,694. The auditors have taken the same as certified by the management.

xiv Sundry Debtors include Rs. 27,14,322 due from a party. The Company has filled a Case for the recovery of outstanding amount. The management has considered the amount as good & recoverable.

xv Bank statement of State Bank Of India, Barmer Branch has not been received during the year inspite of repeated request to them. Transactions have been recorded on the basis of deposit/ transfer/issue of cheques. The auditors have taken the same as certified by the management.



TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

xvi Segment reporting

Segment have identified as per accounting standards as per segment reporting (AS 17) taking into account the organisations structure as well as diferrential risks and returns of these segments.

The company has disclosed Hiring of Equipments, Financial Services & Investments and Commission as primary The Company has secondary segment (geographical segment) which being insignificant is not disclosed.

Fixed assets used in company's business or liabilities contracted have not been identified to any of the reportable segments, as allocation of assets and liabilities to segments is currently not possible.

Primary Segment Information

		<u>Rupees in Lakh</u>	
		Current Year	Previous Year
Revenues			
	Hiring of Equipments	118.02	169.38
	Commission Received	5.27	0
	Financial Services & Investments	45.61	42.27
		<u>168.90</u>	<u>211.65</u>
Identifiable Operating Expenses			
	Hiring of Equipments	73.14	86.01
	Commission Received	14.06	0
	Financial Services & Investments	6.79	5.78
		<u>93.99</u>	<u>91.79</u>
Segmental Operating Income			
	Hiring of Equipments	44.88	83.37
	Commission Received	(8.79)	0
	Financial Services & Investments	38.82	36.49
		<u>74.91</u>	<u>119.86</u>
Unallocable Expenses		34.31	51.48
Total Profit before tax		40.60	68.38
Less: Taxes (Income Tax & deferred Tax)		5.14	-60.14
Net profit after taxes		45.74	8.24

xvii Contingent liabilities and Commitments

(To the extent not provided for)

- i) Contingent liabilities Rs. Nil (previous year Rs. Nil)
- ii) Commitments Rs. Nil (previous year Rs. Nil)

xviii Previous year's figures have also been rearranged, recast, restated and reclassified to confirm this year's classification wherever considered necessary.

As per our Report attached of even date

For and on behalf of the Board

For Dangji Jain & Company

Chartered Accountants

Firm Registration No. 308108E



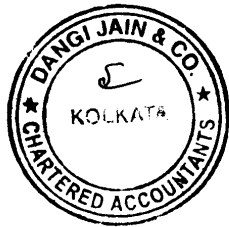
S.K. DANGI


Partner

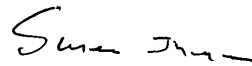
Membership No. 12529

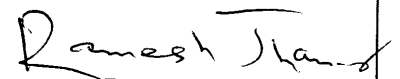
4, N. S. Road

Kolkata, the 30th day of May, 2013




Sagarnal Jhanwar
Director


Suresh Jhanwar
Director


Ramesh Jhanwar
Director


Vikash Shraff
Director

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

P.A.No.: AAAct9150B

Date of Incorporation :

F.Y. 2012-13

Assessment Year : 2013-14

COMPUTATION OF TOTAL INCOME

INCOME FROM BUSINESS

Net Profit Before Tax as Per Profit & Loss a/c	4,060,491	
<u>Add: Disallowed / Considered Separately :</u>		
- Long Term Capital Loss	466,603	
- Depreciation as per Companies Act	837,143	
	5,364,236	
<u>Less: Disallowed / Considered Separately :</u>		
- Depreciation u/s 32 of Income Tax Act	711,341	4,652,895
	TOTAL INCOME	4,652,895
Less : adjusted with C/F Losses A/Y 2009 - 10		4,652,895
Taxable Income		-

STATEMENT OF TAXES

Tax on Normal Income	-	
Tax on Short Term Capital Gains @ 15%	-	
Add: Education Cess @ 3%	-	
	-	

COMPUTATION OF TAX (MAT U/S 115 JB)

Net Profit Before Tax as Per Profit & Loss	4,060,491	
Less : Dividend	-	
	4,060,491	
Tax @ 18.5%	751,191	
Education Cess @ 3%	22,536	773,726
Less: T.D.S		
Payable		773,726

CARRIED FORWARD LOSSES

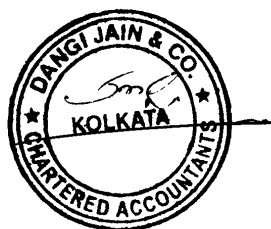
Assessment Year	Business Loss	Speculation Loss	Short Term Capital Loss
2009 - 10	9,625,082	-	-
Less : Loss adjusted	4,652,895	-	-
	4,972,187	-	-

Deferred Tax Assets 1,536,406

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013.

	2012 - 2013		2011 - 2012	
	Rs.	Rs.	Rs.	Rs.
A Cash Flow from Operating Activities				
Net Profit before Tax and extra-ordinary items		4,060,491		6,838,429
Adjustment for :				
Depreciation	837,143		1,084,156	
Interest/Dividend	(5,027,856)		(3,521,240)	
Profit/Loss on Sale of Investments	466,602		(699,929)	
Fluctuation of Froreign Currency	-		-	
Bad Debts	-		-	
Balances Written Back/Written off	7		1,160,112	
		(3,724,104)		(1,976,901)
Operating Profit before Working Capital Changes		336,387		4,861,528
Working Capital Changes :				
Inventories	28,407		84,735	
Trade Receivables	(1,257,618)		(2,859,639)	
Short Term Loans & Advances	(22,389,452)		(7,652,028)	
Other Current Assets	44,542		157,507	
Trade Payable	(20,016)		14,680	
Other Current Liabilities	(133,942)		-	
Cash Generated from Operation		(23,728,079)		(10,254,745)
		(23,391,692)		(5,393,217)
Direct Taxes Paid	(1,318,585)		(1,205,836)	
Interest Paid	-		(3,085)	
		(1,318,585)		(1,208,921)
Cash Flow before Extra-Ordinary Items		(24,710,277)		(6,602,138)
Extra-Ordinary Items		-		-
Net Cash from Operating Activities		(24,710,277)		(6,602,138)
B Cash Flow from Investing Activities :				
Purchase of Fixed Assets	(11,215)		(35,200)	
Sale of Fixed Assets	-		-	
Acquisitions of Companies	-		-	
Purchase of Investments	-		(16,555,952)	
Sale of Investments	5,673,052		25,515,560	
Long Term Loans & Advances	-		-	
Other Non Current Assets	-		11,726,238	
Interest Received	5,027,856		3,494,325	
Dividend Received	-		30,000	
Net Cash used in Investing Activities		10,689,693		24,174,971
		(14,020,584)		17,572,833



Contd. 2

	2012 - 2013		2011 - 2012	
	Rs.	Rs.	Rs.	Rs.
Brought Forward		(14,020,584)		17,572,833
C Cash Flow from Financing Activities:				
Proceeds from Long Term Borrowings	-		-	
Proceeds from Short Term Borrowings	-		-	
Net Cash used in Financing Activities		-		-
		(14,020,584)		17,572,833
Net increase in Cash and Cash Equivalents				
Cash and Cash equivalents at the beginning of the year	43,900,067		26,327,234	
Cash and Cash equivalents at the end of the year	29,879,483		43,900,067	
		(14,020,584)		17,572,833

This is the Cash Flow Statement referred to in our report of even date.


For DANGI JAIN & COMPANY
Firm Registration # 308108E
Chartered Accountants,

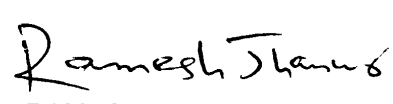

(S. K. DANGI)
Partner.

Membership # 12529
4, N. S. Road,
Kolkata, the 30th day of May, 2013.




SAGARMAL JHANWAR
Director


SURESH JHANWAR
Director


RAMESH JHANWAR
Director


VIKASH SHRAFF
Director

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2012-2013

(As required under Clause 49 of the listing Agreements entered into with the Stock Exchanges).

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Philosophy of the Company in relation to Corporate Governance is to ensure transparent disclosures and reporting that conforms fully to laws, regulations and guidelines, and to promote ethical conduct throughout the organization with primary objective of enhancing shareholders value while being a responsible corporate citizen. The Company places emphasis on business ethics and responsible conduct and to the disclosures of operating performances and other key events on timely basis to its Shareholders and the stakeholders. The Company views their role as trustees of its shareholders, stakeholders and society at large.

2. BOARD OF DIRECTORS:

i) Composition:

The Company has an Executive Chairman and the number of independent & Non Executive Director is half of the total number of Directors. None of the Directors on the Board is a member of more than 10 committees and also Chairman of more than 5 committees (as specified in clause 49), across all the Companies in which he is a Director. All the directors have made requisite disclosures regarding Committee position held by them in other Companies.

The names and categories of Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting and also the number of Directorships and Committee Memberships held by them in other Companies are given below:

Name	Category	No. of Board Meetings during 2012-13		Whether attended AGM held on 28 th September, 2012	No. of Directorships in other Companies as on 31.03.2013		No of Committee positions held in other Companies as on 31.03.2013	
		Held	Attended		Chairman	Member	Chairman	Member
Ramesh Jhanwar (Chairman)	Non-Independent Executive	9	9	Yes	3	1	--	--
Suresh Jhanwar	Non-Independent Executive	9	9	Yes	2	3	--	--
Sagarmal Jhanwar	Promoter Non-Independent Executive	9	9	Yes	--	7	--	2
Vikash Shraff	Independent Non-Executive	9	9	Yes	--	6	--	2
Tarun Daga	Independent Non-Executive	9	9	Yes	--	4	2	1
Archan Seth	Independent Non-Executive	9	8	Yes	--	--	--	--



*Represents Chairmanships/Memberships of Audit Committee, Remuneration Committee and Shareholder's/Investors' Grievance Committee.

ii) Board Meetings held during the year:

Nine Board meetings were held during the year 2012-2013 and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:- 30.04.2012, 15.05.2012, 30.07.2012, 31.07.2012, 05.09.2012, 31.10.2012, 26.12.2012, 30.01.2013 and 19.03.2013.

The company placed before the board the Annual Budget, performance level and other information on regular basis as specified in Annexure 1 of listing agreement with the Stock Exchanges.

Sri Ramesh Jhanwar and Sri Tarun Daga are liable to retire by rotation and being eligible offer themselves for reappointment. Information as required under Clause 49(VI) of the listing Agreement are annexed to the Notice of the 28th Annual General Meeting.

iii) Code of Conduct & Ethics :

The company has adopted the Code of Conduct for the Executive Directors, senior management Personnel and other executives of the Company. The company has received confirmation from the Executive Directors and the senior persons in regarding the compliance of the Code of Conduct.

iv) CEO / CFO Certification :

The Managing Director and Chief Financial Officer of the Company have given a certificate to the Board of Directors as prescribed for due compliance under clause 49(V) of the Listing Agreement for the year ended 31st March, 2013.

3. AUDIT COMMITTEE:

The Company has an Independent Audit Committee. The composition, role/functions of the committee comply with the requirements of Section 292(A) of the Companies Act, 1956 and Clause 49 (II) (A) of the listing Agreement. The Chairman of the audit committee is independent director.

The Scope of the activities of the Audit Committee is as set out in Clause 49 of the listing Agreement with the Stock Exchanges. The Terms of Reference of the Audit Committee broadly are as under.

1. Overseeing of the company's financial reporting process and disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment for any other services.
3. Reviewing with Management the Annual Financial Statements before submission to the Board.
 - Any Changes in accounting policies and practices;
 - Major accounting entries based on exercise of judgment by management;
 - Qualification in draft audit report;



- Significant adjustments arising out of audit;
 - The going concern assumptions;
 - Compliance with Accounting Standards;
 - Compliance with Stock Exchange and legal requirements concerning financial statements;
 - Any related party transaction that may have a potential conflict with the interest of the company at large.
4. Reviewing with the Management, External and Internal Auditors, the adequacy of internal control systems.
 5. Reviewing the adequacy of Internal Audit function, including the structure of the Internal Audit Department.
 6. Reviewing the Company's financial and risk management policies.

Five Audit Committee Meetings were held during the Year 2012-13. The dates on which the said meetings were held are 30.04.2012, 30.07.2012, 31.07.2012, 31.10.2012 and 30.01.2013.

The composition of the Audit Committee and the details of meetings attended by the Directors are given below:

Name of Members	Category	No. of Meetings held during the year 2012-13	No. of Meetings attended during the year 2012-13
Archan Seth (Chairman)	Non Executive, Independent	5	5
Vikash Shraff	Non Executive, Independent	5	5
Tarun Daga	Non Executive, Independent	5	5

The necessary quorum was present at the Meeting.

The Chairman of the Audit Committee Mr. Archan Seth was present at the Annual General Meeting which was held on 28th September, 2012. The Statutory Auditor and Executive Directors/Chief Financial Officer of the Company were invited to the Audit Committee as and when required.

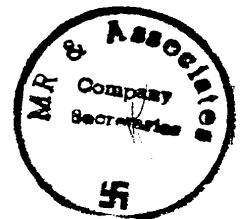
4. REMUNERATION COMMITTEE:

Remuneration Committee consists of three Non-Executive Directors namely Sri Vikash Shraff, Sri Tarun Daga & Sri Archan Seth (Chairman) and the committee is to function in the manner & shall deal with the matters as required under the applicable provisions of laws and Clause 49 of the listing Agreements.

Terms of reference

The broad term of reference of the Remuneration Committee are enumerated hereunder:

- To recommend to the board appointment/reappointment of Managing/Whole Time Director, retirement benefits to be paid to the MD and WTDs under retirement benefit guidelines adopted by the Board.
- To finalize the perquisites package within the overall ceiling fixed by the Board.
- To recommend to the Board salary (including annual increments), perquisites and commission to be paid to the Company's Managing/Whole Time Directors.



During the Year, one Remuneration Committee meeting was held on 27.08.2012 and all the members attended the meeting.

Details of Remuneration paid to Whole time Director for Financial Year 2012-2013.

Name and Term of Service	Salary	Total
Sagarmal Jhanwar (01.04.2012 – 31.03.2013)	3,60,000.00	3,60,000.00
Ramesh Jhanwar (01.04.2012 – 31.03.2013)	3,60,000.00	3,60,000.00
Suresh Jhanwar (01.04.2012 – 31.03.2013)	3,60,000.00	3,60,000.00
Total	10,80,000.00	10,80,000.00

Remuneration Policy:

Remuneration of employee largely consists of basic remuneration, perquisites and performance incentives. The component of the total remuneration rates for different grades is governed by industry pattern qualifications and experience of the employee, responsibilities handled by him and his individual performance etc.

The Committee also takes into consideration and ensures the compliance of the provisions under Schedule XIII of the Companies Act, 1956 for appointing and fixing remuneration of Managing Director and other Whole Time Directors.

No remuneration, salary or sitting fee is paid to Non-Executive Directors.

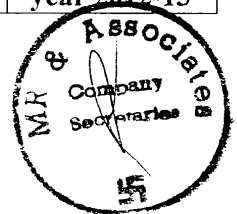
5. SHARE HOLDER'S / INVESTORS GRIEVANCE COMMITTEE:

Share Transfer & Shareholder's /Investors Grievance Committee has been constituted with following sole functions and powers:-

- (a) To look into and to supervise the redressal of Investor's / Shareholders' complaints like transfer of Share, Non receipt of Balance Sheet, Non-receipts of declared dividend, etc.
- (b) To consider and approve transfer of shares, transmission of shares, dematerialization of shares, transposition of shares, issuance of duplicate share certificates, deletion of names, splitting and consolidation of shares, etc.

Four meeting of the Investors' Grievance Committee were held during the Year 2012-13. The date on which the said meetings were held as on 30.04.2012, 30.07.2012, 31.10.2012 and 31.01.2013. The STC meetings are held as and when required, usually fortnightly. The composition of the Investor's Grievance Committee and details of the meetings attended by the Directors are given below:-

Name of Members	Category	No. of meetings held during the year 2012-13	No. of meetings attended during the year 2012-13



7. DISCLOSURES :-

(a) Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have materially affected the financial position of

	2014	
	Annual general Meeting for the year ending March 31, 2014.	Last week of September, 2014.
c)	Book closure period	From 20 th day of September, 2013 to 27 th day of September, 2013(both days inclusive)
d)	Dividend Payment	Not recommending by the Board of Directors for inadequate profit
e)	Listing on Stock Exchanges The Company's securities are listed at : <ol style="list-style-type: none"> 1. Bombay Stock Exchange Ltd. (Stock Code – TRISHEL-531279) 25th Floor, Firoz Jeejeebhai Tower, Dalal State, Mumbai - 400001, 2. 2. Calcutta Stock Exchange Ltd. (Stock Code – TRISHEL 10030166) 7 Lyons Range, Calcutta – 700 001 Annual Listing Fees for all the Stock Exchanges have been paid for the year 2013-2014. The company has also paid the Annual Custodian Fees to National Securities Depository Limited and Central Depository Services (India) Limited.	
f)	International Securities Identification Number : INE238C01014	

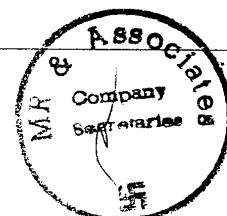
h) Stock Market Data:

The monthly high and low of market price of shares traded on the Bombay Stock Exchange Limited, Mumbai during each month in last financial year was as follows:

Face value of each Share – Rs 10 each

Month	High (Rs.) Company's Price	Low (Rs.) Company's Price
April, 2012	16.90	16.30
May, 2012	17.10	14.30
June, 2012	16.26	13.60
July, 2012	15.70	14.92
August, 2012	18.05	16.40
September, 2012	17.10	15.95
October, 2012	16.30	15.45
November, 2012	17.00	15.50
December, 2012	19.80	15.85
January, 2013	20.75	18.85
February, 2013	19.75	17.00
March, 2013	19.75	17.00

i)	Registrar & Share Transfer Agents	MCS Limited 77/2A, Hazra Road, Kolkata – 700 029 Tele : 2454-1892/1893 Fax : 2474-7674
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j)	Share Transfer System	Shares lodged for transfer at the Registrar's address & are normally processed within 7-10 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of shares are processed and the confirmation is given to the depositories within 15 days. Senior Executives of the Company and the compliance officer are empowered to approve transfer of shares. Grievances received from Members and other miscellaneous correspondence on change of address, mandates etc. are processed by the Registrars within 15 days.
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k) Distribution of share holdings as on 31.03.2013 :

Range of Ordinary Shares	No. of shares	% to Capital	No. of Holders	% of Holders
1 to 500	104209	3.5080	766	77.9247
501 to 1000	94344	3.1759	114	11.5972
1001 to 10000	234261	7.886	74	7.5281
Above 10000	2537786	85.430	29	2.9501
Total	2970600	100.00	983	100

l) Share Holding Pattern as on 31.03.2013 :

Name of the Shareholder	No. of Shares Held	% Holding
Promoter	963019	32.4183
Bodies Corporate	1327766	44.6969
FI's	--	--
Nationalised Banks	--	--
Mutual Funds	--	--
FIIs	--	--
NRI and OBC	6341	0.2135
Individuals	673474	22.6713
Total	2970600	100

m) Dematerialization of Shares & Liquidity :

Electronic holding by members comprises 97.85% of the paid up Equity Share Capital of the Company i.e Rs. 29,70,600/-, held through the National Securities Depository Limited (87.59%) and Central Depository Securities (India) Limited (10.26%) as on March 31, 2013.

n) Secretarial Audit:

A qualified company Secretary carried out Secretarial Audit under Clause 55A of SEBI (Depositories and Participants Regulations), 1996 and Share Transfer Audit under Clause 47(c) of the Listing Agreement and that the same are being filed to the Stock Exchanges quarterly and bi-annually, respectively, after being duly audited and certified.

o) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely Equity : None.



CERTIFICATE

**To The Members of
Trishakti Electronics & Industries Limited**

We have read the Report of the Board of Directors on Corporate Governance and examined the relevant records relating to compliance of conditions of Corporate Governance by M/s Trishakti Electronics & Industries Limited ("the Company") for the year ended on 31st March, 2013, as stipulated in Clause 49 of the listing Agreement of the said Company with the Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination or was limited to procedures and implementations thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. Our examination was neither an Audit nor was it conducted to express an opinion on the financial statements of the Company.

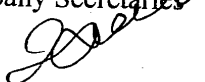
In our opinion and to the best of our information and according to the explanations given to us and on basis of our examination described above, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2013 no investor grievance was pending against the Company as per the records maintained by the Shareholders / Investors' Grievance Committee of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Kolkata, 30th day of May, 2013.

For MR & ASSOCIATES
Company Secretaries

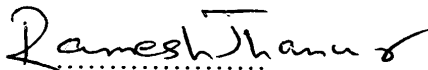

(M. R. Goenka)
Partner.
CP No - 2551




CEO / CFO Certificate under Clause 49 of the Listing Agreement

I, Ramesh Jhanwar, Managing Director and Kumar Ghosh, Chief Financial Officer of Trishakti Electronics & Industries Limited hereby certify to board that:

- a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2013 and that to the best of our knowledge and brief.
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and brief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have disclosed to the auditors and audit committee deficiencies in the design or operation or internal control if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit committee that:
 - (i) there are no significant changes in internal control over financial reporting during the year;
 - (ii) there have been no significant changes in accounting policies during the year which are required to be disclosed in the notes to the financial statements; and
 - (iii) there have been no instances of significant fraud which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.


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Ramesh Jhanwar
Managing Director


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Kumar Ghosh.
Chief Financial Officer

Kolkata, 30th day of May, 2013.

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

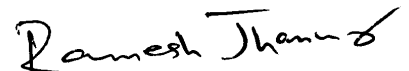
Declaration Regarding Compliance by Board Members and senior Management Personnel with the code of Conduct

This is to confirm that the Company has adopted Code of Conduct for its employees including the Managing Director and Whole time Directors. In addition, the Company has adopted the Code of Conduct for Non-Executive-Directors. Both these Codes are posted on the Company's website, **www.trishakti.com**.

I confirm that the Company has in respect of the financial year ended 31st March, 2013, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Executive Directors as on 31st March, 2013.

Kolkata, 30th day of May, 2013


Ramesh Jhanwar
Managing Director