

# **TRISHAKTI ELECTRONICS AND INDUSTRIES LTD.**

Regd. Off: 2, Clive Ghat Street, 2<sup>nd</sup> Floor, Room No. 8 & 9, Kolkata – 700 001  
Email id: r\_jhanwar@trishakti.com Website: [www.trishakti.com](http://www.trishakti.com) Phone No.: 033-30223076  
CIN NO.: L31909WB1985PLC039462

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## **NOTICE**

**NOTICE is hereby given that the 31<sup>st</sup> 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 Thursday, the 29<sup>th</sup> day of September, 2016 at 11.00 A.M. to transact the following business:**

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 and the report of Directors and Auditors there on and to pass the following resolution as an Ordinary Resolution :

**“RESOLVED THAT** the statement of Profit and Loss for the year ended 31st March, 2016, the Balance Sheet as on that date and Annexure there to, the Cash Flow statement for the year ended 31st March, 2016 the reports of the Auditors and the Directors there on be and are hereby received and adopted”.

2. To appoint Mr. Vikash Sharaf (DIN: 00568768), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment and to pass the following Resolution as an Ordinary Resolution.

**“RESOLVED THAT** Mr. Vikash Sharaf (DIN: 00568768), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act 2013 and Under Articles No. 99 of the Companies Articles of Association be and is hereby reappointed as a Director of the Company”.

3. To appoint Mr. Archan Seth (DIN: 00580936), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment and to pass the following Resolution as an Ordinary Resolution.

**“RESOLVED THAT** Mr. Archan Seth (DIN: 00580936), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act 2013 and Under Articles No. 99 of the Companies Articles of Association be and is hereby reappointed as a Director of the Company”.

4. To appoint Mr. Tarun Daga (DIN: 00568726), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment and to pass the following Resolution as an Ordinary Resolution.

**“RESOLVED THAT** Mr. Tarun Daga (DIN: 00568726), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act 2013 and Under Articles No. 99 of the Companies Articles of Association be and is hereby reappointed as a Director of the Company”.

5. To ratify the appointment of Auditors of the Company and fix their remuneration and in this regards to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** pursuant to the provisions of the section 139(2) and all other applicable provisions of the companies Act 2013 the appointment of M/s Dangi Jain and Co., Chartered Accountants (Firm Registration No. 308108E) 4, N.S. Road, 1st Floor, Block-F, Kolkata 700001 be and is hereby ratified as statutory Auditors of the Company for Auditing the Annual Accounts from the conclusions of this Annual General meeting until the conclusion of the Fourth consecutive Annual General meeting for the one consecutive financial year for 31st March, 2017 subject to the ratification of appointment by the shareholders at the every Annual General meeting of the company at a remuneration and on terms plus out of pocket expenses as may be determined by the Board of Directors of the company which was approved by the members at the 30<sup>th</sup> Annual General Meeting of the company held on 30<sup>th</sup> September, 2015 be and is hereby ratified.”

## **SPECIAL BUSINESS**

6. To consider and if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of the section 152, 160 and all other applicable provisions of the companies Act 2013 (Act) and the rules made thereon and Articles No. 87 of the Articles of Association of the Company , Smt. Shalini Jhanwar (DIN: 06949987) in respect of whom the company has received from a member a notice in writing alongwith requisite deposit pursuant to the requirements of section 160 of the Act proposing her candidature for appointment as a Director, be and is hereby appointed as a director of the company and she shall be liable to retire by rotation”.

7. To consider and if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of the Act 2013 read with section 2(94), section 2(78) and section 203 of the companies Act 2013 and the companies (Appointment and the remuneration) rules 2014 including (any statutory modification(s) or re-enactment thereof for the time being enclosed) and clause 49 of the listing agreements, consent of the company and shareholders be and is hereby accorded to the appointment Smt. Venu Jhanwar (DIN: 01230860) as wholetime director of the company for the period 3(three) years (i.e. 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2019) w.e.f. 01-04-2016 on the terms and conditions including remuneration, as set out in the

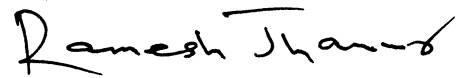
agreement, to be entered in to between the company and Smt. Venu Jhanwar, a draft a thereof is placed before this meeting and to alter and vary the terms and conditions of the said agreement and / or remuneration and / or agreement, subject to the same not exceeding the limits specified in Schedule 13 of the companies Act 1956 read with Schedule 5 of the companies Act 2013”.

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

**Registered Office,**

2, Clive Ghat Street,  
Room No. 8 & 9, 2<sup>nd</sup> Floor,  
Kolkata - 700 001  
Dated: 30<sup>th</sup> day of May, 2016

**By Order of the Board of Directors**



**(RAMESH JHANWAR)**  
**Director**

## **NOTES**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**

***A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.***

2. Brief resume of Directors proposed to be appointed/re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement are annexed to the Notice.
3. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 24<sup>th</sup> September, 2016 to Thursday, 29<sup>th</sup> September, 2016 (both days inclusive) in connection with the Annual General Meeting.
4. Members are requested to bring their copies of the Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and /or be made available at the meeting.
5. Members desirous of getting any information on the accounts or operations of the Company is requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
6. 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.
7. Members are requested to immediately notify any change in their address to the Registrar Share Transfer agent of the Company M/s. MCS Shares Transfer Agent Limited, 12/1/5, Manohar Pukur Road, Ground Floor, Kolkata-700 026 in all correspondence with the Company, members are requested to quote their Account / Folio Numbers.
8. Members are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the company for admission to the meeting hall.
9. 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.

10. Pursuant to Section 123 of the Companies Act, 2013, all unclaimed/unpaid dividends upto the financial year ended 31<sup>st</sup> March, 2008 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrant(s) for the said period, are requested to forward their claims in prescribed Form No. II to The Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to

Office of Registrar of Companies  
West Bengal  
Nizam Palace, 2<sup>nd</sup> MSO Building,  
2<sup>nd</sup> Floor,  
234/4 AJC Bose Road,  
Kolkata – 700 020.

As per the Provision of Section 123, Section 124 and Section 125, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India and no payments shall be made in respect of any such claims by the IEPF.

Accordingly, the Company has transferred to the IEPF all unclaimed/unpaid dividends in respect of the financial years 2007-08. Members who have not yet encashed their dividend warrant(s) for the financial years ended 31<sup>st</sup> March, 2009 onwards, are requested to make their claims to the Company accordingly, without any delay. It may be noted that the unclaimed dividend for the financial year 2008-09 declared on 30<sup>th</sup> September, 2009 can be claimed by the shareholders.

11. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions and off-market/ private transactions involving transfer of shares in physical form of listed companies. Hence, Members holding shares in the electronic form are requested to submit their PAN to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company / Registrar & Share Transfer Agent, MCS Share Transfer Agent Ltd.
12. To comply with the provision of Section 88 and 101 of the Companies Act, 2013 read with Rule 3 and 18 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.

You are thus requested to kindly submit your e-mail ID vide the e-mail registration form attached in this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the Company. The e-mail ID provided shall be updated subject to successful verification of your

signatures as per record available with the Registrar & Share Transfer Agent of the Company.

13. 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 Shares Transfer Agent Limited 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.
14. 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.
15. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
16. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. MCS Shares Transfer Agent Ltd., the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.
17. I. Please see the instructions below for details on e-Voting facility.

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
  - (i) Open email and open PDF file viz; "Trishakti Electronics And Industries Ltd.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.

- (iv) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vi) Select "EVEN" of Trishakti.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [r\\_jhanwar@trishakti.com](mailto:r_jhanwar@trishakti.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

**EVEN (E Voting Event Number)**

**USER ID**

**PASSWORD/PIN**

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- (iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (v) The e-voting period commences on Monday, 26<sup>th</sup> September, 2016 (9.00 am) and ends on Wednesday, 28<sup>th</sup> September, 2016 (5.00 pm). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23<sup>rd</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (vi) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, 23<sup>rd</sup> September, 2016.
- (vii) Mr. Mayur Agrawal , Practicing Chartered Accountants , Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (viii) The Scrutinizer shall within a period not exceeding Four (4) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (ix) The Results shall be declared on or after the 31<sup>st</sup> Annual General Meeting of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.trishakti.com](http://www.trishakti.com) or on the website of NSDL within two(2) days of passing of the resolutions at the 31<sup>st</sup> Annual General Meeting of the Company and communicated to the Stock Exchange.
- (x) Members, who do not have any access to e-voting, can seek a physical Ballot form from the Registrars & Share Transfer Agents of the Company M/s MCS Share Transfer Agent Ltd., fill in the details and send the same to the Scrutinizer.

18. In case of members receiving physical Ballot Form:

- (i) In terms of Clause 35B of the Listing Agreement entered into with the Stock Exchange, listed Companies shall also provide an option to their members who do not have access to the e-voting facility, to cast their votes by way of a ballot at the Annual General Meeting. The members who are not able to attend the Annual General Meeting can sent their assent or dissent in writing in respect of the resolutions as set out in the Notice by sending the duly filled and signed Ballot Form to Mr. Mayur Agrawal – Scrutinizer, Unit: Trishakti Electronics & Industries Limited, C/o, MCS Share Transfer Agent Ltd, 12/1/5, Manohar Pukur Road, Ground Floor, Kolkata-700026 on as to reach on or before Wednesday, 28<sup>th</sup> September, 2016 (5.00 pm).
- (ii) Kindly note that members can opt only one mode of voting either through physical Ballot form or through e-voting. If a member has opted e-voting facility, he/she is not required to send the physical Ballot form or vice versa. In case a member cast their vote both by physical Ballot and e-voting, then the vote cast through e-voting shall only be considered and the voting through physical Ballot shall not be considered by the scrutinizer and will be treated as invalid.

19. The Results of e-voting, physical assent/dissent and poll, if any, shall be aggregated and declared on or after the 31<sup>st</sup> Annual General Meeting of the Company by the Chairman or by any other person duly authorized in this regard. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [r\\_jhanwar@trishakti.com](mailto:r_jhanwar@trishakti.com) and on the website of NSDL & CDSL within two (2) days of passing of the resolutions at the 31<sup>st</sup> Annual General Meeting of the Company and Communicated to the Stock Exchange.



## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Statement for Item Nos. 6 and 7 of the accompanying Notice set out hereinabove is as under:

### **Item Nos. 6**

Smt. Shalini Jhanwar is non-executive Directors of the Company, and has held the position as such for more than 5 (five) years. The term of office of the aforesaid Director was liable to determination by retirement of Director by rotation under the erstwhile applicable provisions of the Companies Act, 2013.

It will be in the interest of the Company to appoint Smt. Shalini Jhanwar as Independent Director. Brief resume of the Director proposed to be appointed as stipulated under the Clause 49 of the Listing Agreement with the Stock Exchange is attached hereto with the Notice.

It is proposed to appoint Smt. Shalini Jhanwar as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office upto the expiry of 5 (five) consecutive years or the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019 who shall not be liable to determination by retirement of Director by rotation.

Smt. Shalini Jhanwar has given the requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from a member along with requisite deposit under section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director.

Smt. Shalini Jhanwar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from a member signifying her intention to propose the above as Director of the Company along with the deposit of requisite amount as required under the aforesaid Section.

In the opinion of the Board, Smt. Shalini Jhanwar is fulfill the conditions for appointment as Independent Director as specified in the Act read with rules made thereunder and the Listing Agreement. Smt. Shalini Jhanwar is independent of the management.

Copy of the draft letter for appointment of the above mentioned director as Independent Director setting out the terms and conditions would be available for inspection without any fee by the member at the Registered Office of the Company during the normal business hours on any working day till the date of AGM.

## **Item Nos. 7**

Smt. Venu Jhanwar is Whole Time Directors of the Company, and has held the position as such for more than 3 (Three) years. The term of office of the aforesaid Director was not liable to determination by retirement of Director by rotation under the erstwhile applicable provisions of the Companies Act, 2013.

It will be in the interest of the Company to appoint Smt. Venu Jhanwar as Whole Time Director. Brief resume of the Director proposed to be appointed as stipulated under the Clause 49 of the Listing Agreement with the Stock Exchange is attached hereto with the Notice.

It is proposed to appoint Smt. Venu Jhanwar as Whole Time Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office upto the expiry of 3 (Three) consecutive years or the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company in the calendar year 2017 who shall not be liable to determination by retirement of Director by rotation.

Smt. Venu Jhanwar has given the requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets the criteria of Whole Time Director as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from a member along with requisite deposit under section 160 of the Companies Act, 2013 proposing her candidature for the office of Whole Time Director.

Smt. Venu Jhanwar is not disqualified from being appointed as Whole Time Director in terms of Section 164 of the Act and has given her consent to act as Director.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from a member signifying his intention to propose the above as Director of the Company along with the deposit of requisite amount as required under the aforesaid Section.

In the opinion of the Board, Smt. Venu Jhanwar is fulfill the conditions for appointment as Whole Time Director as specified in the Act read with rules made thereunder and the Listing Agreement. Smt. Venu Jhanwar is Whole Time Director of the management.

Copy of the draft letter for appointment of the above mentioned director as Whole Time Director setting out the terms and conditions would be available for inspection without any fee by the member at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Keeping in view of the experience and expertise of the above referred directors and the contribution made by them to the company, the Board of Directors considered it desirable that their continued association would be a immense benefit to the company and hence the company should continued to avail their services and accordingly recommends the resolution as set out in item no. 6 & 7 for approval of the Members.

Further the Board of Director of the company are of the opinion that the above referred fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for being appointed as Independent Director and Whole Time Director and they are Independent of their management.

Except, Smt. Shalini Jhanwar, Smt. Venu Jhanwar, none of the Directors, Key Managerial Personnel of your company and relatives of directors / Key Managerial Personnel are in any way, deemed to be concerned or interested financially or otherwise in the said resolution.

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 is given below:

- 1. Name** : **Sri Vikash Shroff.**  
Age : 40 years.  
Qualification : B. Com.  
Experience : He has experience in Stock & Money Market and in overall Business Administration and Management.  
Date of Appointment : 07.02.2006  
Other company's Directorship : AV Infoline Private Limited  
Sagar International Ltd.
- 2. Name** : **Sri Archan Seth.**  
Age : 42 years.  
Qualification : B.Com (CU)  
Experience : He has experienced in Stock and Money Market, interior decoration business in overall Business and Management.  
Date of Appointment : 01.08.2006  
Other company's Directorship : NIL
- 3. Name** : **Sri Tarun Daga.**  
Age : 42 years  
Qualification : B.Com  
Experience : He has over 21 years of experience in Iron and Steel Casting Industries and 17 years experienced in tour and Travel Business and also has experience in Money Market & overall Business Administration and Management.  
Date of Appointment : 18.06.2003  
Other company's Directorship : Sagar International Ltd.  
Vaibhav alloys Ltd.  
Shree Daga Vyapaar Private Limited  
Shree T K Leasing and Finance Private Ltd.

# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

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## DIRECTORS' REPORT

### **TO THE SHAREHOLDERS:**

Your Directors submit herewith their 31<sup>st</sup> Annual Report together with the Audited Accounts of the company for the year ended 31<sup>st</sup> March, 2016.

### **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		5718062		6054753
Provision for				
Income Tax		(1100000)		(1700000)
Deferred Tax		(169500)		(724500)
Profit after Taxation		4448562		3630253
Appropriation for Income Tax for earlier year		---		(924)
Adjustment of Depreciation whose useful life is over		---		1413852
Transfer to General Reserve		(±)925000		(±)1016000
Balance brought forward from previous year		47447955		42404775
Balance at the end of the year :		<u>51896517</u>		<u>47447955</u>

### **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 interest income Rs. 58,56,028/- (Previous Year Rs. 58,21,395/-), Crane Hire Charges Rs. 1,45,94,985/- (Previous Year Rs. 1,25,46,247/-), Crane Mobilization Charges Rs. NIL (Previous Year Rs. NIL) and other income was Rs. 38,43,610/- (Previous Year Rs. 1,23,784/-). Commission received Rs. NIL (Previous year Rs. 23,84,572/-).

### **TRANSFER TO RESERVES**

We propose to transfer Rs. 9,25,000/- to the general reserve. An amount of Rs. 9,25,000/- is Proposed to be retained in the profit and loss account.

### **EXTERNAL ENVIRONMENT**

#### **Global Economic Outlook**

Financial Year 2015-16 witnessed volatile markets as economies around the world, found themselves at various points in the economic cycle, with monetary easing being the predominant theme across many geographies, However, growth remained Subdued globally, as adverse factor more than offset oil price decline, the quantitative easing in Europe and the growth in South-East Asia.

According to the International Monetary Fund, the global economy is expected to grow at ~3.4% in Financial Year 2016-17. This is due to the fact that slowdown in production in China and Russia is expected to be more than offset by recovery of the developed economies and growth in South-East Asia. However, currency movements and interest rates continue to be risks for growth in many regions.

Developed economies are expected to grow moderately. After posting stronger and broader growth at the end of 2015, the USA is carrying the momentum into 2016 with increased Consumer spending and trade activity, falling unemployment rate and improved investor sentiment. Similarly, the Eurozone is improving amidst monetary uncertainty driven by a depreciating Euro and geo-political tensions with Greece, Russia and Ukraine in an environment of relatively loose monetary policy. While, the lower energy prices have helped improving consumer sentiment, the Euro Continued to depreciate against the US\$ sharply especially after the Swiss national bank removed Swiss Franc's peg to the Euro. The European Commercial Bank (ECB) has exceeded market expectations with announced expanded quantitative easing programme which has boosted equity and bond markets.

### **Outlook for India**

Financial Year 2015-16 saw India emerge as a bright spark even as advanced and emerging economies grappled with uncertainty and slower growth. Economic growth in India peaked in the second quarter of the fiscal at 9.7% (under new series) but remained moderate in the third and fourth quarter at around 7.8%. Cyclical macro parameters like inflation, current account deficit have improved during the year due to domestic as well as external factors. Indian rupee was one of the best performers in the world, registering a 4% decline in value as against the US\$ compared to the rest of the world grappling with devaluation of their currencies.

The Indian economy is in the midst of significant structural change and is expected to embark on a sustained economic growth cycle. According to World Bank, India is set to be the world's fastest growing major economy in the Financial Year 2016-17 at 7.8% and gradually move up to 8% in the next two financial years. However, this economic growth will depend on steady implementation of reforms aimed to improve productivity and competitiveness. Government initiatives like 'Make in India' will stimulate manufacturing growth while its focus on infrastructure should revive the investment cycle. This should help India grow while being fiscally prudent. States are also expected to play a key part in GDP growth due to their increased finances via greater share of government taxes, coal auctions etc.

### **HUMAN RESOURCES DEVELOPMENT**

As every industry globally is being re-shaped by digital technologies, individuals are transforming themselves to stay relevant and succeed in a digital world. The focus of the Company has been to leverage digital re-imagination to drive growth and efficiency of business models, products and services, business processes as well as the workplace. This helps deliver a superior experience to every key stakeholder, viz. customers, employees, investors and the community.

The Company has been certified as the Small Scale Industries. This award is in recognition of the Company's talent strategy, workforce planning, on-boarding, learning & development, performance management, leadership development, career & succession management, compensation & benefits as well as Company culture.

### **CORPORATE SOCIAL RESPONSIBILITY**

The Company's vision is to be a global benchmark in value creation and corporate citizenship and the Company's long-term Corporate Social Responsibility (CSR) objective, is to improve the quality of life of the communities through long-term value creation for all stakeholders. The Company has been a pioneer in various CSR initiatives. We continue to remain focussed on improving the quality of life and engaging communities through health, education, sports and infrastructure development. During the last three years.

### **Board Meetings**

A calendar of Meetings is prepared and circulated in advance to the Directors. The Board met twenty times during the year, the details of which are given in the Corporate

Governance Report that forms part of this Annual Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

### **Selection of New Directors and Board Membership Criteria**

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. Characteristics expected of all Directors include independence, integrity, high personal and professional ethics, sound business judgment, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner. The policy on appointment and removal of Directors and determining Directors' independence is annexed to this report.

### **Independent Directors Declaration**

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

In accordance with the Article of Association of the Company Mrs. Shalini Jhanwar (DIN - 06949987) as Additional Director of the Company on 26.11.2015, Pursuant to the Provision of the Section 160 of the Company Act, 2013 and Article No. 87 of the Article of Association of the Company from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next Annual General Meeting (AGM) and she shall be liable to retire by rotation.

### **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.
- (B) A China based company M/s China Oilfield Services Ltd. (COSL) participates in the tender with Oil & Natural Gas Corporation Ltd. for 3D Seismic Data Acquisition in KG Basin during Field Season 2014-15 and 2015-16. Where our company will be acting as a Commission Agent.
- (C) A China based company M/s Sichuan World-Rise Petroleum Equipment Corporation participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for Heavy Weight Drill Pipes (HWDP) supply. Where our company will be acting as a Commission Agent.
- (D) A China based company M/s Petro Materials (Cangzhou) Co., Ltd., participates in the tender with Oil India Limited (OIL) for Drill Collar supply. Where our company will be acting as a Commission Agent.
- (E) A China based company M/s Jiangsu Rutong Petro-Machinery Co., Ltd., participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for Handling Tools supply. Where our company will be acting as a Commission Agent.

- (F) A China based company M/s Zhongnan Equipment Company Ltd., participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for SRP Accessories supply. Where our company will be acting as a Commission Agent.
- (G) A China based company M/s WeiFang East Steel Pipe International Trading Co. Ltd., participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for ERW Line Pipe Oilfield equipment supply. 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' RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external agencies, the reviews performed by Management and the relevant Board Committees, the Board, with the concurrence of the Audit Committee, is of the opinion that the Company's internal financial controls were adequate and effective as on 31<sup>st</sup> March, 2016.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
  - b) that we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
  - c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
  - d) that the annual accounts have been prepared on a going concern basis;
  - e) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively;
- and
- f) that proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

**AUDIT COMMITTEE**

Our Audit Committee was constituted in the year 2008. The Committee has adopted a Charter for its functioning. The primary objective of the Committee is to monitor and provide effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

The Committee met four times during the year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. As of the date of this report, the Committee is comprised of Mr. Archan Seth (Chairman), Mr. Tarun Daga, Mr. Vikash Shraff.

### **INTERNAL FINANCIAL CONTROL**

The Company has an internal financial control, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

### **RELATED PARTY TRANSACTIONS**

There have been no materially significant related party transactions between the Company and the Directors, the management, the subsidiaries or the relatives except for those disclosed in the financial statements.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report.

### **VIGIL MECHANISM**

The Board, at its meeting held on 30<sup>th</sup> January, 2016, approved the revised Vigil Mechanism that provides a formal mechanism for all Directors, employees of the Company to approach the Ethics Chairman of the Audit Committee of the Board and make protective disclosures about the unethical behaviour, actual or suspected fraud or violation of the Code of Conduct (CoC).

The Vigil Mechanism comprises two policies viz., the Whistle Blower Policy for Directors & Employees and Whistle Blower Reward & Recognition Policy for Employees.

The Whistle Blower Policy for Directors and Employees is an extension of the CoC, that requires every Director or employee to promptly report to the Management any actual or possible violation of the Code or any event wherein he or she becomes aware of that which could affect the business or reputation of the Company.

The Whistle Blower Reward & Recognition Policy for Employees has been implemented in order to encourage employees to genuinely blow the whistle on any misconduct or unethical activity taking place in the Company. The disclosures reported are addressed in the management and within the time frames prescribed in the Whistle Blower Policy. Under the Policy, every Director, employee of the Company has an assured access to the Ethics Chairman of the Audit Committee.

### **RISK MANAGEMENT**

The Company is exposed to inherent uncertainties owing to the sectors in which it operates. A key factor in determining a company's capacity to create sustainable value is the risks that the company is willing to take (at strategic and operational levels) and its ability to manage them effectively. Many risks exist in a company's operating environment and they emerge on a regular basis. The Company's Risk Management processes focuses on ensuring that these risks are identified on a timely basis and addressed.



The Board of Directors has constituted a Risk Management Committee. The Committee has adopted a Charter that outlines the role, responsibilities and power of the Committee and the procedure for organising the meeting of the Committee.

The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with regard to enterprise risk management. The Committee reviews the risk management practices and actions deployed by the Management with respect to identification, impact assessment, monitoring, mitigation and reporting of key risks while trying to achieve its business objectives.

Further, the Committee endeavours to assist the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the risk policy. The Committee also guides Management in developing the risk management policy and in implementing an appropriate risk management system/framework for the Company.

To have better focus on governance, the Company constituted a Management Committee viz., the Risk Review Committee to identify, assess, review and mitigate risks. The Committee comprises the Managing Director, Executive Director (Finance & Corporate), Managing Director & Chief Executive Officer and other management personnel as its members. This Committee has the primary responsibility of implementing the Risk Management Policy of the Company and achieving the stated objective of developing a risk intelligent culture that supports decision making and helps improve Company performance.

## **AUDITORS**

### **Statutory Auditors**

M/s Dangi Jain & Co., Chartered Accountants, who are the statutory auditors of the Company, hold office until the conclusion of the ensuing AGM and are eligible for re-appointment. Members of the Company at the AGM held on 30<sup>th</sup> September, 2015 had approved the appointment of M/s Dangi Jain & Co. as the Statutory Auditors for a period of two financial years i.e., up to 31<sup>st</sup> March, 2017. As required by the provisions of the Companies Act, 2013, their appointment should be ratified by members each year at the AGM. Accordingly, requisite resolution forms part of the notice convening the AGM.

### **Secretarial Auditors**

Section 204 of the Companies Act, 2013 *inter-alia* requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form.

The Board of Directors appointed Miss Rashmi Jaiswal, Practising Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2015-16 and her report is annexed to this Board report. In connection, with the auditor observation in the report, it is clarified that she has conducted the Secretarial Audit of the compliance of the applicable statutory provisions & the adherence to good corporate practice. The Secretarial Audit was conducted in a manner that provided her a reasonable basis for evaluating the corporate conducts/statutory compliance & expressing her opinion. The Board has also appointed Miss Rashmi Jaiswal, as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2016-17.

### **Extract of the Annual Return**

The details forming part of the extract of the Annual Return in Form MGT 9 as per provisions of Companies Act, 2013 and rules thereto is annexed to this report.

## **DIRECTORS:**

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

In accordance with the Articles of Association of the company Smt. Shalini Jhanwar was appointed as Additional Director of the Company on 26.11.2015, was Board Meeting held on 26.11.2015 passed by the Board of Directors. Further, Sub Section (13) of Section 149, provides that the Provisions of retirement by rotation as defined in Sub Section (6) and (7) of Section 152 of the Company Act, 2013 shall applicable.

**DIVIDEND:**

In view of conversation 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 2016, 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 in 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.

**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 2015-16 have been paid to only The Bombay Stock Exchanges Ltd. and The Calcutta Stock Exchange Ltd.

**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.

**DEPOSITORY**

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 2016-17 have been paid to those Depositories.

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

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:**

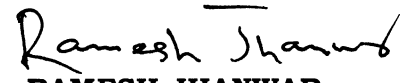
Auditors' observations are self explanatory and need not required any further clarifications.

**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, 2<sup>nd</sup> Floor,  
Kolkata - 700001  
Dated: 30<sup>th</sup> Day of May, 2016.

  
**RAMESH JHANWAR**  
Director  
(DIN : 00568846)

# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

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## Annexure to Directors' Report

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

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	<u>2015-2016</u>	<u>2014-2015</u>
(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 -  <b>(i) Foreign exchange spent:</b>		
(a) Travelling Expenses	14,69,628	1,60,907
(b) Cost of spare parts	4,05,586	14,996
(c) Staff Welfare	Nil	Nil
(d) Bank Charges	Nil	15,188
(e) Tender Fees	Nil	62,570
(f) Book & Periodical	Nil	11,254
(g) Keyman's Medical Expenses	18,97,189	Nil
(h) Miscellaneous Expenses	43,939	Nil
<b>(ii) Foreign exchange earned:</b>		
(a) Commission Received	Nil	Nil
(b) Reimbursement of Tender Fees	Nil	Nil

**Form No. AOC - 2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis**

(a) Name(s) of the related party and nature of relationship :

**Key Managerial Personnel**

1. **SAGARMAL JHANWAR (Wholetime Director upto 24.07.2015)**
2. **RAMESH JHANWAR (Executive Director)**
3. **SURESH JHANWAR (Wholetime Director)**
4. **venu JHANWAR (Director)**

**Associates Companies**

1. **SAGARMAL SURESH KUMAR PVT. LTD.**
2. **SAGAR INTERNATIONAL LTD.**

- (b) Nature of contracts/arrangements/transactions : **Loans & Advance, Office Rent, Interest**
- (c) Duration of the contracts / arrangements/transactions : **For One Year (Apr 2015 to Mar 2016)**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any : **Loan Refund for same financial year**
- (e) Justification for entering into such contracts or arrangements or transactions : **As business transaction**
- (f) date(s) of approval by the Board : **08<sup>th</sup> April, 2016**
- (g) Amount paid as advances, if any: **NA**
- (h) Date on which the special resolution was passed in general meeting as required under first Proviso to section 188 : **08<sup>th</sup> April, 2016**

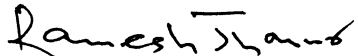
**2. Details of material contracts or arrangement or transactions at arm's length basis**

**NOT APPLICABLE**

- (a) Name(s) of the related party and nature of relationship :
- (b) Nature of contracts/arrangements/transactions:
- (c) Duration of the contracts / arrangements/transactions:
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Date(s) of approval by the Board, if any:
- (f) Amount paid as advances, if any:

**Thanks & Regards**

**Place : Kolkata  
Dated: 30.05.2016**

  
**RAMESH JHANWAR**  
Director  
(DIN # 00568846)

**FORM NO. MGT - 9**  
**Extract of Annual Return**

As on the financial year ended on 31/03/2016  
[Pursuant to Section 92(3) of the Companies Act, 2013 And  
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. Registration and other details:-**

<b>i. CIN</b>	L31909WB1985PLC039462
<b>ii. Registration Date</b>	06/09/1985
<b>iii. Name of the Company</b>	TRISHAKTI ELECTRONICS & INDUSTRIES LTD.
<b>iv. Category/Sub-Category of the Company</b>	COMPANY LIMITED BY SHARES
<b>v. Address of the Registered Office &amp; Contact Details</b>	2, CLIVE GHAT STREET, 2 <sup>ND</sup> FLOOR, "SAGAR ESTATE", ROOM NO. 8 & 9, KOLKATA - 700001 TEL : 033 3022 3076, 40050473 FAX : 033 2230 9479 E-MAIL : r_jhanwar@trishakti.com
<b>vi. Whether Listed Company</b>	YES, LISTED BY BOMBAY STOCK EXCHANGE LTD. AND THE CALCUTTA STOCK EXCHANGE LTD.
<b>vii. Name, Address &amp; Contact details of the Registrar &amp; Transfer Agent, if any.</b>	M/S MCS SHARES TRANSFER AGENT LTD. 12/1/5, MANOHAR PUKUR ROAD, GR. FLOOR, KOLKATA - 700026 TEL : 033 4072 4051/4052/4053 FAX : 033 4072 4050 E-MAIL : mcssta@rediffmail.com

**II. Principal business activities of the company**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
--	Crane Chartered Hire	--	100%

**III. Particulars of holding , subsidiary & associate companies**

S. No.	Name & Address of the Company	CIN/GLN	Holding Subsidiary Associate	% Of Shares Held	Applicable Section
--	--	--	--	--	--

**IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian	1036358	-	1036358	34.8872	1036358	-	1036358	34.8872	NA
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e)Bank/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>1031098</b>	<b>-</b>	<b>1031098</b>	<b>34.71%</b>	<b>1031098</b>	<b>-</b>	<b>1036358</b>	<b>34.8872%</b>	<b>NA</b>

(2) Foreign									
(a) NRI- Individual	-	-	-	-	-	-	-	-	-
(b) Other – Individual	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Bank / FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1031098</b>		<b>1031098</b>	<b>34.71%</b>	<b>1031098</b>		<b>1031098</b>	<b>34.71%</b>	<b>-</b>
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Bank / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	-	-	-	-	-	-	-	-	-
<b>Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1367440	-	1367440	46.0327	1364624		1364624	45.9377	-
ii) Overseas	950		950	0.032	950		950	0.032	-
b) Individuals	-		-	-	-		-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	362723		262723	12.2104	430939		430939	14.5068	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	208389		208389	7.0151	137729		137729	4.6364	-
c) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2970600</b>		<b>2970600</b>	<b>100%</b>	<b>2970600</b>		<b>2970600</b>	<b>100%</b>	<b>NA</b>

**(ii) Shareholding of Promoters**

S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In share Holding during the year
		No of Shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No of Shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	RAMESH JHANWAR	138350	4.6573	--	138350	4.6573	--	--
2	SURESH JHANWAR	180401	6.0729	--	180401	6.0729	--	--
3	SAGARMAL JHANWAR	161028	5.4207	--	161028	5.4207	--	--
4	SANTI DEVI JHANWAR	98230	3.3067	--	98230	3.3067	--	--
5	SHALINI JHANWAR	106661	3.5906	--	111921	3.7676	--	--
6	venu JHANWAR	83900	2.8243	--	83900	2.8243	--	--
7	RAMESH JHANWAR (HUF)	70158	2.3617	--	70158	2.3617	--	--
8	SURESH JHANWAR (HUF)	71200	2.3968	--	71200	2.3968	--	--
9	SAGARMAL JHANWAR & SONS (HUF)	121170	4.079	--	121170	4.079	--	--

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

S. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total Share of the Company
	At the beginning of the year	106661	3.5906	5260	0.177
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (eg. allotment /transfer/bonus/sweat equity etc)	YES			
	At the end of the year	111921	3.7676		

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl No.	Name	Shareholding at the beginning/end of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01/04/2014-31/03/2015)	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
1	RVS SHARES AND STOCK BROKING SERVICES PVT. LTD.	363000	12.2198	-	-	-	363000	12.2198
2	SAGAR INTERNATIONAL LTD.	316937	10.6691	-	-	-	316937	10.6691
3	S.M. CORPORATE FINANCIAL CONSULTANTS LTD.	315809	10.6312	-	-	-	315809	10.6312
4	SAGARMAL RAMESH KUMAR PVT. LTD.	142896	4.8103	-	-	-	142896	4.8103



5	SAGARMAL SURESH KUMAR PVT. LTD.	93800	3.1576	-	-	-	93800	3.1576
6	MANISHKUMAR SUMATILAL MEHTA	-	-	-	36006	-	36006	1.2121
7	GARIMA SUPPLIERS PVT. LTD.	15551	0.5235	-	16000	-	31551	1.0621
8	KASHMIRA MANISH MEHTA	-	-	-	28000	-	28000	0.9426
9	TEJAS BHALCHANDRA TRIVEDI	-	-	-	24948	-	24948	0.8398
10	VIVEK BHAIA	-	-	-	24840	-	24840	0.8362

**(E) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Name	Shareholding at the beginning / end of the year		Date	Increase/D decrease in Shareholding	Reason	Cumulative Shareholding during the year (01/04/2015-31/03/2016)	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
1	RAMESH JHANWAR	138350	4.6573	-	-	-	138350	4.6573
2	SURESH JHANWAR	180401	6.0729	-	-	-	180401	6.0729
3	venu JHANWAR	83900	2.8243	-	-	-	83900	2.8243
4	SHALINI JHANWAR	106661	3.5906	-	-	-	111921	3.7676

**V. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding /accrued but not due for payment**

	Unsecured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	/	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>	-	<b>NA</b>	-	-
Addition	-	-	-	-
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		SAGARMAL JHANWAR	RAMESH JHANWAR	SURESH JHANWAR	----	
1	Gross Salary	90000	300000	360000	--	750000
	(a) Salary as per provisions contained in section 17(l) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - Others, specify...					
5	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

### B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	----	
1	Independent Directors					
	Fee for attending board committee Meetings					
	Commission					
	Others, Please Specify					
	Total (1)					
2	Other Non- Executive Directors					
	Fee for attending board committee Meetings					
	Others, Please Specify					
	Total (2)					
	Total (B) = (1+2)					

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(l) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - Others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

TRISHAKTI ELECTRONICS & INDUSTRIES LTD.

*Ramesh Sharma*

Director



**RASHMI JAISWAL**  
Practicing Company Secretary

42, Kali Temple Road  
Flat No. 8, Kolkata- 700026  
Mob.: +91 9748881454  
e-mail Id: csrashmi67@gmail.com

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**For the financial year ended 31<sup>st</sup> March, 2016**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**TRISHAKTI ELECTRONICS AND INDUSTRIES LTD.**  
**(CIN: L31909WB1985PLC039462)**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. TRISHAKTI ELECTRONICS AND INDUSTRIES LTD.** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **M/s. TRISHAKTI ELECTRONICS AND INDUSTRIES LTD's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and the representations and clarifications made by the Company, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by **M/s. TRISHAKTI ELECTRONICS AND INDUSTRIES LTD** for the financial year ended on 31st March, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;





**RASHMI JAISWAL**  
Practicing Company Secretary

42, Kali Temple Road  
Flat No. 8, Kolkata- 700026  
Mob.: +91 9748881454  
e-mail Id: csrashmi67@gmail.com

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz :-
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during audit period)
  - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during audit period);
  - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during audit period);
  - The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during audit period);
  - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during audit period); and
  - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during audit period);
- vi. Other Laws that are applicable to the Company, as per the representation made by the management.

I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The Listing Agreements entered into by the Company with the Calcutta Stock Exchange Limited and Bombay Stock Exchange Limited.

During the period under review and as per the representations and clarifications made, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above.





**RASHMI JAISWAL**

**Practicing Company Secretary**

42, Kali Temple Road

Flat No. 8, Kolkata- 700026

Mob.: +91 9748881454

e-mail Id: csrashmi67@gmail.com

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

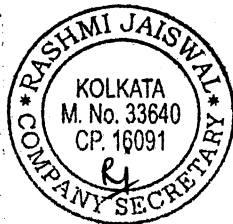
Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place: Kolkata**

**Date: May 30, 2016**



*Rashmi Jaiswal*

**Rashmi Jaiswal**

**(Practicing Company Secretary)**

**Membership No.: 33640**

**CP No.:16091**

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



**RASHMI JAISWAL**  
Practicing Company Secretary

42, Kali Temple Road  
Flat No. 8, Kolkata- 700026  
Mob.: +91 9748881454  
e-mail Id: csrashmi67@gmail.com

**'Annexure A'**

To,

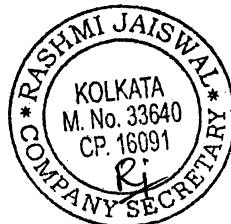
The Members

**M/s. TRISHAKTI ELECTRONICS AND INDUSTRIES LTD**  
(CIN: L31909WB1985PLC039462)

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Kolkata**  
**Date: May 30, 2016**



*Rashmi Jaiswal*  
**Rashmi Jaiswal**  
**(Practicing Company Secretary)**  
**Membership No.: 33640**  
**CP No.:16091**

# **TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED**

## **MANAGEMENT DISCUSSION & ANALYSIS**

### **INDUSTRY STRUCTURE AND DEVELOPMENT :-**

Financial Year 2015-16 was a mixed year for the Global economy. The US economy continued to be resilient while Chinese growth momentum continued its downward trajectory as compared with double digit growth during the last decade. The rest of the developed world grew at a moderate pace amidst various hiccups on the economic front. Growth found support in easy money policies adopted by several central banks. The emerging markets trudged along their recovery path struggling to gain momentum throughout FY15-16. India was no exception. The recovery has been slow but is expected to gain momentum as the reforms start showing their impact. According to IMF, the advanced economies grew at 1.3% in 2013 on account of subdued economic environment but growth is expected to pick up to about 3.4 percent in 2016 and 3.6 percent in 2017.

Trishakti Electronics & Industries Ltd. 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 Oil India Limited and explores 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 :-**

With the Central Government laying stress on development of infrastructure, particularly the energy sector, demand for cranes of all types is bound to increase. Demand for cranes exists in a variety of infrastructure projects like refinery and gas, windmills, cement, steel and power. The increase in rental and the demand for cranes on rent will essentially depend upon the demand and the supply situation.

Crane rental business had shown accelerated growth from 2004-2005 till 2014-2015. The demand from power sector & planned expansion projects in the next 4-5 years, is expected to induce growth in the crane rental business. The concern for safety at work sites is increasing and this leads to more reliance on cranes for heavy lift work in projects.

Growth of crane rental business is constrained due to high capital cost of cranes, its sourcing through import and long lead time for supply of cranes by manufacturers create problem in availability of suitable cranes at short notice. Other concern of the Crane Rental Business is the tax implication in inter-state movement of cranes.



By leveraging our strengths, we believe that we have these unique competitive capabilities:

- The ability to keep pace with ever-changing technology and customer requirements.
- The ability to articulate and demonstrate long-term value to existing and potential customers.
- The ability to attract and retain high-quality management, technology professionals and sales personnel.
- The ability to effectively integrate onsite and offshore execution capabilities to deliver high-quality, seamless, scalable, cost-effective services.
- A proven track record of performance excellence and customer satisfaction.
- High ethical and corporate governance standards to ensure honest and professional business Practices and protect the reputation of the Company and its customers.

**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.
- (B) A China based company M/s China Oilfield Services Ltd. (COSL) participates in the tender with Oil & Natural Gas Corporation Ltd. for 3D Seismic Data Acquisition in KG Basin during Field Season 2014-15 and 2015-16. Where our company will be acting as a Commission Agent.
- (C) A China based company M/s Sichuan World-Rise Petroleum Equipment Corporation participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for Heavy Weight Drill Pipes (HWDP) supply. Where our company will be acting as a Commission Agent.
- (D) A China based company M/s Petro Materials (Cangzhou) Co., Ltd., participates in the tender with Oil India Limited (OIL) for Drill Collar supply. Where our company will be acting as a Commission Agent.
- (E) A China based company M/s Jiangsu Rutong Petro-Machinery Co., Ltd., participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for Handling Tools supply. Where our company will be acting as a Commission Agent.

- (F) A China based company M/s Zhongnan Equipment Company Ltd., participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for SRP Accessories supply. Where our company will be acting as a Commission Agent.
- (G) A China based company M/s WeiFang East Steel Pipe International Trading Co. Ltd., participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for ERW Line Pipe Oilfield equipment supply. Where our company will be acting as a Commission Agent.

### **SEGMENTWISE/ PRODUCTWISE INFORMATION:-**

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.

### **ECONOMIC OUTLOOK**

In the wake of higher spending on gross capital formation, slowing inflation, lowering interest rates and crude oil price compared to the previous fiscal year, some sectors have started showing signs of revival and higher growth. Both fiscal and current account deficits relatively stable, which contributed to growth. It is expected that India will outpace China, Japan and Germany combined as projected by International Monetary Fund (IMF) in the next fiscal year.

### **RISKS AND CONCERNS**

Market & Industry Risk in respect of crane rental business, issues of concern are inter-state movement of cranes and imposition of entry tax for transiting cranes. Delay in realization of payments from the Company's clients both in private and public sectors is a cause of great concern. Payment of service tax on the basis of billing is a drain on the cash flow of the Company. The demand for crane will grow once the investments in Infrastructure Sector picks up but it will be a challenge for survival under high growth in demand at prevailing low rentals. In respect of ports business while port terminal capacity is going up, corresponding enhancements have not taken place in road and rail connectivity causing congestion due to slow evacuation. Government should ensure that the development of ports is matched with efficient system of evacuation through proper development of railways and highways. The company's risk management system identified various risk, collated at the departmental level and planned suitable mitigation measures. These are subjected to a quarterly review. Industry competition, rising raw material prices, rising labour cost are the main business risk.

### **INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY :-**

The organization is well structured. The Company has adequate system of internal controls commensurate with size and the nature of operation. These

have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions, proper authorization and ensuring compliance of corporate policies. The Company has an Audit Committee and it meets the Statutory Auditors to ascertain, inter alia, their views on the adequacy of internal control system in the Company and keeps the Board of Directors informed of its major observations from time to time. It also evaluates the Company's strategic risk management system and suggests risk mitigation measures for all the key operations.

### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial performance of the Company for the year under review is discussed in detail in the Directors Report.

### **MATERIAL DEVELOPMENT IN HUMAN RESOURCE/INDUSTRIAL RELATION**

The industrial relation was harmonious and cordial throughout the year. The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented. 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 successful of your organization is the understanding and constructive support of all Executive, Employees, Workers, Creditors and the confidence shown by them in the growth of the company. Industries relations in all the sites were cordial throughout the year under review.

### **CAUTIONARY STATEMENT :-**

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 and or predictions, which may cause the actual results to materially differ from the performance or achievements, discussed or implied by such forward looking statements.



**DANGI JAIN & COMPANY**  
**CHARTERED ACCOUNTANTS**

4, N. S. ROAD  
1ST FLOOR  
KOLKATA – 700001  
PH : 2230-4469/6914

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**INDEPENDENT AUDITORS' REPORT**  
**To the members of**  
**TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED**  
**For the Year ended 31<sup>st</sup> March, 2016**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

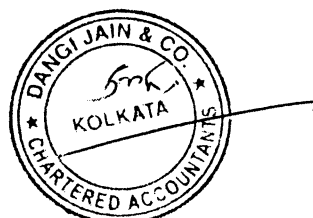
**Management's Responsibility for the Financial Statements**

The Management and Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 3 and annexure to the companies (Indian Accounting Standards) (Amendment) Rules 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and designing, implementation and maintenance of adequate controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 auditor's 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 that give a true or fair view, 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **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, Note No. 19(B)(xii) for accounting of Dividend, Rates & Taxes, Insurance Claim & Keyman Insurance on Cash basis and other notes appearing 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:

In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;

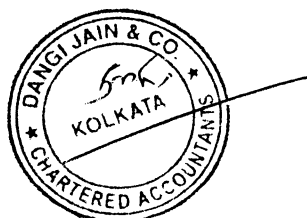
In the case of the Statement of Profit and Loss, of the "Profit" for the year ended on that date

and

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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, We give in the annexure a statement on the matters specified in Para 3 & 4 of the order.
2. As required by section 143(3) of the Act, we report that:
  - (a) 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;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account;



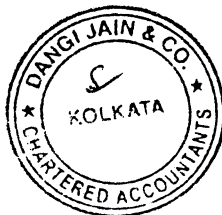


**DANGI JAIN & COMPANY**  
**CHARTERED ACCOUNTANTS**

4, N. S. ROAD  
1ST FLOOR  
KOLKATA – 700001  
PH : 2230-4469/6914

- (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Companies Act 2013, read with Rule 3 and the annexure to the companies (Indian Accounting Standards) (Amendment) Rules 2015;
- (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"
- (g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Amendment Rules, 2015:
- i. The company does not have any pending litigations which would impact its financial position.
  - ii. The company did not have any long-term contracts including derivative contracts as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii. There has been no delay in transforming amount, required to be transferred to the Investor Education and Protection Fund by the Company.

Kolkata  
Dated: the 30<sup>th</sup> day of May, 2016



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

**(S. K. Dangi)**  
Partner

Membership No. 12529



**ANNEXURE TO THE AUDITORS' REPORT**

**To the members of**

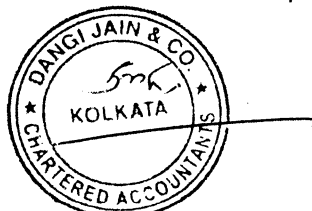
**TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED**

**Referred to in our Report on other legal and regulatory requirements**

**For the Year ended 31<sup>st</sup> March, 2016**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the normal course of our audit and to the best of our knowledge and belief, we state that

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of 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 no immovable property. Accordingly, this clause is not applicable.
- ii) The management has conducted the physical verification of inventory at the end/during the year. The discrepancies noticed on physical verification of inventory as compared to the book records, which were not material, have been properly dealt with in the books of accounts.
- iii) According to the information and explanations given to us, the Company has not granted any secured or unsecured loans to companies, firms, limited liability partnerships and other parties mentioned in the register maintained under section 189 of the Companies Act 2013. Accordingly, paragraph 3(iii)(a),(b) & (c) of the order are not applicable.
- iv) The company has not advanced any loan or given a guarantee or security nor has made any investments within the meaning of section 185 and 186 of the Act and the rules framed there under. Accordingly clause 3(iv) is not applicable.
- v) The Company has not accepted Deposits. Hence the question of compliance of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any relevant provisions of the Companies Act 2013 and the rules framed there under, does not arise. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any Tribunal against the company.
- vi) The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section of 148 of the Companies Act, 2013.
- vii) (a) In our opinion and according to the information and explanations given to us, and based on the records of company examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and other material statutory dues with the appropriate authorities in India except Service Tax payable Rs. 4,66,865.





**DANGI JAIN & COMPANY**  
**CHARTERED ACCOUNTANTS**

**4, N. S. ROAD**  
**1ST FLOOR**  
**KOLKATA – 700001**  
**PH : 2230-4469/6914**

(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no cases of non deposit with appropriate authorities of disputed dues of Income Tax , Sales Tax , Service Tax , Duty of Customs , Duty of Excise, Value Added Tax and Cess on account of any disputes except

Name of the Statute	Name of dues	Period	Forum where dispute is pending	Amount (Rs.)
Income Tax Act, 1961	Tax Demand	A.Y. 2009-10	....	3,23,720
Income Tax Act, 1961	Tax Demand	A.Y. 2012-13	....	1,11,509

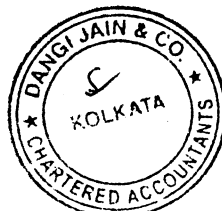
- viii) The Company has not availed any loans or borrowings from any bank, financial institution and government. Hence the question of default in repayment of borrowings does not arise. Further the company has not issued any debentures.
- ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Hence the question of application for the purpose for which those are raised does not arise.
- x) During the course of our examination of the books and records of the company, carried in accordance with the auditing standards, generally accepted in India, we have neither come across nor reported any instance of fraud by the company or any fraud on the company by its officers or employees.
- xi) The managerial remuneration paid or provided for directors are in accordance with the requisite approvals mandate by the provision of Section 197 read with schedule V to the Companies Act, 2013.
- xii) The provisions of any statute applicable to Nidhi Companies are not applicable to the company.
- xiii) All transactions with related parties entered in to by the company are in ordinary course of the business in compliance with section 177 and 188 of the Act and details have been disclosed in the Financial Statements etc, as required by the applicable Accounting Standards.
- xiv) The company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence the clause 3(xiv) of the order is not applicable to the company.
- xv) The company has not entered in to any non cash transaction with directors or persons connected with them. Hence the clause 3(xv) of the order is not applicable
- xvi) As per accounts as at 31<sup>st</sup> March, 2016, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence the clause 3(xvi) of the order is not applicable.

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

**(S. K. Dangi)**  
Partner

Membership No. 12529

Kolkata  
Dated: the 30<sup>th</sup> day of May, 2016

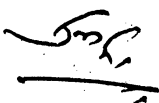
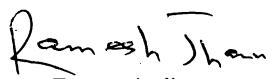


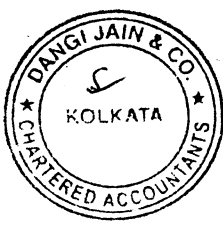




# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

## Balance Sheet

As at 31<sup>st</sup> March 2016

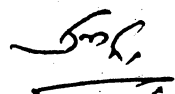
	Note No.	As at 31 <sup>st</sup> March 2016 Rs.	As at 31 <sup>st</sup> March 2015 Rs.
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	2,98,68,000	2,98,68,000
(b) Reserves & Surplus	2	5,18,96,517	4,74,47,955
<b>(3) Deferred Tax Liabilities (net)</b>	3	2,92,000	1,22,500
<b>(2) Current Liabilities</b>			
(a) Other Current Liabilities	4	36,38,924	22,08,391
(b) Short Term Provisions	5	4,99,563	4,09,995
<b>Total</b>		<b>8,61,95,004</b>	<b>8,00,56,841</b>
<b>II ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	6		
Tangible Assets		81,03,224	41,76,486
(b) Non Current Investments	7	74,55,370	-
(c) Long Term Loans & Advances	8	2,700	-
<b>(2) Current Assets</b>			
(a) Inventories			
Stores & Spares Parts (At Cost)	9	1,48,265	91,260
(b) Trade Receivables	10	33,06,989	45,92,309
(c) Cash & Bank Balances	11	93,72,505	1,13,33,013
(d) Short Term Loans and Advances	12	5,77,92,664	5,98,14,998
(e) Other Current Assets	13	13,287	48,775
<b>Total</b>		<b>8,61,95,004</b>	<b>8,00,56,841</b>
Notes to the Financial Statements and Significant Accounting Policies	19		
<b>III The notes are an integral part of these financial statements</b>			
As per our Report attached of even date			
<b>For Dangi Jain &amp; Company</b> Chartered Accountants Firm Registration No. 308108E    <b>S.K. DANGI</b> Partner Membership No. 12529 4, N. S. Road, Kolkata, the 30th day of May, 2016		<b>For and on behalf of the Board</b>   Ramesh Jhanwar Director   Venu Jhanwar Director   Vikash Shraff Director	
			

**TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED**  
**STATEMENT OF PROFIT & LOSS**  
For the year ended 31st March 2016

	Note No.	For the year ended 31 <sup>st</sup> March 2016 Rs.	For the year ended 31 <sup>st</sup> March 2015 Rs.
<b>INCOME</b>			
Revenue from Operations	14	1,45,94,985	1,25,46,247
Other Income	15	96,99,638	83,29,751
<b>TOTAL REVENUE</b>		<b>2,42,94,623</b>	<b>2,08,75,998</b>
<b>EXPENSES</b>			
Employee Benefit Expenses	16	76,11,145	54,31,688
Other Expenses	17	1,04,96,282	88,57,089
Finance Cost	18	-	10,685
Depreciation	6	4,69,135	5,21,783
<b>TOTAL EXPENSES</b>		<b>1,85,76,562</b>	<b>1,48,21,245</b>
<b>Profit before Tax</b>		<b>57,18,062</b>	<b>60,54,753</b>
Less : Tax Expense - Current		(11,00,000)	(17,00,000)
- Deferred Tax		(1,69,500)	(7,24,500)
<b>Surplus for the year after Taxation</b>		<b>44,48,562</b>	<b>36,30,253</b>
Basic & Diluted Earnings per Share		1.50	1.22
Notes to the Financial Statements and Significant Accounting Policies	19		
The notes are an integral part of these financial statements			

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

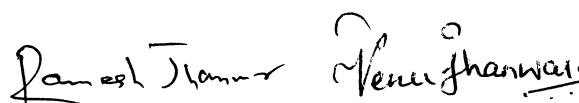
For **Dangi Jain & Company**  
Chartered Accountants  
Firm Registration No 308108E



S.K. DANGI  
Partner  
Membership No. 12529  
4, N. S. Road,  
Kolkata, the 30th day of May, 2016



For and on behalf of the Board



Ramesh Jhanwar  
Director

Venu Jhanwar  
Director



Vikash Shraff  
Director

# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

## Notes forming part of the Financial Statements

	As at 31st March 2016 Rs.	As at 31st March 2015 Rs.
<b>1 Share Capital</b>		
<b>Authorised</b>		
1,50,00,000 (previous year 1,50,00,000) Equity Shares of Rs. 10 each	15,00,00,000	15,00,00,000
	15,00,00,000	15,00,00,000
<b>Issued &amp; Subscribed</b>		
30,00,000 (previous year 30,00,000) Equity Shares of Rs. 10 each	3,00,00,000	3,00,00,000
	3,00,00,000	3,00,00,000
<b>Paid-up</b>		
30,00,000 (previous year 30,00,000) Equity Shares of Rs. 10 each fully paid up in cash	3,00,00,000	3,00,00,000
Less : Face Value of Equity Shares Forfeited 29,400 (previous year 29,400)	2,94,000	2,94,000
	2,97,06,000	2,97,06,000
Add : Forfeited Shares Account (Amount Paid-up)	1,62,000	1,62,000
	2,98,68,000	2,98,68,000

(a) Reconciliation of number of Shares

	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
<b>Equity Shares</b>				
Opening Balance	29,70,600	2,98,68,000	29,70,600	2,98,68,000
Changes during the year	-	-	-	-
Closing Balance	29,70,600	2,98,68,000	29,70,600	2,98,68,000

(b) Terms/rights attached to Equity Shares

The Company has only one class of equity shares 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, 2016, the board of directors have not proposed any dividend.

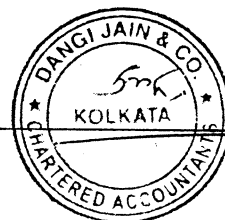
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

	As at 31st March 2016		As at 31st March 2015	
	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.	316937	10.67%	316937	10.67%
Suresh Jhanwar	251601	8.47%	251601	8.47%
Sagarmal Jhanwar	282198	9.50%	282198	9.50%
Ramesh Jhanwar	208508	7.02%	208508	7.02%

(d) Terms of Securities Convertible into Equity Shares

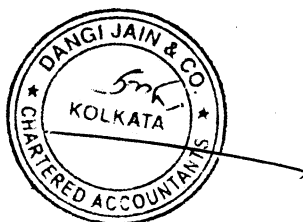
The Company has not issued any securities convertible into Equity Shares.



# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

## Notes forming part of the Financial Statements

	<u>As at</u> <u>31st March 2016</u> Rs	<u>As at</u> <u>31st March 2015</u> Rs.
<b>2 Reserves &amp; Surplus</b>		
<b>General Reserve</b>		
As per last account	1,51,12,000	1,40,96,000
Add : Transferred from Statement of Profit & Loss	<u>9,25,000</u>	<u>10,16,000</u>
	<u>1,60,37,000</u>	<u>1,51,12,000</u>
<b>Statement of Profit &amp; Loss</b>		
Opening Balance	3,23,35,955	2,83,08,775
Add : Profit for the year	<u>44,48,562</u>	<u>36,30,253</u>
	3,67,84,517	3,19,39,027
Add/(Less) : Appropriation		
Income Tax for earlier year	-	(924)
Adjustment of Depreciation Whose useful life is over	-	14,13,852
Transfer to General Resreve Fund	<u>(9,25,000)</u>	<u>(10,16,000)</u>
Balance at the end of the year	<u>3,58,59,517</u>	<u>3,23,35,955</u>
	<u>5,18,96,517</u>	<u>4,74,47,955</u>
<b>3 Deferred Tax Liabilities</b>		
Difference in the tax and books written down value of Fixed Assets	<u>2,92,000</u>	<u>1,22,500</u>
	<u>2,92,000</u>	<u>1,22,500</u>
<b>4 Other Current Liabilities</b>		
Payable to Employees	5,43,600	7,47,870
Statutory Dues	5,39,362	6,99,520
Income Tax Payable	4,35,229	4,35,229
Expenses Payable	20,24,228	1,66,244
Unpaid Dividend	96,504	1,59,527
(Unconfirmed & Certified by the management)	<u>36,38,924</u>	<u>22,08,391</u>
<b>5 Short Term Provisions</b>		
For Income Tax (Net of Advance Income Tax)	<u>4,99,563</u>	<u>4,09,995</u>
	<u>4,99,563</u>	<u>4,09,995</u>

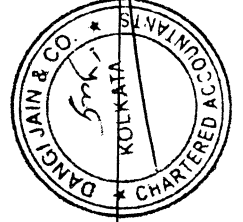


## TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements

### 6 Fixed Assets

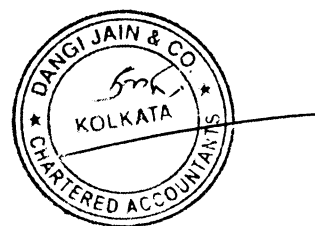
Sl. No.	Particulars	COST				DEPRECIATION				NET ASSETS		
		As at 31.03.2015	Additions during the year	Sales/ Adjustments during the year	As at 31.03.2016	Upto 31.03.2015	For the year	Adjustment for Assets sold/ written off during the Year	Adjustment as per schedule II of Companies Act, 2013 whose useful life is over	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
	<b><u>Tangible Assets</u></b>											
1	Computer	14,43,210	50,400	-	14,93,610	32,732	-	-	-	13,95,970	97,640	79,972
2	Vehicle	26,57,303	43,59,016	15,91,027	54,25,292	3,55,839	15,11,476	-	-	7,82,916	46,42,376	7,18,750
3	Cranes	6,43,12,817	-	-	6,43,12,817	-	-	-	-	6,11,42,176	31,70,641	31,70,641
4	Furniture & Fixture	3,36,355	-	-	3,36,355	47,101	-	-	-	1,99,170	1,37,185	1,84,286
5	Air Conditioners	1,23,128	45,000	-	1,68,128	23,645	-	-	-	1,31,865	36,263	14,908
6	Office Equipments	11,215	-	-	11,215	1,973	-	-	-	8,811	2,404	4,377
7	Refrigerator	49,000	-	-	49,000	1,102	-	-	-	46,550	2,450	3,552
8	CCTV	-	21,008	-	21,008	6,743	-	-	-	6,743	14,265	-
	Current Year's figures	6,89,33,028	44,75,424	15,91,027	7,18,17,425	4,69,135	15,11,476	-	-	6,37,14,201	81,03,224	41,76,486
	Previous Year's figures	6,89,33,028	-	-	6,89,33,028	5,21,783	-	(14,13,852)	-	6,47,56,542	41,76,486	-



## TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

### Notes forming part of the Financial Statements

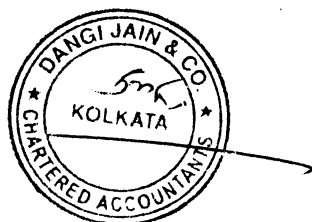
	As at 31st March, 2016			As at 31st March, 2015	
<b>7 Non Current Investments</b> (Long Term - At Cost ) (Other than Trade Investments)					
<b>1 Gold &amp; Silver Bar</b>	Unit	Quantity	Amount (Rs.)	Quantity	Amount (Rs.)
Silver	Kgs	200.95	74,55,370	-	-
			74,55,370		-



# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

## Notes forming part of the Financial Statements

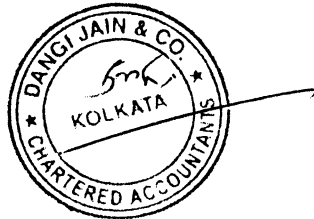
Particulars	As at 31 <sup>st</sup> March 2016 Rs.	As at 31 <sup>st</sup> March 2015 Rs.
<b>8 <u>Long Term Loans &amp; Advances</u></b> [Unsecured and Considered Good]		
Security Deposit	2,700	-
	<b>2,700</b>	<b>-</b>
<b>9 <u>Inventories</u></b> (At Cost)		
Stores & Spare Parts	1,48,265	91,260
	<b>1,48,265</b>	<b>91,260</b>
<b>10 <u>Trade Receivables</u></b> [Unsecured and Considered Good]		
Outstanding for a period more than six months from the date they are due for payment	-	-
Others	33,06,989	45,92,309
	<b>33,06,989</b>	<b>45,92,309</b>
<b>11 <u>Cash and Bank Balances</u></b> <b><u>Cash and Cash Equivalents</u></b>		
(a) Balance with Scheduled Bank on Current Account (Partly Confirmed)	31,10,671	8,77,333
on Fixed Deposit Account	57,00,000	99,00,000
on Unpaid Dividend Account	96,504	1,59,527
(Unconfirmed & Certified by the management)		
(b) Cash on Hand [As certified]	4,65,330	3,96,153
	<b>93,72,505</b>	<b>1,13,33,013</b>



# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

## Notes forming part of the Financial Statements

Particulars	As at 31 <sup>st</sup> March 2016	As at 31 <sup>st</sup> March 2015
	Rs.	Rs.
<b>12 Short Term Loans &amp; Advances</b> [Unsecured and Considered Good]		
Unsecured Loans (Partly Confirmed)	5,36,78,055	5,56,57,667
Advances [Recoverable in cash or in kind for value to be received pending adjustments]	40,34,710	40,73,802
Prepaid	79,899	83,529
	<b>5,77,92,664</b>	<b>5,98,14,998</b>
<b>13 Other Current Assets</b>		
Interest Receivable	13,287	48,775
	<b>13,287</b>	<b>48,775</b>

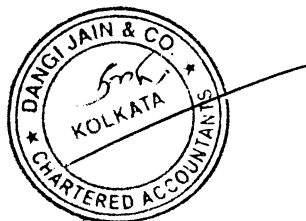




# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

## Notes forming part of the Financial Statements

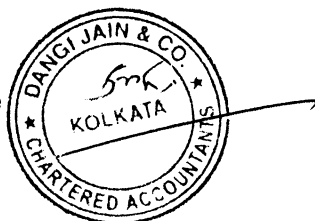
Particulars	For the Year ended 31 <sup>st</sup> March 2016	For the Year ended 31 <sup>st</sup> March 2015
	Rs.	Rs.
<b>14 Revenue from Operations</b>		
Crane Hire Charges(Gross Tax deducted at Source Rs. 3,53,333, Previous year Rs. 2,10,195)	1,45,94,985	1,25,46,247
	<b>1,45,94,985</b>	<b>1,25,46,247</b>
<b>15 Other Income</b>		
Interest		
On Loan (Gross- Tax deducted at source Rs. 5,39,604, Previous year Rs. 4,68,132)	53,98,794	46,81,330
On Term Deposit (Gross- Tax deducted at source Rs. 45,724, Previous year Rs. 1,14,007)	4,57,234	11,40,065
Commission Received (Gross- Tax deducted at source Rs. Nil, Previous year Rs. 2,89,628)	-	23,84,572
Balances Written Back (Net)	-	43,775
Profit on Sale of Fixed Assets	1,10,449	-
Fluctuation of Foreign Currency	-	1,819
Insurance Claim	-	13,922
Keyman Insurance Claim (Net)	37,29,652	-
Miscellaneous Receipts	3,509	64,268
	<b>96,99,638</b>	<b>83,29,751</b>



# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

## Notes forming part of the Financial Statements

	For the Year ended 31 <sup>st</sup> March 2016	For the Year ended 31 <sup>st</sup> March 2015
Particulars	Rs.	Rs.
<b>16 Employee Benefit Expenses</b>		
Salaries & Allowances	64,99,128	45,76,720
Directors' Remuneration	7,50,000	7,20,000
Employer's Contribution to PF ( Including Administrative Charges )	84,445	46,362
Staff Welfare Expenses	2,77,572	88,606
	<b>76,11,145</b>	<b>54,31,688</b>
<b>17 Other Expenses</b>		
Travelling & Conveyance (As certified )	26,12,496	8,51,072
Postage, Telegram & Telephones	2,08,223	3,00,297
Diesel Consumption	1,89,110	1,03,437
Legal & Professional Charges	3,40,563	76,500
<u>Auditors' Remuneration :</u>		
For Audit Fee	43,510	42,697
For Tax Audit Fee	8,588	8,427
For Certification Works	9,145	7,303
Printing & Stationery	24,144	41,871
Miscellaneous Expenses	3,70,984	1,77,661
Repairs, Maintenance & Electricity Expenses	43,47,178	47,58,529
Vehicle Maintenance	97,096	70,156
Rent	3,62,400	3,50,400
Filing Fee	40,800	31,200
Bank charges	25,129	39,787
Advertisement	13,255	11,880
Listing Fee	2,36,743	1,12,360
Depository Charges	20,610	13,482
Donation	1,00,000	5,03,000
Insurance	1,30,254	1,47,597
Demat Charges	674	674
Adjustment relating to previous year	10,798	3,39,438
Balances Written off	288	-
Fluctuation of Foreign Currency	79,708	-
Keyman Insurance	7,05,817	7,05,817
Share Registrars' Fee	13,761	19,101
Rates & Taxes (As Certified)	5,05,007	1,44,404
	<b>1,04,96,282</b>	<b>88,57,089</b>
<b>18 Finance Cost</b>		
Interest Expense To Bodies Corporate	-	10,685
	-	10,685



# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

NOTE 19

## A Significant Accounting Policies & Practices

### i) **Basis of Preparation**

These financial statements have been prepared in accordance with the generally accepted accounting principals in India. All the assets and liabilities have been classified as current or non current as per the company's normal operating cycle and

### ii) **Use of Estimates**

The preparation of financial statement in conformity with GAAP in India requires the management to make estimates and assumptions to be made that affect the reported amount of assets liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known/materialized.

### iii) **Fixed Assets :**

Fixed Assets are stated at cost or as revalued less accumulated depreciation. The cost of an asset comprises its purchase

### iii) **Depreciation :**

Depreciation has been provided as per the rates specified for written down value method in Schedule II

### 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 Statement of Profit & Loss.

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. 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.

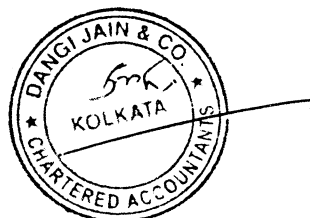
### xi) **Income Tax**

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.



## TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

**xii) Impairment:**

At each balance sheet date, the management reviews the carrying amount of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an assets net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and risks specific to the assets

Reversal of impairment loss is recognized immediately in the Statement of Profit & Loss.

**xiii) Contingent Liabilities :**

Contingent liabilities are disclosed by way of notes on accounts.

**B Other Informations**

i Consumption of Stores & Spare Parts	31.03.2016		31.03.2015	
	%	Amount	%	Amount
Indigenous	85.25%	34,07,759	99.48%	38,03,313
Imported	14.75%	5,89,490	0.52%	19,827
	100.00%	39,97,249	100.00%	38,23,140

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 Earnings per Share**

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

		2015-16	2014-15
Profit attributed to the shareholders	Rs.	44,48,562	36,30,253
Equity Shares outstanding at the beginning of the year	No.	29,70,600	29,70,600
Equity Shares issued during the year	No.	-	-
Equity Shares outstanding at the end of the year	No.	29,70,600	29,70,600
Nominal Value of Shares	Rs.	10	10
Basic/Diluted Earnings per share	Rs.	1.50	1.22

iv 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 :

	2015 - 16	2014 - 15
	Rs.	Rs.
Provident Fund	26,900	12,207
Pension Fund	44,736	27,908
Employees Deposit Link Insurance	2,955	1,685

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.

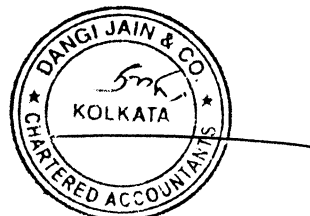
Provident Fund as per the provisions of Employees Provident Fund & Miscellaneous Provisions Act, 1952.

(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.

**v Expenditure in Foreign Currency :**

	2015-16	2014-15
	Rs.	Rs.
Travelling Expenses	14,69,628	1,60,907
Stores & Spares	4,05,586	14,996
Tender Fee	-	62,570
Bank Charges	-	11,254
Books & Periodicals	-	15,188
Keyman's Medical Expenses	18,97,189	-
Miscellaneous Expenses	43,939	-

**vi Earnings in Foreign Exchange :**



## TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

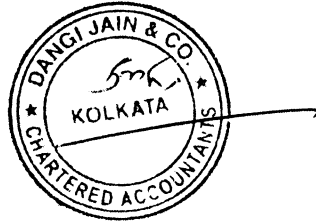
Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

vii 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 (Whole Time Director) (up to 24.07.2015)
	: Sri. Ramesh Jhanwar (Whole Time Director)
	: Sri. Suresh Jhanwar (Whole Time Director)
	: Smt. Venu Jhanwar

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

	Associate Companies	Key Management Personnel	Total
	Rs.	Rs.	Rs.
Advances taken	-	77,20,451	77,20,451
Advances refunded (taken)	(30,00,000)	(98,50,000)	(1,28,50,000)
Advances given	(30,00,000)	(98,50,000)	(1,28,50,000)
Advances refunded (given)	( - )	(7,00,000)	(7,00,000)
Interest Paid	( - )	(7,00,000)	(7,00,000)
Rent Paid	(10,685)	( - )	(10,685)
Directors' Remuneration	( - )	(14,400)	(14,400)
Outstanding Balances At beginning of the year Loans & Advances taken	( - )	(7,50,000)	(7,50,000)
Outstanding Balance At the end of the year Loans & Advances taken	( - )	(7,20,000)	(7,20,000)
	( - )	( - )	( - )
	( - )	( - )	( - )



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. 18,00,000 (previous year Rs. 67,00,000), Sri. Ramesh Jhanwar - Director Rs. 49,20,451 (previous year Rs. 29,00,000), Sri. Suresh Jhanwar - Director Rs. 10,00,000 (previous year Rs. 2,50,000), M/s. Sagarmal Suresh Kumar Pvt. Ltd. Rs. Nil (previous year Rs. 10,00,000), M/s. Sagarmal Ramesh Kumar Pvt. Ltd. Rs. Nil (previous year Rs. 10,00,000) and M/s. S. M. Corporate Financial Consultants Pvt. Ltd. Rs. Nil (previous year Rs. 10,00,000).
- ii) Repayment of Advances taken during the year to Sri. Sagarmal Jhanwar - Director Rs. 18,00,000 (previous year Rs. 67,00,000), Sri. Ramesh Jhanwar - Director Rs. 49,20,451 (previous year Rs. 29,00,000), Sri. Suresh Jhanwar - Director Rs. 10,00,000 (previous year Rs. 2,50,000), M/s. Sagarmal Suresh Kumar Pvt. Ltd. Rs. Nil (previous year Rs. 10,00,000), M/s. Sagarmal Ramesh Kumar Pvt. Ltd. Rs. Nil (previous year Rs. 10,00,000) and M/s. S. M. Corporate Financial Consultants Pvt. Ltd. Rs. Nil (previous year Rs. 10,00,000).
- iii) Advances given during the year to Sagarmal Jhanwar - Director Rs. Nil (previous year Rs. 7,00,000)
- iv) Repayment of advances given during the year to Sagarmal Jhanwar - Director Rs. Nil (previous year Rs. 7,00,000)
- v) Interest paid during the year to M/s. Sagarmal Suresh Kumar Pvt. Ltd. Rs. Nil (previous year Rs. 1,644), M/s. Sagarmal Ramesh Kumar Pvt. Ltd. Rs. Nil (previous year Rs. 7,945), and M/s. S. M. Corporate Financial Consultants Pvt. Ltd. Rs. Nil (previous year Rs. 1,096).
- vi) Directors Remuneration paid to Sri Sagarmal Jhanwar Rs. 90,000 (previous year Rs. 3,60,000), Sri Ramesh Jhanwar Rs. 3,00,000 (previous year Rs. Nil), & Sri. Suresh Jhanwar Rs. 3,60,000, (previous year Rs. 3,60,000).
- vii) Rent Paid to Sri Suresh Jhanwar - Director Rs. 14,400 (previous year Rs. 14,400).
- viii Travelling & Conveyance Expenses include Director's travelling Rs. 21,43,709, (Previous year Rs. 4,63,753)
- ix Directors remuneration include payment to Whole Time Directors Rs. 7,50,000 (previous year Rs. 7,20,000)
- x Keymen Insurance Rs. 7,05,817 (previous year Rs. 7,05,817) is for the payment of insurance for whole time directors.
- xi Crane hire charges have been shown net after deducting LD charges & credit notes as mutually decided/settlement of payment, as certified by the management.
- xii Dividend, Rates & Taxes, Insurance Claim & Keyman Insurance have been accounted for on cash basis.
- xiii Keyman insurance claim has been shown net of medical expenses for keyman amounting to Rs. 17,33,848.

## TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

- xiii** 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.
- xiv** As at March 31, 2016, 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.
- xv** 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). Advance there against Rs.Nil , (previous year Rs. Nil)
- xvi** Advances include advance payment of Rs. 40,00,000 (previous year Rs. 40,00,000) for purchase & development of land with a corporate entity.

**xvii** Segment reporting

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

The company has disclosed Hiring of Equipments, Financial Services & Investments and Commission as primary segments.

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**

	Current Year	Rupees in Lakh Previous Year
Revenues		
Hiring of Equipments	145.95	125.90
Commission Received	-	24.51
Financial Services & Investments	59.70	58.35
Others	37.30	
	242.95	208.76
Identifiable Operating Expenses		
Hiring of Equipments	105.76	92.64
Commission Received	-	6.53
Financial Services & Investments	4.88	9.87
Others	3.96	
	114.60	109.04
Segmental Operating Income		
Hiring of Equipments	40.19	33.26
Commission Received	-	17.98
Financial Services & Investments	54.82	48.48
Others	33.34	
	128.35	99.72
Unallocable Expenses	71.17	39.17
Total Profit before tax	57.18	60.55
Less: Taxes (Income Tax & deferred Tax )	(12.69)	(24.25)
Net profit after taxes	44.49	36.30

- xviii** Previous year's figures have 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 Dangi Jain & Company

Chartered Accountants

Firm Registration No. 308108E

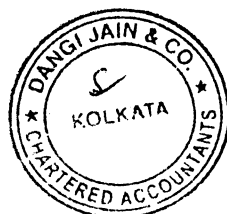
S.K. DANGI

Partner

Membership No. 12529

4, N. S. Road

Kolkata, the 30th day of May, 2016



*Ramesh Jhanwar*

Ramesh Jhanwar  
Director

*Venu Jhanwar*

Venu Jhanwar  
Director

*Vikash Shraff*

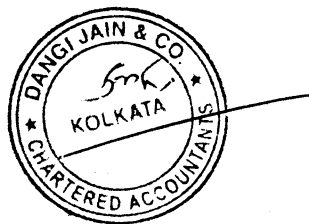
Vikash Shraff  
Director

	Hiring	Financial	Commission	Others	Unallocable	Total
<b>INCOME</b>						
Crane Hire Charges	1,45,94,985					1,45,94,985
Interest		58,56,028				58,56,028
Profit on Sale of Fixed Assets		1,10,449				1,10,449
Fluctuation of Foreign Currency		-				-
Keyman Insurance Claim (Net)				37,29,652		37,29,652
Miscellaneous Receipts		3,509				3,509
						-
						-
	<u>1,45,94,985</u>	<u>59,69,986</u>	<u>-</u>	<u>37,29,652</u>	<u>-</u>	<u>2,42,94,623</u>

**EXPENDITURE**

Salaries & Allowances	42,24,928				22,74,200	64,99,128
Directors' Remuneration	4,50,000	3,00,000			-	7,50,000
Employer's Contribution to PF	84,445				-	84,445
Staff Welfare Expenses	13,890				2,63,682	2,77,572
Travelling & Conveyance (As certified)	2,23,060				23,89,436	26,12,496
Postage, Telegram & Telephones	3,340				2,04,883	2,08,223
Diesel Consumption	1,89,110				-	1,89,110
Legal & Professional Charges					3,40,563	3,40,563
Auditors' Remuneration :					61,243	61,243
Printing & Stationery	6,623				17,521	24,144
Miscellaneous Expenses	12,267				3,58,717	3,70,984
Repairs, Maintenance & Electricity Exp	42,32,725				1,14,453	43,47,178
Vehicle Maintenance					97,096	97,096
Rent	3,48,000				14,400	3,62,400
Filing Fee					40,800	40,800
Bank charges					25,129	25,129
Advertisement					13,255	13,255
Listing Fee					2,36,743	2,36,743
Depository Charges					20,610	20,610
Donation					1,00,000	1,00,000
Insurance	80,228				50,026	1,30,254
Demat Charges		674			0	674
Adjustment relating to previous year					10,798	10,798
Balances Written off					288	288
Fluctuation of Foreign Currency				79,708	-	79,708
Keyman Insurance	2,02,132	1,87,703		3,15,982	-	7,05,817
Share Registrars' Fee					13,761	13,761
Rates & Taxes (As Certified)	5,05,007				-	5,05,007
Depreciation					4,69,135	4,69,135
	<u>1,05,75,755</u>	<u>4,88,377</u>	<u>-</u>	<u>3,95,690</u>	<u>71,16,740</u>	<u>1,85,76,562</u>

57,18,062



# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016.

	2015 - 2016		2014 - 2015	
	Rs.	Rs.	Rs.	Rs.
<b>A Cash Flow from Operating Activities</b>				
Net Profit before Tax and extra-ordinary items		57,18,062		60,54,753
Depreciation	4,69,135		5,21,783	
Interest/Dividend	(58,56,028)		(58,10,710)	
Profit on Sale of Fixed Assets	(1,10,449)		-	
Fluctuation of Foreign Currency	79,708		-	
		(54,17,634)		(52,88,927)
<b>Operating Profit before Working Capital Changes</b>		3,00,428		7,65,826
Inventories	(57,005)		52,956	
Trade Receivables	12,05,612		1,86,757	
Short Term Loans & Advances	20,22,335		(1,40,24,418)	
Long Term Loans & Advances	(2,700)		-	
Other Current Assets	35,488		68,630	
Non Current Liabilities	-		-	
Other Current Liabilities	14,30,533	46,34,262	3,29,026	(1,33,87,049)
<b>Cash Generated from Operation</b>		49,34,690		(1,26,21,223)
Direct Taxes Paid		(10,10,431)		(10,61,311)
Interest Paid		-		(10,685)
<b>Net Cash from Operating Activities (A)</b>		<u>39,24,259</u>		<u>(1,36,93,219)</u>
<b>B Cash Flow from Investing Activities :</b>				
Purchase of Fixed Assets	(44,75,424)		-	
Sale of Fixed Assets	1,90,000		-	
Purchase of Non Current Investments	(74,55,370)		-	
Purchase of Current Investments	-		-	
Sale of Non Current Investments	-		-	
Sale of Current Investments	-		-	
Interest Received	58,56,028		58,21,395	
Dividend Received	-		-	
<b>Net Cash from Investing Activities (B)</b>		<u>(58,84,766)</u>		<u>58,21,395</u>
<b>C Cash Flow from Financing Activities:</b>				
Long Term Borrowings	-		-	
Short Term Borrowings	-		-	
<b>Net Cash from Financing Activities (C)</b>		-		-
<b>Net increase in Cash and Cash Equivalents (A+B+C)</b>		<u>(19,60,507)</u>		<u>(78,71,824)</u>
Cash and Cash equivalents at the beginning of the year	1,13,33,013		1,92,04,837	
Cash and Cash equivalents at the end of the year	<u>93,72,505</u>		<u>1,13,33,013</u>	
		<u>(19,60,507)</u>		<u>(78,71,824)</u>

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

For Dangi Jain & Company

Chartered Accountants

Firm Registration No 308108E

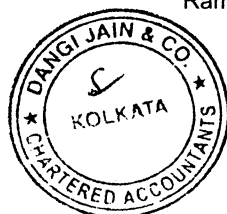
S.K. DANGI

Partner

Membership No. 12529

4, N. S. Road,

Kolkata, the 30th day of May, 2016



*Ramesh Jhanwar*  
Ramesh Jhanwar  
Director

*Venu Jhanwar*  
Venu Jhanwar  
Director

*Vikash Shraff*  
Vikash Shraff  
Director



# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

## **CORPORATE GOVERNANCE REPORT FOR THE YEAR 2015-2016**

A report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement 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. The Composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally.

Our Corporate Governance philosophy is based on the following principles:

- Corporate Governance standards should satisfy both the spirit of the law and the letter of the law.
- Ensure transparency and maintain a high level of disclosure.
- Communicate externally, and truthfully, about how the company is run internally.
- Have a simple and transparent corporate structure driven solely by business needs.
- The management is the trustee of the shareholders' capital and not the owner.

### **2. BOARD OF DIRECTORS:**

#### **i) Composition:**

As on 31<sup>st</sup> March, 2016 the Company has an Executive Chairman and the number of independent & Non Executive Director is 5(Five) 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	Director Identification Number	Category	No. of Board Meetings during 2015-2016		Whether attended AGM held on 30th September, 2015	No. of Directorships in other Public Limited Companies as on 31.03.2016		Membership/ Chairmanship of Committees (including Company) as on 31.03.2016	
			Held	Attended		Chairman	Member	Chairman	Member
Ramesh Jhanwar (Chairman)	00568846	Non Independent Non-Executive	27	27	Yes	0	1	1	--
Suresh Jhanwar	00568879	Non-Independent Executive	27	27	Yes	1	1	--	--
Sagarmal Jhanwar upto 24.07.2015	00568808	Promoter Non-Independent Executive	27	7	No	--	1	--	--

Vikash Shraff	00568768	Independent Non-Executive	27	27	Yes	--	--	--	2
Tarun Daga	00568726	Independent Non-Executive	27	19	Yes	--	--	--	3
Archan Seth	00580936	Independent Non-Executive	27	27	Yes	--	--	2	--
Venu Jhanwar	01230860	Independent Non-Executive	27	27	Yes	--	--	--	--
Shalini Jhanwar	06949987	Independent Non-Executive	27	7	No	--	--	--	--

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

## ii) Board Meetings held during the year:

Dates of Board meetings in the ensuing year are decided in advance and published as part of the Annual Report. The non-executive chairman of the Board and the Company Secretary, draft the agenda for each meeting, along with explanatory notes, in consultation with the CEO and MD, and distribute these in advance to the directors. Every Board member can suggest the inclusion of additional items in the agenda. The Board meets at least once a quarter to review the quarterly results and other items on the agenda, and also on the occasion of the AGM of the shareholders. Additional meetings are held when necessary. Independent directors are expected to attend at least four meetings in a year. However, with the Board being represented by independent directors from various parts of the world, it may not be possible for each one of them to be physically present at all the meetings. Hence, we use video/teleconferencing facilities to enable their participation. Committees of the Board usually meet the day before the formal Board meeting, or whenever the need arises for transacting business.

Twenty Seven Board meetings were held during the year 2015-2016 and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:-

08.04.2015, 13.04.2015, 15.05.2015, 25.05.2015, 29.05.2015, 01.06.2015,  
26.06.2015, 22.07.2015, 30.07.2015, 07.08.2015, 17.08.2015, 24.08.2015,  
11.09.2015, 19.09.2015, 21.09.2015, 09.10.2015, 23.10.2015, 30.10.2015,  
14.11.2015, 26.11.2015, 01.01.2016, 30.01.2016, 11.02.2016, 25.02.2016,  
29.02.2016, 08.03.2016, 30.03.2016

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 Archan Seth is liable to retire by rotation and being eligible offer himself for re-appointment. Information as required under Clause 49(VI) of the listing Agreements are annexed to the Notice of the 31<sup>st</sup> Annual General Meeting.

Sri Vikash Sharaff is liable to retire by rotation and being eligible offer himself for re-appointment. Information as required under Clause 49(VI) of the listing Agreements are annexed to the Notice of the 31<sup>st</sup> Annual General Meeting.

Sri Tarun Daga is liable to retire by rotation and being eligible offer himself for re-appointment. Information as required under Clause 49(VI) of the listing Agreements are annexed to the Notice of the 31<sup>st</sup> Annual General Meeting.

Smt. Shalini Jhanwar appointed on 26.11.2015 as independent additional Director of the Company to holds office up to the date of this Annual General Meeting of the Company and

whose period of office were liable to retire by rotation and who pursuant to the provision of the Company Act 2013 and in the terms of Clause 49 of the listing agreement.

Smt. Venu Jhanwar appointed on 01.04.2016 as Independent Non Executive Wholetime Director of the Company to holds office up to the date of this Annual General Meeting of the Company and whose period for three years i.e. 01.04.2016 to 31.03.2019 and pursuant to the provision of the Company Act 2013, as per the Clause 49 of the listing agreement, consent of the Company and Shareholders, of the forthcoming 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. The object of the code is to conduct the company's business ethically and with responsibility, integrity, fairness, transparency and honesty.

**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 31<sup>st</sup> March, 2016.

**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.

Four Audit Committee Meetings were held during the Year 2015-16. The dates on which the

said meetings were held are 29.05.2015, 30.07.2015, 30.10.2015 and 30.01.2016.

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 2015-16	No. of Meetings attended during the year 2015-16
Archan Seth (Chairman)	Non Executive, Independent	4	4
Vikash Shraff	Non Executive, Independent	4	4
Tarun Daga	Non Executive, Independent	4	4

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 30<sup>th</sup> September, 2015. 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, Two Remuneration Committee meetings were held on 08.04.2015 and 25.05.2015 and all the members attended the meeting.

Details of Remuneration paid to Whole-time Director for Financial Year 2015-2016.

Name and Term of Service	Salary	Total
Sagarmal Jhanwar (01.04.2015 - 30.06.2015)	90,000.00	90,000.00
Suresh Jhanwar (01.04.2015 - 31.03.2016)	3,60,000.00	3,60,000.00
Ramesh Jhanwar (01.06.2015 - 31.03.2016)	3,00,000.00	3,00,000.00
<b>Total</b>	<b>7,50,000.00</b>	<b>7,50,000.00</b>

#### **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 and Amendment Act, 2013 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.

Five meeting of the Investors' Grievance Committee and Stakeholders Relationship Committee were held during the Year 2015-2016. The date on which the said meetings were held as on 30.04.2015, 29.05.2015, 30.07.2015, 30.10.2015, 31.01.2016. 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 2015-2016	No. of meetings attended during the year 2015-2016
Mr. Archan Seth (Chairman)	Non-Executive, Independent	5	5
Mr. Tarun Daga	Non-Executive, Independent	5	5
Mr. Vikash Shraff	Non-Executive, Independent	5	5
Mr. Ramesh Jhanwar	Non Independent Non-Executive	5	5

**Name, Designation & Address of Compliance Officer in terms of Clause 47(a) of Listing Agreement:-**

Jaydeb Pramanick --- Compliance Officer,  
2, Clive Ghat Street, 2<sup>nd</sup> Floor, Room No. 8 & 9,  
Kolkata - 700 001,  
Phone: 033-22315592.  
E-mail: r\_jhanwar@trishakti.com

No complaints were received from Shareholders during the period and no share transfer were pending as on 31<sup>st</sup> March, 2016 on SCORES, the web based complaint redressal system of SEBI. All requests for dematerialization of shares as on that date were confirmed / rejected to the NSDL / CDSL system.

**E-mail ID earmarked for redressing investors queries in terms of Clause 47(f) of the Listing Agreement: [trishakti.secretary@yahoo.com](mailto:trishakti.secretary@yahoo.com)**

## Complaints Disposal System

The Company and MCS Share Transfer Agent Ltd., (Registrar & Share Transfer Agent) did not receive any grievances of the investors directly or through SEBI, Stock Exchange, Ministry of Corporate Affairs, Registrar of Companies etc. Continuous efforts are made to provide complete satisfaction to the investor.

## 6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The company has always strived to achieve a balance of socio-economic and environmental imperatives, while also paying attention to the needs and expectations of our internal as well as external stakeholders. The purpose of the committee is to formulate and monitor the CSR policy of the Company. The CSR committee has adopted a policy that intends positively impacts the community at large with a minimal resource footprint be responsible for the corporation's actions and encourage a positive impact through its activities on the environment, communities and stakeholders.

## 7. RISK AND STRATEGY COMMITTEE:

'Strategy' being one of the important aspects of risk management, it was proposed to change the name of the 'risk management committee' to 'risk and strategy committee'.

The purpose of the committee is to assist the Board in fulfilling its corporate governance duties by overseeing the responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and environmental risks. The committee has the overall responsibility of monitoring and approving the risk policies and associated practices of the Company. The risk management committee is also responsible for reviewing and approving risk disclosure statements in public documents or disclosures.

## 8. GENERAL BODY MEETING

Location and time where the last three Annual General Meetings were held:-

Year	AGM/EGM	Venue	Day & Date	Time
2014-2015	AGM	The Spring Club, 5, J. B. S. Halden Avenue (formerly E. M. Bypass), Kolkata - 700 105	Wednesday 30.09.2015	11 AM
2013-2014	AGM	The Spring Club, 5, J. B. S. Halden Avenue (formerly E. M. Bypass), Kolkata - 700 105	Friday 26.09.2014	11 AM
2012-2013	AGM	The Spring Club, 5, J. B. S. Halden Avenue (formerly E. M. Bypass), Kolkata - 700 105	Friday 27.09.2013	11 AM

- a) No special resolutions were passed during the last three AGMs
- b) No special Resolutions were passed through postal ballot during the financial year 2015-2016. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special Resolution through Postal Ballot.

## 9. 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 potential conflict with the interests of company at a large :

There are no material transactions with any related parties which may have potential conflict with the interests of the company at large. However the Company has annexed to the accounts, a list of related parties as per Accounting Standard and the transactions entered into with them.

(b) Details of non-compliance by the company, penalties, strictures imposed on the company by stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years : None

(c) Transaction with Related parties are disclosed in Note No. B(vii) to the Notes of the Accounts.

(d) The Company does not have a formal Whistle Blower Policy. However, no person has been denied access to Audit Committee.

(e) The Company has a Remuneration Committee (non-mandatory) and has been complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

**10. MEANS OF COMMUNICATION :**

a)	Whether half-yearly report sent to each household of shareholders	No.
b)	Quarterly Results (i) which newspapers normally published in ; (ii) Any web-site displayed :	Bengal Leader (English), Dainik Lipi (Bengali) Yes.
c)	Whether Web-site also displays official news releases	Yes.
d)	Whether presentations made to institutional investors or to the analysts	No.
e)	Whether MD & A is a part of Annual Report or not	Yes.

**11. GENERAL SHAREHOLDER INFORMATION**

a)	<b>31<sup>st</sup> AGM : Date, Time and Venue</b>	Date: 29 <sup>th</sup> September, 2016 Time: 11.00 A.M. Venue: The Spring Club, 5, J. B. S. Halden Avenue (formerly E. M. Bypass), Kolkata - 700105.
b)	<b>Financial Calendar (tentative)</b> Financial reporting for the quarter ending June 30, 2016	End of July, 2016.
	Financial reporting for the quarter ending September 30, 2016	End of October, 2016
	Financial reporting for the quarter ending December 31, 2016	End of January, 2017
	Financial reporting for the quarter ending March 31, 2017	End of May, 2017
	Annual general Meeting for the year ending March 31, 2017	Last week of September, 2017
c)	<b>Book closure period</b>	From 24 <sup>th</sup> day of September, 2016 to 29 <sup>th</sup> day of September, 2016 (both days inclusive)
d)	<b>Dividend Payment</b>	Not recommending by the Board of Directors for inadequate profit
e)	<b>Listing on Stock Exchanges</b> The Company's securities are listed at :	

	<p><b>1. Bombay Stock Exchange Ltd.</b> (Stock Code - TRISHEL-531279) 25<sup>th</sup> Floor, Phiroze Jeejeebhai Tower, Dalal Street, Mumbai - 400001,</p> <p><b>2. Calcutta Stock Exchange Ltd.</b> (Stock Code - TRISHEL 10030166) 7 Lyons Range, Calcutta - 700 001</p> <p>Listing Fees for all the Stock Exchanges for 2016-2017 has been duly paid. The company has also paid the Annual Custodian Fees to National Securities Depository Limited and Central Depository Services (India) Limited.</p>
f)	<b>International Securities Identification Number : INE238C01014</b>

**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:

Month	Face value of each Share - Rs 10 each	
	High (Rs.) Company's Price	Low (Rs.) Company's Price
April, 2015	9.93	9.50
May, 2015	9.50	9.50
June, 2015	9.97	9.50
July, 2015	9.50	9.50
August, 2015	8.85	8.16
September, 2015	8.10	8.10
October, 2015	8.10	8.10
November, 2015	7.70	7.70
December, 2015	7.32	6.33
January, 2016	8.22	6.64
February, 2016	7.81	7.81
March, 2016	7.50	7.50

i)	<b>Registrar &amp; Share Transfer Agents</b>	MCS Share Transfer Agent Ltd. 12/1/5, Manohar Pukur Road, Ground Floor, Kolkata-700 026 Tele: (033) 4072-4051/4052/4053 Fax: (033) 4072-4050 E-mail: <a href="mailto:mcssta@rediffmail.com">mcssta@rediffmail.com</a>
j)	<b>Share Transfer System</b>	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.



**k) Distribution of share holdings as on 31.03.2016:**

Range of Ordinary Shares	No. of shares	% to Capital	No. of Holders	% of Holders
1 to 500	95970	3.2307	797	79.3035
501 to 1000	88288	2.9721	107	10.6468
1001 to 10000	214634	7.2254	72	7.1641
Above 10000	2571708	86.5721	29	2.8855
<b>Total</b>	<b>2970600</b>	<b>100.00</b>	<b>1005</b>	<b>100</b>

**l) Share Holding Pattern as on 31.03.2016:**

Name of the Shareholder	No. of Shares Held	% Holding
Promoter	1036358	34.8872
Bodies Corporate	1364624	45.9377
FI's	--	--
Nationalised Banks	--	--
Mutual Funds	--	--
FII's	--	--
NRI and OBC	950	0.032
Individuals	568668	19.1431
<b>Total</b>	<b>2970600</b>	<b>100</b>

**m) Dematerialization of Shares & Liquidity:**

Electronic holding by members comprises 97.86% of the paid up Equity Shares of the Company i.e. 25,28,059 Shares held through the National Securities Depository Limited (85.10%) and 378937 shares held through the Central Depository Securities (India) Limited (12.76%) as on March 31, 2016 and the balance 2.14% representing 63,571 shares in physical form.

**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.**

<b>p)</b>	<b>Plant Location</b>	The company has only one Service Division and the same is located at :- Unit of Reliance Jamnagar SEZ Village Motikhavdi P.O. Digvijaygram-361140, District: Jamnagar(Gujarat)
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## 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 31<sup>st</sup> March, 2016, 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 no investor grievances were received during the year ended 31<sup>st</sup> March, 2016 and no investor grievances were 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, 30<sup>th</sup> day of May, 2016.



*For RASHMI JAISWAL*  
Company Secretary

*Rashmi Jaiswal*

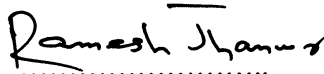
(Rashmi Jaiswal)  
Membership No. - 33640  
CP No - 16091

**TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED**

**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 31<sup>st</sup> March, 2016 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.

  
.....  
Ramesh Jhanwar  
Managing Director

  
.....  
Kumar Kanti Ghosh  
Chief Financial Officer

Kolkata, 30<sup>th</sup> day of May, 2016.

**TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED**

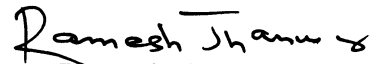
**Declaration Regarding Compliance by Board Members and senior Management Personnel with the code of Conduct**

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](http://www.trishakti.com).

I confirm that the Company has in respect of the financial year ended 31<sup>st</sup> March, 2016, 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 31<sup>st</sup> March, 2016.

Kolkata, 30<sup>th</sup> day of May, 2016.

  
Ramesh Jhanwar  
Managing Director

**TRISHAKTI ELECTRONICS AND INDUSTRIES LTD**

Regd. Off: 2, Clive Ghat Street, 2<sup>nd</sup> Floor, Room No. 8 & 9, Kolkata – 700 001  
Email id: r\_jhanwar@trishakti.com Website: [www.trishakti.com](http://www.trishakti.com) Phone No.: 033-30223076  
CIN NO.: L31909WB1985PLC039462

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**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I / We, ....., hereby record my presence at the Annual General Meeting of the Company to be held on Thursday, the 29<sup>th</sup> September, 2016 at 11.00 AM at The Spring Club, 5, J. B. S. Halden Avenue (formerly E.M. Bypass), Kolkata -700105.

Name of the Shareholder: \_\_\_\_\_

DP ID No.\* \_\_\_\_\_

Client ID No.\* \_\_\_\_\_

Folio Number: \_\_\_\_\_

Number of Equity Shares held: \_\_\_\_\_

\*Applicable for shares held in electronic form.

\_\_\_\_\_  
Member's/Proxy Name (in Block letters)

\_\_\_\_\_  
Signature of the Attending Shareholder / Proxy

.....

# TRISHAKTI ELECTRONICS AND INDUSTRIES LTD

Regd. Off: 2, Clive Ghat Street, 2<sup>nd</sup> Floor, Room No. 8 & 9, Kolkata – 700 001  
Email id: r\_jhanwar@trishakti.com Website: [www.trishakti.com](http://www.trishakti.com) Phone No.: 033-30223076  
CIN NO.: L31909WB1985PLC039462

## Form No. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: ..... E-mail Id: .....

Address:.....

Signature:..... or failing him

2. Name: ..... E-mail Id: .....

Address: .....

Signature:..... or failing him

3. Name: ..... E-mail Id: .....

Address: .....

Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **Annual General Meeting** of the Company, to be held on Thursday, the 29<sup>th</sup> September, 2016 at 11.00 AM at The Spring Club, 5, J. B. S. Halden Avenue (formerly E.M. Bypass), Kolkata -700105 and at any adjournment thereof in respect of such resolutions as are indicated below:

\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions No.	Particulars	For	Against
1.	Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.		
2.	Appointment of Mr. Tarun Daga who retires by rotation.		
3.	Appointment of Mr. Archan Seth who retires by rotation.		
4.	Appointment of Mr. Vikash Sharaff who retires by rotation.		
5.	Appointment of Mrs. Shalini Jhanwar who appointed as Additional Director.		
6.	Appointment of Mrs. Venu Jhanwar who appointed as Wholetime Director.		
7.	Appointment of Auditors and fixing their remuneration.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signature of shareholder \_\_\_\_\_

Signature of the proxy holder \_\_\_\_\_

Affix  
Revenue  
Stamp of  
Rs. 1/-

## **INSTRUCTIONS:**

1. In terms of Clause 35B of the Listing Agreement entered into with the Stock Exchange, listed Companies shall also provide an option to their members who do not have access to the e-voting facility, to cast their votes by way of a ballot at the Annual General Meeting. The members who are not able to attend the Annual General Meeting can send their assent or dissent in writing in respect of the resolutions as set out in the Notice by sending the duly filled and signed Assent/Dissent Form to the Scrutinizer.
2. The Notice of 31<sup>st</sup> Annual General Meeting is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners and Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on date.
3. Voting period commences on and from Monday, 26<sup>th</sup> September, 2016 (9.00 am) and ends on Wednesday, 28<sup>th</sup> September, 2016 (5.00 pm).
4. Members have option to vote either through physical Assent / Dissent Form or through e-voting. If a member has opted e voting facility, he/she is not required to send the physical Assent / Dissent Form or vice versa. In case a member cast their vote both by physical Assent / Dissent and e-voting, then the vote cast through e-voting shall only be considered and the voting through physical Assent / Dissent shall not be considered by the scrutinizer and will be treated as invalid.
5. The Scrutinizer's decision on the validity of the Assent / Dissent Form and e-voting shall be final and binding.
6. A Member desiring to exercise vote by physical Assent / Dissent Form should complete this form and send it to the Scrutinizer in the attached self - addressed postage pre-paid envelope. Since postage is already paid by the Company, the members need not affix the postage stamp. However, envelope containing Assent / Dissent Form, if sent by courier or hand delivered at the expense of the Member, will also be accepted. The self - addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
7. Duly completed Assent / Dissent Form should reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Wednesday, 28<sup>th</sup> September, 2016. All Forms received after this date will be strictly treated as if reply from such Member has not been received.
8. A member may request for a duplicate Assent / Dissent Form, if so required, and the same duly completed should reach the Scrutinizer not later than the time and date specified under instruction NO.7 above.
9. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/ Depository Participant) by the first named Member and in his/ her absence, by the next named Member
10. Voting through physical Assent / Dissent Form cannot be exercised by proxies.
11. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.
12. Members are requested to fill the physical Assent / Dissent Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
13. There will be one physical Assent / Dissent Form for every Folio/ Client ID irrespective of the number of joint holder(s).
14. In respect of shares held by corporate and institutional members (companies, trusts, societies etc.) the duly completed Assent / Dissent Form should be accompanied by a certified true copy of Board Resolution /appropriate authorization with the specimen signature(s) of the authorized signatory(ies) duly attested.
15. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member in the respective column.
16. Members are requested not to send any other paper along with the Assent / Dissent Form in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
17. Members from whom no Assent / Dissent Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolutions.