

**24th
Annual Report
2008-2009**

**TRISHAKTI
ELECTRONICS & INDUSTRIES LIMITED**

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

BOARD OF DIRECTORS

SAGARMAL JHANWAR
RAMESH JHANWAR
SURESH JHANWAR
ARCHAN SETH
TARUN DAGA
VIKASH SHRAFF

AUDITORS

M/S. DANGI JAIN & CO.
2, INDIA EXCHANGE PLACE,
KOLKATA - 700 001

BANKERS

ORIENTAL BANK OF COMMERCE
STATE BANK OF INDIA
ICICI BANK

SHARE REGISTRARS

M/S. M.C.S. LTD.
77/2A, HAZRA ROAD,
KOLKATA - 700 029

REGISTERED OFFICE

2, CLIVE GHAT STREET,
ROOM NO. 8 & 9, 2ND FLOOR,
KOLKATA - 700 001

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

N O T I C E

NOTICE is hereby given that the 24th 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 Wednesday, the 23rd day of September, 2009 at 12 noon to transact the following business:

1. To receive, consider and adopt Directors' Report and Auditors' Report and the Audited Balance Sheet as at 31st March, 2009 and Profit & Loss Account for the year ended on that date together with Secretarial compliance certificate thereon.
2. To appoint a Director in place of Sri Sagarmal Jhanwar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Sri Archan Seth who retires by rotation and being eligible offers himself for re-appointment.
4. To confirm the declaration and payment of dividend on the Equity Shares.
5. To appoint Messrs. Dangi Jain & Co., Chartered Accountants, the retiring auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, for the financial year 2009-2010 on such remuneration plus service tax as may be mutually agreed upon between the Board of Directors and the Auditor in connection with the work of Audit to be carried out by them.

Registered Office,
2, Clive Ghat Street,
Room No. 8 & 9, 2nd Floor,
Kolkata - 700 001.
Dated: 27th day of August, 2009.

By Order of the Board of Directors

(RAMESH JHANWAR)
Director

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her and such proxy need not be a shareholder. The proxies should, however, be deposited at the Registered Office of the company not later than 48 hours before the commencement of the meeting.
2. Members are requested to immediately notify any change in their address to the Registrar Share Transfer agent of the Company M/s. MCS Limited, 77/2A, Hazra Road, Kolkata – 700 025 in all correspondence with the Company, members are requested to quote their Account / Folio Numbers.
3. The Register of Members and share Transfer Books of Company will be closed from 17th September, 2009 to 23rd September, 2009 (both days inclusive).
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write their folio No. in the attendance slip for attending the meeting.
5. All documents referred to in the accompanying Notice are open for inspection at the registered office of the Company on all working days except Saturday & Sunday between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. Shareholders are requested to notify their Bank particulars giving the name of the Bank and the branch and the nature of account and also any change of address to the Company's Registrar and Share Transfer Agent, M/s. MCS Ltd. Shareholders are hereby intimated that under instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholders has become mandatory.
7. Shareholders are hereby informed that the Bank particulars given by them at the time of opening a depository account will be used by the Company for printing on the dividend warrants. This would ensure that the dividend warrants cannot be deposited in any account other than the one specified on the warrants. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants. The bank mandate for shares held in physical form will not be applied for shares held in electronic form.
8. Section 109 A of the Companies Act, 1956 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form 2B, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
9. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. MCS Ltd., the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Information required to be furnished under the listing Agreement:

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

1. Name : **Sri Archan Seth.**
Age : 35 years.
Qualification : B. Com (Calcutta University).
Experience : He has experience in Stock & Money Market, Interior Decoration Business in over all Business Administration & Management.
Date of Appointment : 01.08.2006
Other company's Directorship : Nil.

1. Name : **Sri Sagarmal Jhanwar.**
Age : 59 years.
Qualification : B. Com.
Experience : He is a commerce Graduate having experience for about 35 years in Financial & Industrial Sectors. He is well versed with financial matter and overall operations of the Company. He has overall experience in investment and money market for about 35 years and 11 years experience in crane chartered hiring business and 10 years experience in oil field industrial supply.
Date of Appointment : 09.09.1985.
Other company's Directorship : Sagarmal Suresh Kr. Pvt. Limited.
Sagarmal Ramesh Kr. Pvt. Limited.

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

DIRECTORS' REPORT

TO THE SHAREHOLDERS:

Your Directors submit herewith their 24th Annual Report together with the Audited Accounts of the company for the year ended 31st March, 2009.

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.
Loss for the year	(19,695,396.93)		40,115,691.00	
Provision for				
Income Tax	(2,500,000.00)		(11,200,000.00)	
Wealth Tax	(6,900.00)		(11,000.00)	
Fringe Benefit Tax	(142,000.00)		(160,000.00)	
Deferred Tax	5,297,000.00		235,000.00	
Loss after Taxation	(17,047,296.93)		28,979,691.00	
Adjustment for earlier year	219,535.00		(132,481.00)	
Transfer to General Reserve	(3,000,000.00)		(3,000,000.00)	
Proposed Dividend	(2,970,600.00)		(2,970,600.00)	
Tax on Proposed Dividend	(504,853.00)		(504,853.00)	
Balance brought forward from previous year	30,717,723.80		8,345,966.80	
Balance Carried to Balance Sheet:	7,414,508.87		30,717,723.80	

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. 4,76,248/- (Previous Year Rs. 4,14,821/-), Crane Hire Charges Rs. 2,48,49,472.95 (Previous Year Rs. 2,17,95,491.22), Profit on Sale of Investment Rs. 49,73,455.48 (Previous Year Rs. 92,46,042.00), commission received Rs. 11,75,905.92 (Previous Year Rs. Nil) and other income was Rs. 37,37,800/- (Previous Year Rs. 4,33,580.00).

The growth could be achieved mainly due to a good business as a commission agent of a foreign company, China for bidding ONGC global tender and also Oil India Ltd. Etc.

The company continues with its focus on commission agent of foreign company and increasing its share in the domestic market.

EMPLOYEES:

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

DIRECTORS RESPONSIBILITIES STATEMENT:

Pursuant to section 217(2AA) of Companies Act, 1956, the directors confirm the following in respect of the audited annual accounts for the year ended 31st March, 2009 :

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) That the directors have selected such accounting policies and applied them consistently and made Judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2009 and the Loss of the company for the period ended 31st March, 2009.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) That the directors had prepared the annual accounts on a going concern basis.

DIRECTORS:

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

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

DIVIDEND:

For the year under review, the Directors have declared Dividend of Rs.1/- per share, on 27th August, 2009 on the Equity Shares of the company, aggregating of Rs. 29,70,600/-, Dividend Tax Rs. 5,04,853/-. Appropriate Resolution in this regard would be placed before the shareholders in the ensuing Annual General Meeting and proposed Dividend as approved at the AGM, will be paid on or after 23rd September, 2009.

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 2009, 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.

SECRETARIAL COMPLIANCE CERTIFICATE

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

CODE OF CONDUCT

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

LISTING AT STOCK EXCHANGE

The Equity shares of the company continue to be listed on Bombay Stock Exchange Limited ,The Calcutta stock exchange Association Ltd. The annual listing fees for the year 2009-10 have been paid to those stock exchanges.

CEO / CFO CERTIFICATION

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

DEPOSITARY

The Equity shares of the Company is trading permitted only in dematerialized form, the company has made the requisite arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable investors to hold shares in dematerialized form. The annual custodial fees for the year 2009-10 have been paid to those Depositories.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

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

AUDITORS' OBSERVATION:

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

AUDITORS:

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

ACKNOWLEDGEMENTS

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

REGISTERED OFFICE

2, Clive Ghat Street
Room No. 8 & 9, 2nd Floor,
Kolkata - 700001
Dated: 27th day of August, 2009.

RAMESH JHANWAR
Director

Annexure to Directors' Report

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

	2008-2009 -----	2007-2008 -----
(1) Conservation of Energy Technology absorption.	Not applicable	Not applicable
(2) Foreign Exchange Earnings & out go: Activities relating to exports, initiatives taken to increase the exports, development of new export market for trading goods and export plan.	Export plan and new activities are under constant study.	Export plan and new activities are under constant study.
(3) Total Foreign exchange used and earned -		
(i) Foreign exchange spent:		
(a) Travelling Expenses	9,44,475	7,63,370
(b) Cost of spare parts	4,99,706	1,88,207
(c) Business Promotion	Nil	Nil
(d) Fixed Assets	Nil	Nil
(e) Tender Fees	1,89,851	2,03,784
(ii) Foreign exchange earned:		
(a) Commission Received	Nil	3,15,34,987
(b) Reimbursement of Tender Fees	Nil	1,89,299

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Indian economy was relatively less affected against the fall outs of the world recession. The Indian economy continue to surge ahead as a result of substantial Industrial and manufacturing growth backed by substantial domestic consumption. Though there has been a slight decline in rate at which the economy is growing, but fortunately there appears to be no respite in surge of investments. This is an indicator not only of a healthy economy but continued hope in the future potential of the country.

The Indian Industry, is in line with global trends, is witnessing a resurgent phase of modernization, expansion and consolidation, mainly through mergers and acquisition. The achievement will open tremendous approach to the Crane Industry.

Trishakti is mainly engaged in the business of supplying Crane to the Consumers for drilling the Oil and Gas. The Company has also started with as a commission agent of Globalised company for bidding ONGC Global Tender and also Oil India Limited. The company has built its reputation based on decades of achievements in providing the crane services to the industry at a large.

OPPORTUNITIES AND THREATS:

There are excellent opportunities in the cranes due to large scale investment in the infrastructure and construction activities. The constant growth in oil sector, the demand for cranes and spare parts have gone up considerably. Your company has capabilities to quickly adapt to the changing market conditions and sustain the projected growth in sales and profit.

The demand for cranes has risen considerably in domestic market but arrival of new players is going to divide the market significantly. At the same time increase in demand will throw up opportunity to increase the domestic market share. Being an established market leader, IT will enable us to have a larger share of new market. We would however need to offer Cranes to industry. Our current efforts in establishing some new cranes in the existing market will be of great advantage.

The Company has received the business by participation in Global Tender of ONGC for "Drilling Spool, DSAF& Blind Flanges" and "Down Hole Mud Motor"

The threat perception for the Company includes slowing down the world economy, high input costs specially of the maintenance of the crane and labour costs, increasing competitions from the new entrants, change on the policy of the Government and to capacity utilization along with the product obsolescence due to emergence of the new technology of cranes.

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.

OUTLOOK:

The company perceives better prospects for the future once the cost of Spares Parts, labour and fuel are reduced. The company is also aiming at capacity utilization of 90% which should further reduce the Operation and Maintenance cost.

RISKS AND CONCERNS :

Apart from intensification of international competition, the area concern are, poor infrastructure resulting in higher transaction cost, inadequate and lower rates, reluctance to introduce labour reforms, high cost of power and necessary insurance cover is taken where ever possible for risk mitigation. The Management does not perceive any major technological, environment and / or financial risks for the company in the near future.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

The internal control is supplemented by an extensive internal audits, review by management and audit committee, documented policies, guidelines and procedures. The Internal Auditors submit their reports on quarterly / periodical basis for review by Directors and Audit Committee. The internal audit function is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Sales, Crane Hire charges and other Income for the year ended March 31, 2009 were Rs 5,42,30,965 as compared to Rs. 6,34,24,921 of the last financial year. During the year under review which ended on March 31, 2009 the PBDIT (Profit Before Depreciation, Interest & Taxes) margin was Rs. (-) 1,72,21,009 as compared to Rs. 4,32,42,525 with the last year. The (Profit) / Loss after tax amounted to Rs. (-) 1,70,47,297 during the year as compared to Rs. 2,89,79,691 of last Financial Year.

MATERIAL DEVELOPMENT IN HUMAN RESOURCE/INDUSTRIAL RELATION:

A major factor for the successful of your organization is the understanding and constructive support of all Executives, Employees, Workers, Creditors and the confidence shown by them in the growth of the Company. Industrial relations in all the sites were cordial throughout the year under review.

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

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

MR & Associates

Company Secretaries
46, B.B. Ganguly Street
Kolkata – 700 012

SECRETARIAL COMPLIANCE CERTIFICATE

To
The Members
M/s. Trishakti Electronics & Industries Limited
2, Clive Ghat Street,
Kolkata – 700 001

We have examined the registers, records, books and papers of M/s. Trishakti Electronics & Industries Limited (the company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2009 (financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents. We certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company, being a public limited company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met 14 times respectively on 30.04.2008, 12.06.2008, 23.06.2008, 01.07.2008, 16.07.2008, 30.07.2008, 04.08.2008, 18.08.2008, 29.08.2008, 12.09.2008, 24.09.2008, 30.10.2008, 30.01.2009 and 04.03.2009 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company closed its Register of Members from 24.09.08 to 30.09.08 during the financial year and duly complied the provisions of the Act.
6. The Annual general meeting for the financial year ended on 31st March, 2008 was held on 30.09.2008 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary Meeting(s) was/were held during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The company not entered into any contracts falling within the provisions of Section 297 of the Act.

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

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10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of directors, Members or Central Government, as the case may be.
12. The company has not issued any duplicate certificates during the financial year.
13. The company has -
 - (i) Delivered all Certificates on allotment, transfer & transmission, if any, during the financial year.
 - (ii) Deposited Rs.29,70,600/- in HDFC Bank on 03.10.08 as 10% dividend was declared during the financial year.
 - (iii) Posted warrants to the member of the company as dividend was declared during the financial year.
 - (iv) Transferred the amounts of Unpaid Dividend, if any, which may remain unpaid or unclaimed for a period of seven years to Investor Education and Protection.
 - (v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted. There was no resignation/appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The company has re-appointed managing director/whole-time director/ manager during the financial year and duly complied the provisions of the Act.
16. The company has not appointed any sole selling agents during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any shares during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. As per the information and explanations given to me the company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.

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24. The company has borrowings during the financial year ended 31st March, 2009, as per the information as given to us.
25. The company has not made any loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and was not required to make any entries in the register kept for the purpose during the financial year, as per the information as given to us.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny .
30. The company has not altered its articles of association during the financial year.
31. There was/were no prosecution initiated against or show cause notices received by the company, during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has complied the provisions of Provident Fund during the financial year as the provisions of the act as per the information given to us.

For MR & Associates
Company Secretaries

Partner

C. P. No. : 2551

Place : Kolkata
Date :

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

ANNEXURE - 'A'

Registers as maintained by the Company

- Register of member u/s. 150
- Index of member u/s. 151
- Register of transfer
- Books of Accounts u/s. 209
- Register of Directors, Managing Director & Secretary u/s. 303
- Register of Directors shareholding u/s. 307
- Minute Book of Directors & Members u/s.193
- Register of Contracts u/s.301
- Register of Directors Attendance

ANNEXURE - 'B'

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March, 2009.

Sl. No	Form Return	No/ Filed u/s.	For	Filed on	Filed in Due Date	Additional Filing Fees Paid
(i)	Form - 17	138 & 600	For Satisfaction of Charge	on 19.03.2008 filed on 07.04.2008	Yes	No
(ii)	Form - (three)	25C 269 (2)	For re-appointment of Three Whole Time Director's	on 01.04.2008, filed on 07.04.2008	Yes	No
(iii)	Form - 17	138	For Satisfaction of Charge	on 27.03.2008 filed on 15.04.2008	Yes	No
(iv)	Form - 32	303(2)	For Appointment of Company Secretary	on 01.07.2008 filed on 25.07.2008	Yes	No
(v)	Balance Sheet	220	For 31.03.2008 held AGM	on 30.09.2008 filed on 31.10.2008	No	Yes
(vi)	Annual Return	161	For 31.03.2008 held AGM	on 30.09.2008 filed on 05.11.2008	Yes	No
(vii)	Form - 32	303(2)	For Resignation of Company Secretary	on 30.10.2008 filed on 08.11.2008	Yes	No

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

AUDITORS' REPORT TO THE MEMBERS

We have audited the attached Balance sheet of TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED. as at 31st March, 2009 and the Profit & Loss Account & Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit include examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditors' Report) Order, 2003, (as amended) issued by the Government of India in term of sub-section (4A) of section 227 of the Companies Act, 1956 of India (the "Act") and on the basis of such checks of the books and records as we considered appropriate and according to the information and explanations given to us, we set out in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

- 1 We have obtained all the information & explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- 2 In our opinion proper books of account as required by law have been kept by the company so far as appears from examination of those books.
- 3 The Balance Sheet and the Profit & Loss Account of the Company read with the report are in agreement with the Books of Account.
- 4 In our opinion, the Balance Sheet and the Profit & Loss Account complies with the Accounting Standards referred to in section 211 (3C) of the Companies Act, 1956 to the extent applicable.
- 5 On the basis of representations received from the directors' of the company, we report that no director is disqualified from being appointed as a director of the company under clause (g) of sub section (I) of section 274 of the Companies Act, 1956.
- 6 In our opinion and to the best of our information and according to the explanations given to us, the said account subject to Notes numbers 1(v), 1(vii), and 17 for accounting of retirement benefits, claims and keyman insurance on payment basis and other "Notes" appearing thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In the case of Balance Sheet of the State of affairs of the Company as at 31st March, 2009,
 - ii) In the case of Profit & Loss Account for the "Loss" for the year ended on that date and
 - iii) In the case of Cash Flow Statement for the cash flow of the company for the year ended on that date.

2, India Exchange Place,
Kolkata, the 27th day of August, 2009.

For DANGI JAIN & COMPANY
Chartered Accountants,

(S. K. DANGI)
Partner
Membership # 12529

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

ANNEXURE TO THE AUDITORS' REPORT TO THE MEMBERS REFERRED TO IN PARAGRAPH 3 OF OUR REPORT

- 1 a) The Company has maintained proper records showing full particulars including Quantitative details and situation of its Fixed Assets.
b) During the year, the management has physically verified the fixed assets of the company. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
c) The company has not disposed of a substantial part of its fixed assets during the year; accordingly there is no question of the going concern being affected.
- 2 a) The management has conducted physical verification of inventory at the year end/during the year. In our opinion, the frequency of verification is resonable
b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
c) In our opinion and according to the information and explanations given to us and on the basis of our examination of records of inventory, the company is maintaining proper records of inventory except stores & spare parts which have been issued to department as & when purchased. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
- 3 a) i) The company has not granted loans to any party covered in the register maintained under section 301 of the Companies Act, 1956.
ii) The company has taken loans from two parties covered in the Register maintained under section 301 of the Companies Act, 1956 aggregating to Rs.46.70 Lacs, maximum balance outstanding at any time during the year and closing balance of such loan as on 31st March, 2009 were Rs. 45.30 Lacs and Rs. Nil respectively.
b) As per information and explanations given by the management, the rate of interest and other terms and conditions on which loans have been taken from companies and other parties are not, prima facie, prejudicial to the interest of the company.
c) There is no overdue amount of loan taken from the companies and other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- 4 In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and for sale of goods and services. Further on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.
- 5 a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contract or arrangement referred to section 301 of the Act that need to be entered into the register maintained under Section 301 have been so entered.
b) In our opinion and according to the information & explanations given to us, no transaction has been made in pursuance of contracts or arrangements entered in to the register maintained under section 301 of the Act exceeding the value of Rupees five lacs in respect of any party during the year.
- 6 In our opinion and according to the information and explanations given to us, the company has not accepted deposits from the public and therefore, the provisions of section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and Rules thereunder are not applicable to the company.

We are informed by the mangement that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

- 7 The Company has no formal internal audit system, However internal control commensurates with its size and the nature of its business.
- 8 The Central Government has not prescribed the maintenance of Cost Records under clause (d) of Sub-section (1) of section 209 of the Companies Act, 1956.
- 9 a) In our opinion and according to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues with the appropriate authorities where applicable. There are no arrears of aforesaid statutory dues as at the last day of the financial year and outstanding for a period of six months from the date they became payable.
b) There are no cases of non deposit with appropriate authorities of disputed dues of Sales Tax, Income Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess.
- 10 The company has no accumulated losses at the end of the financial year. It has not incurred cash losses in the financial year under report and also in the preceeding year.
- 11 The company has not borrowed money from banks, financial institutions and against debenture and hence the question of default in payment of dues does not arise.
- 12 According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13 The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund / Societies are not applicable to the Company.
- 14 In respect of dealing or trading in shares, securities, debentures and other investments, the company is maintaining proper records for transactions and contracts and timely entries have been made therein. The shares, Securities, Debentures and other investments are held by the company in its own name.
- 15 According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks and financial institutions.
- 16 The company has not obtained term loans during the financial year.
- 17 According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, fund raised on short term basis have not been used for long term investments.
- 18 The company has not made any preferential allotment of shares to parties and companies covered in the registers maintained under Section 301 of the Companies Act, 1956.
- 19 No debentures have been issued by the Company and hence the question of creating security in respect thereof does not arise.
- 20 During the period, the Company has not raised money by Public Issue.
- 21 During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

2, India Exchange Place,
Kolkata, the 27th day of August, 2009.

For DANGI JAIN & COMPANY
Chartered Accountants,

(S. K. DANGI)
Partner
Membership # 12529

STATEMENT OF ACCOUNTS

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2009

	SCHEDULE	AS AT 31.03.2009		AS AT 31.03.2008	
		Rs.	P.	Rs.	P.
I SOURCES OF FUNDS					
Shareholders' Funds :					
Share Capital	"A"	29868000.00		29868000.00	
Reserves & Surplus	"B"	16072508.87		36375723.80	
Deferred Tax Liabilities		---		370000.00	
		45940508.87		66613723.80	
II APPLICATION OF FUNDS					
Fixed Assets :					
Gross Block	"C"	69091088.40		69309679.40	
Less : Depreciation		61106713.40		58862534.40	
		7984375.00		10447145.00	
Investments	"D"	---		49019725.15	
Current Assets, Loans & Advances					
Current Assets					
Inventories					
Shares	"E"	17933780.00		---	
Stores & Spares Parts (At Cost)		445268.00		363262.00	
Sundry Debtors	"F"	6576063.92		3054167.00	
Cash & Bank Balances	"G"	1106099.54		1906320.24	
Loans & Advances	"H"	25894642.75		23818240.75	
		51955854.21		29141989.99	
Less : Current Liabilities & Provisions	"I"				
Current Liabilities		1431367.34		3578683.34	
Provisions		17495353.00		18416453.00	
		18926720.34		21995136.34	
Net Current Assets		33029133.87		7146853.65	
Deferred Tax Assets		4927000.00		---	
		45940508.87		66613723.80	

NOTES ON ACCOUNT

As per our report annexed

For DANGI JAIN & COMPANY

Chartered Accountants

(S. K. DANGI)

Partner

Membership # 12529

2, India Exchange Place

Kolkata, the 27th day of August, 2009.

For and on behalf of the Board

S. M. JHANWAR

R. JHANWAR

S. JHANWAR

Directors

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE	FOR THE YEAR ENDED 31ST MARCH, 2009		FOR THE YEAR ENDED 31ST MARCH, 2008	
	Rs.	P.	Rs.	P.
I INCOME				
Sales	1084302.35		---	
Crane Hire Charges(Gross Tax deducted at Source Rs. 13,57,103/- Previous year Rs.8,85,309/-)	24849472.95		21795491.22	
Commission Received	1175905.92		31534987.00	
Profit on Sale of Investments				
On Long Term Investments	4973455.48		8018568.20	
On Short Term Investments	---		1227473.82	
Interest	476248.00	"J"	414821.00	
Other Income	3737800.00	"K"	433580.00	
Closing Stock	17933780.00		---	
	54230964.70		63424921.24	
II EXPENDITURE				
Purchases	50847533.18		---	
Administrative & Other Expenses	19921922.42	"L"	20182395.84	
Interest				
To Bank	2344.00		---	
To Bodies Corporate	4793.00		155476.00	
Loss on Sale of Investments (Short Term)	682518.03		---	
Depreciation	2467251.00		2971358.40	
	73926361.63		23309230.24	
III (Loss)/Profit for the year	(19695396.93)		40115691.00	
IV Provision for				
Income Tax	(2500000.00)		(11200000.00)	
Wealth Tax	(6900.00)		(11000.00)	
Fringe Benefit Tax	(142000.00)		(160000.00)	
Deferred Tax	5297000.00		235000.00	
V (Loss) Profit after Taxation	(17047296.93)		28979691.00	
VI Adjustment for Income Tax for earlier years	219535.00		(132481.00)	
VII Transfer to General Reserve Fund	(3000000.00)		(3000000.00)	
VIII Proposed Dividend	(2970600.00)		(2970600.00)	
IX Tax on Proposed Dividend	(504853.00)		(504853.00)	
X Balance Brought Forward from Previous Year	30717723.80		8345966.8	
XI Balance Carried to Balance Sheet	7414508.87		30717723.80	
Basic & Diluted Earnings per share	(5.74)		9.76	

NOTES ON ACCOUNTS
This is the Profit & Loss Account referred to in our report of even date.

For DANGI JAIN & COMPANY
Chartered Accountants

(S. K. DANGI)
Partner

Membership # 12529
2, India Exchange Place
Kolkata, the 27th day of August, 2009.

For and on behalf of the Board

S. M. JHANWAR

R. JHANWAR

S. JHANWAR

Directors

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

	AS AT 31.03.2009	AS AT 31.03.2008
	Rs. P.	Rs. P.
SCHEDULE - 'A'		
Share Capital :		
Authorised :		
1,50,00,000 Equity Shares of Rs. 10/- each	<u>150000000.00</u>	<u>150000000.00</u>
Issued, Subscribed & Paid Up :		
30,00,000 Equity Shares of Rs. 10/- each		
fully Paid up in Cash	30000000.00	30000000.00
Less : Face Value of Shares Forfeited (29,400 Equity Shares forfeited)	294000.00	294000.00
	<u>29706000.00</u>	<u>29706000.00</u>
Add : Forfeited Shares Account (Amount Paid-up)	162000.00	162000.00
	<u>29868000.00</u>	<u>29868000.00</u>
 SCHEDULE - "B"		
RESERVES & SURPLUS :		
General Reserve :		
As per last Account	5658000.00	
Transfer from Statutory Reserve Fund	---	2658000.00
Transferred from Profit & Loss Account	3000000.00	3000000.00
	<u>8658000.00</u>	<u>5658000.00</u>
Statutory Reseve Fund :		
As per last Account	---	2268000.00
Less : Transfer to General Reserve Fund	---	2658000.00
	---	---
Profit & Loss Account :		
Balance as per annexed account	7414508.87	30717723.80
	<u>16072508.87</u>	<u>36375723.80</u>

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

SCHEDULE - 'C' : FIXED ASSETS

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	AS AT 31.03.2008		ADDITIONS DURING THE YEAR	SOLD DURING THE YEAR	AS AT 31.03.2009		UP TO 31.03.2008	FOR THE YEAR	ADJUSTMENT DURING THE YEAR	UP TO 31.03.2009	AS AT 31.03.2009	AS AT 31.03.2008
	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.
Computer	1609719.40		---		195384	1414335.40	683955.40	366596.00	180392	870159.40	544176.00	925764.00
Vehicle	3293088.00		---		33007	3260081.00	1012205.00	590011.00	29605	1572611.00	1687470.00	2280883.00
Cranes	64312817.00		---		---	64312817.00	57111469.00	1502921.00	---	58614390.00	5698427.00	7201348.00
Furniture & Fixture	56155.00		---		---	56155.00	38479.00	3199.00	---	41678.00	14477.00	17676.00
Air Conditioners	37900.00		29000.00		19200	47700.00	16426.00	4524.00	13075	7875.00	39825.00	21474.00
Total	69309679.40		29000.00		247591	69091088.40	58862534.40	2467251.00	223072.00	61106713.40	7984375.00	10447145.00
Previous Year's Figures	67117981.00		2191698.40		---	69309679.40	55891176.00	2971358.40	---	58862534.40	10447145.00	

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Annexed to and forming part of the Balance Sheet as at 31st March, 2009

		As at 31st March, 2009		As at 31st March, 2008		
SCHEDULE - "D"						
INVESTMENTS :						
(Long Term - At Cost)						
Sl No.	Name of the Company	Face Value	No. of Shares	Amount Rs. P.	No. of Shares	Amount Rs. P.
Quoted Shares :						
1	Oil & Natural Gas Corporation Ltd. (2920 Shares Sold during the year)	10/-	--	--	2920	2889291.10
2	Infosys Technology Ltd. (3895 Shares Sold during the year)	5/-	--	--	3895	1524513.67
3	HDFC Bank Ltd. (5000 Shares Sold during the year)	10/-	--	--	5000	7110989.33
4	Bharti Airtel Ltd. (5000 Shares Sold during the year)	10/-	--	--	5000	4221036.75
5	United Spirit Ltd. (1100 Shares Purchased & 2100 Shares sold during the year)	10/-	--	--	1000	1736183.00
6	ICICI Bank Ltd. (5000 Shares Sold during the year)	10/-	--	--	5000	5357375.00
7	DLF Ltd. (10000 Shares Sold during the year)	2/-	--	--	10000	8272942.70
8	Dr. Reddy Ltd. (5000 Shares Sold during the year)	5/-	--	--	5000	2708593.10
9	Indian Hotels Ltd. (15000 Shares Purchased & 25000 Shares sold during the year)	1/-	--	--	10000	1253925.00
10	Sterlite Industries Ltd. (7277 Shares Purchased & 18277 Shares sold during the year)	2/-	--	--	11000	8628005.30
11	Sesagoa Ltd. (1000 Shares Sold during the year)	10/-	--	--	1000	3236602.20
12	Ranbaxy Ltd. (5000 Shares Sold during the year)	5/-	--	--	5000	2080268.00
12	Larsen & Toubro Ltd. (4000 Shares Purchased & 4000 Shares sold during the year)	5/-	--	--	--	--
12	Satyam Computers Ltd. (5000 Shares Purchased & 5000 Shares sold during the year)	5/-	--	--	--	--
				--	64815	49019725.15
Market Value of Quoted Shares				--		48347066.50

SCHEDULE - "E"

CLOSING STOCK :

(At Cost or Market Value whichever is lower)

Quoted Shares :

Kingfisher Airlines Ltd.	10/-	31000	1036950.00	--	--
Ranbaxy Laboratories Ltd.	5/-	5000	828500.00	--	--
Reliance Communications Ltd.	5/-	3800	664430.00	--	--
Siemens Ltd.	2/-	6000	1608600.00	--	--
Tata Steel Ltd.	10/-	67000	13795300.00	--	--
		112800	17933780.00	--	--
Market Value of Quoted Shares			17933780.00	--	--
Cost Price of Quoted Shares			49579393.18	--	--

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31ST MARCH, 2009

	AS AT		AS AT	
	31.03.2009		31.03.2008	
	Rs.	P.	Rs.	P.
SCHEDULE - 'F'				
Sundry Debtors :				
(Unsecured and considered good)				
Debts outstanding for a period more than six months	---		---	
Other Debts	6576063.92		3054167.00	
	6576063.92		3054167.00	

SCHEDULE - 'G'

Cash & Bank Balances :

Cash in hand (As Certified)	452023.00	494248.64
Balance with Scheduled Banks		
On Current Account	390825.54	643370.60
On Fixed Deposit Account	---	432000.00
On Unpaid Dividend Account (Partly Confirmed)	263251.00	191005.00
Interest Receivable on Fixed Deposit	---	145696.00
	1106099.54	1906320.24

SCHEDULE - 'H'

Loans & Advances :

(Unsecured and considered good)		
Unsecured Loans	1504875.00	---
(including interest receivable Rs. 4,875/-)		
Advances :		
(Recoverable in cash or in kind or for value to be received pending adjustments)		
	7008.75	5032.75
Prepaid	123098.00	115253.00
Advance against Leasehold Land	11600000.00	11600000.00
Tax Deducted at Source	2406575.00	1697048.00
Advance Payment of Income Tax	10083451.00	10057475.00
Advance Payment of FBT	150856.00	335432.00
Advance Payment of Wealth Tax	10779.00	---
Deposits	8000.00	8000.00
	25894642.75	23818240.75

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	For the year ended 31st March, 2009		For the year ended 31st March, 2008	
	Rs.	P.	Rs.	P.
SCHEDULE - 'I'				
Current Liabilities & Provisions :				
Current Liabilities				
Sundry Creditors	1028047.41		2462678.34	
Advances	---		925000.00	
Unpaid Dividend	263251.00		191005.00	
Due to Scheduled Bank				
Cheques over issued	140068.93		---	
	<u>1431367.34</u>		<u>3578683.34</u>	
Provisions :				
For Proposed Dividend	2970600.00		2970600.00	
For Tax on Proposed Dividend	504853.00		504853.00	
For Income Tax	13700000.00		14500000.00	
For Wealth Tax	17900.00		11000.00	
For Fringe Benefit Tax	302000.00		430000.00	
	<u>17495353.00</u>		<u>18416453.00</u>	
	<u>18926720.34</u>		<u>21995136.34</u>	

SCHEDULE - 'J'

Interest :

On Loans (Gross Tax deducted at source Rs. 11,093/-, Previous year Rs. Nil)	53852.00		---	
From Banks (Gross Tax deducted at source Rs. 85,309/-, Previous year Rs. 86,153/-)	422396.00		414821.00	
	<u>476248.00</u>		<u>414821.00</u>	

SCHEDULE - 'K'

Other Income :

Dividend				
From Long Term Investments	---		433580.00	
From Current Investments	742800.00		---	
(Gross Tax deducted at source Rs. Nil Previous year Rs. Nil)				
Balances Written Back	2860000.00		---	
Prior Period Income	135000.00		---	
	<u>3737800.00</u>		<u>433580.00</u>	

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	For the year ended 31st March, 2009	For the year ended 31st March, 2008
	Rs. P.	Rs. P.
SCHEDULE - 'L'		
Administrative & Other Expenses :		
Salaries & Allowances	4530637.00	3377097.00
Employer's Contribution to PF (Including Administrative Charges)	23032.00	22650.00
Staff Welfare Expenses	83897.00	76613.75
Travelling & Conveyance	2092857.24	1983334.90
Postage, Telegram & Telephones	193807.04	185791.18
Diesel Consumption	990244.10	3119850.72
Legal & Professional Charges	72850.00	214661.00
Directors' Remuneration	1080000.00	540000.00
Auditors' Remuneration :		
For Audit Fee	29750.00	33427.00
For Tax Audit Fee	6000.00	6742.00
Printing & Stationery	116118.00	328949.00
Miscellaneous Expenses	290596.76	297600.73
Repairs & Maintenance	8038637.64	5165305.08
Business Promotion Expenses	---	39750.00
Vehicle Maintenance	325843.70	301286.50
Rent	91200.00	98400.00
Filing Fee	5000.00	603500.00
Bank charges	24644.33	13012.98
Advertisement	5250.28	6173.00
Listing Fee	21584.00	20500.00
Service Charges	84990.00	8985.00
Survey Expenses	---	2084932.00
Insurance	154619.00	165866.00
Donation	---	500000.00
Keyman Insurance	389835.00	705817.00
Loss on Sale of Fixed Assets	8019.00	---
Speculation Loss	134760.33	---
Share Registrars' Fee	33481.00	15468.00
Rates & Taxes	1094269.00	260400.00
Prior Period Expenses	---	6283.00
	19921922.42	20182395.84

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

SCHEDULE - - - "M" - NOTES ON ACCOUNTS

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009 AND THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE.

1 Significant Accounting Policies

i) **Fixed Assets :**

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

ii) **Depreciation :**

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

iii) **Investments :**

Investment are valued at cost.

iv) **Inventories :**

Stores & spares parts has been valued at cost on FIFO basis. Quoted Shares are valued at Cost or Market value whichever is lower. Unquoted shares are valued at cost. Cost is generally determined on average cost basis. Market value is based on the available market price. Inventories are taken, valued & certified by the management.

v) **Employees Benefits :**

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

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

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

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

e) 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.

vi) **Expenses :**

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

vii) **Claims :**

Claims have been accounted for on receipt basis.

viii) **Foreign Exchange Transaction :**

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

Realised gains/losses on foreign exchange transaction are recognised in the Profit and Loss Account 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.

ix) **Contingent Liabilities :**

Contingent liabilities are disclosed by way of notes on the Balance Sheet.

x) **Recognition of Income & Expenditure:**

All Income and Expenditure are accounted for on accrual basis except otherwise stated.

xi) **Taxation :**

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.

Contd. 2

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

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.

Fringe Benefit Tax are accounted for on estimated value of Fringe Benefit for the period as per provisions of the Income Tax Act.

- 2 All Investments are long term Investments which have been valued at cost. The market value of the investments in shares and securities have been substantially eroded due to prevailing depressed market condition. The same being temporary in nature in the opinion of the management, no provision for diminution of the value of Long Term Investments (Quoted) as appearing in Schedule - D amounting to Rs. Nil (previous year Rs. 51,16,194/-) has been made in the books of accounts.

- 3 Contingent liabilities not provided for :

Estimated amount of contractd remaining to be executed on capital account and not provided for Rs. 1,16,00,000/- (Previous year Rs. 1,16,00,000/-) Advance there against Rs. 1,16,00,000/- (Previous year Rs. 1,16,00,000/-)

- 4 **Quantitative Informations :**

	31.03.2009			31.03.2008		
	Quantity	Amount		Quantity	Amount	
	Nos.	Rs.	P.	Nos.	Rs.	P.
(i) Shares & Debentures						
Opening Stock	—			—		
Purchases	128800	50847533.18		—		
Sales	16000	1084302.35		—		
Closing Stock	112800	17933780.00		—		
(ii) Consumption of Stores & Spare Parts						
Indigenous	90.69%	6154184.73		94.96%	4736311.71	
Imported	9.31%	631425.17		5.04%	251404.37	
	<u>100.00%</u>	<u>6785609.90</u>		<u>100.00%</u>	<u>4987716.08</u>	

- 5 Travelling and Conveyance expenses include Directors' travelling Rs. 19,66,695/- (Previous year Rs. 18,95,423/-).

- 6 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.

- 7 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 :

	2008 - 09	2007 - 08
Provident Fund	6,203	6,122
Pension Fund	14,097	13,840
Employees Deposit Link Insurance	846	834

- 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.

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

- 8 Crane hire charges have been shown net after deducting LD charges & credit notes as certified by the management
- 9 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.

10 Loans & Advances (given) include :

	Balance as at 31st March, 2009		Maximum balance due at any time during the year	
	Rs.	P.	Rs.	P.
Due from companies in which directors are directors				
Sagar International Ltd.	Nil		Nil	
	(Nil)		(6900000.00)	
Rvs Shares & Stock Broking Services Pvt. Ltd.	Nil		Nil	
	(Nil)		(955000.00)	

11 Earnings per share (EPS). The numerators and denominators used to calculate basic & diluted earnings per share.

		2007-2008	2006-2007
		Rs.	Rs.
Profit attributable to the shareholders	A	(17047297)	28979691
Basic/weighted average number of equity shares Outstanding during the year	B	2970600	2970600
Nominal value of equity shares		10	10
Basic/diluted earnings per share	A/B	(5.74)	9.76

12 Income & Expenditure in Foreign Exchange

a. **Income :**

Income in foreign currency on account of Commission Received Rs. Nil (Previous year Rs. 3,15,34,987/-), Reimbursement of Tender Fee Rs. 1,46,208/- (Previous year Rs. 1,89,299/-).

b. **Expenditure :**

Expenditure in foreign currency on account of Travelling Expenses Rs. 9,44,475/- (Previous year Rs. 7,63,370/-) and Cost of spare parts Rs. 4,99,706/- (Previous year Rs. 1,88,207/-), & Tender Fee Rs. 1,89,851/- (Previous year Rs.2,03,784/-).

13 Segment reporting

Segment have been identified as per accounting standards as per segment reporting (As 17) taking into account the organization structure as well as differential risks and returns of these segments.

The company has disclosed Hiring of Equipments, financial services and Commission as primary segment.

The geographical segmentation is not relevant as there is no export activity.

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

	Rupees in Lakh			
	Hiring of Equipments	Commission Received	Financial Services	Total
	Rs.	Rs.	Rs.	Rs.
Revenues	248.49	11.76	102.72	362.97
Identifiable Operating Expenses	206.21	10.15	339.41	555.77
Segmental Operating Income	42.28	1.61	-236.69	-192.8
Unallocable Expenses				4.15
Total Profit before tax				-196.95
Less: Taxes (Income Tax, FBT, Wealth Tax & deferred Tax)				26.48
Net profit after taxes				-170.47

14 As at March 31, 2009, 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)

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

- 15 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 (as certified by the management and relied upon by the auditors).

Where Control exists : Sagarmal Ramesh Kumar Pvt. Ltd.
 : Sagarmal Suresh Kumar Pvt. Ltd.
 : RVS Shares & Stock Broking Services Pvt. Ltd.

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

a) Transaction during the year with related parties.

Nature of transactions	Where Contol Exists	Key Management Personnel	Total
	Rs.	Rs.	Rs.
Loan taken	3640000 (6475000)	1030000 (240000)	4670000 (6715000)
Loan refunded (taken)	3640000 (6475000)	1030000 (240000)	4670000 (6715000)
Loan given	— (—)	— (—)	— (—)
Loan refunded (given)	— (—)	— (—)	— (—)
Interest Paid	4793 (155476)	— (—)	4793 (155476)
Rent Paid	— (—)	14400 (14400)	14400 (14400)
Directors' Remuneration	— (—)	1080000 (540000)	1080000 (540000)
Outstanding balance			
At the beginnig of the year			
Loan Taken	— (—)	— (—)	— (—)
At the end of the year			
Loan Taken	— (—)	— (—)	— (—)

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

- 16 Directors' remuneration include payment to Whole Time Directors

	2008 -2009	2007 -2008
	Rs.	Rs.
Salaries & Allowances	1,080,000	540,000

- 17 Keyman Insurance Rs. 3,89,835/- (previous year Rs. 7,05,817/-) is for the payment of insurance for whole time directors and accounted for on payment basis.
- 18 Unpaid dividend account does not include any amounts due and outstanding, to be credited Investor Education and Protection Fund.

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

19 Major components of deferred tax assets and liabilities arising on account of timing difference are:

	2008 - 2009		2007 - 2008	
	Assets (Rs)	Liabilities (Rs)	Assets (Rs)	Liabilities (Rs)
Timing difference in Depreciable Assets	--	97000	--	370000
Carried Forward Losses	5024000			
	5024000	97000	---	370000
Provision for Deferred Tax (Net)	5297000		235000	

20 Survey Expenses include

Nature of Expenses	2008 - 2009	2007 - 2008
Equipment hire charges	---	88700.00
Compensation Paid	---	1753000.00
Car hire Charges	---	85950.00
Labour Charges	---	80167.00
Supervision Charges	---	62500.00
Miscellaneous Expenses	---	14615.00
	---	2084932.00

21 Previous year's figures have been re-arranged and regrouped wherever considered necessary.

22 BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:

I	Registration No.	39462 of 1985	State Code	21
	Balance Sheet Date	31.03.2009		
II	Capital raised during the year (Amount in Rs. thousands)			
	Public Issue	Nil	Right Issue	Nil
	Bonus Issue	Nil	Private Placement	Nil
III	Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)			
	Total Liabilities	64867	Total Assets	64867
	Source of Funds :			
	Paid up Capital	29868	Reserves and Surplus	16072
	Secured Loans	Nil	Unsecured Loans	Nil
	Deferred Tax Liabilities	Nil		
	Application of Funds :			
	Net Fixed Assets	7984	Investments	Nil
	Net Current Assets	33029	Deferred Tax Assets	4927
	Misc. Expenditure	Nil		
IV	Performance of Company (Amount in Rs. thousands)			
	Turnover & Other Income	36297	Total Expenditure	55992
	Loss before Tax	(19695)	Profit after Tax	(17047)
	Earning per share in Rs.	(5.74)	Dividend %	10%

Generic Names of Three Principal Products/Services of Company

(as per monetary terms)

Item Code

Not Applicable

Product Description

Hiring of Equipments, Services rendered, Investments and Finance,

For and on behalf of the board.

S. M. JHANWAR
Director

R. JHANWAR
Director

S. JHANWAR
Director

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

	2008 - 2009	2007 - 2008
	Rs.	Rs.
A Cash Flow from Operating Activities		
Net Profit before Tax and extra-ordinary items	-19695397	40115691
Adjustment for :		
Depreciation	2467251	2971358
Foreign Exchange	---	---
Investments	---	---
Interest/Dividend	(1211911)	(692925)
Profit on Sale of Investments	(4973455)	(9246042)
Loss on Sale of Investments	682518	---
Loss on Sale of Fixed Assets	8019	---
Balances Written off	(2860000)	---
Preliminary & Share Issue Expenses Written Off	---	---
Operating Profit before Working Capital Changes	(5887578)	(6967609)
Adjustment for :		
Trade and other receivable	(3531718)	(10701331)
Inventories	(18015786)	179368
Trade Payable	572615	(34936)
	(20974889)	(10556899)
Cash Generated from Operation	(46557864)	22591183
Interest Paid	(7137)	(155476)
Direct Taxes Paid	(3912171)	(10564663)
	(3919308)	(10720139)
Cash Flow before Extra-Ordinary Items	(50477172)	11871044
Extra-Ordinary Items	---	---
Net Cash from Operating Activities	(50477172)	11871044
B Cash Flow from Investing Activities :		
Purchase of Fixed Assets	(29000)	(2191698)
Sale of Fixed Assets	16500	---
Acquisitions of Companies	---	---
Purchase of Investments	(18465211)	(52301402)
Sale of Investments	71775874	47696850
Interest Received	476248	414821
Dividend Received	742800	433580
	54517211	(5947849)
Net Cash used in Investing Activities	4040039	5923195

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

	2008 - 2009	2007 - 2008
	Rs.	Rs.
Brought Forward	4040039	5923195
C Cash Flow from Financing Activities:		
Proceeds from Short Term Borrowings	---	---
Short Term Loans & Advances	(1504875)	---
Dividend (including Dividend Tax)	(3475453)	(3475453)
Net Cash used in Financing Activities	(4980328)	(3475453)
	(940289)	2447742
Net increase in Cash and Cash Equivalents		
Cash and Cash Equivalents as		
At 01.04.2008	1906320	(541422)
Cash and Cash Equivalents as		
At 31.03.2009	966031	1906320
	(940289)	2447742

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

For DANGI JAIN & COMPANY
Chartered Accountants,

(S. K. DANGI)

Partner.

Membership # 12529
2, India Exchange Place,
Kolkata, the 27th day of August, 2009.

S. M. JHANWAR

R. JHANWAR | Directors

S. JHANWAR

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2008-2009

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

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company truly believes in independence, responsibility, transparency, professionalism, accountability and code of ethics, which are basic principles of corporate governance. The Company always stressed in achieving optimum performance at all levels by adopting and adhering to best corporate governance as a means to maximize long-term stakeholders' value through sustained growth and value creation.

The Company always strives hard to achieve establishment of internal controls and risk management and external communication; and high standards of safety, health and environment management, accounting, fidelity, product and service quality. The Company also believes that for a company to succeed, it must consistently maintain commendable standards of corporate conduct towards its employees, customers and society.

2. BOARD OF DIRECTORS:

The Company has an Executive Chairman and the number of Independent & Non Executive Director is half of the total number of Directors. None of the Directors on the Board is a member of more than 10 committees and also Chairman of more than 5 committees (as specified in clause 49), across all the Companies in which he is a Director.

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

Name	Category	No. of Board Meetings attended during 2008-09	Whether attended AGM held on 30 th September, 2008	No. of Directorships in other Companies		No of Committee positions held in other Companies	
				Chair man	Member	Chair man	Member
Ramesh Jhanwar (Chairman)	Non-Independent Executive	14	Yes	3	1	--	--
Suresh Jhanwar	Non-Independent Executive	14	Yes	2	3	--	--
Sagarmal Jhanwar	Promoter Non-Independent Executive	14	Yes	--	2	--	--
Vikash Shraff	Independent Non-Executive	14	Yes	--	1	--	3
Tarun Daga	Independent Non-Executive	7	Yes	--	--	2	1
Archan Seth	Independent Non-Executive	14	Yes	--	--	--	--

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Fourteen Board Meetings were held during the year 2008-09 and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:-

30.04.2008, 12.06.2008, 23.06.2008, 01.07.2008, 16.07.2008, 30.07.2008, 04.08.2008, 18.08.2008, 29.08.2008, 12.09.2008, 24.09.2008, 30.10.2008, 30.01.2009 and 04.03.2009.

The information as required under Annexure 1 to Clause 49 is made available to the Board. Sri Sagarmal Jhanwar and Sri Archan Seth are liable to retire by rotation and being eligible offer themselves for reappointment. Information as required under Clause 49(VI) of the listing Agreement is annexed to the Notice of the Annual General Meeting.

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.

3. AUDIT COMMITTEE:

Five Audit Committee Meetings were held during the Year 2008-09. The dates on which the said meeting were held are 30.04.2008, 30.07.2008, 29.08.2008, 30.10.2008 and 30.01.2009. Executive Directors of the Company were invited to the Audit Committee from time to time.

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.
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.

The Chairman of the Audit Committee Mr. Archan Seth was present at the Annual General Meeting as held on 30th September, 2008.

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 attended during the year 2008-09
Archan Seth (Chairman)	Non Executive, Independent	5
Vikash Shraff	Non Executive, Independent	5
Tarun Daga	Non Executive, Independent	5

The necessary quorum was present at the Meeting.

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

4. REMUNERATION COMMITTEE:

Remuneration Committee consists of the Non-Executive Directors Sri Vikash Shraff, Sri Tarun Daga & Sri Archan Seth (Chairman) and the committee is to function in the manner & deal with the matters as required under the applicable provisions of laws and Clause 49 of the listing Agreements. During the Year, one Remuneration Committee meeting was held on 29.08.2008.

Details of Remuneration paid to Executive Directors for Financial Year 2008-2009.

Name and Term of Service	Salary	Total
Sagarmal Jhanwar (01.04.2008 – 31.03.2009)	360,000.00	360,000.00
Ramesh Jhanwar (01.04.2008 – 31.03.2009)	360,000.00	360,000.00
Suresh Jhanwar (01.04.2008 – 31.03.2009)	360,000.00	360,000.00
Total	1,080,000.00	1,080,000.00

Remuneration Policy:

Remuneration of employee largely consists of basic remuneration, perquisites and performance incentives.

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

Details of Remuneration for the year ended 31st March, 2009:

No remuneration & salary is paid to Non-Executive Directors.

5. SHARE HOLDER'S / INVESTORS GRIEVANCE COMMITTEE:

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

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

Four meeting of the Investors' Grievance Committee were held during the Year 2008-09. The date on which the said meetings were held are 30.04.2008, 30.07.2008, 30.10.2008, 30.01.2009. The composition of the Investor's Grievance Committee and details of the meetings attended by the Directors are given below :-

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Name of Members	Category	No. of meetings attended during the year 2008-09.
Mr. Archan Seth (Chairman)	Non-Executive, Independent	4
Mr. Tarun Daga	Non-Executive, Independent	4
Mr. Vikash Shraff	Non-Executive, Independent	4

Name, Designation & Address of Compliance Officer :-

Jaydeb Pramanick --- Accountant,
2, Clive Ghat Street, 2nd Floor, Room No. 8 & 9, Kolkata – 700 001, Phone: 033-22315592.

No complaints were received from Shareholders during the period under review and no complaints /Queries and Share transfer has been pending as on 31st March 2008. All requests for dematerialization of shares as on that date were confirmed /rejected to the NSDL /CDSL system.

6. GENERAL BODY MEETING

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

Year	AGM / EGM	Venue	Day & Date	Time
2008-2009	AGM	The Spring Club, 5 J B S Halden Avenue (formerly E. M. Bypass), Kolkata – 700 105	Friday 30 th September, 2008.	12 Noon
2007-2008	AGM	2, Clive Ghat Street, 2 nd Floor, Room No. 8 & 9, Kolkata – 700 001.	Friday 28/09/2007	12 Noon
2006-2007	AGM	2, Clive Ghat Street, 2 nd Floor, Room No. 8 & 9, Kolkata – 700 001.	Thursday 21/09/2006	12 Noon

Whether Special Resolution :-

- | | |
|--|----|
| (a) Were put through Postal Ballot last year | No |
| Details of voting pattern | NA |
| Person who conducted the postal Ballot exercise | NA |
| (b) Are proposed to be conducted through postal Ballot | No |
| Procedure for postal Ballot | NA |

7. DISCLOSURES :-

(a) Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at a large :

There is no material transactions with any related party which may have potential conflict with the interests of the company at large. However the Co. 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 party are disclosed in Note No. 15 of scheduled “M” to the Notes of the Accounts.

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

CEO / CFO Certificate

The Managing Director and Chief Financial Officer of the Company have given a certificate to the Board of Directors as prescribed under clause 49 of the Listing Agreement for the year ended 31st March, 2009.

Secretarial Audit

A qualified company Secretary carried out Secretarial Audit under Clause 55 and Share Transfer Audit under Clause 47 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.

8. 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 :	The Echo of India (English), Arthik 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.

9. GENERAL SHAREHOLDER INFORMATION

a)	24 th AGM : Date, Time and Venue	Date: 23 rd September, 2009. Time: 12 Noon. Venue: The Spring Club, 5 J B S Halder Avenue (formerly E. M. Bypass), Kolkata – 700105.
b)	Financial Calendar (tentative) Financial reporting for the quarter ending June 30, 2009	End July, 2009.
	Financial reporting for the quarter ending September 30, 2009	End October, 2009.
	Financial reporting for the quarter ending December 31, 2009	End January, 2010.
	Financial reporting for the quarter ending March 31, 2009.	End April, 2010.
	Annual general Meeting for the year ending March 31, 2010.	End week of September, 2009.
c)	Book closure period	From 17 day of September, 2009 to 23 day of September, 2009 (both days inclusive)
d)	Dividend Payment Date	On or after 23 rd September, 2009.
e)	Listing on Stock Exchanges and Stock Code (Physical) The Company's securities are listed at :	
	1 Bombay Stock Exchange Ltd. - Mumbai (Stock Code – TRISHEL-531279)	
	2 The Calcutta Stock Exchange Association Ltd. Kolkata. (Stock Code – TRISHEL 10030166)	
	Annual Listing Fees for all the Stock Exchanges have been paid for the year 2009-	

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

	2010. The company has also paid the Annual Custodian Fees to both the Depositories.
f)	International Securities Identification Number : INE238C01014

g) Stock Market Data:

High and low prices of the Company's shares from April 2008 to March 2009 as given below:-

Month	High (Rs.) Company's Price	Low (Rs.) Company's Price
April, 2008	41.00	33.00
May, 2008	53.95	33.30
June, 2008	43.90	31.10
July, 2008	40.00	30.05
August, 2008	39.25	31.85
September, 2008	40.50	24.00
October, 2008	27.35	12.00
November, 2008	19.95	13.75
December, 2008	18.05	13.75
January, 2009	18.95	10.95
February, 2009	15.90	10.42
March, 2009	17.85	13.00

h)	Registrar & Transfer Agents	MCS Limited 77/2A, Hazra Road, Kolkata - 700 029 Tele : 2454-1892/1893 Fax : 2474-7674
i)	Share Transfer System	Shares lodged for transfer at the Registrar's address & are normally processed within 7-10 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of shares are processed and the confirmation is given to the depositories within 15 days. Senior Executives of the Company and the compliance officer are empowered to approve transfer of shares. Grievances received from Members and other miscellaneous correspondence on change of address, mandates etc. are processed by the Registrars within 21 days.

j) DISTRIBUTION OF SHARE HOLDINGS AS ON 31.03.2009 :

Range of Ordinary Shares	No. of shares	% to Capital	No. of Holders	% of Holders
1 to 500	118142	3.9770	710	75.6930
501 to 1000	96646	3.2534	116	12.3667
1001 to 10000	263893	8.8835	85	9.0617
Above 10000	2491919	83.8861	27	2.8785
Total	2970600	100.00	938	100.00

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

k) SHARE HOLDING PATTERN AS ON 31.03.2009 :

Name of the Shareholder	No. of Shares Held	% Holding
Promoter	953019	32.0817
Bodies Corporate	1447297	48.7207
FI's	--	---
Nationalised Banks	--	--
Mutual Funds	--	--
FII's	--	--
NRI and OBC	9673	0.3256
Individuals	560611	18.872
Total	2970600	100.00

l) DEMATERIALIZATION OF SHARES & LIQUIDITY :

Electronic holding by members comprises 97.44 % of the paid up Equity Share Capital of the Company, held through the National Securities Depository Limited (93.59%) and Central Depository Securities (India) Limited (3.85%) as on March 31, 2009.

m) OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY EQUITY :
None.

n)	PLANT LOCATION	The company has only one Service Division and the same is located at :- C/O Larsen & Toubro Limited, Cairn Energy Project – Barmer, Rajasthan
o)	ADDRESS FOR CORRESPONDENCE	REGISTERED OFFICE : 2, Clive Ghat Street, "SAGAR ESTATE", 2 nd Floor, Room No. 8 & 9, Kolkata – 700 001

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Secretarial Certificate on compliance with the conditions of Corporate Governance under clause 49 of the Listing Agreement.

To,
The Members of
Trishakti Electronics & Industries Limited
Kolkata.

We have read the Report of the Board of Directors on Corporate Governance and examined the relevant records relating to compliance of conditions of Corporate Governance by M/s Trishakti Electronics & Industries Limited ("the Company") for the year ended on 31st March, 2009, as stipulated in Clause 49 of the listing Agreement of the said Company with the Stock Exchanges in India.

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

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

We state that in respect of investor grievances received during the year ended 31st March, 2009 no investor grievance was pending against the Company as per the records maintained by the Shareholders / Investors' Grievance Committee of the Company.

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

Kolkata, 27th the day of August, 2009.

For MR & ASSOCIATES
Company Secretaries

(M. R. Goenka)
Partner.
Membership No. 11121
CP No - 2551

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

CEO / CFO Certificate under Clause 49 of the Listing Agreement

I, Ramesh Jhanwar, Managing Director and Prakash Kumar Kamkar, Chief Financial Officer of M/s Trishakti Electronics & Industries Limited hereby certify to board that:

- a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2009 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 are 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

.....
Prakash Kumar Kamkar.
Chief Financial Officer

Date: 27/08/2009.
Place: Kolkata.

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.

I confirm that the Company has in respect of the financial year ended 31st March, 2009, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Executive Directors as on 31st March, 2009.

Kolkata, the 27th day of August, 2009

Ramesh Jhanwar
Managing Director

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

“Sagar Estate”, 2, Clive Ghat Street, 2nd Floor
Room No. 8 & 9, Kolkata – 700 001

PROXY

Folio No.:

I/We

of

being a members of Trishakti Electronics & Industries Limited and entitled to

Votes, hereby appoint

..... ofor

failing him / her or

.....or

failing him / her or

.....

as my/our Proxy to attend and vote for me/us, and on my/our behalf at the 24th Annual General Meeting of company, to be held on Wednesday 23rd September, 2009 at the Spring Club, 5, J.B.S. Holden Avenue (Formerly E.M.Byepass) Kolkata – 700 105 at 12.00 Noon.

As witness my hand/our hands this day of2009.

Signed by the said

In the presence of

Note: The Proxy must be deposited at the Registered Office of the Company at “Sagar Estate” 2, Clive Ghat Street, 2nd Floor, Room no. 8 & 9, Kolkata – 700 001, not less than 48 hours before the time of holding the meeting.

ATTENDENCE SLIP

Please complete this attendance slip and hand it over at the entrance of the Meeting Hall.

Folio No.

No of Share(s) held

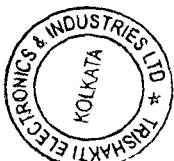
Signature of the Shareholder(s) or Proxy

I/We hereby record my / our presence at the

24th ANNUAL GENERAL MEETING OF Trishakti

Electronics & Industries Limited for the financial year

2008-2009.



2, CLIVE GHAT STREET
2ND, FLOOR (SAGAR ESTATE)
ROOM NO. 8 & 9
KOLKATA - 700001