

27th  
Annual Report  
2011-2012

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**TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED**

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# ***Trishakti Electronics & Industries Limited***

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## **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

## **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

## NOTICE

NOTICE is hereby given that the 27<sup>th</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 Friday, the 28<sup>th</sup> day of September, 2012 at 11.00 A.M. to transact the following business :

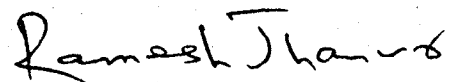
1. To receive, consider and adopt Directors' Report and Auditors' Report and the Audited Balance Sheet as at 31<sup>st</sup> March, 2012 and Profit & Loss Account for the year ended on that date together with Secretarial compliance certificate thereon.
2. To appoint a Director in place of Sri Sagarmal 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 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 2012-2013 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, 2<sup>nd</sup> Floor,  
Kolkata - 700 001.

Dated: 31<sup>st</sup> day of July , 2012

**By Order of the Board of Directors**



(RAMESH JHANWAR)

Director

**NOTES**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her and such proxy need not be a shareholder. The proxies should, however, be deposited at the Registered Office of the company not later than 48 hours before the commencement of the meeting.
2. Members are requested to immediately notify any change in their address to the Registrar Share Transfer agent of the Company M/s. MCS Limited, 77/2A, Hazra Road, Kolkata – 700 025 in all correspondence with the Company, members are requested to quote their Account / Folio Numbers.
3. The Register of Members and share Transfer Books of Company will be closed from 22<sup>nd</sup> September, 2012 to 28<sup>th</sup> September, 2012 (both days inclusive).
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write their folio No. in the attendance slip for attending the meeting.
5. All documents referred to in the accompanying Notice are open for inspection at the registered office of the Company on all working days except Saturday & Sunday between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. Shareholders are requested to notify their Bank particulars giving the name of the Bank and the branch and the nature of account and also any change of address to the Company's Registrar and Share Transfer Agent, M/s. MCS Ltd. Shareholders are hereby intimated that under instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholder has become mandatory.
7. Shareholders are hereby informed that the Bank particulars given by them at the time of opening a depository account will be used by the Company for printing on the dividend warrants. This would ensure that the dividend warrants cannot be deposited in any account other than the one specified on the warrants. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants. The bank mandate for shares held in physical form will not be applied for shares held in electronic form.
8. Section 109 A of the Companies Act, 1956 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form 2B, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
9. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. MCS Ltd., the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.

Information required to be furnished under the listing Agreement :

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

1. **Name** : **Sri Archan Seth.**  
**Age** : 38 years.  
**Qualification** : B. Com (Calcutta University).  
**Experience** : He has experience in Stock and Money Market, Interior Decoration Business in overall Business Administration & Management.  
**Date of Appointment** : 01.08.2006  
**Other company's Directorship** : Nil.
2. **Name** : **Sri Sagarmal Jhanwar.**  
**Age** : 62 years.  
**Qualification** : B. Com.  
**Experience** : He is a Commerce Graduate having experience for about 38 years in the Financial and Industrial Sector. He is well versed with Financial matter and overall business operations of the Company and has been associated with them for about 8 years. He has overall experience of Investment in Shares and Securities Business and Money Market for about 38 years & 14 years experience in Crane Chartered hiring Business and 13 years experience in Oilfield & Industrial Supply.  
**Date of Appointment** : 09.09.1985  
**Other company's Directorship** : Sagarmal Suresh Kumar Pvt. Ltd.  
Sagarmal Ramesh Kumar Pvt. Ltd.  
Sagar International Ltd  
S M Corporate Financial Consultants (P) Ltd.

**DIRECTORS' REPORT****TO THE SHAREHOLDERS :**

Your Directors submit herewith their 27<sup>th</sup> Annual Report together with the Audited Accounts of the company for the year ended 31<sup>st</sup> March, 2012.

**FINANCIAL RESULTS:**

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

	<b>This Year</b>		<b>Previous Year</b>	
	<b>Rs.</b>	<b>P.</b>	<b>Rs.</b>	<b>P.</b>
Profile for the year	6838429		46,05,312	
Provision for				
Income Tax	(1400000)		(850,000)	
Deferred Tax	(4614000)		(469,000)	
Profit after Taxation	824429		3286312	
Appropriation for Income Tax for earlier year	(43196)		(358697)	
Adjustment for Fringe Benefit Tax for earlier year	Nil		(33462)	
Transfer to General Reserve	(165000)		(650000)	
Balance brought forward from previous year	22523063		20279090	
Balance at the end of the year :	35912296		22523063	

**PERFORMANCE :**

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

During the year the sales Rs. Nil (Previous year Rs. 12777919.76) interest income Rs. 3449325/- (Previous Year Rs. 1574403/-), Crane Hire Charges Rs. 16610493/- (Previous Year Rs. 10959322.71), Profit-on Sale of Investment Rs. 699929/- (Previous Year Rs. 3397081.78), Dividend Rs. 30000/- (Previous Year Rs. 46217/-) Crane Mobilization Charges Rs. 270000/- (Previous Year Rs. 15000/-) and other income was Rs. 59911/- (Previous Year Rs. 144713.04).

**OUTLOOK ON OPPERTUNITIES :**

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

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

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

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

**EMPLOYEES :**

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

**DIRECTORS RESPONSIBILITIES STATEMENT :**

Pursuant to section 217(2AA) of Companies Act, 1956, the directors confirm the following in respect of the audited annual accounts for the year ended 31<sup>st</sup> March, 2012 :

- 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 31<sup>st</sup> March, 2012 and the Profit of the company for the period ended 31<sup>st</sup> March, 2012.
- 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 :**

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



## **CORPORATE GOVERNANCE :**

Pursuant to clause 49 of the Listing Agreement with the Stock Exchange we have complied with the recommendation of the committee on corporate governance constituted by the Securities and Exchange Board of India (SEBI). For fiscal year 2012, the compliance report is provided in the Corporate Governance Report section of this annual report. The company secretary's Certificate on compliance with the mandatory recommendations of the committee is Annexed to this report.

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

## **SECRETARIAL COMPLIANCE CERTIFICATE**

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

## **CODE OF CONDUCT**

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

## **LISTING AT STOCK EXCHANGE**

The Equity shares of the company continue to be listed on Bombay Stock Exchange Limited and Calcutta stock exchange Ltd. The annual listing fees for the year 2012-13 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 2012-13 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, 2<sup>nd</sup> Floor,  
Kolkata - 700001  
Dated: 31<sup>st</sup> Day of July , 2012.



**RAMESH JHANWAR**  
Director

**Annexure to Directors' Report**

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

	<u>2011-2012</u>	<u>2010-2011</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 -		
(i) Foreign exchange spent :		
(a) Travelling Expenses	11,78,295	3,67,835
(b) Cost of spare parts	Nil	3,00,728
(c) Claim Paid	Nil	Nil
(d) Tender Fees	Nil	41,671
(ii) Foreign exchange earned :		
(a) Commission Received	Nil	Nil
(b) Reimbursement of Tender Fees	Nil	Nil

**MR & Associates**

Company Secretaries  
46, B. B. Ganguly Street  
Kolkata 700012  
Mobile # 9831074332

**SECRETARIAL COMPLIANCE CERTIFICATE**

To  
The Members,  
M/s. Trishakti Electronics & Industries Limited  
2, Clive Ghat Street,  
2nd Floor, Room No. 8 & 9  
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 31<sup>st</sup> March, 2012(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 8 times respectively on 30.04.2011, 07.06.2011, 29.07.2011, 12.08.2011, 29.10.2011, 02.12.2011, 31.01.2012 and 19.03.2012 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 23.09.2011 to 29.09.2011 and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2011 was held on 29<sup>th</sup> September, 2011 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 held during the financial year.
8. As per the information given to me the company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The company has complied the provision of section 297 in respect of contracts failing within the provisions of Section 297 of the Act.

MR &amp; Associates

Continuation Sheet...

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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) Not Delivered all certificates, if any, on allotment/ transfer/ transmission, of securities during the financial year in due time.
  - (ii) Not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
  - (iii) Not posted warrants to any member of the company as no dividend was declared during the financial year.
  - (iv) Informed to us that the company has not transferred any amount to the Investors Education and Protection Fund.
  - (v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted. 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 whole time directors 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.

MR & Associates

Continuation Sheet...

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22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. As per the information and explanations given to us the company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975 during the financial year.
24. The company has not made any borrowings during the financial year ended 31<sup>st</sup> March, 2012.
25. The company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose during the financial year.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its articles of association during the financial year.
31. There was/were no prosecution initiated against or show cause notices received by the company, during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has complied the rules of the Provident Fund during the financial year as the provisions of the act as per the information given to us.

For MR & Associates  
Company Secretaries

  
Partner

Place : Kolkata  
Date : 31.07.2012

C. P. No. : 2551

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

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

**ANNEXURE - 'B'**

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

Sl No.	Form Return	No/ u/s.	Filed u/s.	For Filed on	Filed Date	In Due	Additional Filling Paid	Fees
(i)	Form No. 20B	161		For 31.03.2011 held AGM on 29.09.2011 filed on 10.11.2011		Yes	No	
(ii)	Form No.23AC/ACA	220		For 31.03.2011 hend AGM on 29.09.2011 filed on 25.11.2011		Yes	No	
(iii)	Form No. 66	383A		For 31.03.2011 hand AGM on 29.09-2011 filed on 12.10.2011		Yes	No	
(iv)	Form No. 25C	269		For re-appointment of Whole-Time Director as on 01.04.2011 filed on 06.04.2011		Yes	No	
(v)	Form No. 25C	269		For re-appointment of Whole-Time Director as on 01.04.2011 filed on 06.04.2011		es	No	
(vi)	Form No. 25C	269		For re-appointment of Whole-Time Director as on 01.04.2011 filed on 06.04.2011		Yes	No	

## MANAGEMENT DISCUSSION & ANALYSIS

### INDUSTRY STRUCTURE AND DEVELOPMENTS :

The Indian economy for the year 2011-12 is looking forward to a positive growth and fiscal consolidation. The overall growth of Gross Domestic Product (GDP) at factor cost at constant prices, as per Advance Estimates, was 8.6 per cent in 2010-11. The Centre for Monitoring Indian Economy expected the economy to grow at 9 per cent with an outside band of +/- 0.25 per cent in 2011-12.

The global economy too has started showing signs of revival after facing unparalleled pressure by way of economic crises. The oil industry has recovered strongly during fiscal year 2011-12 and higher oil production also resulted in lower spare capacity and consequently putting upward pressure on prices. The Oil exploration Industry witnessed a resurgent phase of modernization, expansion and consolidation, mainly through mergers and acquisition. The achievement will open tremendous approach to the Crane Industry.

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

To receive, consider and adopt Directors' Report and Auditors' Report and the Audited Balance Sheet as at 31<sup>st</sup> March, 2012 and Profit & Loss Account for the year ended on that date together with Secretarial compliance certificate thereon.

### OPPORTUNITIES AND THREATS :

The early signs of an economy recovery are expected to leads to a revival of deferred projects. The growth in the Crane Sector is expected to continue.

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

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



- (A) A Singapore based company M/s Strategic Marine (S) Pte Ltd participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for Diving Support Vessel (DSV) construction and also participate in the tender with Indian Navy for 2 Nos. of DSV. Where our company will be acting as a Commission Agent.
- (B) A Russia based company M/s Largeo Limited participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC), Oil India Limited (OIL), Gas Authority of India Limited (GAIL), Gujarat State Petronet Limited (GSPL) and Reliance Industries Limited (RIL) for seismic data processing & interpretation centre. Where our company will be acting as a Commission Agent.
- (C) A China based company M/s Shanghaiguan Shipbuilding Industry Co. Ltd., participates in the tender with Shipping Corporation of India Limited (SCI) for ship building and ship repair. Where our company will be acting as a Commission Agent.
- (D) A China based company M/s Yuexin Ship Industry Co., Ltd. participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for Diving Support Vessel (DSV) construction. Where our company will be acting as a Commission Agent.
- (E) A Kazakhstan based company M/s Geo Energi Group LLP participates in the tender with ONGC, OIL, GAIL, GSPL and RIL for 2D & 3D Seismic Survey in Shallow Water. Where our company will be acting as a Commission Agent.
- (F) A Russia based company M/s JSC Laboratory of Regional Geodynamics Limited (LARGE) participates in the tender with ONGC, OIL, GAIL, GSPL and RIL for 2D & 3D Seismic Survey in Shallow and Deep Water. Where our company will be acting as a Commission Agent.
- (G) A Romania based company M/s Confind SRL participates in the tender with ONGC for Drilling Tools Supply. Where our company will be acting as a Commission Agent.
- (H) A Turkey based company M/s Derinsu Underwater Engineering participates in the tender with ONGC for Airborne Magnetic Data Survey & also Met Ocean Data. Where our company will be acting as a Commission Agent.
- (I) A China based company M/s Zhongcheng Machinery Manufacturing Co., Ltd of Bohai Petroleum Equipment participates in the tender with ONGC for Pumps & Spare Parts. Where our company will be acting as a Commission Agent.
- (J) A China based company M/s New Century Machinery Manufacturing Co. participates in the tender with ONGC for Pumps & Spare Parts. Where our company will be acting as a Commission Agent.
- (K) A Norway based company M/s Bergen Group Shipbuilding AS participates in the tender with Indian Navy for 2 Nos. of DSV. Where our company will be acting as a Commission Agent.
- (L) A consortium company which is based on Abu Dhabi i.e. M/s Abu Dhabi Ship Building with Spain based company M/s Rodman Polyship participates in the tender with Oil & Natural Gas

Corporation Ltd. (ONGC) for Immediate Support Vessel (ISV) construction of 23 Nos. vessels. Where our Company will be acting as a Commission Agent.

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

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

### **KEY THREATS**

While the Indian market provides a plethora of opportunities to crane industry, the challenges in this sector cannot be overlooked. Continued risk on account of inflation could counter India's growth momentum. Increasing interest rates (to curb Inflation) would increase cost of financing which could dampen industrial activity. Key international players are making their foray into India. Private players are also entering so-called Government domains like mining and explorations. This will see the intensity of the competitive landscape rising to new levels.

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, real estate will enable us to have a larger share of new market. We would however need to offer Cranes to real estate industry. Our current efforts in establishing some new cranes in the existing market will be of great advantage.

The recessionary threats in other parts of the world is slowing/ receding, it is generally expected that the price levels would return to normal, improving the profitability.

### **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 :**

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

The market size for Indian crane industry is expected to grow by steady 20-30 % in coming years. It is expected that the demand for cranes in coming years are expected to double. The oil exploration industries are growing continuously. Your company perceives better prospects for the future. The company is also utilizing its maximum capacity which would further reduce the Operation and Maintenance cost.

**RISKS AND CONCERNS :**

The global economy seems to be recovering slowly, although the debt crisis on the European continent could trigger short term vulnerability in the global economy. This may have an adverse impact on global demand in terms of exports out of India. On the domestic front, although the government has a focused approach of investing in infrastructure and growing the economy, the rising fiscal deficit and inflation remain the biggest challenges.

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 labor costs are the main business risks. Consequent to increase in Crude Oil prices from US \$ 86/barrel to about US \$ 93.80//barrel, prices of key inputs required for oil industry have started rising and this has become a major concern for the Crane hirer.

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

**INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY :**

The internal control 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, 2012 were Rs 2,11,64,658 as compared to Rs. 2,88,68,440 of the last financial year. During the year under review which ended on March 31, 2012 the PBDIT (Profit Before Depreciation, Interest & Taxes) margin was Rs. 79,22,585/- as compared to Rs. 60,20,622/- with the last year. The (Profit) / Loss after tax amounted to Rs. 8,24,429/- during the year as compared to Rs. 3,28,6312/- of last Financial Year.

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

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 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.

**AUDITORS' REPORT  
TO  
THE MEMBERS  
OF  
TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED**

We have audited the attached Balance sheet of **TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED** as at 31st March, 2012, Statement of Profit & Loss and 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 includes 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 it appears from our examination of those books.
- 3 The Balance Sheet, Statement of Profit & Loss & Cash Flow Statement of the Company read with the report are in agreement with the Books of Account.
- 4 In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standards referred to in section 211 (3C) of the Companies Act, 1956 to the extent applicable.
- 5 On the basis of written representations received from the directors of the company, we report that no director is disqualified as on 31st March, 2012 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 Note no. 7 for diminution in the value of Investments 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, 2012,
  - ii) In the case of Statement of Profit & Loss for the "Profit" for the year ended on that date.
  - iii) In the case of Cash Flow Statement for the Cash Flows of the Company for the year for the year ended on that date.

4, N S Road,  
Kolkata, the 31st day of July, 2012.

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



( S. K. DANGI )  
Partner

Membership # 12529

ANNEXURE TO THE AUDITORS' REPORT TO THE MEMBERS  
OF  
TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED  
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 off any fixed assets during the year.
- 2 a) The management has conducted physical verification of inventory at the year end/during the year. In our opinion, the frequency of verification is reasonable  
b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.  
c) In our opinion and according to the information and explanations given to us and on the basis of our examination of records of inventory, the company is maintaining proper records of inventory except stores & spare parts which have been issued to department as & when purchased. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
- 3 a) The company has not granted loan to any party covered in the register maintained under section 301 of the Companies Act, 1956.  
b) The company has taken loans from two parties covered in the Register maintained under section 301 of the Companies Act, 1956 aggregating to Rs. 9.75 lacs, maximum balance outstanding at any time during the year and closing balance of such loan as on 31st March, 2012 was Rs. 9.75 lacs and Rs. Nil respectively.  
c) There is no overdue amount of loan taken from the companies, firm and other parties listed in the register maintained under section 301 of the Companies Act, 1956.  
d) The rate of interest and terms & conditions on which loans have been taken from such parties are not prima facie prejudicial to the interest of the company.
- 4 In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for purchase of inventory & fixed assets and for sale of goods & services. Further on the basis of our examination of the books and records of the company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.
- 5 a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.  
b) In our opinion and according to the information & explanations given to us, no transaction has been made in pursuance of contracts or arrangements entered in to the register maintained under section 301 of the Companies Act, 1956 exceeding the value of Rupees five lacs in respect of any party during the year.
- 6 In our opinion and according to the information and explanations given to us, the company has not accepted deposits from the public and therefore, the directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA of the Companies Act, 1956 and Rules thereunder are not applicable to the company.
- 7 The Company does not have formal internal audit. However internal check commensurates with its size and the nature of its business.
- 8 The Central Government has not prescribed the maintenance of cost Records under clause (d) of Sub-section (1) of Section 209 of the Companies Act, 1956.

: 2 :


- 9 a) In our opinion and according to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Service Tax, Excise Duty, Cess and any other statutory dues with the appropriate authorities where applicable. There are no arrears of aforesaid statutory dues as at the last day of the financial year and outstanding for a period of six months from the date they became payable.
- b) There are no cases of non deposit with appropriate authorities of disputed dues of Sales Tax, Income Tax, Custom Duty, Service Tax, Wealth Tax, Excise Duty and Cess except :

Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which amount is related	Forum where the dispute is pending
Income Tax	Advance Tax not allowed	3,23,720	2008-09	Pending with assessing officer

- 10 The company has no accumulated losses at the end of the financial year. It has neither incurred cash losses in the financial year under report nor in the preceding financial year.
- 11 The company has not borrowed money from banks or financial institutions or against debenture hence the question of default in payment of dues does not arise.
- 12 According to the information and explanations given to us, the company has not granted loans and advances on the basis of Security by way of pledge of shares, debentures and other securities.
- 13 The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund / Societies are not applicable to the Company.
- 14 In respect of dealing or trading in shares, securities, debentures and other investments, the company is maintaining proper records for transactions and contracts and timely entries have been made therein. The shares, Securities, Debentures and other investments are held by the company in its own name.
- 15 According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks and financial institutions.
- 16 The company has not obtained term loans during the financial year.
- 17 According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, fund raised on short term basis have prima facie, not been used during the year for long term investments.
- 18 The company has not made any preferential allotment of shares to parties and companies covered in the Registers maintained under Section 301 of the Companies Act, 1956.
- 19 No debentures have been issued by the Company hence the question of creating security in respect thereof does not arise.
- 20 During the period, the Company has not raised money by Public Issue.
- 21 During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

4, N S Road,  
Kolkata, the 31st day of July, 2012.

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



( S. K. DANGI )

Partner

Membership # 12529

**BALANCE SHEET AS AT 31ST MARCH, 2012**

	Note No.	As at 31st March 2012 Rs.	As at 31st March 2011 Rs.
<b>I EQUITY AND LIABILITIES</b>			
<b>1) Shareholder's Funds</b>			
(a) Share Capital	1	29,866,000	29,868,000
b) Reserves & Surplus	2	35,912,296	35,131,063
<b>2) Current Liabilities</b>			
a) Trade Payables	3	1,410,535	1,347,915
b) Other Current Liabilities	4	350,516	350,516
c) Short Term Provisions	5	709,242	519,822
		<u>68,250,589</u>	<u>67,217,316</u>
<b>II. ASSETS</b>			
<b>1) Non-Current Assets</b>			
a) Fixed Assets	6		
Tangible Assets		3,778,063	4,827,019
b) Non Current Investments	7	6,139,655	14,399,334
c) Deferred Tax Assets (net)	8	576,000	5,190,000
d) Other Non Current Assets	9	-	11,726,238
<b>2) Current Assets</b>			
a) Inventories			
Stores & Spares Parts (At Cost)		210,690	295,425
b) Trade Receivables	10	4,691,377	2,991,850
c) Cash & Bank Balances	11	43,900,067	26,327,234
d) Short Term Loans and Advances	12	8,770,104	1,118,075
e) Other Current Assets	13	184,633	342,140
		<u>68,250,589</u>	<u>67,217,316</u>

III. The notes are an integral part of these financial statements

As per our Report attached of even date  
For **Dangi Jain & Company**  
Chartered Accountants  
Firm Registration No. 308108E

*S.K.*  
**S. K. DANGI**  
Partner  
Membership No. 12529  
Kolkata, the 31st day of Jul, 2012

For and on behalf of the Board

*Sagar Jhanwar*  
Sagar Jhanwar  
Director

*Ramesh Jhanwar*  
Ramesh Jhanwar  
Director

*Suresh Jhanwar*  
Suresh Jhanwar  
Director

*Vikash Shraff*  
Vikash Shraff  
Director

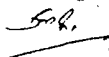


**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2012**

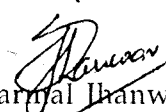
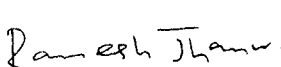
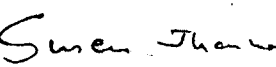

	Note No.	For the year ended 31st March 2012 Rs.	For the year ended 31st March 2011 Rs.
<b>INCOME</b>			
Revenue from Operations	14	16,880,493	23,752,242
Other Income	15	4,284,165	5,116,198
<b>TOTAL REVENUE</b>		<b>21,164,658</b>	<b>28,868,440</b>
<b>EXPENSES</b>			
Increase/Decrease in Stock	16	-	8,139,659
Purchase of Stock in Trade (Traded Goods)		-	50,010
Employee Benefit Expenses	17	5,133,125	5,200,885
Other Expenses	18	8,105,863	9,457,265
Finance Cost	19	3,085	1,346
Depreciation	6	1,084,156	1,413,964
<b>TOTAL EXPENSES</b>		<b>14,326,229</b>	<b>24,263,128</b>
<b>Profit before Tax</b>		<b>6,838,429</b>	<b>4,605,312</b>
Less : Tax Expense - Current		(1,400,000)	(850,000)
- Deferred Tax		(4,614,000)	(469,000)
<b>Surplus for the year after Taxation</b>		<b>824,429</b>	<b>3,286,312</b>
Basic & Diluted Earnings per Share		0.28	1.11

The notes are an integral part of these financial statements

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

As per our Report attached of even date  
 For Dangi Jain & Company  
 Chartered Accountants  
 Firm Registration No. 308108E  
  
**S. K. DANGI**  
 Partner  
 Membership No. 12529  
 Kolkata, the 31st day of Jul, 2012

For and on behalf of the Board

 Sagar Jhanwar Director	 Ramesh Jhanwar Director
 Suresh Jhanwar Director	 Vikash Shraff Director

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	As at 31st March 2012 Rs.	As at 31st March 2011 Rs.
<b>1. SHARE CAPITAL :</b>		
<u>Authorised</u>		
1,50,00,000 (previous year 1,50,00,000) Equity Shares of Rs. 10/- each	<u>150,00,000</u> <u>150,00,000</u>	<u>150,00,000</u> <u>150,00,000</u>
<u>Issued &amp; Subscribed</u>		
30,00,000 (previous year 30,00,000) Equity Shares of Rs. 10/- each fully paid up in cash	<u>30,00,000</u> <u>30,00,000</u>	<u>30,00,000</u> <u>30,00,000</u>
<u>Paid - up</u>		
30,00,000 (previous year 30,00,000) Equity Shares of Rs. 10/- each fully paid up in cash	30,00,000	30,00,000
Less : Face Value of Shares Forfeited [29,400 (previous year 29,400) Equity Shares forfeited]	<u>294,000</u> <u>29,706,000</u>	<u>294,000</u> <u>29,706,000</u>
Add : Forfeited Shares Account (Amount Paid-up)	<u>162,000</u> <u>29,868,000</u>	<u>162,000</u> <u>29,868,000</u>

(a) Reconciliation of number of Shares

	As at 31st March, 2012		As at 31st March, 2011	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
<u>Equity Shares</u>				
Opening Balance	2,970,600	29,868,000	2,970,600	29,868,000
Changes during the year	—	—	—	—
	2,970,600	29,868,000	2,970,600	29,868,000

(b) Terms/rights attached to Equity Shares

The Company has only one class of equity shares having a per 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, 2012, 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, 2012		As at 31st March, 2011	
	No. of Shares	%held	No. of Shares	%held
RVS Shares & Stock Broking Services Pvt. Ltd.	363000	12.22%	363000	12.22%
S M Corporate Financial Consultants Pvt. Ltd.	315809	10.63%	315809	10.63%
Sagar International Ltd.	315360	10.62%	315360	10.62%
Suresh Jhanwar	180401	6.07%	180401	6.07%

(d) Terms of Securities Convertible into Equity Shares

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

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	As at 31st March 2012 Rs.	As at 31st March 2011 Rs.
<b>2. RESERVES &amp; SURPLUS :</b>		
<b><u>General Reserve Fund</u></b>		
As per last account	12,608,000	11,958,000
Add : Transferred from Profit & Loss	165,000	650,000
	<u>12,773,000</u>	<u>12,608,000</u>
<b><u>Profit &amp; Loss Account</u></b>		
Opening Balance	22,523,063	20,279,090
Add : Profit for the year	824,429	3,286,312
	<u>23,347,492</u>	<u>23,565,402</u>
Add/(Less) : Appropriation		
Income Tax for earlier year	(43,196)	(392,339)
Transfer to General Resreve Fund	(165,000)	(650,000)
Balance at the end of the year	<u>23,139,296</u>	<u>22,523,063</u>
	<u>35,912,296</u>	<u>35,131,063</u>
<b>3. Trade Payable</b>		
Sundry Creditors	1,410,535	1,347,915
	<u>1,410,535</u>	<u>1,347,915</u>
<p>As at March 31, 2012, the company has no outstanding dues to micro enterprises and small enterprises/small-scale industrial undertaking to the extent such parties have been identified on the basis of information available with the company. (previous year Rs. Nil) The same has been taken by the auditors as certified by the management.</p>		
<b>4. Other Current Liabilities</b>		
Unpaid Dividend	350,516	350,516
	<u>350,516</u>	<u>350,516</u>
<p>These figures do not include any amounts, due and outstanding, to be credited to investor Education and Protection Fund.</p>		
<b>5. Short Term Provisions</b>		
For Income Tax (Net of Advance Income Tax)	709,242	519,822
	<u>709,242</u>	<u>519,822</u>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**6. Fixed Assets**

Sl. No.	Particulars	COST					DEPRECIATION			NET CARRYING VALUE	
		As at 31.03.2011	Additions during the year	As at 31.03.2012	Sales/ Adjustments during the year	Up to 31.03.2011	For the year	Adjustment for Assets sold/ written off during the year	Up to 31.03.2011	As at 31.03.2012	As at 31.03.2011
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
	<b>Tangible Assets</b>										
1	Computer	1,414,335			1,414,335	1,218,431	78,361	-	1,296,792	117,543	195,904
2	Vehicle	3,260,081			3,260,081	2,333,273	239,951		2,573,224	686,857	926,808
3	Cranes	64,312,817			64,312,817	60,744,715	744,663		61,489,378	2,823,439	3,568,102
4	Furniture & Fixture	56,155	35,200		91,355	46,444	3,586		50,030	41,325	9,711
5	Air Conditioners	107,628			107,628	24,588	11,551		36,139	71,489	83,040
6	Refrigerator	49,000	-	-	49,000	5,546	6,044	-	11,590	37,410	43,454
	Current Year's figures	69,200,016	35,200	-	69,235,216	64,372,997	1,084,156	-	65,457,153	3,778,063	4,827,019
	Previous Year's figures	80,723,188	76,828	11,600,000	69,200,016	62,959,033	1,413,964		64,372,997	4,827,019	

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	<u>As at 31st March 2012</u>			<u>As at 31st March 2011</u>		
<b>Non Current Investments</b> (Long Term - At Cost) (Other than Trade Investments)						
<u>Sl. No.</u>		<u>Face Value</u>	<u>No. of Shares</u>	<u>Amount Rs.</u>	<u>No. of Shares</u>	<u>Amount Rs.</u>
<b>Quoted Shares :</b>						
1	Indian Hotels Co. Ltd.	10/-	-	-	25,000	1,967,941
2	Spice Jet Ltd.	10/-	161,000	6,139,655	61,000	2,668,528
3	Idea Cellular Ltd.	10/-	-	-	50,000	3,169,639
4	JSW Energy Ltd.	10/-	-	-	50,000	3,461,811
5	Satyam Computers Ltd.	10/-	-	-	50,000	3,141,416
			<u>161,000</u>	<u>6,139,655</u>	<u>236,000</u>	<u>14,399,334</u>
	Market Value of Quoted Investments			<b>3,791,550</b>		14,703,800
	Book Value of Quoted Investments			<b>6,139,655</b>		14,399,334

All investments are long term investments which have been valued at cost. The market value of the investments in shares and securities have been substantially eroded due to prevailing depressed market condition. The same being temporary in nature, in the opinion of the management, no provision for diminution of the value of Long Term Investments (Quoted) amounting to Rs. 23,48,105 (previous year Rs. 3,32,227) has been made in the books of accounts.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Particulars	As at 31st March 2012 Rs.	As at 31st March 2011 Rs.
<b>8. <u>Deferred Tax Assets</u></b>		
Carried Forward Business Loss & Depreciation Difference in the tax and books written down value of Fixed Assets	284,000	4,973,000
	<u>292,000</u>	<u>217,000</u>
	<u>576,000</u>	<u>5,190,000</u>
<b>9. <u>Other Non Current Assets</u></b>		
Term Deposit with Banks (With original maturity of more than 12 months)	—	11,300,000
Interest accrued on Term Deposit	—	426,238
	—	<u>11,726,238</u>
<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	4,691,377	2,991,850
	<u>4,691,377</u>	<u>2,991,850</u>
<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	249,565	2,212,937
on Fixed Deposit Account	42,965,000	23,400,000
on Unpaid Dividend Account	350,516	350,516
(Unconfirmed & Certified by the management)		
(b) Cash on Hand [As certified]	334,986	363,781
	<u>43,900,067</u>	<u>26,327,234</u>
<b>12. <u>Short Term Loans &amp; Advances</u></b>		
[Unsecured and Considered Good]		
Unsecured Loans	8,688,283	—
Advances		
[Recoverable in cash or in kind for value to be received pending adjustments]	2,562	8,593
Prepaid	79,259	109,482
Share Application Money	—	1,000,000
8,770,104	1,118,075	
<b>13. <u>Other Current Assets</u></b>		
Interest Receivable	184,633	342,140
	<u>184,633</u>	<u>342,140</u>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	As at 31st March 2012 Rs.	As at 31st March 2011 Rs.
<b>14. <u>Revenue from Operations</u></b>		
Sales	—	12,777,920
Trading Goods - Shares		
Crane Hire Charges (Gross Tax deducted at Source Rs. 3,97,535, Previous year Rs. 2,28,938)	16,610,493	10,959,323
Crane Mobilisation & De-mobilisation Charges	270,000	15,000
	<u>16,880,493</u>	<u>23,752,242</u>
<b>15. <u>Other Income</u></b>		
Dividend		
On Long Term Investments	30,000	46,217
Interest		
On Loan (Gross - Tax deducted at source Rs. 54,255, Previous year Rs. Nil)	542,538	—
On Term Deposit (Gross - Tax deducted at source Rs. 2,95,179, Previous year Rs. 1,57,450)	2,951,787	1,574,403
Net Gain on Sale of Investments		
on Long Term Investments	—	2,581,725
on Short Term Investments	699,929	815,357
Foreign Exchange Fluctuation	—	5,084
Miscellaneous Receipts	2,355	—
Prior Period Income (Net)	57,556	93,413
	<u>4,284,165</u>	<u>5,116,198</u>
<b>16. <u>Increase/Decrease in Stock</u></b>		
Inventories (At the end of the year)		
Shares	—	—
Inventories (At the beginning of the year)		
Shares	—	8,139,659
	<u>—</u>	<u>8,139,659</u>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Particulars	As at 31st March 2012 Rs.	As at 31st March 2011 Rs.
<b>17. <u>Employee Benefit Expenses</u></b>		
Salaries & Allowances	3,954,297	4,036,314
Directors' Remuneration	1,080,000	1,080,000
Employer's Contribution to PF (Including Administrative Charges)	29,789	25,552
Staff Welfare Expenses	69,039	59,019
	<b>5,133,125</b>	<b>5,200,885</b>
<b>18. <u>Other Expenses</u></b>		
Travelling & Conveyance (As certified)	1,778,046	982,921
Postage, Telegram & Telephones	232,977	180,702
Diesel Consumption	610,462	151,339
Legal & Professional Charges	157,500	20,500
Auditors' Remuneration :		
For Audit Fee	30,500	28,500
For Tax Audit Fee	6,000	6,000
For Certification Works	1,250	1,250
Printing & Stationery	27,484	98,550
Miscellaneous Expenses	158,968	93,328
Balances Written Off	1,160,112	—
Bad Debts	—	721,034
Repairs & Maintenance	2,622,155	5,296,517
Vehicle Maintenance	347,792	261,110
Rent	14,400	50,400
Filing Fee	3,000	2,000
Bank Charges	31,306	5,346
Advertisement	6,240	6,480
Listing Fee	27,045	20,500
Service Charges	12,000	12,070
Insurance	122,374	129,145
Demat Charges	12,776	8,002
Tender Fee	—	221,671
Keyman Insurance	705,817	705,817
Derivative Loss (Net)	—	429,214
Share Registrars' Fee	10,000	10,000
Rates & Taxes	27,659	14,869
	<b>8,105,863</b>	<b>9,457,265</b>
<b>19. <u>Finance Cost</u></b>		
Interest Expense		
To Bodies Corporate	3,085	—
To Bank	—	62
To Others,	—	1,284
	<b>3,085</b>	<b>1,346</b>



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

20. <b>Consumption of Stores &amp; Spare Parts</b>	31.03.2012		31.03.2011	
	%	Amount	%	Amount
Indigenous	100%	1,706,191	91.93%	4,436,750
Imported	—	—	8.07%	389,498
	<b>100%</b>	<b>1,706,191</b>	<b>100.00%</b>	<b>4,826,249</b>

21. 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.

22. 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.  
 Key Management Personnel : Sri. Sagarmal Jhanwar  
 : Sri Ramesh Jhanwar  
 : Sri. Suresh Jhanwar

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

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

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

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

- Loan taken during the year from Sri. Ramesh Jhanwar - Director Rs. 7,00,000 (previous year Rs. Nil) & M/s. Sagarmal Suresh Kumar Pvt. Ltd. Rs. 2,75,000 (previous year Rs. Nil).
- Repayment of Loan taken during the year to Sri. Ramesh Jhanwar - Director Rs. 7,00,000 (previous year Rs. Nil) & M/s. Sagarmal Suresh Kumar Pvt. Ltd. Rs. 2,75,000 (previous year Rs. Nil).
- Interest paid to M/s. Sagarmal Suresh Kumar Pvt. Ltd. Rs. 3,085 (previous year Rs. Nil).
- Directors Remuneration paid to Sri Sagarmal Jhanwar Rs. 3,60,000 (previous year Rs. 3,60,000), Sri Ramesh Jhanwar Rs. 3,60,000 (previous year Rs. 3,60,000) & Sri. Suresh Jhanwar Rs. 3,60,000 (previous year Rs. 3,60,000)
- Rent Paid to Sri Suresh Jhanwar - Director Rs. 14,400 (previous year Rs. 14,400).

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****23. Earnings per Share**

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

		<u>2011-2012</u>	<u>2010-2011</u>
Profit attributed to the shareholders	Rs.	824,429	3,286,312
Equity Shares outstanding at the beginning of the year	No.	2,970,600	2,970,600
Equity Shares issued during the year	No.	—	—
Equity Shares outstanding at the end of the year	No.	2,970,600	2,970,600
Nominal Value of Shares	Rs.	10	10
Basic/Diluted Earnings per share	Rs.	0.28	1.11

24. Travelling & Conveyance Expenses include Director's travelling Rs. 14,63,269 (Previous year Rs. 8,34,916)

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

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

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

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

	<u>2011-2012</u>	<u>2010-2011</u>
	Rs.	Rs.
Provident Fund	8,019	6,885
Pension	18,214	15,642
Employees Deposit Link Insurance	1,124	937

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.

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

**29. Expenditure in Foreign Currency :**

	<u>2011-2012</u>	<u>2010-2011</u>
	Rs.	Rs.
Tender Fee	-	41,671
Travelling Expenses	1,178,295	367,835
Cost of Spare Parts	—	300,728

**30. Earnings in Foreign Exchange :**

31. Dividend has been accounted for on cash basis.

32. 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.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 33. Segment reporting

Segment have identified as per accounting standards as per segment reporting (AS 17) taking into account the organisations structure as well as differential risks and returns of these segments. The company has disclosed Hiring or Equipments, financial services and Commission as primary segments.

The Company has secondary segment (geograaphical segment) which being insignificant is not disclosed.

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

#### Primary Segment Information

	<u>Rupees in Lakh</u>	
	<u>Current Year</u>	<u>Previous Year</u>
Hiring of Equipments	169.38	109.74
Commission Received	-	0.98
Financial Services	42.27	177.96
	<u>211.65</u>	<u>288.68</u>
Identifiable Operating Expenses		
Hiring of Equipments	86.01	101.94
Commission Received	-	21.59
Financial Services	5.78	91.82
	<u>91.79</u>	
Segmental Operating Income		
Hiring of Equipments	83.37	7.80
Commission Received	-	20.61
Financial Services	36.49	86.14
	<u>119.86</u>	<u>73.33</u>
Unallocable Expenses	51.48	27.28
Total Profit before Tax	68.38	46.05
Less : Taxes (Income Tax & deferred Tax)	-60.14	-13.19
Net profit after taxes	8.24	32.86

34. The financial statement of the year ended 31st March, 2011 has been prepared as per the applicable pre revised schedule VI to the Companies Act, 1956. Consequent to the notification under the Companies Act, 1956, the financial statements for the year ended 31st March, 2012 are prepared under revised schedule VI. Accordingly, the previous year's figures have also been reclassified to confirm this year's classification.

### 35. 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)

36. Significant Accounting Policies and Practices adopted by the company are disclosed in the statement annexed to these financial statement as Annexure I

As per our Report attached of even date

For Dangi Jain & Company

Chartered Accountants

Firm Registration No. 308108E

*S.K.*

S. K. DANGI

Partner

Membership No. 12529

Kolkata, the 31st day of Jul, 2012

For and on behalf of the Board

*Sagar Jhanwar*  
Sagar Jhanwar  
Director

*Ramesh Jhanwar*  
Ramesh Jhanwar  
Director

*Suresh Jhanwar*  
Suresh Jhanwar  
Director

*Vikash Shraff*  
Vikash Shraff  
Director

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****ANNEXTURE-1****Significant Accounting Policies & Practices**

Annexed to and forming part of the financial statements for the year ended 31st March, 2012

**i) Basis of Preparation**

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

**ii) Fixed Assets :**

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

**iii) Depreciation :**

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

**iv) Investments**

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

**v) Inventories**

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

**vi) Employees Benefits :**

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

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

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

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

Other 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.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**Significant Accounting Policies & Practices**

Annexed to and forming part of the financial statements for the year ended 31st March, 2012

x) **Foreign Exchange Transaction :**

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

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

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

xi) **Income Tax**

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

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

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

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

xii) **Contingent Liabilities :**

Contingent liabilities are disclosed by way of notes on accounts.

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012.**

	2011 - 2012		2010 - 2011	
	Rs.	Rs.	Rs.	Rs.
<b>A Cash Flow from Operating Activities</b>				
Net Profit before Tax and extra-ordinary items		6,838,429		4,605,312
Adjustment for :				
Depreciation	1,084,156		1,413,964	
Interest/Dividend	(3,521,240)		(1,619,274)	
Profit/Loss on Sale of Investments	(699,929)		(3,397,082)	
Fluctuation of Foreign Currency	-		-	
Bad Debts	-		721,034	
Balances Written Back/Written off	1,160,112		-	
		(1,976,901)		(2,881,358)
<b>Operating Profit before Working Capital Changes</b>		4,861,528		1,723,954
Working Capital Changes :				
Inventories	84,735		8,331,864	
Trade Receivables	(2,859,639)		(2,188,459)	
Short Term Loans & Advances	(7,652,028)		-	
Other Current Assets	157,507		(342,140)	
Trade Payable	14,680		393,424	
Other Current Liabilities	-		-	
<b>Cash Generated from Operation</b>		(10,254,745)		6,194,689
		(5,393,217)		7,918,643
Direct Taxes Paid	(1,205,836)		(2,035,535)	
Interest Paid	(3,085)		(1,346)	
		(1,208,921)		(2,036,881)
<b>Cash Flow before Extra-Ordinary Items</b>		(6,602,138)		5,881,762
Extra-Ordinary Items		-		-
<b>Net Cash from Operating Activities</b>		(6,602,138)		5,881,762
<b>B Cash Flow from Investing Activities :</b>				
Purchase of Fixed Assets	(35,200)		(76,828)	
Sale of Fixed Assets	-		11,600,00	
Acquisitions of Companies	-		-	
Purchase of Investments	(16,555,952)		(26,834,510)	
Sale of Investments	25,515,560		22,654,507	
Long Term Loans & Advances	-		-	
Other Non Current Assets	11,726,238		(11,726,238)	
Interest Received	3,494,325		1,574,403	
Dividend Received	30,000		44,871	
<b>Net Cash used in Investing Activities</b>		24,174,971		(2,763,795)
		17,572,833		3,117,967

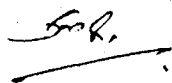
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**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012.**

	2011 - 2012		2010 - 2011	
	Rs.	Rs.	Rs.	Rs.
Brought Forward		17,572,833		3,117,967
<b>C Cash Flow from Financing Activities :</b>				
Proceeds from Long Term Borrowings	-		-	
Proceeds from Short Term Borrowings	-		-	
<b>Net Cash used in Financing Activities</b>	-		-	
		<u>17,572,833</u>		<u>3,117,967</u>
<b>Net increase in Cash and Cash Equivalents</b>				
Cash and Cash equivalents at the beginning of the year	26,327,234	23,209,267		
Cash and Cash equivalents at the end of the year	<u>43,900,067</u>		<u>26,327,234</u>	<u>3,117,967</u>

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

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



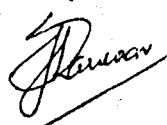
( S. K. DANGI )

Partner.

Membership # 12529

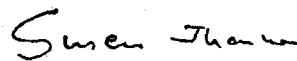
4, N. S. Road,

Kolkata, the 31st day of July, 2012.



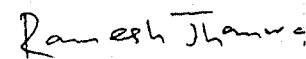
SAGARMAL JHANWAR

Director



SURESH JHANWAR

Director



RAMESH JHANWAR

Director



VIKASH SHRAFF

Director

**CORPORATE GOVERNANCE REPORT FOR THE YEAR 2011-2012**

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

**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :**

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

**2. BOARD OF DIRECTORS:**

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

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

Name	Category	No of Board Meetings attended during 2011-12	Whether attended AGM held on 29th September 2011	No. of Directorships in other Companies as on 31.03.2012		No. of Committee position held in other Companies as on 31.03.2012*	
				Chair man	Mem ber	Chair man	Men ber
Ramesh Jhanwar (Chairman)	Non-Independent Executive	8	Yes	3	1	—	—
Suresh Jhanwar	Non-Independent Executive	8	Yes	2	3	—	—
Sagarmal Jhanwar	Promoter Non-Independent Executive	8	Yes	—	7	—	2
Vikash Shraff	Independent Non-Executive	8	Yes	—	6	—	2
Tarun Daga	Independent Non-Executive	7	Yes	—	4	2	—
Archan Seth	Independent Non-Executive	5	Yes	—	—	—	—



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

Eight Board Meetings were held during the year 2011-12 and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:-

30.04.2011, 07.06.2011, 29.07.2011, 12.08.2011, 29.10.2011, 02.12.2011, 31.01.2012 and 19.03.2012

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 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 are annexed to the Notice of the 27<sup>th</sup> Annual General Meeting.

### **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.

### **3. AUDIT COMMITTEE :**

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

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

1. Overseeing of the company's financial reporting process and disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment for any other services.
3. Reviewing with Management the Annual Financial Statements before submission to the Board.
  - Any Changes in accounting policies and practices;
  - Major accounting entries based on exercise of judgment by management;
  - Qualification in draft audit report;
  - Significant adjustments arising out of audit;
  - The going concern assumptions;
  - Compliance with Accounting Standards;
  - Compliance with Stock Exchange and legal requirements concerning financial statements;
  - Any related party transaction that may have a potential conflict with the interest of the company at large.
4. Reviewing with the Management, External and Internal Auditors, the adequacy of internal control systems.
5. Reviewing the adequacy of Internal Audit function, including the structure of the Internal Audit Department.
6. Reviewing the Company's financial and risk management policies.

Five Audit Committee Meetings were held during the Year 2011-12. The dates on which the said meetings were held are 30.04.2011, 29.07.2011, 12.08.2011, 29.10.2011 and 31.01.2012. The composition of the Audit Committee and the details of meetings attended by the Directors are given below :

Name of Members during the year 2011-12	Category	No. of Meetings attended
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.

The Chairman of the Audit Committee Mr. Archan Seth was present at the Annual General Meeting which was held on 29<sup>th</sup> September, 2011. The Statutory Auditor and Executive Directors/Chief Financial Officer of the Company were invited to the Audit Committee as and when required.

#### 4. REMUNERATION COMMITTEE:

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

##### Terms of reference

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

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

During the Year, one Remuneration Committee meeting was held on 27.08.2011 and all the members attended the meeting.

Details of Remuneration paid to Whole time Director for Financial Year 2011-2012.

Name and Term of Service	Salary	Total
Sagarmal Jhanwar (01.04.2011 - 31.03.2012)	3,60,000.00	3,60,000.00
Ramesh Jhanwar (01.04.2011 - 31.03.2012)	3,60,000.00	3,60,000.00
Suresh Jhanwar (01.04.2011 - 31.03.2012)	3,60,000.00	3,60,000.00
<b>Total</b>	<b>10,80,000.00</b>	<b>10,80,000.00</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 for appointing and fixing remuneration of Managing Director and other Whole Time Directors.

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

**5. SHARE HOLDER'S / INVESTORS GRIEVANCE COMMITTEE :**

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

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

Four meeting of the Investors' Grievance Committee were held during the Year 2011-12. The date on which the said meetings were held as on 30.04.2011, 29.07.2011, 29.10.2011 and 31.01.2012. 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 attended during the year 2011-12.
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 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](mailto:r_jhanwar@trishakti.com)

One complaint was received from Shareholders during the period under review and it was duly resolved/replied and none grievances and no share transfer were pending as on 31<sup>st</sup> March, 2012 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: [r\\_jhanwar@trishakti.com](mailto:r_jhanwar@trishakti.com)**

**Complaints Disposal System:-**

The Company and MCS Ltd., (Registrar & Share Transfer Agent) attended to all grievances of the investors received directly or through SEBI, Stock Exchange, Ministry of Corporate Affairs, Registrar of Companies etc. Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investor.

**6 GENERAL BODY MEETING**

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

Year	AGM / EGM	Venue	Day & Date	Time
2010-2011	AGM	The Spring Club, 5 J B S Halden Avenue (formerly E. M. Bypass), Kolkata - 700 105	Thursday 29.09.2011	11 AM
2009-2010	AGM	The Spring Club, 5 J B S Halden Avenue (formerly E. M. Bypass), Kolkata - 700 105	Tuesday 28.09.2010	11 Noon
2008-2009	AGM	The Spring Club, 5 J B S Halden Avenue (formerly E. M. Bypass), Kolkata - 700 105	Wednesday 23.09.2009	12 Noon

- a) No special resolutions were passed during the last three AGMs
- b) No special Resolutions were passed through postal ballot during the financial year 2011- 2012. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special Resolution through Postal Ballot.

**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 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. 22 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.

**CEO / CFO Certificate**

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, 2012.

**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.

**8. MEANS OF COMMUNICATION :**

a)	Whether half-yearly report sent to each household of shareholders	No.
b)	Quarterly Results	Bengal Leader (English), Dainik Lipi (Bengali)
	(i) which newspapers normally published in ;	
	(ii) Any web-site displayed :	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)	27 <sup>th</sup> AGM : Date, Time and Venue	Date: 28 <sup>th</sup> September, 2012. Time: 11.00 A.M. Venue: The Spring Club, 5 J B S Halden Avenue (formerly E. M. Bypass), Kolkata - 700105.
b)	Financial Calendar (tentative)	End of July, 2012.
	Financial reporting for the quarter ending June 30, 2012	
	Financial reporting for the quarter ending September 30, 2012	End of October, 2012.
	Financial reporting for the quarter ending December 31, 2012	End of January, 2013.
	Financial reporting for the quarter ending March 31, 2013	End of April, 2013.
	Annual general Meeting for the year ending March 31, 2013.	Last week of September, 2013.
c)	Book closure period	From 22 day of September, 2012 to 28 day of September, 2012 (both days inclusive)
d)	Dividend Payment	Not recommending by the Board of Directors for inadequate profit
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 Calcutta Stock Exchange Ltd. Kolkata.	(Stock Code- TRISHEL 10030166)
	Annual Listing Fees for all the Stock Exchanges have been paid for the year 2012-2013. The company has also paid the Annual Custodian Fees to National Securities Depository Limited and Central Depository Services (India) Limited.	
f)	International Securities Identification Number : INE238C01014	

## g) Stock Market Data:

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

Face value of each Share – Rs 10 each

Month	High (Rs.) Company's Price	Low (Rs.) Company's Price
April, 2011	25.25	17.55
May, 2011	22.9	18.2
June, 2011	20	16.4
July, 2011	23.7	17.95
August, 2011	23.5	15.7
September, 2011	18.5	15.05
October, 2011	16.1	14.7
November, 2011	15.48	12.01
December, 2011	11.44	7.07
January, 2012	9.21	7.98
February, 2012	17.62	9.67
March, 2012	17.3	16.1

h) Registrar & Share 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 15 days.

## j) DISTRIBUTION OF SHARE HOLDINGS AS ON 31.03.2012 :

Range of Ordinary Shares	No. of shares	% to Capital	No. of Holders	% of Holders
1 to 500	105331	3.5458	712	76.5591
501 to 1000	94144	3.1692	114	12.2581
1001 to 10000	248989	8.3818	76	8.172
Above 10000	2522136	84.9033	28	3.0108
<b>Total</b>	<b>2970600</b>	<b>100</b>	<b>930</b>	<b>100</b>

**k) SHARE HOLDING PATTERN AS ON 31.03.2012 :**

Name of the Shareholder	No. of Shares Held	% Holding
Promoter	963019	32.4183
Bodies Corporate	1319815	44.4293
FI's	—	—
Nationalised Banks	—	—
Mutual Funds	—	—
FII's	—	—
NRI and OBC	7172	0.2414
Individuals	680594	22.911
<b>Total</b>	<b>2970600</b>	<b>100</b>

**l) DEMATERIALIZATION OF SHARES & LIQUIDITY :**

Electronic holding by members comprises 97.52% of the paid up Equity Share Capital of the Company i.e Rs. 29,70,600/-, held through the National Securities Depository Limited (87.86%) and Central Depository Securities (India) Limited (9.66%) as on March 31, 2012.

**m) OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY EQUITY :**

None.

<b>n) PLANT LOCATION</b>	The company has only one Service Division and the same is located at :- Cairn Energy Project – Barmer, Rajasthan
<b>o) Correspondences:</b> <b>General Correspondence:</b>	<b>REGISTERED OFFICE :</b> 2, Clive Ghat Street, "SAGAR ESTATE", 2 <sup>nd</sup> Floor, Room No. 8 & 9, Kolkata – 700 001 Phone: 033-30223076 <u>e-mail: r_jhanwar@trishakti.com</u>
<b>Investor's correspondence:</b>	MCS Ltd. 77/2A, Hazra Road, Kolkata – 700 029 Tele : 2454-1892/1893 Fax : 2474-7674 e-mail: mcskol@rediffmail.com

**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, 2012, 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.

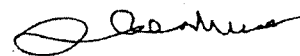
In our opinion and to the best of our information and according to the explanations given to us and on basis of our examination described above, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned listing Agreement.

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March, 2012 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, 31<sup>st</sup> day of July, 2012.

**For M R & ASSOCIATES**  
Company Secretaries



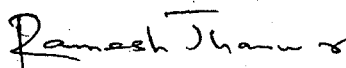
(M. R. Goenka)  
Partner.  
Membership No. 11121  
CP No - 2551



## CEO / CFO Certificate under Clause 49 of the Listing Agreement

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

- a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2012 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 Ghosh.  
Chief Financial Officer

Kolkata, 31<sup>st</sup> day of July, 2012.

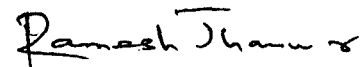
**Declaration Regarding Compliance by Board Members and senior Management Personnel with the code of Conduct**

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, 2012, 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, 2012.

Kolkata, 31<sup>st</sup> day of July, 2012.



**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 member / members of Trishakti Electronics & Industries Limited and entitled to .....

Votes ..... hereby appoint .....

..... of ..... or

failing him/her ..... of

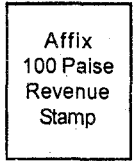
..... or

failing him/her ..... of

as my/our Proxy to attend and vote for me/us, and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Thursday 28th September, 2012 at the Spring Club, 5, J. B. S. Holden Avenue (Formerly E.M. Bypass), Kolkata -700 105.

As witness my hand/our hands this ..... day of ..... 2012

Signed 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.

## ATTENDANCE 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) of Proxy

I/We hereby record my/our presence at the .....

27th ANNUAL GENERAL MEETING OF .....

Trishakti Electronics & Industries Limited for the financial .....

year 2011-2012

*If undelivered please return to*

**TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED**

2, Clive Ghat Street,

Room No. 8 & 9, 2<sup>nd</sup> Floor,

Kolkata - 700 001