

# TRISHAKTI ELECTRONICS AND INDUSTRIES LTD.

Regd. Off: Godrej Genesis, Sector - V, 10<sup>th</sup> Floor, Unit No.1007, Salt Lake City, Kolkata - 700 091, Email id: info@trishakti.com Website: www.trishakti.com Phone No.: 03340082489  
CIN NO.: L31909WB1985PLC039462

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## NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Company will be held on Saturday, the 24<sup>th</sup> day of September, 2022 at 11.00 A.M. at "The Spring Club", 5, J. B. S. Halden Avenue (formerly E.M. Bypass), Kolkata -700105 to transact the following business as:

### ORDINARY BUSINESS

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1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 along with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Final Dividend on equity shares for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Archan Seth (DIN: 00580936), who retires by rotation and being eligible, offers himself for reappointment.
4. To Re-appointed of the Auditor of the Company and fixed their Remuneration and this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

### SPECIAL BUSINESS

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5. To appoint Mr. Dhruv Jhanwar (DIN: 08884131) as an Executive Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule - V and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Dhruv Jhanwar (DIN: 08884131) as an 'Executive Director' of the Company, for a period of three years with effect from 6<sup>th</sup> June 2022, on a consolidated salary of Rs.1,00,000/(Rupees one Lakh only) per month."

**"RESOLVED FURTHER THAT** the aforesaid remuneration be paid to Mr. Dhruv Jhanwar (DIN: 08884131) as an Executive Director, as minimum remuneration notwithstanding no profits or inadequate profits in any financial year".

6. To approve the change in the name of the company and consequent amendment in memorandum and articles of association of the company:

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 13(2), Section 14 and other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to approval of Central Government (Registrar of Companies), consent of the shareholders by way of special resolution be and is hereby accorded to change the name of the Company **“TRISHAKTI ELECTRONICS AND INDUSTRIES LIMITED to TRISHAKTI INDUSTRIES LIMITED”**.

7. Authorisation to taken Guest House for Company and consequent to accommodation facility and space to be provided to senior employee /Director/ clients while visiting the place for official purpose .

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and/or Rules made there under, the consent of the Company be and is hereby given to acquire by Rent basis or otherwise including long term lease, any guest house or any other property in or around 3000 sq ft. for residential purposes for the use of senior employee/Director / clients on such terms and conditions as appropriate and suitable in the best interest of the Company.”

8. To increase Managerial Remuneration payable to Mr. Suresh Jhanwar , Managing Director of the company from Rs 1,00,000/ to Rs 2,00,000/per month.

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

**“RESOLVED THAT** in accordance with the provisions of Section 197, Section 198 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of the Company made in its respective meetings ,approval of the Members of the Company be and is hereby accorded to increase the Managerial Remuneration payable from Rs 100,000/ to Rs 2,00,000/per month.”

9. To increase Managerial Remuneration payable to Mrs. Shalini Jhanwar , Executive Director of the company from Rs 50,000/ to Rs 2,00,000/per month.

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

**“RESOLVED THAT** in accordance with the provisions of Section 197, Section 198 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of the Company made in its respective meetings ,approval of the Members of the Company be and is hereby accorded to increase the Managerial Remuneration payable from Rs 50,000/ to Rs 2,00,000/per month.”

Kolkata, 10<sup>th</sup> August, 2022

Registered Office,  
Godrej Genesis,  
Sector-V, 10th Floor  
Unit No. 1007  
Salt Lake City  
Kolkata 700 091

By Order of the Board of Directors  
**Trishakti Electronics and Industries Limited**

*Nandini Dharnidharka*

**Nandani Dharni dharka**  
Company Secretary & Compliance Officer

## Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.  

Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.
3. Corporate Member intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorised Representatives are requested to bring to the Meeting; the Attendance Slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not be made available at the Annual General Meeting ("AGM") venue.
5. A brief resume of each of the Directors proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Annexure I.
6. The Register of Member and the Share Transfer Books of the Company will remain closed from 17<sup>th</sup> September 2022 to 24<sup>nd</sup> September 2022 (both days inclusive).
7. Record Date: The record date for the payments of dividend has been fixed as on Friday 16<sup>th</sup> September, 2022.
8. Dividend: The Dividend as recommended by the board of approval at AGM in respect of equity shares held in electronic form will be payable to the beneficial owners of the shares as on Friday 16<sup>th</sup> September, 2022 as per the download furnished to the company by Depositories for this purpose in case of shares held in physical mode the dividend will be paid to the shareholders whose names shall appear in the company's Registrar of members as on Friday 16<sup>th</sup> September 2022. The Final Dividend will be paid on and from 01st October 2022 and will be paid to shareholders within 30 days from date of Annual General Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
10. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.

11. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id [info@trishakti.com](mailto:info@trishakti.com) for quick and prompt redressal of their grievances.
12. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
13. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2021-22 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
14. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by appropriate Authorities to the Annual General Meeting.
15. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
16. Members are requested to intimate change in their address immediately to M/s MCS Share Transfer Agent Limited., the Company's Registrar and Share Transfer Agents, at their office at 1st Floor, 383, Lake Gardens, Kolkata, West Bengal 700045.
17. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s MCS Share Transfer Agent Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
18. The Securities and Exchange Board of India (SEBI) vide Circular ref. No. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for the registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
  - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
  - c) Transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
19. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
  20. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.

21. The Members who have not registered their email address, physical copies of Annual Report 2018 are being sent by the permitted mode.
22. Copies of Annual Report 2018 are being sent by electronic mode only to those members whose email address are registered with the Company's Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of Annual Report 2018 are being sent by the permitted mode.
23. The Notice for the 37th AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same.
24. Members may also note that the Notice of the 37th AGM and the Annual Report for 2021-22 will also be available on the Company's website [www.trishakti.com](http://www.trishakti.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this AGM. Even after registering for e-communication, members are entitled to receive such in physical form, upon making a request for the same by post or email. For any communication, the Shareholders may also send requests to the Company's email id : [info@trishakti.com](mailto:info@trishakti.com)
25. A route map showing directions to reach the venue of the 37th Annual General Meeting is given at the end of the Report.
26. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
27. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 17, 2022.
28. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Ms. Neha Poddar, Scrutinizer, M/s MCS Share Transfer Agent Limited., the Company's Registrar and Share Transfer Agents, at their office at 1st Floor, 383, Lake Gardens, Kolkata, West Bengal 700045, Tel. No: 033-40724051/52/53, Fax No.: 033-40724054, E-mail : [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com) so as to reach her on or before September 23, 2022 by 5.00 p.m. Any Ballot Form received after the said date and time, shall be treated as invalid.
29. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI LODR Regulations, 2015, the Company is pleased to provide to the members facility of "remote e-voting" (e-voting from place other than venue of the AGM) to exercise their votes at the 37th AGM by electronic means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
30. The facility of voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 37th AGM. The Members attending the AGM, who have not casted their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have

already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

31. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.trishakti.com](http://www.trishakti.com) within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.
32. The Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
33. Details of Scrutinizer: Neha Poddar, Practising Company Secretary, Kolkata. E-mail: [csneha.poddar2710@gmail.com](mailto:csneha.poddar2710@gmail.com).
- 34. Voting through Electronic means -**
  - a) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - b) The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
  - c) The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or [www.trishakti.com](http://www.trishakti.com).

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Wednesday, September 24, 2022 at 09:00 A.M. and ends on Friday, September 23, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 17, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 17, 2022.

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

- A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	of	Login Method
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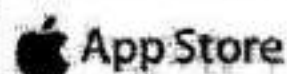
Individual Shareholders holding securities in demat mode with NSDL.

Existing IDEAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDEAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/loginor> [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration> Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

Password details for shareholders other than Individual shareholders are given below:  
If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

How to cast your vote electronically on NSDL e-Voting system?

After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.

Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.

Now you are ready for e-Voting as the Voting page opens.

Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

Upon confirmation, the message "Vote cast successfully" will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csneha.poddar2710@gmail.com](mailto:csneha.poddar2710@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. September 17, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 17, 2022 may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through

the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@trishakti.com](mailto:info@trishakti.com)

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@trishakti.com](mailto:info@trishakti.com). If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013(THE ACT), SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (THE LISTING REGULATIONS).**

**ITEM NO: 5**

**The Board of Directors** has appointed Mr. Dhruv Jhanwar as an Executive Director of the Company for the period from 6<sup>th</sup> June , 2022 to 31<sup>st</sup> March 2025 on the remuneration and other terms and conditions as contained in the resolution. The payment of remuneration to Mr. Dhruv Jhanwar has also been approved by the Nomination & Remuneration Committee of the Company.

Mr. Dhruv Jhanwar is having 3 years of valuable experience in Stock and Money Market. Your Directors are of the opinion that his continued association with the Company and his rich experience will be beneficial to the Company.

The Resolution set out in Item No. 4 of the Notice convening the meeting has to be considered accordingly and the Board recommends the same.

The resolution seeks approval of the members in terms of Sections 196 and 197 read Schedule - V and other applicable provisions, if any , of the Companies Act, 2013, and Rules made there under for the appointment of Mr. Dhruv Jhanwar as an Executive Director for a period of three years commencing from 6<sup>th</sup> April , 2022 .

No Director, Key Managerial Personnel or their relatives, except Mr. Suresh Jhanwar & Mrs. Shalini Jhanwar , to whom resolution relates, are interested or concerned, financially or otherwise in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

**ITEM NO. 6**

**CHANGE IN NAME OF THE COMPANY**

The Board of Directors of the company in its meeting held on 6<sup>th</sup> June 2022 decided to change the name of the company from "**TRISHAKTI ELECTRONICS AND INDUSTRIES LIMITED**" to "**TRISHAKTI INDUSTRIES LIMITED**". The change in name is done for numerological purpose and the directors of the company deem fit that the word "ELECTRONICS AND" should be removed so that it is more relevant to the object of the company.

The proposed change of name will not affect any of the rights of the company or of the shareholders / stakeholders of the company. All existing Share Certificates bearing the current name of the company will, after the change of name, continue to be valid for all purposes.

**ITEM NO. 7**

**TO TAKEN GUEST HOUSE**

The Company is in need of taken a guest house at Kolkata keeping in mind the accommodation facility and space to be provided to senior employee/Director / clients while visiting the place for official purpose.

The consent of the Company be and is hereby given to acquire by Rent basis or otherwise including long term lease, any guest house or any other property in or around 3000 sqft. for residential purposes for the use of senior employee/Director / clients on such terms and conditions as appropriate and suitable in the best interest of the Company.

**ITEM NO. 8**

To increase the overall managerial remuneration payable from Rs 100,000/- to Rs 2,00,000/- and to increase managerial remuneration payable to Mr. Suresh Jhanwar, Managing Director of the Company, provided the same is approved by the members of the Company with requisite majority.

As per the provisions of Income Tax Act, employees are required to pay tax, on the perquisite value, which is the differential value between the fair market price of share on the date of exercise of options and the exercise price. The perquisite value of the options exercised by the Managing Director during in any Financial Year becomes part of his total remuneration.

Accordingly, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on June 6, 2022 considered the proposal to increase the managerial remuneration payable from Rs 100,000/- to Rs 2,00,000/- as per Section 198 of the Act, and increase the limit of the remuneration payable to Mr. Suresh Jhanwar for the Financial Year 2022-23.

Accordingly, your Directors submit that the above mentioned increase in the overall limit of managerial remuneration payable to Mr. Suresh Jhanwar. No additional funds other than what have been approved by your Directors and set out under item no. 7 of this Statement will be paid to Mr. Suresh Jhanwar.

Your Directors recommend the Ordinary Resolutions at item nos. 7 of the Notice of AGM respectively to the Members for their approval.

Other than Mr. Suresh Jhanwar, Managing Director and his relatives except Mrs. Shalini Jhanwar & Mr. Dhruv Jhanwar no other Director and Key Managerial Personnel of the Company including their relatives are interested or concerned, financially or otherwise, in the resolutions set out at item nos.7 of the accompanying notice.

**ITEM NO. 9**

To increase the overall managerial remuneration payable from Rs 50,000/- to Rs 2,00,000/- and to increase managerial remuneration payable to Mrs. Shalini Jhanwar, Executive Director of the Company, provided the same is approved by the members of the Company with requisite majority.

As per the provisions of Income Tax Act, employees are required to pay tax, on the perquisite value, which is the differential value between the fair market price of share on the date of exercise of options and the exercise price. The perquisite value of the options exercised by the Executive Director during in any Financial Year becomes part of his total remuneration.

Accordingly, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on June 6, 2022 considered the proposal to increase the managerial remuneration payable from Rs 50,000/- to Rs 2,00,000/- as per Section 198 of the Act, and increase the limit of the remuneration payable to Mrs. Shalini Jhanwar for the Financial Year 2022-23.

Accordingly, your Directors submit that the above mentioned increase in the overall limit of managerial remuneration payable to Mrs. Shalini Jhanwar. No additional funds other than what have been approved by your Directors and set out under item no. 8 of this Statement will be paid to Mrs. Shalini Jhanwar.

Your Directors recommend the Ordinary Resolutions at item nos. 8 of the Notice of AGM respectively to the Members for their approval.

Other than Mrs. Shalini Jhanwar, Executive Director and her relatives except Mr. Suresh Jhanwar & Mr. Dhruv Jhanwar no other Director and Key Managerial Personnel of the

Company including their relatives are interested or concerned, financially or otherwise, in the resolutions set out at item nos.8 of the accompanying notice.

## ANNEXURE

Brief Profile of Directors has been provided below-

<b>Name of Director</b>	<b>Dhruv Jhanwar</b>
<b>Directors' Identification No.</b>	08884131
<b>Date of Birth</b>	16 <sup>th</sup> January 2001
<b>Date of Appointment on Board</b>	04 <sup>th</sup> May 2021
<b>Qualification</b>	Pursuing Graduation (B.Com)
<b>Experience</b>	2 Year Experience in Accounts & Stock Market
<b>Terms &amp; Conditions of Appointment / Re-appointment</b>	3 Years commencing from 37th AGM of the Company
<b>Remuneration details</b>	Rs. 100,000/- Per Month
<b>Shareholding in Company</b>	3,58,622
<b>Relationship with the Company &amp; Other Directors</b>	Director - Director Son of Mr. Suresh Jhanwar & Mrs Shalini Jhanwar
<b>List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)</b>	NIL
<b>No. of Board Meeting attended during the year</b>	21
<b>Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies as on date</b>	Committee Chairmanship - NIL Committee  Membership- NIL

**Registered Office,**  
Godrej Genesis, Sector-V  
10th Floor, Unit No. 1007  
Salt Lake City, Kolkata- 700 091

Dated: August 10, 2022

By Order of the Board of Directors  
**Trishakti Electronics and Industries Limited**

*Nandini Dharnidharka*

**Nandini Dharnidharka**

**Company Secretary & Compliance Officer**

# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

## DIRECTORS' REPORT

### TO THE SHAREHOLDERS:

Your Directors submit herewith their 37<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2022.

### FINANCIAL RESULTS:

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

(All Amount in Rs. In Lac, unless other wish stated)

	This Year 2021-22		Previous Year 2020-21	
	Rs.	P.	Rs.	P.
Profit for the year		61.42		20.75
Provision for Income Tax		(10.00)		(4.0)
Deferred Tax		0.17		0.23
Profit after Taxation		51.59		16.98
Appropriation for Income Tax for earlier year		--		--
Short Provision for Income Tax for earlier year		(0.54)		(0.06)
Transfer to General Reserve		(+)10.00		(+)2.50
DIVIDEND paid		(14.85)		--
Balance brought forward from previous year		644.69		563.10
Other comprehensive Income for the Year, net of tax As per Last Financial Statement		12.27		63.29
Balance at the end of the year :		693.16		644.69

### PERFORMANCE:

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

During the year the interest income Rs. 59.46 Lac (Previous Year Rs. 76.89 Lac) and other income was Rs. 7.04 Lac (Previous Year Rs. 1.47 Lac). Commission received Rs. 2.83 Lac (Previous year Rs. Nil Lac) Consultancy Fees Rs. Nil Lac (Previous year Rs. 7.28 Lac). Keyman Insurance (Maturity Refund) Rs. 63.45 Lac (Previous year Rs. Nil Lac) . Difference Dealing in Shares Rs. 3.19 Lac (Previous year Rs. Nil Lac). Derivative Income Rs. 11.87 Lac (Previous year Rs. 1.00 Lac). Dividend Received Rs. 4.16 Lac (Previous year Rs. Nil Lac). Sales of Shares Rs. 2627.46 Lac (Previous year Rs. Nil Lac)

### TRANSFER TO RESERVES

We propose to transfer Rs. **10.00** Lac to the General Reserve. An amount of Rs. **10.00** Lac is proposed to be retained in the profit and loss account.



## **EXTERNAL ENVIRONMENT**

### **GLOBAL ECONOMIC OUTLOOK**

Although slowdown in the Global growth is expected to moderate from 5.9 in 2021 to 4.4 percent in 2022—half a percentage point lower for 2022 than in the October World Economic Outlook (WEO), largely reflecting forecast markdowns in the two largest economies. A revised assumption removing the Build Back Better fiscal policy package from the baseline, earlier withdrawal of monetary accommodation, and continued supply shortages produced a downward 1.2 percentage-points revision for the United States. In China, pandemic-induced disruptions related to the zero-tolerance, However Due to the COVID-19 pandemic, the International Monetary Fund has projected policy and protracted financial stress among property developers have induced a 0.8 percentage-point downgrade. Global growth is expected to slow to 3.8 percent in 2023.

### **OUTLOOK FOR INDIA**

Financial Year 2021-22 saw India emerge as a bright spark even as advanced and emerging economies grappled with uncertainty and slower growth. Economic growth in India peaked in the fiscal at GDP grew by 5.4% during October–December 2021 (Q3 FY2021–22), slower than we had earlier estimated (figure 1). Growth in the July–September quarter was revised up to 8.4%, which explains the fading recovery in the subsequent quarter. The uneven (modest, at best) recovery in a few sectors, especially agricultural, manufacturing, and contact-intensive services sectors, weighed on the overall growth.

On the expenditure front, although festive demand and reduced infections boosted private consumption, growth momentum slowed compared to previous quarters (figure 1). Slower-than-expected demand growth and lower capacity utilization weighed on the momentum in gross fixed capital formation growth. Even government expenditure declined this quarter. However, exports maintained a strong momentum, pushing the overall growth upward.

The Indian economy is in the midst of significant structural change and is expected to embark on a sustained economic growth cycle. According to World Bank, India is set to be the world's fastest growing major economy in the Financial Year 2021-22 at grow at 8.3–8.8% and gradually strong growth of more than 7.5% and 6.5% in the next two fiscal years. This will likely mean that the baton for the fastest-growing emerging country will be passed on from China to India in the coming years. However, this economic growth will depend on steady implementation of reforms aimed to improve productivity and competitiveness. Government initiatives like 'Make in India' will stimulate manufacturing growth while its focus on infrastructure should revive the investment cycle. This should help India grow while being fiscally prudent. States are also expected to play a key part in GDP to be growth due to their increased finances via greater share of government taxes, etc.

### **HUMAN RESOURCES DEVELOPMENT**

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

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

## **CORPORATE SOCIAL RESPONSIBILITY**

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

## **BOARD MEETINGS**

A calendar of Meetings is prepared and circulated in advance to the Directors. The Board met **Twenty one** times during the year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulation 2015.

## **SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA**

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

## **INDEPENDENT DIRECTORS DECLARATION**

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulation 2015.

## **PUBLIC DEPOSITS**

During the financial year 2020-21, your Company has not accepted any deposits within the meaning of section (s) 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and as such no amount of Principal or Interest was outstanding as on date of the Balance Sheet.

## **OUTLOOK ON OPPORTUNITIES:**

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

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

- (i) A manufacturing Company which is based on Indonesia i.e. M/s PT SERVOTECH INDONESIA participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for Immediate Supply SRP Surface Unit, Drill Pipe, Drill Collar. Where our Company will be acting as a Commission Agent.
- (ii) A USA based Company M/s Command Tubular Products LLC , Add- 550,400 – 5<sup>th</sup> Ave SW , Texas , USA , participates in the tender with Oil & Natural Gas Corporation Ltd. for 3D Seismic Data Acquisition in KG Basin during Field Season 2021-22 & 2022-23. Where our Company will be acting as a Commission Agent.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external agencies, the reviews performed by Management and the relevant Board Committees, the Board, with the concurrence of the Audit Committee, is of the opinion that the Company's internal financial controls were adequate and effective as on 31<sup>st</sup> March, 2022.

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

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

And

Those proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

## **BOARD DIVERSITY**

The company recognizes and embraces the important of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age and gender, which will help us in retaining our competitive advantage. Your Board comprises of experts in the field of finance, law, corporate governance, management and leadership skills and also has a Women Director on the Board.

## **INTERNAL COMPLAINTS COMMITTEE**

The Company has in place a policy on prevention of Sexual Harassment at Work place in a line with the requirements of the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013 and Rule framed there under.

During the period no Sexual Harassment complaints were received by the internal complaints committee established under the policy for prohibition, prevention and redressal Sexual Harassment of women at workshop of the company.

## **COMPLIANCE OF SECRETARIAL STANDARDS**

The company complies with all the applicable secretarial standards.

### **AUDIT COMMITTEE**

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

The Committee met twelve times during the year, 04.05.2021, 12.06.2021, 30.06.2021, 14.07.2021, 14.08.2021, 30.08.2021, 30.09.2021, 10.11.2021, 6.012.2021, 16.12.2021, 04.02.2022, 14.03.2022 the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The Committee is comprised of Mr. Tarun Daga (Non-Executive Independent Director) Chairman, Mr. Archan Sett (Non-Executive Independent Director) Member. Mrs. Shalini Jhanwar (Executive Director) Member.

### **NOMINATION AND REMUNERATION COMMITTEE**

The Committee has adopted a Charter for its functioning .The primary objective of the Committee is to monitor and provide effective supervision of the Management to Governance Nomination and Remuneration Committee has framed a policy for selection and appointment of Directors including determining qualifications and independence of a Director Key Managerial Personnel (KMP) Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Companies Act 2013

The Committee met Six Times during the year, 04.05.2021, 12.06.2021, 26.08.2021, 07.10.2021, 06.12.2021, 14.03.2022 and also details of which are given in the Corporate Governance Report that forms part of this Annual Report. As of the date of this report, the Committee is comprised of Mr. Archan Sett (Non-Executive Independent Director) Chairman, Mr. Tarun Daga (Non-Executive Independent Director) Member, Mr. Vikash Shraf (Non-Executive Independent Director) Member.

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Committee has adopted a Charter for its functioning .The evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings representation of shareholder interest and enhancing shareholder value experience and expertise to provide feedback and guidance to top management on business strategy governance risk and understanding of the organization's strategy etc.

The Committee met Nil times during the year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. As of the date of this report, the Committee is comprised of Mr. Archan Sett (Non-Executive Independent Director) Chairman, Mr. Tarun Daga (Non-Executive Independent Director) Member. Mr. Vikash Shraf (Non-Executive Independent Director) Member.

### **INTERNAL FINANCIAL CONTROL**

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

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

## **RELATED PARTY TRANSACTIONS**

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

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 form part of the report.

## **VIGIL MECHANISM**

Approved the revised Vigil Mechanism that provides a formal mechanism for all Directors, employees of the Company to approach the Ethics Chairman of the Audit Committee of the Board and make protective disclosures about the unethical behaviour, actual or suspected fraud or violation of the Code of Conduct (CoC).

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

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

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

## **PREVENTION OF SEXUAL HARASSMENT (POSH)**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 (POSH Act) and Rules framed thereunder.

Your Company has always believed in providing a safe and harassment free workplace for every individual working in the Company's premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company does not have a formal Anti Sexual Harassment policy in place but has adequate measures including checks and corrections in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under the policy. The following is a summary of sexual harassment complaints received and disposed off during the period ended 31<sup>st</sup> March, 2022:

No. of Complaints received: NIL

No. of Complaints disposed off: NIL

## **RISK MANAGEMENT**

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

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

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

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

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

## **AUDITORS**

### **Statutory Auditors**

The terms of M/s G.Basu & Co., Chartered Accountants,(ICAI Registration No. 301174E) 3 Chowranghee Approach, Kolkata-700072, as the statutory auditor of the Company have completed on 31<sup>st</sup> March 2022. As per Provision of the Section 139 and 141 of Companies Act 2013, read with Companies (Accounts) Rules 2014 and in accordance with Regulation 33 of Listing Regulation, Subject to approval by the Members, the Board of Directors has recommended the Re-appointed of M/s G.Basu & Co., Chartered Accountants,(ICAI Registration No. 301174E), as statutory Auditors of the Company for another term of **Five Financial Years**, i.e. from 2022 - 23, 2023 - 24, 2024 - 25, 2025 - 26, 2026 - 27.

The Members attention is drawn to Resolution Proposing the Appointment M/s G. Basu & CO. Chartered Accountants, (ICAI Registration No. 301174E), as statutory auditors of the Company which is included at Item No. - 4 of the Notice convening of AGM.

The observation of Auditors in the Auditor's Report are explain, wherever necessary in the appropriate notes of the accounts. Further, no Fraud was reported by the auditor of the company.

### **Secretarial Auditors**

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

The Board of Directors appointed Smt. Neha Poddar, Practicing Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2021-22 and her report is annexed to this Board report. In connection, with the auditor observation in the report, it is clarified that she has conducted the Secretarial Audit of the compliance of the applicable statutory provisions & the adherence to good corporate practice. The Secretarial Audit was conducted in a manner that provided her a reasonable basis for evaluating the corporate conducts/statutory compliance & expressing her opinion. The Board has also further re-appointed Smt. Neha Poddar, as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2022-23.

### **Internal Auditor**

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating, procedures. The company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s Sinharay & Co., Chartered Accountant Firm, Kolkata (FRN - 332294E). The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The audit Committee of the Board of Directors actively review the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Statutory Auditors and the Key Managerial Personnel are periodically apprised of the internal audit finding and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant Audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, The Internal Audit Function reports to the Chairman of the Audit Committee.

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

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

### **DIRECTORS AND KEY MANAGEMENT PERSONNAL:**

There is no Change in any Directors and Key Management Personal except Mr Dhruv Jhanwar who designation Changed From Non-Executive Director to Executive Director and Mrs Nandini Dharnidharka who was appointed as Company Secretary and Compliance Officer of the Company in place of Rahul Rungta who resigned on 07-10-2021

## **CORPORATE GOVERNANCE:**

Pursuant to SEBI (LODR) Regulation 2015 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 2022, 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.

## **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 The Calcutta Stock Exchange Ltd. The annual listing fees for the year 2022-23 have been paid to The Bombay Stock Exchanges Ltd. and The Calcutta Stock Exchange Ltd.

## **CEO / CFO CERTIFICATION**

The CEO/CFO have certified to the Board of Directors in respect of review of the financial statement and cash flow statement for the year in terms of the requirement of SEBI (LODR) Regulation 2015 with the Stock Exchange.

## **DEPOSITORY**

The Equity shares of the Company is trading permitted only in dematerialized form, the Company has made the requisite arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable investors to hold shares in dematerialized form. The annual custodial fees for the year 2022-23 have been paid to those Depositories.

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

Information in accordance with the provision of section 134(3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo have been given in the annexure.

## **AUDITORS' OBSERVATION:**

- The Auditors' Report for fiscal 2022 does not contain any qualification, reservation or adverse remark. The Report is enclosed with the financial statements in this Annual Report.
- The Secretarial Auditors' Report for fiscal 2022 does not contain any qualification, reservation or adverse remark.
- The Secretarial Auditors' Report is enclosed as Annexure to the Board's report.
- The Auditor's certificate confirming compliance with conditions of corporate governance as stipulated under Listing Regulation, for fiscal 2022 is enclosed as Annexure to the Board's report.



## **COMPANY POLICIES UNDER PANDEMIC SITUATION**

During the Pandemic situation of COVID 19, the company has decided to implement "Work from Home Policies" for the ease of employees and to adhere with the Government Policies time to time.

## **EXTRACT OF ANNUAL RETURN**

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended 31st March 2022 made under the provisions of Section 92(3) of the Act is attached as Annexure III to this report.

## **GENERAL**

Your Directors state that during Financial Year 2021 - 22 :

- The Company has not issued any Equity Shares with differential rights as to Dividend, Voting or otherwise.
- The Company has distributed dividend on Equity Share with differential rights as to Dividend, or otherwise.
- The Company has not issued any Sweet Equity Shares during the year.
- There are no significant or material orders passed against the Company by the Regulators or Court of Tribunals during the year ended March 31, 2022 which would impact the going concern status of the Company and its future operations.

## **CAUTIONARY STATEMENT**

Statements in this Directors' Report and Management Discussion and analysis describing the Company's objectives, projections, estimates, expectation or predictions may be "forward - looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

## **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.

**On behalf of the Board of Directors  
Trishakti Electronics and Industries Limited**

## **REGISTERED OFFICE**

Godrej Genesis, Sector - V  
Salt Lake City  
Unit No.1007, 10<sup>th</sup> Floor,  
Kolkata - 700091  
Dated: 10<sup>th</sup> Day of August , 2022.



**SURESHJHANWAR**  
(Managing Director)  
(DIN: 00568879)

# TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

## Annexure to Directors' Report

Particulars required under the Companies (Disclosures in the Board of Directors) Rules 2013

	<u>2021-22</u>	<u>2020 -21</u>
Conservation of Energy Technology absorption	Not applicable	Not applicable
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.
Total Foreign exchange used and earned -		
<b>(i) Foreign exchange spent:</b>		
Travelling Expenses	0.22	--
Legal & Professional Fee	0.32	--
Fixed Assets	--	--
Membership Fees	--	--
Keyman's Medical Expenses	--	--
Higher Education Expenses	--	19.27
Miscellaneous Expenses	--	--
<b>(ii) Foreign exchange earned:</b>		
Commission Received	2.83	7.28
Reimbursement of Tender Fees	--	--

**Form No. AOC-2**

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

**1. Details of contracts or arrangements or transactions not at arm's length basis  
Note No. 39 Related Party Disclosures.**

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

**Key Managerial Personnel**

1. SURESH JHANWAR, (Managing Director)
2. SHALINI JHANWAR, (Executive Director)
3. DHRUV JHANWAR (Executive Director)
4. RAHUL RUNGTA (Company Secretary) (Upto - 7.10.2021)
5. NANDINI DHARNI DHARKA (Company Secretary) (From - 7.10.2021)
6. KUMAR KANTI GHOSH (Chief Financial Officer)

**Associates Companies**

1. SAGARMAL RAMESH KUMAR PVT. LTD.

- (b) Nature of contracts/arrangements/transactions: **Loans & Advance, Office Rent, Interest and Director Remuneration.**
- (c) Duration of the contracts / arrangements/transactions: **For One Year (April 2021 to March 2022)**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:  
**Loan Refund for same Financial year**
- (e) Justification for entering into such contracts or arrangements or transactions:  
**As business transaction**
- (f) Date of approval by the Board: **09<sup>th</sup> April, 2022**
- (g) Amount paid as advances, if any: **NA**
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: **09<sup>th</sup> April, 2022**

**2. Details of material contracts or arrangement or transactions at arm's length basis  
NOT APPLICABLE**

- (a) Name(s) of the related party and nature of relationship :
- (b) Nature of contracts/arrangements/transactions:
- (c) Duration of the contracts / arrangements/transactions:
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Date(s) of approval by the Board, if any:
- (f) Amount paid as advances/ **Remuneration**: Rs.13,70,000/-

**Thanks & Regards**

Place: KOLKATA  
Date: 10<sup>th</sup> August 2022

  
**SURESH JHANWAR**  
Managing Director  
(DIN # 00568879)

**SIDDHARTA CHOPRA**  
Director  
(DIN # 00546348)

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

As on the financial year ended on 31/03/2022  
[Pursuant to Section 92(3) of the Companies Act, 2013 And  
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

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

<b>CIN</b>	L31909WB1985PLC039462
<b>Registration Date</b>	06/09/1985
<b>Name of the Company</b>	Trishakti Electronics & Industries Ltd.
<b>Category/Sub-Category of the Company</b>	Company Limited By Shares
<b>Address of the Registered Office &amp; Contact Details</b>	Godrej Genesis, Salt Lake City, Sector -V , 10th Floor , Unit No 1007, Kolkata - 700091 E-Mail : info@trishakti.com
<b>Whether Listed Company</b>	Yes, Listed By Bombay Stock Exchange Ltd. And The Calcutta Stock Exchange Ltd.
<b>Name, Address &amp; Contact details of the Registrar &amp; Transfer Agent, if any.</b>	M/S MCS SHARES TRANSFER AGENT LTD. 1st Floor, 383, Lake Gardens, Kolkata, West Bengal 700045 TEL :033 4072 4051/4052/4053 FAX : 033 4072 4050 E-MAIL : mcssta@rediffmail.com

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

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

S. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
--	Commission And Other Income	46109	100%

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

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

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

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

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2021]				No. of Shares held at the end of the year[As on 31-March-2022]				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian	994000	-	994000	33.4613	994000	-	994000	33.4613	-
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e)Bank/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-

<b>Sub-total (A)(1)</b>	<b>994000</b>	-	<b>994000</b>	<b>33.4613</b>	<b>994000</b>	-	<b>994000</b>	<b>33.4613</b>	-
(2) Foreign									
(a) NRI- Individual	-	-	-	-	-	-	-	-	-
(b) Other – Individual	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Bank/FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>994000</b>	-	<b>994000</b>	<b>33.4613</b>	<b>994000</b>		<b>994000</b>	<b>33.4613</b>	-
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Bank / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	-	-	-	-	-	-	-	-	-
<b>Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	644717	17200	661917	22.2822	742056	17200	759256	25.5590	3.2768
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2lakh	376690	41999	418689	14.0944	310536	41999	352535	11.8675	(-)2.2269
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	895744	-	895744	30.1535	864559	-	864559	29.1039	(-)1.0496
c) Others (NRI)	250	-	250	0.0084	250	-	250	0.0084	-
<b>Sub-total (B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>2911401</b>	<b>59199</b>	<b>2970600</b>	<b>100%</b>	<b>2911401</b>	<b>59199</b>	<b>2970600</b>	<b>100%</b>	

### Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In share Holding during the year
		No of Shares	% of total shares of the Company	% of shares pledged/en cumbered to total shares	No of Shares	% of total shares of the Company	% of shares pledged/en cumbered to total shares	
1	SURESH JHANWAR	810779	27.2934	--	810779	27.2934	--	
2	SHALINI JHANWAR	112021	3.7709	--	112021	3.7709	--	--
3	SURESH JHANWAR (HUF)	71200	2.3968	--	71200	2.3968	--	--
4	SAGARMAL JHANWAR & SONS (HUF)	121170	4.079	--	--	--	--	--

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

SL. No.		Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total Share of the Company
	At the beginning of the year Suresh Jhanwar	672142	22.6265%	138637	4.6669%
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	Suresh Jhanwar 03/11/21 138634 Transfer Santi Devi Jhanwar 03/11/2021 ( 17467) Transfer Sagarmal Jhanwar & Sons (HUF) 09/04/2021 (121170) Transfer			
	<b>At the end of the year</b> Suresh Jhanwar	810779	27.2934		

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

Sl No.	Name	Shareholding at the beginning/end of the year		Date	Increase /Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01/04/2021 - 31/03/2022)	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	STARLIGHT CAPITAL PVT. LTD.	85032	2.8625		85032	purchase	85032	2.8625
2	STARMAX INVESTMENT PVT. LTD.	55907	1.8820		55907	purchase	55907	1.8820