

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

N O T I C E

NOTICE is hereby given that the 13th Annual General Meeting of the Company will be held at the Registered Office of the Company at 2, Clive Ghat Street, Room No. 4, 2nd Floor, Calcutta - 700001, on Wednesday, the 22nd day of September, 1998 at 3 P.M. to transact the following business :

1. To receive and consider Director's Report and Auditors' Report and the Audited Statement of Accounts for the year ended 31st March, 1998.
2. To appoint a Director in place of Sri Suresh Jhanwar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint auditors and to fix their remuneration.

Special Business :

To Consider and if thought fit to pass with or without modification the following resolution.

4. "Resolved that Sri Ramesh Jhanwar be and is hereby appointed as a Director of the Company".
5. "Resolved that Sri Pradip Sureka be and is hereby appointed as a Director of the Company".

Registered Office,
2, Clive Ghat Street,
Room No. 4, 2nd Floor,
Calcutta - 700 001.
Dated : 8th August, 1998

By Order of the Board
For TRISHAKTI ELECTRONICS &
INDUSTRIES LIMITED

Ramesh Jhanwar
(RAMESH JHANWAR)
Director

NOTES

1. Every Shareholder 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. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 relating to item 4 and 5 of Special Business is annexed.
3. The Register of Members will remain closed from 16th September, 1998 to 22nd September, 1998 (both days inclusive)

MD	✓	BKC	✓
CS	NA	DPY	NA
RO	✓	DIV	NA
TRA	✓	AC	✓
AGM	✓	SHI	✓
YE	✓		✓

Trishakti Electronics & Industries Ltd

Ramesh Jhanwar
DIRECTOR

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

**EXPLANATORY STATEMENT PURSUANT TO
SECTION 173(2) OF THE COMPANIES ACT, 1956.**

Item No. 4 and Item No. 5

Pursuant to the Articles of Association of the Company SRI RAMESH JHANWAR was appointed as an additional Director of the Company with effect from 16th September, 1997. Pursuant to Articles of Association he will hold office upto the date of the forthcoming Annual General Meeting.

The Company has received notice under section 257 of the Companies Act, 1956 from a member of the Company, signifying his intention to propose the appointment of Sri RAMESH JHANWAR as a Director of the Company.

Pursuant to the Articles of Association of the Company SRI PRADIP SUREKA was appointed as an additional Director of the Company with effect from 31st October, 1997. Pursuant to Articles of Association he will hold office upto the date of the forthcoming Annual General Meeting.

The Company has received notice under section 257 of the Companies Act, 1956 from a member of the Company, signifying his intention to propose the appointment of Sri PRADIP SUREKA as a Director of the Company.

The Board of Directors considers that the appointment of Shri RAMESH JHANWAR as Director of the company will be beneficial to the Company. The Board, therefore, recommends the Resolutions set out in items 4 of the notice convening the meeting.

Except Sri Suresh Jhanwar, Director no other Director is interested in the above Resolution.

The Board of Directors also considers that the appointment of Shri PRADIP SUREKA as Director of the company will be beneficial to the Company. The Board, therefore, recommends the Resolutions set out in item 5 of the notice convening the meeting.

No Director is interested in the above Resolution.

By order of the Board
TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

2, Clive Ghat Street,
Room No. 8 & 9, (2nd Floor),
Calcutta - 700 001.
Dated : 8th August, 1998.

Ramesh Jhanwar
(Ramesh Jhanwar)
Director

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED**DIRECTOR'S REPORT****TO THE SHAREHOLDERS :**

Your Directors submit herewith their 13th Annual Report together with the Audited Accounts of the company for the year ended 31st March, 1998.

FINANCIAL RESULTS :

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

	This Year		Previous Year	
	Rs.	P.	Rs.	P.
Profit for the year	4,44,808.13		68,444.61	
Less : Provision for Income Tax	1,56,000.00		35,000.00	
Profit after Taxation	2,88,808.13		33,444.61	
Income Tax Adjustment for earlier year	2,822.00		-----	
Balance brought forward from previous year	6,02,466.11		5,69,021.50	
Balance Carried to Balance Sheet :	8,94,096.24		6,02,466.11	

OPERATION :

During the year the sale of Shares was Rs. 2,22,45,688.75 and interest income and other income was Rs. 1,23,99,850.50.

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 :

Sri Suresh Jhanwar retires by rotation and being eligible offers himself for re-appointment. Sri Sagarmal Jhanwar resigned from the board with effect from 16.09.1997. Sri Mithilesh Kumar Jha resigned from the Board with effect from 31st October, 1997. The board records the valuable services rendered by Sri S. M. Jhanwar and Sri M. K. Jha during the tenure of their directorship.

Sri Ramesh Jhanwar was appointed as an additional Director with effect from 16th September, 1997. Sri Pradip Sureka was appointed as an additional Director with effect from 31st October, 1997. They will hold office until the ensuing Annual General Meeting of the Company and are eligible offer for re-appointment.

: 2 :

DIVIDEND :

 For conservation of resources, no dividend is being recommended.

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 out go have not been given as the same are not applicable.

Auditors Observations :

 Auditors' observations are self explanatory.

AUDITORS :

 The retiring Auditors, M/S. Dangi Jain & Co. Chartered Accountants are eligible for re-appointment.

REGISTERED OFFICE

 2, Clive Ghat Street
 Room No. 4, 2nd Floor,
 Calcutta - 700001

Dated : 8th day of August, 1998.

Ramesh Jhanwar }
 RAMESH JHANWAR }

Suresh Jhanwar }
 SURESH JHANWAR }

Pradip Sureka }
 PRADIP SUREKA }

} DIRECTORS

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Annexure to Director's Report

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

	1997-98 <hr style="width: 50px; margin: 0 auto;"/>	1996-97 <hr style="width: 50px; margin: 0 auto;"/>
(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.	Nil	Nil
(ii) Foreign exchange earned.	Nil	Nil

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

AUDITORS' REPORT TO THE MEMBERS

We have audited the attached Balance sheet of TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED. as at 31st March, 1998 and the Profit & Loss Account for the year ended on that date and report that :

1. We have obtained all the information & explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
3. The Balance Sheet and the Profit & Loss Account of the Company read with the report are in agreement with the Books of Account.

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 loans and advances given to Shaw Wallace Co. Ltd. Note No. 8 for provision of non performing assets and Note No. 9 for loan given to relative of Directors and Companies in which Directors are interested and advances considered and not provided for 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 :

- i) In the case of Balance Sheet of the State of affairs of the Company as at 31st March, 1998 and
 - ii) In the case of Profit & Loss Account for the "Profit" for the year ended on that date.
5. As required by the manufacturing and other Companies (Auditors Report) Order, 1988 issued by the Company Law Board, in terms of Section 227 (4A) of the Companies Act, 1956 we further state that :
- i) The Company has maintained proper records to show full particulars including Quantitative details and situation of its Fixed Assets. The Fixed Assets of the Company have been physically verified by the management during the year. We are informed that no material discrepancies have been noticed by the management on such verification.
 - ii) None of the Fixed Assets has been revalued during the year.
 - iii) The stocks have been physically verified by the management at the end of the year.
 - iv) It has been explained to us that no discrepancy has been noticed on physical verification of stocks as compared to book records.
 - v) According to the information and explanations given to us, in our opinion, the procedure of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
 - vi) The basis of valuation of stock is fair and proper and in accordance with the normally accepted accounting principles and is on the same basis as in the preceding year.