

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

N O T I C E

NOTICE is hereby given that the 26th Annual General Meeting of the Company will be held at The Spring Club, 5 J. B. S. Halden Avenue (formerly E.M. Bypass), Kolkata -700105, on Thursday, the 29th day of September, 2011 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt Directors' Report and Auditors' Report and the Audited Balance Sheet as at 31st March, 2011 and Profit & Loss Account for the year ended on that date together with Secretarial compliance certificate thereon.
2. To appoint a Director in place of Sri Suresh Jhanwar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Sri Vikash Sharaf who retires by rotation and being eligible offers himself for re-appointment
4. To appoint Messrs. Dangi Jain & Co., Chartered Accountants, the retiring auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, for the financial year 2011-2012 on such remuneration plus service tax as may be mutually agreed upon between the Board of Directors and the Auditor in connection with the work of Audit to be carried out by them.

SPECIAL BUSINESS:

5. 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 198, 269, 309, 310, 311 and read with Schedule XIII and all other applicable provisions, if any, of the Companies Act. 1956, the consent of the Company and Shareholders be and is hereby accorded to the appointment of Sri Ramesh Jhanwar as whole-time Director of the Company for a period of 3 years (i.e. 1st April, 2011 to 31st March, 2014) with effect from 1st April, 2011 on the terms and conditions including remuneration, as set out in the agreement, to be entered into between the Company and Sri Ramesh Jhanwar, a draft whereof is placed before this meeting and to alter and vary the terms and conditions of the said agreement and / or remuneration and / or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary or expedient to give effect to this resolutions.”

6. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ordinary resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and read with Schedule XIII and all other applicable provisions, if any, of the Companies Act. 1956, the consent of the Company and Shareholders be and is hereby accorded to the appointment of Sri Suresh Jhanwar as whole-time Director of the

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

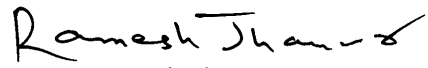
Declaration Regarding Compliance by Board Members and senior Management Personnel with the code of Conduct

This is to confirm that the Company has adopted Code of Conduct for its employees including the Managing Director and Whole time Directors. In addition, the Company has adopted the Code of Conduct for Non-Executive-Directors. Both these Codes are posted on the Company's website.

I confirm that the Company has in respect of the financial year ended 31st March, 2011, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Executive Directors as on 31st March, 2011.

Kolkata, 12th day of August, 2011


Ramesh Jhanwar
Managing Director

Company for a period of 3 years (i.e. 1st April, 2011 to 31st March, 2014) with effect from 1st April, 2011 on the terms and conditions including remuneration, as set out in the agreement, to be entered into between the Company and Sri Suresh Jhanwar, a draft whereof is placed before this meeting and to alter and vary the terms and conditions of the said agreement and / or remuneration and / or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary or expedient to give effect to this resolutions.”

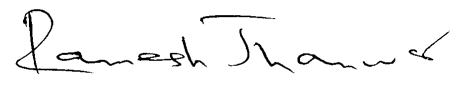
7. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ordinary resolution.**

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and read with Schedule XIII and all other applicable provisions, if any, of the Companies Act. 1956, the consent of the Company and Shareholders be and is hereby accorded to the appointment of Sri Sagarmal Jhanwar as whole-time Director of the Company for a period of 3 years (i.e. 1st April, 2011 to 31st March, 2014) with effect from 1st April, 2011 on the terms and conditions including remuneration, as set out in the agreement, to be entered into between the Company and Sri Sagarmal Jhanwar, a draft whereof is placed before this meeting and to alter and vary the terms and conditions of the said agreement and / or remuneration and / or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary or expedient to give effect to this resolutions.”

Registered Office,
2, Clive Ghat Street,
Room No. 8 & 9, 2nd Floor,
Kolkata - 700 001.
Dated: 12th day of September, 2011

By Order of the Board of Directors

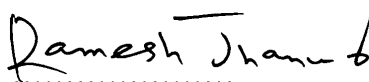

(RAMESH JHANWAR)
Director

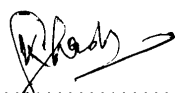
TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

CEO / CFO Certificate under Clause 49 of the Listing Agreement

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

- a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2011 and that to the best of our knowledge and brief.
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and brief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have disclosed to the auditors and audit committee deficiencies in the design or operation or internal control if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit committee that:
 - (i) there are no significant changes in internal control over financial reporting during the year;
 - (ii) there have been no significant changes in accounting policies during the year which are required to be disclosed in the notes to the financial statements; and
 - (iii) there have been no instances of significant fraud which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.


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Ramesh Jhanwar
Managing Director


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Kumar Ghosh.
Chief Financial Officer

Date: 12/08/2011.

Place: Kolkata.

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her and such proxy need not be a shareholder. The proxies should, however, be deposited at the Registered Office of the company not later than 48 hours before the commencement of the meeting.
2. Members are requested to immediately notify any change in their address to the Registrar Share Transfer agent of the Company M/s. MCS Limited, 77/2A, Hazra Road, Kolkata – 700 025 in all correspondence with the Company, members are requested to quote their Account / Folio Numbers.
3. The Register of Members and share Transfer Books of Company will be closed from 23rd September, 2011 to 29th September, 2011 (both days inclusive).
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write their folio No. in the attendance slip for attending the meeting.
5. All documents referred to in the accompanying Notice are open for inspection at the registered office of the Company on all working days except Saturday & Sunday between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. Shareholders are requested to notify their Bank particulars giving the name of the Bank and the branch and the nature of account and also any change of address to the Company's Registrar and Share Transfer Agent, M/s. MCS Ltd. Shareholders are hereby intimated that under instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholder has become mandatory.
7. Shareholders are hereby informed that the Bank particulars given by them at the time of opening a depository account will be used by the Company for printing on the dividend warrants. This would ensure that the dividend warrants cannot be deposited in any account other than the one specified on the warrants. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants. The bank mandate for shares held in physical form will not be applied for shares held in electronic form.
8. Section 109 A of the Companies Act, 1956 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form 2B, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
9. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. MCS Ltd., the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

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

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

We have read the Report of the Board of Directors on Corporate Governance and examined the relevant records relating to compliance of conditions of Corporate Governance by M/s Trishakti Electronics & Industries Limited ("the Company") for the year ended on 31st March, 2011, as stipulated in Clause 49 of the listing Agreement of the said Company with the Stock Exchanges in India.

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

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

We state that in respect of investor grievances received during the year ended 31st March, 2011 no investor grievance was pending against the Company as per the records maintained by the Shareholders / Investors' Grievance Committee of the Company.

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

Kolkata, 12th day of August, 2011.

For MR & ASSOCIATES
Company Secretaries



(M. R. Goenka)
Partner.

Membership No. 11121
CP No - 2551



TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

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

The Explanatory Statement for Item Nos. 5 to 7 of the accompanying Notice set out hereinabove is as under:

Item No. 5, 6 and 7

Sri Ramesh Jhanwar, Sri Suresh Jhanwar and Sri Sagarmal Jhanwar have been appointed as whole-time Directors of the Company for the period of three years with effect from 1st April, 2011 to 31st March, 2014. Subject to shareholders' approval, the Board of Directors, at their meeting held on 15th February, 2011, have appointed the aforesaid Directors as whole-time Director for a period of 3 years, on the remuneration as approved by the Board.

The board particulars of remuneration payable to and the terms of the respective appointments of Sri Ramesh Jhanwar, Sri Suresh Jhanwar and Sri Sagarmal Jhanwar during the tenure of their respective appointments are as under.

Name and Designation	Remuneration (Rs. per month)
Sri Ramesh Jhanwar (Whole-time Director)	30,000.00
Sri Suresh Jhanwar (Whole-time Director)	30,000.00
Sri Sagarmal Jhanwar (Whole-time Director)	30,000.00

The perquisites, allowances reimbursement of expenses payable to the aforesaid Directors are as per Agreement, subject to an overall ceiling of remuneration as stipulated in sections 198 and 309 of the Companies Act, 1956.

The terms and conditions as set out for re-appointment and payment of remuneration herein and / or in the respective Agreements may be altered and varied from time to time by the Board of Directors of the Company as it may, at its discretion deem fit. The Board is also entitled to revise the salary perquisites and allowances and commission payable to the said whole-time Directors of the Company.

The respective Agreements may be terminated by either party (the Company or the concerned whole-time Director) by giving 3 months prior notice in writing.

The above Agreements to be entered into between the Company and each of Sri Ramesh Jhanwar, Sri Suresh Jhanwar and Sri Sagarmal Jhanwar respectively incorporating the above particulars of remuneration, are available for inspection at the Registered Office of the Company on all working days excluding Saturday, upto the date of ensuring Annual General Meeting between 11.00 a.m. and 1.00 p.m.

The above may also be treated as an abstract of the terms of the contract / Agreement between the Company and Sri Ramesh Jhanwar, Sri Suresh Jhanwar and Sri Sagarmal Jhanwar respectively pursuant to Section 302 of the Companies Act, 1956.

j) DISTRIBUTION OF SHARE HOLDINGS AS ON 31.03.2011 :

Range of Ordinary Shares	No. of shares	% to Capital	No. of Holders	% of Holders
1 to 500	109852	3.6980	716	76.82
501 to 1000	93253	3.1392	113	12.12
1001 to 10000	227622	7.6625	74	7.94
Above 10000	2539873	85.5003	29	3.12
Total	2970600	100.00	932	100.00

k) SHARE HOLDING PATTERN AS ON 31.03.2011 :

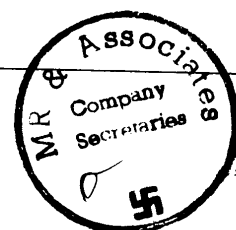
Name of the Shareholder	No. of Shares Held	% Holding
Promoter	953019	32.0817
Bodies Corporate	1391835	46.8536
FI's	--	--
Nationalised Banks	--	--
Mutual Funds	--	--
FII's	--	--
NRI and OBC	6772	0.2280
Individuals	618974	20.8367
Total	2970600	100.00

l) DEMATERIALIZATION OF SHARES & LIQUIDITY :

Electronic holding by members comprises 97.17% of the paid up Equity Share Capital of the Company, held through the National Securities Depository Limited (87.51%) and Central Depository Securities (India) Limited (9.66%) as on March 31, 2011.

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

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



The details regarding his qualifications and Directorships held in other companies are set out in the Annexure to this Notice.

Sri Ramesh Jhanwar, Sri Suresh Jhanwar and Sri Sagarmal Jhanwar are interested in the resolutions which pertain to their respective re-appointment and / or remuneration payable to each of them. Further Sri Ramesh Jhanwar, Sri Suresh Jhanwar and Sri Sagarmal Jhanwar may also be deemed to be interested in the resolution pertaining to the re-appointment of and / or remuneration payable to the other, as they are related to each other.

Except Sri Ramesh Jhanwar, Sri Suresh Jhanwar and Sri Sagarmal Jhanwar, none of the other Directors of the Company is in anyway concerned or interested in the resolution.

Your Directors recommend the resolution as set out at Item No. 5 to 7 of the Notice for your approval.

1	Bombay Stock Exchange Ltd. - Mumbai	(Stock Code – TRISHEL-531279)
2	Calcutta Stock Exchange Ltd. Kolkata.	(Stock Code– TRISHEL 10030166)
Annual Listing Fees for all the Stock Exchanges have been paid for the year 2011-2012. The company has also paid the Annual Custodian Fees to both the Depositories.		
f)	International Securities Identification Number : INE238C01014	

g) Stock Market Data:

High and low prices of the Company's shares from April 2010 to March 2011 as given below:-

Month	High (Rs.) Company's Price	Low (Rs.) Company's Price
April, 2010	22.55	17.20
May, 2010	22.00	18.95
June, 2010	20.45	17.70
July, 2010	23.20	18.35
August, 2010	24.25	18.15
September, 2010	29.00	19.30
October, 2010	22.05	18.25
November, 2010	22.60	16.50
December, 2010	40.00	21.00
January, 2011	35.80	22.85
February, 2011	24.25	20.95
March, 2011	23.05	15.00

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

