

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

N O T I C E

NOTICE is hereby given that the 28th Annual General Meeting of the Company will be held at The Spring Club, 5 J. B. S. Halden Avenue (formerly E.M. Bypass), Kolkata -700105, on Friday, the 27th day of September, 2013 at 11.00 A.M. to transact the following business:

1. To receive, consider and adopt Directors' Report and Auditors' Report and the Audited Balance Sheet as at 31st March, 2013 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 Ramesh Jhanwar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Sri Tarun Daga 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 2013-2014 on such remuneration plus service tax as may be mutually agreed upon between the Board of Directors and the Auditor in connection with the work of Audit to be carried out by them.

Registered Office,

2, Clive Ghat Street,
Room No. 8 & 9, 2nd Floor,
Kolkata - 700 001.
Dated: 30th day of May, 2013

By Order of the Board of Directors


(RAMESH JHANWAR)
Director

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her and such proxy need not be a shareholder. The proxies should, however, be deposited at the Registered Office of the company not later than 48 hours before the commencement of the meeting.
2. Members are requested to immediately notify any change in their address to the Registrar Share Transfer agent of the Company M/s. MCS Limited, 77/2A, Hazra Road, Kolkata – 700 025 in all correspondence with the Company, members are requested to quote their Account / Folio Numbers.
3. The Register of Members and share Transfer Books of Company will be closed from 2 September, 2013 to 27th September, 2013 (both days inclusive).
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write their folio No. in the attendance slip for attending the meeting.
5. All documents referred to in the accompanying Notice are open for inspection at the registered office of the Company on all working days except Saturday & Sunday between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. Shareholders are requested to notify their Bank particulars giving the name of the Bank and the branch and the nature of account and also any change of address to the Company's Registrar and Share Transfer Agent, M/s. MCS Ltd. Shareholders are hereby intimated that under instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholder has become mandatory.
7. Shareholders are hereby informed that the Bank particulars given by them at the time of opening a depository account will be used by the Company for printing on the dividend warrants. This would ensure that the dividend warrants cannot be deposited in any account other than the one specified on the warrants. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants. The bank mandate for shares held in physical form will not be applied for shares held in electronic form.
8. Section 109 A of the Companies Act, 1956 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form 2B, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
9. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. MCS Ltd., the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.

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

- | | | |
|------------------------------|---|---|
| 1. Name | : | Sri Tarun Daga. |
| Age | : | 39 years. |
| Qualification | : | B. Com. |
| Experience | : | He has over 18 years of experience in Iron and Steel Casting Industries and 14 years experienced in Tour and Travel Business and also have experience in Money Market & overall Business Administration and Management. |
| Date of Appointment | : | 18.06.2003 |
| Other company's Directorship | : | M/s Sagar International Limited. |
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- | | | |
|------------------------------|---|---|
| 2. Name | : | Sri Ramesh Jhanwar. |
| Age | : | 39 years. |
| Qualification | : | B. Com. |
| Experience | : | He has over 21 years of experience in Non-Banking Finance Company and 14 years experience in Crane Chartered hiring Business and 12 years experience in Oilfield & Industrial Supply. He also has rich experience in Financial and Industrial Sector. He is also experienced in Stock and Money Market. |
| Date of Appointment | : | 16.09.1997 |
| Other company's Directorship | : | Sagar International Ltd
S M Corporate Financial Consultants (P) Ltd.
Sagarmal Ramesh Kumar Pvt. Ltd.
RVS Shares & Stock Broking Services (P) Ltd. |

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

DIRECTORS' REPORT

TO THE SHAREHOLDERS:

Your Directors submit herewith their 28th Annual Report together with the Audited Accounts of the company for the year ended 31st March, 2013.

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	4060491.00		6838429.00	
Provision for				
Income Tax	(775000.00)		(1400000.00)	
Deferred Tax	1289000.00		(4614000.00)	
Profit after Taxation	4574491		824429	
Appropriation for Income Tax for earlier year	(149029)		(43196)	
Adjustment for Fringe Benefit Tax for earlier year	Nil		Nil	
Transfer to General Reserve	(±)915000		(165000)	
Balance brought forward from previous year	35912296		22523063	
Balance at the end of the year :	40337758		35912296	

PERFORMANCE:

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

During the year the sales Rs. Nil (Previous year Rs. Nil) interest income Rs. 5554933/- (Previous Year Rs. 3449325/-), Crane Hire Charges Rs. 11396281/- (Previous Year Rs. 16610493/-), (Loss) / Profit on Sale of Investment Rs. 466603/- (Previous Year Rs. 699929/-), Dividend Rs. Nil (Previous Year Rs. 30000/-) Crane Mobilization Charges Rs. 50000/- (Previous Year Rs. 270000/-) and other income was Rs. 356144/- (Previous Year Rs. 59911/-). Commission received Rs. 527077/- (Previous year Rs. Nil).

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.

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

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

EMPLOYEES:

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

DIRECTORS RESPONSIBILITIES STATEMENT:

Pursuant to section 217(2AA) of Companies Act, 1956, the directors confirm the following in respect of the audited annual accounts for the year ended 31st March, 2013 :

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) That the directors have selected such accounting policies and applied them consistently and made Judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2013 and the Profit of the company for the period ended 31st March, 2013.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) That the directors had prepared the annual accounts on a going concern basis.

DIRECTORS:

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

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

DIVIDEND:

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

CORPORATE GOVERNANCE:

Pursuant to clause 49 of the Listing Agreement with the Stock Exchange, we have complied with the recommendation of the committee on corporate governance constituted by the Securities and Exchange Board of India (SEBI). For fiscal year 2013, the compliance report is provided in the Corporate Governance Report section of this annual report. The company secretary's Certificate on compliance with the mandatory recommendations of the committee is Annexed to this report.

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

SECRETARIAL COMPLIANCE CERTIFICATE

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

CODE OF CONDUCT

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

LISTING AT STOCK EXCHANGE

The Equity shares of the company continue to be listed on Bombay Stock Exchange Limited and Calcutta stock exchange Ltd. The annual listing fees for the year 2013-14 have been paid to those stock exchanges.

CEO / CFO CERTIFICATION

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

DEPOSITARY

The Equity shares of the Company is trading permitted only in dematerialized form, the company has made the requisite arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable investors to hold shares in dematerialized form. The annual custodial fees for the year 2013-14 have been paid to those Depositories.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

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

AUDITORS' OBSERVATION:

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

AUDITORS:

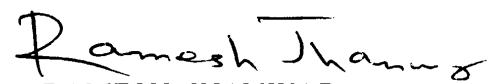
The Auditors, M/S. Dangi Jain & Company Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointment.

ACKNOWLEDGEMENTS

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

REGISTERED OFFICE

2, Clive Ghat Street
Room No. 8 & 9, 2nd Floor,
Kolkata - 700001
Dated: 30th Day of May , 2013.


RAMESH JHANWAR
Director

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

Annexure to Directors' Report

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

	2012-2013 -----	2011-2012 -----
(1) Conservation of Energy Technology absorption.	Not applicable	Not applicable
(2) Foreign Exchange Earnings & out go: Activities relating to exports, initiatives taken to increase the exports, development of new export market for trading goods and export plan.	Export plan and new activities are under constant study.	Export plan and new activities are under constant study.
(3) Total Foreign exchange used and earned - (i) Foreign exchange spent:		
(a) Travelling Expenses	6,70,939	11,78,295
(b) Cost of spare parts	Nil	Nil
(c) Claim Paid	Nil	Nil
(d) Tender Fees	Nil	Nil
(ii) Foreign exchange earned:		
(a) Commission Received	Nil	Nil
(b) Reimbursement of Tender Fees	Nil	Nil

TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The economy slowed to around 5.0% for the 2012-13 fiscal year compared with 6.2% in the previous fiscal. India GDP grew by 9.3% in 2010-11. Thus the growth rate has nearly halved in just 3 years. GDP growth rose marginally to 4.8% during the quarter through March 2013, from about 4.7% in the previous quarter. The government has forecast a growth rate of 6.1%-6.7% for the year 2013-14, whilst the RBI expects the same to be at 5.7%. But despite the low growth figure, India remains one of the fastest growing economies of the world, therefore need for infrastructural facilities is ever increasing across sectors. To accelerate the pace of infrastructure development and reduce the infrastructure deficit, the Government has initiated a host of projects and schemes.

With the per capita consumption for the petrochemical products in India being low and the production of these products being high, India may become one of the leading exporters of such intermediary products. The Oil exploration Industry witnessed a resurgent phase of modernization, expansion and consolidation, mainly through mergers and acquisition. The achievement will open tremendous approach to the Crane Industry.

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

OPPORTUNITIES AND THREATS:

Due to constant growth in oil sector, large scale investment in the infrastructure and construction activities, the growth in the Crane Sector is expected to continue. Your company has capabilities to quickly adapt to the changing market conditions and sustain the projected growth in sales and profit.

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

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