

TRISHAKTI ELECTRONICS AND INDUSTRIES LTD.

Regd. Off: 2, Clive Ghat Street, 2nd Floor, Room No. 8 & 9, Kolkata – 700 001
Email id: r_jhanwar@trishakti.com Website: www.trishakti.com Phone No.: 033-30223076
CIN NO.: L31909WB1985PLC039462

NOTICE

NOTICE is hereby given that the 31st 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, 2016 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 and the report of Directors and Auditors there on and to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT the statement of Profit and Loss for the year ended 31st March, 2016, the Balance Sheet as on that date and Annexure there to, the Cash Flow statement for the year ended 31st March, 2016 the reports of the Auditors and the Directors there on be and are hereby received and adopted”.

2. To appoint Mr. Vikash Sharaf (DIN: 00568768), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment and to pass the following Resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Vikash Sharaf (DIN: 00568768), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act 2013 and Under Articles No. 99 of the Companies Articles of Association be and is hereby reappointed as a Director of the Company”.

3. To appoint Mr. Archan Seth (DIN: 00580936), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment and to pass the following Resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Archan Seth (DIN: 00580936), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act 2013 and Under Articles No. 99 of the Companies Articles of Association be and is hereby reappointed as a Director of the Company”.

4. To appoint Mr. Tarun Daga (DIN: 00568726), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment and to pass the following Resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Tarun Daga (DIN: 00568726), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act 2013 and Under Articles No. 99 of the Companies Articles of Association be and is hereby reappointed as a Director of the Company”.

5. To ratify the appointment of Auditors of the Company and fix their remuneration and in this regards 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 the section 139(2) and all other applicable provisions of the companies Act 2013 the appointment of M/s Dangi Jain and Co., Chartered Accountants (Firm Registration No. 308108E) 4, N.S. Road, 1st Floor, Block-F, Kolkata 700001 be and is hereby ratified as statutory Auditors of the Company for Auditing the Annual Accounts from the conclusions of this Annual General meeting until the conclusion of the Fourth consecutive Annual General meeting for the one consecutive financial year for 31st March, 2017 subject to the ratification of appointment by the shareholders at the every Annual General meeting of the company at a remuneration and on terms plus out of pocket expenses as may be determined by the Board of Directors of the company which was approved by the members at the 30th Annual General Meeting of the company held on 30th September, 2015 be and is hereby ratified.”

SPECIAL BUSINESS

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 the section 152, 160 and all other applicable provisions of the companies Act 2013 (Act) and the rules made thereon and Articles No. 87 of the Articles of Association of the Company , Smt. Shalini Jhanwar (DIN: 06949987) in respect of whom the company has received from a member a notice in writing alongwith requisite deposit pursuant to the requirements of section 160 of the Act proposing her candidature for appointment as a Director, be and is hereby appointed as a director of the company and she shall be liable to retire by rotation”.

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 the Act 2013 read with section 2(94), section 2(78) and section 203 of the companies Act 2013 and the companies (Appointment and the remuneration) rules 2014 including (any statutory modification(s) or re-enactment thereof for the time being enclosed) and clause 49 of the listing agreements, consent of the company and shareholders be and is hereby accorded to the appointment Smt. Venu Jhanwar (DIN: 01230860) as wholetime director of the company for the period 3(three) years (i.e. 1st April, 2016 to 31st March, 2019) w.e.f. 01-04-2016 on the terms and conditions including remuneration, as set out in the

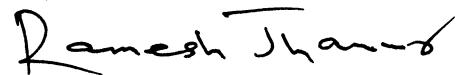
agreement, to be entered in to between the company and Smt. Venu Jhanwar, a draft a thereof is placed before this meeting and to alter and vary the terms and conditions of the said agreement and / or remuneration and / or agreement, subject to the same not exceeding the limits specified in Schedule 13 of the companies Act 1956 read with Schedule 5 of the companies Act 2013".

"RESOLVED FURTHER THAT the Board of directors be and are hereby authorized to take such steps as may be necessary or expedient to give effect to this resolution".

Registered Office,

2, Clive Ghat Street,
Room No. 8 & 9, 2nd Floor,
Kolkata - 700 001
Dated: 30th day of May, 2016

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Ramesh Jhanwar', with a stylized flourish at the end.

(RAMESH JHANWAR)
Director

NOTES

1. **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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of 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 provided that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Brief resume of Directors proposed to be appointed/re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement are annexed to the Notice.
3. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2016 to Thursday, 29th September, 2016 (both days inclusive) in connection with the Annual General Meeting.
4. Members are requested to bring their copies of the Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and /or be made available at the meeting.
5. Members desirous of getting any information on the accounts or operations of the Company is requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
6. 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.
7. Members are requested to immediately notify any change in their address to the Registrar Share Transfer agent of the Company M/s. MCS Shares Transfer Agent Limited, 12/1/5, Manohar Pukur Road, Ground Floor, Kolkata-700 026 in all correspondence with the Company, members are requested to quote their Account / Folio Numbers.
8. Members are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the company for admission to the meeting hall.
9. 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.

10. Pursuant to Section 123 of the Companies Act, 2013, all unclaimed/unpaid dividends upto the financial year ended 31st March, 2008 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrant(s) for the said period, are requested to forward their claims in prescribed Form No. II to The Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to

Office of Registrar of Companies
West Bengal
Nizam Palace, 2nd MSO Building,
2nd Floor,
234/4 AJC Bose Road,
Kolkata – 700 020.

As per the Provision of Section 123, Section 124 and Section 125, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India and no payments shall be made in respect of any such claims by the IEPF.

Accordingly, the Company has transferred to the IEPF all unclaimed/unpaid dividends in respect of the financial years 2007-08. Members who have not yet encashed their dividend warrant(s) for the financial years ended 31st March, 2009 onwards, are requested to make their claims to the Company accordingly, without any delay. It may be noted that the unclaimed dividend for the financial year 2008-09 declared on 30th September, 2009 can be claimed by the shareholders.

11. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions and off-market/ private transactions involving transfer of shares in physical form of listed companies. Hence, Members holding shares in the electronic form are requested to submit their PAN to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company / Registrar & Share Transfer Agent, MCS Share Transfer Agent Ltd.
12. To comply with the provision of Section 88 and 101 of the Companies Act, 2013 read with Rule 3 and 18 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.

You are thus requested to kindly submit your e-mail ID vide the e-mail registration form attached in this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the Company. The e-mail ID provided shall be updated subject to successful verification of your

signatures as per record available with the Registrar & Share Transfer Agent of the Company.

13. 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 Shares Transfer Agent Limited 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.
14. 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.
15. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
16. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. MCS Shares Transfer Agent Ltd., the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.
17. I. Please see the instructions below for details on e-Voting facility.

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "Trishakti Electronics And Industries Ltd.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.

- (iv) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vi) Select "EVEN" of Trishakti.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Corporate/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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to r_jhanwar@trishakti.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (E Voting Event Number)

USER ID

PASSWORD/PIN

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (ii) 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 Downloads section of www.evoting.nsdl.com
- (iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (v) The e-voting period commences on Monday, 26th September, 2016 (9.00 am) and ends on Wednesday, 28th September, 2016 (5.00 pm). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (vi) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, 23rd September, 2016.
- (vii) Mr. Mayur Agrawal , Practicing Chartered Accountants , Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (viii) The Scrutinizer shall within a period not exceeding Four (4) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (ix) The Results shall be declared on or after the 31st Annual General Meeting of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.trishakti.com or on the website of NSDL within two(2) days of passing of the resolutions at the 31st Annual General Meeting of the Company and communicated to the Stock Exchange.
- (x) Members, who do not have any access to e-voting, can seek a physical Ballot form from the Registrars & Share Transfer Agents of the Company M/s MCS Share Transfer Agent Ltd., fill in the details and send the same to the Scrutinizer.

18. In case of members receiving physical Ballot Form:

- (i) In terms of Clause 35B of the Listing Agreement entered into with the Stock Exchange, listed Companies shall also provide an option to their members who do not have access to the e-voting facility, to cast their votes by way of a ballot at the Annual General Meeting. The members who are not able to attend the Annual General Meeting can sent their assent or dissent in writing in respect of the resolutions as set out in the Notice by sending the duly filled and signed Ballot Form to Mr. Mayur Agrawal – Scrutinizer, Unit: Trishakti Electronics & Industries Limited, C/o, MCS Share Transfer Agent Ltd, 12/1/5, Manohar Pukur Road, Ground Floor, Kolkata-700026 on as to reach on or before Wednesday, 28th September, 2016 (5.00 pm).
- (ii) Kindly note that members can opt only one mode of voting either through physical Ballot form or through e-voting. If a member has opted e-voting facility, he/she is not required to send the physical Ballot form or vice versa. In case a member cast their vote both by physical Ballot and e-voting, then the vote cast through e-voting shall only be considered and the voting through physical Ballot shall not be considered by the scrutinizer and will be treated as invalid.

19. The Results of e-voting, physical assent/dissent and poll, if any, shall be aggregated and declared on or after the 31st Annual General Meeting of the Company by the Chairman or by any other person duly authorized in this regard. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website r.jhanwar@trishakti.com and on the website of NSDL & CDSL within two (2) days of passing of the resolutions at the 31st Annual General Meeting of the Company and Communicated to the Stock Exchange.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Statement for Item Nos. 6 and 7 of the accompanying Notice set out hereinabove is as under:

Item Nos. 6

Smt. Shalini Jhanwar is non-executive Directors of the Company, and has held the position as such for more than 5 (five) years. The term of office of the aforesaid Director was liable to determination by retirement of Director by rotation under the erstwhile applicable provisions of the Companies Act, 2013.

It will be in the interest of the Company to appoint Smt. Shalini Jhanwar as Independent Director. Brief resume of the Director proposed to be appointed as stipulated under the Clause 49 of the Listing Agreement with the Stock Exchange is attached hereto with the Notice.

It is proposed to appoint Smt. Shalini Jhanwar as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office upto the expiry of 5 (five) consecutive years or the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2019 who shall not be liable to determination by retirement of Director by rotation.

Smt. Shalini Jhanwar has given the requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from a member along with requisite deposit under section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director.

Smt. Shalini Jhanwar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from a member signifying her intention to propose the above as Director of the Company along with the deposit of requisite amount as required under the aforesaid Section.

In the opinion of the Board, Smt. Shalini Jhanwar is fulfill the conditions for appointment as Independent Director as specified in the Act read with rules made thereunder and the Listing Agreement. Smt. Shalini Jhanwar is independent of the management.

Copy of the draft letter for appointment of the above mentioned director as Independent Director setting out the terms and conditions would be available for inspection without any fee by the member at the Registered Office of the Company during the normal business hours on any working day till the date of AGM.

Item Nos. 7

Smt. Venu Jhanwar is Whole Time Directors of the Company, and has held the position as such for more than 3 (Three) years. The term of office of the aforesaid Director was not liable to determination by retirement of Director by rotation under the erstwhile applicable provisions of the Companies Act, 2013.

It will be in the interest of the Company to appoint Smt. Venu Jhanwar as Whole Time Director. Brief resume of the Director proposed to be appointed as stipulated under the Clause 49 of the Listing Agreement with the Stock Exchange is attached hereto with the Notice.

It is proposed to appoint Smt. Venu Jhanwar as Whole Time Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office upto the expiry of 3 (Three) consecutive years or the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2017 who shall not be liable to determination by retirement of Director by rotation.

Smt. Venu Jhanwar has given the requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets the criteria of Whole Time Director as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from a member along with requisite deposit under section 160 of the Companies Act, 2013 proposing her candidature for the office of Whole Time Director.

Smt. Venu Jhanwar is not disqualified from being appointed as Whole Time Director in terms of Section 164 of the Act and has given her consent to act as Director.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from a member signifying his intention to propose the above as Director of the Company along with the deposit of requisite amount as required under the aforesaid Section.

In the opinion of the Board, Smt. Venu Jhanwar is fulfill the conditions for appointment as Whole Time Director as specified in the Act read with rules made thereunder and the Listing Agreement. Smt. Venu Jhanwar is Whole Time Director of the management.

Copy of the draft letter for appointment of the above mentioned director as Whole Time Director setting out the terms and conditions would be available for inspection without any fee by the member at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Keeping in view of the experience and expertise of the above referred directors and the contribution made by them to the company, the Board of Directors considered it desirable that their continued association would be a immense benefit to the company and hence the company should continued to avail their services and accordingly recommends the resolution as set out in item no. 6 & 7 for approval of the Members.

Further the Board of Director of the company are of the opinion that the above referred fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for being appointed as Independent Director and Whole Time Director and they are Independent of their management.