

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.: 033-40050473
CIN NO.: L31909WB1985PLC039462
GSTIN: 19AAACT9150B1ZH

NOTICE

NOTICE is hereby given that the 34th 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 Monday, the 30th day of September, 2019 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, 2019 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, 2019, the Balance Sheet as on that date and Annexure there to, the Cash Flow statement for the year ended 31st March, 2019 the reports of the Auditors and the Directors there on be and are hereby received and adopted”.

2. To appoint Mr. Vikash Sharaff (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 Sharaff (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 Mrs. Shalini Jhanwar (DIN: 06949987), who retires by rotation at this Annual General Meeting and being eligible has offered herself for reappointment and to pass the following Resolution as an Ordinary Resolution.

“RESOLVED THAT Mrs. Shalini Jhanwar (DIN: 06949987), 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”.

SPECIAL BUSINESS

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

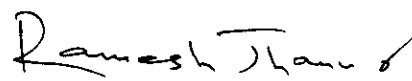
"RESOLVED that pursuant to the provisions of **section 196, 197 and schedule - V of the Companies Act, 2013** and all other applicable provisions, if any, of the Companies Act, 2013 as applicable and subject to the approval of the Members, at the forthcoming General Meeting, approval of the Board of Directors be and are hereby accorded to appointment and the terms of remuneration of Smt. Venu Jhanwar as the Whole-time Director of the Company for period of 3 years commencing from 1st April, 2019 on terms and conditions.

"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: 30th day of May, 2019

By Order of the Board of Directors
TRISHAKTI ELECTRONICS AND INDUSTRIES LIMITED


(RAMESH JHANWAR)
Director
(DIN: 00568846)

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations , 2015 [SEBI LODR] 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 Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (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, 1st Floor, 383, Lake Gardens, Kolkata, West Bengal 700045 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.

As per the Provision of Section 123, Section 124 and Section 125, the amount of dividend 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 2006-07, 2007-08, 2008-09. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2009 onwards, are requested to make their claims without any delay. It may be noted that the unclaimed dividend for the aforesaid financial year can be claimed by the shareholders.

10. 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.
11. 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.

12. 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.
13. 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.

14. 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 Shares Transfer Agent by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
15. 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.
16. 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
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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 Friday, 27th September, 2019 (9.00 am) and ends on Sunday, 29th September, 2019 (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 Monday, 23rd September, 2019, 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 Monday, 23rd September, 2019.
- (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 Two (2) 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 34th 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 34th 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.

17. 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, 1st Floor, 383, Lake Gardens, Kolkata, West Bengal 700045 on as to reach on or before Sunday, 29th September, 2019 (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.

18. The Results of e-voting, physical assent/dissent and poll, if any, shall be aggregated and declared on or after the 34th 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 www.trishakti.com and on the website of NSDL & CDSL within two (2) days of passing of the resolutions at the 34th 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. 4 of the accompanying Notice set out hereinabove is as under:

Item Nos. 4

Smt. Venu Jhanwar is Whole Time Director of the Company, and has held the position and 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 SEBI LODR is attached hereto with the Notice.

It is proposed to appoint Smt. Venu Jhanwar as a whole time Director under Section 196 of the Act and SEBI LODR to hold office upto the expiry of 3(three) consecutive years or the conclusion of the 37th Annual General Meeting of the Company in the Calendar year 2022 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 Non-independent Non-executive 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 Non-independent Executive Director.

Smt. Venu 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.

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

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

The Board particulars of the Remuneration payable to and terms of the respected appointment Smt. Venu Jhanwar, during the tenure of the respective appointment are as under.

NAME AND DESIGNATION	REMUNERATION (Rs. PER MONTH)
SMT. VENU JHANWAR (Whole time Director)	30,000.00

The perquisites, allowances reimbursement of expenses payable to the aforesaid Whole Time Director is as per agreement, subject to an overall ceiling remuneration as stipulated in Section 197 of Company Act, 2013.

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 is given below:

- | | | |
|-------------------------------|---|------------------------------------------------------------------------------------------------------------|
| 1. Name | : | Sri Vikash Shroff |
| Age | : | 42 years. |
| Qualification | : | B. Com. |
| Experience | : | He has experienced in Stock & Money Market and in overall Business Administration and Management. |
| Date of Appointment | : | 07.02.2006 |
| Other company's Directorship | : | Sagar International Limited |
|
2. Name | : |
Smt. Shalini Jhanwar. |
| Age | : | 42 years. |
| Qualification | : | B.A (CU) |
| Experience | : | She has experienced in Stock and Money Market, business in overall Business Administration and Management. |
| Date of Appointment | : | 26.11.2015 |
| Other company's Directorship: | : | Sagar International Ltd.
Sagarmal Suresh Kumar Pvt. Ltd.
S.M. Corporate Financial Consultants |