



NOTICE OF EXTRA – ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (the “**Meeting**”/ “**EGM**”) of the Members of **TRISHAKTI INDUSTRIES LIMITED** (the “**Company**”) will be held on Wednesday, August 13, 2025 at 3:00 P.M. through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”) (“hereinafter referred to as “**Electronic Mode**”) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: ISSUE OF CONVERTIBLE WARRANTS BY UTILIZATION OF EXISTING UNSECURED LOAN AND/OR INFUSION OF FUNDS ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”) the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification, variations, amendment(s) or re-enactments thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**LODR Regulations, 2015**”) and Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations, 2018**”), as amended from time to time and any rules, circulars, notifications, regulations and guidelines issued thereunder and pursuant to the Memorandum and Articles of Association of the Company and pursuant to the approval of the Board of Directors and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot on preferential basis 6,00,000 Convertible Warrants at an issue price of Rs. 158.10/- per Warrant, which is determined in accordance with the provisions of Chapter V of the ICDR Regulations, 2018, aggregating to Rs. 9,48,60,000/-, carrying a right and option to subscribe 6,00,000 fully paid-up Equity Shares of the Company having Face Value of Rs. 2/- each in aggregate, which may be exercised during the period commencing from the date of allotment of Convertible Warrants until expiry of 18 (eighteen) months from the said date of allotment in accordance with the provisions of Chapter V of the

ICDR Regulations, 2018 to the proposed allottees, as per details mentioned herein below, by utilizing existing unsecured loans and/or infusion of funds, on such terms and conditions as set out herein, subject to the applicable laws and regulations, including the provisions of Chapter V of ICDR Regulations, 2018 and the Act.

| Serial No. | Names of Proposed Allottee | Category | Convertible Warrants to be allotted | Maximum amount to be invested |
|--------------|---|----------|-------------------------------------|-------------------------------|
| 1. | M/s. Starlight Capital Private Limited | Promoter | 2,00,000 | 3,16,20,000/- |
| 2. | M/s. Starmax Investment Private Limited | Promoter | 1,00,000 | 1,58,10,000/- |
| 3. | Mr. Dhruv Jhanwar | Promoter | 1,50,000 | 2,37,15,000/- |
| 4. | Mr. Pranav Jhanwar | Promoter | 1,50,000 | 2,37,15,000/- |
| Total | | | 6,00,000 | 9,48,60,000/- |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, 2018 the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Convertible Warrants as mentioned above shall be Monday, 14th July, 2025, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Preferential Allotment of Convertible Warrants and Equity Shares to be allotted upon conversion of Convertible Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1. An amount equivalent to 25% of the Warrant Issue Price shall be adjusted at the time of subscription and allotment of Convertible Warrants against utilization of existing unsecured loans and the balance 75% of the Warrant Issue Price shall be paid in cash at the time of allotment of Equity Shares pursuant to exercise of the options attached to Convertible Warrants to subscribe to Equity Shares. The consideration which is paid in cash, shall be paid to the Company from the bank accounts of the respective allottees.
2. The Convertible Warrants shall be allotted within the timelines prescribed under Regulation 170 of ICDR Regulations, 2018.
3. The Equity Shares to be issued and allotted upon conversion of the Convertible Warrants shall be fully paid up and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend, voting powers, stock split, bonus shares, and/or rights



issuance and so on) from the date of allotment thereof, and shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

4. The Convertible Warrants and the Equity Shares allotted pursuant to exercise of such Convertible Warrants, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations, 2018.
5. The Warrant Issue Price and the number of Equity Shares to be allotted upon conversion of the Convertible Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time. Each Convertible Warrant carries a right to subscribe to 1 (One) Fully Paid – up Equity Share of the Company.
6. The Convertible Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Convertible Warrants by issuing a written notice to the Company specifying the number of Convertible Warrants proposed to be exercised. The Company shall accordingly, without any further approval from the members, allot the corresponding number of Equity Shares in dematerialized form.
7. In the event the rights attached to the Convertible Warrants are not exercised within 18 (Eighteen) months from the date of allotment, then such Convertible Warrants shall lapse and the consideration paid/adjusted thereupon shall be forfeited.
8. The Convertible Warrants shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the members; provided that where the allotment of Convertible Warrants is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.
9. The Equity Shares arising from the exercise of the Convertible Warrants will be listed on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Preferential Convertible Warrants, subject to the provisions of the Act and the ICDR Regulations, 2018 without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Allottees be recorded for the purpose of issuance of invitation to subscribe to the Convertible Warrants and a Private



Placement Offer Letter in Form No. PAS-4 together with an Application Form be issued to the Allottees inviting them to subscribe to the Convertible Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion deem necessary and shall include to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Convertible Warrants as may be required by any regulatory or other authorities, subject to the provisions of the Act and the ICDR Regulations, 2018 without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

ITEM NO. 2: ISSUE OF EQUITY SHARES AND CONVERTIBLE WARRANTS BY INFUSION OF FUNDS ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification, variations, amendment(s) or re-enactments thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “LODR Regulations, 2015”) and Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations, 2018”), as amended from time to time and any rules, circulars, notifications, regulations and guidelines issued thereunder and pursuant to the Memorandum and Articles of Association of the Company and pursuant to the approval of the Board of Directors and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to offer,

issue and allot on Preferential Basis 1,46,000 Equity Shares of the Company having Face Value of Rs. 2/- at an Issue Price of Rs. 158.10/- per Equity Share aggregating to Rs. 2,30,82,600/- and 10,18,000 Convertible Warrants at an Issue price of Rs. 158.10/- per Warrant aggregating to Rs. 16,09,45,800/-, which is determined in accordance with the provisions of Chapter V of the ICDR Regulations, 2018, carrying a right and option to subscribe 10,18,000 fully paid-up Equity Shares of the Company having Face Value of Rs. 2/- each in aggregate, which may be exercised during the period commencing from the date of allotment of Convertible Warrants until expiry of 18 (eighteen) months from the said date of allotment in accordance with the provisions of Chapter V of the ICDR Regulations, 2018 totaling upto an amount of Rs. 18,40,28,400/-, to the proposed allottees for consideration in cash, as per details mentioned herein below, on such terms and conditions as set out herein, subject to the applicable laws and regulations, including the provisions of Chapter V of ICDR Regulations, 2018 and the Act.

| Serial No. | Names of Proposed Allottee | Category | Equity Shares to be allotted | Convertible Warrants to be allotted | Maximum amount to be invested |
|--------------|--|----------|------------------------------|-------------------------------------|-------------------------------|
| 1. | M/s. Sagarmal Ramesh Kumar Private Limited | Promoter | -- | 4,00,000 | 6,32,40,000/- |
| 2. | Mr. Gautam Badalia | Public | -- | 1,80,000 | 2,84,58,000/- |
| 3. | Ms. Prerna Badalia | Public | 1,20,000 | -- | 1,89,72,000/- |
| 4. | M/s. Kred Hospitality LLP | Public | -- | 2,00,000 | 3,16,20,000/- |
| 5. | M/s. Fortune Hands Growth Fund Scheme 1 | Public | -- | 2,00,000 | 3,16,20,000/- |
| 6. | Sandeep Kumar Jain HUF | Public | 13,000 | 19,000 | 50,59,200/- |
| 7. | Kaushik Kumar Sarawgi | Public | 13,000 | 19,000 | 50,59,200/- |
| Total | | | 1,46,000 | 10,18,000 | 18,40,28,400/- |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, 2018, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares and Convertible Warrants as mentioned above shall be Monday, 14th July, 2025, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Preferential Allotment of Equity Shares, shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1. The Preferential Equity Shares to be allotted shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
2. The Preferential Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations, 2018, and will be listed on the Stock Exchanges, where the Equity Shares of the Company is listed, subject to receipt of necessary permissions and approvals. Any existing Equity Shares held by the Allottees shall also be locked in for such period as specified in the provisions of Chapter V of the ICDR Regulations, 2018.
3. The Preferential Allotment Price of Rs. 158.10/- is not less than the floor price/minimum price determined in accordance with Chapter V of the ICDR Regulations, 2018.
4. The Preferential Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the Special Resolution by the members, provided that where the allotment of Preferential Equity Shares is subject to receipt of any approval or permission from any Regulatory Authorities, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions."

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Preferential Allotment of Convertible Warrants and Equity Shares to be allotted upon conversion of Convertible Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1. An amount equivalent to 25% of the Warrant Issue Price shall be adjusted at the time of subscription and allotment of Convertible Warrants and the balance 75% of the Warrant Issue Price shall be adjusted at the time of allotment of Equity Shares pursuant to exercise of the options attached to Convertible Warrants to subscribe to Equity Shares. The consideration which is paid in cash, shall be paid to the Company from the bank accounts of the respective allottees.
2. The Convertible Warrants shall be allotted within the timelines prescribed under Regulation 170 of the ICDR Regulations, 2018.



3. The Equity Shares to be issued and allotted upon conversion of the Convertible Warrants shall be fully paid up and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend, voting powers, stock split, bonus shares, and/or rights issuance and so on) from the date of allotment thereof, and shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
4. The Convertible Warrants and the Equity Shares allotted pursuant to exercise of such Convertible Warrants, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations, 2018.
5. The Warrant Issue Price and the number of Equity Shares to be allotted upon conversion of the Convertible Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time. Each Convertible Warrant carries a right to subscribe to 1 (One) Fully Paid – up Equity Share of the Company.
6. The Convertible Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Convertible Warrants by issuing a written notice to the Company specifying the number of Convertible Warrants proposed to be exercised. The Company shall accordingly, without any further approval from the members, allot the corresponding number of Equity Shares in dematerialized form.
7. In the event the rights attached to the Convertible Warrants are not exercised within 18 (Eighteen) months from the date of allotment, then such Convertible Warrants shall lapse and the consideration paid thereupon shall be forfeited.
8. The Convertible Warrants shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the members; provided that where the allotment of Convertible Warrants is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.
9. The Equity Shares arising from the exercise of the Convertible Warrants will be listed on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Preferential Convertible Warrants, subject to the provisions of the Act and the ICDR Regulations, 2018, without being required to seek any further consent or approval of the members.



RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Allottees be recorded for the purpose of issuance of invitation to subscribe to the preferential issue of Equity Shares and Convertible Warrants and a Private Placement Offer Letter in Form No. PAS-4 together with an Application Form be issued to the Allottees inviting them to subscribe to the preferential issue of Equity Shares and Convertible Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion deem necessary and shall include to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Convertible Warrants as may be required by any regulatory or other authorities, subject to the provisions of the Act and the ICDR Regulations, 2018, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

By order of the Board
For **Trishakti Industries Limited**

-Sd-

Suresh Jhanwar
Managing Director

Place: Kolkata
Date: 16th July, 2025

NOTES

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM is being conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically during the EGM.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Company will conduct the EGM through VC/ OAVM from its Registered Office, i.e, Godrej Genesis, Saltlake City, Sector-V 10th Floor, Unit No-1007, Kolkata-700091, West Bengal, India, which shall be deemed to be the venue of the meeting.
7. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business items are as set out above is annexed hereto.

8. All documents referred to in the Notice shall be made available for inspection at the Registered Office of the Company up to the date of Extra-Ordinary General Meeting from 11 :00 A.M to 1 :00 P.M except Saturday, Sunday and Public Holidays. The said documents shall also be available for inspection by the Members and the same may be accessed on the website of the Company www.trishakti.com.
9. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to the Depository Participant with whom they are maintaining the DEMAT account. Members holding shares in physical form can submit their copy of PAN to the Company.
10. In accordance with the aforesaid MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to the members whose email addresses are registered with the Company or relevant Depositories.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.trishakti.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and The Calcutta Stock Exchange Limited at www.bseindia.com and www.cse-india.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
13. EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Sunday 10th August, 2025 at 9 A.M. and ends on Tuesday, 12th August, 2025 at 5 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 6th August, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 6th August, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on |

“Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-



| | |
|--|---|
| | <p>Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical

form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to raj@manojbanthia.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@trishakti.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@trishakti.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.
5. The Board of Directors has appointed Mr. Raj Kumar Banthia, Practicing Company Secretary, Partner of M/s. MKB & Associates, Company Secretary, Kolkata, to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
6. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned below for Remote evoting.
7. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
8. If any vote is cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
9. This notice is intended for informational purposes only for those members who are not shareholders as of the Company as on the cut-off date, i.e., 6th August 2025.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available

in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@trishakti.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at info@trishakti.com between 25.07.2025, 9:00 A.M. (IST) and 06.08.2025, 5:00 P.M. (IST). Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7. Shareholders attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

OTHER INFORMATION:

8. The Scrutinizer shall, after the conclusion of EGM, first count the votes cast at the EGM and then unblock the votes cast through remote e-voting. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 (forty-eight) hours of conclusion of the Meeting, to the Chairman / Managing Director or any other person authorized by the Board.
9. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.trishakti.com and on the website of NSDL www.nsdl.co.in immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolution set out in the Notice shall be deemed to be passed on the date of the EGM i.e. 13th August, 2025.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Board of Directors of the Company (“Board”) at its meeting held on 16th July 2025, approved the issuance of 6,00,000 Convertible Warrants at an Issue Price of Rs. 158.10/- per Convertible Warrant. Each Warrant entitles the holder to subscribe to one Equity Share of the Company. The subscription will be facilitated through the utilization of existing unsecured loans and/or by fresh infusion of funds under a Preferential Issue. The Board also approved the list of proposed allottees who have expressed their commitment to subscribe under this Preferential Issue. These individuals/entities have confirmed their eligibility in accordance with Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations, 2018”).

The proposed issuance of Convertible Warrants under Preferential Issue is in accordance with provisions of Section 62 read with Section 42 of the Companies Act, 2013 (the “Act”), the Companies (Share Capital and Debenture) Rules, 2014 (the “Share Capital Rules”), the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the “PAS Rules”) and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations, 2018”).

The requisite disclosures as required to be given under the aforesaid Rules and Regulations are as under:

- a. **Objects of the Issue:** The proceeds from the proposed preferential issue will be primarily utilised for business expansion, repayment of existing debt, acquisition of strategic investments, meeting working capital requirements (including payment of equated monthly instalments), and for general corporate purposes.
- b. **The total number of securities, kind of securities and price at which security is being offered:** Issuance of 6,00,000 Convertible Warrants at an Issue Price of Rs. 158.10/- per Warrant on preferential basis, which is determined in accordance with the provisions of Chapter V of the ICDR Regulations, 2018, aggregating to Rs. 9,48,60,000/-, carrying a right and option to subscribe up to 6,00,000 fully paid-up Equity Shares of the Company, in aggregate, having face value of Rs. 2/- each.
- c. **The price or price band at/within which the allotment is proposed:** The price at which convertible warrants are to be issued is fixed at Rs. 158.10/-, each carrying a right to subscribe to 1 (One) fully paid – up Equity Share having Face Value of Rs. 2/- of the Company.

d. **Basis on which the minimum price (including the premium, if any) has been arrived at:**

Since the Equity shares of the Company are frequently traded shares on BSE Limited, the price at which each Convertible Warrants are proposed to be issued is in accordance with the provisions of ICDR Regulations, 2018.

Regulation 164 of the ICDR Regulations, 2018 prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164, the minimum price of the warrants shall be the higher of the:

- (i) 90 Trading Days Volume Weighted Average Price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date; and
- (ii) 10 Trading Days Volume Weighted Average Price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date.

The Equity Shares of the Company are listed on both BSE Limited and The Calcutta Stock Exchange Limited. In accordance with the ICDR Regulations, 2018, the Company's shares are classified as frequently traded on BSE Limited. For the purpose of determining the issue price of the Convertible Warrants, BSE Limited has been considered as the relevant Stock Exchange. This is based on its status as the exchange with higher trading volume of the Company's shares during the applicable period.

As per the pricing formula prescribed under Regulation 164 of the ICDR Regulations, 2018, the minimum price at which the Convertible Warrants can be issued is Rs. 158.09/- per Warrant. The Company proposes to issue the Convertible Warrants at an Issue price of Rs. 158.10/- per warrant, which is not less than the minimum price computed in accordance with Regulation 164 of the ICDR Regulations, 2018.

The Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential allotment.

- e. **Name and address of valuer who performed valuation:** Mr. Manish Gadia, Regn. No. IBBI/RV/06/2019/11646, RVO Mem. No. ICAIRVO/06/RV-P00074/2019-2020, 5, Raja Subodh Mullick Square, 2nd Floor, Kolkata – 700013, West Bengal.

- f. **Relevant Date with reference to which the price is arrived at:** 14th July, 2025.

- g. **The class or classes of persons to whom the allotment is proposed to be made:** The proposed issuance and allotment of Convertible Warrants will be made to the identified allottees comprising the Promoters and individuals/entities forming part of the Promoter Group.



- h. **Intent of the Promoters, Directors, Key Managerial Personnel of the Company to subscribe to the Preferential Issue:** The Proposed Allottees are a part of the Promoters, Promoter Group, Directors or Key Managerial Personnel of the Company.
- i. **Time frame within which the allotment shall be completed:** In accordance with Regulation 170 of the ICDR Regulations, 2018, the allotment of the Convertible Warrants shall be completed within a period of 15 days from the date of passing of the Special resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
- j. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:** Annexed as Annexure I to this Explanatory Statement.
- k. **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:** The anticipated shareholding of the proposed allottees, subsequent to the allotment of Equity Shares pursuant to full conversion of the issued Convertible Warrants, is annexed as Annexure I to this Explanatory.
- l. **The Change in control, if any, in the company that would occur consequent to the preferential offer:** The proposed Preferential Issue will not result in any change in the control of the Company. Furthermore, no single allottee, nor any group of allottees acting in concert, will be allotted more than 5%.
- m. **The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter:** Annexed as Annexure I to this Explanatory Statement.
- n. **Name and address of monitoring agency:** Not Applicable
- o. **The number of persons to whom allotment on Preferential Basis have already been made during the year, in terms of number of Securities as well as the price:** The Company has not made any preferential allotment during the current Financial Year 2025-26.
- p. **The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of Registered Valuer:** This allotment is proposed to be made to aforesaid proposed allottees against utilization of existing unsecured loans and/or infusion of funds. Hence, it is not an allotment being made for consideration other than cash.



- q. **Shareholding Pattern of the Company before and after the Preferential Issue:** Annexed as Annexure II to this Explanatory Statement.
- r. **Material terms of issue of Equity Shares, to be issued upon conversion of Convertible Warrants, on Preferential Basis:** The Equity Shares to be issued, upon conversion of convertible warrants shall rank pari – passu with the existing Equity Shares of the Company in all respects.
- s. **Principal terms of assets charged as securities:** Not Applicable
- t. **Lock-in period:** The securities allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations, 2018.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations, 2018.

- u. **Listing of Securities:** The Company will make an application to the Stock Exchange at which the Equity Shares are already listed, for listing of the Equity Shares being converted pursuant to the conversion of convertible warrants. Such Equity Shares, once allotted, shall rank pari – passu with the existing Equity Shares of the Company in all respects.
- v. **The Company hereby undertakes that:**
 1. It would re-compute the price of the Convertible Warrants in terms of the provisions of the ICDR Regulations, 2018, where it is required to do so.
 2. If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, 2018, the above convertible warrants shall continue to be locked in till the time such amount is paid by the Proposed Allottees.
 3. Neither the Company, nor its directors or Promoters have been declared as wilful defaulter or a fraudulent borrower.
 4. None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations, 2018.
 5. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
 6. The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations, 2018.

w. The Proposed Allottees have confirmed that:

- i. they have not sold any equity shares of the Company during the 90 Trading Days preceding the relevant date.
 - ii. they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
 - iii. they shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).
- x. The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottees. None of the proposed allottees are Qualified Institutional Buyers (QIB).
- y. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- z. The Company shall make an application to the Stock Exchange for seeking their In-principal approval for the proposed preferential issue.

aa. Practicing Company Secretary's Certificate:

A certificate from MKB & Associates, Practicing Company Secretaries dated 16.07.2025, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations, 2018. The certificate can be accessed at https://trishakti.com/datafiles/disclosure/PCS_Certification_MKB_Associates.pdf and shall be placed before the general meeting of the shareholders.

The approval of the Members is being sought to enable the Board to issue and allot the convertible warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

In accordance with Sections 42 and Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in accordance with the ICDR Regulations, 2018, and the Listing Regulations, as amended from time to time, approval of the Members of the Company by way of Special Resolution is required to issue securities by way of private placement on a preferential basis. Accordingly, in terms of the Act and the ICDR Regulations, 2018, the consent of the members is being sought to offer, issue and allot on Preferential Basis 6,00,000 Convertible Warrants at an Issue Price of Rs. 158.10/- per warrant convertible into 6,00,000 Equity Shares, in aggregate, of Face Value of Rs. 2/- each.

Issue of the said Equity Shares arising from exercise of Convertible Warrants would be well within the Authorized Share Capital of the Company.

The Board of Director believe that the proposed preferential issue is in the best interest of the company and its members and therefore recommends the Special Resolution as set out in this notice, to the members for their approval.

None of Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise in the proposed resolution except to the extent of their shareholding in the Company and proposed allotment to be made by the Company in the Preferential issue.

ITEM NO. 2:

The Board of Directors of the Company (“Board”) at its meeting held on 16th July, 2025, approved the issuance of 1,46,000 Equity Shares of the Company having Face Value of Rs. 2/- each at an Issue Price of Rs. 158.10/- per Equity Share and 10,18,000 Convertible Warrants at an Issue Price of Rs. 158.10/- per Convertible Warrant. Each Warrant entitles the holder to subscribe to one Equity Share of the Company. The subscription will be facilitated through by fresh infusion of funds under a Preferential Issue. The Board also approved the list of proposed allottees who have expressed their commitment to subscribe under this Preferential Issue. These individuals/entities have confirmed their eligibility in accordance with Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations, 2018”).

The proposed issuance of Equity Shares and Convertible Warrants under Preferential Issue is in accordance with provisions of Section 62 read with Section 42 of the Companies Act, 2013 (the “Act”), the Companies (Share Capital and Debenture) Rules, 2014 (the “Share Capital Rules”), the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the “PAS Rules”) and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations, 2018”).

The requisite disclosures as required to be given under the aforesaid Rules and Regulations are as under:

- a. **Objects of the Issue:** The proceeds from the proposed preferential issue will be primarily utilised for business expansion, repayment of existing debt, acquisition of strategic investments, meeting working capital requirements (including payment of equated monthly instalments), and for general corporate purposes.
- b. **The total number of securities, kind of securities and price at which security is being offered:** Issuance of 1,46,000 Equity Shares of the Company having Face Value of Rs. 2/- at an Issue Price of Rs. 158.10/- per Equity Share aggregating to Rs. 2,30,82,600/- and 10,18,000 Convertible



Warrants at an Issue Price of Rs. 158.10/- per Convertible Warrant aggregating to Rs.16,09,45,800/-, carrying a right and option to subscribe up to 10,18,000 fully paid-up Equity Shares of the Company, in aggregate, having face value of Rs. 2/- each.

- c. **The price or price band at/within which the allotment is proposed:** The price at which Equity Shares and Convertible Warrants are to be issued is fixed at Rs. 158.10/-. Each convertible warrant carries a right to subscribe 1 (One) fully paid - up Equity Share having Face Value of Rs. 2/- of the Company.\
- d. **Basis on which the minimum price (including the premium, if any) has been arrived at:**

Since the Equity shares of the Company are frequently traded shares on BSE Limited, the price at which each Equity Shares and Convertible Warrants are proposed to be issued is in accordance with the provisions of ICDR Regulations, 2018.

Regulation 164 of the ICDR Regulations, 2018, prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164, the minimum price of the shares and warrants shall be the higher of:

- (i) 90 Trading Days Volume Weighted Average Price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date; and
- (ii) 10 Trading Days Volume Weighted Average Price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date.

The Equity Shares of the Company are listed on both BSE Limited and The Calcutta Stock Exchange Limited. In accordance with the ICDR Regulations, 2018, the Company's shares are classified as frequently traded on BSE Limited. For the purpose of determining the issue price of the Equity Shares and Convertible Warrants, BSE Limited has been considered as the relevant Stock Exchange. This is based on its status as the exchange with higher trading volume of the Company's shares during the applicable period.

As per the pricing formula prescribed under Regulation 164 of the ICDR Regulations, 2018, the minimum price at which the Equity Shares and Convertible Warrants can be issued is Rs. 158.09/- . The Company proposes to issue the Equity Shares and Convertible Warrants at an Issue price of Rs. 158.10/-, which is not less than the minimum price computed in accordance with Regulation 164 of the ICDR Regulations, 2018.

The Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential allotment.



- e. **Name and address of valuer who performed valuation:** Mr. Manish Gadia, Regn. No. IBBI/RV/06/2019/11646, RVO Mem. No. ICAIRVO/06/RV-P00074/2019-2020, 5, Raja Subodh Mullick Square, 2nd Floor, Kolkata – 700013, West Bengal.
- f. **Relevant Date with reference to which the price is arrived at:** 14th July, 2025.
- g. **The class or classes of persons to whom the allotment is proposed to be made:** The proposed issuance and allotment of Equity Shares and Convertible Warrants will be made to the identified allottees comprising entities belonging to Promoter Group and individuals/entities belonging to non – promoter group.
- h. **Intent of the Promoters, Directors, Key Managerial Personnel of the Company to subscribe to the Preferential Issue:** The Proposed Allottees includes entity belonging to the promoter group.
- i. **Time frame within which the allotment shall be completed:** In accordance with Regulation 170 of the ICDR Regulations, 2018, the allotment of the Equity Shares and Convertible Warrants shall be completed within a period of 15 days from the date of passing of the Special Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
- j. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:** Annexed as Annexure I to this Explanatory Statement.
- k. **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:** The anticipated shareholding of the proposed allottees, subsequent to the allotment of Equity Shares (including equity shares pursuant to full conversion of the issued Convertible Warrants), is annexed as Annexure I to this Explanatory.
- l. **The Change in control, if any, in the company that would occur consequent to the preferential offer:** The proposed Preferential Issue will not result in any change in the control of the Company. Furthermore, no single allottee, nor any group of allottees acting in concert, will be allotted more than 5%.
- m. **The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter:** Annexed as Annexure I to this Explanatory Statement.
- n. **Name and address of monitoring agency:** Not Applicable

- o. **The number of persons to whom allotment on Preferential Basis have already been made during the year, in terms of number of Securities as well as the price:** The Company has not made any preferential allotment during the current Financial Year 2025-26.
- p. **The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of Registered Valuer:** This allotment is proposed to be made to aforesaid proposed allottees for cash. Hence, it is not an allotment being made for consideration other than cash.
- q. **Shareholding Pattern of the Company before and after the Preferential Issue:** Annexed as Annexure II to this Explanatory Statement.
- r. **Material terms of issue of Equity Shares (including Equity Shares to be issued upon conversion of Convertible Warrants) on Preferential Basis:** The Equity Shares to be issued (including Equity Shares upon conversion of convertible warrants) shall rank pari – passu with the existing Equity Shares of the Company in all respects.
- s. **Principal terms of assets charged as Securities:** Not Applicable
- t. **Lock-in period:** The securities allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations.

The pre-preferential allotment shareholding of the Equity and Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations, 2018.
- u. **Listing of Securities:** The Company will make an application to the Stock Exchange at which the Equity Shares are already listed, for listing of the Equity Shares (including Equity Shares issued upon conversion of convertible warrants). Such Equity Shares, once allotted, shall rank pari – passu with the existing Equity Shares of the Company in all respects.
- v. **The Company hereby undertakes that:**
 - 1. It would re-compute the price of the Equity Shares and Convertible Warrants in terms of the provisions of the ICDR Regulations, 2018, where it is required to do so;
 - 2. If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, 2018, the above equity shares and convertible warrants shall continue to be locked in till the time such amount is paid by the Proposed Allottees;
 - 3. Neither the Company, nor its directors or Promoters have been declared as wilful defaulter or a fraudulent borrower;

4. None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations, 2018;
5. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
6. The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations, 2018.

w. The Proposed Allottees have confirmed that:

1. they have not sold any equity shares of the Company during the 90 Trading Days preceding the relevant date.
 2. they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
 3. they shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).
- x. The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottees. None of the proposed allottees are Qualified Institutional Buyers (QIB).
- y. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- z. The Company shall make an application to the Stock Exchange for seeking their In-principle approval for the proposed preferential issue.

aa. Practicing Company Secretary's Certificate:

A certificate from MKB & Associates, Practicing Company Secretaries dated 16.07.2025, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations, 2018. The certificate can be accessed at https://trishakti.com/datafiles/disclosure/PCS_Certification_MKB_Associates.pdf and shall be placed before the general meeting of the shareholders.

The approval of the Members is being sought to enable the Board to issue and allot equity shares and convertible warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.



In accordance with Sections 42 and Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in accordance with the ICDR Regulations, 2018, and the Listing Regulations, as amended from time to time, approval of the Members of the Company by way of Special Resolution is required to issue securities by way of private placement on a preferential basis. Accordingly, in terms of the Act and the ICDR Regulations, 2018, the consent of the members is being sought to offer, issue and allot on preferential basis 1,46,000 Equity Shares at an Issue Price of Rs. 158.10/- per equity share and 10,18,000 Convertible Warrants at an Issue Price of Rs. 158.10/- per convertible warrant.

Issue of the said Equity Shares (including Equity Shares arising from exercise of Warrants) would be well within the Authorized Share Capital of the Company.

The Board of Director believe that the proposed preferential issue is in the best interest of the company and its members and therefore recommends the Special Resolution as set out in this notice, to the members for their approval.

None of Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise in the proposed resolution except to the extent of their shareholding in the Company and proposed allotment to be made by the Company in the Preferential Issue.

By order of the Board
For **Trishakti Industries Limited**

Place: Kolkata
Date: 16th July, 2025

-Sd-
Suresh Jhanwar
Managing Director

Annexure - I

| Name of the Proposed Allottee | Category (Promoter/ Non - Promoter) | If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable | No. of securities to be allotted | Allottee is: *QIB/ Non QIB | Post issue % of capital that allottee will hold on fully diluted basis |
|--|--|---|---|-----------------------------------|---|
| M/s. Starlight Capital Private Limited | Promoter | Dhruv Jhanwar & Pranav Jhanwar | 2,00,000 Warrants | Non - QIB | 1.105 |
| M/s. Starmax Investment Private Limited | Promoter | Dhruv Jhanwar & Pranav Jhanwar | 1,00,000 Warrants | Non -QIB | 0.552 |
| Mr. Dhruv Jhanwar | Promoter | Not Applicable | 1,50,000 Warrants | Non -QIB | 0.828 |
| Mr. Pranav Jhanwar | Promoter | Not Applicable | 1,50,000 Warrants | Non -QIB | 0.828 |
| M/s. Sagarmal Ramesh Kumar Private Limited | Promoter | Suresh Jhanwar & Shalini Jhanwar | 4,00,000 Warrants | Non -QIB | 2.210 |
| Mr. Gautam Badalia | Non-Promoter | Not Applicable | 1,80,000 Warrants | Non -QIB | 0.994 |
| Ms. Prerna Badalia | Non-Promoter | Not Applicable | 1,20,000 Equity shares | Non -QIB | 0.663 |

| | | | | | |
|---|--------------|-------------------|--|----------|-------|
| M/s. Kred Hospitality LLP | Non-Promoter | Bipin Kumar Bajaj | 2,00,000 Warrants | Non -QIB | 1.105 |
| M/s. Fortune Hands Growth Fund Scheme 1 | Non-Promoter | Not Applicable | 2,00,000 Warrants | Non -QIB | 1.105 |
| Sandeep Kumar Jain HUF | Non-Promoter | Sandeep Jain | 13,000 Equity Shares & 19,000 Warrants | Non -QIB | 0.176 |
| Kaushik Kumar Sarawgi | Non-Promoter | NA | 13,000 Equity Shares & 19,000 Warrants | Non -QIB | 0.176 |

Annexure - II

| Sr No. | Category of Shareholder | Pre-preferential Issue | | Post - preferential Issue* | |
|--------|--|------------------------|-------|----------------------------|-------|
| | | No. of Shares | % | No. of Shares | % |
| A. | Promoter & Promoter Group | | | | |
| A1. | Indian | 1,12,85,591 | 69.11 | 1,22,85,591 | 67.90 |
| | Individuals/Hindu undivided Family | 91,73,713 | 56.18 | 94,73,713 | 52.36 |
| | Any Other (Body Corporate) | 21,11,878 | 12.93 | 28,11,878 | 15.54 |
| A2. | Foreign | - | - | - | - |
| | TOTAL (A=A1+A2) | 1,12,85,591 | 69.11 | 1,22,85,591 | 67.90 |
| B. | Public | | | | |
| B1. | Institutions (Domestic) - Mutual Funds | - | - | 2,00,000 | 1.10 |
| B2. | Institutions (Foreign) | - | - | - | - |
| B3. | Central Government/ State Government(s)/ President of India | - | - | - | - |



| | | | | | |
|-----|---|--------------------|------------|--------------------|------------|
| B4. | Non-Institutions | | | | |
| | Resident Individuals | 32,59,684 | 19.96 | 35,91,684 | 19.85 |
| | Non-Resident Indians (NRIs) | 46,422 | 0.28 | 46,422 | 0.26 |
| | Bodies Corporate | 9,28,479 | 5.69 | 9,28,479 | 5.13 |
| | Any Other (Clearing Member, HUF, LLP, Trust) | 8,10,374 | 4.96 | 10,42,374 | 5.76 |
| | TOTAL (B=B1+B2+B3+B4) | 50,44,959 | 30.89 | 58,08,959 | 32.10 |
| C1. | Custodian/DR Holder | - | - | - | - |
| C2. | Employee Benefit Trust | - | - | - | - |
| | TOTAL (C=C1+C2) | - | - | - | - |
| | TOTAL (A+B+C) | 1,63,30,550 | 100 | 1,80,94,550 | 100 |

* The shareholding pattern following the preferential issue reflects the allotments detailed in Item Nos. 1 and 2 of this Notice, and assumes full conversion of the issued warrants into Equity Shares.

Note: The aforesaid shareholding pattern has been prepared based on the shareholding pattern as on 30.06.2025 as uploaded on the stock exchanges.