

TRISHAKTI INDUSTRIES LTD.

(formally known as TRISHAKTI ELECTRONICS & INDUSTRIES LTD.)

CIN NO. L31909WB1985PLC039462

GSTIN No. 19AAACT915081ZH

Godrej Genesis, Salt Lake City, Sector – V,

10th Floor, Unit No. 1007, Kolkata – 700 091,

Phone: +91 33 40082489

Fax : +91 33 2230 9479

E-mail : info@trishakti.com

Web : www.trishakti.com

September 01, 2024

The Manager Corporate Relationship Department BSE Limited 1st Floor, New Trading Wing, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400001	The Company Secretary The Calcutta Stock Exchange Limited 7, Lyons Range Kolkata-700001
BSE Security Code: 531279	CSE Scrip Code: 10030166

Respected Sir/Madam,

Sub: Submission of Notice of the 39th Annual General Meeting of M/s Trishakti Industries Ltd along with the Annual Report for the Financial Year ended March 31, 2024

Pursuant to Regulation 30 read with Part A (Para A) of Schedule III and Regulation 34(1)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), we hereby enclose the Notice of the 39th Annual General Meeting of M/s Trishakti Industries Ltd to be held on Wednesday, the 25th day of September, 2024 at 10.00 A.M at "The Spring Club", 5, J. B. S. Halden Avenue (formerly E.M. Bypass), Kolkata -700105 and the Annual Report of the Company for Financial Year ended March 31, 2024 respectively.

The said Notice which forms part of the Annual Report for the Financial Year ended March 31, 2024 is being sent only through e-mails to the shareholders of the Company at their registered e-mail addresses and the same has also been uploaded on the website of the Company <http://www.trishakti.com/>

This is for your information and record

Thanking you,

Yours faithfully,

For Trishakti Industries Limited

TRISHAKTI INDUSTRIES LIMITED



Director

Suresh Jhanwar

Managing Director

DIN: 00568879

Encl: As above



Trishakti Industries Ltd

BOARD OF DIRECTORS AND KMPS

S.NO	NAME	DESIGNATION	DIN/PAN
1	Suresh Jhanwar	Managing Director & Chairman	00568879
2	Shalini Jhanwar	Executive Director	06949987
3	Dhruv Jhanwar	Executive Director	08884131
4	Tarun Daga	Independent Director	00568726
5	Vikash Shroff	Independent Director	00568768
6	Archan Seth	Independent Director	00580936
7	Siddhartha Chopra	Independent Director	00546348
8	Kumar Kanti Ghosh	Chief Financial Officer	AURPG6252D
9	Dipti Goenka	Company Secretary	AJWPJ4158M

PRINCIPLE BANKERS:

ICICI BANK LIMITED

STATUTORY AUDITIORS:

M/s. G. Basu & Co. Chartered Accountants, Basu House 1st Floor, 3, Chowringhee Approach
Kolkata:700072

INTERNAL AUDITORS:

M/s. SINHARAY & CO. Chartered Accountants 21 R N Mukherjee Road ,1st Floor, Kolkata –
700001

REGISTAR & TRANSFER AGENT:

MCS Share Transfer Agent Ltd,
CIN: U67120WB2011PLC165872
77 / 2A, Hazra Road, Ground Floor, Kolkata, West Bengal:700029
Phone No.: 033-24767350-54, 2454-1892-1893,
Fax No: 033-24541961 Email: mcskol@rediffmail.com

LISTING OF EQUITY SHARES:**BSE Limited**

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001
Tel: 91-22-22721233/4, 91-22-665456

The Calcutta Stock Exchange Limited

7, Lyons Range, Dalhousie,
Kolkata-700001.
Phone: (033) 4025 3000

REGISTERED OFFICE:

Godrej Genesis, Salt lake, Sector V, 10th floor, Unit No. 1007, Kolkata, West Bengal, 700091 Tel: 033-40050473, | Email: info@trishakti.com | Website: www.trishakti.com

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NOTICE

Notice is hereby given that the 39th Annual General Meeting of the Company will be held on Wednesday, the 25th day of September, 2024 at 10.00 A.M at "The Spring Club", 5, J. B. S. Halden Avenue (formerly E.M. Bypass), Kolkata -700105 to transact the following business as:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors thereon.
3. To declare Final Dividend on equity shares for the financial year ended 31st March 2024, The Board recommends a dividend of 7.5% i.e., Rs. 0.15 per equity share of face value of Rs. 2/- each for the financial year ended 31st March 2024.
4. To appoint a Director in place of Mr. Suresh Jhanwar (DIN: 00568879) who retires by rotation and being eligible, offers himself for reappointment.

Special Business:

5. To re-appoint Mrs Shalini Jhanwar (DIN:06949987) as an Executive Director for a further period of 3 years

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the company and pursuant to the applicable clauses of the Articles of Association of the Company and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), and subject to the limits of remuneration provided in Part II Section II of Schedule V of the Companies Act, 2013 and subject to such consents, approvals or permissions as may be necessary, consent of the shareholders be and is hereby accorded for re-appointment of **Mrs Shalini**

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Jhanwar (DIN:06949987) as the Executive Director of the Company for a further period of three years with effect from the date of 39th AGM till the conclusion of 42th AGM, and whose period of office shall be liable to determination by retirement of directors by rotation and also on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to this Notice convening the meeting."

"RESOLVED FURTHER THAT notwithstanding the profits in any financial year the Company shall pay the remuneration as mentioned in explanatory statement as the minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors, Nomination and Remuneration Committee of the Board and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient, incidental or desirable to give effect to this Resolution."

6. To approve the issuance of equity shares to the proposed allottees on preferential basis.

To consider and if thought fit, to pass with or without modification, 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 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) 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 upto 14,77,550 Equity Shares of Face Value of Rs. 2/- each of the Company on preferential basis for cash at a price of Rs. 86/- (including premium of Rs. 84/-) per Equity Share aggregating upto Rs. 12,70,69,300/- to the proposed allottees, as per details mentioned herein below, on such terms and conditions as set out herein, subject

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to the applicable laws and regulations, including the provisions of Chapter V of ICDR Regulations, 2018 and the Act.

Serial No.	Name of the Proposed Allottees	Shares to be allotted	Maximum amount to be invested.
1.	Jinendra G	93,000	79,98,000.00
2.	Rekha Gunavanth Kumar	93,000	79,98,000.00
3.	Caprize Investments LLP	69,800	60,02,800.00
4.	Balkrishan Poddar	34,900	30,01,400.00
5.	Chintan Hemantkumar Desai	17,500	15,05,000.00
6.	Prashant Mishra	29,000	24,94,000.00
7.	Ceramet Consultants Private Limited	34,900	30,01,400.00
8.	Rupa Das	17,500	15,05,000.00
9.	Radhika Malani	23,300	20,03,800.00
10.	Mukeshkumar Navnitray Bhatt	23,300	20,03,800.00
11.	Svar Family Trust	23,300	20,03,800.00
12.	Vimalaben Arvindkumar Shah	23,300	20,03,800.00
13.	Vikas Rekha Bohra	14,000	12,04,000.00
14.	Shagun Capital Venture	23,300	20,03,800.00
15.	Sayar Devi Kothari	14,000	12,04,000.00
16.	Poonamchand Divya	14,000	12,04,000.00
17.	Ramanlal B Golecha	34,900	30,01,400.00
18.	Nav Ratan Bhaiya	23,300	20,03,800.00
19.	Akash Kumar Sohanraj	23,300	20,03,800.00
20.	Kavita Jain	23,300	20,03,800.00
21.	Singhvi Heritage LLP	29,100	25,02,600.00

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22.	Ninedot Fortune Builders LLP	17,400	14,96,400.00
23.	Aakash Jain	17,400	14,96,400.00
24.	M/S Stheertha Ventures LLP	23,200	19,95,200.00
25.	Rahul Kumar	27,900	23,99,400.00
26.	Sandeep Kumar Gulecha HUF	17,500	15,05,000.00
27.	Aakriti Shah	17,500	15,05,000.00
28.	Mukeshbhai Vishabhai Prajapati	17,500	15,05,000.00
29.	Naba Krushna Dash	17,500	15,05,000.00
30.	Ryan Dsouza	11,650	1,001,900.00
31.	Kamala Kumari Jain	23,300	20,03,800.00
32.	Abhishek Rao	58,850	50,61,100.00
33.	Anupam Narayan Iyer	14,700	12,64,200.00
34.	Priyanka Datta	58,850	50,61,100.00
35.	Ishwari Kamalkishor Dayma	58,850	50,61,100.00
36.	Jayshree Ananda Shejawal	24,550	21,11,300.00
37.	Rajesh Madhukar Balki	24,550	21,11,300.00
38.	Sagar Saxena	24,550	21,11,300.00
39.	Shruti Sodhani	24,550	21,11,300.00
40.	Vinod K Patil	24,550	21,11,300.00
41.	Kred Hospitality LLP	209,300	1,79,99,800.00
42.	Amit R Agarwal	29,100	25,02,600.00
43.	Samir Agarwal HUF	29,100	25,02,600.00
44.	Inter Globe Finance Limited	11,600	9,97,600.00
45.	Shyam Sunder Bajoria	11,600	9,97,600.00
	Total	14,77,550	12,70,69,300

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RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the "Relevant Date" for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Monday, 26th August, 2024, being the date 30 (thirty) days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottee by way of Preferential Issue shall, inter-alia, be subject to the following:

1. The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
2. The Equity Shares to be issued and 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.
3. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
4. The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility, the Company shall allot the shares to the Investors up to the extent of their applications received. Further, if the Investor is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the allotment will be subject to such statutory or regulatory restrictions.
5. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
6. The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove.
7. The Equity Shares 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 Equity Shares 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.

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8. The Equity Shares so offered, issued and allotted will be listed and traded on BSE Limited and The Calcutta Stock Exchange Limited, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be."

RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account and shall not be utilized for the purpose other than for adjustment against the allotment of securities or for the repayment of monies where the Company is unable to allot securities.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed Allottee shall be recorded in Form PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the proposed allottee inviting them to subscribe to the Equity Shares.

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 Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the ICDR Regulations, 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 its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

7. To appoint Mr Pranav Jhanwar (DIN: 09388582) as an Executive Director for a period of 3 years

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the company and pursuant to the applicable clauses of the

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Articles of Association of the Company and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), and subject to the limits of remuneration provided in Part II Section II of Schedule V of the Companies Act, 2013 and subject to such consents, approvals or permissions as may be necessary, consent of the shareholders be and is hereby accorded for appointment of **Mr Pranav Jhanwar (DIN: 09388582)**, as the Executive Director of the Company for a period of three years with effect from the date of 39th AGM till the conclusion of 42th AGM, and whose period of office shall be liable to determination by retirement of directors by rotation and also on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to this Notice convening the meeting."

"RESOLVED FURTHER THAT notwithstanding the profits in any financial year the Company shall pay the remuneration as mentioned in explanatory statement as the minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors, Nomination and Remuneration Committee of the Board and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient, incidental or desirable to give effect to this Resolution."

Kolkata, 28th August, 2024

By Order of the Board of Directors
Trishakti Industries Limited

Registered Office,
Godrej Genesis,
Sector-V, 10th Floor
Unit No. 1007
Salt Lake City
Kolkata 700 091

Sd/-
Dipti Goenka
Company Secretary

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Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. 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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.

Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the 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. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.

3. Corporate Member intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorised Representatives are requested to bring to the Meeting; the Attendance Slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not be made available at the Annual General Meeting ("AGM") venue.
5. A brief resume of each of the Directors proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Annexure 1.
6. The Register of Member and the Share Transfer Books of the Company will remain closed from **19th September 2024 to 25th September 2024** (both days inclusive).
7. Record Date: The record date for the payments of dividend has been fixed as on **Tuesday, 17th September, 2024**.
8. Dividend: The Dividend as recommended by the board of approval at AGM in respect of equity shares held in electronic form will be payable to the beneficial owners of the shares as on **Tuesday, 17th September, 2024** as per the download furnished to the company by Depositories for this purpose in case of shares held in physical mode the dividend will be paid to the shareholders whose names shall appear in the company's Registrar of

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Members as on **Tuesday, 17th September, 2024**. The Final Dividend will be paid to the shareholders within 30 days from date of Annual General Meeting.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
10. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.
11. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id info@trishakti.com for quick and prompt redressal of their grievances.
12. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
13. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2024-24 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
14. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by appropriate Authorities to the Annual General Meeting.
15. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
16. Members are requested to intimate change in their address immediately to M/s MCS Share Transfer Agent Limited., the Company's Registrar and Share Transfer Agents, at their office at 1st Floor, 383, Lake Gardens, Kolkata, West Bengal 700045.
17. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s MCS Share Transfer Agent Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
18. The Securities and Exchange Board of India (SEBI) vide Circular ref. No. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory

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for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for the registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
- b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
- c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
19. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
20. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.
21. The Members who have not registered their email address, physical copies of Annual Report 2024 are being sent by the permitted mode.
22. Copies of Annual Report 2024 are being sent by electronic mode only to those members whose email address are registered with the Company's Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of Annual Report 2024 are being sent by the permitted mode.
23. The Notice for the 39th AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same.
24. Members may also note that the Notice of the 39th AGM and the Annual Report for 2023-24 will also be available on the Company's website www.trishakti.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this AGM. Even after registering for e-communication, members are entitled to receive such in physical form, upon making a request for the same by post or email. For any communication, the Shareholders may also send requests to the Company's email id : info@trishakti.com

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25. A route map showing directions to reach the venue of the 39th Annual General Meeting is given at the end of the Report.
26. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
27. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. **Tuesday, 17th September, 2024**.
28. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Ms. Neha Poddar, Scrutinizer, M/s MCS Share Transfer Agent Limited., the Company's Registrar and Share Transfer Agents, at their office at 1st Floor, 383, Lake Gardens, Kolkata, West Bengal 700045, Tel. No: 033-40724051/52/53, Fax No.: 033-40724054, E-mail: mcssta@rediffmail.com so as to reach her on or before **Tuesday, 17th September, 2024** by 5.00 p.m. Any Ballot Form received after the said date and time, shall be treated as invalid.
29. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI LODR Regulations, 2015, the Company is pleased to provide to the members facility of "remote e-voting" (e-voting from place other than venue of the AGM) to exercise their votes at the 39th AGM by electronic means and the business may be transacted through e-voting services rendered by National Depository Services Limited (NSDL).
30. The facility of voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 39th AGM. The Members attending the AGM, who have not casted their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
31. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.trishakti.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.

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32. The Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
33. Details of Scrutinizer: Neha Poddar, Practising Company Secretary, Kolkata. E-mail: csneha.poddar2710@gmail.com.
34. In line with the Circulars issued by the MCA and SEBI, the Annual Report including Notice of the 39th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s). Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the Circulars issued by MCA and SEBI, the Annual Report including Notice of the AGM of the Company will also be available on the website of the Company at www.trishakti.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and Calcutta Stock Exchange of India Limited at www.cse-india.com respectively and on the website of e voting Agency"
35. **Voting through Electronic means -**
 - a) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - b) The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
 - c) The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or wwwtrishakti.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period being on **Sunday, 22nd September, 2024** at **09:00 A.M.** and ends on **Tuesday, 24th September, 2024** at **05.00 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. **Tuesday 17th September,**

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2024, 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 Tuesday 17th September, 2024.**

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 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">1. 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 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

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<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

2. 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 held 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.
3. 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. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate

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the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants.	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
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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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting 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?

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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 user your existing password to login and cast your vote.

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- 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.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically 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.

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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.
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 csneha.poddar2710@gmail.com with a copy marked to evoting@nsdl.co.in. 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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **26th August 2024** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **26th August 2024** may follow steps mentioned in the Notice of the AGM under Step 1 :"Access to NSDL e-Voting system"(Above).

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3. 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.
4. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

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 shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1**
3. (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
4. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. 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.

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 & 102(1) OF THE COMPANIES ACT, 2013

Item No.: 5

Mrs Shalini Jhanwar (DIN:06949987) was appointed as Executive Chairman for a period of 3 years with effect from 26.09.2024 (approved by the Members at the Annual General Meeting held on 25.09.2024), which term of office shall expire on conclusion of 42th AGM. Considering the responsibilities and his contribution towards the Company, the Board, based on recommendation and approval of the Nomination and Remuneration Committee ("NRC") and audit committee, at its Meeting held on 26.08.2024 reappointed **Mrs Shalini Jhanwar** as Executive Director of the Company for a period of 3 years with effect from 25th September 2024 on the terms and conditions including remuneration as mentioned hereinbelow, subject to the approval of the Members of the Company. The remuneration payable to **Mrs Shalini Jhanwar** for such period of reappointment has been approved by the Nomination and Remuneration Committee at its Meetings held on 25th September 2024 .

Mrs Shalini Jhanwar holds a Bachelor Degree of Commerce and having rich experience of 10 Years in the Field of Money & Capital Market

The Company has received consent from **Mrs Shalini Jhanwar** in writing to continue to act as Executive Chairman of the Company for a further period of 3 years. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. **Mrs Shalini Jhanwar** is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The principal terms and conditions of **Mrs Shalini Jhanwar's** reappointment are as follows:

A. Salary: Rs 2,00,000 pm

In the event of absence or inadequacy of profits of the Company in any financial year during the period of reappointment of **Mrs Shalini Jhanwar**, he shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites as minimum remuneration.

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Mrs Shalini Jhanwar will not receive any sitting fees for attending Meetings of the Board or any Committee thereof.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors before the date of re-appointment of **Mrs Shalini Jhanwar**. The Company has not issued any Non-Convertible Debentures. A statement containing additional information as required in Schedule V of the Companies Act, 2013 forms part of the notice.

Details of **Mrs Shalini Jhanwar** is provided in Annexure to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meeting ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board considers that the re-appointment of **Mrs Shalini Jhanwar** would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 7 for approval of members of the Company.

Except **Mrs Shalini Jhanwar**, and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in above Resolution.

Item No.: 6

The Board of Directors of the Company ("Board") at its meeting held on 26th August, 2024, approved the raising of funds aggregating upto Rs. 12,70,69,300/- by way of issuance of upto 14,77,550 Equity Shares of Rs. 2/- each for cash at a price of Rs. 86/- (including premium of Rs. 84/- per Equity Share) on Preferential basis. The Board of Directors of the company at its meeting held on 28th August, 2024 have approved the revised list of proposed allottees who have agreed to subscribe to the proposed Preferential Issue and have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

The proposed preferential issuance of Equity shares through private placement is in accordance with provisions of Section 62 read with section 23 and 42 of the Companies Act, 2013 (the Companies Act, 2013), 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) Regulation, 2018 (the ICDR Regulation).

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

- I. Disclosures required to be made in terms of Rule 13 of the Share Capital Rules are given below:

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10th Floor, Unit No. 1007, Kolkata - 700 091,
Phone: +91 33 40082489
Fax : +91 33 2230 9479
E-mail : info@trishakti.com
Web : www.trishakti.com

- a) **Objects of the Issue:** Trishakti Industries Limited, a publicly listed infrastructure company, is currently undertaking a fundraising round through a preferential issue. The primary objective of this round is to raise capital for expanding our fleet of earth-moving equipment. As a key player in the industry, our fleet is essential for meeting the growing demand from large corporations. The funds raised will enable us to enhance our capacity, increase operational efficiency, and strengthen our position in the market by serving more clients with greater speed and reliability. This expansion is a strategic step to ensure continued growth and value creation for our stakeholders.
- b) **The total number of securities, kind of securities and price at which security is being offered:** Issuance of upto 14,77,550 Equity Shares of Face Value of Rs. 2/- each at an issue price of Rs. 86/- per Equity Share for an aggregate amount not exceeding Rs. 12,70,69,300/- on preferential basis.
- c) **The price or price band at/within which the allotment is proposed:** The price per Equity Share to be issued is fixed at Rs. 86/- which consists of Rs. 2/- as Face Value and Rs. 84/- as premium per Equity Share.
- d) **Basis on which the price (including the premium, if any) has been arrived at:**

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

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

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

The Equity Shares of the Company are listed on the BSE Limited and The Calcutta Stock Exchange Limited and are frequently traded in accordance with the ICDR

Regulations. For the purposes of computation of price per Equity Share, the BSE Limited is the Stock Exchange that has higher trading volume for the said period and accordingly, has been considered.

As per the pricing formula prescribed under Regulation 164 of the ICDR Regulations, the minimum price at which the Equity Share can be issued is Rs. 85.33/- per Equity Share. The Company proposes to issue the Equity Share at an issue price of Rs. 86/-

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(including premium of Rs. 84/-) per Equity Share, which is not less than the minimum price computed in accordance with Regulation 164 of the ICDR Regulations.

- e) **Relevant Date with reference to which the price is arrived at:** 26th August, 2024.
- f) **The class or classes of persons to whom the allotment is proposed to be made:** The issuance and allotment of Equity shares is proposed to be made to the proposed allottees, who are Persons not being Promoter or belonging to the Promoter Group.
- g) **Intent of the Promoters, Directors, Key Managerial Personnel of the Company to subscribe to the Preferential Issue:** The Proposed Allottees do not form a part of the Promoters, Promoter Group, Directors or Key Managerial Personnel of the Company. The whole of the preferential issue is being made to persons who are neither promoters nor belong to the Promoter group.
- h) **Time frame within which the allotment shall be completed:** In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the 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).
- i) **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:** Annexed in Annexure A to this Explanatory Statement.
- j) **The Change in control, if any, in the company that would occur consequent to the preferential offer:** There will be no change in control of the Company consequent to the Preferential Issue and no allotment of more than 5% shall be made to an allottee or allottees acting in concert.
- k) **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 2024 – 2025.
- l) **The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of Registered Valuer:** Not applicable since the issuance and allotment of Equity Shares is being made for cash.
- m) **Shareholding Pattern of the Company before and after the Preferential Issue:**

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	Category of Shareholder	Pre-preferential Issue		Post - preferential Issue	
		No. of Shares	%	No. of Shares	%
A.	Promoter & Promoter Group	54,28,241	36.55	54,28,241	33.24
A1.	Indian Individuals/Hindu undivided Family	54,28,241	36.55	54,28,241	33.24
A2.	Foreign	-	-	-	-
	TOTAL	54,28,241	36.55	54,28,241	33.24
B.	Public	94,24,759	63.45	1,09,02,309	66.76
B1.	Institutions	-	-	-	-
B2.	Institutions (Domestic)	-	-	-	-
B3.	Institutions (Foreign)	-	-	-	-
B4.	Central Government/ State Government(s)/ President of India	-	-	-	-
B5.	Non-Institutions	-	-	-	-
	Resident Individuals	57,18,541	38.5	67,07,591	41.07
	Non-Resident Indians (NRIs)	40,150	0.27	40,150	0.25
	Bodies Corporate	33,08,212	22.27	33,54,712	20.54

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	Any Other (Clearing Member, HUF, LLP, Trust)	3,57,856	2.41	7,99,856	4.90
	TOTAL	94,24,759	63.45	1,09,02,309	66.76
C1.	Shares underlying DRs	-	-	-	-
C2.	Shares held by Employee Trust	-	-	-	-
C.	Non-Promoter-Non- Public	-	-	-	-
	TOTAL	-	-	-	-
	TOTAL	1,48,53,000	100	1,63,30,550	100

II. Disclosures required to be made in terms of Rule 14 of the PAS Rules are given below:

- a) **Particulars of the offer including date of passing of Board Resolution:** Please refer to the sub - point (b) and (e) of disclosures mentioned in Point I. The date of passing of the resolution of the Board approving the issuance of the Equity shares is 26th August 2024. The Board approved the revised list of allottees at its meeting held on 28th August 2024.
- b) **Kinds of securities offered and the price at which security is being offered:** Please refer to the sub - point (b) of disclosures mentioned in Point I.
- c) **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** Please refer to the sub - point (d) of disclosures mentioned in Point I.
- d) **Names and address of valuer who performed Valuation:** Please refer to the sub - point (d) and (l) of disclosures mentioned in Point I.

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- e) **Amount which the Company intends to raise by way of Equity Shares:** The aggregate amount intended to be raised pursuant to the proposed preferential issue is Rs. 12,70,69,300/-.
- f) **Material terms of issue of Equity Shares on Preferential Basis:** The Equity Shares being issued shall be pari – passu with the existing Equity Shares of the Company in all respects, including dividend, voting rights and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.
- g) **Proposed time schedule:** Please refer to the sub - point (h) of disclosures mentioned in Point I.
- h) **Purpose or objects of the offer:** Please refer to the sub - point (a) of disclosures mentioned in Point I.
- i) **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:** Please refer to the sub - point (g) of disclosures mentioned in Point I.
- j) **Principal terms of Assets charged as Securities:** Not Applicable

III. Disclosures required to be made in terms of Regulation 163(1) of the ICDR Rules are given below:

- (a) **Objects of the Issue:** Please refer to the sub - point (a) of disclosures mentioned in Point I.
- (b) **Maximum number of securities to be issued:** The resolution set out in the accompanying Notice authorizes the Board to issue upto 14,77,550 Equity Shares of Face Value of Rs. 2/- each ("Equity Shares") for cash at a price of Rs. 86/- (including a premium of Rs. 84/-) per Equity Share aggregating upto Rs. 12,70,69,300/-.
- (c) **Intent of the promoters, director or key managerial personnel of the issuer to subscribe to the offer:** Please refer to the sub - point (g) of disclosures mentioned in Point I.
- (d) **Shareholding Pattern of the Issuer before and after the preferential issue:** Please refer to the sub - point (m) of disclosures mentioned in Point I.
- (e) **Time Frame within which the preferential issue will be completed:** Please refer to the sub - point (h) of disclosures mentioned in Point I.

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- (e) 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 A to this Explanatory Statement.
- (f) The percentage of the post-preferential issue that may be held by the Proposed Allottee: Annexed as Annexure A to this Explanatory Statement.

- (g) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non - promoter: Please refer to the sub - point (g) of disclosures mentioned in Point I.

Name and address of the Monitoring Agency: Not Applicable

- (h) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable as the Preferential Issue will be undertaken for cash consideration.
- (i) Lock-in period: The Equity Shares 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.
- (j) 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 issued. Such Equity Shares, once allotted, shall rank pari - passu with the existing Equity Shares of the Company in all respects.

- (k) The Company hereby undertakes that:

It would re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so;

If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee;

Neither the Company, nor its directors or Promoters have been declared as wilful defaulter or a fraudulent borrower.

None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;

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

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The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations.

(1) The Proposed Allottees have confirmed that:

- i. they has 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).
- iv. None of the proposed allottees hold any shares as on the Relevant Date i.e. 26th August, 2024.

(m) The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottees. None of the proposed allottees are Qualified Institutional Buyers (QIB).

(n) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.

(o) The Company shall make an application to the Stock Exchange for seeking their In-principle approval for the proposed preferential issue.

(p) Practicing Company Secretary's Certificate

A certificate from Ms. Neha Poddar, Practicing Company Secretaries dated 28.08.2024, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations. The certificate can be accessed at https://www.trishakti.com/downloads_categorie/investor-relations and shall be placed before the general meeting of the shareholders.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to determine the terms and conditions of the aforementioned issuance of Equity Shares by way of a Preferential Issue. The detailed terms and conditions of such issuance will be determined by the Board or any Committee duly authorised by the Board, considering prevailing market conditions, practices and in accordance with the applicable laws.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder and in accordance with the ICDR Regulations 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, consent of the members is being sought to offer, issue and

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allot upto 14,77,550 Equity Shares of Face Value of Rs. 2/- each for cash at a price of Rs. 86/- each (including a premium of Rs. 84/-) per Equity Share aggregating upto Rs. 12,70,69,300/- on Preferential basis.

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.

Item No:7

Mr Pranav Jhanwar (DIN: 09388582) was appointed as Executive Chairman for a period of 3 years with effect from 26th August 2024 (approved by the Members at the Annual General Meeting held on 25.09.2024) Considering the Qualifications and his expertise towards the dealing with operations related to Heavy Equipment, the Board, based on recommendation and approval of the Nomination and Remuneration Committee ("NRC") at its Meeting held on 28th August 2024 appointed **Mr Pranav Jhanwar (DIN: 09388582)** as Additional-Executive Director of the Company for a period of 3 years with effect from 28th August 2024 on the terms and conditions including remuneration as mentioned hereinbelow, subject to the approval of the Members of the Company. The remuneration payable to **Mr Pranav Jhanwar (DIN: 09388582)** for appointment has been approved by the Nomination and Remuneration Committee at its Meetings held on 26th August 2024.

Mr. Pranav Jhanwar is a Commerce graduate having experience of over 5 years in the field of finance & accounting management. He is having experience of dealing with operations related to Heavy Equipment. His experience shall provide operational and financial efficacy to the company.

The Company has received consent from **Mr Pranav Jhanwar** in writing to continue to act as Executive Director of the Company for a period of 3 years. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for appointment. **Mr Pranav Jhanwar** is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The principal terms and conditions of **Mr Pranav Jhanwar** appointment are as follows:

A Salary: Rs 1,00,000 p.m

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In the event of absence or inadequacy of profits of the Company in any financial year during the period of reappointment of **Mr Pranav Jhanwar**, he shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites as minimum remuneration.

Mr Pranav Jhanwar will not receive any sitting fees for attending Meetings of the Board or any Committee thereof.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors before the date of appointment of **Mr Pranav Jhanwar**. The Company has not issued any Non-Convertible Debentures. A statement containing additional information as required in Schedule V of the Companies Act, 2013 forms part of the notice.

Details of **Mr Pranav Jhanwar** is provided in Annexure to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meeting ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board considers that the re-appointment of **Mr Pranav Jhanwar** would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 7 for approval of members of the Company.

Except **Mr Pranav Jhanwar**, and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interest, financially or otherwise in above Resolution.

Annexure -I

Disclosure required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2

Name of Director	Mrs. Shalini	Pranav Jhanwar	Mr. Suresh Jhanwar
Directors' Identification No.	06949987	09388582	00568879
Date of Birth	04 th March 1977	01/09/2002	16/01/1978
Date of first Appointment on Board	26 th May 2015	26 th August 2024	26/05/1997

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Qualification	Graduate (B.A)	Graduate (B. Com)	Graduate (B. Com)
Experience	<p>10 Years Experience in the Field of Money & Capital Market</p> <p>He is having experience of dealing with operations related to Heavy Equipment.</p> <p>His experience shall provide operational and financial efficacy to the company.</p>	<p>Mr. Pranav Jhanwar is a Commerce graduate having experience of over 5 years in the field of finance & accounting management.</p> <p>He is having experience of dealing with operations related to Heavy Equipment.</p> <p>His experience shall provide operational and financial efficacy to the company.</p>	<p>Mr. Suresh Jhanwar, the Managing Director of Trishakti Industries Ltd. brings over 25 years of experience in the oil and gas sector, showcasing deep expertise in managing and dealing with oil and gas products. His extensive industry knowledge and strategic vision have been instrumental in navigating complex market dynamics. In addition to his core expertise, he has also acquired knowledge in the infrastructure equipment rental business, further diversifying his skill set to meet the evolving needs of the company.</p>
Terms & Conditions of Appointment / Re-appointment	As mentioned in the explanatory statement	As mentioned in the explanatory statement	-

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Last drawn remuneration (in the Financial year 2023-24)	Rs. 24,00,000/- p.a.	-	Rs.24,00,000 p.a
Remuneration sought to be paid	Rs. 24,00,000/- p.a.	Rs. 12,00,000 p.a	Rs.24,00,000 p.a
Shareholding in Company	6,18,330	-	4,088,342
Relationship with the Company & Other Directors	Promoter- Director Wife of Mr. Suresh Jhanwar and Mother of Mr. Dhruv Jhanwar	Director -Son of Mr. Suresh Jhanwar & Mrs Shalini Jhanwar and Brother of Mr. Dhruv Jhanwar	Promoter- Managing Director husband of Mrs Shalini Jhanwar and Father of Mr. Dhruv & Pranav Jhanwar
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL	NIL	NIL
No. of Board Meeting attended during the year	18	-	18
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies as on date including this company	Committee Chairmanship- Nil Committee Membership- 1	Committee Chairmanship- Nil Committee Membership- Nil	Committee Chairmanship- Nil Committee Membership- Nil
Listed entities from which resigned in the past Three years	-	-	-

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Annexure - A

Name of the Proposed Allottee	Category (Promoter / Non - Promoter)	Permanent Account Number (PAN)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficiaries owner of the shares proposed to be issued, if applicable	Permanent Account Number (PAN) of the beneficial owners of proposed allottee	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottee will hold
Jinendra G	Non-Promoter	DQXPG5715A	NA	-	93,000	Non - QIB	0.569
Rekha Gunavanth Kumar	Non-Promoter	AAJPG7307H	NA	-	93,000	Non - QIB	0.569
Caprise Investments LLP	Non-Promoter	AAPFC8393R	Mr. Saarthak Kothari and Mr. Paras Chheda	ASDPK7505P and AAAPC6973A	69,800	Non - QIB	0.427

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Balkrishan Poddar	Non-Promoter	AFOPP040 9D	NA	-	34,900	Non - QIB	0.214
Chintan Hemantkumar Desai	Non-Promoter	AIGPD2455 A	NA	-	17,500	Non - QIB	0.107
Prashant Mishra	Non-Promoter	AEWPM61 29E	NA	-	29,000	Non - QIB	0.178
Ceramet Consultants Private Limited	Non-Promoter	AABCC903 6G	Mr. Mohan A Gore and Mr. Aniket Mohan Gore	AADPG05 28N and ADHPG15 68M	34,900	Non - QIB	0.214
Rupa Das	Non-Promoter	AFUPD120 3R	NA	-	17,500	Non - QIB	0.107
Radhika Malani	Non-Promoter	BYIPB9521 J	NA	-	23,300	Non - QIB	0.143
Mukeshkumar Navnitray Bhatt	Non-Promoter	AJPPB8304 G	NA	-	23,300	Non - QIB	0.143
Svar Family Trust	Non-Promoter	ABGTS295 0N	Mr. Swapnil Jatinbhai Shah and Mr. Hemant Ishwarlal Modi	ATZPS74 22E and AAYPM5 722B	23,300	Non - QIB	0.143
Vimalaben Arvindkumar Shah	Non-Promoter	BFCPS9578 F	NA	-	23,300	Non - QIB	0.143

TRISHAKTI INDUSTRIES LTD.

(formally known as TRISHAKTI ELECTRONICS & INDUSTRIES LTD.)
 CIN NO. L31909WB1985PLC039462
 GSTIN No. 19AAACT915081ZH

Godrej Genesis, Salt Lake City, Sector - V,
 10th Floor, Unit No. 1007, Kolkata - 700 091,
 Phone: +91 33 40082489
 Fax : +91 33 2230 9479
 E-mail : info@trishakti.com
 Web : www.trishakti.com

Vikas Rekha Bohra	Non-Promoter	BGWPB671 0R	NA	-	14,000	Non - QIB	0.086
Shagun Capital Venture	Non-Promoter	AEWFS633 1Q	Mr. Shankesh Vijayakumar and Mr. Manav Vijayakumar	LKNPS04 92N and CEEPV18 01C	23,300	Non - QIB	0.143
Sayar Devi Kothari	Non-Promoter	AWGPS915 8M	NA	-	14,000	Non - QIB	0.086
Poonamchand Divya	Non-Promoter	AIJPD5815 H	NA	-	14,000	Non - QIB	0.086
Ramanlal B Golecha	Non-Promoter	ABBPG191 9Q	NA	-	34,900	Non - QIB	0.214
Nav Ratan Bharya	Non-Promoter	AMCPB464 2F	NA	-	23,300	Non - QIB	0.143
Akash Kumar Sohanraj	Non-Promoter	AABPK288 0M	NA	-	23,300	Non - QIB	0.143
Kavita Jain	Non-Promoter	ACYPJ9601 J	NA	-	23,300	Non - QIB	0.143
Singhvi Heritage LLP	Non-Promoter	ADQFS092 2G	Mr. Sunil Kumar Dharmic hand	AAFPD99 07Q	29,100	Non - QIB	0.178

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Ninedot Fortune Builders LLP	Non- Promoter	AAWFN75 85M	Mr. Shripal Bhandari	COSPS44 13M	17,400	Non - QIB	
							0.107
Aakash Jain	Non- Promoter	AJKPJ3618 A	NA	-	17,400	Non - QIB	0.107
M/S Stheertha Ventures LLP	Non- Promoter	AFIFS0254 D	Ms. Ayushi Srisimal	CQRPA32 28H	23,200	Non - QIB	0.142
Rahul Kumar	Non- Promoter	ALNPA734 5Q	NA	-	27,900	Non - QIB	0.171
Sandeep Kumar Gulecha HUF	Non- Promoter	ABAHS421 1C	Mr. Sandeep Kumar Gulecha	AENPK57 65K	17,500	Non - QIB	0.107
Aakriti Shah	Non- Promoter	BEUPPS92 9F	NA	-	17,500	Non - QIB	0.107
Mukeshbhai Vishabhai Prajapati	Non- Promoter	ABUPP382 7F	NA	-	17,500	Non - QIB	0.107
Naba Krushna Dash	Non- Promoter	AALPD879 7J	NA	-	17,500	Non - QIB	0.107
Ryan Dsouza	Non- Promoter	AHJPD724 2D	NA	-	11,650	Non - QIB	0.071
Kamala Kumari Jain	Non- Promoter	AEQPJ6491 Q	NA	-	23,300	Non - QIB	0.143

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Abhishek Rao	Non-Promoter	BYHPR838 1K	NA	-	58,850	Non - QIB	0.360
Anupam Narayan Iyer	Non-Promoter	AAVPI3016 R	NA	-	14,700	Non - QIB	0.090
Priyanka Datta	Non-Promoter	BJTPD6871 R	NA	-	58,850	Non - QIB	0.360
Ishwari Kamalkishor Dayma	Non-Promoter	DLBPD177 8M	NA	-	58,850	Non - QIB	0.360
Jayshree Ananda Shejawal	Non-Promoter	HGEPS405 9C	NA	-	24,550	Non - QIB	0.150
Rajesh Madhukar Balki	Non-Promoter	AHTPB727 7N	NA	-	24,550	Non - QIB	0.150
Sagar Saxena	Non-Promoter	EBAPS075 0J	NA	-	24,550	Non - QIB	0.150
Shruti Sodhani	Non-Promoter	BNSPS7015 R	NA	-	24,550	Non - QIB	0.150
Vinod K Patil	Non-Promoter	ADZPP670 5D	NA	-	24,550	Non - QIB	0.150

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Kred Hospitality LLP	Non-Promoter	AAPFK283 3E	Mr. Bajrang Lai Bajaj, Ms. Sangeeta Bajaj, Ms. Pooja Bajaj, Ms. Ritu Bajaj, Ms. Etee Bajaj and Mr. Mihir Bajaj	ADAPB21 58F, AEHPB19 48K, AFOPB82 50J, ACMPA5 062C, AJMPP14 93P and BSHPB62 67J	209,300	Non - QIB	1,282
Amit R Agarwal	Non-Promoter	AGRPA311 9M	NA	-	29,100	Non - QIB	0.178
Samir Agarwal HUF	Non-Promoter	AAPHS717 4A	Mr. Samir Agarwal	ACZPA49 07D	29,100	Non - QIB	0.178
Inter Globe Finance Limited	Non-Promoter	AAACI552 0N	Ms. Manju Jain and Mr. Pramod Jain	ACOPJ59 28L and ADFPJ988 6P	11,600	Non - QIB	0.071
Shyam Sunder Bajoria	Non-Promoter	AEAPB643 0K	NA	-	11,600	Non - QIB	0.071

Registered Office,

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 Salt Lake City, Kolkata- 700 091

By Order of the Board of
Trishakti Industries Limited

sd/-

Dipti Goenka

Company Secretary

Dated: 28th August, 2024