

Date: February 19, 2025

The Manager
Corporate Relationship Department
BSE Limited
1st Floor, New Trading Wing,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai – 400001
BSE Security Code: 531279
ISIN: INE238C01022

The Company Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata-700001
CSE Scrip Code: 10030166

Dear Sir/Madam,

Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

We enclose herewith a copy of the Notice of Postal Ballot ("Notice") dated February 18, 2025 of Trishakti Industries Limited ("the Company") along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said Notice has been sent only through electronic mode to those members whose names appear in the Register of Members and/or List of Beneficial Owners as received from the Depositories/ MCS Share Transfer Agent Private Limited, Company's Registrar and Transfer Agent ("RTA") as on Friday, February 14, 2025 ("Cut-Off Date") and whose e-mail addresses are registered with the Company/RTA/Depositories/ Depository Participant(s).

The said Notice is also available on the Company's website at www.trishakti.com and on the National Securities Depository Limited ("NSDL") e-voting website at www.evoting.nsdl.com

The Company has engaged the services of NSDL to provide remote electronic voting facility ("e-voting") to its Members and appointed Ms. Neha Poddar, Practising Company Secretary as the Scrutinizer for scrutinizing the process of Postal Ballot through remote e-voting in a fair and transparent manner.

The e-voting period commences on Thursday, February 20, 2025 at 9:00 A.M. (IST) and ends on Friday, March 21, 2025 at 5:00 P.M. (IST). The results of e-voting shall be declared on or before Tuesday, 25th March, 2025.

Kindly acknowledge and take the same on records.

Thanking You,

Yours Faithfully,
For Trishakti Industries Limited

Kiran Joshi Das
Company Secretary & Compliance Officer

**TRISHAKTI INDUSTRIES LIMITED****CIN: L31909WB1985PLC039462**

Registered Office: Godrej Genesis, Salt lake, Sector V, 10th floor,
Unit No. 1007, Kolkata, West Bengal, 700091

Phone: 033-4005 0473

E-mail: info@trishakti.com; **Website:** www.trishakti.com

NOTICE OF POSTAL BALLOT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 (1) of the Companies (Management and Administration) Rules, 2014)

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Thursday, February 20, 2025 at 9:00 A.M. (IST)	Friday, March 21, 2025 at 5:00 P.M. (IST)

Dear Members,

NOTICE is hereby given to the Shareholders ("Members") of Trishakti Industries Limited ("Company") that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions, if any, including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, the provisions of Revised Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and in accordance with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023 and 9/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs (MCA), Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and Circulars issued by Securities and Exchange Board of India ("SEBI Circulars") from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto ("SEBI Listing Regulations"), seeking approval for the resolutions appended below (being business other than items of ordinary business or such business where certain persons have a right to be heard) proposed to be passed as Special Resolutions by means of Postal Ballot ("Postal Ballot"), only through remote electronic voting process ("e-Voting"). Statement pursuant to Section 102 of the Act pertaining to the said resolution is annexed.

Pursuant to the MCA/SEBI Circulars, the Company is sending this Notice in electronic form only to those Members whose names appear in the Register of Members and/or List of Beneficial Owners as received from the Depositories/MCS Share Transfer Agent Private Limited, the Company's Registrar and Transfer Agent ('RTA') as on Friday, February 14, 2025 ('Cut-off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/ Depository Participant(s). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of assent or dissent of Members would only take place through the e-voting system.

Members are requested to read the Notes (including instructions for remote e-Voting) forming part of this Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating the remote e-Voting process, which will commence on Thursday, February 20, 2025 at 9:00 A.M. (IST) and will end on Friday, March 21, 2025 at 5:00 P.M. (IST). Members are requested to cast their votes through the e-voting process not later than 5:00 P.M. (IST) on Friday, March 21, 2025, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from them. The e-voting facility will be disabled by NSDL immediately thereafter.

This Notice is also available on the websites of the Company at www.trishakti.com and NSDL at www.evoting.nsdl.com. Further the same has also been uploaded on the websites of BSE Limited ('BSE') and The Calcutta Stock Exchange Limited ('CSE').

The Board of Directors of the Company ("Board") has appointed Ms. Neha Poddar, Practising Company Secretary (Email Id: csneha.poddar2710@gmail.com), as the Scrutinizer for scrutinizing the process of Postal Ballot through remote e-voting in a fair and transparent manner in accordance with the provisions of the Act read with Rules and the MCA Circulars.

The results of Postal Ballot will be declared on or before Tuesday, March 25, 2025 by 5:00 P.M. (IST) by the Chairman of the Board or in his absence, by such Director/KMP of the Company, duly authorised in this regard. The voting results along with the Scrutinizer's Report would be intimated to BSE and CSE, where the equity shares of the Company are listed. The same will also be uploaded on the Company's website at www.trishakti.com and on the website of NSDL at www.evoting.nsdl.com. Additionally, the results will be placed on the notice board at the registered office of the Company.

The Resolutions, if passed with the requisite majority shall be deemed to have been passed, on Friday, March 21, 2025, being the last date specified for remote e-Voting.

NOTICE

SPECIAL BUSINESS

1. Alteration and adoption of new set of Articles of Association (AOA) of the Company as per the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force), and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded for Alteration of existing Articles with the new Articles of Association, and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard

at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

2. Appointment of Mr. Sudhanshu Goswami (DIN: 00763061) as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mr. Sudhanshu Goswami (DIN: 00763061) who has been appointed as an Additional Director in the capacity of Independent Director by Board of Directors in terms of Section 161 of the Companies Act, 2013 and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the term of 5 (five) consecutive years, from 27th January, 2025 to 26th January, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

3. Appointment of Mr. Narainjeet Singh Hunjan (DIN: 10923798) as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mr. Narainjeet Singh Hunjan (DIN: 10923798) who has been appointed as an Additional Director in the capacity of Independent Director by Board of Directors in terms of Section 161 of the Companies Act, 2013 and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom Company has received a notice

in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the term of 5 (five) consecutive years, from 27th January, 2025 to 26th January, 2030".

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

4. Appointment of Mr. Sumit Anand (DIN: 10922634) as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mr. Sumit Anand (DIN: 10922634) who has been appointed as an Additional Director in the capacity of Independent Director by Board of Directors in terms of Section 161 of the Companies Act, 2013 and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the term of 5 (five) consecutive years, from 27th January, 2025 to 26th January, 2030".

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

5. Re-appointment of Mr. Dhruv Jhanwar (DIN: 08884131) as an Executive Director of the Company designated as 'Executive Director and CEO' for the period of three years effective from 1st April, 2025 to 31st March, 2028 and payment of remuneration

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Rules made thereunder read with Schedule V of the said Act, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re - enactments thereof, for the time being in force), the articles of association of the Company and in terms of the recommendation of the Nomination & Remuneration Committee ("Committee"), approval of Audit Committee and Board of Directors ("Board") and subject to such approvals if any, as may be necessary, consent of the Members be and is hereby accorded for re-appointment of Mr. Dhruv Jhanwar (DIN: 08884131) as Executive Director designated as Executive Director & CEO of the Company, liable to retire by rotation, for a period of three years effective

from 1st April, 2025 to 31st March, 2028 (both days inclusive) as set out in the explanatory statement and agreement entered into between the Company and Mr. Dhruv Jhanwar, which agreement also be and is hereby approved.”

RESOLVED FURTHER THAT in the event of absence or inadequacy of the profits in any financial year, the remuneration as set out in the explanatory statement be continued to be paid as minimum remuneration to Mr. Dhruv Jhanwar (DIN: 08884131) during his remaining tenure of his current appointment.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorized to alter, modify or revise from time to time, the said terms and conditions of appointment and remuneration of Mr. Dhruv Jhanwar in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law upon the terms and conditions set out in the Explanatory Statement.”

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby authorized to take all such steps as may be deemed necessary, proper and expedient to give effect to this resolution.”

6. Revision in Remuneration payable to Mr. Suresh Jhanwar (DIN: 00568879), Managing Director of the Company

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

“RESOLVED THAT in partial modification of the resolution passed on 25.09.2024 respect to appointment and payment of remuneration to Mr. Suresh Jhanwar (DIN: 00568879), Managing Director of the Company and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Rules made thereunder read with Schedule V of the said Act, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re - enactments thereof, for the time being in force) and Articles of Association of the company and in terms of the recommendation of the Nomination & Remuneration Committee, approval of Audit Committee and Board of Directors (“Board”) and subject to such approvals if any, as may be necessary, consent of the Company is hereby accorded for payment of remuneration not exceeding Rs. 72 Lakhs per annum to Mr. Suresh Jhanwar (DIN: 00568879) w.e.f. 1st April, 2025 for the remaining tenure of his current appointment and as also stated in the supplementary agreement entered into between the Company and Mr. Suresh Jhanwar which agreement also be and is hereby approved.

RESOLVED FURTHER THAT in the event of absence or inadequacy of the profits in any financial year, the revised remuneration as set out in the resolution above be continued to be paid as minimum remuneration to Mr. Suresh Jhanwar (DIN: 00568879) during his remaining tenure of his current appointment.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorized to alter, modify or revise from time to time, the said terms and conditions of appointment and remuneration of Mr. Suresh Jhanwar in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law upon the terms and conditions set out in the Explanatory Statement.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

7. Giving Loans/ Guarantees or providing securities for and on behalf of Companies and / or making investments in Companies

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company upto an aggregate amount not exceeding Rs. 400 crore (Rupees Four Hundred crores only) over and above the limits specified in 186(2) of the Companies Act, 2013, notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and his hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements, etc., for investments to be made, loans/guarantees to be given and securities to be provided to any person and/or any other body corporate, to do all such acts, deeds, matters and things, and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or Officer of the Company or any other person.”

8. Enhancement of Borrowing Power

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

“RESOLVED THAT pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 and any other applicable provisions, if any and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ('hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution') to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 400 Crores (Rupees Four Hundred Crores Only) over and above the aggregate of the paid up share capital of the Company and its free reserves as per the latest audited accounts;

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

9. Creation of charges or mortgages and hypothecations

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions, if any and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, consent of the members, be is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall also include a committee thereof) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

10. To approve advancement of any loan / financial assistance /give guarantee/provide security/ Letter of Comfort/Letter of Security under section 185 of the act in which directors are interested

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

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members be and is hereby accorded to the Board (which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) and/or letter of support/letter of comfort in connection with any Loan or financial assistance taken/to be taken/availed/to be availed by any entity, which is a subsidiary or associate or joint venture or group entity of the Company or or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), for an aggregate amount not exceeding Rs. 400 Crores (Rupees Four Hundred Crores Only) in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the abovementioned Loan and/or financial assistance and/or guarantee(s) and/or security(ies)/letter of support/letter of comfort shall only be utilised by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT the Board be and is/are hereby authorized to do such acts, deeds, things and execute all such documents, undertakings, as may be necessary, expedient or incidental for giving effect to the above Resolution.”

Registered Office: Godrej Genesis, Salt lake,
Sector V, 10th floor, Unit No. 1007, Kolkata,
West Bengal, 700091

By Order of the Board of Directors
Trishakti Industries Limited

Kolkata
18th February, 2025

Kiran Joshi Das
Company Secretary
(Membership Number: ACS 73207)

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts and reasons for the proposed Special Resolutions, considered to be unavoidable, to be transacted by postal ballot and remote e-Voting, is appended herein below and forms a part of the Notice. The Statement also contains the recommendation of the Board of Directors and Committee thereof. Necessary information of the Director as required under Regulation 36(3) of the SEBI Listing Regulations and the SS-2 issued by the ICSI and Statement pursuant to Schedule V of the Companies Act, 2013 is annexed to this Notice. The Statement read together with the Annexure hereto and these Notes form an integral part of this Notice.
2. In accordance with the Act, read with the rules made thereunder and the General Circulars, issued by the Ministry of Corporate Affairs, No. 14/2020, No. 17/2020, No. 20/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021, No. 20/2021, No. 3/2022, No. 11/2022, No. 09/2023 and No. 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024, respectively, this Postal Ballot Notice is being sent electronically to those Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, February 14, 2025 as received from the RTA/Depositories/ Depository Participant(s). The physical copy of the Notice, postal ballot forms and postage pre-paid reply envelope will not be sent to the Members for this Postal Ballot in accordance with the MCA Circulars.
3. The members whose name appears in the Register of Members/ list of Beneficial Owners as on the cut-off date i.e. **Friday, February 14, 2025**, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purposes only.
4. The remote e-Voting shall commence on **Thursday, February 20, 2025 at 9:00 A.M. (IST)** and will end on **Friday, March 21, 2025 at 5:00 P.M. (IST)**.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.trishakti.com and on the websites of the stock exchanges, i.e., BSE Limited (BSE) and The Calcutta Stock Exchange Limited (CSE) at www.bseindia.com and www.cse-india.com respectively, and on the website of NSDL at www.evoting.nsdl.com .

6. All the material documents referred to in the Explanatory Statement, or as may be relevant to/ connected with the proposed resolution, shall be available for inspection from 11:00 A.M. to 2:00 P.M. on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company till the last date of e-voting by the Members. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to info@trishakti.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.
7. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
8. The resolution(s) passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
9. Any query in relation to the resolution proposed to be passed through Postal Ballot may be addressed to Mrs. Kiran Joshi Das, Company Secretary & Compliance Officer at Email: info@trishakti.com and kiranjoshidas@trishakti.com . In case of other 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 and/or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com .
10. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar & Share Transfer Agent (RTA), MCS Share Transfer Agent Private Limited at mcssta@rediffmail.com . In case of any queries/difficulties in registering the e-mail address, Members may write to info@trishakti.com Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
11. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal: This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD- 1/P/ CIR/2023/145 dated July 31, 2023 (updated as on December 28, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>

Instructions for Remote e-Voting:**Process to 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 at <https://www.evoting.nsdl.com> .

Step 2: Cast your vote electronically on NSDL e-Voting system.

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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ul style="list-style-type: none">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 periodIf 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.jspVisit 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.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

 App Store

 Google Play



Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none">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.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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.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.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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ul style="list-style-type: none">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.

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 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 at <https://www.evoting.nsdl.com>

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’?
 - 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 e-mail sent to you from NSDL from your mailbox. Open the e-mail 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’.
 - 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 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 is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period.

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. Corporate and 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.com . Corporate and 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 evoting 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 Mr. Pritam Dutta, Assistant Manager at pritam@nsdl.com / 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 shareholders 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 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.

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

Item No. 1

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AoA are no longer in conformity with the new Companies Act, 2013. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AoA of the Company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a Company Limited by Shares and also carry forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

Member(s) interested in obtaining a physical copy of the AOA can send in their request to the Company email address: info@trishakti.com . The same shall be available for inspection from 11:00 A.M. to 2:00 P.M. on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

The Board recommends the resolution set forth in Item No.1 for the approval of the member.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No. 2

The Board of Directors upon recommendation of the Nomination & Remuneration Committee at its meeting held on January 27, 2025, appointed Mr. Sudhanshu Goswami as an Additional Director in the capacity of Independent Director for a term of 5 (five) years from January 27, 2025 to January 26, 2030 (both days inclusive), not liable to retire by rotation, subject to approval of the Members of the Company.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sudhanshu Goswami shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director. The Company has received a notice in writing from a Member proposing the candidature of Mr. Sudhanshu Goswami to be appointed as an Independent Director of the Company.

Mr. Sudhanshu Goswami has a 37+ year experience in the Upstream Oil & Gas Industry. Holding a degree in Mechanical Engineering and an MBA in Project Management, he has expertise in Exploration and Production (E&P), driving operational excellence and strategic growth in the industry. With extensive experience in Operations, General Administration, and Business Leadership, Mr. Sudhanshu Goswami excels in strategy formulation, P&L management, budgeting, market research, relationship building, and team leadership. His diverse expertise spans Commercial Operations, Finance, Training & Development, Resource Optimization, and People Management.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Sudhanshu Goswami fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company's management.

He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Mr. Sudhanshu Goswami will be of immense benefit to the Company and hence his appointment as an Independent Director is justified.

The Company has received from Mr. Sudhanshu Goswami

- i. consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;
- ii. disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013;
- iii. declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations.

Mr. Sudhanshu Goswami has also confirmed that the directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

Copy of draft letter of appointment of Mr. Sudhanshu Goswami as an Independent Director, setting out the terms and conditions of appointment shall be available for inspection from 11:00 A.M. to 2:00 P.M. on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting are annexed with this notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Sudhanshu Goswami as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Sudhanshu Goswami, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

Item No. 3

The Board of Directors upon recommendation of the Nomination & Remuneration Committee at its meeting held on January 27, 2025, appointed Mr. Narainjeet Singh Hunjan as an Additional Director in the capacity of Independent Director for a term of 5 (five) years from January 27, 2025 to January 26, 2030 (both days inclusive), not liable to retire by rotation, subject to approval of the Members of the Company.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Narainjeet Singh Hunjan shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an

Independent Director. The Company has received a notice in writing from a Member proposing the candidature of Mr. Narainjeet Singh Hunjan to be appointed as an Independent Director of the Company.

Mr. Narainjeet Singh Hunjan has diverse experience of 37+ years of in the oil field industry, complemented by managerial expertise in various roles, including Drilling Engineer, Operations Manager, and Chief of Carbon Management and Sustainability Development. He holds his degree in Bachelor of Engineering. Mr. Narainjeet Singh Hunjan has a strong expertise in advising clients on strategic planning, efficiency enhancement, and cost optimization. His financial acumen enables him to analyze financial data, identify areas of cost savings, and develop strategic plans to enhance revenue growth.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Narainjeet Singh Hunjan fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Mr. Narainjeet Singh Hunjan will be of immense benefit to the Company and hence his appointment as an Independent Director is justified.

The Company has received from Mr. Narainjeet Singh Hunjan-

- i. consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;
- ii. disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013;
- iii. declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations.

Mr. Narainjeet Singh Hunjan has also confirmed that the directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

Copy of draft letter of appointment of Mr. Narainjeet Singh Hunjan as an Independent Director, setting out the terms and conditions of appointment shall be available for inspection from 11:00 A.M. to 2:00 P.M. on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting are annexed with this notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Narainjeet Singh Hunjan as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Narainjeet Singh Hunjan, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.

Item No. 4

The Board of Directors upon recommendation of the Nomination & Remuneration Committee at its meeting held on January 27, 2025, appointed Mr. Sumit Anand as an Additional Director in the capacity of Independent Director for a term of 5 (five) years from January 27, 2025 to January 26, 2030 (both days inclusive), not liable to retire by rotation, subject to approval of the Members of the Company.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sumit Anand shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director. The Company has received a notice in writing from a Member proposing the candidature of Mr. Sumit Anand to be appointed as an Independent Director of the Company.

Mr. Sumit Anand is a renowned expert in the fashion industry, with an impressive experience of 31+ years. Ms. Sumit Anand holds a Bachelor of Commerce degree, as well as a degree in Fashion Technology from the esteemed National Institute of Fashion Technology (NIFT). He has the understanding of financial principles, including budgeting, forecasting, and financial analysis, Ms. Sumit Anand brings a unique blend of creativity, analytical thinking, and governance expertise.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Sumit Anand fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Mr. Sumit Anand will be of immense benefit to the Company and hence his appointment as an Independent Director is justified

The Company has received from Mr. Sumit Anand-

- i. consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;
- ii. disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013;
- iii. declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations.

Mr. Sumit Anand has also confirmed that the directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

Copy of draft letter of appointment of Mr. Sumit Anand as an Independent Director, setting out the terms and conditions of appointment shall be available for inspection from 11:00 A.M. to 2:00 P.M. on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting are annexed with this notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Sumit Anand as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Sumit Anand, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), approval of Audit Committee, the Board of Directors ('Board'), at its meeting held on 18th February, 2025, re-appointed Mr. Dhruv Jhanwar as an Executive Director for a further period of three years from 1st April, 2025 to 31st March, 2028 and approved the payment of remuneration not exceeding 72 Lakhs per annum with effect from 1st April, 2025, subject to approval of the shareholders.

The Board while re-appointing Mr. Dhruv Jhanwar as an Executive Director of the Company, considered his Background, Experience and Contributions to the Company during his past tenure as Company's Executive Director. Mr. Dhruv Jhanwar is armed with an MSc in Quantitative Finance from the prestigious Singapore Management University, having industry. He has professional experience with excellent site management and project execution skills. He became the Director of the Company in 2021 and holding the position of CEO in the company with effect from 26th August, 2024. Under his dynamic leadership, Trishakti Industries Ltd. has embarked on a transformative journey, marked by expansion and increased market prominence. Mr. Dhruv Jhnawar's ability to navigate complex business landscapes, coupled with his innovative approach, has been instrumental in driving the company's growth and success.

The re-appointment and payment of remuneration is subject to the provisions of Sections 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the said Act and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other regulation as may be applicable, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that approval of shareholders would be required by way of Special Resolution in case the aggregate annual remuneration payable to all the Executive Directors who are promoters or members of the promoter group of the Company, exceeds 5 per cent of the net profits of the Company, calculated in terms of Section 198 of the Companies Act, 2013.

Mr. Dhruv Jhanwar is a promoter and the remuneration payable to him as per the terms stated herein below together with the remuneration payable to all the other Executive Directors will exceed 5 percent of the net profits of the Company. Hence, the approval of shareholders by way of Special Resolution shall also be deemed to be approval under Regulation 17(6)(e) of the Listing Regulations.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Dhruv Jhanwar, the Company has no profits or its profits are inadequate, the Company will continue to pay remuneration as above as the minimum remuneration.

It is hereby confirmed that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Information as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution for Item No. 5 is provided below in the Additional Information Section.

Mr. Dhruv Jhanwar satisfies all conditions set out in sub-section (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that continued association of Mr. Dhruv Jhanwar would be of immense benefit to the Company and hence recommends to the Members the Special Resolution at item no. 5 of this Notice for your approval to reappoint Mr. Dhruv Jhanwar as an Executive Director designated as Executive Director and CEO, liable to retire by rotation and for payment of remuneration to him.

Copy of agreement entered into by the Company and Mr. Dhruv Jhanwar, setting out the terms and conditions of his reappointment as an Executive Director shall be available for inspection from 11:00 A.M. to 2:00 P.M. on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

Except Mr. Dhruv Jhanwar, Mr. Pranav Jhanwar, Mr. Suresh Jhanwar and Mrs. Shalini Jhanwar, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution as set out at Item No. 5 except to the extent of their shareholding.

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting are annexed with this notice.

Item No. 6

The members at its held on 25.09.2024 re-appointed Mr. Suresh Jhanwar as Managing Director of the Company and payment of remuneration not exceeding Rs. 2 Lakh/- per month.

Due to his sustained efforts the Company has achieved greater heights and subsequently, looking at the ability, expertise and contribution with an illustrious career spanning over 27 years, Mr. Suresh Jhanwar has established himself as a leading expert in the infrastructure and oil & gas sectors. Under his visionary leadership, Trishakti Industries Ltd. has experienced unprecedented growth and success. Hence, based on the recommendation of the Nomination & Remuneration Committee and approval of Audit Committee, the Board of Directors at its meeting held on 18th February, 2025 have approved revision in the remuneration of Mr. Suresh Jhanwar to amount not exceeding Rs. 72 Lakh per annum w.e.f. 1st April, 2025 for the remaining tenure of his current appointment.

The provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that approval of shareholders would be required by way of Special Resolution in case the aggregate annual remuneration payable to all the Executive Directors who are promoters or members of the promoter group of the Company, exceeds 5 per cent of the net profits of the Company, calculated in terms of Section 198 of the Companies Act, 2013.

Mr. Suresh Jhanwar is a promoter and the remuneration payable to him as per the terms stated herein below together with the remuneration payable to all the other Executive Directors will exceed 5 percent of the net profits of the Company. Hence, the approval of shareholders by way of Special Resolution shall also be deemed to be approval under Regulation 17(6)(e) of the Listing Regulations.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Suresh Jhanwar, the Company has no profits or its profits are inadequate, the Company will continue to pay remuneration as mentioned in the resolution as the minimum remuneration.

It is hereby confirmed that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Information as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution for Item No. 6 is provided below in the Additional Information Section.

The Board of Directors of your Company recommends the resolution in relation to increase in remuneration of Suresh Jhanwar, Managing Director for the approval by the shareholders of the Company as Special Resolution.

Copy of agreement entered into by the Company and Mr. Suresh Jhanwar, setting out the terms and conditions of his remuneration as a Managing Director shall be available for inspection from 11:00 A.M. to 2:00 P.M. on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

Except Mr. Suresh Jhanwar, Mr. Dhruv Jhanwar, Mr. Pranav Jhanwar and Mrs. Shalini Jhanwar, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution as set out at Item No. 6 except to the extent of their shareholding.

Item No. 7

Pursuant to Section 186 (2) of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 the Board of Directors are authorized to give loan, guarantee or provide security in connection with a loan to any other body corporate or person and/or to acquire by way of subscription, purchase or otherwise, the securities including shares, debentures, etc., of any other body corporate, up to an amount aggregate of which should not exceed 60% of the paid up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher. In case the Company exceeds the above mentioned limits then, prior approval of members by way of a Special Resolution is required to be obtained.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 400 Crores over and above the limits specified in 186(2) of the Companies Act, 2013. The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder. These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources, if necessary, to achieve long term strategic and business objectives.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 7 for approval by the members of the Company as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice except to the extent of their shareholding in the Company, if any.

Item No. 8 & 9

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 8 & 9 for approval by the members of the Company as Special Resolutions.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 8 & 9 of the Notice except to the extent of their shareholding in the Company, if any.

Item No. 10

In view of the Business requirements, the Company may have to render support for the business requirements of its subsidiary companies or associate or joint venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. Hence, the Board seeks consent of the Members by way of a Special Resolution pursuant to Section 185

of the Act for making loan(s) or providing financial assistance or providing guarantee or security or letter of support or letter of comfort in connection with the loans taken or to be taken by the Entities as may be required by the Entities from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that the Board of Directors thereof would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The above proposal is in the interest of the Company and the Board recommends this Special Resolution as set forth in Item No. 10 of the Notice for approval by the Members of the Company.

Save and except as provided above, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said Resolution except to the extent of their shareholding in the Company, if any.

ADDITIONAL INFORMATION

Statement pursuant to provisions of Schedule V of the Companies Act, 2013 with respect to Item No. 5 and 6

I. General Information:

S. No.	Particulars	Remarks		
1.	Nature of the Industry	Infrastructure Solutions Provider		
2.	Date of certificate of commencement of business	The Company commenced its Business in the year 1985		
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance based on given indicators	For the Financial Year (Rs. In Lakhs)		
		FY 2024	FY 2023	FY 2022
	Revenue	10687.49	1960.83	2779.46
	Profit Before Tax	71.41	63.46	61.42
	Taxes	20.86	12.23	9.83
5.	Profit After Tax	50.55	51.23	51.59
	Export performance and net foreign exchange collaborations, if any	Nil		
	Foreign Investments or Collaborations, if any	Nil		

II. Information about the Appointee:

S. No.	Particulars	Mr. Dhruv Jhanwar (08884131)	Mr. Suresh Jhanwar (00568879)
1.	Background Details	<p>Mr. Dhruv Jhanwar, Executive Director and Chief Executive Officer (CEO) of the Company is Armed with an MSc in Quantitative Finance from the prestigious Singapore Management University, having industry experience with excellent site management and project execution skills. He became the Director of the Company in 2021 and became the CEO of the company with effect from 26th August, 2024.</p> <p>Under his dynamic leadership, Trishakti Industries Ltd. has embarked on a transformative journey, marked by expansion and increased market prominence. Mr. Dhruv's ability to navigate complex business landscapes, coupled with his innovative approach, has been instrumental in driving the company's growth and success.</p>	<p>Mr. Suresh Jhanwar is Chairperson and Managing Director of the Company. He has been on the Board of Trishakti since 1997. With an illustrious career spanning over 27 years, Mr. Suresh has established himself as a leading expert in the infrastructure and oil & gas sectors. Under his visionary leadership, Trishakti Industries Ltd. has experienced unprecedented growth and success. Mr. Suresh's profound understanding of industry dynamics, coupled with his strategic foresight and leadership acumen, continues to propel the company's expansion and long-term objectives.</p> <p>As Chairperson, Mr. Suresh remains committed to fostering a culture of innovation, excellence, and sustainability, cementing Trishakti Industries Ltd.'s position as a leader in its domain.</p>
2.	Past Remuneration	Remuneration paid during the Financial Year 2023-2024 was 12 Lakhs per annum	Remuneration paid during the Financial Year 2023-2024 was 24

			Lakhs per annum
3.	Job profile and his suitability as Director /Recogniton or Awards	Mr. Dhruv Jhanwar is an Executive Director of the Company. His unique blend of financial acumen and strategic expertise to the infrastructure and equipment rental business and also possess industry experience with excellent site management and project execution skills.	Mr. Suresh Jhanwar is the Chairperson and Managing director of the Company. Mr. Suresh remains committed to fostering a culture of innovation, excellence, and sustainability, cementing Trishakti Industries Ltd.'s position as a leader in its domain.
4.	Remuneration proposed	Rs. 72 Lakhs per annum (w.e.f 1 st April, 2025)	Rs. 72 Lakhs per annum (w.e.f 1 st April, 2025)
5.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the reverent details would be w.r.t. the country of his origin)	The salary payable to Mr. Dhruv Jhanwar is in line with current industry standards.	The salary payable to Mr. Suresh Jhanwar is in line with current industry standards.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Apart from receiving managerial remuneration, Mr. Dhruv Jhanwar is not having any pecuniary relationship with the Company. Mr. Dhruv Jhanwar is son of Mr. Suresh Jhanwar and Mrs. Shalini Jhanwar and brother of Mr. Pranav Jhanwar, directors of the company	Apart from receiving managerial remuneration, Mr. Suresh Jhanwar is not having any pecuniary relationship with the Company. Mr. Suresh Jhanwar is father of Mr. Dhruv Jhanwar and Mr. Pranav Jhanwar and Husband of Mrs. Shalini Jhanwar, directors of the company

III. Other Information:

S. No.	Particulars	Remarks
1.	Reason of loss or inadequate profits	The company Is making profits but the said profits are inadequate due to our ongoing expansion into the equipment hiring business.
2.	Steps taken during the year for improvement	The Company believes that it is well positioned to capture significant growth opportunities and profitability because of its following principal competitive strengths: 1. Expansion of business 2. State-of-the-art technology and infrastructure 3. Strong Management Team
3.	Expected increase in productivity and profits in measurable terms	The Company has taken initiatives to improve the position of the Company as against its competitors and will continue in its endeavor to improve profitability.

Annexure

Details of Director seeking appointment/ re-appointment/ any change in terms pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting

Name of the Director	Mr. Suresh Jhanwar	Mr. Dhruv Jhanwar	Mr. Sudhanshu Goswami	Mr. Narainjeet Singh Hunjan	Mr. Sumit Anand
Director Identification Number	00568879	08884131	00763061	10923798	10922634
Date of Birth / Age	16.01.1978	16.01.2001	12.10.1960	01.09.1959	05.08.1974
Date of first Appointment on the Board	26.05.1997	04.05.2021	27.01.2025	27.01.2025	27.01.2025
Nationality	Indian	Indian	Indian	Indian	Indian
Qualifications	Bachelor of Commerce (Honors)	MSc in Quantitative Finance from the prestigious Singapore Management University	B.Tech (Mechanical) and MBA	Bachelor's degree in Mechanical Engineering	B.Com and Bachelor Degree in Fashion Technology
Shareholding in the Company	40,88,342	18,10,610	Nil	Nil	Nil
Brief Resume, Experience and Expertise/ Terms and conditions of appointment or re-appointment	As Set out in the Explanatory Statement to Item no. 6 and Statement given pursuant to Schedule V	As set out in the Explanatory Statement to item no. 5 and Statement given pursuant to Schedule V	As set out in the Explanatory statement to item no. 2	As set out in the Explanatory statement to item no. 3	As set out in the Explanatory statement to item no. 4
Details of remuneration sought to be paid (Rs. in Lacs per annum)	Rs. 72 Lakhs per annum (w.e.f 1 st April, 2025)	Rs. 72 Lakhs per annum (w.e.f 1 st April, 2025)	N.A	N.A	N.A
Last Remuneration Drawn (Rs. in Lacs)	Remuneration paid during the Financial Year 2023-2024 is 24 Lakhs per annum	Remuneration paid during the Financial Year 2023-2024 is 12 Lakhs per annum	N.A	N.A	N.A
Directorship held in other Companies including Foreign Companies excluding alternate directorship	• Trishakti Capital Limited • Agarmal Ramesh Kumar Private Limited	• Trishakti Capital Limited • Starmax Investment Private Limited	• Appex Gas Oil Energy Resources Private Limited	Nil	Nil
List of Membership/	Nil	Nil	Nil	Nil	Nil

Chairmanship of Committees of other companies and Listed Entities from which he/she has resigned as Director in past 3 years					
Relationship with other Directors and other Key Managerial Personnel of the Company	He is related to Directors and KMP as he is the father of Mr. Dhruv Jhanwar and Mr. Pranav Jhanwar and Husband of Mrs. Shalini Jhanwar	He is related to Directors and KMP as he is the son of Mr. Suresh Jhanwar and Mrs. Shalini Jhanwar and brother of Mr. Pranav Jhanwar	He is not related to any of the Directors or KMPs of the Company	He is not related to any of the Directors or KMPs of the Company	He is not related to any of the Directors or KMPs of the Company
Number of Board meetings Attended during the year	28	28	N.A	N.A	N.A
List of Membership/ Chairmanship of Committees of other companies and Listed Entities from which he/she has resigned as Director in past 3 years	Nil	Nil	Nil	Nil	Nil
Justification for choosing the appointees for appointment as Independent Directors/the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A	N.A	Mr. Sudhanshu Goswami possess the required skills and capabilities required for this role, which are set out in the Item No. 2 of the Explanatory Statement	Mr. Narainjeet Singh Hunjan possess the required skills and capabilities required for this role, which are set out in the Item No. 3 of the Explanatory Statement	Mr. Sumit Anand possess the required skills and capabilities required for this role, which are set out in the Item No. 4 of the Explanatory Statement

Registered Office: Godrej Genesis, Salt lake,
Sector V, 10th floor, Unit No. 1007, Kolkata,
West Bengal, 700091

By Order of the Board of Directors
Trishakti Industries Limited

Kolkata
18th February, 2025

Kiran Joshi Das
Company Secretary
(Membership Number: ACS 73207)