

TRISHAKTI ELECTRONICS & INDUSTRIES LTD.

CIN NO. L31909WB1985PLC039462
GSTIN: 19AAACT9150B1ZH

Godrej Genesis, Salt lake City, Sector V
10th Floor, Unit No. 1007
Kolkata: 700 091
Phone : +91 33 4008 - 2489
E-mail : s_jhanwar@trishakti.com
Web : www.trishakti.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE BOARD MEETING OF DIRECTORS OF M/S. TRISHAKTI ELECTRONICS AND INDUSTRIES LIMITED (CIN: L31909WB1985PLC039462) HELD AT REGISTERED OFFICE OF THE COMPANY AT GODREJ GENESIS, SALTLAKE CITY, SECTOR - V, 10TH FLOOR, UNIT NO.- 1007, KOLKATA - 700091 AT 12 Noon ON 06th June, 2022.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Chairman inform that the Members have proposed to appointment Sri Dhruv Jhanwar as the Executive Director of the Company for a period of three years with effect from 6th June, 2022 to 31st March 2025.

However, the aforesaid appointment and the remuneration payable to Sri Dhruv Jhanwar is subject to approval of the Members and a suitable resolution for this purpose will be place before the Members for their consideration at the forthcoming General Meeting of the Company

"RESOLVED that pursuant to the provisions of section 196,197,203 and schedule - V of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 as applicable and the Members of the Meeting be and are hereby accorded to appointment and the terms of remuneration of **Sri Dhruv Jhanwar** as the Executive Director of the Company for a period of three years commencing from 6th June, 2022 to 31st March 2025 on the following terms and conditions:

1. **PERIOD:** 6th June, 2022 to 31st March, 2025.
2. **NATURE OF DUTIES:** The Executive Director shall devote sufficient time and attention to the business of the company and shall have control of and shall be responsible for the general conduct and management of the business and affairs of the company, subject to the superintendence and control of the Board of Directors.
3. **REMUNERATION:** The Executive Director shall be entitled to the following emoluments, benefits and perquisites subject to the ceiling limits laid down in Section 196, Section 203 and Schedule V to the Companies Act, 2013.
 - a. **Salary:** Rs. 1, 00,000/- (Rupees one Lac) only per month subject to maximum of Rs. 2, 00,000/- (Rupees Two Lac) only as per provision of the Act, 2013.
4. **MINIMUM REMUNERATION:** In the event of the absence or inadequacy of profits in any financial year, the Executive Director shall be paid Salary and perquisites referred to above.
5. **OTHER TERMS:**
 - (I) The Executive Director shall not paid any sitting fees for attending the meetings of the Board of Directors or committees thereof.
 - (II) The Executive Director shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the company without the prior approval of the Central Government as per the provision of the Companies Act, 2013.
 - (III) The Executive Director shall be entitled to reimbursement of all actual expenses, including on entertainment and travelling, incurred in the course of the Company's business.
 - (IV) The Executive Director shall be entitled to fully paid leave of six weeks for every eleven month's completed service and one week special non-cumulative leave. Leave not availed of shall not be en-cashed.



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- (V) The appointment may be terminated by the Company or by the Executive Director by giving not less than three month's prior notice in writing.
- (VI) No other Director of any Company other than **Sri Dhruv Jhanwar** is concerned or interested in the resolution.

CHANGE IN NAME OF THE COMPANY

To approve the change in the name of the company and consequent amendment in memorandum and articles of Association of the company.

“RESOLVED FURTHER THAT pursuant to the provisions of section 13(2), Section 14 and other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to approval of Central Government (Registrar of Companies), consent of the shareholders by way of special resolution be and is hereby accorded to change the name of the Company “ TRISHAKTI ELECTRONICS AND INDUSTRIES LIMITED to **TRISHAKTI INDUSTRIES LIMITED**”.

AUTHORISATION TO TAKEN GUEST HOUSE

The Chairman apprised the Board of Directors of the Company that the Company is in need of taken a guest house at Kolkata keeping in mind the accommodation facility and space to be provided to senior employee/Director / clients while visiting the place for official purpose.

Therefore in this connection, following resolution has been unanimously passed:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and/or Rules made there under, the consent of the Company be and is hereby given to acquire by Rent basis or otherwise including long term lease, any guest house or any other property in or around 3000 sqft. for residential purposes for the use of senior employee/Director / clients on such terms and conditions as appropriate and suitable in the best interest of the Company.”

“RESOLVED FURTHER THAT Mr .Suresh Jhanwar , Director of the Company be and is hereby authorized to represent the Company before the Seller and take all effective steps including negotiating with the Seller and finalizing the deal, and do all such acts, things and deeds as may be necessary and incidental thereto to give effect to this resolution.

“RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby authorized to issue certified true copy of this resolution to any authority or person, as and when required.”.



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INCREASE MANAGERIAL REMUNERATION

To increase Managerial Remuneration payable to **Mr Suresh Jhanwar** , Managing Director of the company from Rs 1,00,000/ to Rs 2,00,000/per month.

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

“RESOLVED THAT in accordance with the provisions of Section 197, Section 198 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of the Company made in its respective meetings ,approval of the Members of the Company be and is hereby accorded to increase the Managerial Remuneration payable from Rs 1,00,000/ to Rs 2,00,000/per month.”

To increase Managerial Remuneration payable to **Mrs Shalini Jhanwar** , Executive Director of the company from Rs 50,000/ to Rs 2,00,000/per month.

“RESOLVED FURTHER THAT in accordance with the provisions of Section 197, Section 198 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of the Company made in its respective meetings ,approval of the Members of the Company be and is hereby accorded to increase the Managerial Remuneration payable from Rs 50,000/ to Rs 2,00,000/per month.”

TRISHAKTI ELECTRONICS AND INDUSTRIES LIMITED



Suresh Jhanwar
Director
(DIN: 00568879)

