

TRINITY LEAGUE INDIA LIMITED

Regd. Office: A-23, Mandakini Enclave, Alaknanda, GK II, New Delhi-110019

Corporate Office: B - 2 Sector – 7, Noida – 201301, Uttar Pradesh.

Telephone: 011-40562329, **website:** www.trinitygroup.ind.in; **e-mail id:** trinityleague@trinitygroup.ind.in

CIN L93000DL1988PLC031953

NOTICE OF THE 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting of the members of TRINITY LEAGUE INDIA LIMITED will be held on **Wednesday, 28th day of September, 2022 at 11:30 AM** through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company (Standalone and consolidated financial statements) for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Madhulika Jain (DIN 0437683), who retires by rotation at this Annual General Meeting and being eligible to offer herself for re-appointment.
3. To Regularise Mr. Neeraj Jha (DIN: 09429177) as Director of the Company who was appointed as Additional Director (Non Executive Independent Director) for a period of five years.

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

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all 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) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mr. Neeraj Jha (DIN: 09429177) who was appointed as an Additional Director of the Company w.e.f. 10th December 2021 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 09th December 2026.”

4. To re-appoint Mr. Devinder Kumar Jain (DIN: 00437646) as Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Devinder Kumar Jain as Managing Director of the Company for a period, starting from 18th July 2022 till 05th December 2024 (both days inclusive), upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board”) (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Devinder Kumar Jain

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, consent of the members of the company be and is hereby accorded to the

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Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

FURTHER RESOLVED THAT the members hereby ratify the material related party transactions entered between the Company and Agrotech Risk Private Limited or any other related party for the financial year 2021-22 at arm's length basis and in the ordinary course of business, under the existing related party arrangement as detailed in the Explanatory Statement to this Notice.

FURTHER RESOLVED THAT the terms and conditions of the transactions with the Related Parties shall be approved by the Audit & Risk Management Committee.”

**BY ORDER OF THE BOARD
For TRINITY LEAGUE INDIA LTD.**

Date: 02.09.2022

Place: Noida

Registered Office:

A-23, Mandakini Enclave, Alaknanda
GK-II, New Delhi-110019

Sd/-

Piyush Kumar Srivastava

Company Secretary

M. No. A54870

NOTES:-

1. In view of the prevailing locked down situation across the Country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide Circular Nos.14/2020, 17/2020, 20/2020,02/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 5, 2022 respectively, (“MCA Circulars”) and Securities and Exchange Board of India vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively, (“SEBI Circular”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue.
2. In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
3. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars, the AGM of the Company is being conducted through VC, herein after called as “e-AGM”.
4. Pursuant to the MCA Circulars:
 - (a) Members can attend the e-AGM through log in credentials provided to them to connect to VC. Physical attendance of the Members at the e-AGM is not required.
 - (b) Appointment of proxy (ies) to attend and cast vote on behalf of the Member(s) is not available.
 - (c) Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
1. The Register of Members and Share Transfer Books of the company will remain closed from 22st September, 2022 to 28th September, 2022. The book closure dates have been fixed in consultation with the Stock Exchanges.
2. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address.
3. The Notice of AGM and Annual Report are being sent in electronic mode to members whose e-mail IDs are registered with the company or the RTA unless the members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM and Annual Report will not be sent to the members who have not registered their e-mail IDs with the company or RTA. Members who have received the Notice of AGM, Annual Report and Attendance slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the registration counter to attend the AGM.
4. Pursuant to section 108 of the Companies Act. 2013 read with the relevant Rules of the Act, the company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The e-voting period will commence at 10.00 am on 25th September, 2022 and will end at 5.00 pm on 27th September, 2022. The company has appointed Mr. Mohit Singhal, Practicing Company Secretary (ACS 43204, CP 15995), to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
5. The Scrutinizer shall, within a period of two working days from the conclusion of the e-voting period and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
6. Institutional Members are encouraged to attend and vote at the AGM through VC/ OAVM. In case any Institutional Members, facing issues for participating in AGM can write to trinityleague@trinitygroup.ind.in
7. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
8. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 34rd AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company’s e-mail address at trinityleague@trinitygroup.ind.in before 5.00 p.m. (IST) on Friday, September 25, 2022. Such questions by the Members shall be suitably replied by the Company.
9. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held

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pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

10. Since the 34th AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

E-Voting Process instructions:

The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

- (i) The voting period begins on **25th September 2022 at 10:00 AM** and ends on **27th September 2022 at 05:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21st September 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) **Click on** "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant TRINITY LEAGUE INDIA LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; trinityleague@trinitygroup.ind.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

BY ORDER OF THE BOARD
For TRINITY LEAGUE INDIA LTD.

Date: 02.09.2022
Place: Noida

Sd/-
Piyush Kumar Srivastava
Company Secretary
M. No. A54870

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

ITEM NO. 2

DETAILS OF THE DIRECTOR TO BE REAPPOINTED AS PER REGULATION 36(3) OF SEBI LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS FOR GENERAL MEETINGS (SS-2)

S. No.	Particulars	
1.	Name	Madhulika Jain
2.	Age	62
3.	Brief Resume and Experience	Mrs. Madhulika Jain spearheading the life insurance business with over 14 years of experience. She has taken the Life Insurance Business of the Direct Broking firm to enormous heights and holds a Bachelor in Commerce (Honors) degree. She has a great contribution to the Trinity's Insurance Business Sector.
4.	Shareholding in the Company	7,07,300 equity shares
5.	Remuneration paid	NIL
6.	Relationships between Directors inter-se	Wife of Mr. Devinder Kumar Jain, Promoter & Managing Director of the Company and Mother in Law of Mrs. Saloni Jain, Director.
7.	Names of listed entities in which the person also holds the Directorship and the membership of Committees of the board	Directorships- NIL Committees: NIL
8.	Directorship in other entities	1. M.M. Carpets and Industries Limited 2. Trinity Industries Limited 3. Trinity Global Enterprises Limited 4. Trinity Group Venture Limited 5. Agrotech Risk Private Limited 6. Trinity Infradeveloper Private Limited 7. Trinity General Insurance Company Limited

ITEM NO. 3

REGULARISATION OF ADDITIONAL DIRECTOR, MR. NEERAJ JHA (DIN: 09429177) BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY:

S. No.	Particulars	
1.	Name	Neeraj Jha
2.	Age	44 Years
3.	Brief Resume and Experience	Mr. Neeraj Jha, aged 43 years, holds a bachelor's degree from Jain Bharti University, Rajasthan and a Master in Yoga & Meditation from Jain Bharti University, Rajasthan. Mr. Jha has Done his Bachelor in Law from IEC University, Himanchal. He is serving as Legal Professional from past 3 years. He has experience and expertise in the various aspects and corporate Mr. Jha has in running his own yoga centre Ashtanga Yoga Tech where he do the activities in relation to Meditation and other exercise as required for mental health & fitness. Mr. Jha is associated with his yoga centre since 17 years and he is also a Legal Professional.
4.	Shareholding in the Company	NIL
5.	Remuneration paid	NA
6.	Relationships between Directors inter-se	NA.
7.	Names of listed entities in which the person also holds the Directorship and the membership of Committees of the board	Directorships- NIL Committees: NIL
8.	Directorship in other entities	NA

ITEM NO. 4**RE-APPOINTMENT OF MR. DEVINDER KUMAR JAIN AS MANAGING DIRECTOR OF THE COMPANY FOR TWO YEARS**

S. No.	Particulars	
1.	Name	Devinder Kumar Jain
2.	Age	67 Years
3.	Brief Resume and Experience	Mr. Devinder Kumar Jain is the Initiator of Insurance related solution and recognized a need for an opening that combined premium services and products in the niche sectors of the insurance market. In few years the group expanded and began to serve retail and corporate customers. The company has been able to carve a niche in developing banking distribution channel related to insurance products It has designed a unique business model, which enables a bank to tap multiple extensive carriers and deliver quality solutions to its clients. Tremendous experience in the field of risk analysis and risk management In Insurance and banking sectors Recent proposing to diversify into manufacturing business of stainless steel items. Mr. Jain has experience of more than 40 years in various fields.
5.	Shareholding in the Company	2063600
6.	Remuneration paid	NA
7.	Relationships between Directors inter-se	Mr. Devinder Kumar Jain, is Husband of Mrs. Madhulika Jain , Women Director of the company and Father-in-law of Mrs. Saloni Jain, Director of the Company.
8.	Names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board other than Trinity League India Limited	Directorships- NIL Committees: NIL
9	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19	Mr. Devinder Kumar Jain is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
10.	Directorship in other entities	<ol style="list-style-type: none"> 1. M.M. Carpets and Industries Limited 2. Trinity Industries Limited 3. Trinity Global Enterprises Limited 4. Trinity Group Venture Limited 5. Trinity Infradeveloper Private Limited 6. Trinity General Insurance Company Limited

ITEM NO. 4

The Company has entered into Related Party Transactions during the Financial Year 2021-22 with Related Party. A brief summary of these transactions is given below:

Sr. No.	Name(s) of the related party	Nature of Relationship	Type of contracts/ arrangements/ transactions	Total Value of all the Contracts (In Lakh)
1.	Agrotech Risk Private Limited	Associates (Joint Venture)	Sale & Interest Income	143.20
2.	Trinity Global Enterprises Limited	Directorship	Interest Income, Short Term Loan	139.42
3.	Trinity Group Venture Limited	Directorship	Market Survey Fee	40.50
4.	Trinity General Insurance Company Limited	Directorship	Rent & Sale of Service	0.67

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As per the provisions of Section 188 (1) of the Companies Act, 2013 “Related Party Transactions” requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm’s length basis. All transactions entered into by the Company with Related Parties as mentioned above are in the ordinary course of business and are at arm’s length basis.

As per the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015 all related party transactions shall be considered as “Material” if the transaction entered with individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing a Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in Regulation 23 of SEBI (LODR) Regulations, 2015, transactions entered into by the Company with Related Parties for the Financial Year 2021- 22 is “Material” and the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of F.Y. 2021-22 and therefore requires ratification of the said transactions by the Members of the Company by Ordinary Resolutions.

Members are hereby informed that pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, no Members of the Company shall vote on the Resolution to ratify related party transactions entered into by the Company during the Financial Year 2021-22 as mentioned above if such Member is a related party. The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No.3 in the accompanying Notice for ratification of Related Party Transactions by the Members of the Company.

None of Director, key managerial personnel and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in the Company.

**BY ORDER OF THE BOARD
For TRINITY LEAGUE INDIA LTD.**

Date: 02.09.2022

Place: Noida

Sd/-
Piyush Kumar Srivastava
Company Secretary
M. No. A54870