

TRINITY LEAGUE INDIA LIMITED
REGD OFF: A-23, Mandakini Enclave, Alaknanda, GK II, New Delhi-110019
Telephone: 011-40562329, website: www.trinityasia.in; e-mail id: trinityleague@trinitygroup.ind.in
CIN. L93000DL1988PLC031953

NOTICE OF 31st ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the members of **TRINITY LEAGUE INDIA LIMITED** will be held on Wednesday, 25th day of September, 2019 at 12:00 PM at its registered office situated at A-23, Mandakini Enclave, Alaknanda, GK II, New Delhi-110019 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2019, the Reports of the Board of Directors and Auditors report thereon.
2. To appoint a Director in place of Mrs. Saloni Jain (DIN 03052091), whose tenure is liable to retire by rotation and being eligible to offer herself for re-appointment as Director of the Company at this Annual General Meeting

SPECIAL BUSINESS:

3. To Ratify Related Party Transaction

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as amended from time to time, the 100% equity shares of Agrotech Risk Private Ltd. purchased by the Company as detailed in the explanatory statement annexed to this notice be and are hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized severally to do all such acts, deeds, things as may be necessary in its absolute discretion and to finalize any documents and writings related thereto”

4. To consider and approve Loan, Guarantee or Security under Section 185 of Companies Act, 2013

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, 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, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan given to any entity/subsidiary/associate/body corporate with in the Trinity Group or any other person, as specified under section 185 of the Act (in whom any of the director of the Company is interested/ deemed to be interested) upto an aggregate sum of Rs. 50 Crores (Rupees Fifty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the company be and are hereby authorized severally, to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

BY ORDER OF THE BOARD
For TRINITY LEAGUE INDIA LTD.

Date: 17/08/2019

Place: Noida

Registered Office:

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

Sd/-

Dharmender Kumar
Company Secretary
M.No. A45372

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
3. The Register of Members and Share Transfer Books of the company will remain closed from 19th September, 2019 to 25th Sep, 2019. The book closure dates have been fixed in consultation with the Stock Exchanges.
4. 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.
5. The Notice of AGM, Annual Report and Attendance slip are being sent in electronic mode to members whose e-mail ID s 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, Annual Report and Attendance slip are being 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.
6. 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 22nd September, 2019 and will end at 5.00 pm on 24th September, 2019. 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.
7. The Scrutinizer shall, within a period of three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
8. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
9. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
10. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such a representative to attend and vote on its behalf at the Meeting.
11. Members/proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
12. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.
13. Any query relating to financial statements must be sent to the Company's Registered Office at least seven days before the date of the Meeting.
14. The route-map to the venue for the Annual General Meeting is attached herewith.

E-Voting Process instructions:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22nd Sep, 2019 at 10.00 AM and ends on 24th Sep, 2019 at 5.00 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 18th Sep, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant TRINITY LEAGUE INDIA LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

(xx) In case you have any queries or issues regarding e-voting, 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.

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

Date: 17.08.2019

Place: Noida

Sd/-

**Dharmender Kumar
Company Secretary
M.No. A45372**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
ITEM NO. 3

Your Company has entered into a transaction with the person as mentioned in the resolution which fall under the definition of “Related Party” as defined under Section 2 (76) of the Companies Act, 2013.

As per the provisions of Section 188 (1) of the Companies Act, 2013 “Related Party Transactions” requires 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 the Companies (Meeting of Board and its Power) Rules, 2015. 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. Following are the details of the related party transaction as per sub-rule 3 of rule 15 of the Companies (Meeting of Board and its Powers) Rule, 2014.

S. No.	Name(s) of the related party and nature of relationship	Name of the Related Director	Nature of contracts/ arrangements/ transaction	Duration of the contracts/arrangements/ transaction	Salient terms of the contract or arrangement or transaction including the value, if any	Date(s) of approval by the board	Amount paid as advance, if any
1	Madhulika Jain	Madhulika Jain (Common Director)	Share Purchase	One Time	Trinity League India Ltd. purchased 50% of shareholding of Agrotech Risk Pvt. Ltd. from Mrs. Madhulika Jain in consideration of Rs. 25 lakhs	11 th July 2019	NIL
	Saloni Jain	Saloni Jain (Common Director)	Share Purchase	One Time	Trinity League India Ltd. purchased 50% of shareholding of Agrotech Risk Pvt. Ltd. from Mrs. Saloni Jain in consideration of Rs. 25 lakhs	11 th July 2019	NIL

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution

ITEM NO. 4

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to any entity/subsidiary/associate/body corporate within the Trinity Group or any other person, as specified under section 185 of the Act (in whom any of the director of the Company is interested/ deemed to be interested). In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals 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 the entities/subsidiary/associate/body corporate within the Trinity Group or any other person, as specified under section 185 of the Act (in whom any of the director of the Company is interested/ deemed to be interested).

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly as specified under section 185 of the Companies Act, 2013, requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution, except to the extent of their shareholdings in the company.

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

Date: 17.08.2019

Place: Noida

Sd/-

Dharmender Kumar
Company Secretary
M. No. A45372

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L93000DL1988PLC031953
Name of the company : Trinity League India Limited
Registered office : A-23, Mandakini Enclave, Alaknanda, New Delhi-110019

Name of the member (s): _____
 Registered address: _____
 E-mail Id: _____
 Folio No/ Client Id: _____
 DP ID: _____

I/We, being the member (s) of Shares of the above named company, hereby appoint

1. Name: _____ E-mail Id: _____
 Address: _____
 _____ Signature:

or failing him

2. Name: _____ E-mail Id: _____
 Address: _____
 _____ Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual general meeting of the company, to be held on Wednesday the of 25th day of September, 2019 at 12.00 P.M. at A-23, Mandakini Enclave, Alaknanda, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2019, the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Saloni Jain (holding DIN 03052091), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.		
3.	To Ratify Related Party Transaction		
4.	To consider and approve Loan, Guarantee or Security under Section 185 of Companies Act, 2013		

Signed this..... day of..... 2019

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
 Revenue
 Stamp

Notes:

- Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at A-23, Mandakini Enclave, Alaknanda, New Delhi-110019 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

ATTENDANCE SLIP

TRINITY LEAGUE INDIA LIMITED

Regd. office: A-23, Mandakini Enclave, Alaknanda, New Delhi-110019

CIN No. L93000DL1988PLC031953

Tel.: 01140562329, e-mail: trinityleague@trinitygroup.ind.in

Folio No.	
No. of Shares held	

I/We record my/our presence at the 31st Annual General Meeting to be held on Wednesday the 25th day of September, 2019 at 12.00 P.M. at A-23, Mandakini Enclave, Alaknanda, New Delhi-110019.

Name of the Shareholder/Proxy	
Signature of the Shareholder/Proxy	

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

Route Map for the 31st Annual General Meeting of Trinity League India limited

