

TRINITY LEAGUE INDIA LIMITED

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

Tele fax: 011-40562329, website: [www.trinityasia.in](http://www.trinityasia.in); e-mail: [trinityleague@trinitygroup.ind.in](mailto:trinityleague@trinitygroup.ind.in)

CIN No. L74999DL1988PLC031953

NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of TRINITY LEAGUE INDIA LIMITED will be held on Monday, 25<sup>th</sup> day of September, 2017 at 11:00 A.M. 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 31<sup>st</sup> March, 2017, 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 consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Sadana & Co., Chartered Accountants (FRN No. 011616N) as a Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashok Kumar Chaturvedi (DIN: 01732571), a non-executive Director of the Company, who has submitted a declaration of independence under Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years (5) effective from Sep 25, 2017 up to Sep 24, 2022 and whose office shall not be liable to retire by rotation.”

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT Mrs. Madhulika Jain (DIN:- 00437683), who was appointed as an Additional Director with effect from August 28, 2017, on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and applicable provisions of the Articles of Association (AOA) of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the Company.”

BY ORDER OF THE BOARD  
For TRINITY LEAGUE INDIA LTD.

Date: 28.08.2017

Place: New Delhi

**Registered Office:**

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

Annual Report 2016-17

Sd/-  
(Gaurav Tomar)  
Company Secretary  
M.No. A50075

**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 19.09.2017 to 25.09.2017. 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 22<sup>nd</sup> September, 2017 and will end at 5.00 pm on 24<sup>th</sup> September, 2017. 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 favour 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 22<sup>nd</sup> Sep, 2017 at 10.00 AM and ends on 24<sup>th</sup> Sep, 2017 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 18<sup>th</sup> Sep, 2017 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

**Date:** 28.08.2017

**Place:** New Delhi

Sd/-  
**(Gaurav Tomar)**  
Company Secretary  
M.No. A50075

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

**ITEM NO. 4**

Pursuant to the provisions of Section 149(4) of the Companies Act, 2013 (the Act), every listed company shall have at least 1/3<sup>rd</sup> of its total number of directors as independent directors. Section 149(6) of the said Act, lays down the criteria for independence. Mr. Ashok Kumar Chaturvedi non-executive director of the Company has furnished declarations to the Company under Section 149(7) of the Companies Act, 2013, confirming that he meets the criteria prescribed for independent directors under Section 149(6) of the said Act.

In the opinion of the Board he is a person of integrity, possesses the relevant expertise and experience, fulfills the conditions specified in the said Act and the rules made there under and is independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an independent director shall be entitled to hold office for two consecutive terms of up to 5 years each on the board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of the same in the Director's report. Further, in terms of Section 149(13) of the said Act, independent director is not liable to retire by rotation.

Accordingly, the Board proposes to appoint Mr. Ashok Kumar Chaturvedi as Independent Director of the Company for a period of 5 years with effect from 25.09.2017, as set out at Item No.4 of this Notice. Notice as required under Section 160 of the Companies Act, 2013 has been received from a member proposing the candidature of the said Independent Director by the Member of the Company the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Director.

The Board accordingly recommends the resolutions at Item No. 4 of this Notice for the approval of the Members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Ashok Kumar Chaturvedi and his relatives, are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 4 of this Notice.

**ITEM NO. 5**

The Board of Directors has received a notice from the shareholder proposing the candidature of Mrs. Madhulika Jain (DIN: 00437683) as a Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received from Mrs. Madhulika Jain (DIN: 00437683) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rule 2014 and (ii)

intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Mrs. Madhulika Jain (DIN: 00437683) as Director of the Company pursuant to applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Madhulika Jain (DIN: 00437683) proposed to be appointed, as a Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder. A copy of the draft letter for the appointment of Mrs. Madhulika Jain (DIN: 00437683) as a Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during the normal business hours on working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Devinder Kumar Jain and Mrs. Saloni Jain for whom the Resolution relates, are interested or concerned in the Resolution.

The Board seeks approval of the Members for the appointment of Mrs. Madhulika Jain (DIN: 00437683) as Director of the Company and that she shall be liable to retire by rotation.

#### **PROFILE OF DIRECTORS BEING APPOINTED**

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below;

**Name** : Mr. Ashok Kumar Chaturvedi  
**Age** : 70years  
**Qualifications** : Masters in Political Science  
**Experience** : 42 Yrs experience in various sectors  
**Other Directorships** : NIL

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below;

**Name** : Mrs. Madhulika Jain  
**Age** : 57 years  
**Qualifications** : Graduate in Commerce  
**Experience** : 7yrs experience in Insurance Business  
**Other Directorships:** Mrs. Jain is director in following Company:-

- M.M. Carpets and Industries Limited
- Trinity General Insurance Company Limited
- Trinity Industries Limited
- Trinity Infradeveloper Private Limited
- Trinity Group Venture Limited
- Trinity Global Enterprises Limited
- Agrotech Risk Private Limited

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

**Date:** 28.08.2017

**Place:** New Delhi

**Sd/-**  
**(Gaurav Tomar)**  
**Company Secretary**  
 M.No. A50075

## DIRECTORS' REPORT

To,  
The Members,  
**TRINITY LEAGUE INDIA LIMITED**

Your Directors have pleasure to present the 29<sup>th</sup> Annual Report on the business and operations of the Company and accounts for the financial year ended 31<sup>st</sup> March, 2017.

### FINANCIAL HIGHLIGHTS (STANDALONE)

(Rs. In Lakhs)

	Year Ended 31 <sup>st</sup> March 2017	Year Ended 31 <sup>st</sup> March 2016
Turnover	1,470,000	5,005,000
Profit/(Loss) before tax	(854,985)	1,465,459
Less: Tax Expense	<b>(48,155)</b>	<b>271,695</b>
Profit/(Loss) after tax	<b>(806,830)</b>	<b>1,193,764</b>
Add: Balance B/F from the previous Year	(29,294,036)	(30,487,800)
Balance Profit / (Loss) C/F to the next year	(30,100,866)	(29,294,036)

### DIVIDEND

The Board of Directors of the Company do not recommend any dividend for the financial year ended 31<sup>st</sup> March, 2017.

### PUBLIC DEPOSITS

During the year under review, your Company did not accept deposits covered under Chapter V of the Companies Act, 2013.

### RESERVES

The Company has not transferred any amount to reserves out of the profits for the financial year ended on 31<sup>st</sup> March, 2017.

### EXTRACT OF ANNUAL RETURN

The extract of Annual Return, for the Financial Year 2016-17 in Form MGT-9 is enclosed as **Annexure I** to this report.

### AUDITORS

M/s Sadana & Co., Chartered Accountants were appointed as Statutory Auditors of the Company by the Members at the 28<sup>th</sup> Annual General Meeting of the Company to hold office till the conclusion of the Thirty Second Annual General Meeting of the Company. As per the provisions of Section 139 of the Companies Act 2013, the appointment of Auditors is required to be ratified by members at every subsequent Annual General Meeting. Resolution for the said ratification is being moved at the ensuing Annual General Meeting.

The report given by the Auditors on the financial statements of the Company are self-explanatory and therefore, do not call for any further comments or explanations.

The Auditors have not reported any fraud to the Company required to be disclosed under Section 143(12).

### SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s Mohit Singhal & Associates, Company Secretaries for conducting secretarial audit of the Company for the financial year 2017-18. The Secretarial Audit

Report (Form MR-3) issued by the aforesaid Secretarial Auditors is annexed herewith as **Annexure-II** forming part of this Report.

The responses of your Directors on the observations made by the Secretarial Auditor are as follows:-

**Response to Point (1)**

The company and its management is law abiding entity and have prepared all its report in full compliance of the Companies Act, 2013. However due to some unforeseen issue, certain omission has taken place in Director Report and Board has already taken record of the same and the Management is hopeful and committed to their level best to streamline the same in future.

**Response to Point (2)**

Your Company made an investment in M/s Trinity Industries Limited by acquiring the 50,000/- equity Shares after taking the required approval from the Board. However, due to recent frequent movement in the staff, filling the MGT 14 got delayed. Management has already taken necessary step to rectify the same and ensures to take care in future.

**Response to Point (3)**

Your Company and its management is law abiding Company. As per initial proposal, it was decided to fulfill the necessary formalities in regard to appointment of Mr. Ashok Kumar Chaturvedi as Independent Director, however the same got delayed. The management has assured to fulfill the compliances in respect of Mr. Ashok Kumar Chaturvedi in the ensuing Annual General Meeting of the Company.

Besides this, there was not material non-compliance under the Companies Act, 2013 during the Financial Year ended on 31.03.2017.

**STATE OF COMPANY'S AFFAIRS**

The company is at the starting phase of growth and multiple opportunities keep coming for its consideration and future outlook for the company is good.

**INTERNAL AUDITOR**

Company has appointed M/s R. Mediratta & Associates, Chartered Accountants as Internal Auditor of the company under section 139(1) of the Companies Act, 2013 from F.Y. 2017-18.

**DIRECTORS/ KMP**

The Board of Directors of the Company is duly constituted. None of the Directors of the Company is disqualified under the provisions of Companies Act, 2013. As on 31<sup>st</sup> March, 2017, the Board/KMP consisted of following:

<b>S.No.</b>	<b>Name of Directors/ KMPs</b>
1.	Devinder Kumar Jain
2.	Saloni Jain
3.	Sabihuddin Zafar
4.	Alok Sinha
5.	Ashok Kumar Chaturvedi
6.	Ashish Harbola
7.	Gaurav Tomar

**STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR**

All the Independent Directors have submitted declarations that they meet the criteria of independence as provided under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

**TRINITY LEAGUE INDIA LIMITED**

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

**CHANGE IN NATURE OF BUSINESS, IF ANY**

The Board is not considering any new business or to change the existing business activities of the company.

**CHANGES IN SHARE CAPITAL, IF ANY**

During the Financial Year 2016-17, there were no changes in the share capital of the Company.

**Disclosure regarding Issue of Equity Shares with Differential Rights**

The Company has not issued any equity shares with differential rights during the year.

**Disclosure regarding issue of Employee Stock Options**

The Company has not issued any shares/debentures as stated in Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014).

**Disclosure regarding issue of Sweat Equity Shares**

The Company has not issued any sweat equity shares.

**NUMBER OF BOARD MEETINGS**

The Board met 10 times during the Financial Year. The dates of Board meeting are 19-Apr-16, 12-May-16, 1-Jun-16, 03-Aug-16, 30-Aug-16, 1-Oct-16, 02-Nov-16, 6-Jan-17, 24-Jan-17 and 28-March-17.

Further, details regarding the number of meetings attended by each director are as under:

<b><u>Name of the Director</u></b>	<b><u>No of meetings attended</u></b>
Mr. Devinder Kumar Jain	10
Mrs. Saloni Jain	9
Mr. Sabihuddin Zafar	7
Mr. Alok Sinha	3
Mr. Ashok Kumar Chaturvedi	4

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

Details of loans given and investments made covered under the provisions of Section 186 of the Companies Act 2013 are given below:

**Details of Loan:** During the FY 2016-17 the Company has not taken any Loans

S. No	Date of Making Loan	Details of Borrower	Amount	Purpose for which loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if reqd)	Rate of interest	Security
NIL									



**Details of Investment:** Following is the details of Investment made by the Company during the FY 2016-17

S. No	Date of Investment	Details of Investee	Amount	Purpose for which proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
1.	7-Feb-2017	Purchase of 50000 Equity Shares of Trinity Industries Limited	5,00,000	In its main business activity i.e. Trading of food items	24-Jan-17	NA	NIL

**Details of Guarantee/Security Provided:** During the FY 2016-17 the Company has not provided any Guarantees

S. No	Date of providing security / guarantee	Details of recipient	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
NIL							

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The Company has not entered into any contracts or arrangements with the related party referred in Section 188(1) of the Companies Act 2013 for the Financial Year 2016-17.

#### **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There are no material changes or commitments affecting the financial position of the Company which have occurred between 31<sup>st</sup> March 2017 and the date of this report.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are as under:

##### **a) Conservation of Energy:**

In view of the nature of the activities carried out by the Company, the disclosure of particulars with respect to conservation of energy pursuant to Section 134(3)(m) of the Companies Act, 2013, are not applicable to the Company. However the Company has made best effort and adopted all relevant measures for conservation of energy.

##### **b) Technology Absorption:**

In view of the nature of the activities carried out by the Company, the disclosure of particulars with respect to technology absorption pursuant to Section 134(3)(m) of the Companies Act, 2013, is not applicable for the current period.

##### **c) Foreign Exchange Earnings/ Outgo:**

- i. Total Foreign exchange earned in terms of actual inflows during the Financial Year – NIL
- ii. Total Foreign exchange earned in terms of actual outgo during the Financial Year - NIL

#### **DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES**

The Company does not any Subsidiary, Joint Venture or Associate Company.

**RISK MANAGEMENT POLICY**

Your Company has formulated and adopted a Comprehensive Risk Management Policy which covers a formalised Risk Management Structure, alongwith other aspects of Risk Management. The Risk Management Committee of the Board, on periodic basis, oversees the risk management systems, processes and minimization procedures of the Company.

**DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR**

1. Mrs. Simran Chawla has resigned from the post of Company Secretary and Compliance Officer w.e.f. 19<sup>th</sup> April, 2016 and Ms. Disha Maheshwari has been appointed as her replacement as a Company Secretary on 19<sup>th</sup> April, 2016.
2. Mr. Devinder Kumar Jain has been re-appointed as Managing Director for a term of five years in its Annual General Meeting held on 27<sup>th</sup> Sep, 2016.
3. Mrs. Saloni Jain has been appointed as a women cum Independent Director in Company's Annual General Meeting held on 27<sup>th</sup> Sep, 2016.
4. Mr. Alok Sinha has been appointed as a Independent Director in Company's Annual General Meeting held on 27<sup>th</sup> Sep, 2016.
5. Mr. Ashish Harbola was appointed as a Chief Financial Officer of the Company w.e.f. 01.10.2016.
6. Mrs. Disha Maheshwari has resigned from the post of Company Secretary and Compliance Officer w.e.f. 28<sup>th</sup> march, 2017 and Mr. Gaurav Tomar has been appointed as her replacement as a Company Secretary and Compliance officer on 28<sup>th</sup> March, 2017.

**DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**

There are no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has in place adequate internal financial controls with reference to financial statements commensurate with the size and nature of its operations.

**RECEIPT OF ANY COMMISSION BY MD / WTD FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM ITS HOLDING OR SUBSIDIARY**

Your Company has not given any commission to its Managing / Whole-Time Director.

**CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility and related rules are not applicable to the Company.

**MANAGERIAL REMUNERATION**

During the year under review, no employees, whether employed for the whole or part of the year, was drawing remuneration exceeding the limits as laid down u/s Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Hence the details required under Section 197(12) are not required to be given.

**PREVENTION, PROHIBITION & REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has in place a Policy on Prevention, Prohibition & Redressal of Sexual Harassment of Women at Workplace and an Internal Complaints Committee (ICC) has been constituted thereunder. The primary objective of the said Policy is to

protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

### **AUDIT COMMITTEE**

The audit committee has met and reviewed the financial statements for the financial year ended 31.03.2017 and has not given any adverse observations. It has also recommended the ratification of appointment of M/s Sadana & Co., Chartered Accountants as statutory auditors of the Company. Mr. Sabihuddin Zafar, Mr. Ashok Kumar Chaturvedi and Mr. Devinder Kumar Jain are the members of the audit committee.

### **REMUNERATION POLICY**

The Remuneration Policy of the Company including criterion for determining qualifications, positive attributes, independence of Directors and other matters as prescribed under Section 178 of the Companies Act, 2013 and Listing Regulations is annexed to this Report as **Annexure III**.

### **STATEMENT INDICATING FORMAL ANNUAL EVALUATION**

A statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors are specified in Nomination and Remuneration Policy which is annexed as **Annexure-III**.

### **CORPORATE GOVERNANCE**

As per Regulation 27(2) under SEBI Regulation 2015 LODR, Management discussion & Analysis Report and Corporate Governance Report are annexed as **Annexure IV** and **Annexure V** & form part of the Director's Report.

### **REPORT UNDER THE PREVENTION ON SEXUAL HARASSMENT ACT, 2013**

There were no complaints reported under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **PARTICULARS OF EMPLOYEES**

Particulars of employees as required in terms of the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are set out in **Annexure VI and VII**.

### **DIRECTOR'S RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- c. we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. we have prepared the annual accounts on a going concern basis;
- e. we have laid down proper internal financial controls and that internal financial controls are adequate and operating effectively in the Company.
- f. we have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **LISTING**

Presently the Company's equity shares are listed on the Bombay Stock Exchange Ltd. (BSE). Your Company is regular in paying listing fees to BSE.

**ACKNOWLEDGEMENT**

Your Directors gratefully acknowledge all stakeholders of the Company viz. financial institutions, Government Authorities, Customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the financial year. Your Directors place on record their appreciation for employees, executives, staff and workers of the Company who have contributed to the growth and performance of the Company.

**The Company operates only in a single segment of Business and as such no separate segment reporting is required.**

**BY ORDER OF THE BOARD  
FOR TRINITY LEAGUE INDIA LIMITED**

**Date:** 24.05.2017  
**Place:** New Delhi

**Sd/-**  
(Devinder Kumar Jain)  
Chairman & Managing Director  
**DIN:** 00437646  
**Address:** A-23, Mandakini Enclave,  
Alaknanda, GK-II, New Delhi-110019

**Sd/-**  
(Saloni Jain)  
Director  
**DIN:** 03052091  
**Address:** A-56 SECTOR-39  
Noida- 201301

## Annexure - I to the Director's Report

## Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN : L74999DL1988PLC031953  
 ii) Registration Date : 03/06/1988  
 iii) Name of the Company : Trinity League India Limited  
 iv) Category : Company limited by Shares  
 v) Class of Company : Public  
 vi) Address of the Registered office : A 23 Mandakini Enclave Alaknanda New Delhi-110019  
 Email: [trinityleague@trinitygroup.ind.in](mailto:trinityleague@trinitygroup.ind.in)  
 Phone: 0120-4712840/802  
 Website: trinityasia.in.com
- vii) Whether listed company : Yes  
 viii) Name, Address and Contact details of Registrar and Transfer Agent, if any : BEETAL Financial & Computer Services Pvt. Ltd.  
 BEETAL House, 3<sup>rd</sup> Floor,  
 99, Madangir, Behind LSC, New Delhi-110062  
 Ph. 011-29961281-283

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Financial Advisory	7020	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
N.A	N.A	N.A	N.A	N.A	N.A

**IV. SHARE HOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
<b>a) Individual/</b>	0	2474800	2474800	50.75%	0	2666000	2666000	52.62	1.87%

HUF								%	
<b>b) Central Govt</b>	0	0	0	0%	0	0	0	0%	0%
<b>c) State Govt(s)</b>	0	0	0	0%	0	0	0	0%	0%
<b>d) Bodies Corp.</b>	0	0	0	0%	0	0	0	0%	0%
<b>e) Banks / FI</b>	0	0	0	0%	0	0	0	0%	0%
<b>f) Any other</b>	0	0	0	0%	0	0	0	0%	0%
<b>Sub-total (A) (1):-</b>	0	2474800	2474800	50.75%	0	2666000	2666000	52.62%	1.87%
<b>(2) Foreign</b>									
<b>a) NRI - Individual/</b>	0	0	0	0%	0	0	0	0%	0%
<b>b) Other - Individual/</b>	0	0	0	0%	0	0	0	0%	0%
<b>c) Bodies Corp.</b>	0	0	0	0%	0	0	0	0%	0%
<b>d) Banks / FI</b>	0	0	0	0%	0	0	0	0%	0%
<b>e) Any Others</b>	0	0	0	0%	0	0	0	0%	0%
<b>Total shareholding of Promoter (A) = (A)(1)+ (A)(2)</b>	<b>0</b>	<b>2474800</b>	<b>2474800</b>	<b>50.75%</b>	<b>0</b>	<b>2666000</b>	<b>2666000</b>	<b>52.62%</b>	<b>1.87%</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
<b>a) Mutual Funds</b>	0	0	0	0%	0	0	0	0%	0%
<b>b) Banks / FI</b>	0	0	0	0%	0	0	0	0%	0%
<b>c) Central Govt</b>	0	0	0	0%	0	0	0	0%	0%
<b>d) State Govt(s)</b>	0	0	0	0%	0	0	0	0%	0%
<b>e) Venture Capital Funds</b>	0	0	0	0%	0	0	0	0%	0%
<b>f) Insurance Companies</b>	0	0	0	0%	0	0	0	0%	0%
<b>g) FIIs</b>	0	0	0	0%	0	0	0	0%	0%
<b>h) Foreign Venture Capital</b>	0	0	0	0%	0	0	0	0%	0%

<b>Funds</b>									
<b>i) Others (specify)</b>	0	0	0	0%	0	0	0	0%	0%
<b>Sub-total (B)(1):-</b>	0	0	0	0%	0	0	0	0%	0%
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
<b>i) Indian</b>	0	213500	213500	4.38%	0	213500	213500	4.21%	(0.17%)
<b>ii) Overseas</b>	0	0	0	0%	0	0	0	0%	0%
<b>b) Individuals</b>									
<b>i) Individual shareholders holding nominal share capital upto Rs. 1 lakh</b>	0	1364600	1364600	27.99%	0	1364600	1364600	26.93%	(1.06%)
<b>ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh</b>	0	789400	789400	16.19%	0	789400	789400	15.58%	(0.61%)
<b>c) Others (NRI-RAPATRIABLE)</b>	0	34000	34000	0.70%	0	34000	34000	0.67%	(0.03%)
<b>Sub-total (B)(2):-</b>	0	2400900	2400900	49.25%	0	2400900	2400900	47.38%	(1.87%)
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>0</b>	<b>2400900</b>	<b>2400900</b>	<b>49.25%</b>	<b>0</b>	<b>2400900</b>	<b>2400900</b>	<b>47.38%</b>	<b>(1.87%)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0%	0	0	0	0%	0%
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>4875700</b>	<b>4875700</b>	<b>100%</b>	<b>0</b>	<b>5066900</b>	<b>5066900</b>	<b>100%</b>	<b>0%</b>

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Devinder Kumar Jain	1767500	36.25%	0	1958700	38.66%	0	2.41%
2	Madhulika Jain	707300	14.50%	0	707300	13.99%	0	(0.51%)
	<b>TOTAL</b>	<b>2474800</b>	<b>50.75%</b>	<b>NIL</b>	<b>2666000</b>	<b>52.65%</b>	<b>NIL</b>	<b>1.90%</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change): There is a change of 1.87% in the promoter's shareholding during the financial year 2015-16.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For each top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>VIJAY MALHOTRA</b>				
	At the beginning of the year	220000	4.51	220000	4.51
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	220000	4.51
	<b>At the End of the year(or on the date of separation, if separated during the year)</b>	<b>220000</b>	<b>4.34</b>	<b>220000</b>	<b>4.34</b>
2.	<b>HIMANSHU JAIN</b>				
	At the beginning of the year	90000	1.84%	90000	1.84%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	90000	1.84%



	<b>At the End of the year(or on the date of separation, if separated during the year)</b>	<b>90000</b>	<b>1.78%</b>	<b>90000</b>	<b>1.78%</b>
<b>3.</b>	<b>MULTI FINANCE INDIA LTD</b>				
	At the beginning of the year	83600	1.71%	83600	1.71%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	83600	1.71%
	<b>At the End of the year(or on the date of separation, if separated during the year)</b>	<b>83600</b>	<b>1.65%</b>	<b>83600</b>	<b>1.65%</b>
<b>4.</b>	<b>KRISHAN PRASAD &amp; CO LTD.</b>				
	At the beginning of the year	77500	1.59%	77500	1.59%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	77500	1.59%
	<b>At the End of the year(or on the date of separation, if separated during the year)</b>	<b>77500</b>	<b>1.53%</b>	<b>77500</b>	<b>1.53%</b>
<b>5.</b>	<b>SURESH THAKUR</b>				
	At the beginning of the year	49400	1.01%	49400	1.01%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	49400	1.01%
	<b>At the End of the year(or on the date of separation, if separated during the year)</b>	<b>49400</b>	<b>0.98%</b>	<b>49400</b>	<b>0.98%</b>
<b>6.</b>	<b>TRILOCHAN SINGH</b>				
	At the beginning of the year	38000	0.78%	38000	0.78%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	38000	0.78%
	<b>At the End of the year(or on the date of separation, if separated during</b>	<b>38000</b>	<b>0.75%</b>	<b>38000</b>	<b>0.75%</b>

	the year)				
<b>7.</b>	<b>BIRENDER SINGH</b>				
	At the beginning of the year	37100	0.76%	37100	0.76%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	37100	0.76%
	<b>At the End of the year(or on the date of separation, if separated during the year)</b>	<b>37100</b>	<b>0.73%</b>	<b>37100</b>	<b>0.73%</b>
<b>8.</b>	<b>RAKESH TANEJA</b>				
	At the beginning of the year	34300	0.70%	34300	0.70%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	34300	0.70%
	<b>At the End of the year(or on the date of separation, if separated during the year)</b>	<b>34300</b>	<b>0.68%</b>	<b>34300</b>	<b>0.68%</b>
<b>9.</b>	<b>DEEPAK CHADHA</b>				
	At the beginning of the year	34000	0.70%	34000	0.70%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	34000	0.70%
	<b>At the End of the year(or on the date of separation, if separated during the year)</b>	<b>34000</b>	<b>0.67%</b>	<b>34000</b>	<b>0.67%</b>
<b>10.</b>	<b>BABITA JAIN</b>				
	At the beginning of the year	30000	0.62%	30000	0.62%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	30000	0.62%

	<b>At the End of the year(or on the date of separation, if separated during the year)</b>	<b>30000</b>	<b>0.59%</b>	<b>30000</b>	<b>0.59%</b>
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**(v) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Name of the Director/Key Managerial Personal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Mr. Devinder Kumar Jain (Managing Director)</b>				
	At the beginning of the year	1767500	36.25%	1767500	36.25%
	Re-issue of Forfeited 191200 shares to Mr. Devinder Kumar Jain on 1 <sup>st</sup> June, 2016	191200	3.77%	1958700	40.02%
	<b>At the end of the year</b>	<b>1958700</b>	<b>40.02%</b>	<b>1958700</b>	<b>40.02%</b>
2.	<b>Ashok Kumar Chaturvedi (Director)</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Shareholding during the year specifying the reason for Increase/Decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	Nil	Nil	Nil	Nil
	<b>At the end of the year</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
3.	<b>Mrs. Saloni Jain (Director)</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Shareholding during the year specifying the reason for Increase/Decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	Nil	Nil	Nil	Nil
	<b>At the end of the year</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
4.	<b>Alok Sinha (Director)</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Shareholding during the year specifying the reason for Increase/Decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	Nil	Nil	Nil	Nil

	<b>At the end of the year</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>5.</b>	<b>Sabihuddin Zafar (Director)</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Shareholding during the year specifying the reason for Increase/Decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	Nil	Nil	Nil	Nil
	<b>At the end of the year</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**(V) INDEBTEDNESS**

Indebtedness of the company including interest outstanding/ accrued but not due for payment

<b>Indebtedness at the beginning of the financial year</b>	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtness</b>
<b>i) Principal Amount</b>	Nil	Nil	Nil	Nil
<b>ii) Interest due but not paid</b>	Nil	Nil	Nil	Nil
<b>iii) Interest accrued but not due</b>	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtness</b>
<b>* Addition</b>	Nil	500000	Nil	500000
<b>* Reduction</b>	Nil	500000	Nil	500000
<b>Net Change</b>	Nil	Nil	Nil	Nil
<b>Indebtedness at the end of the financial year</b>	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtness</b>
<b>i) Principal Amount</b>	Nil	Nil	Nil	Nil
<b>ii) Interest due but not paid</b>	Nil	Nil	Nil	Nil
<b>iii) Interest accrued but not due</b>	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil

**(IV) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager :**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites under section 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL	NIL
2.	Stock option	NIL	NIL
3.	Sweat equity	NIL	NIL
4.	Commission - as % of profit - Others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act		

**B. Remuneration to other directors :**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors • Fee for attending Board/committee meetings • Commission • Others, please specify Total (1)	Nil	Nil	Nil	Nil	Nil
2.	Other Non-Executive Directors • Fee for attending Board /committee	Nil	Nil	Nil	Nil	Nil

meetings						
• Commission						
• Others, please specify						
Total (2)	Nil	Nil	Nil	Nil	Nil	Nil
Total (B) = (1 + 2)	Nil	Nil	Nil	Nil	Nil	Nil
Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil	Nil
Overall Ceiling as per the Act						

**C. Remuneration to key managerial personnel other than MD/Manager/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites under section 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	174638	102245	<b>276883</b>
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission – as % of profit – Others, specify.	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total				

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding/fee imposed	Authority (RD/NCLT/Court)	Appeal Made, if any
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors

24<sup>th</sup> May, 2017

Trinity League India Limited

Sd/-

Devinder Kumar Jain

**Managing Director**

**DIN:** 00437646

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

Sd/-

Saloni Jain

**Director**

**DIN:** 03052091

**Address:** A-56, Sector-39,  
Noida-201301, U.P

**Annexure – II to the Director’s Report  
FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
Trinity League India Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Trinity League Indian Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2017 (the audit period), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not Applicable to the Company during the Audit Period)**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)** and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not Applicable to the Company during the Audit Period)**

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.



- ii. The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc., mentioned above. **In respect of Board Report for the financial year 2015-16 certain omissions were observed which have been duly brought to the notice of the Company management and assurance of non-recurrence thereof has been obtain; further in the Board Report for the financial year 2016-17 non-recurrence of all such omissions have been assured by the Company management. Further, MGT-14 ought to have been filed in respect of investment in M/s Trinity Industries Limited; the board of Director is arranging to file the same.**

**I further report that,**

the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors; the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act; **during the period under review; the Company, duly had, 2 independent director Mr. Alok Sinha and Mr. Ashok Kumar Chaturvedi; the management of the Company has assured to fulfil the compliances in respect of Mr. Ashok Kumar Chaturvedi in the immediately ensuing Annual General Meeting of the Company.**

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board of Directors were unanimous and no dissenting views have been recorded.

I further report that based on the review of the compliance reports/certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above:-

1. The Company has reissued 191200 forfeited Equity shares to Mr. Devinder Kumar Jain after passing resolution in Board Meeting held on June 01, 2016.

**For Mohit Singhal & Associates  
Company Secretaries**

**Place: New Delhi  
Date: May 20, 2017**

**Sd/-  
Mohit Singhal  
Proprietor  
ACS No.: 43204; CP No.: 15995**

**This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.**

**'Annexure A'**

To,  
The Members  
Trinity League India Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Mohit Singhal & Associates  
Company Secretaries**

**Place: New Delhi  
Date: May 20, 2017**

**Sd/-  
Mohit Singhal  
Proprietor  
ACS No.: 43204; CP No.: 15995**

### Annexure – III to the Director’s Report

#### NOMINATION AND REMUNERATION POLICY (U/S. 178)

##### Introduction:

In pursuance of the Company’s policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing regulations as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel and other employees has been formulated and approved by the Board of Directors.

##### Effective Date:

This Policy has been adopted by the Board of Directors of Trinity League India Limited (TLIL) (‘the Company’) at its Meeting held on 19th April, 2016

##### Nomination and Remuneration Committee comprises of following Directors:

Sr. No.	Name	Position
1.	Mr. Ashok Kumar Chaturvedi	Chairman
2.	Mr. Alok Sinha	Member
3.	Mr. Sabihuddin Zafar	Member

The Board has the power to reconstitute the Committee consistent with the Company’s policy and applicable statutory requirement.

##### • This Policy is divided into three parts:

**Part – A** covers the matters to be dealt with and recommended by the Committee to the Board,

**Part – B** covers the appointment and nomination and

**Part – C** covers remuneration and perquisites etc.

- The key features of this Company’s policy shall be included in the Board’s Report.

#### PART – A

##### MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE (hereinafter “the Committee”)

The Committee shall:

Formulate the criteria for determining qualifications, positive attributes and independence of a director.

Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.

Recommend to the Board, appointment and removal of Director, Key Managerial Personnel (KMP) and Senior Management Personnel.

**PART - B****POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT****Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

- **Term / Tenure:**

**1. Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term as decided by the Board of Directors. No re-appointment shall be made earlier than one year before the expiry of term.

**2. Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- **Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

- **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

- **Retirement:**

A Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**PART - C****POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL**

**• General:**

1. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
4. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

**Annexure – IV to the Director’s Report****MANAGEMENT DISCUSSION & ANALYSIS REPORT****INDUSTRIAL SCENE**

Management consultancy and financial advisory services is a rapidly growing industry, As a business service, this industry excludes establishments providing day-to-day administrative services, and establishments that are concentrated in recruitment, training, public relations, market research, engineering design, computer systems design and investment advice.

**FINANCIAL OUTLOOK**

The company is engaged in the business of Management Consultancy Services. In the current year the Company has incurred a loss of Rs. 8,06,830/- against profit of Rs. 11,93,764/- of previous year. Your management is quite hopeful that profitability of the company will further improve in coming years.

**SEGMENT WISE PERFORMANCE**

The Company presently operates in one segment that is rendering of Management Consultancy Services and Financial Advisory Services.

**OPPORTUNITIES**

The company has entered into new segment of business i.e. rendering of management consultancy and financial advisory services and will explore for new opportunities in near future. Management consultants will face increased demand as corporations try to clean up the mess of the recession. In light of this post-recession environment, companies will require consultants for advice and guidance. In turn, consultants will diversify their offerings to cover a variety of areas, including information technology and to attract more clients.

The company is entering into other segments of industry and the company expects good results over the next couple of years.

**THREATS**

1. High Competition from Firms providing Management consultancy services.

2. Wide Availability of Management consultancy providing firms
3. Specialists in rendering of financial advisory services

### **COMPANY OUTLOOK**

The company is at the starting phase of growth and multiple opportunities keep coming for its consideration and future outlook for the company is good.

### **RISKS MANAGEMENT**

Risk Management is an integral part of the Company's business strategy. The Board reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The Board nurtures a healthy and independent risk management function to inculcate a strong risk management culture in the Company.

### **INTERNAL FINANCIAL CONTROL**

The Company has adequate internal financial controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

### **HUMAN RESOURCES**

Human Resources are the most valuable asset for the company and the company continues to seek, retain and enrich the best available talent. The company provides an environment which encourages initiatives, innovative thinking and reward performance.

## Annexure – V to the Director’s Report

### CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-2017

#### Company’s Philosophy on Corporate Governance

Our Corporate Governance framework ensures effective engagement with our stakeholders and helps us evolve with changing times. We further ensure that we make timely disclosures and share accurate information regarding our financials and performance, as well as leadership and governance of the company.

In compliance with the Regulation 27 under SEBI Regulation 2015 LODR, executed with the Stock Exchanges, the details are set out below:

#### Board of Directors

##### **Composition, Meeting and Attendance**

The Company is managed by the Board of Directors, which formulates strategies, policies and reviews us performance periodically, The Chairman along with Directors manage the business of the Company under the overall supervision, control and guidance of the Board.

##### **Composition**

The Board of Directors has an adequate combination of Executive (Functional) and Non- executive Directors. The Board has 5 members, comprising of Chairman, promoter directors and independent directors who have no material business relationship with the Company.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees as per SEBI Regulations LODR across all the companies in which he/she is a director. All the directors have made the requisite disclosures regarding Committee positions held by them in other Companies.

##### **Board Meetings**

Ten Board Meetings were held during the Financial Year 2016-17. The detailed Agenda and Notice for the Meetings was prepared and circulated in advance to the Directors within the prescribed time. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

The dates on which the meetings were held are detailed below:

19-April-16	2-Nov-16
20-May-16	6-Jan-17
1-June-16	24-Jan-17
3-Aug-16	28-March-17
30-Aug-16	
1-Oct-16	

The details of directors and their attendance record at Board Meetings held during the year and the last AGM are given below:

Name	Category	Designation	No. of Board Meetings Held during the last fin. Year i.e. 01.04.2015 - 31.03.2016	No. of Board Meetings Attended	No. of Membership In Boards of Other Companies	Attendance of each Director At last AGM

Mr. Devinder Kumar Jain	Executive Director	Managing Director	11	10	6	Yes
Mr. Sabihuddin Zafar	Non Executive Independent Director	Director	11	5	3	Yes
Mr. Alok Sinha	Non Executive Independent Director	Director	11	0	9	No
Mr. Ashok Kumar Chaturvedi	Non Executive Independent Director	Director	11	6	NIL	No
Mrs. Saloni Jain	Non Executive Independent Director	Director	11	11	6	No

### **Board Meetings**

The intervening period between two meetings was well within the maximum time gap of 4 months as prescribed under Corporate Governance norms.

### **Board's Procedures**

#### **(A) Institutionalized decision making process:**

With a view to institutionalize all corporate affairs and setting up systems and procedures for advance planning for matters requiring discussion, decisions by the Board, the Company has defined guidelines for the meetings of the Board of Directors and Committees thereof. These Guidelines seek to systematize the decision making process at the meetings of Board/Committees, in an informed and efficient manner.

#### **(B) Scheduling and selection of Agenda Items for Board /Committee Meetings:**

(i) The meetings are convened by giving appropriate advance notice after obtaining approval of the Chairman of the Board/Committee. Detailed agenda, management reports and other explanatory statements are circulated in advance in the defined agenda format amongst the members for facilitating meaningful, informed and focused decisions at the meetings. To address specific urgent need, meetings are also being called at a shorter notice. In case of exigencies or urgency Resolutions are passed by circulation.

(ii) The meetings of the Board/Committees are generally held at the Company's Registered Office in New Delhi.

(iii) The members of the Board/Committee have complete access to all Information of the Company. The Board is also free to recommend inclusion of any matter in agenda for discussion, Senior management officials are called to provide additional inputs to the items being discussed by the Board/Committee, as and when necessary.

#### **(C) Recording minutes of proceedings at the Board Meeting:**

Minutes of the proceeding of each Board/Committee meeting are recorded. Draft minutes are circulated amongst all members of the Board/ Committee for their critical appreciations and comments. The comments are incorporated in the



minutes, which are finally approved by the Chairman of the Board/Committee. These minutes are confirmed in the next Board/Committee Meeting. The finalized minutes of the proceedings of the meetings are entered in the Minutes Book.

### **COMMITTEES OF THE BOARD**

#### **a) Audit Committee**

During the financial year 2016-17, 4 (Four) meetings of Audit Committee were held on the following dates:

20-May-16
30-Aug-16
2-Nov-16
24-Jan-17

The details of Members and their attendance record at Audit Committee held during the year are given below:

<b>Name</b>	<b>Status</b>	<b>Designation</b>	<b>No. of Meetings Held during the last fin. Year</b>	<b>No. of Meetings Attended</b>
Mr. Ashok Kumar Chaturvedi	Chairman	Non-Executive Independent Director	4	4
Mr. Sabihuddin Zafar	Member	Non-Executive Independent Director	4	4
Mr. Devinder Kumar Jain	Member	Executive Director	4	4

The composition of the Committee is in conformity with Regulation 27 under SEBI Regulation 2015 LODR.

#### **Terms of Reference**

The terms of reference of the Audit Committee, broadly are as under:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are true and fair.
2. Recommending to the Board, the appointment, re-appointment of the statutory auditors, fixation of audit fees and fees for other services.
3. Reviewing, with Management, the quarterly and annual financial statements before submission to the Board for approval.
4. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

#### **NOMINATION AND REMUNERATION COMMITTEE**

During the financial year 2016-17, 4 (Four) meetings of Nomination and Remuneration Committee were held on the following dates:

19-April-16
3-Aug-16
1-Oct-16
24-Jan-17

As per Companies Act, 2013, a new committee has been formed by the Board of Directors of the company in their Board meeting held on 28<sup>th</sup> day of June, 2014 with the following members:

<b>Name</b>	<b>Status</b>	<b>Designation</b>
Mr. Sabihuddin Zafar	Chairman	Non-Executive

		Independent Director
Mr. Devinder Kumar Jain	Member	Managing Director
Mr. Ashok Kumar Chaturvedi	Member	Non-Executive Independent Director

### **Terms of reference**

Its roles, responsibilities and powers shall include the following:

4. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
5. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
6. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

### **Remuneration Policy**

Subject to the approval of the Board of Directors and the subsequent approval by the shareholders at the General Body Meeting and such authorities as the case may be, remuneration of the Managing/Whole-time Directors was fixed by the Remuneration Committee. The remuneration was fixed considering various factors such as qualification, experience, expertise, prevailing remuneration in the competitive industries, financial position of the Company, etc. The remuneration policy for Whole-time Directors is directed towards regarding performance, based on review of achievements. The non-executive Directors have not drawn any remuneration from the Company except sitting fee for meetings of the Board and Committees attended by them.

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

During the financial year 2016-17, 2 (Two) meetings of Stakeholder Relationship Committee were held on the following dates:

8-June-16
11-July-16

As per Companies Act, 2013, a new committee has been formed by the Board of Directors of the company in their Board meeting held on 28<sup>th</sup> day of June, 2014 with the following members:

<b>Name</b>	<b>Status</b>	<b>Designation</b>
Mr. Devinder Kumar Jain	Member	Managing Director
Mr. Ashok Kumar Chaturvedi	Chairman	Non-Executive Independent Director
Mr. Sabihuddin Zafar	Member	Non-Executive Independent Director

### **Terms of reference**

Its roles, responsibilities and powers shall to resolve the grievances of security holders of the company.

### **GENERAL BODY MEETING**

Details about Last 3 years Annual General Meetings are as under:

<b>Sr. No.</b>	<b>Date</b>	<b>Place</b>	<b>Time</b>	<b>Special Resolution</b>

1.	05/09/2014	A-23, Mandakini Enclave, Alaknanda, G K II, New Delhi-110019	11.00 A.M.	No Special Resolution was passed
2.	21/08/2015	A-23, Mandakini Enclave, Alaknanda, G K II, New Delhi-110019	11.00 A.M.	No Special Resolution was passed
3.	27/09/2016	A-23, Mandakini Enclave, Alaknanda, G K II, New Delhi-110019	11.00 A.M.	No Special Resolution was passed

### **Extra Ordinary General Meeting**

No Extra Ordinary General Meeting was held during the year.

### **Postal Ballot**

No Postal Ballot was conducted during the financial year 2016 - 17.

### **Compliance with the Mandatory Requirements**

#### **1. Management discussion and analysis**

A management discussion and analysis report form part of the Annual report.

#### **2. Disclosures**

a. There has been no instance of non-compliance by the company on any matter related to capital markets and complied with the SEBI, Stock Exchanges where the shares of the company are listed.

#### **b. Related Party Transactions**

All the transactions entered by the company were reasonable and routine in nature. None of the transactions with any of the related parties were in conflict with the interest of the company. The details have been given as part of notes of accounts in the annual report.

#### **c. Statutory Compliance, Penalties and Stricture**

There has been no penalties or strictures imposed on the Company by Stock Exchanges, SEBI or any other Statutory Authority on any matter related to capital markets during the last three years.

#### **d. Accounting Treatment**

The company has followed the Accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). as applicable in the preparation of financial statements.

#### **e. Review of Director's Responsibility Statement**

The Board in its report has confirmed that the Annual Accounts for the year ended March 31, 2017 have been prepared as per applicable Accounting Standards and policies.

#### **f. Reporting of Internal Auditor**

The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

**g. Audit qualifications**

Company's financial statements are unqualified.

**h. Whistle Blower Policy**

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company.

**i. Code of Conduct**

The Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company.

**j. CEO/CFO Certification**

All Board Members and Senior Management Personnel have affirmed compliance with the Code on annual basis and the CFO Certificate to the Board of Directors contains a declaration to this effect.

**SECRETARIAL STANDARDS AND SECRETARIAL AUDIT REPORT**

The Company has undertaken Secretarial Standards Audit for the year 2016-17 for audit of secretarial records and procedures followed by the Company in compliance with relevant Secretarial Standards issued by the Institute of Company Secretaries of India, which were recommendatory in nature and Company voluntarily decided to adhere to the same.

The Secretarial Standards Audit Report is part of this Annual Report. The Company has also undertaken Secretarial Audit for the year 2015-16 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, LODR and Regulations and Guidelines prescribed by the Securities and Exchange Board of India and Foreign Exchange Management Act, 1999. The Secretarial Audit Report is part of this Annual Report.

**Non-Mandatory Requirements**

The Company has complied with all the mandatory requirements of Regulation 27 under SEBI Regulation 2015 LODR.

The status of compliance with Non-mandatory requirements is as under:

1. Remuneration Committee - The Company has set up a Remuneration Committee pursuant to Regulation 27 under SEBI Regulation 2015 LODR. The broad terms of reference of the Committee are to appraise the performance of Managing/Executive Directors, determine and recommend to the Board, compensation payable to Managing/Executive Directors.
2. Shareholders rights – The quarterly financial results including summary of the significant events of the relevant period are published in newspapers and are posted on the website of the company.

**Means of Communication**

The Quarterly Financial Results of (30.06.2016, 30.09.2016, 31.12.2016, 31.03.2017) the Company was published in English and Hindi Newspaper i.e. Financial Express (English) and Awam-E-Hind (Hindi). Further, information has been supplied to Stock Exchanges.

**General Shareholders Information**

- a) Annual General Meeting : 29<sup>th</sup> Annual General Meeting  
 Date : 25.09.2017  
 Day : Monday  
 Time : 11.00 AM  
 Place : A-23, Mandakini Enclave, Alaknanda, New Delhi-110019  
 Financial Year : 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017

b) **Financial Calendar**

Tentative calendar for the next year:

c) **For the year ended March 31, 2017 results were announced on:**

S. No	Adoption of Quarterly Results Ended	In the Month of
1.	30 <sup>th</sup> June, 2016	May-16
2.	30 <sup>th</sup> September, 2016	Aug-16
3.	31 <sup>st</sup> December, 2016	Nov-16
4.	31 <sup>st</sup> March, 2017	Jan-17

b) **Book Closure**

Book closure is from Tuesday, 19<sup>th</sup> September, 2017 to Monday, 25<sup>th</sup> September, 2017 for the purpose of Annual General Meeting.

The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 19<sup>th</sup> September, 2017 to Monday, 25<sup>th</sup> September, 2017 for the purpose of Annual General Meeting.

c) **Listing at Stock Exchanges**

Stock Exchange	Scrip Code
Bombay Stock Exchange Ltd (BSE)	531846

f) **Market Price Data**

No market price data is available as the shares of the company were not traded during the period.

**Distribution of Shareholding as on March 31, 2017**

Shareholding of Nominal value of Rs.	No. of Shareholders	%	No. of Shares	Nominal Amount (Rs.)	%
UP TO 5000	1060	61.09	371000	3710000.0	7.3220
5001 TO 10000	422	24.32	371900	3719000.0	7.3398
10001 TO 20000	96	5.53	163300	1633000.0	3.2229
20001 TO 30000	74	4.26	185700	1857000.0	3.6650
30001 TO 40000	21	1.21	78200	782000.0	1.5434
40001 TO 50000	21	1.21	101200	1012000.0	1.9973
50001 TO 100000	14	0.80	105100	1051000.0	2.0742
100001 AND ABOVE	24	1.55	3690500	36905000.0	72.8355
<b>TOTAL</b>	<b>1735</b>	<b>100.00</b>	<b>5066900</b>	<b>50669000.0</b>	<b>100.0000</b>

**Registrar & Transfer Agent / Investor Correspondence**

Pursuant to the SEBI directive, the Company has appointed M/s Beetal Financial & Computer services Private Limited as Share Transfer Agent for maintaining all the work related to share registry in terms of both physical and electronic form. Shareholders can communicate with them for lodgment of transfer deeds and their queries at the following address:

**M/s Beetal Financial & Computer Services (P) Limited**

Beetal House 3<sup>rd</sup> Floor, 99, Madangir,  
Behind Local shopping centre,  
New Delhi-110 062  
Telephone: 011-29961281-83  
E-mail: beetal@beetalfinancial.com

**Compliance Officer**

Mr. Gaurav Tomar (M. No. A50075)  
A-23, Mandakini Enclave,  
Alaknanda, GK-II,  
New Delhi-110019

**Dematerialisation of Shares**

We are pleased to state that shares of your company with **ISIN number INE884X01011** have been made live in the CDSL. Our Company's esteemed investors can now avail the depository services with our Depository Participant (Beetal Financial And Computer Services (P) Limited) registered with CDSL.

Company is yet to enter into agreements with NSDL. Steps are being taken to do the same.

**By order of the Board  
FOR TRINITY LEAGUE INDIA LIMITED**

Sd/-  
(Devinder Kumar Jain)  
Chairman & Managing Director  
DIN: 00437646

Date: 24.05.2017  
Place: Delhi

## Annexure – VI to the Director’s Report

**Disclosures in terms of Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. The ratio of the remuneration of each director to the median remuneration of employees of the Company for the financial year is 1:0.
2. During the year under review there was 7.5% increase in remuneration to director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.
3. During the year under review there was 13.81% increase in the median remuneration of the employees of your Company.
4. As on March 31, 2017 there were 6 employees on the rolls of your Company.
5. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.
6. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year was 16.06% whereas the increase in the managerial remuneration was 7.5%.

## Annexure – VII to the Director’s Report

**Disclosure as per Section 197 (12) of the Companies Act, 2013 disclosing names of the top ten employees in term of remuneration drawn and the name of every employee who were employed throughout the year and were in receipt of remuneration of not less than Rs. 1,02,00,000/- per annum or Rs. 8,50,000/- per month**

S. No.	Name of Employee	Designation of the Employee	Remuneration Received	Date of Commencement of Employment	Age in Years	Experience in Years	Qualification and Experience	Last employment held before joining
1.	Vinay Kumar	Driver	23000	8-Sep-14	32	7 Years	12th	Architect
2.	Ravi Dedha	Driver	17000	31-Oct-15	29	9 Years	10th	NA
3.	Ashok Kumar Berwa	Gaurad	10500	1-Apr-11	47	23 Years	B. A	JLNP Trust
4.	Ashish Harbola	Accountant	22575	16th-May- 2016	29	5 years	B.com	SMC Pneumatics India Pvt Ltd
5.	Gaurav Tomar	Company Sec	15000	20th-March 2017	25	6 Months	CS	Na
6.	Vinod Sharma	Construction Work	18000	1st April, 2010	34	13 Years	Inter	ATS

## Note:

1. Gross remuneration comprises salary, medical reimbursement, leave travel concession, allowances, monetary value of other perquisites computed on the basis of the Income Tax Act and Rules, leave encashment and performance bonus.
2. All appointments were made in accordance with the terms and conditions as per Company rules.
3. None of the above employee is a relative of any Director of the Company.

**Declaration on Compliance of the Company's Code of Conduct**

To  
The Board of Directors,  
Trinity League India Limited  
New Delhi

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Regulation 27 under SEBI Regulations 2015, LODR with Stock Exchange to further strengthen corporate governance practices in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended 31<sup>st</sup> March, 2017.

**Date: 24.05.2017**

**Place: Delhi**

**Sd/-**

**Devinder Kumar Jain**

**(Chairman & Managing Director)**

**DIN: 00437646**

**CHAIRMAN AND MANAGING DIRECTOR CERTIFICATION**

To,  
The Board of Directors,  
**Trinity League India Ltd.**

I, Devinder Kumar Jain, Chairman cum Managing Director of Trinity League India Ltd., to the best of my knowledge and belief hereby certify that:

a) I have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) I further state that to the best of my knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.

c) I hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

(d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

- (i) significant changes, if any, in the internal control over financial reporting during the year;
- (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**Date: 24.05.2017**

**Place: Delhi**

**Sd/-**

**Devinder Kumar Jain**

**Chairman & Managing Director**

**(DIN: 00437646)**



**INDEPENDENT AUDITOR'S REPORT****To the Members of Trinity League India Limited****Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **Trinity League India Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncement issued by the ICAI. Those Standards & Pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements:

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2017 and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the

company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we further report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss and the cash flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid standalone financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
  - e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
  - g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The company does not have any pending litigations as at March 31, 2017 that has any impact on its financial position in its standalone financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

*For Sadana & co.*  
*Chartered Accountants*  
Firm's registration number: 011616N

NOIDA  
24<sup>th</sup> May, 2017

**Sd/-**  
**CA Amit Bansal**  
Partner  
Membership Number: 098966

**Annexure A to the Independent Auditors' Report**

Report on the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of Trinity League India Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified. In our opinion, this programme of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable property are held in the name of the Company.
- (ii) The Company is a service company. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information & explanations given to us, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of Section 73 to Section 76 or any other relevant provisions of the Act and the rules framed there under apply.
- (vi) The Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Act for any of the services rendered by the Company. Accordingly paragraph 3(vi) of the Order is not applicable.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has been regular in depositing undisputed statutory dues, including Income Tax and other material statutory dues applicable to it with the appropriate authorities.
- (b) there are no dues of income tax or service tax which have not been deposited on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks, and Government or debenture holders.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order and the nidhi rule 2014 are not applicable.
- (xiii) The company has rendered into transactions with related parties in compliance with the provisions of u/s 177 & 188 of the Act. The details of such related party transaction have been disclosed in the standalone financial statements as required under accounting standards (AS-18), related party disclosure specified under section 133 of the act, read with rule 7 of the co.(accounts) rules, 2014.

- (xiv) In our opinion and according to the information and explanations given to us during the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with him hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

*For Sadana & co.*  
*Chartered Accountants*  
 Firm's registration number: 011616N

**Sd/-**  
**CA Amit Bansal**  
 Partner  
 Membership Number: 098966

NOIDA  
 24<sup>th</sup> May, 2017

### **Annexure – B to the Independent Auditors' Report**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **Trinity League India Limited** ('the Company') as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial control over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

*For Sadana & co.*  
*Chartered Accountants*  
Firm's registration number: 011616N

NOIDA  
24<sup>th</sup> May, 2017

**Sd/-**  
**CA Amit Bansal**  
Partner  
Membership Number: 098966

## TRINITY LEAGUE INDIA LIMITED

## AUDITED BALANCE SHEET AS AT MARCH 31, 2017

Particulars	Note No.	As at March 2017	31st March 2016
<b><u>1. EQUITY AND LIABILITIES</u></b>			
<b><u>Shareholder's Funds</u></b>			
Share Capital	1	50,669,000	48,757,000
Reserves and Surplus	2	(27,002,646)	(26,195,816)
		<b>23,666,354</b>	<b>22,561,184</b>
<b><u>Current Liabilities</u></b>			
Other Current Liabilities	3	120,634	120,593
Short Term Provisions	4	-	271,695
		<b>120,634</b>	<b>392,288</b>
<b>Total</b>		<b>23,786,988</b>	<b>22,953,472</b>
<b><u>ASSETS</u></b>			
<b><u>Non-current assets</u></b>			
<b><u>Fixed assets</u></b>			
Tangible assets	5	928,040	1,300,554
Non-Current Investments	6	9,095,520	6,307,081
		10,023,560	7,607,635
Deffered Tax Asset		48,155	-
<b><u>Current assets</u></b>			
Trade receivables	7	11,480,952	13,840,701
Cash and cash equivalents	8	1,628,486	504,447
Short Term loans and advances	9	605,835	1,000,689
		<b>13,763,428</b>	<b>15,345,837</b>
<b>Total</b>		<b>23,786,988</b>	<b>22,953,472</b>

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT

1 to 14

Note: The notes referred to above are integral part of the Balance Sheet

As per our Report of even date

For Sadana & Co

Chartered Accountants

Firm's Registration No. 011616N

CA Amit Bansal

Partner

Membership No. 098966

Place : New Delhi

Dated : 24.05.2017

For and on behalf of the Board of Directors

Sd/-

Devinder Kumar Jain

Managing Director

DIN

00437646

Sd/-

Gaurav Tomar

Company Secretary

Memb: A50075

Sd/-

Saloni Jain

Director

DIN 3052091

Sd/-

Ashish Harbola

Chief Financial

Officer

## TRINITY LEAGUE INDIA LIMITED

## Statement of Profit and Loss for the year ended 31st March, 2017

<u>Particulars</u>	<u>Note No</u>	<u>Year Ending 31.03.2017</u>	<u>Year Ending 31.03.2016</u>
<b><u>INCOME</u></b>			
Revenue from operations	10	1,470,000	5,005,000
Other Income		605,315	244,687
<b>Total Revenue</b>		<b>2,075,315</b>	<b>5,249,687</b>
<b><u>EXPENSES</u></b>			
Employee benefit expense	11	1,229,350	1,421,663
Administrative & Selling expenses	12	1,327,296	1,976,574
Financial costs	13	1,134	1,283
Depreciation and amortization expense		372,520	384,708
<b>Total Expenses</b>		<b>2,930,300</b>	<b>3,784,228</b>
Profit before exceptional and extraordinary items and tax		(854,985)	1,465,459
Extraordinary Items		-	-
Profit before tax		(854,985)	1,465,459
Tax expense:			
(1) Current tax		-	271,695
(2) Deferred tax		(48,155)	-
Profit/(Loss) for the period for continuing business		(806,830)	1,193,764
Profit/Loss from discontinuing operations		-	-
Profit/Loss for the period		(806,830)	1,193,764
<b>Earning per equity share:</b>			
(1) Basic (on Rs. 10/-per share)		(0.16)	0.25
(2) Diluted ( on Rs. 10/- per share)		(0.16)	0.25

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT

1 to 14

Note: The notes referred to above are integral part of the Balance Sheet

As per our Report of even date

For Sadana & Co

Chartered Accountants

Firm's Registration No. 011616N

CA Amit Bansal

Partner

Membership No. 098966

Place : New Delhi

Dated : 24.05.2017

For and on behalf of the Board of Directors

Sd/-

Devinder Kumar Jain

Managing Director

DIN 00437646

Sd/-

Gaurav Tomar

Company Secretary

Memb: A50075

Sd/-

Saloni Jain

Director

DIN 3052091

Sd/-

Ashish Harbola

Chief Financial Officer

## TRINITY LEAGUE INDIA LIMITED

**CASH FLOW STATEMENT FOR THE YEAR FY 2016-17**

S No.	PARTICULARS	AMOUNT	YEAR ENDED 31.03.2017	AMOUNT	YEAR ENDED 31.03.2016
I	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		(806,830)	-	1,193,764
A)	Net Profit as per Profit and Loss Account		(806,830)		1,193,764
B)	<b>NET PROFIT BEFORE TAXATION AND EXTRAORDINARY ITEM</b>				
C)	<b>ADD:</b>				
	Depreciation	372,520		384,708	
	Prior Year Adjustment	-		-	
	Provision for Taxation	-		-	
		372,520	<b>(434,310)</b>	384,708	<b>1,578,472</b>
D)	<b>LESS:</b>				
	Interest Income	-		244,687	
E)	<b>Operating Profit Before Working Capital Changes (B+C+D)</b>		(434,310)		1,333,785
F)	<b>ADD:</b>				
	Decrease in Current Assets	2,706,442		2,553,488	
	Increase in Current Liabilities	-	<b>2,706,442</b>	288,853	<b>2,842,341</b>
G)	<b>LESS:</b>				
	Increase in Current Assets	-		-	
	Decrease in Current Liabilities	271,654	<b>271,654</b>	-	-
	<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>2,000,478</b>		<b>4,176,126</b>
II	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	(-) Purchase of Tangible Fixed Assets	-		-	
	(-) Investments	2,788,439		6,307,081	
	(+) Interest Income	-		244,687	
	<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>		<b>(2,788,439)</b>		<b>(6,062,394)</b>
III	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	(+) Share Application Money Received	1,912,000		1,800,000	
	(-) Payment of Loan	-		-	
	<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>		<b>1,912,000</b>		<b>1,800,000</b>
IV	<b>NET CASH FLOW DURING THE YEAR (I+II+III)</b>				



V	Cash and cash equivalents at the beginning of the year	1,124,039	(86,268)
		504,447	590,715
VI	<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>1,628,486</b>	<b>504,447</b>
As per our Report of even date			
<b>For Sadana &amp; Co</b> <b>Chartered Accountants</b> <b>Firm's Registration No. 011616N</b>  <b>CA Amit Bansal</b> <b>Partner</b> <b>Membership No. 098966</b>  <b>Place : New Delhi</b> <b>Dated : 24.05.2017</b>		<b>For and on behalf of the Board of Directors</b>  <b>Sd/-</b> <b>Devinder Kumar Jain</b> <b>Managing Director</b> <b>DIN 00437646</b> <b>Sd/-</b> <b>Gaurav Tomar</b> <b>Company Secretary</b> <b>Memb: A50075</b>	
		<b>Sd/-</b> <b>Saloni Jain</b> <b>Director</b> <b>DIN 3052091</b> <b>Sd/-</b> <b>Ashish Harbola</b> <b>Chief Financial Officer</b>	

<b>TRINITY LEAGUE INDIA LIMITED</b>		
<b>Notes on accounts for the year ended March 31, 2017</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
<b>Note 1: Equity Share Capital</b>		
Authorized Share Capital		
1,10,00,000 Equity shares of Rs. 10 each	110,000,000	110,000,000
Issued, Subscribed & Paid Up Share Capital	48,757,000	48,757,000
4,875,700 equity shares of Rs. 10/-each fully paid-up		
Add: Issued 191200 shares @ 10/- each	1,912,000	-
	<b>50,669,000</b>	<b>48,757,000</b>
<b>Reconciliation of Share Capital</b>		
	<b>No. of shares</b>	<b>No. of shares</b>
Equity shares at beginning of the year	4,875,700	4,695,700
Add: No of reissue of forfeited shares	191,200	180,000
Equity shares at end of the year	<b>5,066,900</b>	<b>4,875,700</b>
<b>The details of shareholders holding more than 5% shares:</b>		
	<b>No of Shares</b>	<b>Percentage of Shares</b>
Devinder Kumar Jain	1958700	38.65%
Madhulika Jain	707300	13.96%
<b>Note 2: RESERVES &amp; SURPLUS</b>		
<b>Capital Reserve</b>		
As per last balance sheet	3,098,220	3,098,220
Less: Forfeiture of shares during the year	-	-
	<b>3,098,220</b>	<b>3,098,220</b>
<b>Profit &amp; Loss Account</b>		
Balance in Profit & Loss A/c- Opening	(29,294,036)	(30,487,800)
Add ; Profit during the year	(806,830)	1,193,764
Balance in Profit & Loss A/c- Closing	(30,100,866)	(29,294,036)
<b>TOTAL</b>	<b>(27,002,646)</b>	<b>(26,195,816)</b>
<b>Note 3: Other Current Liabilities</b>		
Expenses Payable	117,534	109,250
Duties & Taxes	3,100	11,343
	<b>120,634</b>	<b>120,593</b>

**TRINITY LEAGUE INDIA LIMITED**

**Notes on accounts for the year ended March 31, 2017**

	Rs.	Rs.
	<b>31.03.2017</b>	<b>31.03.2016</b>
<b>Note 4: Short Term Provisions</b>		
Income Tax	-	271,695
	-	<b>271,695</b>
<b>Note 5: Tangible Assets [Refer Depreciation Schedule]</b>		
Plant & Equipment	862,776	1,186,471
Office Equipment	65,264	114,083
	<b>928,040</b>	<b>1,300,554</b>
<b>Note 6: Non Current Investment</b>		
Long Term Investment	5,000,000	2,711,561
Investment in Equity Instrument		
<u>Unquoted Shares</u>		
56180 Equity Share of Trinity Global Enterprises Ltd	3,595,520	3,595,520
50000 Equity Share of Trinity Industries Limited	500,000	-
	<b>9,095,520</b>	<b>6,307,081</b>
<b>Note 7: Trade Receivables</b>		
Debts outstanding for a period more than 6 months considered good	-	-
Other Debts considered good	11,480,952	13,840,701
	<b>11,480,952</b>	<b>13,840,701</b>
<b>Note 8: Cash and cash equivalents</b>		
Cash in hand	166,565	102,507
Balance with scheduled Banks		
-in current account	1,461,921	401,940
	<b>1,628,486</b>	<b>504,447</b>
<b>Note 9: Short -term loans and advances</b>		
TDS Receivable AY 2017-18	207,000	-
TDS Receivable AY 2016-17	-	524,007
TDS Receivable AY 2012-13	359,052	359,052
TDS Receivable AY 2011-12	23,113	23,113
Input Service Tax	1,081	62,188
Krishi Kalyan Cess	40	
Prepaid Expenses	4,049	4,329
Advances	11,500	28,000
	<b>605,835</b>	<b>1,000,689</b>

**TRINITY LEAGUE INDIA LIMITED**

	Rs.	Rs.
<b>Notes on accounts for the year ended March 31, 2017</b>	<b><u>31.03.2017</u></b>	<b><u>31.03.2016</u></b>
<b><u>Note 10: Revenue from operations</u></b>		
Risk Management & Consultancy Income	1,470,000	5,005,000
	<b><u>1,470,000</u></b>	<b><u>5,005,000</u></b>
<b><u>Note 11: Employee Benefit Expense</u></b>		
Salaries	1,202,562	1,387,663
Performance Incentive	24,383	34,000
Staff Welfare	2,405	-
	<b><u>1,229,350</u></b>	<b><u>1,421,663</u></b>
<b><u>Note 12: Administrative &amp; Selling Expense</u></b>		
Supervision & Consultancy Charges	626,000	375,000
Auditor Remuneration	26,000	26,000
Advertisement expense	73,220	80,968
Bad Debts	-	1,052,545
Legal & Professional Charges	168,946	74,091
Postage & Courier	57	1,660
Printing & Stationery	807	580
Insurance Expense	8,017	6,789
Listing Fee	200,000	226,825
Swachh Bharat Cess	4,483	-
Travelling Expense	43,356	26,681
Misc. Expense	176,410	105,435
	<b><u>1,327,296</u></b>	<b><u>1,976,574</u></b>
<b><u>Note 13: Financial Cost</u></b>		
Bank Charges	1,134	1,283
	<b><u>1,134</u></b>	<b><u>1,283</u></b>

**TRINITY LEAGUE INDIA LIMITED****Note : 14****SIGNIFICANT ACCOUNTING POLICIES****1. Accounting Conventions**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**2. Use of estimates**

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relation to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, employee benefits and provision for income taxes. Future results could differ due to changes in the estimates and the difference between the actual results and the estimates are recognized in the period in which the results are known/materialize..

**3. Revenue Recognition**

Revenue from sale of services is accounted on the basis of billing to customers and includes unbilled revenue accrued up to the end of the accounting period. Revenue from the sale of material is recognized net of discounts and rebates. Interest income from deposits and others is recognised on an accrual basis. Profit/loss on sale of Assets is recognised on the date of its sale and is computed as excess of sale proceeds over its carry amount as at the date of sale.

**4. Fixed Assets**

Fixed Assets are stated at cost of acquisition/construction as reduced by accumulated depreciation. Apart from taxes (Excluding CENVAT) all costs including financial costs up to the date of commissioning and attributable to the fixed assets, freight and other incidental expenses related to the acquisition and installation of the respective fixed assets are capitalized. Capital work-in-progress is stated at the amount expended up to the date of balance sheet and includes advances paid to suppliers and contractors on account of Capital works.

**5. Depreciation**

The company follows the Straight Line Method for calculation of depreciation. The depreciation has been calculated based on the new depreciation rates based on estimated life of the assets as per Companies Act 2013.

**6. Investments**

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are recognized at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

**7. Retirement Benefits**

The retirement benefits are accounted for as and when liability becomes due for payments.

**8. Provision for Current Tax & Deferred Tax**

The company has started with its operations therefore accounting for taxes on income as per AS - 22 has been done from FY 2016-17 onwards.

## 9. Provisions & Contingencies

The Company recognizes provision when there is present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonably estimated, a disclosure is made in the financial statements. Provisions are reviewed at each balance sheet date and adjusted to reflect the current management estimates. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

A disclosure of contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resource is remote, no provision or disclosure is made. Contingent assets are not recognized in the financial statements.

## 10. Disclosure On Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 30, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 08, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:

	<i>SBNs</i>	<i>Other denomination notes</i>	<i>Total</i>
<i>Closing cash in hand as on 08.11.2016</i>	<i>125000</i>	<i>7835</i>	<i>132835</i>
<i>(+) Permitted receipts</i>	<i>NIL</i>	<i>254000</i>	<i>254000</i>
<i>(-) Permitted payments</i>	<i>-</i>	<i>101600</i>	<i>101600</i>
<i>(-) Amount deposited in Banks</i>	<i>125000</i>	<i>-</i>	<i>125000</i>
<i>Closing cash in hand as on 30.12.2016</i>	<i>-</i>	<i>285235</i>	<i>285235</i>

## 11. Earnings per share(EPS)

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 12. Borrowing costs

Interest on borrowings is recognized in statement of profit and loss on an accrual basis. Costs associated with borrowings are grouped under financial charges along with the interest costs.

## 13. Cash Flow Statement

Cash Flow statement has been prepared by following the Indirect Method and in accordance with the provisions of AS 3.

TRINITY LEAGUE INDIA LIMITED

DEPRECIATION SCHEDULE AS PER COMPANY ACT AS AT 31ST MARCH 2017

Figures in Rs.

S.No	PARTICULARS	GROSS BLOCK		RATE	DEPRECIATION		NET BLOCK		
		AS AT 01.04.2016	ADDITION SOLD		AS AT 31.03.2017	FOR THE YEAR	UPTO 31.03.2017	AS AT 31.03.2017	AS AT 31.03.2016
1	PLANT & MACHINERY	6,388,236	-	4.75%	5,227,428	298,032	5,525,460	862,776	1,160,808
2	FURNITURE & FIXTURE	721,723	-	6.33%	721,723	-	721,723	-	-
3	ELECTRIC INSTALLATION	559,789	-	4.75%	545,397	14,392	559,789	-	14,392
4	OFFICE EQUIPMENT	1,146,424	-	4.75%	1,021,072	60,088	1,081,160	65,264	125,352
	TOTAL	8,816,172	-		7,515,620	372,512	7,888,132	928,042	1,300,552
	FIGURES FOR PREVIOUS YE	8,816,172	-		7,130,912	384,708	7,515,620	1,300,552	1,685,260

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**TRINITY LEAGUE INDIA LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017**

**1. Related Party Disclosures (AS 18):**

**a. Related Parties & their relationship**

**Key Management Personnel / Directors**

i.	Mr. Gaurav Tomar	Company Secretary w.e.f. 28/03/2017 (New appointment)
ii.	Ms. Disha Maheshwari	Company Secretary till 28/03/2017 (Resigned)
iii.	Mr. Ashok Kumar Chaturvedi	Director
iv.	Mr. Devinder Kumar Jain	Managing Director
v.	Ms. Saloni Jain	Director
vi.	Mr. Alok Sinha	Director
vii.	Mr. Sabihuddin Zafar	Director
viii.	Ms. Madhulika Jain	Relative of Director
ix.	Mr. Ashish Harbola	Chief Financial Officer (KMP)

**b. List of Related parties with whom transactions have taken place and nature of relationship:**

S.NO.	NAME OF THE PARTY	AMOUNT	PARTICULARS
a)	Ms. Madhulika Jain	5,00,000/-	Interest free Loan received and repaid during the year
b)	Ms. Disha Maheshwari	1,74,000/-	Salary
c)	Mr. Gaurav Tomar	5,806/-	Salary
d)	Mr. Ashish Harbola	1,23,245/-	Salary

**2. Auditor's Remuneration**

PARTICULARS	AS at 31.03.2017	AS at 31.03.2016
Statutory audit fee	15000	15000
Tax audit fee	11000	11000
<b>TOTAL</b>	<b>26000</b>	<b>26000</b>

**3. EARNINGS PER SHARE (EPS)**

The Basic and Diluted EPS is Calculated as under:

PARTICULARS	YEAR ENDED	YEAR ENDED
	31/03/2017	31/03/2016
Earning before Extra Ordinary Item	(8,54,985.00)	14,65,459.00
Earning After Extra Ordinary Item	(8,54,985.00)	14,65,459.00
Weighted average number of Equity Shares outstanding during	50,66,900	48,75,700



the year		
Nominal Value of Equity Shares (Rs.)	10	10
Basic and Diluted Earnings per Share (Rs.) before Extra Ordinary Item	(0.16)	0.25
Basic and diluted Earnings Per share (Rs.) After Extra ordinary Item	(0.16)	0.25

#### CASH INFLOW/ OUTFLOW IN FOREIGN CURRENCY

No such transactions were incurred during the year.

4. Balances relating to Debtors, Creditors, Loans and Advances are subject to confirmation.
5. There are no Micro, Small and Medium Enterprise, to whom the company owes dues, which are outstanding for more than 45 days as at 31st March, 2017. This information required to be disclosed under the Micro, Small Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.
6. No provision for retirement benefits has been made, in view of accounting policy no. 7. The impact of the same on profit and loss is not determined.
7. Figures for the previous year have been rearranged/ regrouped / recast wherever necessary and possible to conform to the current year presentation/ classification.
8. In the financial year 2011 – 12, the Company has forfeited 591200 shares and on account of such forfeiture the share capital was inadvertently reduced by Rs. 59, 12, 000/-. Out of these 191200 shares have been re-issued in subsequent financial years and consequently the share capital has increased on account of such re-issue.
9. Figures are rounded off to the nearest rupee.

#### FOR SADANA & CO.

**Chartered Accountants**

**FRN: 011616N**

**(CA Amit Bansal)**

**Partner**

**M.No. 098966**

Place : New Delhi

Date: 24.05.2017

**For and on behalf of the Board**

Sd/- Sd/-

**D.K.Jain**

**Saloni Jain**

**Managing Director Director**

**DIN 00437646**

**DIN 03052091**

Sd/-

Sd/-

**Gaurav Tomar**

**Ashish Harbola**

**Company Secretary Chief Financial Officer**  
**Memb # A50075**



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: L74999DL1988PLC031953

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

7. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him

8. 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 29<sup>th</sup> Annual general meeting of the company, to be held on the Monday of 25<sup>th</sup> September, 2017 at 11.00 A.M. at A-23, Mandakini Enclave, Alaknanda, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2017, 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.	Ratification of appointment of Statutory Auditors of the Company		
4.	To designate Mr. Ashok Kumar Chaturvedi (DIN: 01732571) as Independent Director of the Company.		
5.	To regularize Mrs. Madhulika Jain (DIN:- 00437683) as Director of the Company.		

Signed this..... day of..... 2017

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. L74999DL1988PLC031953

Tel.: 01140562329, e-mail: [trinityleague@trinitygroup.ind.in](mailto:trinityleague@trinitygroup.ind.in)

Folio No.	
No. of Shares held	

I/We record my/our presence at the Twenty Ninth Annual General Meeting to be held on 25<sup>th</sup> September, 2017 Monday at 11.00 a.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 29<sup>th</sup> Annual General Meeting of Trinity League India limited**

