

TRINITY LEAGUE INDIA LIMITED
REGD OFF: A-23, Mandakini Enclave, Alaknanda, GK II, New Delhi-110019
Tele fax: 011-40562329, website: www.trinityasia.in; e-mail: trinityleague@trinitygroup.ind.in
CIN No. L74999DL1988PLC031953

NOTICE OF 30th ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the members of **TRINITY LEAGUE INDIA LIMITED** will be held on Tuesday, 25th day of September, 2018 at 12:00 P.M. at its registered office situated at A-23, Mandakini Enclave, Alaknanda, GK II, New Delhi-110019 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Madhulika Jain (holding DIN 00437683), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3. To re-appoint M/s S. K. Mehta & Co., Chartered Accountants, as Statutory Auditors of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s S. K. Mehta & Co., *Chartered Accountants* having registration No. 000478N be and are hereby re-appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 30th Annual General Meeting till the Conclusion of 35th Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable tax.”

SPECIAL BUSINESS:

4. Appointment of Mr. Shashank Chandhok as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 25 and other applicable provisions of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Mr. Shashank Chandhok, who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Shashank Chandhok as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years, i.e., from 25th day of September, 2018 to 24th day of September, 2023.”

5. Appointment of Mr. Sukhwant Singh as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 25 and other applicable provisions of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Mr. Sukhwant Singh, who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Sukhwant Singh as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years, i.e., from 25th day of September, 2018 to 24th day of September, 2023.”

6. To increase the borrowing limit of the Company under Section 180 (1) (C) of Companies Act, 2013

To consider and if thought fit, to pass the following resolution as an **Special Resolution**

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Board thereof, to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, any other securities or instruments, and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

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

7. Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013

To consider and if thought fit, to pass the following resolution as an **Special Resolution**

“RESOLVED THAT pursuant to provision of Section 186 and other applicable provision of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard to investment activity of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to;

- a. make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- b. give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
- c. acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 150 Crores (Rupees One Hundred Fifty Crores only).

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.

8. To alter the object clause of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and the applicable provision of Memorandum and Articles of Association of the Company and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 subject to such other approval, consent, permissions and sanction, if any, as may be required from the concerned Stock Exchanges, Registrar of Companies, NCT of Delhi & Haryana (“ROC”) or any other Authority under any other Law for the time being in force, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by replacing the existing sub-clauses of Part-A of Clause III with the following sub-clauses:

1. “To assist State/Central govt. for monitoring of the agriculture insurance schemes/programme as well as review of implementation. Also to provide for its effective implementation/improvements;
2. To explore the peculiarities of the applied usage of space technologies for Agri Insurance Claims Services in India and to execute the mutual tests for needed services in Agricultural sector;

3. To Collect and analyze the yield weather related data; and development of Crop Insurance Portal for better administration, coordination among various stakeholders, proper dissemination of information and transparency for farmer, state, insurers and banker;
4. To provide services to insurance companies for assessment of losses due to operations of post-harvest losses (yield insurance) as well as losses due to the operations of localized risks;
5. To utilize the innovative technologies like RST, Drone, online transmission of data etc. for reliability of CCEs as well as their accuracy and speed;
6. To provide drone operation to insurance companies and state agencies as and when required;
7. To guide sum insured/coverage limit per hectare to farmers/insurance companies;
8. To adopt the innovative technology specially smart phones/hand held devices for capturing conduct of CCEs;
9. To conduct the agriculture cross-cutting experiment (CCEs) operations;
10. To coordinate among insurance companies, bankers and Govt. level for smooth flow of scheme;
11. To assist and advise insurance companies in underwriting and claim settlements for agricultural risks;
12. To provide reliable software to check and assess the data;
13. To provide inspection information of the insured area as well as the affected area for ground truthing;
14. To use the mobile phone technology to improve yield data quality and timeliness;
15. To carry on business as manufacturers, producers, processors, growers, fermenters, distillers, refiners, makers, inventors, convertors, exporters and importers, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of Ayurvedic medicines, Products or extractions of organic and biomedical plants;
16. To carry on the business of data warehousing and database management, to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas;
17. Hiring of Manpower, Providing adequate Training to them and Bearing it's all related expenses for the employees of various State Governments and data collection & its analysis and providing its related services for its effective allocation;
18. To act as financial consultants, management consultants and to provide advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial, legal, economic, labour, industrial, accountancy."

RESOLVED FURTHER THAT any Director of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause 4 of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority."

9. To increase the authorized share capital of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder and the applicable provision of Memorandum and Articles of Association of the Company and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 subject to such other approval, consent, permissions and sanction, if any, as may be required from the concerned Stock Exchanges or any other Authority under any other Law for the time being in force, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 11,00,00,000/- (Rupees Eleven Crore only) consisting of 1,10,00,000 (One Crore Ten lacs) Equity Shares of Rs.10/- (Rupees Ten) each TO Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) consisting of 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees twenty five crores only) divided into 2,50,00,000 (two crores fifty lacs) equity shares of Rs. 10/- each.”

FURTHER RESOLVED THAT any Director or the Company Secretary of the Company, be and is hereby severally authorised to file statutory application and other forms, remit fees and to do all such acts, deeds and things as may be necessary and incidental to give effect to the aforesaid Resolution.”

10. To adopt new set of Memorandum of Association

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act and subject to necessary approval(s) if any, from the competent authorities, the new set of Memorandum of Association (as circulated along with notice of this meeting) be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Memorandum of Association of the Company.

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

11. To adopt new Articles of Association

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table F of the Schedule I of the Act and subject to necessary approval(s) if any, from the competent authorities, the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the company.

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

12. To issue Equity Shares on Rights Basis (‘Rights Issue’) to the existing equity shareholders of the Company up to an aggregate amount not exceeding Rs. 19,93,00,000/- (Rupees Nineteen Crores Ninety Three Lacs Only)

To consider and if thought fit, to pass the following resolution as an **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Article 14 (a) of Articles of Association of the Company and the applicable provisions of the Memorandum Association of the Company, Section 23 and Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any amendments thereto or reenactment thereof) together with any other law(s) for the time being in force, Chapter IV and other applicable regulations of Securities and Exchange Board of India (Issue

of Capital and Disclosure Requirements) Regulations, 2009, as amended (“ICDR Regulations”), the guidelines and / or regulations and/or circulars issued by the Securities and Exchange Board of India (“SEBI”), the Listing Agreements entered with the Stock Exchanges pursuant to Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), the applicable Rules, Regulations, Notifications and Circulars, if any, issued by Reserve Bank of India (“RBI”) and subject to the such other approvals, permissions, consents, no objections and sanctions of the lenders of the Company, SEBI, Stock Exchange(s), RBI, Government of India and/or any other concerned regulatory authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions, consents, no objections and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee constituted to exercise its powers including the powers conferred by this Resolution), the consent of the members be and is hereby accorded to create, offer, issue and allot to such numbers of Equity Shares having face value of Rs. 10/- (Rupees Ten only) each at such Issue Price (including Share Premium thereon) as may be determined by the Board in consultation with the Lead Managers/Advisors/Consultants etc. up to an aggregate amount not exceeding Rs. 19,93,00,000/- (Rupees Nineteen Crores Ninety Three Lacs Only) on Rights basis to the existing equity shareholders of the Company, in such ratio and proportion to their holdings on the record date as may be decided by the board on the following broad terms and conditions:

1. The offer for the Equity Shares issued as part of the Rights Issue shall include a right exercisable by the persons to renounce such shares in favor of any other person(s) provided such renunciation is made before the closing of the Rights Issue;
2. The Board shall have the sole discretion to deal with the unsubscribed portion of the Rights Issue on such terms and conditions as it may deems fit;
3. The Equity Shares to be allotted pursuant to the Rights Issue shall rank pari passu in all respects with the existing Equity Shares of the Company except for the Dividend which shall be payable pro rata from the date of allotment of such shares.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/ Financial Institutions / Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute sole discretion decide.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, any of the Directors of the Company and/or any Committee of the Board be and are hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Merchant Banker (s), Registrar(s), any other intermediary/ intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Bombay Stock Exchanges, and to make such modifications without being required to seek further consents or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the proposed Rights Issue or any matters incidental or related therewith including to delegate any matter in relation thereto to any committee thereof.”

BY ORDER OF THE BOARD
For TRINITY LEAGUE INDIA LTD.

Date: 28.08.2018

Place: New Delhi

Registered Office:

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

Shraya Jaiswal
Company Secretary
M.No. A40296

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 18.09.2018 to 25.09.2018. The book closure dates have been fixed in consultation with the Stock Exchanges.
4. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address.
5. The Notice of AGM, Annual Report and Attendance slip are being sent in electronic mode to members whose e-mail ID s are registered with the company or the RTA unless the members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance slip are being sent to the members who have not registered their e-mail IDs with the company or RTA. Members who have received the Notice of AGM, Annual Report and Attendance slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the registration counter to attend the AGM.
6. Pursuant to section 108 of the Companies Act. 2013 read with the relevant Rules of the Act, the company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The e-voting period will commence at 10.00 am on 22nd September, 2018 and will end at 5.00 pm on 24th September, 2018. 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 22nd Sep, 2018 at 10.00 AM and ends on 24th Sep, 2018 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th Sep, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant TRINITY LEAGUE INDIA LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Date: 28.08.2018

Place: New Delhi

**Shraya Jaiswal
Company Secretary
M.No. A40296**

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

ITEM NO. 4

The Board of Directors has, by a resolution passed at its meeting held on 28th August, 2018, recommended to the shareholders that Mr. Shashank Chandhok be appointed as an Independent Director of the Company for a term of five years.

A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Mr. Shashank Chandhok as a candidate for the office of Independent Director.

Mr. Shashank Chandhok is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as Director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR for appointment as Independent Director and is independent of the Management.

A copy of the draft letter of appointment which will be issued to Mr. Shashank Chandhok setting out the terms and conditions of his appointment as Independent Director is available for inspection by Members at the Registered Office of the Company on any working day (Monday to Friday) between 11 a.m. and 1 p.m. prior to the date of the Annual General Meeting. None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution set out at item no. 4 of the Notice.

ITEM NO. 5

The Board of Directors has, by a resolution passed at its meeting held on 28th August, 2018, recommended to the shareholders that Mr. Sukhwant Singh be appointed as an Independent Director of the Company for a term of five years. A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Mr. Sukhwant Singh as a candidate for the office of Independent Director.

Mr. Sukhwant Singh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as Director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR for appointment as Independent Director and is independent of the Management.

A copy of the draft letter of appointment which will be issued to Mr. Sukhwant Singh setting out the terms and conditions of his appointment as Independent Director is available for inspection by Members at the Registered Office of the Company on any working day (Monday to Friday) between 11 a.m. and 1 p.m. prior to the date of the Annual General Meeting. None of

the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution set out at item no. 5 of the Notice.

ITEM NO. 6

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 250.00 Crores (Rupees Two Fifty Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution

ITEM NO. 7

The Company may, from time to time, make investments in securities of bodies corporate which includes Equity Shares & Securities, Treasury Bills, Call Money Market, Term Deposit, Mutual Funds and Short Term Rated Papers, Call Money market, Term Deposit, Mutual Funds and Short Term Rated Papers or for giving loans, guarantees or providing securities to any body corporate or other person or to enter into joint ventures with any body corporate, unregistered entity or individuals. In order to make investment(s) in excess of limits specified under section 186 of Companies Act, 2013, the Company requires approval from the shareholders in a general meeting.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

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

ITEM NO. 8

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

Your directors' in its meeting held on 28th August 2018 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the Clause IIIA – Main Objects of the Company by way of insertion(s)/ deletion(s)/ alteration(s);

The draft of the amended Memorandum of Association proposed for approval, are available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company. Your Directors commend passing of this resolution by way of a special resolution. None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 8.

ITEM NO. 9, 10 & 11

Presently, the Authorised Share Capital of the Company stands at Rs. 11,00,00,000 (Rupees Eleven Crore) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each.

In order to meet its business objectives, it is proposed to increase the Authorised Share Capital of the Company from Rs. 11,00,00,000 (Rupees Eleven Crore) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10 (Rupees Ten) each by the creation of additional capital of Rs. 14,00,00,000 (Rupees Fourteen Crore) divided into 1,40,00,000 (One Crore Forty Lakh) Equity Shares of Rs. 10 (Rupees Ten) each.

Subsequent to the increase in the Authorised Share Capital, Clause V of the Memorandum of Association of the Company would have to be altered by passing the necessary Resolutions in the General Meeting of the Members of the Company. The

Resolutions at Item No. 9, 10 and 11 of the Notice are consequential upon the proposed increase in the Authorised Share Capital of the Company.

The Memorandum and Articles of Association of the company as currently in force was adopted pursuant to the provisions under the Companies Act, 1956. The reference to specific sections of the Companies Act, 1956 in the existing Memorandum and Articles of Association may no longer be in conformity with the Companies Act, 2013 and also as per Companies Amendment Rules 2015. Considering that substantive sections of the Companies Act, 2013 which deal with the general working of the Companies stand notified, it is proposed to amend the existing Memorandum and Articles of Association to align it with the provisions of Companies Act, 2013 including rules framed thereunder.

Your Directors recommend the passing of the Resolutions at Item No. 9 as Ordinary Resolution and Item Nos. 10 and 11, as Special Resolutions respectively.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos. 9, 10 and 11 of the Notice.

The Memorandum and Articles of Association of the Company are open for inspection of the members at the Registered Office of the Company during the normal business hours at any time upto the date of the Annual General Meeting and at the Meeting.

ITEM NO. 12

At its meeting held on August 28, 2018, the Board of directors of the Company has, inter alia, discussed considered and approved the proposal to raise additional funds by way of right issue which may be utilized to finance the working capital requirements and/or for general corporate purposes as a long term fund for the business of the Company. Accordingly, it has been approved to raise additional capital by way of right issue up to an aggregate amount not exceeding Rs. 19.93 Crores by way of issue of Equity Shares of face value of Rs.10/- each of the Company, on a rights basis to the existing Equity Shareholders at a premium and ratio in proportion to the equity holding of the existing shareholders as may be determined by the Board ("Rights Issue").

In accordance with Article 14 (a) of Articles of Associations of the Company, the proposal of further issue of share capital requires approval of shareholders of the Company. Hence, the proposed resolution is placed before your consideration and approval.

The proposed Rights Issue shall be subject to approval of stock exchange where equity shares of the Company are listed, SEBI and other statutory or governmental authorities, as may be required and will be undertaken by the Company in accordance with the provisions of section 62 of the Companies Act, 2013, ICDR Regulations, LODR Regulations and other applicable laws.

The Board accordingly recommends the Special Resolution set out at Item No. 12 of the accompanying Notice for your approval.

The Promoters, Directors, Key Managerial Personnel and their relatives may be deemed to be interested in the proposed resolution to the extent of the equity shares that may be offered and subscribed by them based on their holding in the Company, or otherwise. Except as mentioned above, none of the above parties are directly or indirectly concerned or interested in the proposed resolution.

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

Date: 28.08.2018
Place: New Delhi

**Shraya Jaiswal
Company Secretary
M. No. A40296**

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure to present the 30th Annual Report on the business and operations of the Company and accounts for the financial year ended 31st March, 2018.

FINANCIAL HIGHLIGHTS

(Rs. In Lakhs)

A brief overview on Financial Performance for the Financial Year ended March 31, 2018 is as follows :

	Year Ended 31 st March 2018	Year Ended 31 st March 2017
Turnover	1,07,250	14,700
Profit/(Loss) before tax	59,951	(8,550)
Less: Tax Expense	11,818	(48,155)
Profit/(Loss) after tax	48,133	(8,068)
Add: Balance B/F from the previous Year	(3,01,009)	(2,92,940)
Balance Profit / (Loss) C/F to the next year	(2,50,448)	(3,01,009)

DIVIDEND

To strengthen the financial position of the Company, Board of Directors of the Company did not recommend any dividend for the financial year 2017-18.

PUBLIC DEPOSITS

During the Financial Year, your Company has not accepted any Deposit with in the meaning of Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposits) Rules, 2014. Accordingly, there is no unpaid deposit lying with the Company for the period under review.

RESERVES

The Company has not transferred any amount to reserves out of the profits for the financial year ended on 31st March, 2018.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return as on 31st March 2018 in the prescribed form MGT-9, pursuant to the provisions of Section 92(3) of Companies Act, 2013 and the Companies Management and Administration)Rules, 2014 is annexed herewith as **Annexure-I**.

AUDITORS

M/s S. K. Mehta & Co., *Chartered Accountants* (FRN: 000478N) were appointed as Statutory Auditors of the Company by the Members as per the provisions of Section 139 (8) of the Companies Act 2013, at its Extra Ordinary General Meeting held on 6th day of March, 2018 to hold office till the conclusion of the Thirtieth Annual General Meeting of the Company.

Therefore the Company proposes to re-appoint M/s S. K. Mehta & Co., *Chartered Accountants* (FRN: 000478N) as the Statutory Auditors of the Company at its ensuing Annual General Meeting. Resolution for the said appointment 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

Annual Report 2017-18

Pursuant to the provisions of Section 204 (1) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s Mohit Singhal & Associates, Practicing Company secretaries, were appointed as Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for the financial year 2017-18. The Secretarial Auditor Report submitted by them in prescribed form MR-3 is attached as “**Annexure-II**” to this report.

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

Response:

The company and its management is law abiding entity and have prepared all its report in full compliance of the Companies Act, 2013. 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.

STATE OF COMPANY’S AFFAIRS

The principal business of the Company is to act as financial consultants, management consultants and to provide advice, services, consultancy in various fields. Multiple opportunities keep coming for its consideration and future outlook for the company is good.

INTERNAL AUDITOR

Company had appointed M/s R. Mediratta & Associates, Chartered Accountants as Internal Auditor of the company under section 139(1) of the Companies Act, 2013 for the F.Y. 2017-18. The Company proposes to appoint them for the current FY, i.e. 2018-19 also.

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 31st March, 2018, the Board/KMP consisted of following:

S. No.	Name of Directors/ KMPs
1.	Devinder Kumar Jain (Managing Director)
2.	Madhulika Jain (Director)
3.	Saloni Jain(Director)
4.	Alok Sinha(Independent Director)
5.	Ashok Kumar Chaturvedi (Independent Director)
6.	Ashish Harbola (CFO)
7.	Gaurav Tomar(CS)

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL (KMPs) WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

Ms. Madhulika Jain was appointed as Additional Non-Executive Directors of the Company w.e.f. 28/08/2017 and regularized in the 29th AGM held on September 25, 2018. Mr. Ashok Kumar Chaturvedi (DIN: 01732571) was re-appointed as Independent Director of the Company at its 29th Annual General Meeting held on Monday, 25th day of September, 2017. The Company has received in writing from her to act as a Director in Form DIR-2 and intimation in Form DIR-8 to the effect that they are not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director.

Mr. Sabihuddin Zafar, Director of the Company has resigned from the position w.e.f. 28/08/2017. The Board appreciates her valuable contribution to the Company, during her tenure.

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

In terms of Section 152 of Companies Act, 2013 and Article of Association of the Company Ms. Saloni Jain, Director of the Company shall retire by rotation at the ensuing AGM and being eligible, offers herself for re appointment.

CHANGE IN NATURE OF BUSINESS, IF ANY

The Board has not considered and changed the existing business activities of the company during the FY 2017-18.

CHANGES IN SHARE CAPITAL, IF ANY

During the Financial Year 2017-18, 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

Eleven Board Meetings were held during the Financial Year 2017-2018. 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 of Board meeting are 24-Apr-17, 08-May-17, 24-May-17, 03-Jul-17, 03-Aug-17, 28-Aug-17, 26-Oct-17, 13-Nov-17, 23-Jan-18, 08-Feb-18 and 15-Mar-18.

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

<u>Name of the Director</u>	<u>No of meetings attended</u>
Mr. Devinder Kumar Jain	11
Mrs. Madhulika Jain	5
Mrs. Saloni Jain	11
Mr. Alok Sinha	5
Mr. Ashok Kumar Chaturvedi	5

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 2017-18 the Company has not given 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: During the FY 2017-18 the Company has not made any Investments

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
NIL							

Details of Guarantee/Security Provided: During the FY 2017-18 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 entered into the related party transaction for Supply of Management Consultancy Services to TRBL related to following:

1. Hiring of Manpower, Providing adequate Training to them and Bearing it's all related expenses for the employees of Jammu & Kashmir State Govt.
2. Data collection & its analysis on behalf TRBL and providing its related services for its effective allocation.

Details related to the above transaction is annexed herewith as **Annexure-III** forming part of this Report.

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 31st March 2018 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:

i)	The Steps taken or impact on conservation of Energy	Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
ii)	The Steps taken by the Company for utilizing alternate source of energy	Company has not taken any step for utilizing alternate sources of energy.
iii)	The Capital Investment on energy conservation equipments	Company has not made any capital investment on energy conservation equipments.

b) Technology Absorption:

i)	The Efforts made towards technology absorption	Updation of technology is a continuous process, absorption implemented and adapted by the company for innovation.
ii)	The benefit derived like product improvement, cost reduction, product development or import substitution	The Company had been able to successfully indigenize the tooling to a large extent and successfully developed new products by virtue of technology absorption, adaption and innovation
iii)	In case of Imported technology (imported during the last three years reckoned from the beginning of the Financial Year) Details of Technology Imported The year of Import; Whether the technology been fully absorbed If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not applicable

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

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. Your Directors periodically review the risk associated with the business or threatens the prospectus of the Company. The key policy is available on the website of the Company http://trinityasia.in/policy/risk_management_policy.pdf.

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.

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 IV and V**.

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.

REPORT UNDER THE PREVENTION ON SEXUAL HARASSMENT ACT, 2013

TRINITY LEAGUE INDIA LIMITED

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

AUDIT COMMITTEE

The audit committee has met and reviewed the financial statements for the financial year ended 31.03.2018 and has not given any adverse observations. It has also recommended the re-appoint M/s S. K. Mehta & Co., *Chartered Accountants* (FRN: 000478N) as the Statutory Auditors of the Company at its ensuing Annual General Meeting. Mr. Alok Sinha, Mr. Ashok Kumar Chaturvedi and Mr. Devinder Kumar Jain are the members of the audit committee.

REMUNERATION POLICY

In adherence of section 178(1) of the Companies Act, 2013, the Board of Directors of the Company has framed a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3), based on the recommendations of the Nomination and Remuneration Committee. The broad parameters covered under the Policy are – Company Philosophy, Guiding Principles, Nomination of Directors, Remuneration of Directors, Nomination and Remuneration of the Key Managerial Personnel (Other than Managing/ Whole-time Directors), Key-Executives and Senior Management and the Remuneration of Other Employees. The policy is available on the website of the Company <http://trinityasia.in/policy/Nomination%20Policy.pdf>.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per the provisions of Section 177(9) of the Companies Act, 2013 the Company is required to establish an effective vigil mechanism for Directors and employees to report genuine concerns. The Company as part of the 'vigil mechanism' has in place a 'Whistle Blower Policy' to deal with instances of fraud and mismanagement, if any. The Whistle Blower Policy has been placed on the website of the Company.

This vigil mechanism of the Company is overseen by the Audit Committee and provides adequate safeguard against victimization of employees and also provide direct access to the Chairperson of the Audit Committee in exceptional circumstances.

During the year under review, the Company did not receive any complaint. None of the personnel of your Company were denied access to the Audit Committee. The policy is available on the website of the Company http://trinityasia.in/Vigil_Mechanism_Established.html

COST AUDITOR AND THEIR REPORT

Provision of Cost Audit is not applicable to the Company.

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-VI**.

CORPORATE GOVERNANCE

Members are hereby informed that according to Regulation 27 (2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the compliance of Corporate Governance is not applicable to the listed entity having paid up equity share capital not exceeding Rs. 10 Crores and Networth not exceeding Rs. 25 Crores.

As the paid up capital and net worth of our Company are less than 10 Cr and 25 Cr respectively as on 31st March 2018, we are not required to prepare The Corporate Governance report. Declaration in relation to the same is annexed as **Annexure VII** & form part of the Director's Report.

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.

FOR TRINITY LEAGUE INDIA LIMITED

Date: 16.05.2018
Place: New Delhi

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

Sd/-
Madhulika Jain
Director
DIN: 00437683
Address: -23, Mandakini Enclave
Alaknanda, GK-II, New Delhi-110019

**Annexure – I to the Director's Report
Form No. MGT-9**

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2018

[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
- vii) Email : trinityleague@trinitygroup.ind.in
- viii) Phone : 0120-4712840/802
- ix) Website : www.trinityasia.in
- x) Whether listed company : Yes
- xi) Name, Address and Contact details of: BEETAL Financial & Computer Services Pvt. Ltd.
Registrar and Transfer Agent, if any
BEETAL House, 3rd 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	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	2666000	2666000	52.61%	0	2769100	2769100	54.65%	2.03%
b) Central Govt	0	0	0	0%	0	0	0	0%	0%
c) State Govt(s)	0	0	0	0%	0	0	0	0%	0%
d) Bodies Corp.	0	0	0	0%	0	0	0	0%	0%
e) Banks / FI	0	0	0	0%	0	0	0	0%	0%
f) Any other	0	0	0	0%	0	0	0	0%	0%
Sub-total (A) (1):-	0	2666000	2666000	52.61%	0	2769100	2769100	54.65%	2.03%
(2) Foreign									
a) NRI - Individual/	0	0	0	0%	0	0	0	0%	0%
b) Other - Individual/	0	0	0	0%	0	0	0	0%	0%
c) Bodies Corp.	0	0	0	0%	0	0	0	0%	0%
d) Banks / FI	0	0	0	0%	0	0	0	0%	0%
e) Any Others	0	0	0	0%	0	0	0	0%	0%
Total shareholding of Promoter (A)= (A)(1)+ (A)(2)	0	2666000	2666000	52.61%	0	2769100	2769100	54.65%	2.03%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0%	0	0	0	0%	0%
b) Banks / FI	0	0	0	0%	0	0	0	0%	0%

c) Central Govt	0	0	0	0%	0	0	0	0%	0%
d) State Govt(s)	0	0	0	0%	0	0	0	0%	0%
e) Venture Capital Funds	0	0	0	0%	0	0	0	0%	0%
f) Insurance Companies	0	0	0	0%	0	0	0	0%	0%
g) FIIs	0	0	0	0%	0	0	0	0%	0%
h) Foreign Venture Capital Funds	0	0	0	0%	0	0	0	0%	0%
i) Others (specify)	0	0	0	0%	0	0	0	0%	0%
Sub-total (B)(1):-	0	0	0	0%	0	0	0	0%	0%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	213500	213500	4.21%	615	213500	214115	4.23%	(0.02%)
ii) Overseas	0	0	0	0%	0	0	0	0%	0%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	0	1364000	1364000	26.93%	22185	1355200	1377385	27.18%	0.26%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	0	789400	789400	15.58%	0	0	672300	13.27%	(2.31%)
c) Others (NRI-RAPATRIABLE)	0	34000	34000	0.67%	0	34000	34000	0.67%	0%
Sub-total (B)(2):-	0	2400900	2400900	47.39%	22800	2275000	2297800	45.35%	(2.03%)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	2400900	2400900	47.39%	22800	2275000	2297800	45.35%	(2.03%)
C. Shares held by Custodian for GDRs & ADRs									
	0	0	0	0%	0	0	0	0%	0%
Grand Total (A+B+C)	0	5066900	5066900	100%	22800	5044100	5066900	100%	0%

(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
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		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	the year
1	Devinder Kumar Jain	1958700	38.65%	0	2061800	40.69%	0	2.04%
2	Madhulika Jain	707300	13.96%	0	707300	13.96%	0	0%
	TOTAL	2666000	52.61%	NIL	2769100	54.65%	NIL	2.04%

(iii) Change in Promoters' Shareholding (please specify, if there is no change): There is a change of 2.04% in the promoter's shareholding during the financial year 2017-18.

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	1958700	38.65%	0	2061800	40.69%	0	2.04%
	TOTAL	1958700	38.65%	NIL	2061800	40.69%	NIL	2.04%

(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.	VIJAY MALHOTRA				
	At the beginning of the year	220000	4.34	220000	4.34
	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	4.34
	At the End of the year(or on the date of separation, if separated during the year)	220000	4.34	220000	4.34
2.	HIMANSHU JAIN				
	At the beginning of the year	90000	1.78%	90000	1.78%
	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	90000	1.78%
	At the End of the year(or on the date of separation, if separated during the year)	90000	1.78%	90000	1.78%

3.	MULTI FINANCE INDIA LTD				
	At the beginning of the year	83600	1.65%	83600	1.65%
	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	1.65%
	At the End of the year(or on the date of separation, if separated during the year)	83600	1.65%	83600	1.65%
4.	KRISHAN PRASAD & CO LTD.				
	At the beginning of the year	77500	1.53%	77500	1.53%
	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	1.53%
	At the End of the year(or on the date of separation, if separated during the year)	77500	1.53%	77500	1.53%
5.	SURESH THAKUR				
	At the beginning of the year	49400	0.98%	49400	0.98%
	Sale of shares on 31.03.2018	Nil	Nil	-49400	-0.98%
	At the End of the year(or on the date of separation, if separated during the year)	49400	0.98%	Nil	Nil
6.	TRILOCHAN SINGH				
	At the beginning of the year	38000	0.75%	38000	0.75%
	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	0.75%
	At the End of the year(or on the date of separation, if separated during the year)	38000	0.75%	38000	0.75%
7.	BIRENDER SINGH				
	At the beginning of the year	37100	0.73%	37100	0.73%
	Sale of shares on 31.03.2018	Nil	Nil	-37100	-0.73%
	At the End of the year (or on the date of separation, if separated during the year)	37100	0.73%	Nil	Nil
8.	RAKESH TANEJA				
	At the beginning of the year	34300	0.68%	34300	0.68%
	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	0.68%
	At the End of the year (or on the date of separation, if separated during the year)	34300	0.68%	34300	0.68%
9.	DEEPAK CHADHA				
	At the beginning of the year	34000	0.67%	34000	0.67%
	Date wise Increase / Decrease in Shareholding during the year specifying	Nil	Nil	34000	0.67%

	the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)				
	At the End of the year(or on the date of separation, if separated during the year)	34000	0.67%	34000	0.67%
10.	BABITA JAIN				
	At the beginning of the year	30000	0.59%	30000	0.59%
	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	30000	0.59%
	At the End of the year(or on the date of separation, if separated during the year)	30000	0.59%	30000	0.59%

(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.	Mr. Devinder Kumar Jain (Managing Director)				
	At the beginning of the year	1958700	38.66%	1958700	38.66%
	Purchase of shares as below: a. 16600 shares from Sharad Jain on 10.01.2018; b. 37100 shares from Birender Singh on 08.03.2018; c. 49400 shares from Suresh Thakur 09.03.2018	Nil	Nil	103100	2.03%
	At the end of the year	2061800	40.69%	2061800	40.69%
2.	Mrs. Saloni Jain (Director)				
	At the beginning of the year	707300	13.96%	707300	13.96%
	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	707300	13.96%
	At the end of the year	707300	13.96%	707300	13.96%
3.	Mrs. Saloni Jain (Director)				
	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
	At the end of the year	Nil	Nil	Nil	Nil
4.	Alok Sinha (Director)				

	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
	At the end of the year	Nil	Nil	Nil	Nil
5.	Ashok Kumar Chaturvedi (Director)				
	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
	At the end of the year	Nil	Nil	Nil	Nil

(V) INDEBTEDNESS

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

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	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	26,00,000	26,00,000

	(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)	26,00,000	26,00,000
	Ceiling as per the Act	60 Lakhs	60 Lakhs

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 meetings • Commission • Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B) = (1 + 2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	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	178800	217400	396200
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil	Nil

	– as % of profit – Others, specify.				
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	178800	217400	396200

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
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

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

Date: 16.05.2018
Place: New Delhi

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

Sd/-
MadhulikaJain
Director
DIN: 00437683
Address: -23, Mandakini Enclave
Alaknanda, GK-II, New Delhi-110019

**Annexure – II to the Director’s Report
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018**

[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, 2018 (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, 2018, 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. *Whereas, the Company passed the Board Resolution on 24th April, 2017 for appointment of Managing Director under the provision of Section 196 (4) of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, however, the approval of the shareholders was taken at the Extra Ordinary General Meeting held on March 10, 2018.*

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.

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 gets its ISIN confirmation from CDSL on June 29, 2018, and from NSDL on November 20, 2017, which is duly informed to the Bombay Stock Exchange on August 04, 2017.**
- 2. The Company changed its Statutory Auditor of the Company and appoints M/s S. K. Mehta & Co. by passing Ordinary Resolution in the Extra-Ordinary General Meeting held on March 06, 2018.**

**For Mohit Singhal & Associates
Company Secretaries**

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

**Place: New Delhi
Date: May 16, 2018**

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**

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

**Place: New Delhi
Date: May 16, 2018**

**Annexure – III to the Director’s Report
Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)
Form for disclosure of particulars of contracts/agreements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto

1. Details of Contracts or agreements or transaction not at arm’s length basis

S. No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements / transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contract or arrangement or transaction including the value, if any	Justification for entering into such contracts or arrangements or transaction	Date(s) of approval by the board	Amount paid as advance, if any	Date on which the special resolution was passed in general meeting as require under first proviso to section 188
NIL								

2. Details of material contracts or agreement or transaction at arm’s length basis

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/arrangements/ transaction	Salient terms of the contract or arrangement or transaction including the value, if any	Date(s) of approval by the board	Amount paid as advance, if any
1	Trinity Reinsurance Brokers Limited (“TRBL”), Group Company	Supply of Management Consultancy Services to TRBL	Three Years	Supply of Management Consultancy Services to Trinity reinsurance Brokers Limited related to following: a. Hiring of Manpower, Providing adequate Training to them and Bearing it’s all related expenses for the employees of Jammu & Kashmir State Govt. b. Data collection & its analysis on behalf TRBL and providing its related services for its effective allocation.	8 th Feb, 2018	NIL

FOR TRINITY LEAGUE INDIA LIMITED

Date: 16.05.2018
Place: New Delhi

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

Sd/-
MadhulikaJain
Director
DIN: 00437683
Address: -23, Mandakini Enclave
Alaknanda, GK-II, New Delhi-19

Annexure – IV 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 as follows:

Name	Ratio of Remuneration
Devinder Kumar Jain	13:1
Madhulika Jain	NA
Saloni Jain	NA

2. During the year under review there was increase in remuneration to director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year as follows:

Name	% Increased
Devinder Kumar Jain (M.D)	100%
Company Secretary	NA
CFO	76.40%

3. During the year under review there was 10.39% increase in the median remuneration of the employees of your Company.
 4. As on March 31, 2018 there were 8 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 percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **N.A**

Annexure – V to the Director’s Report

Disclosures 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 Year	Experience in Year	Qualification and Experience	Last Employment held before joining
1.	Gaurav Tomar	Company Secretary	15000	20-Mar-17	26	1.5	CS	N.A
2.	Ravi Dedha	Driver	17000	31-Oct-15	30	10	10 th	N.A
3.	Niyaz Ahmad Bodha	District Representative	20000	1-Jan-18	59	10	Graduate	N.A
4.	Rabia Rasheed	District Representative	20000	1-Jan-18	24	2	Senior Secondary	N.A
5.	Mohd Younis Mir	District Representative	15000	10-Jan-18	30	2	B.com	N.A
6.	Syed Muzammil	District	10000	25-Jan-18	39	5	12 th	N.A

	Mushtaq Andrabi	Representative						
7.	Asif Hussain	District Representative	8000	1-Jan-18	26	3	B.A	N.A
8.	Ashish Harbola	CFO	18117	16-May-16	30	6	B.Com	SMC Pneumatics India Pvt. Ltd

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.

Annexure – VI to the Director’s Report**Statement indicating the manner in which formal annual evaluation has been made**

In accordance with the requirement under the Companies Act, 2013, disclosures regarding the manner in which the performance evaluation is done by the Board of Directors of its own performance, performance of various committees of the directors and individual directors’ performance are made by the Board of Directors in the Board’s Report, Further, the Board’s Report containing such statement are made available for the review of shareholders at the general meeting of the Company. The Policy has been made available on Company’s official website and the key features of this Policy have also been included in the corporate governance statement contained in the annual report of the Company.

Annexure – VII to the Director’s Report**CORPORATE GOVERNANCE REPORT FOR THE YEAR 2017-2018**

Members are hereby informed that according to Regulation 27 (2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the compliance of Corporate Governance is not applicable to the listed entity having paid up equity share capital not exceeding Rs. 10 Crores and Networth not exceeding Rs. 25 Crores.

As the paid up capital and net worth of our Company are less than 10 Cr and 25 Cr respectively as on 31st March 2018, we are not required to prepare The Corporate Governance report.

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

Sd/-
Devinder Kumar Jain
Managing Director
DIN: 00437646

**Date: 28.08.2018
Place: Delhi**

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

We have audited the accompanying Ind AS Financial Statements of Trinity League India Limited, which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income) for the year then ended, Cash Flow Statement and Statement of changes in Equity for the year then ended and a summary of the Significant Accounting Policies and other explanatory information (herein after referred to as "Ind AS Financial Statements").

Management's Responsibility for the 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 Ind AS Financial Statements that give a true and fair view of the State of Affairs (Financial Position), Profit or Loss (Financial Performance including Other Comprehensive Income) and Cash Flows and changes in the equity of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also 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; and design, implementation and maintenance of adequate Internal Financial Controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS Financial Statements based on our audit.

In conducting 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 of Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS 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 the 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 Ind AS 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 Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 including the Ind AS, of the State of Affairs (Financial Position) of the company as at 31st March, 2018 and its Profit (Financial Performance including Other Comprehensive Income) and its Cash Flows and changes in equity for the year ended on that date.

Other Matter

The comparative financial information of the company for the year ended 31st March 2017 and the transition date opening balance sheet as at 1st April, 2016 included in these Ind AS Financial Statements, are based on previously issued statutory financial statements prepared in accordance with Companies (Auditing Standards) Rules, 2016 audited by the previous auditor for the years ended 31st March, 2017 & 31st March, 2016 whose report dated 24th May, 2017 and 20th May 2016, expressed an unmodified opinion on those financial statements, as adjusted by us for the differences in accounting principles adopted by the company on transition to the Ind AS, which have been audited by us.

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, we give in the Annexure 1 a statement on the matters specified in the paragraph 3 and 4 of the said Order.
2. As required by Section 143(3) of the Act, we 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 so four audit.
 - (b) In our opinion proper book so of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet and the Statement of Profit and Loss (including Other Comprehensive Income) and Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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 2.
 - (g) With respect to the 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 has disclosed the impact of pending litigations on its financial position in the Note No. 2.23 of Ind AS Financial Statements.
 - (ii) The company does not have any foreseeable losses on long-term contracts including for derivative contracts, if any, in respect of which any provision is required to be made under the applicable law and Indian Accounting Standards.
 - (iii) There were no amounts which were required to be transferred during the year to the Investor Education and Protection Fund by the company.

For S.K. Mehta & Co.
Chartered Accountants
(Firm Reg. No. 000478N)

Place: New Delhi
Date: 16.05.2018

Sd/-
(CA O P Gupta)
Partner
M. No.071975

ANNEXURE 1 TO INDEPENDENT AUDITOR'S REPORT

(Referred to in our Report of even date to the members of Trinity League India Limited)

I. Fixed Assets

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation, of its fixed assets.
- (b) The Company has a regular programme of physical verification by which fixed assets are verified in phased manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancy was noticed on such physical verification.
- (c) There is no immovable property held by the company, so this clause is not applicable.
- 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. As per the information and explanations given to us, 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 Companies Act, 2013. Accordingly the clauses (iii) (a), (iii) (b) & (iii) (c) of the report are not applicable.
- IV. As per the information and explanations given to us, the Company has complied with the provisions of Section 185 & 186 of the Companies Act, 2013 in respect of loans, making investments and providing guarantees and securities, as applicable.
- V. The Company has not accepted any deposits from the public. Accordingly, the directives issued by RBI and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 & the rules framed there under are not applicable to the company.
- VI. The Company is not required to maintain cost records. Accordingly the Rules made by Central Government for maintenance of cost records prescribed under Section 148(1) of the Companies Act, 2013 are not applicable to the Company.
- VII. (a) According to the information and explanation given to us, the Company is regular in depositing undisputed statutory dues with appropriate authorities including Provident Fund, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise duty, Cess and other statutory dues applicable to the company and that there are no undisputed statutory dues outstanding as on 31st March, 2018 for a period more than six months from the date they became payable.
- (b) According to information and explanation given to us, there are no dues on account of Income Tax and Service Tax, which have not been deposited due to dispute pending in the appeal.
- VIII. As per the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks or Government. Company has so far not issued any debentures.
- IX. The Company has not raised any money by way of Initial Public Offer or further Public Offer. The company also has not been taken any term loan and hence reporting under clause 3(ix) of the order is not applicable to the company.
- X. According to the information and explanations given to us, no fraud on or by the Company by its officers or employees has been noticed or reported during the year under review.
- XI. In our opinion, Managerial Remuneration has been paid in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- XII. The Company is not a Nidhi Company and as such this clause is not applicable.
- XIII. In our opinion all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and the necessary details have been disclosed in the financial statements as required by the applicable Accounting Standards.

- XIV. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- XV. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with him.
- XVI. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For S.K. Mehta & Co.
Chartered Accountants
(Firm Reg. No. 000478N)

Place: New Delhi
Date: 16.05.2018

Sd/-
(CA O P Gupta)
Partner
M. No.071975

Annexure -2 to the 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 as of 31st March, 2018 in conjunction with our audit of the Ind AS 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, the safeguarding of its assets, the prevention and detection of frauds and errors, the 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 auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 including the Ind AS. 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 Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Ind AS 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 controls over financial reporting were operating effectively as at 31st March, 2018, 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 S.K. Mehta & Co.
Chartered Accountants
(Firm Reg. No. 000478N)

Place: New Delhi
Date: 16.05.2018

Sd/-
(CA O P Gupta)
Partner
M. No.071975

TRINITY LEAGUE INDIA LIMITED
 BALANCE SHEET AS AT MARCH 31, 2018

(₹ in Hundreds)

Particulars		Note	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
ASSETS					
(I)	Non-Current Assets				
	(A) Property, Plant & Equipment	2.1	5,907	9,280	13,006
	(B) Financial Assets				
	Investment	2.2	28,887	41,639	20,730
	Loans	2.3	25,000	50,000	25,000
	(C) Deferred tax Assets (Net)	2.4	87	482	-
	(D) Other Non-Current Assets	2.5	2,705	5,892	9,062
	Sub Total		62,586	107,293	67,797
(II)	Current Assets				
	(A) Financial Assets				
	(i) Trade Receivables	2.6	152,299	114,810	138,407
	(ii) Cash and cash equivalents	2.7	33,151	16,285	5,044
	(iii) Bank Balances other than above	2.8	44,100	-	-
	(B) Other Current Assets	2.9	5,444	167	3,061
	Sub Total		234,994	131,261	146,513
	TOTAL		297,580	238,554	214,310
EQUITY AND LIABILITIES					
(I)	Equity				
	(A) Equity Share Capital	2.10	506,690	506,690	487,570
	(B) Other Equity	2.11	(226,534)	(269,342)	(277,183)
	Sub Total		280,156	237,348	210,387
(II)	Current Liabilities				
	(A) Financial Liabilities				
	(i) Other Financial Liabilities	2.12	1,963	1,175	1,093
	(B) Other Current Liabilities	2.13	14,353	31	113
	(C) Current Tax Liabilities (Net)	2.14	1,108	-	2,717
	Sub Total		17,424	1,206	3,923
	TOTAL		297,580	238,554	214,310

Significant Accounting Policies

1

Notes on Accounts

2

Notes referred above form an integral part of the Balance Sheet

As per our report of even date attached

 For **S. K. Mehta & Co.**
 Chartered Accountants
 (Firm Reg. No.000478N)

 For and on behalf of
Trinity League India Limited

 Sd/-
 CA O P Gupta
Partner
 Membership No. 071975

 Sd/-
 Devinder Kumar Jain
Managing Director

 Sd/-
 Madhulika Jain
Director

 Place : New Delhi
 Date : 16.05.2018

 Sd/-
 Arunabh Jain
Chief Financial Officer

 Sd/-
 Shraya Jaiswal
Company Secretary

TRINITY LEAGUE INDIA LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Hundreds)

Particulars	Note	Year Ended 31.03.2018	Year Ended 31.03.2017
Revenue from Operations	2.15	107,250	14,700
Other Income	2.16	5,911	6,053
Total Income		113,161	20,753
EXPENSES			
Employee Benefits Expense	2.17	40,263	13,444
Depreciation		3,374	3,725
Other expenses	2.18	9,574	12,134
Total Expenses		53,210	29,303
Profit Before Tax		59,951	(8,550)
Tax Expense:			
Current Tax		11,424	-
Deferred Tax		394	(482)
		11,818	(482)
Profit for the year		48,133	(8,068)
Other Comprehensive Income			
i) Items that will not be reclassified to profit or loss (Net of Taxes) Net Gain/(loss) on Fair Value of Equity Instruments		(5,325)	15,909
ii) Items that will be reclassified to profit or loss (Net of Taxes)		-	-
Total Comprehensive Income for the year (Comprising Profit/(Loss) and Other Comprehensive Income for the year)		42,808	7,841
Earning per Equity Share (Par Value of Rs. 10/ each)	2.19		
(i) Basic		0.95	(0.16)
(ii) Diluted		0.95	(0.16)

Significant Accounting Policies

1

Notes on Accounts

2

Notes referred above form an integral part of the Balance Sheet

As per our report of even date attached

For **S. K. Mehta & Co.**
Chartered Accountants
(Firm Reg. No.000478N)

For and on behalf of
Trinity League India Limited

Sd/-
CA O P Gupta
Partner
Membership No. 071975

Sd/-
Devinder Kumar Jain
Managing Director

Sd/-
Madhulika Jain
Director

Place : New Delhi
Date : 16.05.2018

Sd/-
Arunabh Jain
Chief Financial Officer

Sd/-
Shraya Jaiswal
Company Secretary

TRINITY LEAGUE INDIA LIMITED
 CASH FLOW STATEMENT FOR THE YEAR FY 2017-18

(₹ in Hundreds)

S No.	PARTICULARS	AMOUNT	YEAR ENDED 31.03.2018	AMOUNT	YEAR ENDED 31.03.2017
I	CASH FLOW FROM OPERATING ACTIVITIES		50,561		(8,068)
	Net Profit as per Profit and Loss Account		50,561		(806,830)
	NET PROFIT BEFORE TAXATION AND EXTRAORDINARY ITEM				
	ADD:				
	Depreciation	3,374		3,725	
	Prior Year Adjustment	-		-	
	Provision for Taxation	12,390		-	
		15,763	66,325	3,725	(434,310)
	LESS:				
	Interest Income	8,911		-	
	Operating Profit Before Working Capital Changes (B+C+D)		57,413		(4,343)
	ADD:				
	Decrease in Current Assets	-		27,064	
	Increase in Current Liabilities	15,109	15,109	-	27,064
	LESS:				
	Increase in Current Assets	45,373		-	
	Decrease in Current Liabilities	-	45,373	2717	2,717
	NET CASH FLOW FROM OPERATING ACTIVITIES		27,149		20,005
II	CASH FLOW FROM INVESTING ACTIVITIES				
	(-) Purchase of Tangible Fixed Assets	-		-	
	(-) Investments	19194.03		27,884	
	(+) Interest Income	8911.31		-	
	NET CASH FLOW FROM INVESTING ACTIVITIES		(10,283)		(27,884)
III	CASH FLOW FROM FINANCING ACTIVITIES				
	(+) Share Application Money Received	-		19120	
	(-) Payment of Loan	-		-	
	NET CASH FLOW FROM FINANCING ACTIVITIES		-		19,120
IV	NET CASH FLOW DURING THE YEAR (I+II+III)		16,866		11,240
V	Cash and cash equivalents at the beginning of the year		16,285		5,044
VI	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		33,151		16,285

As per our Report of even date

 For **S. K. Mehta & Co.**
 Chartered Accountants
 (Firm Reg. No.000478N)
 Sd/-
 CA O P Gupta
 Partner
 Membership No. 071975

 Place : New Delhi
 Date : 16.05.2018

Annual Report 2017-18

 For and on behalf of
Trinity League India Limited

 Sd/-
 Devinder Kumar Jain
 Managing Director
 Sd/-
 Madhulika Jain
 Director

 Sd/-
 Arunabh Jain
 Chief Financial Officer
 Sd/-
 Shraya Jaiswal
 Company Secretary

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TRINITY LEAGUE INDIA LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

a. Equity share capital (₹ in Hundreds)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	Amount	Amount	Amount
Balance at the beginning of the reporting period	506,690	487,570	487,570
Changes in equity share capital during the year	-	19,120	-
Balance at the end of the reporting period	506,690	506,690	487,570

b. Other equity (₹ in
Hundreds)

Particulars	Reserves & Surplus		Items of Other Comprehensive Income - fair Value of Equity through OCI	Total
	Retained earnings	Capital Reserve		
Balance at April 1, 2016	(292,940)	30,982	(15,225)	(277,183)
Profit for the year	(8,068)	-	-	(8,068)
Other comprehensive income for the year	-	-	15,909	15,909
Balance at March 31, 2017	(301,009)	30,982	684	(269,342)
Profit for the year	48,133	-	-	48,133
Other comprehensive income for the year	-	-	(5,325)	(5,325)
Amount Transferred for Relaised gain	2,428	-	(2,428)	-
Balance at March 31, 2018	(250,448)	30,982	(7,069)	(226,534)

For **S. K. Mehta & Co.**
Chartered Accountants
(Firm Reg. No.000478N)

Sd/-
CA O P Gupta
Partner
Membership No. 071975

Place : New Delhi
Date : 16.05.2018

For and on behalf of
Trinity League India Limited

Sd/-
Devinder Kumar Jain
Managing Director

Sd/-
Madhulika Jain
Director

Sd/-
Arunabh Jain
Chief Financial Officer

Sd/-
Shraya Jaiswal
Company Secretary

TRINITY LEAGUE INDIA LIMITED
NOTES FORMING PART OF THE ACCOUNTS

Note No. 2.1 : Property, Plant and Equipment

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 1st April, 2017	Additions during the year	Disposals / Transfer s / Reclassifications	As at 31st March, 2018	Depreciation at 1st April, 2017	Depreciation during the year	Disposals / Transfer s / Reclassifications	Total Depreciation upto 31st March, 2017	AS AT 31st March, 2018	AS AT 31st March, 2017
Plant and Machinery	11,608	-	-	11,608	2,980	2,721	-	5,701	5,907	8,628
Furniture & Fixture	-	-	-	-	-	-	-	-	-	-
Office Equipments	1,254	-	-	1,254	601	653	-	1,254	0	653
Electrical Equipment	144	-	-	144	144	-	-	144	-	-
Total	13,006	-	-	13,006	3,725	3,374	-	7,099	5,907	9,280
					GROSS BLOCK				NET BLOCK	
					DEPRECIATION				NET BLOCK	
Particulars	*As at 1st April, 2016	Additions during the year	Disposals / Transfer s / Reclassifications	As at 31st March, 2017	Depreciation at 1st April, 2016	Depreciation during the year	Disposals / Transfer s / Reclassifications	Total Depreciation upto 31st March, 2017	AS AT 31st March, 2017	
Plant and Machinery	11,608	-	-	11,608	-	2,980	-	2,980	8,628	
Furniture & Fixture	-	-	-	-	-	-	-	-	-	
Office Equipments	1,254	-	-	1,254	-	601	-	601	653	
Electrical Equipment	144	-	-	144	-	144	-	144	-	
Total	13,006	-	-	13,006	-	3,725	-	3,725	9,280	

* Represents Net Block as at 31.03.2016 as per previous GAAP.

Note:- The company has elected to continue with the carrying value for all of property, plant and equipment, as recognised in its Indian GAAP financial as deemed cost at the transition date.



TRINITY LEAGUE INDIA LIMITED
NOTES FORMING PART OF THE ACCOUNTS

(₹ in Hundreds)

PARTICULARS	AS At 31st March 2018	AS At 31st March 2017	AS At 01.04.2016
Note No.2.2 - Investment			
Equity Shares (Fair value through OCI)			
56180 Equity Shares of Trinity Global Enterprises Limited	28,887	32,834	20,730
50000 Equity Shares of Trinity Industries Limited	-	8,805	
TOTAL	28,887	41,639	20,730
Note No.2.3 - Loans (At Amortised Cost) (Secured considered good)			
Loan and Advances	25,000	50,000	25,000
TOTAL	25,000	50,000	25,000
Note No. 2.4 - Deferred Tax Assets (Net)			
Deferred Tax Assets	87	482	-
TOTAL	87	482	-
Refer Note No. 2.25 Disclosure related to Income Tax.			
Note No. 2.5- Other Non-Current Assets (Unsecured considered good)			
Income Tax Recoverable	2,705	5,892	9,062
TOTAL	2,705	5,892	9,062
Note No. 2.6 - Trade Receivables (At Amortised Cost) (Unsecured considered good at amortised cost)			
Trade Receivables- Related Parties	1,52,299	1,14,810	1,38,407
Trade Receivables- Others	-	-	-
TOTAL	1,52,299	1,14,810	1,38,407
Note No.2.7 - Cash & Cash Equivalent			
Bank Balances:			
In Current Accounts	32,785	14,619	4,019
Cash -in hand	366	1,666	1,025
TOTAL	33,151	16,285	5,044
Note No.2.8 - Other Bank Balances			
Other Bank balances:			
In Fixed Deposit Account	44,100	-	-
TOTAL	44,100	-	-
Note No. 2.9 - Other Current Assets (Unsecured considered good)			
Prepaid Expenses	38	40	43
Advance to employees	229	115	280
GST recoverable	83	11	622
Interest Accrued	5,094	-	2,116
TOTAL	5,444	167	3,061



TRINITY LEAGUE INDIA LIMITED

Notes forming part of the financial statements

Note No. 2.10 Share Capital

Particulars	As at 31 March, 2018		As at 31 March, 2017	
	Number of shares	#REF!	Number of shares	#REF!
Equity Share Capital				
(a) Authorized				
Equity shares of ` 10/- each.	11,000,000	1,100,000	11,000,000	1,100,000
(b) Issued, Subscribed and Fully Paid up				
Equity shares of ` 10/- each.	5,066,900	506,690	5,066,900	506,690

Notes:**(i) Reconciliation of the number of equity shares:**

Particulars	No. of Shares		No. of Shares
Equity shares of Rs. 10/- each.			
Opening Balance	5,066,900		4,875,700
Shares Issued	-		191,200
Shares bought back	-		-
Closing Balance	5,066,900		5,066,900

(ii) Terms/ Rights attached to Equity Shares

The Company has only one class of Equity Shares having par value of ` 10 each and is entitled to one vote per share. The dividend proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company in proportion to the number of equity shares held.

(iii) Details of shareholders holding more than 5% shares:

Name of shareholders	As at 31 March, 2018		As at 31 March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares of Rs. 10/- each.				
Devinder Kumar Jain	2061800	40.69%	1958700	38.65%
Madhulika Jain	707300	13.96%	707300	13.96%
TOTAL	2769100	54.65%	2666000	52.61%

TRINITY LEAGUE INDIA LIMITED
 NOTES FORMING PART OF THE ACCOUNTS

PARTICULARS	AS At 31st March 2018	AS At 31st March 2017
NOTE NO.2.11 - Other Equity		
(A) Capital Reserve	30,982	30,982
(B) Balance of Retained Earnings:		
Balance brought Forward from Last Year's Accounts	(301,009)	(292,940)
Add: Profit for the year	48,133	(8,068)
Add: Transferred from fair Value of equity through OCI	2,428	-
Closing Balance	(250,448)	(301,009)
(C) Fair Value of equity share through OCI		
Opening Balance	684	(15,225)
Add: Fair Value of equity through OCI	(5,325)	15,909
Less: Transferred to Retained earning for realised gain	(2,428)	-
Closing Balance	(7,069)	684
TOTAL	(226,534)	(269,342)
NOTE NO.2.12 - Other Financial Liabilities (At amortised cost)		
Other Liabilities		
Expenses Payable	1,963	1,175
TOTAL	1,963	1,175
NOTE NO.2.13 - Other Liabilities		
Statutory Dues	14,353	31
TOTAL	14,353	31
NOTE NO.2.14 - Current Tax Liabilities		
Provision for Tax (Net of Advance Tax)	1,108	-
TOTAL	1,108	-

TRINITY LEAGUE INDIA LIMITED
NOTES FORMING PART OF THE ACCOUNTS

PARTICULARS	Year ending 31st March 2018	Year ending 31st March 2017
Note No.2.15-Revenue From Operations		
Sales of Services	107,250	14,700
TOTAL	107,250	14,700
Note No.2.16 - Other Income		
Interest income	5,911	6,053
TOTAL	5,911	6,053
Note No. 2.17 - Employee Benefits Expense		
Salary & other benefits *	40,091	12,269
Director Sitting Fees	150	1,150
Staff Welfare	22	24
TOTAL	40,263	13,444
* Salary & other benefits include ` 26,00,000/- (Previous year NIL) paid to the Director of the Company		
Note No. 2.18 - Other Expenses		
Supervision & Consultancy Charges	-	6,260
Auditors' Remuneration - Statutory Audit	250	260
Advertisement expense	293	732
Rent	120	-
Legal & Professional charges	2,389	1,689
Postage, Telephone & Telegram	778	1
Duties and Taxes	57	-
Printing & Stationery	401	8
Insurance Expense	97	80
Listing Fee	2,512	2,000
Software Maintenance expense	85	303
Swachh Bharat Cess	15	45
Travelling & Conveyance	2,412	434
Misc. Expense	165	322
TOTAL	9,574	12,134

TRINITY LEAGUE INDIA LIMITED

NOTES FORMING PART OF THE ACCOUNTS

(₹ in Hundreds)

NOTE NO. 2.19 EARNING PER SHARE		
	Year ended March 31, 2018	Year ended March 31, 2017
Profit for the year	48,133	(8,068)
Weighted Average number of Equity Shares outstanding during the year	5,066,900	5,066,900
Earning Per Share - Basic & Diluted (Rs.)	0.95	(0.16)
Face value per share (Rs.)	10	10

NOTE NO. 2.20 CONTINGENT LIABILITIES & CAPITAL COMMITMENTS

(₹ in Hundreds)

	Year ended March 31, 2018	Year ended March 31, 2017
1 Contingent Liabilities:		
Claim against the company not acknowledged as debts.		
-Income tax matters in dispute/ under appeal	NIL	NIL
2 Capital Commitments	NIL	NIL

TRINITY LEAGUE INDIA LIMITED

NOTES FORMING PART OF THE ACCOUNTS

NOTE NO. 2.21 RELATED PARTY DISCLOSURES

Related party disclosure, as required by Ind AS 24, is as below:

(a) List of Related Parties

(i) Enterprises which are able to exercise significant influence:-

Trinity Reinsurance Brokers Limited

M. M. Carpet and Industries Limited

(ii) Key Managerial Personnel:

Mr. Gaurav Tomar

Mr. Devinder Kumar Jain

Mr. Ashok Kumar Chaturvedi

Ms. Saloni Jain

Mr. Alok Sinha

Mr. Sabihuddin Zafar

Ms. Madhulika Jain

Mr. Ashish harbola

Company Secretary

Managing Director

Non Executive Director

Executive Director

Non Executive Director

Director till

28/08/2017(Resigned)

Non Executive Director w.e.f

28/08/2017(New

Appointment)

Chief Financial Officer

The following transactions were

(₹ in Hundreds)

(b) carried out with related parties :

Particulars	31.03.2018			31.03.2017		
	(a)(i)	(a)(ii)	Total	(a)(i)	(a)(ii)	Total
Devinder Kumar Jain - Managerial Remuneration (KMP)	-	26,000	26,000	-	-	-
Mr. Gaurav Tomar - Salary	-	1,788	1,788	-	58	58
Mr. Ashish Harbola - Ex-Chief Financial Officer (Salary)	-	2,174	2,174	-	1,232	1,232
Madhulika Jain (Interest free Loan)	-	-	-	-	5,000	5,000
Disha Maheshwari - Ex Company Secretary (Salary)	-	-	-	-	1,740	1,740

(c) Closing Balances of related parties

(₹ in Hundreds)

Particulars	31.03.2018			31.03.2017		01.04.2016	
	(a)(i)		Total	(a)(i)	Total	(a)(i)	Total
Amount Receivable - For Services	152,299	-	152,299	114,810	114,810	138,407	138,407

Notes:-

(i) The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. Outstanding balances at the yearend are unsecured.

(ii) Managerial remuneration is with respect to short term employee benefits only.

TRINITY LEAGUE INDIA LIMITED

Notes forming part of financial statements**Note - 2.22****Financial instruments – Fair values and risk management****A. Accounting classification and fair values****Following is the comparison by class of the carrying amounts and fair value of financial instruments measurement hierarchy:**

The management assessed that fair value of Trade Receivables, Loan Given, Cash and cash Equivalents, Bank Balances, Other Financial Assets, and Other Financial Liabilities approximate their carrying amounts.

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company manages cash resources, borrowing strategies, and ensures compliance with market risk limits and policies.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The audit committee oversees compliance with the company's risk management policies and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

Cash and other bank balances

The company maintains its Cash and cash equivalents and Bank deposits with banks with good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.

Trade receivables

Credit risk is managed through credit approvals, ongoing credit evaluations of its customers' financial condition and monitoring the creditworthiness of its customers.

NOTES FORMING PART OF THE ACCOUNTS**Note No. 2.23 FINANCIAL RISK MANAGEMENT OBJECTIVES AN POLICIES****1 Financial risk factors**

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is Interest Rate risk.

The Company's principal financial liabilities comprise other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, Other Financial Assets and cash / cash equivalents that derive directly from its operations.

Company is not exposed to a number of any financial risks arising from natural business exposures as well as its use of financial instruments including market risk relating to interest rate, foreign currency exchange rates. Senior management oversees the management of these risks with appropriate financial risk governance framework for the Company.

2 Market risk

Market risk is the risk where the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks. Financial instruments affected by market risk include loans and borrowings, deposits, investments, and derivative financial instruments. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Presently company's financial instrument is not exposed to any material market risk.

3 Credit risk

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive analysis and outstanding customer receivables are regularly monitored.

Ageing Analysis of Trade Receivables

Particulars	(₹ in Hundreds)					
	As 31st March, 2018		As 31st March, 2017		01.04.2016	
	Upto Six Months	More than Six Months	Upto Six Months	More than Six Months	Upto Six Months	More than Six Months
Secured			-	-	-	-
Unsecured	58,010	94,289	-	114,810	-	138,407
Total	58,010	94,289	-	114,810	-	138,407

Liquidity risk

Company monitors its risk of a shortage of funds diligently. The Company seeks to manage its liquidity requirement by maintaining access to short term borrowings against FDRs.

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2018:

Particulars	(₹ in Hundreds)					Total
	Less than 1 year	1-2 years	2-4 years	4-7 years		

Borrowings	-	-	-	-	-
Trade payables	-	-	-	-	-
Other financial liabilities	-	-	-	-	-
	1,963	-	-	-	1,963
Total	1,963	-	-	-	1,963

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2017:

Particulars	(₹ in Hundreds)				Total
	Less than 1 year	1-2 years	2-4 years	4-7 years	
Borrowings	-	-	-	-	-
Trade payables	-	-	-	-	-
Other financial liabilities	-	-	-	-	-
	1,175	-	-	-	1,175
Total	1,175	-	-	-	1,175

The table below provides details regarding the contractual maturities of significant financial liabilities as of April 1, 2016:

Particulars	(₹ in Hundreds)				Total
	Less than 1 year	1-2 years	2-4 years	4-7 years	
Borrowings	-	-	-	-	-
Trade payables	-	-	-	-	-
Other financial liabilities	-	-	-	-	-
	1,093	-	-	-	1,093
Total	1,093	-	-	-	1,093

Note No. 2.24 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018 and 31 March 2017.

TRINITY LEAGUE INDIA LIMITED
NOTES FORMING PART OF THE ACCOUNTS
Note No. 2.25

In compliance of Ind AS-12 on "Income Taxes", the item wise details of Deferred Tax Assets (net) are as
 (i) under:

(₹ in Hundreds)

Particulars	As on 01.04.2016	Provided during the year in Statement of Profit & Loss	Provide d during the year in OCI (net)	As on 31.03.20 17	Provided during the year in Statement of Profit & Loss	Provided during the year in OCI (net)	Balance as on 31.03.2018
Deferred Tax Assets:							
Related to Fixed Assets	-	48,155	-	48,155	39,449	-	8,706
Total Deferred Tax Assets (A)	-	48,155	-	48,155	39,449	-	8,706
MAT Credit Entitlement (B)	-	-	-	-	-	-	-
Deferred Tax Assets including MAT Credit (A+B)	-	48,155	-	48,155	39,449	-	8,706

TRINITY LEAGUE INDIA LIMITED

NOTES FORMING PART OF THE ACCOUNTS

Note No. 2.26 – FIRST TIME ADOPTION OF IND AS (A)

- (1) These financial statements, for the year ended 31 March 2018, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31 March 2018, together with the comparative period data as at and for the year ended 31 March 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, the Company's date of transition to Ind AS. This note explains exemptions availed by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2016 and the financial statements as at and for the year ended 31 March 2017.

- (2) **Exemptions applied:**

(i). Mandatory exemptions;

a) Estimates

The estimates at 1 April 2016 and at 31 March 2017 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).

The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at 1 April 2016, the date of transition to Ind AS and as of 31 March 2017.

b) Derecognition of Financial Assets:

The company has applied the de-recognition requirements in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

c) Classification and measurement of financial assets:

i. Financial Instruments:

Financial assets has been classified and measured at amortised cost on the basis of the facts and circumstances that exist at the date of transition to Ind ASs. Since, it is impracticable for the Company to apply retrospectively the effective interest method in Ind AS 109, the fair value of the financial asset or the financial liability at the date of transition to Ind As by applying amortised cost method, has been considered as the new gross carrying amount of that financial asset or the financial liability at the date of transition to Ind AS.

d) Impairment of financial assets: (Trade receivables and other Financial Assets)

At the date of transition to Ind AS, the Company has determined that assessment of significant increase in credit risk since the initial recognition of a financial instrument would require undue cost or effort, the Company has recognised a loss allowance at an amount equal to lifetime expected credit losses at each reporting date until that financial instrument is derecognised (unless that financial instrument is low credit risk at a reporting date).

(ii). Optional exemptions;

Deemed cost-Previous GAAP carrying amount: (PPE and Intangible)

The Company has elected to continue with the carrying value for all of Property, Plant and Equipment, as recognised in its Indian GAAP financial as deemed cost at the transition date.

- (3) **Equity & Opening Reserve Reconciliation:**

Details of Equity and Opening Reserves reconciliation is given as under :

Note 26 First Time Adoption of Ind AS (B)
Reconciliation of profit or loss for the year ended 31 March 2017

(₹ in Hundreds)

Particulars	Notes	2016-17
Net Profit/ (Loss) as per previous GAAP (Indian GAAP)		-8,068.27
Net Profit / (Loss) for the period as per Ind AS (A)		-8,068.27
Other Comprehensive Income for the period under Ind AS (B)		15,909.09
Total Comprehensive Income for the period under Ind AS (C) = (A+B)		7,840.82

Reconciliation of Equity

(₹ in Hundreds)

Particulars	Notes	As At 01 April'16	As at 31 March'17
Equity as per previous GAAP (Indian GAAP)		225,611.84	236,663.57
Effect of Fair Value through Other Comprehensive Income on Investment	1	-15,224.99	684.10
Equity as per ind AS		2,10,386.85	2,37,347.67

Footnotes to the reconciliation of equity as at 1 April 2016 and 31 March 2017 and profit or loss for the year ended 31 March 2017.

1 Financial Assets classified at fair value through OCI:

Under Indian GAAP, the Company has recorded investments in equity shares as investment and measured at cost. However under Ind AS, the Company has designated such investments as FVTOCI investments. At the date of transition to Ind AS, difference between the instruments fair value and Indian GAAP carrying amount has been recognized through a separate component of equity in the FVTOCI reserve. Similarly, for the year ended 31.03.2017, fair value gain or loss recognized in OCI

Note No. 2.27– Previous Year's comparative figures have been regrouped wherever necessary.

Corporate Information and Significant Accounting Policies

1. CORPORATE INFORMATION

TRINITY LEAGUE INDIA LIMITED is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The shares of the company are listed. The registered office of the company is located at **A-23 Mandakini Enclave, Alaknanda, Gk-II, New Delhi-110019**.

The company is in the business of rendering financial advisory services, investment advisory services, insurance related risk, management services and management consultancy services, and to carry out valuation certification of loss assessment for assets of various kinds.

NOTE 1A: SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements

The Financial statements are prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standard) Rules, 2015 and amendment thereof. The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. For all the periods upto 31st March 2017, the financial statements were prepared under historical cost convention in accordance with Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

The financial statements have been prepared on a historical cost basis except for certain assets which are valued at Fair Value.

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest Rupees only, except otherwise indicated.

2. Revenue Recognition

(a) Sales of Services

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.

(b) Interest

Interest income is recognized on Effective Rate of Return(ERR) method taking into account the amount outstanding and interest rate applicable.

3. Fixed Assets

- (i) Proper, Plant & Equipments are carried at cost less depreciation / amortization and impairment loss, if any. The cost of fixed assets includes cost of acquisition and directly attributable cost for bringing the assets in an operational condition for their intended use.

4. Depreciation

- (i) Depreciation on fixed assets has been charged on pro-rata basis using straight line method based on useful life specified in Schedule II of the Companies Act 2013.
- (ii) Fixed Assets individually costing up to Rs 5,000/- are being fully depreciated in the year of acquisition.

5. Employee Benefits

Retirement benefits are accounted for as and when the liability becomes due for payment.

6. Taxation

(a) Current Tax

Provision for taxation is ascertained on the basis of assessable profits computed in accordance with the provisions of Income Tax Act, 1961. However, where the tax is computed in accordance with the provisions of Section 115 JB of the Income Tax Act, 1961 as the Minimum Alternate Tax (MAT), it is charged off to the statement of Profit and Loss of the relevant year. However, credit of MAT would be taken within the permissible time period when the company's profits would be subject to normal income tax rates.

(b) Deferred Tax

Deferred Income Tax (expense or credit) is recognized for the current year temporary differences between carrying amount of an asset or liability in the balance sheet and its tax base.

Deferred Tax Assets in respect of unabsorbed depreciation and tax losses are recognized to the extent it is probable that future taxable profit will be available against which they can be utilized. However, in case of other items, recognition is done on the basis of reasonable certainty.

Deferred Tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date.

7. Financial instruments

(i) Financial assets:

All financial assets are recognized initially at fair value and subsequently measured at amortized cost except for Investment in equity shares are measured at fair value through other comprehensive income. Classification is made as initial recognition/transition and is irrecoverable.

(ii) Financial Liabilities:

All financial liabilities are recognized initially at fair value and subsequently measured at amortized cost.

(iii) De-recognition

Financial assets is derecognized when right to receive cash flow from the assets expired or at transfer of the financial assets and transfer qualify for de-recognition.

Financial liability is derecognized when the obligation under the liability is discharged or expires.

TRINITY LEAGUE INDIA LIMITED
NOTES FORMING PART OF THE ACCOUNTS
Note No. 2.1: Property, Plant and Equipment

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April, 2017	Additions during the year	Disposals/ Deductions / Transfers / Reclassifications	As at 31st March, 2018	Depreciation as at 1st April, 2017	Depreciation during the year	Disposals/ Deductions/ Transfers / Reclassifications	Total Depreciation upto 31st March, 2018	AS AT 31st March, 2018	AS AT 31st March, 2017
Plant and Machinery	11,608	-	-	11,608	2,980	2,721	-	5,701	5,907	8,628
Furniture & Fixture	-	-	-	-	-	-	-	-	-	-
Office Equipments	1,254	-	-	1,254	601	653	-	1,254	0	653
Electrical Equipment	144	-	-	144	144	-	-	144	-	-
Total	13,006	-	-	13,006	3,725	3,374	-	7,099	5,907	9,280

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	*As at 1st April, 2016	Additions during the year	Disposals/ Deductions / Transfers / Reclassifications	As at 31st March, 2017	Depreciation as at 1st April, 2016	Depreciation during the year	Disposals/ Deductions/ Transfers / Reclassifications	Total Depreciation upto 31st March, 2017	AS AT 31st March, 2017	
Plant and Machinery	11,608	-	-	11,608	-	2,980	-	2,980	8,628	
Furniture & Fixture	-	-	-	-	-	-	-	-	-	
Office Equipments	1,254	-	-	1,254	-	601	-	601	653	
Electrical Equipment	144	-	-	144	-	144	-	144	-	
Total	13,006	-	-	13,006	-	3,725	-	3,725	9,280	

* Represents Net Block as at 31.03.2016 as per previous GAAP.

Note: - The company has elected to continue with the carrying value for all of property, plant and equipment, as recognized in its Indian GAAP financial as deemed cost at the transition date.

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 30th Annual general meeting of the company, to be held on Tuesday the of 25th day of September, 2018 at 12.00 P.M. at A-23, Mandakini Enclave, Alaknanda, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Madhulika Jain (holding DIN 00437683), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.		
3.	To re-appoint M/s S. K. Mehta & Co., Chartered Accountants, as Statutory Auditors of the Company.		
4.	Appointment of Mr. Shashank Chandhok as an Independent Director of the Company		
5.	Appointment of Mr. Sukhwant Singh as an Independent Director of the Company		
6.	To increase the borrowing limit of the Company under Section 180 (1) (C) of Companies Act, 2013		
7.	Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013		
8.	To alter the object clause of the Company		
9.	To increase the authorized share capital of the Company		

10.	To adopt new set of Memorandum of Association		
11.	To adopt new Articles of Association		
12.	To issue Equity Shares on Rights Basis ('Rights Issue') to the existing equity shareholders of the Company up to an aggregate amount not exceeding Rs. 19,93,00,000/- (Rupees Nineteen Crores Ninety Three Lacs Only)		

Signed this..... day of..... 2018

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp

Notes:

1. 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.
2. 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.
3. 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

Folio No.	
No. of Shares held	

I/We record my/our presence at the Thirtieth Annual General Meeting to be held on Tuesday the 25th day of September, 2018 at 12.00 P.M. at A-23, Mandakini Enclave, Alaknanda, New Delhi-110019.

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

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

Route Map for the 30th Annual General Meeting of Trinity League India limited

