

TRINITY LEAGUE INDIA LIMITED

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

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

Telephone: 0120-4712800-02, website: www.trinitygroup.ind.in; e-mail id: trinityleague@trinitygroup.ind.in

CIN L93000DL1988PLC031953

NOTICE OF AN EXTRAORDINARY GENERAL MEETING (EGM)

Notice is hereby given that the an **Extraordinary General Meeting (EGM)** of the Members of **Trinity League India Limited** will be held on **Friday, 30th day of December, 2022** at **12:00 PM** through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESSES:**Offer, Issue and Allot Equity Shares on Preferential Basis**

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

“**RESOLVED THAT** pursuant to the provisions of section 23(1)(b), section 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with rules made there to (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), and rules and regulations framed there under as amended and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) the listing agreements, entered into by the Company with the BSE Limited (“**Stock Exchange**”) on which the Equity Shares of the Company having face value of Re. 10/- (Ten Only) each (“**Equity Shares**”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”), and/or any other competent authorities, (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**”) is hereby authorized to accept, the consent and approval of the members of the Company (“**Members**”) be and is hereby accorded to the Board, to create, issue, offer and allot upto 42,80,000 (Upto Forty Two Lakh Eighty Thousand Only) Equity Shares of face value being Re. 10/- per share aggregating to Rupees 4,28,00,000 (Rupees Four Crore Twenty Eight Lakh Only) on a preferential basis (“**Preferential Allotment**”) for cash consideration to the (the “**Investors**”) to Promoter & Promoter Group and selected group of person who does not belong to Promoters and Promoters Group of the Company in the proportion mentioned below on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

Sl. No.	Name of Investor	Category of the Investor	No. of Shares	Issue Price	Subscription Amount in Rupees
1.	Devinder Kumar Jain	Promoter	18,00,000	10	1,80,00,000
2.	Madhulika Jain	Promoter	10,00,000	10	1,00,00,000
3.	Rajiv	Non - Promoter	2,50,000	10	25,00,000
4.	Anupama Singh	Non - Promoter	2,50,000	10	25,00,000
5.	Santosh Kumawat	Non - Promoter	1,25,000	10	12,50,000
6.	Harish Verma	Non - Promoter	1,00,000	10	10,00,000
7.	Manju Jain	Non - Promoter	1,25,000	10	12,50,000
8.	Amisha Jain	Non - Promoter	1,10,000	10	11,00,000
9.	Ashok Kumar Jain	Non - Promoter	1,10,000	10	11,00,000
10.	Disha Jain	Non - Promoter	1,10,000	10	11,00,000
11.	Rajesh Jain (HUF)	Non - Promoter	1,05,000	10	10,50,000

12.	Samyak Jain	Non - Promoter	95,000	10	9,50,000
13.	Tanishq Jain	Non - Promoter	1,00,000	10	10,00,000
Total			42,80,000		4,28,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Allotment of the Equity Shares is 30th November 2022, being 30 (Thirty) days prior to the date of this Extraordinary General Meeting (EGM)

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to Investors under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. The Equity Shares shall be issued and allotted by the Company in the dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, subject to receipt of share application money (in full) and approval or permission from stock exchanges and regulatory authorities If any and the provisions of the Memorandum and Articles of Association of the Company. In case of any delay in receipt of approvals from any regulatory authorities the period of 15 days will be reckoned from the date of receipt of approval.
- ii. The Equity Shares to be offered, issued and allotted shall rank pari-passu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any;
- iii. The Equity Shares to be allotted shall be subject to lock-in restrictions as specified in the provisions of Chapter V of SEBI ICDR Regulations 2018. Further, the pre-preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the said Regulations.
- iv. 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the Company shall allot the shares to the Investors up to the extent of their eligible applications received.
- v. The Equity Shares so offered, issued and allotted will be listed and traded on BSE Limited, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to make an offer to the Investors through private placement offer cum application letter without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Directors, Company Secretary and the Chief Financial Officer of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including but not limited : (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or consultants or legal and other professional advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Equity Shares, utilization of issue proceeds, as may be required in this regard.”

BY ORDER OF THE BOARD
For TRINITY LEAGUE INDIA LTD.

Date: 30.11.2022

Place: Noida

Registered Office:

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

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

NOTES:-

Pursuant to Section 102 of the Act, an Explanatory Statement setting out material facts and reasons for the proposed Special Businesses are appended to the notice.

1. In view of the prevailing locked down situation across the Country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide Circular Nos.14/2020, 17/2020, 20/2020,02/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 5, 2022 respectively, (“MCA Circulars”) and Securities and Exchange Board of India vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively, (“SEBI Circular”), permitted convening the Extraordinary General Meeting (“EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue.
2. In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
3. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars, the EGM of the Company is being conducted through VC, herein after called as “e-EGM”.
4. Pursuant to the MCA Circulars:
 - (a) Members can attend the e-EGM through log in credentials provided to them to connect to VC. Physical attendance of the Members at the e-EGM is not required.
 - (b) Appointment of proxy (ies) to attend and cast vote on behalf of the Member(s) is not available.
 - (c) Body Corporates are entitled to appoint authorised representatives to attend the e-EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
1. The Register of Members and Share Transfer Books of the company will remain closed from 24th December, 2022 to 30th December, 2022. The book closure dates have been fixed in consultation with the Stock Exchanges.
2. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Notice of EGM and other communications through electronic mode to those members who have registered their e-mail address.
3. The Notice of EGM is being sent in electronic mode to members whose e-mail IDs are registered with the company or the RTA unless the members have registered their request for a hard copy of the same. Physical copy of the Notice of EGM will not be sent to the members who have not registered their e-mail IDs with the company or RTA. Members who have received the Notice of EGM, 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 EGM.
4. Pursuant to section 108 of the Companies Act. 2013 read with the relevant Rules of the Act, the company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The e-voting period will commence at 10.00 am on 27th December, 2022 and will end at 5.00 pm on 29th December, 2022. The company has appointed Mr. Gaurav Ashwani & Associates, Practicing Company Secretary (M. NO. ACS 57744, CP No. 22050), to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
5. The Scrutinizer shall, within a period of two working days from the conclusion of the e-voting period and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
6. The result of the voting on resolution passed by Remote e-voting will be declared on or before January, 1st 2023. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the result as per the statutory timelines. The Scrutinizer’s report will be hosted on the websites of the Company i.e. <http://trinitygroup.ind.in/announcements.html> and also shall be communicated to BSE Limited (“BSE”), where the Company’s Equity Shares are listed and be made available on their respective website viz. www.bseindia.com. The Company will also display the results at its registered and corporate office. The resolutions will be taken as passed if the result of the resolution indicate that the requisite majority of the shareholders assented to the Resolutions.

7. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
8. All relevant documents referred to in the Explanatory Statement would be made available for inspection at the Registered/ Corporate Office of the Company on all working days between 2.00 P.M. (IST) and 4.00 P.M. (IST) up to the date of declaration of the result
9. Institutional Members are encouraged to attend and vote at the EGM through VC/ OAVM. In case any Institutional Members, facing issues for participating in EGM can write to trinityleague@trinitygroup.ind.in
10. Members attending the EGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
11. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the EGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company’s e-mail address at trinityleague@trinitygroup.ind.in before 5.00 p.m. (IST) on Tuesday, December 27, 2022. Such questions by the Members shall be suitably replied by the Company.
12. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
13. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

E-Voting Process instructions:

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

- (i) The voting period begins on **27th December 2022 at 10:00 AM** and ends on **29th December 2022 at 05:00 PM** .During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23rd December 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) **Click on** “Shareholders” module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

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

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

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

OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant TRINITY LEAGUE INDIA LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; trinityleague@trinitygroup.ind.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

BY ORDER OF THE BOARD
For TRINITY LEAGUE INDIA LTD.

Date: 22.11.2022

Place: Noida

Sd/-

Piyush Kumar Srivastava
Company Secretary
M. No. A54870

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

ITEM NO. 1

DETAILS OF THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS AND PACS AND SELECTED GROUP OF PERSON OTHER THAT PROMOTER AND PACS.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), given hereunder sets out all material facts relating to the special business mentioned at the said Item of the accompanying Notice dated 30 November, 2022 and necessary information or details in respect of the proposed Preferential Allotment of Equity Shares in terms of Section 62 (1) (C) read with rules thereto and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) are as under:

The present authorized share capital of the Company is Rs.25,00,00,000 (Twenty Five Crore Only) and the Issued and Paid-up Capital of the Company as on the date of this notice is Rs. 5,06,69,000 (Rupees Five Crore Six Lakhs Sixty Nine Thousand only) divided in to 50,66,900 (Fifty Lakh Sixty Six Thousand Nine Hundred) Equity Shares of Re. 10/- (Rupees Ten) each. The Company is in need of funds to meet the fund requirements for the expansion of business.

In this regard the Board, at its meeting held on 22nd November 2022 has approved the issue of upto 42,80,000 (Forty Two Lakh Eighty Thousand) Equity Shares of face value being Re. 10/- (Ten Only) at an issue price of Rs. 10/- per share as determined by the Registered Valuer in terms of Chapter V of SEBI (ICDR) Regulations, 2018, aggregating to Rs. 4,28,00,000/- (Rupees Four Crore Twenty Eight Lakhs only) on a preferential basis (“Preferential allotment”) for cash consideration to the Promoters and selected group of persons other than Promoter & Promoter Group of the Company. Such shares shall rank pari-passu with the existing shares of the Company. The Company has obtained the Permanent Account Number (PAN) details of all the proposed investors (The Allottees).

Members may note that the proceeds of the issue of aforementioned Equity Shares will be primarily used to meet any of the following purposes or any combination thereof as deemed fit by the management of the Company.

- a. To increase the existing business of the Company
- b. To meet the working capital requirement of the Company
- c. For other general corporate purposes:

The Equity Shares shall be issued and allotted to the following proposed allottees:

Allottees details:

Name of the Proposed Allottees	Category (Promoter/ Non - Promoter)	Pre Issue Shares		No. of securities to be allotted through preferential allotment	Post Issue Shares	
		Pre-Issue No. of Shares held	Pre issue % of capital that allottees held		Post-Issue No. of Shares	Post issue % of capital that allottees will hold
Devinder Kumar Jain	Promoter	2063600	40.73%	18,00,000	3863600	41.34%
Madhulika Jain	Promoter	707300	13.96%	10,00,000	1707300	18.27%

Rajiv	Non - Promoter	0	0	2,50,000	2,50,000	2.67%
Anupama Singh	Non - Promoter	0	0	2,50,000	2,50,000	2.67%
Santosh Kumawat	Non - Promoter	0	0	1,25,000	1,25,000	1.34%
Harish Verma	Non - Promoter	0	0	1,00,000	1,00,000	1.07%
Manju Jain	Non - Promoter	0	0	1,25,000	1,25,000	1.34%
Amisha Jain	Non - Promoter	0	0	1,10,000	1,10,000	1.18%
Ashok Kumar Jain	Non - Promoter	0	0	1,10,000	1,10,000	1.18%
Disha Jain	Non - Promoter	200	0.00%	1,10,000	1,10,200	1.18%
Rajesh Jain (HUF)	Non - Promoter	0	0	1,05,000	1,05,000	1.02%
Samyak Jain	Non - Promoter	2341	0.04%	95,000	97,341	1.02%
Tanishq Jain	Non - Promoter	4	0.00%	1,00,000	1,00,004	1.07%

Pending Preferential Issue:

Presently there has been no preferential issue pending or in process except as proposed in this notice.

Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the issue price for the Preferential Allotment of Equity Shares is 30th November 2022, being the 30 days prior to the date of the Extra Ordinary General Meeting i.e., 30th December, 2022.

Issue Price and Valuation Report:

In terms of Regulation 165 of SEBI (ICDR) Regulations, 2018, as amended from time to time, where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies. Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent registered valuer to the stock exchange where the equity shares of the issuer are listed.

Further, in terms of sub-regulation (5) of Regulation 164 of the ICDR Regulations, “**frequently traded shares**” means the shares of the issuer, in which the traded turnover on any recognised stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Since, the shares of the Company are listed and traded on BSE Ltd (BSE) and as per the trading volume data available on the Stock Exchange, the shares of the Company are in-frequently traded due to the traded turnover of shares of the Company during the 240 trading days preceding the relevant date being less than ten per cent of the total number of shares. Hence, the issue price of shares proposed to be issued has been computed in terms of Regulation 165 of the ICDR Regulations by the Independent Registered Valuer.

As per regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

However, in our case the proposed preferential issue does not result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital, to an allottee or to allottees acting in concert.

In terms of Regulation 165 of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 30th November, 2022 from Mr. Sanjay Mehra, an Independent Registered Valuer [Registration Number: IBBI/RV/06/2019/11680] having his Office at Future Value Co., 401, Nirmal Tower, Barakhamba Road, Connaught Place, New Delhi, and the copy of the same has been hosted on the website of the Company which can be accessed at the link: <http://trinitygroup.ind.in/announcements.html>. As per the Valuation Report, the minimum price, in terms of Regulation 165 is Rs. 10.00/- (Rupees Ten Only) per share.

Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company during last more than one year, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Payment:

In terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 2018; full consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company before allotment of Equity Shares to the Proposed Allottees.

Identity & particulars of proposed allottee and pre & post issue holding of the proposed allottee:

Present preferential issue of Equity Shares is proposed to be made to the following Promoter Group and Non-Promoter Group persons. The identity and the pre-issue & post issue shareholding of the proposed allottee is shown in the **Annexure-1** to this Notice.

The Company has obtained the Permanent Account Numbers and the Demat account number of all the Proposed Allottees. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Equity Shares or such extended period as may be required as per the SEBI (ICDR) Regulations, 2018.

Proposed Allottees and any of the persons belonging to promoter & promoter group have not sold or transferred any shares of the Company during the 90 trading days preceding the Relevant Date. Further, all the pre-preferential shareholding of the Proposed Allottees is held in dematerialized form.

Neither the Company nor any of the promoters, promoter group persons, directors or the Proposed Allottees is debarred or prohibited to access the capital market. Further, neither the Company nor any of the promoters, promoter group persons, directors or the Proposed Allottees is a willful defaulter or a fugitive economic offender or a fraudulent borrower. Accordingly, disclosure as per Schedule VI of the SEBI (ICDR) Regulations, 2018 is not applicable.

Change in control, if any, upon preferential issue:

Consequent to the proposed preferential issue of Equity Shares, there shall not be any change in control or change in management of the Company. Further, the preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

All the aforesaid Proposed Allottees for the preferential issue are presently, persons belonging to the Promoter and Non-Promoters Group. There shall not be any change in the status of these Proposed Allottees even after the preferential issue and they shall remain as part of the Promoter Group and Non-Promoters Group of the Company.

Dues toward SEBI, Stock Exchange or Depositories:

There is no outstanding dues payable to SEBI, Stock Exchange or Depositories.

Lock In period:

The lock-in of the Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Equity Shares allotted on a preferential basis to public category persons other than the promoters and promoter group shall be locked-in for a period of six months from the date of trading approval of the stock exchanges.

The entire pre-preferential allotment shareholding of the respective Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of equity shares or such extended period as may be required as per the SEBI (ICDR) Regulations.

Intention of promoters/directors/key management persons to subscribe:

The present preferential issue of Equity Shares is proposed to be made to persons belonging to the promoter group and to the non-promoter group (Public category). Apart from the Proposed Allottees for the Equity Shares, as mentioned above, no promoter or any director or key management person intend to subscribe to the present preferential issue.

Pre-issue & Post-issue Shareholding Pattern of the Issuer Company:

Pre-issue and post issue shareholding pattern of the Company is as below:

S. No.	Category	Pre Issue		Proposed Issue of Equity Shares	Post Issue	
		No. of Shares held	% of shareholding		No. of Shares held	% of shareholding
A	Promoters Holding					
	Indian					
1	Individual	2776255	54.80	28,00,000	55,76,255	59.66
2	Body Corporate	0	0	0	0	0
3	Others - HUF	0	0	0	0	0
	Sub-Total	2776255	54.80			59.66
1	Foreign Promoters	0	0	0	0	
	Sub Total	2776255	54.80	28,00,000	55,76,255	59.66
	Total Promoters Holding (A)	2776255	54.80	28,00,000	55,76,255	59.66
B	Non-Promoters Holding					
1	Institutional Investors	0	0	0	0	
2	Non-Institutional Investors	0	0	0	0	
	Body Corporate	213401	4.21	0	213401	2.28
	Individual	2042372	40.30	13,75,000	34,17,372	36.56
	HUF	872	0.02	1,05,000	1,05,000	1.13
	Others (including NRIs, Clearing Members, IEPF)	34000	0.68	0	34000	0.36
	Total Non-Promoters Holding (B)	2290645	45.20	14,80,000	14,82,541	100
	Grand Total (A+B)	2776255	45.20	14,80,000	14,82,541	100

Allotment of Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

Objects and purpose of the Preferential Issue:

Funds raised through the proposed preferential issue will be utilized for the purpose of meeting long-term/ short-term working capital requirements, routine capital expenditure and other general corporate purposes.

Proposed time of Allotment:

The allotment of the Equity Shares in the present preferential issue will be made within a period of 15 days from the date of passing of the Special Resolution by the members through Extra-Ordinary General Meeting of the Company.

Undertaking with regard to re-computation of issue price:

In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee.

Certificate of the Practicing Company Secretary: A Practicing Company Secretary – Mr. Ravi S Sharma has certified that the present preferential issue is being made in accordance with the requirements contained the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2018, as amended up to date. A copy of the certificate shall be kept for inspection at the Registered Office of the Company during the business hours and uploaded on the website of the company at the following link: <http://trinitygroup.ind.in/announcements.html>

Other Undertakings:

TRINITY LEAGUE INDIA LIMITED

- a. None of Directors or Promoters of the Company has been declared as wilful defaulter, Fraudulent Borrower or fugitive economic offender as defined under the SEBI ICDR Regulations.
- b. As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable.

Principle terms of assets charged as securities:

Not applicable

Other Disclosures:

a. Report of registered valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment.

b. During the period from 01st April, 2022 till the date of notice of this EGM, the Company has not made any preferential allotment.

c. The declarations have been received from the proposed allottees that:

1. They have not sold the shares of the Company (holding if any) during the 6 (six) months period prior to the relevant date
2. They shall undertake to comply with the provision of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (if applicable)
3. They have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor specified in the resolution is being sought by way of a special resolution as set out in the said item of the Notice. Further in terms of Regulations 160 of ICDR Regulations, a special resolution needs to be passed by shareholders of a listed Company prior to issue of specified securities on preferential basis.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, and rules made thereunder and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions. The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your directors, therefore, recommend the resolution for your approval.

The resolution and the terms stated therein and in the explanatory statement herein above shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

Issue of the said Equity Shares would be well within the Authorized Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the said Item in the accompanying notice for approval by the members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

BY ORDER OF THE BOARD
For TRINITY LEAGUE INDIA LTD.

Date: 30.11.2022

Place: Noida

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

S. No.	Name of the Proposed Allottees	PAN of the Proposed Allottee	Address of the Proposed Allottees	Category (Promoter/ Non - Promoter)	Identity of the natural person who are the ultimate beneficial owner of the shares of the proposed allottee and/or who ultimately control the proposed allottee	Pre Issue Shares		No. of securities to be allotted through preferential allotment	Post Issue Shares	
						Pre-Issue No. of Shares held	Pre issue % of capital that allottees held		Post-Issue No. of Shares	Post issue % of capital that allottees will hold
1	Devinder Kumar Jain	AAFPJ2457B	F-75, Sector-44, Noida - 201301, U.P.	Promoter	Devinder Kumar Jain	2063600	40.73%	18,00,000	3863600	41.34%
2	Madhulika Jain	AAFPJ2456A	F-75, Sector-44, Noida - 201301, U.P.	Promoter	Madhulika Jain	707300	13.96%	10,00,000	1707300	18.27%
3	Rajiv	AAIHR9801A	E-65, Vasant Vihar, New Delhi - 110057	Non - Promoter	Rajiv	0	0	2,50,000	2,50,000	2.67%
4	Anupama Singh	CRUPS6216D	A-504, ACE Aspire, Noida Extn. 201306	Non - Promoter	Anupama Singh	0	0	2,50,000	2,50,000	2.67%
5	Santosh Kumawat	ALUPK6837G	B-54, Shakti Nagar, Tonk Road, Jaipur	Non - Promoter	Santosh Kumawat	0	0	1,25,000	1,25,000	1.34%
6	Harish Verma	ACPPV9444E	B-54, Shakti Nagar, Tonk Road, Jaipur	Non - Promoter	Harish Verma	0	0	1,00,000	1,00,000	1.07%
7	Manju Jain	ABPPJ1170Q	B-22, New Anaj Mandi, Chandpole, Jaipur	Non - Promoter	Manju Jain	0	0	1,25,000	1,25,000	1.34%
8	Amisha Jain	AIQPJ4726Q	145, Shri Vihar Colony, Tonk Road, Jaipur	Non - Promoter	Amisha Jain	0	0	1,10,000	1,10,000	1.18%
9	Ashok Kumar Jain	ABTPJ9760C	145, Shri Vihar Colony, Tonk Road, Jaipur	Non - Promoter	Ashok Kumar Jain	0	0	1,10,000	1,10,000	1.18%
10	Disha Jain	AERPJ3005R	B-22, New Anaj Mandi, Chandpole, Jaipur	Non - Promoter	Disha Jain	200	0.00%	1,10,000	1,10,200	1.18%
11	Rajesh Jain (HUF)	AAJHR1484E	C-291, Siddharth Nagar, Opp. Krishna Guest House, Jaipur	Non - Promoter	Rajesh Jain	0	0	1,05,000	1,05,000	1.02%
12	Samyak Jain	AIQPJ4727R	C-291, Siddharth Nagar, Opp. Krishna Guest House, Jaipur	Non - Promoter	Samyak Jain	2341	0.04%	95,000	97,341	1.02%
13	Tanishq Jain	AIQPJ4728A	C-291, Siddharth Nagar, Opp. Krishna Guest House, Jaipur	Non - Promoter	Tanishq Jain	4	0.00%	1,00,000	1,00,004	1.07%

Note: The Company does not have any outstanding warrants / Debentures or any other securities convertible into equity share.