

TRINITY LEAGUE INDIA LIMITED

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

Tel. No.: 011-40562329, website: www.trinityasia.in; e-mail: trinityleague@trinitygroup.ind.in

CIN No. L74999DL1988PLC031953

NOTICE OF THE 01/2017-18 EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2017-18 Extra Ordinary General Meeting of **Trinity League India Limited** will be held on **Tuesday the 6th day of March, 2018 at 01.00 P.M.** at the registered office of the Company at A 23, Mandakini Enclave, Alaknanda, G.K-II, New Delhi - 110019 to transact the following business:

SPECIALBUSINESS:**Item 1:****To appoint Statutory Auditor of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under as amended from time to time or any other Law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s S. K. Mehta & Co., *Chartered Accountants*, having registration No. 000478N, be and are hereby appointed as the Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s Sadana & Co., *Chartered Accountants*.

RESOLVED FURTHER THAT, M/s S. K. Mehta & Co., *Chartered Accountants* (FRN: 000478N), be and are hereby appointed as the Statutory Auditors of the Company from this Extra-Ordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March 2018 on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Auditors.”

Item 2:**Approval of contract / arrangement for related party transaction**

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

“RESOLVED THAT pursuant to the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to ratify/ approve all existing contracts / arrangements/ agreements and to enter into any other contract(s)/ transaction(s) with Trinity Reinsurance Brokers Limited (“TRBL”), related party within the meaning of the aforesaid law, the value of which either singly or all taken together may exceed ten per cent of the annual turnover of the Company as per audited financial statements of FY: 2016-17; having the following facts and as detailed in the Explanatory Statement annexed hereto:

Description of Contract	Period of Contract	Total annual cumulative contract value with Related Party (Estimated figures)
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.	3 Years (i.e. Three Years from the date of executing the agreement)	Rs. 5Crore

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and be authorized to approve aforesaid transactions and the terms & conditions thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to sign, execute all such documents, instruments in writing, on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolutions.”

Item 3:

To approve remuneration of Managing Director in excess of the limits as prescribed under section 197

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board be and is hereby authorised to decide and pay remuneration to Mr. Devinder Kumar Jain upto an amount of Rs. 60,00,000/- (Rupees Sixty Lacs Only) per annum inclusive of all remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/ incentives, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice in such manner as may be agreed be and between the Board and Mr. Devinder Kumar Jain.

RESOLVED FURTHER THAT Mrs. Madhulika Jain, Director of the Company be and is hereby authorized to execute the above-said Agreement on behalf of the Company with Mr. Devinder Kumar Jain for the purpose to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts, deeds, matter and things as may be deemed necessary to give effect to the above resolution.”

For TRINITY LEAGUE INDIA LIMITED

8th Feb, 2018

S/d

Gaurav Tomar

Company Secretary

M. No. A50075

Address: 3157, 4th Floor, Phatak Nanak
Chand Mohalla Dassan, Chawri Bazar
Delhi - 110006

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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 26.02.2018 to 06.03.2018. The book closure dates have been fixed in consultation with the Stock Exchanges.
4. Pursuant to section 101 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.
5. The Notice of EGM 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 EGM 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 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.
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 03rd March, 2018 and will end at 5.00 pm on 05th March, 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 Extra Ordinary General Meeting is attached herewith.

E-Voting Process instructions:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 03rd March, 2018 at 10.00 AM and ends on 05th March, 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 28th February, 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.

TRINITY LEAGUE INDIA LIMITED

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).
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- (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 Corporate.
 - 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: 08.02.2018

Place: New Delhi

Sd/-
(GauravTomar)
Company Secretary
M.No. A50075

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
Item No.1

M/s Sadana & Co., Chartered Accountants, have tendered their resignation from the position of Statutory Auditors due to some circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in general meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s S. K. Mehta & Co., Chartered Accountants (FRN : 000478N) to be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Sadana & Co., Chartered Accountants.

M/s S. K. Mehta & Co., Chartered Accountants (FRN : 000478N), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No.2

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business on an arm's length basis.

However, pursuant to regulation 23(4) of SEBI LODR, 2015, approval of the shareholders through Ordinary Resolution is required for all 'material' related party transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The following transactions to be entered into by the Company, together with transactions already entered into by the Company with Trinity reinsurance Brokers Limited. ("TRBL"), a related party, during the current financial year, even though are in the ordinary course of business and on an arm's length basis, are estimated to exceed 10% of the annual turnover of the Company as per the audited financial statements of the Company for the year ended 31st March, 2017:-

Sr. No.	Nature of Transaction	FY: 2017-18 Estimated Annual Value of Contracts & Services [in Rs. crore]
Rendering of Management Consultancy Services by the Company to TRBL:		
1.	Reimbursement of Salary	1.50
2.	Data Processing, Analysis, Storage	1.50
3.	Reimbursement of other related expenses (i.e. Rent, Travelling & Conveyance Expense, Training & Reading Materials, Recruitment Expenses)	1.75
4.	Miscellaneous Expenses	0.25
	Total	5.00

The other particulars of above transactions are as under:-

Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution:
Trinity reinsurance Brokers Limited ("TRBL")	Mr. Devinder Kumar Jain, Managing Director	Father of Mr. Akhilesh Jain and Mr. Harshit Jain	(for details of transactions, refer table above)	The transactions are in the ordinary course of business and are at an Arm's Length basis.
	Mrs. Madhulika Jain, Director	Mother of Mr. Akhilesh Jain and Mr. Harshit Jain		
	Mrs. Saloni Jain, Director	Wife of Mr. Akhilesh Jain		

Item No.3

In terms of Rule 7 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V, the Company, shall obtain approval of the Members by Ordinary Resolution, if the remuneration paid to its Managerial Personnel exceeds the limits specified under Section 196, 197 read with Schedule V and other applicable rules of the Companies Act, 2013.

Thus, the Board of Directors recommends the resolution as Ordinary Resolution as set out at Item no.3 of the notice for your approval.

Except, Mr. Devinder Kumar Jain, Mrs. Madhulika Jain and Mrs. Saloni Jain, no Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The following additional detailed information as per Section – II of Schedule V is as follows:

I. General Information:				
(a) Nature of industry	Management Consultancy			
(b) Date or expected date of commencement of commercial production.	Company commenced its business in 1988. Since the Company is into service sector, hence there is no date of commercial production.			
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable			
(d) Financial performance based on given indicators.		2016-17	2015-16	2014-15
	Gross Revenue	14,70,000	50,05,000	-
	Profit/loss for the period	(8,06,830)	11,93,764	(25,11,607)
	Earnings per share	(0.16)	0.25	(0.53)
Rate of Dividend	N.A	N.A	N.A	
(e) Foreign investments or collaborators, if any	The Company has not made any foreign investments and neither entered into any foreign collaborations.			
II. Information about the appointee:				
(a) Background details	Mr. Devinder Kumar Jain Mr. Devinder Kumar Jain holds a Bachelor Degree in Commerce with in depth experience of the company's Industry.			
(b) Past remuneration	The remuneration drawn by Mr. Devinder Kumar Jain during the past two years is as follows:			

	Year	Rs. (In Lacs)	
	2015-16	NA	
	2016-17	NA	
(c) Recognition or awards	-		
(d) Job profile and his suitability	<p><u>Mr. Devinder Kumar Jain</u> Devinder K. Jain has more than 38 years of experience as a successful entrepreneur as an Insurance professional.</p>		
(e) Remuneration proposed	Salary: upto a maximum of Rs. 5,00,000/- per month with a authority to the Board or a committee thereof to fix the salary and annual increments , which would be effective April 1, every year, as may be decided by the Board, base on merit and taking into account the Company's performance, with in the said maximum amount.		
(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.		
(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	<p><u>Mr. Devinder Kumar Jain:</u> Does not have any pecuniary relationship with the Company except remuneration drawn as Managing Director and being relative of Mrs. Madhulika Jain and Mrs. Saloni Jain and being the shareholder of the Company.</p>		
III. Other information:			
(a) Reasons of loss or inadequate profits	Reduction in revenue is primarily due to the higher administrative cost incurred for ongoing funds requirement of the Company.		
(b) Steps taken or proposed to be taken for improvement	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. The Company has earned significant mandates in last quarter of previous year, which would be executed in current year		
(c) Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year		

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

Date: 08.02.2018
Place: New Delhi

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



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, GK-II, NEW DELHI-110019

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id: _____

DP ID: _____

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

1. Name: _____ E-mail Id: _____

Address: _____

_____ Signature:

or failing him

2. Name: _____ E-mail Id: _____

Address: _____

_____ Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2017-18 Extra ordinary general meeting of the company, to be held on the Tuesday of 06th March, 2018 at 01.00 P.M. at A-23, Mandakini Enclave, Alaknanda, GK-II, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
1.	To appoint Statutory Auditor of the company.		
2.	For approval of contract / arrangement for related party transaction.		
3	To approve remuneration of Managing Director in excess of the limits as prescribed under section 197		

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

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Notes:

- Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at A-23, Mandakini Enclave, Alaknanda, GK-II, 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 01/2017-18 Extra ordinary General Meeting to be held on 06thMarch, 2018 Tuesday at 01.00 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 01/2017-18 Extra ordinary General Meeting of Trinity League India limited

