

TRINITY LEAGUE INDIA LIMITED



TRINITY LEAGUE INDIA LIMITED



**28th
Annual Report
2015-2016**

TRINITY LEAGUE INDIA LIMITED



TRINITY LEAGUE INDIA LIMITED

CIN: L74999DL1988PLC031953

BOARD OF DIRECTORS

Mr. Devinder Kumar Jain	-	Chairman & Managing Director
Mr. Sabihuddin Zafar	-	Director
Mr. Ashok Kumar Chaturvedi	-	Director
Mr. Alok Sinha	-	Additional Director
Mrs. Saloni Jain	-	Director

**COMPANY SECRETARY
& COMPLIANCE OFFICER**

Ms. Disha Maheshwari

REGISTRAR AND SHARE TRANSFER AGENT

M/s. Beetal Financial & Computer Services (P) Limited
Beetal House 3rd Floor, 99,
Madangir Behind Local Shopping Centre,
New Delhi-110062
Telephone: 011-29961281-83

BANKERS

Axis Bank
B-2 & 3, Sector-16
NOIDA-201301

AUDITORS

M/s Sadana & Co.
Chartered Accountants
109, Vishal chambers,
Sector-18, Noida

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Note:

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the company and has issued circulars allowing service of notices/ documents including Annual Report by E-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their E-mail address, so far, are requested to do the same immediately.

TRINITY LEAGUE INDIA LIMITED

CIN No. L74999DL1988PLC031953

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

Telefax.: 011-40562329, **website:** www.trinityasia.in;

E-mail: trinityleague@trinitygroup.ind.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting of the company **TRINITY LEAGUE INDIA LIMITED** will be held on Tuesday, 27th day of September, 2016 at A-23, Mandakini Enclave, Alaknanda, GK II, New Delhi-110019 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, Profit & Loss Account on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Kumar Chaturvedi, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard 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 139 & other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s Sadana & Co., Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a period of 4 (Four) years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM to be held in 2020 subject to their ratification by members every year and that the Board of Directors be and is hereby authorized to fix the remuneration as may be recommended by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS:

4. **REGULARISATION OF THE APPOINTMENT OF MR. ALOK SINHA AS 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 Mr. Alok Sinha, who was appointed as an Additional Director with effect from October 26, 2015, on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and applicable provisions of the Articles of Association (AOA) of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the Company."

5. **RE-APPOINTMENT OF MR. DEVINDER KUMAR JAIN AS MANAGING DIRECTOR**

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members be and is hereby accorded to re-appoint Mr. Devinder Kumar Jain (DIN: 00437646) as Managing Director of the Company for a term of 5 (five) years commencing from 27.08.2016, whose office shall not be liable to retire by rotation, upon such terms and conditions (without remuneration) as set out in the explanatory statement annexed to this Notice with the liberty to the Board to alter and vary the said terms and conditions as it may deem fit and as may be acceptable to Mr. Devinder Kumar Jain."

6. APPOINTMENT OF MS. SALONI JAIN AS WOMEN DIRECTOR CUM INDEPENDENT DIRECTOR

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, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27 under SEBI LODR Regulation 2015, Ms. Saloni Jain (DIN: 03052091), Director of the Company who meets and qualifies the criteria of independence as provided under Section 149(6) and she gives declaration under Section 149(7), be and is hereby appointed as Independent Director of the Company to hold the office for the period of 5 consecutive years commencing from September 27th, 2016, not liable to retire by rotation."

7. APPOINTMENT OF MR. ALOK SINHA AS INDEPENDENT DIRECTOR

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, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rule made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Mr. Alok Sinha (DIN: 02874681), Director of the Company, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of 30.08.2016 AND THAT he shall not be liable to retire by rotation."

Date: 01.09.2016

Place: New Delhi

BY ORDER OF THE BOARD
For TRINITY LEAGUE INDIA LTD.

Registered Office:

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

(Disha Maheshwari)
Company Secretary

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 20.09.2016 to 27.09.2016. 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 24th September, 2016 and will end at 5.00 pm on 26th September, 2016. The company has appointed Mr. Mohit Singhal, Practicing Company Secretary, 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. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
15. The route-map to the venue for the Annual General Meeting is attached herewith.

e-Voting Process instructions

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select name of the Company "TRINITY LEAGUE INDIA LIMITED" from the drop down menu and click on "SUBMIT"
- (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 one (1) then enter RA00000001 in the PAN field.

DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly to 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 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If 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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRIs etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of

the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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

**Date: 01.09.2016
Place: New Delhi**

**(Disha Maheshwari)
Company Secretary**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
ITEM NO. 4**

Mr. Alok Sinha, who was appointed as an Additional Director w.e.f. October 26, 2015, in accordance with the provisions of Section 161 of the Companies Act, 2013 and applicable provisions of the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 and the above director holds office up to the date of the ensuing Annual General Meeting. The Company has received request in writing from a member of the company proposing Mr. Alok Sinha candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Alok Sinha on the Board is desirable and would be beneficial to the Company and hence recommend resolution for adoption.

None of the Directors, except Mr. Alok Sinha and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 4 to be passed as an ordinary resolution.

ITEM NO. 5

With the enactment of the Companies Act, 2013, it has become mandatory for the Company to appoint a Managing Director who shall hold the position of a Key Managerial Personnel in the Company pursuant to the provisions of Section 203. Also keeping in view the management's outlook towards increasing the scale of operations of the Company, it becomes necessary for the Company to have a whole time executive on its Board who will look after the overall functioning of the Company, in addition to assuming full accountability to the Board for all the

operations and shall also be responsible for formulating and successfully implementing the policies of the Company.

On recommendation of the Remuneration Committee of the Company, the Company has decided to re-appoint Mr. Devinder Kumar Jain as Managing Director of the Company.

The Board of Directors of the Company believes that his managerial abilities and analytical skills will help the Company in directing its strategies towards its profitable growth and operation and will help the Company walk along the path of success and achieve its vision and mission.

Therefore, the Directors of the Company recommend the aforesaid resolution for your consideration and approval.

None of the Directors, except Mr. Devinder Kumar Jain, is, in any way, concerned or interested in the proposed resolution.

Terms & Conditions of Re-Appointment and Remuneration:

The terms & conditions of Re-Appointment of Mr. Devinder Kumar Jain are as under:

1. He shall hold his office for a term of five years from the date of re-appointment. However, the Board (powers vested in Remuneration Committee) as well as the proposed Managing Director would be at free will to terminate the office before the said period upon giving reasonable explanations to the effect. The Nomination & Remuneration Committee shall be obliged to conduct a thorough enquiry and give the proposed MD a reasonable opportunity of being heard prior to termination of his office.
2. He shall not be liable to retire by rotation.
3. He shall not be eligible to draw any remuneration from the Company in the capacity of Managing Director.
4. The Managing Director will perform his duties as such with regard to all work of the Company and he will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.
5. The Managing Director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
6. The Managing Director shall adhere to the Company's Code of Business Conduct & ethics for Directors and Management Personnel.

ITEM NO. 6

The Board of Directors has received a notice from the shareholder proposing the candidature of Ms. Saloni Jain (DIN: 03052091) as a Women/ Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received from Ms. Saloni Jain (i) consent in writing to act as Women/ Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rule 2014 (ii) intimation in Form DIR-8 in terms of Companies (

Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Ms. Saloni Jain as Women/ Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation.

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

None of the Directors, Key Managerial Personnel or their relatives, except Ms. Saloni Jain for whom the Resolution relates, are interested or concerned in the Resolution.

The Board seeks approval of the Members for the appointment of Ms. Saloni Jain as Independent Director of the Company for five consecutive years for a term up to 29.08.2021 pursuant to Section 149 and other applicable provisions of the Act, Rules made there under and that she shall not be liable to retire by rotation.

ITEM NO. 7

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

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

However, the proposed Regulation 27 under SEBI Regulation 2015 LODR, relating to corporate governance provides that a person who has already served as an independent director for 5 years or more in a company as on October 1, 2014, shall be eligible for appointment, on

completion of present term, for one term of 5 consecutive years only.

Accordingly, the Board proposes to appoint Mr. Alok Sinha as Independent Director of the Company for a period of 5 years with effect from 30.08.2016, as set out at Item No.7 of this Notice. Notice as required under Section 160 of the Companies Act, 2013 has been received from a member proposing the candidature of the said Independent Director by the Member of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Director.

The Board accordingly recommends the resolutions at Item No. 7 of this Notice for the approval of the Members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Alok Sinha and his relatives are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 7 of this Notice.

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

Date: 01.09.2016

Place: New Delhi

(Disha Maheshwari)

Company Secretary

DIRECTORS' REPORT

To,
The Members,
TRINITY LEAGUE INDIA LIMITED

Your Directors have pleasure in presenting the 28th Annual Report along with the Audited Statement of Accounts of the company for the financial year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS

	Current Year 31.03.2016 (12 Months) (Rs.)	Previous Year 31.03.2015 (12 Months) (Rs.)
Sales & Other Income	5,249,687	32,652
Variation in Stock in Trade	-	-
Operating Profit before Interest, Tax & Depreciation	1851450	(2,155,015)
Less: Interest	1,283	555
Gross Profits	1850167	(2155570)
Less: Depreciation	384708	371509
Profits before Tax	1465459	(2527079)
Less: Provision for tax	271695	-
Add: Extraordinary item	-	(15472)
Net profit / (Loss)	1193764	(2511607)

DIVIDEND

The Board of Directors of the Company do not recommend any dividend for the financial year ended 31st March, 2016.

PUBLIC DEPOSITS

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

RESERVES

The Company has not transferred any amount to reserves out of the profits for the financial year ended on 31st March, 2016.

AUDITORS' REPORT

The Auditors have not qualified the Auditors report.

AUDITORS

M/s Sadana & Co., Chartered Accountants, the retiring Auditors, have expressed their consent to continue as Statutory Auditors of company have confirmed that their appointment, if made, would be within the limits prescribed U/s 139(2) of the Companies Act, 2013. Accordingly, M/s Sadana & Co., Chartered Accountants, are proposed to be appointed as Statutory Auditors of the Company at the ensuing Annual General Meeting. Their appointment has also been recommended by the Audit

Committee.

INTERNAL AUDITOR

Company has appointed M/s R. Mediratta & Associates, Chartered Accountants as Internal Auditor of the company under section 139(1) of the Companies Act, 2013 from F.Y. 2016-2017.

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, 2016, the Board/KMP consisted of following :

S. No.	Name of Directors/ KMPs
1.	Devinder Kumar Jain
2.	Ashok Kumar Chaturvedi
3.	Sabihuddin Zafar
4.	Ashwani Sethi
5.	Saloni Jain
6.	Simran Kaur

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)© of the Companies Act, 2013:

- in the preparation of the annual financial statements for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- the accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2016 and of the profit and loss of the company for the year ended on that date;
- the 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;
- the annual financial statements have been prepared on a going concern basis; and
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

AUDIT COMMITTEE

The audit committee has met and reviewed the financial statements for the financial year ended 31.03.2016 and has not given any adverse observations. It has also recommended the reappointment of M/s Sadana & Co., Chartered Accountants as statutory auditors of the Company. Mr. Sabihuddin Zafar, Mr. Ashok Kumar Chaturvedi and Mr. Devinder Kumar Jain are the members of the audit committee.

CORPORATE GOVERNANCE

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

CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- A. CONSERVATION OF ENERGY:** In view of the nature of the activities carried out by the Company, the disclosure of particulars with respect to conservation of energy pursuant to Section 134(3)(m) of the Companies Act, 2013, are not applicable to the Company. However the Company has made best effort and adopted all relevant measures for conservation of energy.
- B. RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION:** In view of the nature of the activities carried out by the Company, the disclosure of particulars with respect to technology absorption pursuant to Section 134(3)(m) of the Companies Act, 2013, is not applicable for the current period.
- C. FOREIGN EXCHANGE EARNINGS AND 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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review, your Company has not given any loan or guarantee which is covered under the provisions of Section 186 of the Companies Act, 2013. However, details of investment made during the year, are given under notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGMENTS WITH RELATED PARTIES

All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions are required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 does not form part of the report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable as Company is not covered under the criteria mentioned in Section 135(1) of the Companies Act, 2013.

MATERIAL CHANGES

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY AND ITS FUTURE OPERATIONS

There are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of future operations of the Company.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

There is no Subsidiary, Associate or Joint Venture Companies of the Company.

REPORT UNDER THE PREVENTION ON SEXUAL HARASSMENT ACT, 2013

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

LISTING

Presently the Company's equity shares are listed on the following Stock Exchanges mentioned below:

Bombay Stock Exchange Ltd. (BSE)

The Delhi Stock Exchange Association Ltd (DSE) (Applied for voluntary delisting)

Your Company is regular in paying listing fees to B.S.E. & D.S.E.

ACKNOWLEDGEMENT

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

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

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

Date: 20.05.2016

Place: New Delhi

(Devinder Kumar Jain)
Chairman & Managing Director

DIN: 00437646

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

(Saloni Jain)

Director

DIN: 03052091

Address: P.No. B-22, Anaj Mandi,
Chandpole, Jaipur - 302001

MANAGEMENT DISCUSSION & ANALYSIS REPORT**INDUSTRIAL SCENE**

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

FINANCIAL OUTLOOK

Your management is quite hopeful that profitability of the company will further improve in coming years.

SEGMENT WISE PERFORMANCE

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

OPPORTUNITIES

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

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

THREATS

1. High Competition from Firms providing Management consultancy services.
2. Wide Availability of Management consultancy providing firms
3. Specialists in rendering of financial advisory services

COMPANY OUTLOOK

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

RISKS MANAGEMENT

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

INTERNAL FINANCIAL CONTROL

The Company has adequate internal financial controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The Company has a mechanism of testing the controls

at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

HUMAN RESOURCES

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

ANNEXURE - II

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2015-2016

Company's Philosophy on Corporate Governance

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

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

Board of Directors

Composition, Meeting and Attendance

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

Composition

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

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

Board Meetings

Eleven Board Meetings were held during the Financial Year 2015-2016. The detailed Agenda and Notice for the Meetings was prepared and circulated in advance to the Directors within the prescribed time. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

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

01.04.2015	22.07.2015
02.04.2015	27.07.2015
10.04.2015	16.10.2015
17.04.2015	26.10.2015
29.04.2015	29.01.2016
02.07.2015	

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

Name	Category	Designation	No. of Board Meetings Held during the last fin. Year i.e. 01.04.2014 - 31.03.2015	No. of Board Meetings Attended	No. of Membership In Boards of Other Companies	Attendance of each Director At last AGM
Mr. Devinder Kumar Jain	Executive Director	Managing Director	11	10	6	Yes
Mr. Sabihuddin Zafar	Non Executive Independent Director	Director	11	5	3	Yes
Mr. Ashwani Sethi	Non Executive Independent Director	Director	11	0	2	No
Mr. Ashok Kumar Chaturvedi	Non Executive Independent Director	Director	11	6	0	No
*Mrs. Madhulika Jain	Non Executive Independent Director	Additional Director	11	7	6	No
Mrs. Saloni Jain	Non Executive Independent Director	Additional Director	11	11	4	No

*Mrs. Madhulika Jain has resigned from the post of Director on 27th July, 2015..

Board Meetings

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

Board's Procedures

(A) Institutionalized decision making process:

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

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

- (i) The meetings are convened by giving appropriate advance notice after obtaining approval of the Chairman of the Board/ Committee. Detailed agenda, management reports and other explanatory statements are circulated in advance in the defined agenda format amongst the members for facilitating meaningful, informed and focused decisions at the meetings. To address specific urgent need, meetings are also being called at a shorter notice. In case of exigencies or urgency Resolutions are passed by circulation.
- (ii) The meetings of the Board/Committees are generally held at the Company's Registered Office in New Delhi.
- (iii) The members of the Board/Committee have complete access to all Information of the Company. The Board is also free to recommend inclusion of any matter in agenda for discussion, Senior management officials are called to provide additional inputs to the items being discussed by the Board/Committee, as and when necessary.

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

Minutes of the proceeding of each Board/Committee meeting are recorded. Draft minutes are circulated amongst all members of the Board/ Committee for their critical appreciations and comments. The comments are incorporated in the minutes, which are finally approved by the Chairman of the Board/Committee. These minutes are confirmed in the next Board/Committee Meeting. The finalized minutes of the proceedings of the meetings are entered in the Minutes Book.

COMMITTEES OF THE BOARD
a) Audit Committee

During the financial year 2015-2016, 6 (Six) meetings of Audit Committee were held on the following dates:

17.04.2015
29.04.2015
22.07.2015
27.07.2015
16.10.2015
29.01.2016

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

Name	Status	Designation	No. of Meetings Held during the last fin. Year	No. of Meetings Attended
Mr. Ashok Kumar Chaturvedi	Chairman	Non-Executive Independent Director	6	6
Mr. Sabihuddin Zafar	Member	Non-Executive Independent Director	6	6
Mr. Devinder Kumar Jain	Member	Executive Director	6	6

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

Terms of Reference

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

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

b) **Investors Grievance Committee**

During the financial year 2015-2016, 5 (Five) meetings of Investor Grievance Committee were held on the following dates:

17.04.2015
29.04.2015
27.07.2015
16.10.2015
29.01.2016

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

Name	Status	Designation	No. of Meetings Held during the last fin. Year	No. of Meetings Attended
Mr. Devinder Kumar Jain	Member	Managing Director	5	5
Mr. Sabihuddin Zafar	Member	Non-Executive Independent Director	5	5

Terms of reference

The Committee has been constituted to specifically look into redressal of shareholders and investor grievances such as transfer of shares, dividend and dematerialization related matters.

Status of Investor complaints as on March 31, 2016 and reported under Regulation 27 under SEBI Regulation 2015 LODR are as under:

Complaints as on 01.04.2015: nil

Received during the year: nil

Complaints disposed off: nil

Complaints unresolved: nil

NOMINATION AND REMUNERATION COMMITTEE

During the financial year 2015-2016, 3(Three) meetings of Nomination and Remuneration Committee were held on the following dates:

01.04.2015
27.07.2015
26.10.2015

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

Name	Status	Designation
Mr. Devinder Kumar Jain	Member	Managing Director
Mr. Ashok Kumar Chaturvedi	Member	Non-Executive Independent Director
Mr. Sabihuddin Zafar	Member	Non-Executive Independent Director

Terms of reference

Its roles, responsibilities and powers shall include the following:

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

Remuneration Policy

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

During the financial year 2015-2016, 4(Four) meetings of Stakeholder Relationship Committee were held on the following dates:

08.06.2015
22.06.2015
23.07.2015
09.11.2015

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

Name	Status	Designation
Mr. Devinder Kumar Jain	Member	Managing Director
Mr. Ashok Kumar Chaturvedi	Member	Non-Executive Independent Director
Mr. Sabihuddin Zafar	Member	Non-Executive Independent Director

Terms of reference

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

GENERAL BODY MEETING

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

Sr. No.	Date	Place	Time	Special Resolution
1.	28/09/2013	Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi-110019	4.00 P.M.	Special Resolution was passed
2.	05/09/2014	A-23, Mandakini Enclave, Alaknanda, G K II, New Delhi-110019	11.00 A.M.	No Special Resolution was passed
3.	21/08/2015	A-23, Mandakini Enclave, Alaknanda, G K II, New Delhi-110019	11.00 A.M.	No Special Resolution was passed

Extra Ordinary General Meeting

No Extra Ordinary General Meeting was held during the year.

Postal Ballot

No Postal Ballot was conducted during the financial year 2015 - 2016.

Compliance with the Mandatory Requirements

1. Management discussion and analysis

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

2. Disclosures

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

b. Related Party Transactions

All the transactions entered by the company were reasonable and routine in nature. None of the transactions with any of the related parties were in conflict with the interest of the

company. The details have been given as part of notes of accounts in the annual report.

c. Statutory Compliance, Penalties and Stricture

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

d. Accounting Treatment

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

e. Review of Director's Responsibility Statement

The Board in its report has confirmed that the Annual Accounts for the year ended March 31, 2016 have been prepared as per applicable Accounting Standards and policies.

f. Reporting of Internal Auditor

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

g. Audit qualifications

Company's financial statements are unqualified.

h. Whistle Blower Policy

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

i. Code of Conduct

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

j. CEO/CFO Certification

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

SECRETARIAL STANDARDS AND SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Standards Audit for the year 2015-16 for audit of secretarial records and procedures followed by the Company in compliance with relevant Secretarial Standards issued by the Institute of Company Secretaries of India, which were recommendatory in nature and Company voluntarily decided to adhere to the same.

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

Management Act, 1999. The Secretarial Audit Report is part of this Annual Report.

Non-Mandatory Requirements

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

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

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

Means of Communication

The Quarterly Financial Results of (30.06.2015, 30.09.2015, 31.12.2015, 31.03.2016) the Company was published in English and Hindi Newspaper i.e. Financial Express (English) and Jansatta (Hindi). Further, information has been supplied to Stock Exchanges.

General Shareholders Information

- a) Annual General Meeting : : 28th Annual General Meeting
 Date : 27.09.2016
 Day : Tuesday
 Time : 11.00 AM
 Place : A-23, Mandakini Enclave, Alaknanda, New Delhi-110019
 Financial Year : 1st April, 2015-31st March, 2016

b) **Financial Calendar**

Tentative calendar for the next year:

c) **For the year ended March 31, 2016 results were announced on:**

S. No	Adoption of Quarterly Results Ended	In the Month of
1.	30th June, 2015	July, 2015
2.	30th September, 2015	October, 2015
3.	31st December, 2015	January, 2016
4.	31st March, 2016	April, 2016

c) **Book Closure**

Book closure is from Wednesday, 21st September, 2016 to Tuesday, 27th September, 2016 for the purpose of Annual General Meeting.

The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 21st September, 2016 to Tuesday, 27th September, 2016 for the purpose of Annual General Meeting.

d) Listing at Stock Exchanges

Stock Exchange	Scrip Code
Bombay Stock Exchange Ltd (BSE)	531846
The Delhi Stock Exchange Association Ltd. (DSE)	N.A. (Applied for voluntary Delisting)

f) Market Price Data

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

Distribution of Shareholding as on March 31, 2016

Shareholding of Nominal value of Rs	No. of Shareholders	%	No. of Shares	Nominal Amount (Rs.)	%
UP TO 5000	1,695	97.64	12,71,300	1,27,13,000	26.0700
5001 TO 10000	14	0.81	1,05,100	10,51,000	2.1600
10001 TO 20000	8	0.46	1,37,100	13,71,000	2.8100
20001 TO 30000	8	0.46	2,23,500	22,35,000	4.5800
30001 TO 40000	4	0.23	1,43,400	14,34,000	2.9400
40001 TO 50000	1	0.06	49,400	4,94,000	1.0100
50001 TO 100000	3	0.17	2,51,100	25,11,000	5.1500
100001 AND ABOVE	3	0.17	26,94,800	2,69,48,000	55.2700
TOTAL	1736	100	48,75,700	4,87,57,000	100

Registrar & Transfer Agent / Investor Correspondence

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

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

Beetal House 3rd Floor, 99, Madangir,

Behind Local shopping centre,

New Delhi-110 062

Telephone: 011-29961281-83

E-mail: beetal@beetalfinancial.com

Compliance Officer

Mrs. Disha Maheshwari

A-23, Mandakini Enclave,

Alaknanda, GK-II,

New Delhi-110019

TRINITY LEAGUE INDIA LIMITED



Dematerialisation of Shares

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

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

Date: 01.09.2016

Place: Delhi

**(Devinder Kumar Jain)
Chairman & Managing Director
DIN: 00437646**

Declaration on Compliance of the Company's Code of Conduct

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

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

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended 31st March, 2016.

Date: 20.05.2016

Place: Delhi

Devinder Kumar Jain
(Chairman & Managing Director)

DIN: 00437646

CHAIRMAN AND MANAGING DIRECTOR CERTIFICATION

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

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

- a) I have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) I further state that to the best of my knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.
- c) I hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- (d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these

deficiencies.

- (e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
- (i) significant changes, if any, in the internal control over financial reporting during the year;
 - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Date: 20.05.2016

Place: Delhi

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

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
UNDER CLAUSE 49 OF LISTING AGREEMENT**

To

The Members,

Trinity League India Limited

New Delhi

We have examined the compliance of conditions of Corporate Governance by Trinity League India Limited, for the year ended on 31st March, 2016, as stipulated in Regulation 27 under SEBI Regulations 2015, LODR of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned LODR.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 20.05.2016

Place: New Delhi

Form No. MR-3

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

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2016**

To,
The Members,
Trinity League India Limited
A-23, Mandakini Enclave
Alaknanda, GK-II
New Delhi-110019

Date of Incorporation: **03.06.1988**
Authorized Share Capital: **110,000,000**
Paid up Share Capital: **4,87,57,000**

We have conducted the secretarial audit of the compliance of applicable statutory provisions to **Trinity League India Limited** here in after referred to as ("**the company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate/ statutory compliances and expressing our opinion thereon.

Based on our verification of the **Trinity League India Limited** 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. We hereby report that in our opinion, the company has, during the audit period covering the financial year 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Trinity League India Limited ("the Company")** for the financial year ended on **31st Day of March, 2016** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made hereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rule 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

- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing client
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- i. The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

We 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 Stock Exchange (s),
- iii. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent 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 and Company have proof of payment of sitting fee to the directors.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that 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.

**For SAS & Associates
Company Secretaries**

Date: 06.08.2016

Place: Delhi

**Shazan Ali
Partner
M No.8748
CP NO.9354**

TRINITY LEAGUE INDIA LIMITED



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

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

- i. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express and opinion on these secretarial records based on our audit.
- ii. 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.
- iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- iv. Wherever required, we have obtained the management representations about the compliance of laws, rules and regulations and happening of events etc.
- v. The Compliance of provisions of corporate and other applicable laws, rules, regulations & standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
- vi. The Secretarial Audit Report is neither as assurance as to the future viability nor for the efficacy of the effectiveness with which the management has conducted the affairs of the Company.

**For SAS & Associates
Company Secretaries**

Date: 06.08.2016

Place: Delhi

**Shazan Ali
Partner
M No.8748
CP NO.9354**

INDEPENDENT AUDITOR'S REPORT

To the Members of Trinity League India Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Trinity League India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis

for our audit opinion on the financial statements:

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the cash flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
 - g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigations as at March 31, 2016 that has any impact on its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

CA Amit Bansal

Partner

Membership Number: 098966

NOIDA

20 May, 2016

Annexure A to the Independent Auditors' Report

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

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified. In our opinion, this programme of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable property are held in the name of the Company.
- (ii) The Company is a service company. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information & explanations given to us, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of Section 73 to Section 76 or any other relevant provisions of the Act and the rules framed there under apply.
- (vi) The Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Act for any of the services rendered by the Company. Accordingly paragraph 3(vi) of the Order is not applicable.
- (vii) According to the information and explanations given to us, in respect of statutory dues:

- (a) The Company has been regular in depositing undisputed statutory dues, including Income Tax and other material statutory dues applicable to it with the appropriate authorities.
- (b) there are no dues of income tax or service tax which have not been deposited on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks, and Government or debenture holders.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order and the nidhi rule 2014 are not applicable.
- (xiii) The company has rendered into transactions with related parties in compliance with the provisions of u/s 177 & 188 of the Act. The details of such related party transaction have been disclosed in the standalone financial statements as required under accounting standards (AS-18), related party disclosure specified under section 133 of the act, read with rule 7 of the co.(accounts) rules, 2014.
- (xiv) In our opinion and according to the information and explanations given to us during the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with him hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Sadana & co.

Chartered Accountants

Firm's registration number: 011616N

CA Amit Bansal

Partner

Membership Number: 098966

NOIDA

20 May, 2016

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

We have audited the internal financial controls over financial reporting of **Trinity League India Limited** ('the Company') as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial

controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial control over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sadana & co.

Chartered Accountants

Firm's registration number: 011616N

CA Amit Bansal

Partner

Membership Number: 098966

NOIDA

20 May, 2016

BALANCE SHEET AS AT MARCH 31, 2016

Particulars	Note No.	Rs.	
		As at 31st March 2016	As at 31st March 2015
1. EQUITY AND LIABILITIES			
<u>Shareholder's Funds</u>			
Share Capital	1	48,757,000	46,957,000
Reserves and Surplus	2	(26,195,816)	(27,389,579)
		22,561,184	19,567,421
<u>Current Liabilities</u>			
Other Current Liabilities	3	120,593	103,435
Short Term Provisions	4	271,695	-
		392,288	103,435
Total		22,953,472	19,670,856
ASSETS			
<u>Non-current assets</u>			
<u>Fixed assets</u>			
Tangible assets	5	1,300,554	1,685,262
Non-Current Investments	6	6,307,081	-
		7,607,635	1,685,262
<u>Current assets</u>			
Trade receivables	7	13,840,701	16,968,857
Cash and cash equivalents	8	504,447	590,714
Short Term loans and advances	9	1,000,689	426,023
		15,345,837	17,985,594
Total		22,953,472	19,670,856

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT 1 to 14

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

As per our Report of even date

For Sadana & Co

For and on behalf of the Board of Directors

Chartered Accountants

Firm's Registration No. 011616N

CA Amit Bansal

Partner

Membership No. 098966

Devinder Kumar Jain
Managing DirectorSaloni Jain
DirectorDisha Maheshwari
Company SecretaryPlace : New Delhi
Dated : 20.05.2016

Statement of Profit and Loss for the year ended 31st March, 2016

Particulars	Note No	Rs.	
		Year Ending 31.03.2016	Year Ending 31.03.2015
INCOME			
Revenue from operations	10	5,005,000	-
Other Income		244,687	32,652
Total Revenue		5,249,687	32,652
EXPENSES			
Supervision & Consultancy Charges		375,000	-
Employee benefit expense	11	1,421,663	1,746,420
Administrative & Selling expenses	12	1,601,574	441,247
Financial costs	13	1,283	555
Depreciation and amortization expense		384,708	371,509
Total Expenses		3,784,228	2,559,731
Profit before exceptional and extraordinary items and tax		1,465,459	(2,527,079)
Extraordinary Items		-	(15,472)
Profit before tax		1,465,459	(2,511,607)
Tax expense:			
(1) Current tax		271,695	-
(2) Deferred tax		-	-
Profit/(Loss) for the period for continuing business		1,193,764	(2,511,607)
Profit/Loss from discontinuing operations		-	-
Profit/Loss for the period		1,193,764	(2,511,607)
Earning per equity share:			
(1) Basic (on Rs. 10/-per share)		0.24	(0.53)
(2) Diluted (on Rs. 10/- per share)		0.24	(0.53)

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT 1 to 14

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

As per our Report of even date

For Sadana & Co

Chartered Accountants

Firm's Registration No. 011616N

CA Amit Bansal

Partner

Membership No. 098966

Place : New Delhi

Dated : 20.05.2016

For and on behalf of the Board of Directors

Devinder Kumar Jain

Managing Director

Saloni Jain

Director

Disha Maheshwari

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR 2015 - 16

Particulars	Rs.		Rs.	
	AMOUNT Rs.	YEAR ENDED 31.03.2016	AMOUNT Rs.	YEAR ENDED 31.03.2015
I CASH FLOW FROM OPERATING ACTIVITIES		1,193,764		(2,527,078)
A) Net Profit as per Profit and Loss Account		1,193,764		(2,527,078)
B) NET PROFIT BEFORE TAXATION AND EXTRAORDINARY ITEM				
C) ADD:				
Depreciation	384,708		371,509	
Prior Year Adjustment	-		15,472	
Provision for Taxation	-		-	
	384,708	1,578,472	386,981	(2,140,097)
D) LESS:				
Interest Income	244,687		32,652	
E) Operating Profit Before Working Capital Changes (B+C+D)		1,333,785		(2,172,749)
F) ADD:				
Decrease in Current Assets	2,553,490		2,827,435	
Increase in Current Liabilities	288,853	2,842,343	-	2,827,435
G) LESS:				
Increase in Current Assets	-		-	
Decrease in Current Liabilities	-	-	248,712	248,712
NET CASH FLOW FROM OPERATING ACTIVITIES		4,176,128		405,974
II CASH FLOW FROM INVESTING ACTIVITIES				
(-) Purchase of Tangible Fixed Assets	-		567,020	
(-) Investments	6,307,081		-	
(+) Interest Income	244,687		32,652	
NET CASH FLOW FROM INVESTING ACTIVITIES		(6,062,394)		(534,368)
III CASH FLOW FROM FINANCING ACTIVITIES				
(+) Share Application Money Received	1,800,000		-	
(-) Payment of Loan	-		-	
NET CASH FLOW FROM FINANCING ACTIVITIES		1,800,000		-
IV NET CASH FLOW DURING THE YEAR (I+II+III)		(86,266)		(128,394)
V Cash and cash equivalents at the beginning of the year		590,715		719,109
VI CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		504,449		590,715

As per our Report of even date

For Sadana & Co

Chartered Accountants

Firm's Registration No. 011616N

CA Amit Bansal

Partner

Membership No. 098966

Place : New Delhi

Dated : 20.05.2016

For and on behalf of the Board of Directors

**Devinder Kumar Jain
Managing Director**

**Saloni Jain
Director**

**Disha Maheshwari
Company Secretary**

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

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

2. Use of estimates

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

3. Revenue Recognition

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

4. Fixed Assets

Fixed Assets are stated at cost of acquisition/construction as reduced by accumulated depreciation. Apart from taxes (Excluding CENVAT) all costs including financial costs up to the date of commissioning and attributable to the fixed assets, freight and other incidental expenses related to the acquisition and installation of the respective fixed assets are capitalized.

Capital work-in-progress is stated at the amount expended up to the date of balance sheet and includes advances paid to suppliers and contractors on account of Capital works.

5. Depreciation

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

6. Investments

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments

are recognized at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

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

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

7. Retirement Benefits

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

8. Provision for Current Tax & Deferred Tax

The company is a loss making entity and therefore accounting for taxes on income as per AS - 22 has not been done.

9. Provisions & Contingencies

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

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

When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resource is remote, no provision or disclosure is made.

Contingent assets are not recognized in the financial statements.

10. Earnings per share(EPS)

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

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

11. Borrowing costs

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

12. Cash Flow Statement

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

Notes on accounts for the year ended March 31, 2016

	Rs. <u>31.03.2016</u>	Rs. <u>31.03.2015</u>
Note 1: Equity Share Capital		
Authorized Share Capital		
1,10,00,000 Equity shares of Rs. 10 each	110,000,000	110,000,000
Issued, Subscribed & Paid Up Share Capital	48,757,000	46,957,000
4,875,700 equity shares of Rs. 10/-each fully paid-up	48,757,000	46,957,000
Reconciliation of Share Capital		
	No. of shares	No. of shares
Equity shares at beginning of the year	4,695,700	4,695,700
Add: No of reissue of forfeited shares	180,000	-
Equity shares at end of the year	4,875,700	4,695,700

The details of shareholders holding more than 5% shares:

	No. of Shares	% Holding	No. of Shares	% Holding
	31.03.2016		31.03.2015	
Devinder Kumar Jain	1,767,500	37.64	1,305,400	27.80
Madhulika Jain	707,300	15.06	707,300	15.06

Note 2: RESERVES & SURPLUS

	Rs.	Rs.
Capital Reserve		
As per last balance sheet	3,098,220	3,098,220
Less: Forfeiture of shares during the year	-	-
	<u>3,098,220</u>	<u>3,098,220</u>

Profit & Loss Account

Balance in Profit & Loss A/c- Opening	(30,487,800)	(27,976,193)
Add ; Profit during the year	1,193,764	(2,511,607)
Balance in Profit & Loss A/c- Closing	<u>(29,294,036)</u>	<u>(30,487,800)</u>
	(26,195,816)	(27,389,580)

Note 3: Other Current Liabilities

Expenses Payable	109,250	103,435
Duties & Taxes	11,343	-
	<u>120,593</u>	<u>103,435</u>

Note 4: Short Term Provisions

Income Tax	271,695	-
	271,695	-

Note 5: Tangible Assets [Refer Depreciation Schedule]

Plant & Equipment	1,186,471	1,511,091
Furnitures & Fixtures	-	-
Office Equipment	114,083	174,171
	1,300,554	1,685,262

Note 6: Non Current Investment

Long Term Investment	2,711,561	-
Investment in Equity Instrument		
Unquoted Shares		
56180 Equity Share of Trinity Global Enterprises Ltd	3,595,520	-
	6,307,081	-

Note 7: Trade Receivables

Debts outstanding for a period more than 6 months considered good	-	1,052,545
Other Debts considered good	13,840,701	15,916,312
	13,840,701	16,968,857

Note 8: Cash and cash equivalents

Cash on hand	102,507	564,359
Balance with scheduled Banks		
In Current account	401,940	26,355
	504,447	590,714

Note 9: Short -term loans and advances

TDS Receivable	906,172	382,165
Input Service Tax	62,188	40,301
Prepaid Expenses	4,329	3,557
Advances	28,000	-
	1,000,689	426,023

DEPRECIATION SCHEDULE AS PER COMPANY ACT AS AT 31ST MARCH 2016

Figures in Rs.

S. No	PARTICULARS	GROSS BLOCK		AS AT 31.03.2016	RATE	DEPRECIATION		NET BLOCK		
		AS AT 01.04.2015	ADDITION			SOLD	AS AT 01.04.2015	FOR THE YEAR	UPTO 31.03.2016	AS AT 31.03.2016
1	PLANT & MACHINERY	6,388,236	-	-	4.75%	4,929,396	298,032	5,227,428	1,160,808	1,458,840
2	FURNITURE & FIXTURE	721,723	-	-	6.33%	721,723	-	721,723	-	-
3	ELECTRIC INSTALLATION	559,789	-	-	4.75%	518,809	26,588	545,397	14,392	40,980
4	OFFICE EQUIPMENT	1,146,424	-	-	4.75%	960,984	60,088	1,021,072	125,352	185,440
	T O T A L Rs...	8,816,172	-	-		7,130,912	384,708	7,515,620	1,300,552	1,685,260
	FIGURES FOR PREVIOUS YEAR	8,249,152	567,020	-		6,759,403	371,509	7,130,912	1,685,260	1,791,768

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

1. Related Party Disclosures (AS 18):

a. Related Parties & their relationship

Key Management Personnel / Directors

- i) Ms. Simran Kaur Company Secretary
- ii) Mr. Ashok Kumar Chaturvedi Director
- iii) Mr. Devinder Kumar Jain Managing Director

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

S.NO.	NAME OF THE PARTY	AMOUNT	PARTICULARS
a)	M.M.Carpet & Industries Ltd	20,75,611/-	Receipt of Receivable
b)	Ms. Simran Kaur	3,86,527/-	Key Managerial Personnel Remuneration
c)	Mr. Ashok Kumar Chaturvedi	25,000/-	Director's Sitting Fee

2. Auditor's Remuneration

PARTICULARS	AS at 31.03.2016	AS at 31.03.2015
Statutory audit fee	15000	15000
Tax audit fee	11000	11000
TOTAL	26000	26000

3. EARNINGS PER SHARE (EPS)

The Basic and Diluted EPS is Calculated as under:

PARTICULARS	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Earning before Extra Ordinary Item	14,65,459.00	(25,27,078.00)
Earning After Extra Ordinary Item	14,65,459.00	(25,11,606.00)
Weighted average number of Equity Shares outstanding during the year	48,75,700.00	46,95,700.00
Nominal Value of Equity Shares (Rs.)	10	10
Basic and Diluted Earnings per Share (Rs.) before Extra Ordinary Item	0.24	(0.53)
Basic and diluted Earnings Per share (Rs.) After Extra ordinary Item	0.24	(0.53)

4. CASH INFLOW/ OUTFLOW IN FOREIGN CURRENCY

- No such transactions were incurred during the year.
5. Balances relating to Debtors, Creditors, Loans and Advances are subject to confirmation.
 6. There are no Micro, Small and Medium Enterprise, to whom the company owes dues, which are outstanding for more than 45 days as at 31st March, 2016. This information required to be disclosed under the Micro, Small Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.
 7. No provision for retirement benefits has been made, in view of accounting policy no. 7. The impact of the same on profit and loss is not determined.
 8. Figures for the previous year have been rearranged/ regrouped / recast wherever necessary and possible to conform to the current year presentation/ classification.
 9. In the financial year 2011 - 12, the Company has forfeited 591200 shares and on account of such forfeiture the share capital was inadvertently reduced by Rs. 59, 12, 000/-. These shares have been further re-issued in subsequent financial years and consequently the share capital has increased on account of such re-issue.
 10. Figures are rounded off to the nearest rupee.

FOR SADANA & CO.

Chartered Accountants
FRN: 011616N

For and on behalf of the Board

(CA Amit Bansal)
Partner
M.No. 098966

D.K.Jain
Managing Director
DIN 00437646

Saloni Jain
Director
DIN 03052091

Place : New Delhi
Date: 20.05.2016

Disha Maheshwari
Company Secretary

TRINITY LEAGUE INDIA LIMITED



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

2. Name: _____ E-mail Id: _____

Address: _____

Signature:

or failing him

3. 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 28th Annual general meeting of the company, to be held on the Tuesday of 27th September, 2016 at 11.00 a.m. at A-23, Mandakini Enclave, Alaknanda, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2016.		
2.	To appoint a Director in place of Mr. Ashok Kumar Chaturvedi, who retires by rotation and being eligible offers himself for re-		
3.	appointment. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s),		
4.	the following resolution as an Ordinary resolution. Regularisation of the appointment of Mr. Alok Sinha classified as Director of the company.		
5.	Re-appointment of Mr. Devinder Kumar Jain as Managing Director.		
6.	Appointment of Ms. Saloni Jain as Women Director cum Independent Director.		
7.	Appointment of Mr. Alok Sinha as Independent Director.		

Signed this..... day of..... 2016

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.

TRINITY LEAGUE INDIA LIMITED



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 Twenty Eighth Annual General Meeting to be held on 27th September, 2016 Tuesday at 11.00 a.m. at A-23, Mandakini Enclave, Alaknanda, New Delhi-110019.

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

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



TRINITY LEAGUE INDIA LIMITED



Book-Post

**If undelivered, please return to:
TRINITY LEAGUE INDIA LIMITED
A-23, Mandakini Enclave,
Alaknanda, New Delhi-110019**