NOTICE

NOTICE is hereby given that the **38th ANNUAL GENERAL MEETING (AGM)** of the members of **TRINITY LEAGUE INDIA LIMITED ('the Company')** will be held through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM') on **Wednesday, the 30th day of September, 2026 at 12:00 PM** to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements – Ordinary Resolution

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Statutory Auditors thereon, and the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the report of the Statutory Auditors thereon, as laid before the Members, be and are hereby received, considered and adopted.**"**

Item No. 2: Re-appointment of Director retiring by rotation – Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made thereunder, Smt. Madhulika Jain (DIN: 00437683), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.**"**

SPECIAL BUSINESS:

Item No. 3: Re-appointment of Independent Director for second term

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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 **("Act")**, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the approval/recommendation of the Board of Directors, **Mr. Neeraj Jha (DIN: 09429177)**, who has been appointed as an Independent Director of the Company for his first term commencing from December 10, 2021 and ending on December 9, 2026, and who meets the criteria for independence as provided under the Act and the SEBI LODR Regulations and has submitted the requisite declarations and confirmations in this regard, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from December 10, 2026 and ending on December 9, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof and/or any person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, proper or expedient to give effect to this resolution.**"**

Item No. 4: Approval of Material Related Party Transactions

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 188 and other applicable provisions of the Companies Act, 2013 **("Act")**, read with the rules made thereunder, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, the Company's Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions, and subject to such approvals, consents, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded for entering into and/or continuing with the material related party transactions and/or contracts and arrangements with the related parties as set out in the Statement annexed to the Notice convening this Annual General Meeting, on such terms and conditions as may be determined by the Board of Directors and/or the Audit Committee, provided that such transactions are undertaken in accordance with the applicable provisions of law, the Company's Related Party Transaction Policy and the terms and conditions approved by the Audit Committee and the Board of Directors.

RESOLVED FURTHER THAT the Audit Committee and the Board of Directors of the Company be and are hereby authorised to determine, finalise and vary the terms and conditions of the aforesaid transactions, provided that such transactions remain within the limits and parameters approved by the Members and comply with the applicable provisions of the Act, the SEBI LODR Regulations and the Company's Related Party Transaction Policy.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof and/or any person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, proper or expedient to give effect to this resolution.**"**

Item No. 5: Approval for Sale and Transfer of 50% Equity Shareholding of the Company in Agrotech Risk Private Limited to Smt. Madhulika Jain

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 188 and other applicable provisions, if any, of the Companies Act, 2013 **("Act")**, read with the rules made thereunder, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, the Company's Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions, and subject to such approvals, consents, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded for the sale and transfer by the Company of its 50% equity shareholding comprising 35,23,800 (Thirty-Five Lakh Twenty-Three Thousand Eight Hundred) equity shares held in Agrotech Risk Private Limited, an associate company of the Company, to Smt. Madhulika Jain (DIN: 00437683), Director and Promoter of the Company and a related party, for an aggregate consideration of ₹10,00,000 (Rupees Ten Lakh only), on such terms and conditions as may be approved by the Audit Committee and the Board of Directors and as more particularly set out in the Statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT subject to approval of the Members and completion of all applicable statutory, regulatory and other formalities, the Board of Directors of the Company, including any Committee thereof and/or any person authorised by the Board, be and is hereby authorised to finalise and execute the Share Purchase Agreement ("SPA") and/or such other agreement(s), deed(s), transfer instrument(s), share transfer form(s), declaration(s), undertaking(s) and other documents as may be necessary or expedient for giving effect to the aforesaid sale and transfer, on the terms and conditions approved by the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof and/or any person authorised by the Board, be and is hereby authorised to make all necessary filings, submissions, applications, disclosures and intimations with the Registrar of Companies, recognised stock exchange(s), statutory/regulatory authorities and/or any other authority, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

Item No. 6: Shifting of Registered Office from the National Capital Territory of Delhi to the State of Uttar Pradesh and consequent alteration of the Memorandum of Association

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 Sections 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 **("Act")**, read with the Companies (Incorporation) Rules, 2014 **("Rules")**, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to the approval of the Regional Director, Northern Region, Ministry of Corporate Affairs and such other approvals, permissions, consents and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the National Capital Territory of Delhi to the State of Uttar Pradesh.

RESOLVED FURTHER THAT upon such shifting of the Registered Office, Clause II of the Memorandum of Association of the Company relating to the Registered Office of the Company be and is hereby altered and substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Uttar Pradesh.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof and/or any person authorised by the Board, be and is hereby authorised to make applications, petitions and submissions before the Regional Director, Northern Region, Ministry of Corporate Affairs, Registrar of Companies and/or any other statutory or regulatory authority, to make such modifications, amendments or alterations to the application and documents as may be required, and to file all necessary forms, returns and documents including Form MGT-14, INC-23, INC-28, INC-22 and such other forms as may be applicable, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
For **Trinity League India Limited**
Sd/-
GAURAV BAJPAI
Company Secretary &
Compliance Officer

Place: New Delhi
Date: 04th September, 2026

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC on Wednesday, September 30, 2026 at 12:00 P.M. (IST). The deemed venue of the proceedings of the 38th AGM shall be the Registered Office of the Company at A-23, Mandakini Enclave, Alaknanda, New Delhi – 110019

2. Information regarding appointment/re-appointment of Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

3. Pursuant to the MCA Circulars read with SEBI Circular dated January 05, 2023 and SEBI Circular SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023 (“SEBI Circular”), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Company Secretary by email to trinityleague@trinitygroup.ind.in with a copy marked to beetalrta@gmail.com and scrutinizer at csgauravashwani@gmail.com, at least 48 hours before the commencement of AGM.

4. The AGM will be held through VC/OAVM on Zoom Platform and the members may attend and participate in the AGM by clicking on the below given link:

   https://us05web.zoom.us/j/86071071668?pwd=VAWJ4If2bV1UnBScL5OcajQt0wh2aS.1

   OR alternatively, by manually entering the below Meeting ID and Passcode:

   Meeting ID: 860 7107 1668
   Passcode: 4TTXHG

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. The Register of Members and Share Transfer Books of the company will remain closed from 24th September, 2026 to 30th September, 2026 (both days inclusive).

8. Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) and Bank details by every shareholder, accordingly, shareholders are requested to please update PAN and Bank details to their Depository Participant in case of Demat holding. Members holding shares in physical form may submit the PAN and Bank details to the Company or the Registrar.

9. Members who have multiple folios with identical order of names are requested to intimate to the Company those folios to enable the Company to consolidate all shareholdings into one folio.

10. SEBI has amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 and mandated that transfer of securities would be carried out in dematerialized form only except in case of transmission / transposition of securities.

11. In case of physical transmission of shares, copy of PAN Card of the transferee is mandatory.

12. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation which include easy liquidity, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

13. In accordance with the MCA Circular and SEBI Circular, physical copies of the Annual Report comprising of Financial Statements, Report of the Board of Directors, Auditor's Report etc. is not being dispatched to the shareholders. However, the members who wish to receive the physical copy of the Annual Report may make a request to the Company Secretary at his email Id: **trinityleague@trinitygroup.ind.in**. The Notice of AGM and Annual Report are being sent in electronic mode to members whose e-mail IDs are registered with the company or the RTA. Members who have not got their email id registered with the Company are requested to inform your email id to the Company or its RTA with details of folio number and attaching a self-attested copy of PAN card at trinityleague@trinitygroup.ind.in or to beetalrta@gmail.com in case of physical holding and in case of demat holding update your email id with the depository participant.

14. Members are also requested to notify any changes in their email ID or Bank Mandates or address to the Company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change of email ID or Bank mandates or address to their Depository Participants.

15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.

16. All material documents are open for inspection by the members on all working days at the Registered Office of the Company till the conclusion of the Annual General Meeting.

17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by CDSL.

18. The e-voting period will commence at **10.00 am on 27th September, 2026** and will end at **5.00 pm on 29th September, 2026**.

19. The facility for voting through electronic voting system shall also be made available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting.

20. The members who have casted their vote through remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

21. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

22. The Company has appointed Mr. Gaurav Ashwani & Associates, Practicing Company Secretary (ACS 57744, CP 22050), to act as the Scrutinizer, for conducting the scrutiny of the votes cast, in a fair and

transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

23. The voting results shall be declared within two working days from the conclusion of the 38th AGM and the resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions.

24. The results declared along with the Scrutinizer's Report(s) will be displayed at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, in accordance with the provisions of the Act. The results shall also be placed on the website i.e. www.trinitygroup.ind.in.

E-Voting Process instructions:

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

(i) The voting period begins on **27th September 2026 at 10:00 AM** and ends on **29th September 2026 at 05:00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23rd September 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

(iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

(v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

(vi) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-

	Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vii) The shareholders should log on to the e-voting website www.evotingindia.com.

(viii) **Click on** "Shareholders" module.

(ix) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. **OR**

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

(x) Next enter the Image Verification as displayed and Click on Login.

(xi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(xii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(xiii) After entering these details appropriately, click on "SUBMIT" tab.

(xiv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xvi) Click on the EVSN for the relevant TRINITY LEAGUE INDIA LIMITED on which you choose to vote.

(xvii) 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.

(xviii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xix) 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.

(xx) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xxi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xxii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xxiii) Shareholders can also cast their vote using CDSL's mobile app **"m-Voting".** The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xxiv) **Note for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; trinityleague@trinitygroup.ind.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

By order of the Board of Directors
For **Trinity League India Limited**

Sd/-
GAURAV BAJPAI
Company Secretary &
Compliance Officer

Place: New Delhi
Date: 04th September, 2026

DETAILS OF THE DIRECTOR TO BE REAPPOINTED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS FOR GENERAL MEETINGS (SS-2)

Particulars	Details
Name of Director	Madhulika Jain
DIN	00437683
Age	66 years
Designation	Non-Executive Non-Independent Director
Date of first appointment on the Board	August 28, 2017
Qualifications	Graduate
Brief Resume / Experience	Mrs. Madhulika Jain brings extensive experience in risk management services, complemented by a strong financial background. Her valuable expertise and strategic insights enable her to advise the Board effectively on critical matters, providing sound guidance and helping the Company navigate challenging times with confidence and resilience.
Expertise in specific functional areas	Risk Management and Financial Matters.
Terms and conditions of re-appointment	Re-appointment as Director liable to retire by rotation, subject to approval of the Members at the ensuing 38th AGM.
Remuneration proposed	Nil
Remuneration last drawn	Nil
Shareholding in the Company, including beneficial ownership	14,32,300 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel	Spouse of Mr. Devinder Kumar Jain, Managing Director of the Company
Number of Board Meetings attended during FY 2025-26	5 (Five)
Directorships held in other companies	6 (Six)
Membership/Chairmanship of Committees of other Boards	None
Listed entities from which she has resigned as a Director during the preceding three financial years	None
Listed entities where she holds directorship	None
Membership/Chairmanship of Committees in listed entities	None
Nature of expertise in specific functional areas	Risk Management and Financial Matters
Skills and capabilities required for the role and manner in which the proposed person meets such requirements	She possesses the requisite knowledge, skills and experience in the areas of risk management and financial matters. Accordingly, the Board is of the view that her knowledge, experience and expertise are relevant to the Company.

Particulars	Details
Name of Director	Mr. Neeraj Jha
DIN	09429177
Age	47 years
Designation	Non-Executive Independent Director
Date of first appointment on the Board	December 10, 2021
Qualifications	Master's degree in Yoga & Meditation and Bachelor's degree in Law
Brief Resume / Experience	He has eight years' experience as a Legal Professional and has been associated with his Yoga Centre - Ashtanga Yoga Tech, for 23 years
Expertise in specific functional areas	Governance, Compliance, Risk Management and Strategic Matters.
Terms and conditions of re-appointment	Second term of five consecutive years from December 10, 2026 to December 9, 2031
Remuneration proposed	Nil
Remuneration last drawn	Nil
Shareholding in the Company, including beneficial ownership	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
Number of Board Meetings attended during FY 2025-26	5 (Five)
Directorships held in other companies	1 (One)

Membership/Chairmanship of Committees of other Boards	None
Listed entities from which he has resigned as a Director during the preceding three financial years	None
Listed entities where he holds directorship	None
Membership/Chairmanship of Committees in listed entities	None
Nature of expertise in specific functional areas	Governance, Compliance and Risk Management
Skills and capabilities required for the role and manner in which the proposed person meets such requirements	He possesses the requisite knowledge, skills and experience in the areas of governance, compliance, risk management and strategic matters. His experience as a legal professional provides him with an understanding of legal and regulatory matters, while his long-standing professional association with the field of Yoga and Meditation brings a diverse perspective. Accordingly, the Board is of the view that his knowledge, experience and expertise are relevant to the role of an Independent Director.

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

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice convening the 38th Annual General Meeting of the Company.

ITEM NO. 3

Re-appointment of Mr. Neeraj Jha as an Independent Director for a Second Term

Mr. Neeraj Jha (DIN: 09429177) was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from December 10, 2021 and ending on December 9, 2026.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 04, 2026, has recommended the re-appointment of Mr. Neeraj Jha as an Independent Director of the Company for a second term of five consecutive years commencing from December 10, 2026 and ending on December 9, 2031, subject to the approval of the Members of the Company by way of a Special Resolution.

The proposed re-appointment is in accordance with the provisions of Section 149(10) of the Companies Act, 2013 and the applicable provisions of the SEBI LODR Regulations. An Independent Director is eligible for re-appointment for a second term of up to five consecutive years on passing of a Special Resolution by the Company.

Mr. Neeraj Jha has confirmed that he satisfies the criteria of independence prescribed under Section 149(6) of the Act and the applicable provisions of the SEBI LODR Regulations. He has also furnished the requisite declarations and confirmations, including confirmation that he is not disqualified from being appointed as an Independent Director under the Act and applicable regulations.

The Board, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that Mr. Neeraj Jha possesses the requisite qualifications, experience, expertise and skills and that his continued association as an Independent Director would be beneficial to the Company.

The Company has received the consent, declaration of independence and other requisite documents from Mr. Neeraj Jha as required under the Act and the SEBI LODR Regulations.

Except Mr. Neeraj Jha, to the extent of his proposed re-appointment, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

ITEM NO. 4

Approval of Material Related Party Transactions

The Company proposes to enter into the following transaction(s) with the related party during the period commencing from the date of this AGM and continuing up to the conclusion of the next AGM:

SN	Name(s) of the related party	Nature of Relationship	Proposed Transaction	Proposed Value (in Cr)
1	Agrotech Risk Private Limited	Associate Company	Sale/ Purchase of Goods/ Services,	25

			Grant/ Receipt of Loans & Advances	
2	Trinity Global Enterprises Limited	Common Directorship	Sale/ Purchase of Goods/ Services, Grant/ Receipt of Loans & Advances	25
3	Trinity Group Venture Limited	Common Directorship	Sale/ Purchase of Goods/ Services, Grant/ Receipt of Loans & Advances	25
4	Trinity Industries Limited	Common Directorship	Sale/ Purchase of Goods/ Services, Grant/ Receipt of Loans & Advances	25
5	Trinity Infradeveloper Pvt. Ltd.	Common Directorship	Sale/ Purchase of Goods/ Services, Grant/ Receipt of Loans & Advances	25
6	Trinity Reinsurance Brokers Ltd.	Significant Influence	Sale/ Purchase of Goods/ Services, Grant/ Receipt of Loans & Advances	25
7	MDAH Global Limited	Common Directorship	Sale/ Purchase of Goods/ Services, Grant/ Receipt of Loans & Advances	25
8	Globus Trade Links Pvt. Ltd	Significant Influence	Sale/ Purchase of Goods/ Services, Grant/Receipt of Loans & Business Advances	25
9	M.M. Carpets & Industries Limited	Common Directorship	Sale/ Purchase of Goods/ Services, Grant/Receipt of Loans & Business Advances	25

The proposed transaction(s) are in the ordinary course of business of the Company and are proposed to be undertaken on an arm's length basis.

The Audit Committee has reviewed and approved the proposed transaction(s) in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The approval of the Members is being sought for the aforesaid related party transaction(s) for the period commencing from the date of this Annual General Meeting and up to the conclusion of the next Annual General Meeting, subject to the limits and terms specified in the resolution.

The proposed value specified above represents the maximum aggregate value of the transaction(s) proposed to be undertaken with the concerned related party during the aforesaid approval period. The transaction(s) shall be undertaken on such terms and conditions as may be mutually agreed between the Company and the related party, subject to applicable laws and the limits approved by the Members.

The Board of Directors, after considering the nature, terms and value of the proposed transaction(s), is of the opinion that the proposed transaction(s) are in the best interests of the Company and its Members and recommends the resolution set out at Item No. 4 of the Notice for approval of the Members.

The Directors and Key Managerial Personnel of the Company, and their respective relatives, may be deemed to be concerned or interested in the proposed transactions to the extent of their respective directorship, shareholding, significant influence or other relationship, as applicable, with the concerned related parties. Accordingly, the concerned Directors, Key Managerial Personnel and their respective relatives shall be deemed to be concerned or interested, financially or otherwise, in the resolution, to the extent of their respective interest in the concerned related party.

The Board recommends the resolution set out at Item No. 4 for approval of the Members.

ITEM NO. 5

Approval for Sale and Transfer of 50% Equity Shareholding of the Company in Agrotech Risk Private Limited to Smt. Madhulika Jain

The Company holds 3,523,800 equity shares representing 50% of the equity share capital of Agrotech Risk Private Limited **("Agrotech")**, an associate company of the Company.

The Company proposes to sell and transfer its entire 50% equity shareholding in Agrotech, comprising 3,523,800 (Thirty-Five Lakh Twenty-Three Thousand Eight Hundred) equity shares, to Smt. Madhulika Jain (DIN: 00437683), Director and Promoter of the Company, for an aggregate consideration of ₹10,00,000 (Rupees Ten Lakh only), subject to approval of the Members and completion of applicable statutory and regulatory formalities.

Smt. Madhulika Jain is a Director and Promoter of the Company and, accordingly, is a related party of the Company. The proposed sale and transfer therefore constitutes a related party transaction under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

Materiality of the Transaction under Regulation 23 of the SEBI LODR Regulations

The annual consolidated revenue from operations of the Company for the financial year ended March 31, 2026 was ₹18.01 lakh. Accordingly, 10% of the annual consolidated revenue from operations of the Company amounts to ₹1.80 lakh.

The proposed consideration of ₹10.00 lakh exceeds the aforesaid threshold and represents approximately 55.52% of the annual consolidated revenue from operations of the Company.

Accordingly, the proposed transaction is being placed before the Members for prior approval as a material related party transaction in accordance with Regulation 23(4) of the SEBI LODR Regulations. Regulation 23 requires prior Audit Committee approval for related party transactions and prior shareholder approval for material related party transactions.

For the avoidance of doubt, the Company's other income of ₹17.91 lakh for the financial year ended March 31, 2026 has not been considered in determining the annual consolidated turnover for the purpose of the aforesaid materiality calculation.

Rationale and Benefit of the Proposed Transaction

The proposed sale represents the Company's exit from its investment in Agrotech and is intended to facilitate the restructuring of the shareholding of Agrotech.

The investment in Agrotech has been fully provided for diminution in value in the audited financial statements of the Company as at March 31, 2026 and, accordingly, the carrying value of the Company's investment in Agrotech is Nil as at March 31, 2026.

The Company has not received any income/contribution from Agrotech during the financial year ended March 31, 2026.

Consideration / Fair Value of the Shares

The aggregate consideration proposed for the transfer of the aforesaid 3,523,800 equity shares is ₹10,00,000/-.

The consideration has been determined having regard to the financial position and underlying value of Agrotech Risk Private Limited and other relevant factors considered by the Company.

The proposed transaction is therefore being undertaken for an aggregate consideration of ₹10,00,000/-, as approved/ recommended by the Audit Committee and the Board of Directors, and subject to approval of the Members.

Particulars of the Proposed Related Party Transaction

Particulars	Details
Name of the Related Party	Smt. Madhulika Jain
DIN	00437683
Nature of Relationship	Director and Promoter of Trinity League India Limited
Name of the Associate Company	Agrotech Risk Private Limited
Nature of Transaction	Sale and transfer of equity shares held by the Company in Agrotech Risk Private Limited
Number of Equity Shares proposed to be transferred	3,523,800 equity shares
Percentage of equity share capital of Agrotech represented	50%
Aggregate Consideration	₹10,00,000 (Rupees Ten Lakh only)
Basis of Consideration	Agreed consideration having regard to the financial position and underlying value of Agrotech
Proposed Tenure / Completion	One-time transaction, subject to approval of the Members and completion of applicable statutory and regulatory formalities
Mode of Consideration	Through normal banking channels
Carrying Value of Investment in the Company's audited financial statements as at March 31, 2026	Nil, after provision for diminution in value of Investments
Income/Contribution from Agrotech to the Company during FY 2025-26	Nil
Company's annual consolidated revenue	₹18.01 lakh

from operations for FY 2025-26	
10% of annual consolidated revenue from operations	₹1.80 lakh
Proposed transaction as % of annual consolidated revenue from operations	55.52%
Advance paid/received	Nil
Proposed definitive documentation	Share Purchase Agreement and/or such other definitive transaction documents as may be required, to be executed after receipt of the requisite approvals
Rationale / business purpose	Exit from the investment in Agrotech and restructuring of its shareholding

Approvals and Other Regulatory Requirements

The proposed transaction has been recommended/ approved by the Audit Committee and the Board of Directors, subject to the approval of the Members and completion of such other statutory, regulatory and corporate formalities as may be applicable.

Upon receipt of the approval of the Members, the Company shall finalise and execute the Share Purchase Agreement and/or other definitive transaction documents and complete the sale and transfer in accordance with applicable law.

Interest of Directors, Key Managerial Personnel and their Relatives

Smt. Madhulika Jain (DIN: 00437683), being the proposed purchaser/ transferee of the shares and a Director and Promoter of the Company, and Shri Devinder Kumar Jain, being the Promoter and Relative of Mrs. Madhulika Jain are concerned and interested, financially and otherwise, in the proposed resolution.

Save and except Smt. Madhulika Jain and Shri Devinder Kumar Jain, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

In accordance with Regulation 23(4) of the SEBI LODR Regulations, no related party shall vote to approve the resolution, whether or not the entity/person is a related party to the particular transaction.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

ITEM NO. 6

Shifting of Registered Office from the National Capital Territory of Delhi to the State of Uttar Pradesh and Consequential Alteration of the Memorandum of Association

The Registered Office of the Company is presently situated in the National Capital Territory of Delhi.

The Board of Directors has proposed to shift the Registered Office of the Company from the National Capital Territory of Delhi to the State of Uttar Pradesh, subject to approval of the Members and the Regional Director, Northern Region, Ministry of Corporate Affairs and such other approvals as may be required under applicable law.

The proposed shifting of the Registered Office is intended to facilitate the Company's administrative and operational requirements and to have the Registered Office situated at the proposed premises in the State of Uttar Pradesh.

Consequent upon the shifting of the Registered Office from one State to another, Clause II of the Memorandum of Association of the Company is required to be altered to reflect the new State of the Registered Office.

Accordingly, approval of the Members by way of a Special Resolution is being sought pursuant to Sections 12 and 13 of the Companies Act, 2013.

The proposed alteration shall be effective only upon obtaining the requisite approval of the Regional Director, Northern Region, Ministry of Corporate Affairs and completion of all applicable statutory and regulatory formalities. Section 13(4) requires the alteration of the Memorandum concerning the State of the Registered Office to be approved by the Central Government, with the relevant functions exercised by the Regional Director.

Pursuant to Rule 30 of the Companies (Incorporation) Rules, 2014, the requisite application and supporting documents shall be filed with the Regional Director upon approval of the Members, together with such documents and compliances as prescribed. The process includes submission of the general meeting notice and explanatory statement and the special resolution, among other documents.

Proposed alteration

The existing Clause II of the Memorandum of Association relating to the Registered Office shall be substituted with the following:

"II. The Registered Office of the Company will be situated in the State of Uttar Pradesh."

The proposed shifting of the Registered Office will not result in any alteration in the objects or business activities of the Company.

The Board of Directors is of the view that the proposed shifting of the Registered Office is in the interest of the Company and its Members and recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Interest of Directors/KMP

None of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

By order of the Board of Directors
For **Trinity League India Limited**
Sd/-
GAURAV BAJPAI
Company Secretary &
Compliance Officer

Place: New Delhi
Date: 04th September, 2026