



**TRINITY  
GROUP**

Certified ISO 9001 : 2008 Company

To,  
Corporate Relationship Department,  
The Bombay Stock Exchange  
1<sup>st</sup> floor, New Trading Ring,  
Rotunda Building, P.J. Towers,  
Dalal Street,  
Mumbai-400001

Dated: 28.08.2017

**COMPANY NAME: TRINITY LEAGUE INDIA LIMITED  
SCRIP CODE: 531846**

**Sub: Notice of AGM**

Dear Sirs,

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of AGM scheduled to be held on Monday, 25<sup>th</sup> September, 2017 at 11.00 AM at the registered office of the Company at A-23, Mandakini Enclave, Alaknanda, New Delhi-110019.

Kindly take the same on your record.

Thanking you,

Yours Faithfully,

**For Trinity League India Limited**

  
**Gaurav Tomar**  
Company Secretary



Encl : as above

**TRINITY LEAGUE INDIA LTD.**

Regd. Office : A-23, Mandakini Enclave, Alaknanda, G. K. II, New Delhi 110 019

Ph: 011 40562329 - Email: trinityleague@trinitygroup.ind.in

Website : www.trinityasia.in

CIN NO. L74999DL1988PLC031953

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**907**



### NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of **TRINITY LEAGUE INDIA LIMITED** will be held on Monday, 25<sup>th</sup> day of September, 2017 at 11:00 A.M. at A-23, Mandakini Enclave, Alaknanda, GK II, New Delhi-110019 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2017, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Saloni Jain (holding DIN 03052091), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Sadana & Co., Chartered Accountants (FRN No. 011616N) as a Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company."

#### SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashok Kumar Chaturvedi (DIN: 01732571), a non-executive Director of the Company, who has submitted a declaration of independence

### TRINITY LEAGUE INDIA LTD.

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under Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years (5) effective from Sep 25, 2017 up to Sep 24, 2022 and whose office shall not be liable to retire by rotation."

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

**"RESOLVED THAT** Mrs. Madhulika Jain (DIN:- 00437683), who was appointed as an Additional Director with effect from August 28, 2017, 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."

**Date:** 28.08.2017

**Place:** New Delhi

**Registered Office:**

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

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

  
**(Gaurav Tomar)**

**Company Secretary**  
M.No. A50075





#### NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
3. The Register of Members and Share Transfer Books of the company will remain closed from 19.09.2017 to 25.09.2017. 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 22<sup>nd</sup> September, 2017 and will end at 5.00 pm on 24<sup>th</sup> September, 2017. The company has appointed Mr. Mohit Singhal, Practicing Company Secretary (ACS 43204, CP 15995), to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
7. The Scrutinizer shall, within a period of three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
8. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
9. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
10. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such a representative to attend and vote on its behalf at the Meeting.
11. Members/proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
12. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.
13. Any query relating to financial statements must be sent to the Company's Registered Office at least seven days before the date of the Meeting.





14. The route-map to the venue for the Annual General Meeting is attached herewith.

#### **E-Voting Process instructions:**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22<sup>nd</sup> Sep, 2017 at 10:00 A.M and ends on 24<sup>th</sup> Sep, 2017 at 05:00P.M. 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 18<sup>th</sup> Sept, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>• 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.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant TRINITY LEAGUE INDIA LIMITED on which you choose to vote.



- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Date: 28.08.2017

Place: New Delhi

BY ORDER OF THE BOARD  
For TRINITY LEAGUE INDIA LIMITED



(Gaurav Tandan)  
Company Secretary  
M.No. A50075



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

### ITEM NO. 4

Pursuant to the provisions of Section 149(4) of the Companies Act, 2013 (the Act), every listed company shall have at least 1/3<sup>rd</sup> of its total number of directors as independent directors. Section 149(6) of the said Act, lays down the criteria for independence. Mr. Ashok Kumar Chaturvedi non-executive director 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 be entitled to hold office for two consecutive terms of up to 5 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.

Accordingly, the Board proposes to appoint Mr. Ashok Kumar Chaturvedi as Independent Director of the Company for a period of 5 years with effect from 25.09.2017, as set out at Item No.4 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. 4 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. Ashok Kumar Chaturvedi and his relatives, are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 4 of this Notice.

### ITEM NO. 5

The Board of Directors has received a notice from the shareholder proposing the candidature of Mrs. Madhulika Jain (DIN: 00437683) as a Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013.



The Company has received from Mrs. Madhulika Jain (DIN: 00437683) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rule 2014 and (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.

The Resolution seeks the approval of members for the appointment of Mrs. Madhulika Jain (DIN: 00437683) as Director of the Company pursuant to applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Madhulika Jain (DIN: 00437683) proposed to be appointed, as a Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder. A copy of the draft letter for the appointment of Mrs. Madhulika Jain (DIN: 00437683) as a 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 Mr. Devinder Kumar Jain and Mrs. 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 Mrs. Madhulika Jain (DIN: 00437683) as Director of the Company and that she shall be liable to retire by rotation.

#### **PROFILE OF DIRECTORS BEING APPOINTED**

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below;

**Name** : Mr. Ashok Kumar Chaturvedi  
**Age** : 70years  
**Qualifications** : Masters in Political Science  
**Experience** : 42 Yrs experience in various sectors  
**Other Directorships** : NIL

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below;





**Name** : Mrs. Madhulika Jain  
**Age** : 57 years  
**Qualifications** : Graduate in Commerce  
**Experience** : 7yrs experience in Insurance Business  
**Other Directorships** : Mrs. Jain is director in following Company:-

- M.M. Carpets and Industries Limited
- Trinity General Insurance Company Limited
- Trinity Industries Limited
- Trinity Infradeveloper Private Limited
- Trinity Group Venture Limited
- Trinity Global Enterprises Limited
- Agrotech Risk Private Limited

**Date:** 28.08.2017  
**Place:** New Delhi

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

  
**(Gaurav Tomar)**  
**Company Secretary** ★

M.No. A50075



## Route Map for the 29<sup>th</sup> Annual General Meeting of Trinity League India limited

