

*24th*  
*Annual Report*  
*2011-2012*



**TRINITY LEAGUE INDIA LIMITED**

**(Formerly known as DR. WELLMAN'S HOMOEOPATHIC LABORATORY LTD.)**

## TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

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### BOARD OF DIRECTORS

Mr. Devinder Kumar Jain	- Chairman & Managing Director
Mr. Jeewan Aggarwal	- Director
Mr. Ashwani Sethi	- Director
Mr. Gurmeet Singh Dhingra	- Director
Mr. Ashok Kumar Chaturvedi	- Director

### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Simran Chawla

### 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

Punjab National Bank  
Bhikaji Branch,  
New Delhi

### 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

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the company **TRINITY LEAGUE INDIA LTD.** (Formerly known as DR. WELLMAN'S HOMOEOPATHIC LABORATORY LTD.) will be held on Saturday, 29th day of September, 2012 at Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi-110019 at 4.00 P.M. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2012, 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. Gurmeet Singh Dhingra, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ashwani Sethi, who retires by rotation and being eligible offers himself for re-appointment.
4. 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** M/s Sadana & Co., Chartered Accountants, be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors".

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

(Formerly known as **DR. WELLMAN'S HOMOEOPATHIC LABORATORY LTD.**)

**Date:** 04.09.2012

**Place:** Delhi

**(Devinder Kumar Jain)  
Chairman / Managing Director**

### **Registered Office:**

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

### **NOTES:-**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED.
2. MEMBERS/PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING.
3. Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956, are enclosed.
4. The Register of Members and Share Transfer Book of the Company will remain closed on 29<sup>th</sup> September, 2012.
5. The Members are requested to bring their copy of Annual Report at the Annual General Meeting.
6. Members desirous of any information concerning the accounts and operation of the Company are requested to send their queries to the Company at least one week before the meeting, so as, to enable the management to keep information ready. Replies will be provided only at the meeting.
7. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company between 10.00 A.M. to 1.00 P.M. on all working days except Sundays and other holidays up to the date of the Annual General Meeting.

# TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

## DIRECTORS' REPORT

To,  
The Members,  
TRINITY LEAGUE INDIA LTD.

(Formerly known as DR. WELLMAN'S HOMOEOPATHIC LABORATORY LTD.)

Your Directors have pleasure in presenting the 24<sup>th</sup> Annual Report along with the Audited Statement of Accounts of the company for the financial year ended 31<sup>st</sup> March, 2012.

### FINANCIAL HIGHLIGHTS

	<b>Current Year 31.03.2012 (12 Months)(Rs.)</b>	<b>Previous Year 31.03.2011 (9 Months)(Rs.)</b>
Sales & Other Income	16,998,245	8,481,705
Variation in Stock in Trade	-	(340,765)
Operating Profit before Interest, Tax & Depreciation	8,220,774	538,172
Less: Interest	16,863	14,967
Gross Profits	8,203,911	523,205
Less: Depreciation	566,032	96,435
Profits before Tax	7,637,879	426,770
Less: Provision for tax	-	-
Add: Extraordinary item	-	-
<b>Net profit / (Loss)</b>	<b>7,637,879</b>	<b>426,770</b>

### DIVIDEND

Your directors regret their inability to recommend any dividend on the equity shares in view of the heavy accumulated loss incurred by the Company.

### PERFORMANCE

The total income had been increased to Rs. 16,998,245 (2011-2012) from Rs. 8,481,706 (2010-2011) and the profit has been increased to Rs. 76.37 lacs from Rs. 4.27 lacs. In future, your Directors hope the profitability of the company will improve in the coming financial year.

### MATERIAL CHANGES

#### POSTAL BALLOT CONDUCTED FOR THE FOLLOWING BUSINESS:

**1. Forfeiture of Shares** - The company had issued notices to the partly-paid shareholders for payment of arrears of allotment money and due to failure of payment of arrears of allotment money, 591200 equity shares of company were forfeited by the Board of Directors of the company in their meeting held on 15<sup>th</sup> March, 2012.

**2. Change of Name of the Company** - The company has conducted a postal ballot for change of company name from "Dr. Wellman's Homoeopathic Laboratory Ltd." to "Trinity League India Ltd." and the same has been approved w.e.f. 30<sup>th</sup> July, 2012 vide fresh certificate of incorporation issued by Registrar of Companies, Delhi & Haryana.

**3. Alteration in Memorandum and Articles of Association** - The main objects of Memorandum of Association of company has been altered and new segment of business activity is added i.e. rendering of management consultancy and financial advisory services.

**4. Increase in Authorised share capital of company** - The authorised share capital of company has been increased from Rs. 6 cr. to Rs. 11 cr.

**5. Re-issue of 591200 forfeited equity shares** - The Board shall re-issue the 591200 forfeited equity shares to the persons other than existing shareholders.

#### VOLUNTARY DELISTING OF SHARES FROM DELHI STOCK EXCHANGE & AHMEDABAD STOCK EXCHANGE

There has been negligible or no trading of the company's equity shares in Delhi Stock Exchange (DSE) & Ahmedabad Stock Exchange (ASE) from the year December 2000 till date. As the company's equity shares have been mandated by SEBI for compulsory trading in demat form by all investors and BSE have trading terminals in various cities affording to the investors convenient access to trade and deal in the company's equity shares across the country, it is proposed to delist the equity shares of the company from DSE & ASE. Accordingly, Board of Director's approval has been obtained for delisting of equity shares of the company from DSE & ASE at the Board Meeting of the company held on 31<sup>st</sup> day of May, 2012. The proposed delisting of the company's equity shares from DSE & ASE will not be prejudicial to or affect the interests of the investors.

The company has applied for the delisting of its equity shares from DSE & ASE and the same is in process.

The equity shares of the company will continue to be listed on Bombay Stock Exchange (BSE).

# TRINITY LEAGUE INDIA LIMITED

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## **FUTURE PROSPECTS**

Growth in the industry of management consultancy can be expected in the near future. Technological and political forces expose companies in all industries to continuous change. After former waves of lean management many companies are left with insufficient management capacity and –expertise to handle the resulting corporate change processes internally. This creates an ongoing need for consulting services.

The management consultancy market is less dependent from changes in business cycle. Whether boom or recession – clients will always need expert advice to manage their growth or to restructure their business in a declining market.

## **PUBLIC DEPOSITS**

Your Company has not accepted any deposits with in the meaning of Section 58A of the Companies Act, 1956, and the rules made there under.

## **AUDITORS' REPORT**

The Auditors qualified in the Auditors report that according to the last year balance sheet depreciation was under charged by Rs. 199,864.00/-. This amount has been adjusted in the depreciation schedule and has been provided for in the current year in the statement of profit and loss. The company has been charging depreciation on straight line basis.

## **AUDITORS**

M/s Sadana & Co., Chartered Accountants, Delhi, 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 224(1B) of the Companies Act, 1956. 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.

## **DIRECTORS**

Mr. Gurmeet Singh Dhingra and Mr. Ashwani Sethi Directors will retire at the ensuing Annual General Meeting of the Company and being eligible, offer themselves for reappointment.

Mr. Devinder Kumar Jain was appointed as Managing Director for a tenure of 5 years w.e.f. 28.09.2011.

## **DIRECTOR'S RESPONSIBILITY STATEMENT**

The Board of Directors of your Company state:

- i) that in the preparation of the accounts for the financial year ended on 31<sup>st</sup> March, 2012, the applicable Accounting standards had been followed along with proper explanation relating to any material departure;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2012 and of the profit of the Company for that period;
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) that the Directors had prepared the accounts for financial year 31<sup>st</sup> March, 2012 on a going concern basis.

## **AUDIT COMMITTEE**

The audit committee has met and reviewed the financial statements for the financial year ended 31.03.2012 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. Ashwani Sethi and Mr. Jeewan Aggarwal are the members of the audit committee and Mr. Ashok Kumar Chaturvedi is Chairman.

## **CORPORATE GOVERNANCE**

As per clause 49 of the listing agreement with Stock Exchange(s), Management discussion & Analysis Report and Corporate Governance Report is annexed as Annexure I and Annexure II & form part of the Director's Report.

## **PARTICULARS OF EMPLOYEES**

There was no employee receiving remuneration during the year in excess of limits prescribed u/s 217 (2A) of the Companies Act, 1956, and the relevant rules made there under.

## **CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

Information pursuant to Section 217(1) (e) of the Companies Act 1956 read with Companies (Disclosures of Particulars in the Report of Board of directors) Rules, 1988 is as follows:

**Conservation of Energy:** Company continues to pay significant attention towards the conservation of energy and all necessary measures have been taken to optimize the use of electricity, which is being used for manufacturing. However, disclosure in Form-A is not required.

### **Research & Development and Technology Absorption:**

The Company has been improving the quality of its products as per latest fashions through its skilled technical staff. The Company has not imported any technology from abroad.

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## Foreign Exchange Earning and Outgo:

Particulars	(Rs. In Lac)	
	Year ended 31.03.2012	Year ended 31.03.2011
Foreign Exchange Earning	NIL	NIL
Foreign Exchange Outgo	NIL	NIL

## EMPLOYEES RELATIONS

During the year, industrial relations were cordial & harmonious. Your directors wish to place on record the appreciation for the devoted services rendered by the workers, staff and executives of the Company at all levels who have contributed to the efficient and successful management of the Company.

## 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)

The Ahmedabad Stock Exchange Ltd. (ASE) (Applied for voluntary delisting)

Your Company is regular in paying listing fees to B.S.E. & D.S.E. Listing fee to ASE is pending.

The company has applied for voluntary delisting of its securities from Delhi Stock Exchange & Ahmedabad Stock Exchange and the application is under process.

## ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from shareholders, Bankers, Financial Institutions, regulatory bodies and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff for their valuable assistance.

**BY ORDER OF THE BOARD  
FOR TRINITY LEAGUE INDIA LIMITED**  
(formerly known as **DR. WELLMAN'S HOMOEOPATHIC LABORATORY LIMITED**)

**Date:** 04.09.2012

**Place:** Delhi

(Devinder Kumar Jain)  
Chairman & Managing Director

# TRINITY LEAGUE INDIA LIMITED

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**ANNEXURE – I**

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

### **INDUSTRIAL SCENE**

Management consulting has grown quickly, with growth rates of the industry. As a business service, consulting remains highly cyclical and linked to overall economic conditions. In 2001-2003 period, the consulting industry was shrank but grew steadily and since the market is stabilized.

Management consultants advise businesses, non-profits and public sector agencies in the following areas: organizational design, human resources, corporate strategy, IT strategy, marketing and sales, financial advisory and logistics. 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**

The company has earned profits during the current financial year. Your management is quite hopeful that profitability of the company will further improve in coming years.

### **SEGMENT WISE PERFORMANCE**

The Company primarily operates in one segment that is Manufacturing of Homoeopathic Medicines and now the company has entered into 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. Restructuring will be rampant and the consumer landscape for many industries will be substantially changed. 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
4. Big Corporate players available in corporate world

### **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**

The Risks Management policies of the Company ensures that all the moveable and immovable assets of the Company are adequately covered. The same are reviewed by the Board from time to time. Besides the Company is prone to usual risks of the business like change in demand, any change in export policy of the Government, International agreements on trade and tariffs etc.

### **INTERNAL CONTROL SYSTEM**

The company maintains a system of internal controls regarding the effectiveness and efficiency of operations and safeguarding the assets. The company ensures that assets are safeguarded against loss from unauthorized use of disposition and financial dealings are monitored by management on regular basis.

### **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. As on 31.03.2012 the total number of employees was 10.

# TRINITY LEAGUE INDIA LIMITED

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## ANNEXURE – II

### CORPORATE GOVERNANCE REPORT FOR THE YEAR 2011-2012

(As required under clause 49 of the Listing Agreement entered into with the Stock Exchanges)

#### Company's Philosophy on Corporate Governance

Corporate Governance is the application of best management practices, compliance of laws and adherence to ethical standards to achieve the company's objective of enhancing stakeholder value and discharge of social responsibility. The Company emphasizes the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders. The Board considers itself as a Trustee of its Shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth.

**TRINITY LEAGUE INDIA LTD.** (formerly known as DR. WELLMAN'S HOMOEOPATHIC LABORATORY LTD.) believes that good Corporate Governance practices ensures efficient conduct of the affairs of the Company and also helps in maximising value for all its stakeholders. The company emphasizes the need for full transparency and accountability in all its transactions in order to protect the interest of its stakeholders.

As a part of its growth strategy, the Company believes in adopting the 'best practices' that are followed in the area of Corporate Governance across various geographies.

Your company views corporate governance in its widest sense almost like a trusteeship, a philosophy to be progressed, a value to be imbibed and an Ideology to be 'ingrained Into the Corporate culture.

In compliance with the clause 49 of the Listing Agreement 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 clause 49(1)(c)(ii) across all the companies in which he is a director. All the directors have made the requisite disclosures regarding Committee positions held by them in other Companies.

#### Board Meetings

The Board met 10 (Ten times) on the following dates during the period from 01.04.2011 – 31.03.2012.

21.04.2011	05.11.2011
29.06.2011	12.12.2011
01.08.2011	18.01.2012
12.08.2011	03.02.2012
03.09.2011	15.03.2012

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. 01.04.2011 – 31.03.2012	No. of Board Meetings Attended Companies	No. of Membership In Boards of Other	Attendance of each Director At last AGM
*Mr. Devinder Kumar Jain	Executive Director	Managing Director	10	10	6	Yes
Mr. Jeewan Aggarwal	Non Executive Independent Director	Director	10	10	2	Yes
Mr. Gurmeet Singh Dhingra	Executive Director	Director	10	9	0	Yes
Mr. Ashwani Sethi	Non Executive Independent Director	Director	10	8	2	Yes
Mr. Ashok Kumar Chaturvedi	Non Executive Independent Director	Director	10	7	1	Yes

\*Mr. Devinder Kumar Jain was appointed as a Managing Director of company w.e.f. 28.09.2011.

#### Board Meetings

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



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## **Board's Procedures**

### **(A) Institutionalised 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) Where it is not practicable to attach any document or the agenda is of confidential nature, the same is tabled with the approval of CMD. In special and exceptional circumstances, additional or supplemental item(s) on the agenda are permitted. Sensitive subject matters are discussed at the meeting without written material being circulated.
- (iii) The agenda papers are prepared by the concerned officials, sponsored by the concerned functional Directors and submitted for obtaining approval of the Chairman and Managing Director, well in advance duly approved agenda papers are circulated amongst the Board members by the Corporate Consultant and by the respective convener of the Committee.
- (iv) The meetings of the Board/Committees are generally held at the Company's Registered Office in New Delhi.
- (v) The Board/Committee is given presentations covering Finance, Production, Operations, Marketing of the Company and for taking on record quarterly annual financial statements at the pre-scheduled Board/Committee meetings.
- (vi) 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 2011-2012, 4 (four) meetings of Audit Committee were held on the following dates:

21.04.2011    05.11.2011  
12.08.2011    03.02.2012

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	4	4
Mr. Ashwani Sethi	Member	Non-Executive Independent Director	4	4
Mr. Jeewan Aggarwal	Member	Non-Executive Independent Director	4	4

The composition of the Committee is in conformity with clause 49 (II)(A) of the Listing Agreement.

### **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) Remuneration Committee**

During the financial year 2011-2012, no meeting of Remuneration Committee was held.

No remuneration was paid during the current financial year 2011-2012.

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## 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 structure comprises basic salary, commission, perquisites and allowances, contribution to provident fund and other funds in accordance with various related provisions of the Companies Act, 1956. 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.

## c) Investors Grievance Committee

During the financial year 2011-2012, 4 (four) meetings of Investor Grievance Committee were held on the following dates:

21.04.2011      05.11.2011  
12.08.2011      03.02.2012

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

Name	Status	Designation	No. of Meetings Held during the last fin. Year	No. of Meetings Attended
Mr. Devinder Kumar Jain	Member	Managing Director	4	4
Mr. Jeewan Aggarwal	Member	Non-Executive Independent Director	4	4

## 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. Presently, the Committee comprising of two non-executive directors Mr. Jeewan Aggarwal and Mr. Devinder Kumar Jain.

Status of Investor complaints as on March 31, 2012 and reported under clause 41 of the listing agreement are as under:

Complaints as on 01.04.2011:

Received during the year           : 2  
Complaints disposed off           : 1  
Complaints unresolved           : 1 (Processed 1)

## GENERAL BODY MEETING

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

Sr. No.	Date	Place	Time	Special Resolution
1.	30/09/2009	AM-2 Dilkhush Industrial Estate GT Karnal road New Delhi-110033	10.00 A.M	No Special resolution was passed
2.	30/12/2010	5/200, Sunder Vihar, Paschim Vihar, New Delhi-110087	11.00 A.M	No Special resolution was passed
3.	28/09/2011	Community centre, Babar Road, Bengali Market, New Delhi-110001	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 2011 - 2012.

## Compliance with the Mandatory Requirements

### 1. Management discussion and analysis

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

### 2. Subsidiaries

The company has no subsidiaries.

### 3. 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.

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## 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 Companies (Accounting Standard) Rules, 2006 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, 2012 have been prepared as per applicable Accounting Standards and policies.

## f. **Code of Conduct**

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

## g. **CEO/CFO Certification**

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

## **Non-Mandatory Requirements**

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

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

1. Remuneration Committee - The Company has set up a Remuneration Committee pursuant to Clause 49 of the Listing Agreement. 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.
3. Whistle Blower Policy - Presently, the Company does not have a Whistle Blower Policy However, no personnel of the Company has been denied access to the Audit Committee.

## **Means of Communication**

The Quarterly Financial Results of (30.06.2011, 30.09.2011, 31.12.2011, 31.03.2012) 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 : 24th Annual General Meeting  
Date : 29<sup>th</sup> September, 2012  
Day : Saturday  
Time : 4.00 PM  
Place : Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi-110019  
Financial Year : 1<sup>st</sup> April, 2011-31<sup>st</sup> March, 2012

## b) **Financial Calendar**

Tentative calendar for the next year:

## c) **For the year ended March 31, 2012 results were announced on:**

S. No	Adoption of Quarterly Results Ended	In the Month of
1.	30th June, 2011	12 <sup>th</sup> August, 2011
2.	30 <sup>th</sup> September, 2011	5 <sup>th</sup> November, 2011
3.	31 <sup>st</sup> December, 2011	3 <sup>rd</sup> February, 2011
4.	31 <sup>st</sup> March, 2012	5 <sup>th</sup> May, 2012

## d) **Book Closure**

Book closure is on 29<sup>th</sup> September, 2012 for the purpose of Annual General Meeting.

The Register of Members and Share Transfer Books of the Company will remain closed on 29<sup>th</sup> September, 2012 for the purpose of Annual General Meeting.

## e) **Listing at Stock Exchanges**

Stock Exchange	Scrip Code
Bombay Stock Exchange Ltd (BSE)	531846
The Delhi Stock Exchange Association Ltd. (DSE)	N.A.
Ahmedabad Stock Exchange (ASE)	N.A.

The company has applied for voluntary delisting of its securities from Delhi Stock Exchange (DSE) & Ahmedabad Stock Exchange (ASE) and the application is under process.

## TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

### 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, 2012**

Shareholding of Nominal value of Rs.	No. of Shareholder	%	No. of Shares	Nominal Amount (Rs.)	%
UP TO 5000	1,059	61.04	3,70,900	37,09,000	8.2870
5001 TO 10000	425	24.50	3,73,800	37,38,000	8.3518
10001 TO 20000	94	5.42	1,61,100	16,11,000	3.5994
20001 TO 30000	75	4.32	1,88,200	18,82,000	4.2049
30001 TO 40000	21	1.21	78,200	7,82,000	1.7472
40001 TO 50000	21	1.21	1,01,200	10,12,000	2.2611
50001 TO 100000	16	0.92	1,22,800	12,28,000	2.7437
100001 AND ABOVE	24	1.38	30,79,500	3,07,95,000	68.8049
<b>TOTAL</b>	<b>1735</b>	<b>100.00</b>	<b>44,75,700</b>	<b>4,47,57,000</b>	<b>100.0000</b>

#### **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 lodgement of transfer deeds and their queries at the following address:

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

Beetal House 3<sup>rd</sup> Floor, 99, Madangir

Behind Local shopping centre,

New Delhi-110 062

Telephone: 011-29961281-83

E-mail: beetal@beetalfinancial.com

#### **Compliance Officer**

Ms. Simran Chawla

JG-II/125,

Vikas Puri, New Delhi-110018

#### **Dematerialisation of Shares**

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

#### **Brief Resume of the person to be appointed as Director**

Name	Mr. Devinder Kumar Jain
Date of Birth	07.12.1954
Qualification	Graduate
Experience	30 years
Directorship in other Companies	6 Companies
Shareholding in the Company	1012300

**By order of the Board**  
**FOR TRINITY LEAGUE INDIA LTD.**  
(Formerly known as **DR. WELLMAN'S HOMOEOPATHIC LABORATORY LTD.**)

(Devinder Kumar Jain)  
Chairman & Managing Director

Date: 04.09.2012

Place: Delhi

## TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

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### Declaration on Compliance of the Company's Code of Conduct

To  
The Board of Directors,  
Trinity League India Limited  
(Formerly Dr. Wellman's Homoeopathic Laboratory 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 Clause 49 of the Listing Agreement 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 31<sup>st</sup> March, 2012.

**Date: 31.05.2012**  
**Place: Delhi**

**Devinder Kumar Jain**  
**Chairman & Managing Director**

### CHAIRMAN AND MANAGING DIRECTOR CERTIFICATION

I, Devinder Kumar Jain, Chairman cum Managing Director of Dr. Wellman's Homoeopathic Laboratory Limited, 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) There are, to the best of my knowledge and belief, 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 accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I was aware and the steps I have taken or propose to take to rectify these deficiencies.
- d) I have disclosed based on my most recent evaluation, wherever applicable, to the company's auditors and the audit committee of the company's board of directors (and persons performing the equivalent functions)
  - i. all deficiencies in the design or operation of internal controls, which could adversely affect the company's ability to record, process, summarize and report financial data, and have identified for the company's auditors, any material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies;
  - ii. Significant change in internal controls during the year covered by this report;
  - iii. all significant changes in accounting policies during the year if any that the same have been disclosed in the notes to the financial Statements.
  - iv. Instances of significant fraud of which I was aware, that involves management or other employees who have a significant role in the company's internal controls system;

**Date: 31.05.2012**  
**Place: Delhi**

**Devinder Kumar Jain**  
**Chairman & Managing Director**

## **TRINITY LEAGUE INDIA LIMITED**

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

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

To  
The Members,  
Dr. Wellman's Homoeopathic Laboratory Limited  
New Delhi

We have examined the compliance of conditions of Corporate Governance by Dr. Wellman's Homoeopathic Laboratory Limited, for the year ended on 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement 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 Clause 49 of the above mentioned Listing Agreement.

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: 31.05.2012**  
**Place: New Delhi**

**DEEPAK SHARMA**  
**Company Secretary in practice**  
**C.P.No.6898**

# TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homeopathic Laboratory Ltd.)

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## AUDITOR'S REPORT

### To the members of Dr. Wellman's Homeopathic Laboratories Limited

1. We have audited the attached Balance Sheet of Dr. Wellman's Homeopathic Laboratories Limited ("the Company") as at 31st March, 2012 and also the Statement of Profit and Loss and the cash flow statement of the company for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurances about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our Audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (CARO) issued by the Central Government of India in terms of Sub Section 4A of Section 227 of the Companies Act, 1956, We give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the annexure referred to in paragraph 3 above, we report as follows:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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; except in case of depreciation. According to the last year balance sheet depreciation was under charged by ' 199,864.00/-. This amount has been adjusted in the depreciation schedule and has been provided for in the current year in the statement of profit and loss. The company has been charging depreciation on straight line basis.
  - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the cash flow statement dealt with by this report are in compliance with the Accounting Standards referred to in section 211(3C) of the Companies Act, 1956;
  - e) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - i. In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2012
    - ii. In the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
    - iii. In the case of Cash Flow Statement of the cash flows for the year ended on that date.
5. On the basis of written representations received from the Directors as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as Director in terms of section 274(1)(g) of the Companies Act, 1956.

**For Sadana & Co.**  
**Chartered Accountants**  
**Firm Regn. No. 011616N**

**Place: Noida**  
**Date: 31st May, 2012**

**(CA Amit Bansal)**  
**Partner**  
**Membership No. 098966**

# TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

## Annexure to the Auditors' Report

[Referred to in Paragraph (3) thereof]

1. The records maintained by the company showing full particulars including quantitative details and situation of fixed assets. The fixed assets have been physically verified by management during the year.

None of the fixed assets have been revalued during the year.

2. As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable having regard to the size of the company and the nature of its business.

In our opinion and according to the information and explanation given to us, the procedures of physical verification followed by the management are reasonable and adequate in relation to the size of the company and the nature of the business.

In our opinion and according to the information and explanation given to us, the company has maintained proper records of inventory. As explained to us, there were no material discrepancies noticed on physical verification of stocks, as compared to book records. At the year ended 31st March, 2012 there is no closing inventory.

3. The company has not taken any loans, secured or unsecured, from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. The company has granted loans, unsecured, to companies which are related party within the meaning of AS – 18. However such advancement of loan is within the limits prescribed under section 372A of the Companies Act, 1956. Interest has been charged on such advancement of loan to related parties. The year end balances are as follows:

NAME OF THE PARTY	AMOUNT [Rs.]
A. Trinity Global Enterprises Ltd.	305,099.00/-
B. Trinity Industries Limited	687,500.00/-

4. In our opinion and according to the information and explanation given to us, there are adequate internal controls procedures commensurate with size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. In our opinion and according to the information and explanation given to us, there is no continuing failure to correct major weakness in internal control.
5. As explained by the management, the Company has entered into contracts which need to be required to be entered in the register maintained under section 301 of the Company Act, 1956.
6. In our opinion & according to information given to us by the Company it has not accepted deposits from the public, which come under the directives issued by the RBI & the provisions of section 58A, section 58AA or any other relevant provisions of the Companies Act and rules framed there under.
7. The company is not compulsorily under the obligation of an internal audit.
8. According to the information and explanations given to us, the central government has not prescribed under section 209(1) (d) of the companies act, 1956 the maintenance of cost records.
9. According to the information and explanations given to us, the company has deposited timely, the statutory dues payable in respect of Income-Tax, Service Tax PF, ESI, and VAT & CST with the appropriate authorities.
10. The Company has been in existence for a period of more than 5 years. However as at 31st March, 2012; the accumulated losses of the Company exceeds 50% of the net worth by Rs. 1, 16, 27, 380/-
11. The Company has not defaulted in repayment of dues to a Bank or Financial institution. The Company has not issued any debentures; therefore the question of repayment of interest to debenture holders does not arise.
12. According to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a Chit fund, Nidhi or mutual benefit Society. Hence the requirement of clause 4(xiii) of order is not applicable to the company.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investment. Accordingly, the provisions of clause 4(xiv) of the Company (Auditor's report) Order, 2003 are not applicable to the Company.



## TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

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15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
16. According to information and explanations given to us, no fund was raised on short-term basis and/or long term basis so this Para does not seem to be applicable to the Company.
17. According to information and explanations given to us, no preferential allotment of shares have been made by the company to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956
18. The company has not issued any secured debentures during the period covered under audit.
19. During the period covered by our audit report, the company has not raised money by way of public issues.
20. In our opinion and according to the information and explanations given to us and on overall examination of the Balance Sheet, we report that funds raised on short term basis have not been used during the year for long term investment.
21. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no significant fraud on the Company has been noticed or reported during the year.

**For Sadana & Co.  
Chartered Accountants  
Firm Regn. No. 011616N**

**Place: Noida  
Date: 31st May, 2012**

**(CA Amit Bansal)  
Partner  
Membership No. 098966**

# TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

## BALANCE SHEET AS AT MARCH 31, 2012

PARTICULARS	NOTE NO.	As at 31st March, 2012 (₹)	As at 31st March, 2011 (₹)
<b>Shareholder's Funds</b>			
Share Capital	1	44,757,000	47,510,500
Reserves and Surplus	2	(29,279,297)	(40,015,396)
		<b>15,477,703</b>	<b>7,495,104</b>
<b>Current Liabilities</b>			
Trade payables		3,226,685	108,751
Other current liabilities	3	30,042	263,886
		<b>3,256,727</b>	<b>372,637</b>
<b>Total</b>		<b>18,734,430</b>	<b>7,867,741</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	4	2,146,780	2,594,261
<b>Current assets</b>			
Trade receivables	5	13,930,689	553,000
Cash and cash equivalents	6	1,108,445	4,665,677
Short Term loans and advances	7	1,548,516	54,803
		<b>16,587,650</b>	<b>5,273,480</b>
<b>Total</b>		<b>18,734,430</b>	<b>7,867,741</b>

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT

1 to 27

As per our attached report of even date

FOR SADANA & CO.  
Chartered Accountants  
Firm's Registration No.

For and on behalf of the Board of Directors

(CA Amit Bansal)  
Partner  
M. No. 098966

Devinder Kumar Jain  
Managing Director

Jeewan Aggarwal  
Director

Place : New Delhi  
Dated : 31.05.2012

Simran Chawla  
Company Secretary

# TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2012

PARTICULARS	NOTE NO.	Year Ending 31.03.2012 (₹)	Period Ending 31.03.2011 (₹)
<b>INCOME</b>			
Revenue from operations	8	16,916,800	8,481,705
Other Income		81,445	-
<b>Total Revenue</b>		<b>16,998,245</b>	<b>8,481,705</b>
<b>EXPENSES</b>			
Material Manufacturing & Operating Expenses	9	-	2,673,740
Purchase of Traded Goods		412,500	-
Variation in Stock of Finished Goods		-	340,765
Supervision Charges		4,541,000	1,011,350
Employee benefit expense	10	695,764	1,561,014
Administrative & Selling expenses	11	3,152,633	2,356,664
Financial costs	12	16,863	14,967
Depreciation and amortization expense		566,032	96,435
<b>Total Expenses</b>		<b>9,384,792</b>	<b>8,054,935</b>
Profit before exceptional and extraordinary items and tax		7,613,453	426,770
Extraordinary Items		(24,426)	-
Profit before tax		7,637,879	426,770
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
Profit/(Loss) for the period for continuing business		7,637,879	426,770
Profit/Loss from discontinuing operations		-	-
Profit/Loss for the period		7,637,879	426,770
<b>Earning per equity share:</b>			
(1) Basic (on Rs. 10/- per share)		1.70	0.08
(2) Diluted ( on Rs. 10/- per share)		1.70	0.08

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT

1 to 27

As per our attached report of even date

**FOR SADANA & CO.**  
Chartered Accountants  
Firm's Registration No.

For and on behalf of the Board of Directors

(CA Amit Bansal)  
Partner  
M. No. 098966

Devinder Kumar Jain  
Managing Director

Jeewan Aggarwal  
Director

Place : New Delhi  
Dated : 31.05.2012

Simran Chawla  
Company Secretary

# TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

## CASH FLOW STATEMENT FOR THE YEAR 2011-12

PARTICULARS	Year Ended 31.03.2012 (₹)	Year Ended 31.03.2011 (₹)
<b>I CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>7,613,453</b>	<b>426,770</b>
A) Net Profit as per Profit and Loss Account	7,613,453	426,770
<b>B) NET PROFIT BEFORE TAXATION AND EXTRAORDINARY ITEM</b>		
<b>C) ADD:</b>		
Depreciation	566,032	96,435
Prior Year Adjustment	24,426	-
Provision for Taxation	-	-
	<u>590,458</u>	<u>96,435</u>
<b>D) LESS:</b>		
Interest Income	81,445	-
<b>E) Operating Profit Before Working Capital Changes (B+C+D)</b>	<b>8,122,466</b>	<b>523,205</b>
<b>F) ADD:</b>		
Decrease in Current Assets	-	1,938,280
Increase in Current Liabilities	2,884,090	-
	<u>2,884,090</u>	<u>1,938,280</u>
<b>G) LESS:</b>		
Increase in Current Liabilities	14,871,403	278,010
Decrease in Current Assets	-	-
	<u>14,871,403</u>	<u>278,010</u>
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b><u>(3,864,847)</u></b>	<b><u>2,183,475</u></b>
<b>II CASH FLOW FROM INVESTING ACTIVITIES</b>		
(-) Purchase of Tangible Fixed Assets	118,550	-
(-) Investments	-	-
(+) Interest Income	81,445	-
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(37,105)</b>	<b>-</b>
<b>III CASH FLOW FROM FINANCING ACTIVITIES</b>		
(+) Calls in Arrears Received	344,720	952,500
(-) Payment of Loan	-	4,424,000
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b><u>344,720</u></b>	<b><u>(3,471,500)</u></b>
<b>IV NET CASH FLOW DURING THE YEAR (I+II+III)</b>	<b>(3,557,232)</b>	<b>(1,288,025)</b>
V Cash and cash equivalents at the beginning of the year	4,665,677	5,953,702
<b>VI CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b><u>1,108,445</u></b>	<b><u>4,665,677</u></b>

As per our attached report of even date

**FOR SADANA & CO.**  
Chartered Accountants  
Firm's Registration No.

For and on behalf of the Board of Directors

(CA Amit Bansal)  
Partner  
M. No. 098966

Devinder Kumar Jain  
Managing Director

Jeewan Aggarwal  
Director

Place : New Delhi  
Dated : 31.05.2012

Simran Chawla  
Company Secretary

# TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

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## SIGNIFICANT ACCOUNTING POLICIES -YEAR ENDED 31.03.2012

### I. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

#### a) Accounting Convention:

The financial Statements are prepared under historical cost convention on accrual basis in accordance with generally accepted accounting principles and applicable accounting standards in India. The financial statements adhere to the presentational requirements of the Companies Act, 1956.

b) **Use of Estimates:** The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and disclosures thereof at the date of financial statements and the reported amounts if revenue and expense during the reporting period.

### II. REVENUE RECOGNITION:

The revenue has been recognized in conformity with the requirements of Accounting Standard - 9, issued by the Institute of Chartered Accountants of India.

### III. VALUATION OF STOCKS:

As evident from the balance sheet and as per our scrutiny company has no closing stock at the year end.

### IV. TANGIBLE FIXED ASSETS:

Fixed assets are shown at cost less accumulated depreciation. The cost includes all the cost that is incidental to bringing the assets to its current working position and any other subsequent capitalization.

### V. DEPRECIATION:

Depreciation on assets has been provided on pro rata basis under straight line, method and as per the relevant rates mentioned in the Companies Act, 1956. The arrears of depreciation amounting to Rs. 199,864/- pertaining to previous year has been charged during the current year. This ultimately led to the under reporting of profit by Rs. 199,864/-.

### VI. IMPAIRMENT OF ASSETS:

The Company reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of assets not selling prices and value in use.

### VII. CASH FLOW STATEMENT:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and deferrals or accruals of past or future cash receipts or payments. The cash flows from regular operation, financing and investing activities of the company are segregated.

### VIII. PROVISION FOR CURRENT TAX AND DEFERRED TAX:

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

### IX. Treatment of Retirement Benefits

- i) The contributions to Provident Fund are charged to profit & loss Account every year.
- ii) The employees doesn't fall under Gratuity Act, hence no provision required

X. Accounting policies not specifically referred to are consistent with generally accepted accounting principles.

# TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

## Notes on accounts for the year ended March 31, 2012

	31.03.2012 (₹)	31.03.2011 (₹)
<b>Note 1: Equity Share Capital</b>		
Authorized Share Capital		
60,00,000 Equity shares of Rs. 10 each	60,000,000	60,000,000
Issued, Subscribed & Paid Up Share Capital	44,757,000	47,510,500
44,75,700 equity shares of Rs. 10/-each fully paid-up		
	<b>44,757,000</b>	<b>47,510,500</b>

### Reconciliation of Share Capital

	No. of shares	No. of shares
Equity shares at beginning of the year	5,066,900	5,066,900
Less: No of shares forfeited	591,200	
Equity shares at end of the year	<b>4,475,700</b>	<b>5,066,900</b>

### The details of shareholders holding more than 5% shares:

	No. of shares	% Holding 31.03.2012	No. of Shares	% Holding 31.03.2011
Devinder Kumar Jain	1,012,300	22.62	-	-
Madhulika Jain	707,300	15.80	509,000	10.05
Sharad Jain	478,900	10.70	759,000	14.98
Kamal Kant Nagpal	282,600	6.31	690,500	13.63

	31.03.2012 (₹)	31.03.2011 (₹)
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### Note 2: Reserves & Surplus

#### Capital Reserve

As per last balance sheet	-	-
Add: Forfeiture of shares during the year	3,098,220	-
	3,098,220	-

#### Profit & Loss Account

Balance in Profit & Loss A/c- Opening	(40,015,396)	(40,442,166)
Add ; Profit during the year	7,637,879	426,770
Balance in Profit & Loss A/c- Closing	(32,377,517)	(40,015,396)
	(29,279,297)	(40,015,396)

### Note 3: Other Current Liabilities

Salary Payable	30,000	-
Duties & Taxes	42	263,886
	<b>30,042</b>	<b>263,886</b>

### Note 4: Tangible Assets [Refer Depreciation Schedule]

Plant & Equipment	1,792,343	2,235,728
Furnitures & Fixtures	-	46,732
Office Equipment	354,437	311,801
	<b>2,146,780</b>	<b>2,594,261</b>

# TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

	31.03.2012 (₹)	31.03.2011 (₹)
<b>Note 5: Trade Receivables</b>		
Debts outstanding for a period more than 6 months considered good	1,052,545	-
Other Debts considered good	12,878,144	553,000
	<u>13,930,689</u>	<u>553,000</u>
<b>Note 6: Cash and cash equivalents</b>		
Cash on hand	1,096,303	1,315,334
Balance with scheduled Banks		
In Current account	12,142	3,350,343
	<u>1,108,445</u>	<u>4,665,677</u>
<b>Note 7: Short -term loans and advances</b>		
TDS Receivable	413,849	54,797
Due from related parties	992,578	-
Service Tax Input	142,086	-
	<u>1,548,513</u>	<u>54,797</u>
<b>Note 8: Revenue from operations</b>		
Sales Less Returns (Homeopathic Medi.)	-	5,997,705
Supervision & Consultancy Income	16,322,000	2,484,000
Sales Building Material	594,800	-
	<u>16,916,800</u>	<u>8,481,705</u>
<b>Note 9: Material Manufacturing &amp; Operating Expenses</b>		
Opening Stock	-	303,067
Purchases ( including others)	-	2,033,877
Less; Closing Stock	-	-
Total	-	<b>2,336,944</b>
Wages	-	93,571
Factory Rent	-	135,000
Freight Cartage Inward	-	108,225
<b>Total</b>	<u>-</u>	<u><b>2,673,740</b></u>
<b>Note 10: Employee Benefit Expense</b>		
Salaries	677,688	1,488,863
Staff Welfare	18,076	46,225
Contribution to PF & ESI	-	25,926
	<u>695,764</u>	<u>1,561,014</u>
<b>Note 11: Administrative &amp; Selling Expense</b>		
Auditor Remuneration	26,472	26,472
Advertisement expense	178,546	78,433
Business Promotion	79,129	60,419
Legal & Professional Charges	350,377	219,246
Postage & Courier	18,794	47,960
Printing & Stationery	21,901	133,847

# TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

	31.03.2012 (₹)	31.03.2011 (₹)
<b>Administrative &amp; Selling Expense (Contd...)</b>		
Telephone Expense	26,600	64,196
Compounding Charges	1,395,000	-
Conveyance expense	17,793	156,530
Director Sitting Fee	7,500	-
Filing Fee	109,866	-
Cash & Bonus Discount	-	127,567
Listing Fee	35,187	7,550
Reinstatement Charges	700,000	-
Travelling Expense	117,487	1,100,233
Misc. Expense	67,981	135,077
Selling & Distribution Expenses	-	199,134
	<b>3,152,633</b>	<b>2,356,664</b>
<b>Note 12: Financial Cost</b>		
Bank Charges & Commission	4,998	9,012
Interest Paid	11,865	5,955
	<b>16,863</b>	<b>14,967</b>

## Note - 4 : Fixed Assets

S. NO.	PARTICULARS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
		AS AT 01.04.2011	ADDITION	SOLD	AS AT 31.03.2012	RATE	AS AT 01.04.2011	FOR THE YEAR	Arrear of Depreciation last year	UP TO 31.03.2012	AS AT 31.03.2012	AS AT 31.03.2011
1	PLANT & MACHINERY	5,767,716	-	-	5,767,716	4.75%	3,693,312	273,967	128,846	4,096,124	1,671,592	2,074,404
2	FURNITURE & FIXTURE	721,723	-	-	721,723	6.33%	674,991	14,797	31,935	721,723	0	46,732
3	ELECTRIC INSTALLATION	559,789	-	-	559,789	4.75%	398,465	26,590	13,983	439,038	120,751	161,324
4	OFFICE EQUIPMENT	1,027,874	118,550	-	1,146,424	4.75%	716,073	50,813	25,100	791,986	354,438	311,801
	<b>T O T A L Rs...</b>	<b>8,077,102</b>	<b>118,550</b>	<b>-</b>	<b>8,195,652</b>		<b>5,482,841</b>	<b>366,166</b>	<b>199,864</b>	<b>6,048,872</b>	<b>2,146,780</b>	<b>2,594,261</b>
	<b>FIGURES FOR PREVIOUS YEAR</b>	<b>8,077,102</b>	<b>.</b>	<b>-</b>	<b>8,077,102</b>		<b>5,386,406</b>	<b>96,435</b>	<b>-</b>	<b>5,482,841</b>	<b>2,594,261</b>	<b>2,690,696</b>

## NOTES FORMING PART OF ACCOUNTS YEAR ENDED 31.03.2012

### 13. Contingent Liabilities

There is no contingent liability.

- The number of employees throughout the year or any part entitled to receive emoluments in aggregate amounting to Rs. 5,00,000/- or more per month or Rs. 60,00,000/- or more during the year : Nil (Previous year : Nil).
- In the Opinion of the Management the current asset, shown in the Balance Sheet have a value of realization in the ordinary course of the business at least equal to the amount at which they are stated.
- No provision for Taxation has been made, because of brought forward unabsorbed depreciation / business losses and no provision for MAT has made because of negative book profit after adjusting unabsorbed depreciation/ brought forward business losses.
- Depreciation on fixed assets has been provided on pro rata basis under straight line, method and as per the relevant rates mentioned in the Companies Act, 1956
- The board of Directors has not recommended any dividend due to losses. Therefore no provision for dividend has been made.
- The current assets are considered good as certified by the management.
- Balance confirmation in respect of balance appearing under the head Current Assets and Current Liabilities subject to confirmation.



## TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

	Cr. Year	Pr. Year
21. C.I.F. Value of Imports	Nil	Nil
Expenditure in foreign Exchange	Nil	Nil
Earning in Foreign Exchange	Nil	Nil
22. Auditors Remuneration		
Audit fee (including service tax)	26472.00	26,472.00
Tax Matters	-	-
Total	26472.00	26,472.00

### 23. Deferred Tax Liabilities / Assets

There is no virtual certainty of there being sufficient profits available in future to account for deferred tax assets.

### 24. Related Parties Disclosure:

Mr. Devinder Kumar Jain & PAC is related to following parties as required by AS-18:-

Trinity Global Enterprises Limited	Promoter / Director
Trinity Industries Limited	Promoter / Director
M M Carpets & Industries Limited	Promoter / Director

### Related Parties Transactions:

#### Trinity Global Enterprises Ltd

Particulars	Balance as 1.4.2011	Amt. Paid	Amt. Recd	Balance on 31.3.2012
Inter-corporate deposit	-	3,437,100	3,132,001	305,099
Interest		81,445	81,445	-
		3,518,545	3,213,446	305,099

#### Trinity Industries Ltd

Particulars	Balance as 1.4.2011	Amt. Paid	Amt. Recd	Balance on 31.3.2012
Purchases	-	1,100,000	412,500	687,500
				-
		1,100,000	412,500	687,500

#### M M Carpets & Industries Ltd

Particulars	Balance as 1.4.2011	Transaction during the year	Amt. paid	Balance on 31.3.2012
Advisory Services	-	17,545,421	4,667,277	12,878,144
Others	-	434,096	434,096	-
		17,979,517	5,101,373	12,878,144

### 25. Earnings Per Share

PARTICULARS	YEAR ENDED 31/03/2012	YEAR ENDED 31/03/2011
Earning before Extra Ordinary Item	7613453	426770
Earning After Extra Ordinary Item	7637879	426770
Weighted average number of Equity Shares outstanding during the year	4475700	5066900
Nominal Value of Equity Shares (Rs.)	10	10
Basic and Diluted Earnings per Share (Rs.) before Extra Ordinary Item	1.70	.08
Basic and diluted Earnings Per share (Rs.) After Extra ordinary Item	1.70	.08

# TRINITY LEAGUE INDIA LIMITED

(Formerly known as Dr. Wellman's Homoeopathic Laboratory Ltd.)

## 26. Segment Report

The company has identified three reportable segments viz. Homeopathic medicines, Building material and Advisory services. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment revenue and expenses:

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

	Homeopathic Medi.		Build Material		Advisory Services		Unallocable		Total	
	31.3.2012	31.3.2011	31.3.2012	31.3.2011	31.3.2012	31.3.2011	31.3.2012	31.3.2011	31.3.2012	31.3.2011
<b>Segment Revenue</b>										
Net Sales/ Income from operations	-	5,997,705	594,800	-	16,322,000	2,484,000			16,916,800	8,481,705
<b>Segment Results</b>										
Profit from operations before	-	1,007,000	182,000	-	9,544,000	(574,000)			9,726,000	433,000
Less : Interest							16,000	6,000	16,000	6,000
Unallocable Exp/ Income							2,095,000	-	2,095,000	-
Profit before Tax									7,615,000	427,000
<b>Capital Employed</b>										
(Segments assets- Segments liabilities)	1,790,000	4,462,000	594,800	-	13,090,000	3,033,000			15,474,800	7,495,000

27 Previous year figures have been regrouped and rearranged wherever considered necessary.

As per our attached report of even date

**FOR SADANA & CO.**  
Chartered Accountants  
Firm's Registration No.

(CA Amit Bansal)  
Partner  
M. No. 098966

Place : New Delhi  
Dated : 31.05.2012

For and on behalf of the Board of Directors

Devinder Kumar Jain  
Managing Director

Jeewan Aggarwal  
Director

Simran Chawla  
Company Secretary

**TRINITY LEAGUE INDIA LTD.**

(Formerly known as DR. WELLMAN'S HOMOEOPATHIC LABORATORY LTD.)  
REGD OFF: A-23, Mandakini Enclave, Alaknanda, GK II, New Delhi-110019  
Telefax.: 011-40562329, e-mail: trinityleague@trinitygroup.ind.in

**PROXY**

Folio No :

No. of Shares :

I/We.....of.....  
.....being a member  
of TRINITY LEAGUE INDIA LTD. (Formerly known as DR. WELLMAN'S HOMOEOPATHIC LABORATORY LTD.) hereby  
appoint.....of.....  
.....or failing him  
of.....  
as my/our proxy to vote on my/our behalf at the Twenty Fourth Annual General Meeting of the Company to be held on Saturday,  
29<sup>th</sup> day of September, 2012 at the Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi-110019 at 4:00 P.M.  
or at any adjournment thereof.

Affix Rupee  
one  
Revenue  
Stamp

Signed this .....day of .....2012

- Note: (a) The proxy must be deposited at the Registered Office of the Company not less than Forty Eight hours before the time of holding the aforesaid meeting.
- (b) Proxy need not be a member of the Company.

----- ✂ ----- TEAR HERE ----- ✂ -----

**TRINITY LEAGUE INDIA LTD.**

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Telefax.: 011-40562329, e-mail: trinityleague@trinitygroup.ind.in

**ATTENDANCE SLIP**

PLEASE FILL IN THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

PARTICULARS OF THE SHAREHOLDER/PROXY

Folio No :

Name : .....

Address : .....

.....

I hereby record my presence at the Twenty Fourth Annual General Meeting of the Company held on Saturday, 29<sup>th</sup> day of September, 2012 at the Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi-110019 at 4:00 P.M.

(SIGNATURE OF THE SHAREHOLDER/ PROXY)

# BOOK POST

*If undelivered, please return to:*

**TRINITY LEAGUE INDIA LTD.**

(Formerly known as DR. WELLMAN'S HOMOEOPATHIC LABORATORY LTD.)

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