



TRILIANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

NOTICE

Notice is hereby given that the Forty-First Annual General Meeting of the members of Triliance Polymers Limited (Formerly known as Leena Consultancy Limited) will be held on Thursday, the 26th day of September, 2024 at 10.00 a.m at 14th Floor, 1420-B, B & C Wing, C/66, G Block, One BKC, Opp Bank of Baroda, Bandra (E), Mumbai, 400051 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2024 together with the Reports of Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mrs. Manisha Shah (DIN: 00187161) Director, who retires at the 41st Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- 3) To approve, confirm and ratify the appointment of Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation.

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

"RESOLVED THAT pursuant to the provisions of Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), the appointment of M/s Motilal & Associates LLP, Chartered Accountants (Firm Registration No. 106584W/W100751), as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s Nayan Parikh & Co., Chartered Accountants (Firm Registration No.: 107023W) to hold office from 28th June, 2024 till the conclusion of this 41st Annual General Meeting, at such remuneration plus out-of-pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors, be and is hereby approved, confirmed and ratified."

- 4) To appoint the Statutory Auditor of the Company for term of 5 years and fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force M/s Motilal & Associates LLP, Chartered Accountants (Firm Registration No. 106584W/W100751) be and are hereby appointed as the





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this 41st Annual General Meeting ("AGM") till the conclusion of the 46th AGM to be held in the year 2029, at such remuneration plus out of- pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

5) **To regularise the Additional Non-Executive Independent Director Mr. Abhishek Shashikant Agrawal (DIN: 03052720), as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ('SEBI Listing Regulations, 2015'), Mr. Abhishek Shashikant Agrawal (DIN: 03052720) who was appointed by the Board of Directors as an Additional Director with effect from 30th August, 2024 in terms of the provisions of Section 161 of the Act read with Article of Association of the Company and who holds office as such up to the date of this Annual General Meeting and who has submitted the declaration in accordance with Section 149 (7) of the Act that he meets the requisite criteria of independence as provided under Section 149 (6) of the Act and in respect of whom the Company has received a notice under Section 160 of the Act in writing, proposing his candidature for the office of director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders be and is hereby accorded to appoint Mr. Abhishek Shashikant Agrawal (DIN: 03052720) as an Independent Director of the Company to hold the office for the term of One year up to 29th August, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Abhishek Shashikant Agrawal be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Abhishek Shashikant Agrawal shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Act unless he is disqualified to act as an independent Director of the Company before the expiry of the term of One year as per the provisions contained in Sections 149 and 152 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company including its Committee thereof and /or Company Secretary of the Company be and are hereby





TRILANCE POLYMERS LIMITED

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CIN L74110MH1983PLC031034

authorized to do all the acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient to give effect to this resolution".

6) To regularise the Additional Non-Executive Independent Director Mr. Ketan Vyas (DIN: 09053821) as an Independent Director of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ('SEBI Listing Regulations, 2015'), Mr. Ketan Vyas (DIN: 09053821), who was appointed by the Board of Directors as an Additional Director with effect from 30th August, 2024 in terms of the provisions of Section 161 of the Act read with Article of Association of the Company and who holds office as such up to the date of this Annual General Meeting and who has submitted the declaration in accordance with Section 149 (7) of the Act that he meets the requisite criteria of independence as provided under Section 149 (6) of the Act and in respect of whom the Company has received a notice under Section 160 of the Act in writing, proposing his candidature for the office of director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders be and is hereby accorded to appoint Mr. Ketan Vyas (DIN: 09053821) as an Independent Director of the Company to hold the office for the term of One year up to 29th August, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ketan Vyas (DIN: 09053821) be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Ketan Vyas shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Act unless he is disqualified to act as an independent Director of the Company before the expiry of the term of One year as per the provisions contained in Sections 149 and 152 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company including its Committee thereof and /or Company Secretary of the Company be and are hereby authorized to do all the acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient to give effect to this resolution".





TRILANCE POLYMERS LIMITED

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CIN L74110MH1983PLC031034

By Order of the Board of
Directors

PUNIT SHAH
Executive Director
DIN : 08638245



Date 30th August, , 2024
Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty-Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, etc., must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the 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, provided not less than three days of notice in writing is given to the Company.
3. A person can act as a proxy on behalf of members not more than fifty members 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 the 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.
4. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting on the email id of the Company trilancepolymerslimited@gmail.com.
5. Any member proposing to seek any clarification on the accounts, is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
6. The Register of the Members and the Share Transfer Books of the Company will remain closed from Friday, 20th September, 2024 to Thursday 26th September, 2024 (Both days inclusive).



TRILIANCE POLYMERS LIMITED

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CIN L74110MH1983PLC031034

7. Members/Proxies are requested to bring attendance slip to the meeting.
8. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.
9. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.
10. In case of Joint Holders attending the meeting, the Member whose name appears as the First holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Nomination facility for shares is available for Members
12. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email address with the Company.
13. The Company is providing facility for voting by electronic means and the business may be transacted through e-voting.
14. In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the meeting ("remote e-voting").
15. Pursuant to SEBI Notification dated June 8, 2018, on Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and amendments thereof, Listed Companies and their Registrars and Transfer Agents (RTAs) have been advised to ensure that shares which are lodged for transfer are mandatorily in dematerialized form with effect from April 1, 2019. The Shareholders holding shares in physical mode are advised to dematerialize their shares at the earliest in order to ensure smooth transfer of shares if they propose to do so in future. In case if the shareholders have any queries or need any assistance in regard to dematerialization, they are requested to contact the Company's Registrar and Transfer Agent – M/s. Satellite Corporate Services Private Limited or the Company at triliancepolymerslimited@gmail.com
16. The Members, whose names appear in the Register of members / list of Beneficial Owners as on **Thursday, 19th September, 2024 ("cut-off date")** are entitled to vote on the Resolutions set forth in this Notice.
17. Electronic copy of the Notice for the AGM and the Annual Report for the financial year ("FY") 2023-24 are being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(s). Dispatching of physical copies of the Financial





TRILANCE POLYMERS LIMITED

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CIN L74110MH1983PLC031034

Statements (including Board's Report, Auditors' Report, other documents required to be attached therewith), has been dispensed with. The Notice and the Annual Report are also available on the Company's website – www.trilancepolymerslimited.com for download and at the websites of the BSE Ltd where the Company's shares are listed. The AGM Notice is also disseminated on the website of National Securities Depository Limited (NSDL)

18. Members who have acquired shares after the dispatch of the Annual Report and before the book closure and cut-off date may approach the Company / RTA for issuance of the User ID and password for exercising their right to vote by electronic means.
19. The facility for voting through Ballot Paper will be made available at the AGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.
20. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
21. The Company has appointed Ms. Hansa Gaggar, Practicing Company Secretary Mumbai, as the Scrutinizer to scrutinize the entire e-voting process, in a fair and transparent manner.
22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within three days of the passing of the resolutions at the 41st AGM of the Company on September 26, 2024 and communicated to the Stock Exchange, where the shares of the Company are listed
23. A route map to reach the venue of the Meeting to be attached along with this Notice in accordance with Clause No. 1.2.4 of the Secretarial Standard-2 on "General Meetings" is attached.
24. The members attending the meeting shall carry any one Identity proof so as to get entry in the Venue.
25. The Company will take all the precautionary measures and the members attending the meeting are to strictly adhere to all the norms and advisories instructed by relevant authorities.

Voting through electronic means

- I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting**





TRILANCE POLYMERS LIMITED

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CIN L74110MH1983PLC031034

Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system
- III. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V. The remote e-voting period commences on Monday 23rd September, 2024 at 09:00 a.m. and ends on Wednesday 25th September, 2024 at 5:00 p.m. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2024. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or trilancepolymerslimited@gmail.com / service@satellitecorporate.com
- VII. The process and manner for remote e-voting are as under:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday 23rd September 2024 at 09:00 A.M. and ends on Wednesday 25th September 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th September, 2024





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

	on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

	and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.





TRILIANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

- c) How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.





TRILIANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to peshansagaggar@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Megha Malviya at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to triliancepolymerslimited@gmail.com In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to triliancepolymerslimited@gmail.com if you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Annexure to the Notice calling Forty- First Annual General Meeting As required under Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out material facts relating to the Special Business as set out at Item Nos. 3 to 6 of the accompanying Notice dated 30th August, 2024

Item No. 3 & 4

The Members of the Company at the Annual General Meeting ("AGM") held on 30th September, 2022, had approved the appointment of M/s Nayan Parikh & Co. Chartered Accountants (FRN:107023W), Mumbai as the Statutory Auditors of the Company to hold office from the conclusion of the 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting to be held in the year 2027.

M/s Nayan Parikh & Co. Chartered Accountants (FRN:107023W), Mumbai vide its letter dated 30th May, 2024 has tendered their resignation as the Statutory Auditors of the Company since the audit fees is not commensurate to the efforts that they would be incurring to conduct Audit for the remaining Financial Year starting from 2024-25 in accordance with the Standards on Auditing specified under Section 143(9) of the Companies Act, 2013, resulting into a casual vacancy in the office of the Statutory Auditors of the Company.

Pursuant to Section 139(8) of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company, on the recommendation of the Audit Committee at its meeting held on 28th June, 2024 took note of resignation of M/s Nayan Parikh & Co. Chartered Accountants (FRN:107023W) and after obtaining the consent under Section 139(1) of the Act, appointed M/s Motilal & Associates LLP, Chartered Accountants (Firm Registration No. 106584W/W100751), Mumbai as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M M/s Nayan Parikh & Co. Chartered Accountants with effect from 28th June, 2024 till the conclusion of this 41st AGM, subject to the approval and ratification by the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Motilal & Associates LLP, Chartered Accountants (Firm Registration No. 106584W/W100751), established in the year 1985 with a vision to become a firm providing value added services and solutions and the firm is a Peer Reviewed Firm holding a Peer Review Certificate No. 015494





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

dated 18th August, 2023 issued by the Peer Review Board of the Institute of Chartered Accountants of India valid till 31st August, 2026 . They have a rich experience spanning over more than three decades of diverse professional exposure. The firm is situated in Mumbai, led by 7 Partners. The Registered Office of the Firm is located at Andheri East, Mumbai. Motilal & Associates LLP are committed in ensuring that their services are provided objectively, maintaining the highest ethical & professional standards with paramount emphasis on the interest of the clients and the quality of professional work. Motilal & Associates LLP are catering to client groups across diverse sectors and business verticals and functions. Motilal & Associates LLP Core competence is in corporate Audits and Assurance Services with a major client base from the corporate sector.

The Board of Directors of the Company on the recommendation of the Audit Committee also recommend the appointment of M/s Motilal & Associates LLP, Chartered Accountants (Firm Registration No. 106584W/W100751) as the Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of this 41st AGM till the conclusion of the AGM of the Company to be held in the year 2029, subject to the approval of the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors. The Company has received the consent letter and eligibility certificate from M/s Motilal & Associates LLP, Chartered Accountants (Firm Registration No. 106584W/W100751) to act as the Statutory Auditors of the Company in place of M/s Nayan Parikh & Co. Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Act.

M/s Nayan Parikh & Co. Chartered Accountants, the erstwhile Statutory Auditors of the Company has been paid Complete audit fees for conducting the statutory audit of the Company, for the financial year ended 31st March, 2024. The proposed fee payable to M/s Motilal & Associates LLP, Chartered Accountants (Firm Registration No. 106584W/W100751) shall be fixed by the Board of Directors of the Company, subject to the approval of shareholders.

The Board accordingly recommends the ordinary resolutions set out at Item No. 3 and 4 of this notice for approval of the Members.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 and 4 of the Notice.

Item no.5

The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Abhishek Shashikant Agrawal (DIN: 03052720) for the office of Director. Mr. Abhishek Shashikant Agrawal has consented to act as Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated 20th June 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

appointment of Directors by listed companies. Further, Mr. Abhishek Shashikant Agrawal is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Abhishek Shashikant Agrawal has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, the appointment of Mr. Abhishek Shashikant Agrawal as an Independent Director of the Company for a period of one year w.e.f 30th August, 2024 to 29th August, 2025 is being placed before the Shareholders for their approval by way of a Special Resolution.

Mr. Abhishek Shashikant Agrawal, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Abhishek Shashikant Agrawal is a person of integrity and fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations each as amended and is independent of the Management of the Company.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members.

Mr. Abhishek Shashikant Agrawal is not related to any other Director or KMP of the Company. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice. Mr. Abhishek Agrawal would be entitled to such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time. The profile and specific areas of expertise of Mr. Abhishek Shashikant Agrawal are provided in Annexure forms part of this Notice.

The Board recommends the special Resolution set forth in Item No. 5 for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Item no.6

The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Ketan Vyas (DIN: 09053821) for the office of Director. Mr. Ketan Vyas has consented to act as Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated 20th June





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Mr. Ketan Vyas is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Ketan Vyas has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, the appointment of Mr. Ketan Vyas as an Independent Director of the Company for a period of one year w.e.f 30th August, 2024 to 29th August, 2025 is being placed before the Shareholders for their approval by way of a Special Resolution.

Mr. Ketan Vyas, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Ketan Vyas is a person of integrity and fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations each as amended and is independent of the Management of the Company.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members.

Mr. Ketan Vyas is not related to any other Director or KMP of the Company. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice. Mr. Ketan Vyas would be entitled to such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time. The profile and specific areas of expertise of Mr. Ketan Vyas are provided in Annexure forms part of this Notice.

The Board recommends the special Resolution set forth in Item No. 6 for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH THE SECRETARIAL STANDARDS ("SS-2") AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

a) Mrs. Manisha Shah (DIN:

Age	58 years
Date of First Appointment on the Board	02 nd December, 2022





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

Qualification	Graduate
Nature of Expertise & Experience	Mrs. Manisha Shah has more than twelve years of experience in the field of Imports and Exports. She is a Director on the Board of few other Private Limited Companies which are dealing in Imports and Exports.
Relationship with other Director/ Key Managerial Personnel	Not related to any other directors or Key Managerial Personnel
Terms and conditions of appointment/ re-appointment	Mrs. Manisha Shah is appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.
Directorships held in other companies	a) DELUXE - KAARAN IMPORTS PRIVATE LIMITED b) DELUXE KAARAN EXIM PRIVATE LIMITED
Memberships / Chairmanships of committees of other companies	NIL
No. of shares in the Company	NIL

b) Mr. Abhishek Shashikant Agrawal (DIN: 03052720)

Age	44 years
Date of First Appointment on the Board	30 th August, 2024
Qualification	Mr. Abhishek Shashikant Agrawal is qualified Fellow Chartered Accountant registered with IICA 's Independent Directors Databank, He Completed his Bachelor of Commerce, from Mumbai University. He has earned his LL.B Degree from Mumbai University
Nature of Expertise & Experience	Mr. Abhishek Shashikant Agrawal is qualified Fellow Chartered Accountant registered with IICA 's Independent Directors Databank, He Completed his Bachelor of Commerce, from Mumbai University. He has earned his LL.B Degree from Mumbai University and currently is partner in M/s ARAV & CO., Chartered Accountant having Head Office in Surat. He had over 14 years of experience in Finance, which include long stints with textile, Steel, Bank, Aquaculture sector.
Relationship with other Director/ Key Managerial Personnel	Not related to any other directors or Key Managerial Personnel
Terms and conditions of appointment/ re-appointment	It is proposed to appoint w.e f 30 th August, 2024 for a period of One year i.e from 30 th August, 2024 to 29 th August, 2025 ,not liable to retire by rotation.





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

Directorships held in other companies	NIL
Memberships / Chairmanships of committees of other companies	NIL
Details of remuneration sought to paid	such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.
Remuneration last drawn by such person, if applicable	Not Applicable
No. of shares in the Company	NIL

c) Mr. Ketan Vyas (DIN: 09053821)

Age	30 years
Date of First Appointment on the Board	30 th August, 2024
Qualification	Mr. Ketan Vyas is qualified Fellow Company Secretary registered with IICA 's Independent Directors Databank. He has earned his LL.B Degree from Rajasthan University.
Nature of Expertise & Experience	Mr. Ketan Vyas is qualified Fellow Company Secretary registered with IICA 's Independent Directors Databank. He has earned his LL.B Degree from Rajasthan University. He has a rich experience of 8 years in handling Corporate Governance, Compliances and legal matters. He has worked as Company Secretary and Compliance Officer in various Companies
Relationship with other Director/ Key Managerial Personnel	Not related to any other directors or Key Managerial Personnel
Terms and conditions of appointment/ re-appointment	It is proposed to appoint w.e f 30 th August, 2024 for a period of One year i.e from 30 th August, 2024 to 29 th August, 2025 ,not liable to retire by rotation.
Directorships held in other companies	1. MyeManager Private Limited
Memberships / Chairmanships of committees of other companies	NIL
Details of remuneration sought to paid	such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

	subject to such limits prescribed or as may be prescribed from time to time.
Remuneration last drawn by such person, if applicable	Not Applicable
No. of shares in the Company	NIL





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

	subject to such limits prescribed or as may be prescribed from time to time.
Remuneration last drawn by such person, if applicable	Not Applicable
No. of shares in the Company	NIL





TRILIANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

Form No. MGT – 11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

41st Annual General Meeting of the Members of Triliance Polymers Limited (Formerly known as Leena Consultancy Limited) to be held on Thursday 26th September, 2024 at 10.00 am

CIN : L74110MH1983PLC031034
Name of the Company : **Triliance Polymers Limited (Formerly known as Leena Consultancy Limited)**
Registered office : 14th Floor, 1420-B, B & C Wing, C/66, G Block, One BKC, Opp Bank Of Baroda, Bandra (E), Mumbai, 400051;

Name of the member (s):

Registered address:

E-mail Id:

Folio No/Client Id:

DP ID:

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

1. Name: **Mr./Ms.**

E-mail Id:

Address:

Signature: _____, or failing him

2. Name: **Mr./Ms.**

E-mail Id:

Address:

Signature: _____, or failing him

3. Name: **Mr./Ms.**

E-mail Id:

Address:

Signature: _____





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Thursday** the **26th** day of **September, 2024** at **10:00 AM** at the registered office of the Company at Mumbai, and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Voting		
		For	Against	Abstain
Ordinary Business				
1.	To adopt Audited Financial Statements for the year ended 31 st March, 2024			
2.	To appoint a Director in the place of Mrs. Manisha Shah (DIN: 00187161) who retires by rotation and being eligible offers herself for re-appointment			
Special Business				
3.	To approve, confirm and ratify the appointment of Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation.			
4.	To appoint the Statutory Auditor of the Company for term of 5 years and fix their remuneration			
5.	To regularise the Additional Non-Executive Independent Director Mr. Abhishek Shashikant Agrawal (DIN: 03052720), as an Independent Director of the Company			
6.	To regularise the Additional Non-Executive Independent Director Mr. Ketan Vyas (DIN: 09053821) as an Independent Director of the Company			

Signed this _____ day of _____, 2024

Affix
Revenue
Stamp

Signature of Member: _____

Signature of Proxy: _____





TRILIANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.





TRILANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

ATTENDANCE SLIP (To be presented at the entrance)

41st Annual General Meeting on Thursday, 26th September, 2024 at 10.00 am at 14th Floor, 1420-B, B & C Wing, C/66, G Block, One BKC, Opp Bank of Baroda, Bandra (E), Mumbai, 400051

Folio No. / DPID No.: _____

Client ID: _____

Name of the Member: _____ Signature: _____

Name of the Proxy-holder: _____ Signature: _____

Note:

1. Only Member / Proxy-Holder can attend the Meeting.





TRILIANCE POLYMERS LIMITED

(Formerly known as Leena Consultancy Limited)

CIN L74110MH1983PLC031034

ROUTE MAP

VENUE: 14TH FLOOR, 1420-B, B & C WING, C/66, G BLOCK, ONE BKC, OPP BANK OF BARODA, BANDRA (E), MUMBAI, 400051

