

# 67<sup>th</sup> Annual Report 2016 -17



**Trade-wings**  
LIMITED

**TRADE-WINGS LIMITED**

**SIXTY SEVENTH ANNUAL REPORT 2016 - 2017**

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**Board of Directors:**

Dr. Shailendra P. Mittal (DIN: 00221661) - Chairman & Managing Director  
Mr. R. Vaidhyanathan (DIN: 02318827) - Independent Director  
Mr. A. G. Merchant (DIN: 05228186) - Independent Director  
Mrs. Jacinta Nayagam (DIN: 07557797) - Non-Executive (Woman) Director

**Chief Financial officer:**

Mr. Vishwanathan K. Nair

**Company Secretary and Compliance Officer:**

Mrs. Zurica Kevin Pinto (with effect from February 6, 2017)

**Registered Office:**

6, Mascarenhas Building, Mahatma Gandhi Road, Panaji, Goa- 403 001  
Phone: 0832 2435166

**Corporate Office:**

18/20, K. Dubash Marg, Kalaghoda, Mumbai – 400 023  
Phone: 022 4230 9420

**Statutory Auditors:**

M/s. Santosh Shah & Associates  
Chartered Accountants, Mumbai  
(Firm Registration No.: 121711W)

**Secretarial Auditors**

M/s. GHV & Co.  
Practicing Company Secretary, Mumbai

**Bankers:**

Vijaya Bank  
Union Bank of India  
The National Co-operative Bank Limited

**Registrar & Share Transfer Agent:**

M/s. Bigshare Services Private Limited.  
E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road,  
Sakinaka, Andheri (East), Mumbai – 400 072  
Phone: 022 4043 0200

**Website and E-mail id:**

Website: [www.tradewings.in](http://www.tradewings.in)  
E-mail id: [companysecy@twltravel.com](mailto:companysecy@twltravel.com)

**TRADE-WINGS LIMITED**

**SIXTY SEVENTH ANNUAL REPORT 2016 - 2017**

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NOTICE OF THE SIXTY SEVENTH ANNUAL GENERAL MEETING

To,  
The Members,  
Trade Wings Limited

Notice is hereby given that the **Sixty Seventh Annual General Meeting** of the Shareholders of **Trade Wings Limited** will be held on Thursday, July 27, 2017 at 4.00 P.M. at the Registered Office of the Company situated at 6, Mascarenhas Building, M. G. Road, Panaji, Goa - 403 001 to transact the following business:

**Ordinary Business:**

1.
  - a) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of Directors' and the Auditors' thereon.
  - b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Auditors' thereon.
2. To appoint a Director in place of Mrs. Jacinta Bazil Nayagam (DIN 07557797), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Statutory Auditors of the Company for a period of five years to hold office from the conclusion of this meeting till the conclusion of Seventy Second Annual General Meeting and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. HAM & Co., Chartered Accountants (Firm Registration No.136368W), be and are hereby appointed as Statutory Auditors of the Company, in place of the retiring Auditors M/s. Santosh Shah & Associates, Chartered Accountants (Firm Registration No. 121711W) to hold office from the term of five years from the conclusion of this meeting till the conclusion of the Seventy Second Annual General Meeting (subject to ratification of their appointment at every subsequent Annual General Meeting, if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors at a later date."

4. To appoint Branch Auditors for the financial year 2017-18 and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions if any, of the Companies Act, 2013, and the Rules made there under, (including any statutory modifications or re-enactment thereof for the time being in force), the Board be and is hereby authorized to appoint Branch Auditor(s) for various branches of the Company, whether existing or which may be opened/ acquired at a later date, in consultation with the Statutory Auditors of the Company, any person qualified to act as Branch Auditor(s) within the provisions of the Companies Act, 2013 and to fix the terms and conditions of their appointment and remuneration.”

**By Order of the Board  
For Trade Wings Limited**

**Dr. Shailendra P. Mittal**  
Chairman & Managing Director  
DIN: 00221661

Address: 62-A, Mittal Bhavan, Pedder  
Road, Mumbai 400026

Date: May 30, 2017  
Place: Mumbai

**Registered Office:**

6, Mascarenhas Building, M.G. Road,  
Panaji, Goa - 403001  
CIN: L63040GA1949PLC000168

**NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the Company. The proxy, in order to be effective, must be duly completed, stamped and signed and should be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of 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. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

2. The Company's Registrar and Transfer Agents are M/s. Bigshare Services Private Limited having their Registered Office at E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (East), Mumbai - 400 072.

3. Map of venue of the AGM is given after the notice. Landmark of the venue is Hotel Mandavi.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 20, 2017 to Friday, July 27, 2017 (both days inclusive).
5. Members are requested to:
  - (i) Send all share transfer lodgements (Physical mode)/correspondence to the Registrar and Share Transfer Agent upto the date of book closure.
  - (ii) Write to the Compliance Officer of the Company for their queries or if desirous of obtaining any information, concerning the accounts and operations of the Company, at the Company's Registered Office at least seven days before the date of the Annual General Meeting in order to enable the management to keep the information ready at the meeting.
  - (iii) Quote Registered Folio Number or DP ID/Client ID in all the correspondence.
6. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and sign at the space provided therein and submit the same at the venue of the Meeting. Proxy/Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.
7. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting on their behalf.
8. As per the provisions of Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 facility for making nominations is available for shareholders in respect of the physical shares held by them. Form SH 13 for making nomination can be obtained from R&TA. The duly filled in nomination form shall be sent to R&TA at their above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
9. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their Depositories Participant(s). Members holding shares in physical form shall submit their PAN details to R&TA.
10. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/ R&TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.

11. Members are informed that in case joint holders attend the Meeting, only such joint holder who is higher in the order of names in the Register of Members/Beneficial Holders will be entitled to vote.
12. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 10.00 a.m. and 12.00 (Noon) on any working day except on Public Holidays, Saturdays & Sundays, upto and including the date of the ensuing Annual General Meeting of the Company.
13. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are, therefore, requested to kindly bring their copies at the time of attending the Meeting.
14. As per Sections 101, 136 and other applicable provisions of the Companies Act, 2013, read with the Rules made there under and circulars issued by the Ministry of Corporate Affairs, Companies can now send various reports, documents, communications, including but not limited to Annual Reports to its Members through electronic mode at their registered e-mail addresses. The Company believes in green initiative and is concerned about the environment. Hence, Annual Report including inter alia the Report of the Board of Directors, Auditors' Report, Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Notice of this AGM, instructions for e-voting, attendance slip, proxy form, etc. is being sent by electronic mode to all Members whose addresses are registered with the Company/R&TA/depositories unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the relevant documents are being sent by the permitted mode.

To support "Green initiative", Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with their depository participants, in respect of electronic holdings. Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's R&TA at their abovementioned address. Annual Report is also available on the Company's website at [www.tradewings.in](http://www.tradewings.in) and made available for inspection at the Registered Office of the Company during the business hours.

15. As required under the Secretarial Standard - 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], the details in respect of the Director seeking re-appointment at the AGM, i.e. Mrs. Jacinta Bazil Nayagam (DIN: 07557797), inter alia, age, qualifications, experience, details of remuneration last drawn by such person, her relationship with other Directors and Key Managerial Personnel of the Company, the number of Meetings of the Board attended during the year and other Directorships, membership/ chairmanship of the Committees of other Boards, etc. are annexed to the Notice. She has furnished the relevant consents, etc. for her re-appointment. None of the Directors are related with other Directors or Key Managerial Personnel (inter-se).

**16. Voting through electronic means:**

- A. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members the facility to exercise their right to vote on resolutions proposed to be considered at the Sixty Seventh Annual General Meeting (AGM) by electronic means. The Company has appointed Central Depository Services Limited (CDSL) for facilitating e-voting.
- B. Members are requested to note that the Company is providing facility for remote e-voting and the businesses as given in the notice of Sixty Seventh Annual General Meeting (AGM) may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. The Members shall note that the facility for voting shall also be provided at the meeting through poll paper and the Members (as on cut-off date) attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and his vote, if any, cast at the meeting shall be treated as invalid.
- C. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:
- (i) The voting period begins on Monday, July 24, 2017 at 9.00 a.m. and ends on Wednesday, July 26, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, July 20, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (iii) Click on Shareholders
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:



	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant 'Trade Wings Limited' on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

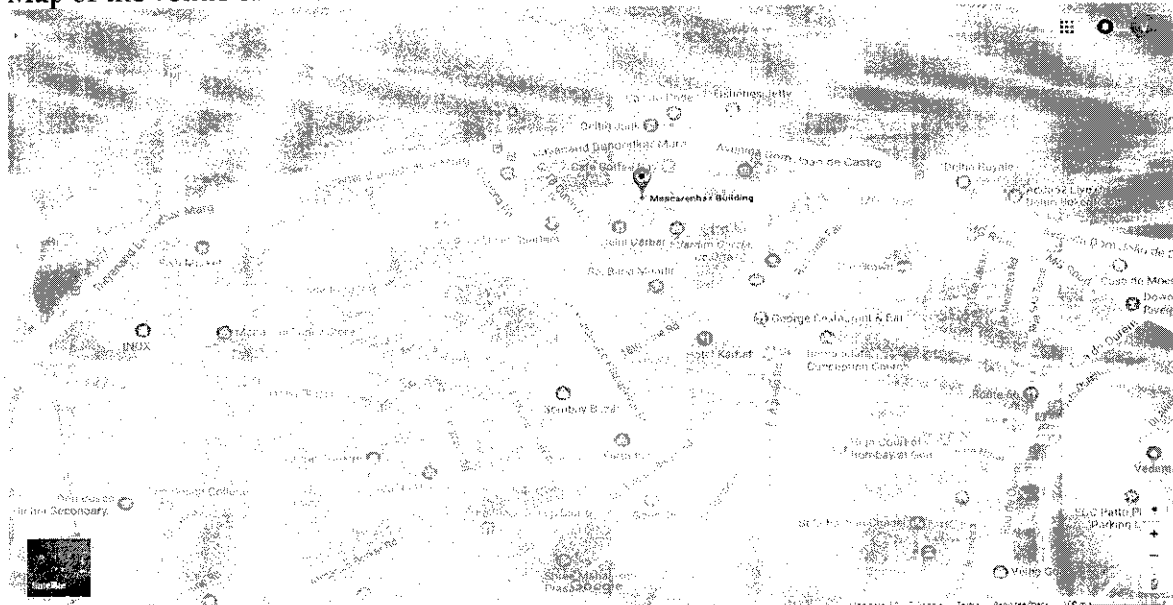
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members receiving the physical copy:**

- (i) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (ii) The voting period begins on Monday, July 24, 2017 at 9.00 a.m. and ends on Wednesday, July 26, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, July 20, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- D. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, July 20, 2017.
- E. Mr. Hemanshu Kapadia (FCS: 3477 and CP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai or failing him Mr. Vipin Mehta (FCS: 8587 and CP: 9869), Partner of VPP & Associates, Practicing Company Secretaries, Mumbai have been appointed as the Scrutinizer by the Board of Directors to scrutinize the e-voting process in a fair and transparent manner.
- F. Voting shall be allowed at the end of discussion on all the resolutions mentioned in the notice of this meeting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- G. The Scrutinizer(s) shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding two (2) days from the conclusion of the meeting a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- H. The Results declared along with the report of the Scrutinizer's shall be placed on the website of the Company [www.tradewings.in](http://www.tradewings.in) and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorized. The results shall also be immediately forwarded to BSE Limited, where the equity shares of the Company are listed.
- I. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 67<sup>th</sup> AGM i.e. July 27, 2017.

**Map of the venue of the AGM:**



**Venue of AGM: 6, Mascarenhas Building, M.G. Road, Panaji, Goa - 403001.**

**Annexure to item no. 2 of the Notice calling the 67<sup>th</sup> Annual General Meeting**

Details of Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 issued by ICSI:

<b>Sr.No.</b>	<b>Name of Director</b>	<b>Mrs. Jacinta Bazil Nayagam (DIN: 07557797)</b>
1.	Date of Birth	March 5, 1964
2.	Age	53 years
3.	Nationality	Indian
4.	Date of first Appointment on the Board	July 5, 2016
5.	Qualification	H.S.C.
6.	Nature of Expertise in specific functional area	Tours and Travels
7.	Experience	Experience of more than a decade in the travel and tourism industry.
8.	Shareholding in the Company	Nil
9.	List of Directorship held in other Companies	Nil
10.	Committee Membership	3
11.	Last Remuneration drawn	Nil
12.	Remuneration to be drawn after appointment/re-appointment	Nil
13.	Terms and conditions of appointment or re-appointment	She is being proposed to be re-appointed as Director liable to retire by rotation on existing terms and conditions.
14.	Relationship with Directors, Managers or other KMP	Not related to any other Directors/ Manager/ KMP
15.	Number of Meeting of Board attend during the Year (For F.Y. 2016-17)	5

By Order of the Board  
For Trade Wings Limited

**Dr. Shailendra P. Mittal**  
Chairman & Managing Director  
DIN: 00221661  
Address: 62-A, Mittal Bhavan, Pedder Road, Mumbai - 400 026

Date: May 30, 2017  
Place: Mumbai

## DIRECTORS' REPORT

To,  
The Members,  
**Trade Wings Limited**

The Directors have pleasure in presenting the **Sixty-Seventh Annual Report** of the Company and the Audited Financial Statements for the financial year ended **March 31, 2017**.

### 1. Financial summary or highlights/Performance of the Company:

The financial highlights of the Company are given below. Kindly refer the financial statements forming part of this report for detailed financial information:

Particulars	(Amount in Rs.)	
	2016-17	2015-16
Total Income	20,10,28,366	18,33,63,357
Total Expenditure	19,67,55,127	17,97,93,278
Profit/ (Loss) before Taxation	42,73,239	35,70,079
Less: Provision for Taxation	8,35,927	(14,77,143)
Net Profit/(Loss) after taxation	<b>34,37,312</b>	<b>50,47,222</b>
Balance carried forward to Balance Sheet	34,37,312	50,47,222

### 2. Brief description of the Company's working during the year/State of Company's affair:

During the year under review your Company has achieved a turnover of Rs.17,94,07,268/- as compared to turnover of Rs. 16,79,07,358/- in previous year registering increase in turnover by 6.85%. The total expenses of the Company during the reporting period have increased to Rs. 19,67,55,127/- from Rs. 17,97,93,278/- in the previous year. The Bad Debts and other expenditure are the major contributor to increase in expenses. During the year under review, the net profit before tax is Rs. 42,73,239/- as compared to profit before tax of Rs. 35,70,079/- during the previous year registering a growth of 19.70%.

The Company is running on the path of progress and profitability with expansion of its branch networks. During the year under review, the number of Branches of the Company increased from 33 to 37. Your Directors assure to keep the growth momentum in coming years and strive for bright future for your Company.

### 3. Change in the nature of business, if any:

The Company is engaged in the business of travel and travel related services and also doing Cargo business. There was no change in nature of business activity during the year.

**4. Dividend:**

In order to sustain growth and execute future plans, your Directors wish to conserve the cash resources. Therefore they do not recommend any dividend on the Equity Shares for the year under review.

**5. Reserves:**

The Company's total Reserves are Rs. 4,09,68,292/- for the year under review as compared to Rs. 3,76,92,177/- for the previous year.

**6. Directors & Key Managerial Persons:**

Mr. Siddhanth Nimbalkar (PAN: ARFPN2149H), Company Secretary, KMP & Compliance Officer of the Company, has tendered his resignation from the said position w.e.f. February 1, 2017. Thereafter on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on February 6, 2017 appointed Mrs. Zurica Kevin Pinto (PAN:APGPC8935F) as the Company Secretary, KMP and Compliance Officer of the Company with immediate effect to fill the said vacancy.

Further, Mr. Rajan Dani (DIN: 00221927), Independent Director of the Company, has tendered his resignation w.e.f. August 31, 2016 due to his pre-occupation.

In accordance with the requirements of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Jacinta Nayagam (DIN: 07557797), Non-Executive Director of the Company, retires at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment pursuant to provision of Section 152 of the Companies Act, 2013.

The Company has received declarations u/s 149(7) of the Companies Act, 2013 from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under the Companies Act, 2013 and in the opinion of the Board of Directors, all the Independent Directors fulfill the criteria of independence as provided under the Act and Rules made thereunder and that they are independent of the management.

The Company has a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the Non-executive Directors and Executive Directors.

The Board and its Committees evaluations involved questionnaire-driven discussions that covered a number of key areas/evaluation criteria inter alia the roles and responsibilities, size and composition of the Board and its Committees, dynamics of the Board and its Committees and the relationship between the Board and the Management. The results of the reviews were discussed by the Board as a whole. Feedback was also sought on the contributions of individual Directors. Independent Directors, at their Meeting, conducted the performance review of the Chairman, Non-Independent Directors and the Board as a whole in respect of the financial year under review.

## TRADE-WINGS LIMITED

### SIXTY SEVENTH ANNUAL REPORT 2016-2017

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Formal Annual Evaluation was made in compliance with all the applicable provisions of the Act. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

The following policies of the Company are attached herewith marked as **Annexure - 1**:

- a) Policy for selection of Directors and determining Directors independence; and
- b) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

None of the Directors are related with each other or Key Managerial Personnel (*inter-se*).

As on March 31, 2017, following persons are designated as Key Managerial Personnel (KMP):

- a. Dr. Shailendra Mittal, Chairman and Managing Director
- b. Mr. Vishwanathan Nair, Chief Financial Officer (CFO)
- c. Mrs. Zurica Pinto, Compliance Officer & Company Secretary

During the year, Ms. Beena Barot has been paid Professional fees, as approved by the Shareholders. Other than that no other non-executive Directors of the Company had any pecuniary relationship or transactions with the Company, other than sitting fees, commission, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Further, brief resume of the Directors proposed to be appointed/ re-appointed, relevant information, nature of their expertise in specific functional areas, names of the Companies in which they hold Directorships and the Memberships/ Chairmanships of Committees of the Board and their shareholding in the Company, as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 have been furnished separately in the Notice convening the 67<sup>th</sup> Annual General Meeting read with the Annexure thereto forming part of this Report.

#### **7. Details of Subsidiary/Joint Ventures/Associate Companies:**

The Company currently has one Wholly Owned Subsidiary Company viz. Trade Wings Hotels Limited.

Trade Wings Hotels Limited recorded a total income of Rs. 26,52,50,204/- during the financial year 2016-17. The Profit after tax stood at Rs.9,56,280 /- for the financial year ended March 31, 2017.

The Company did not have any Joint Venture or Associate Company during the year under review.

As required pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014, Form AOC-1 forms part of this report, marked as **Annexure - 2**.

In accordance with the Companies Act, 2013 and applicable accounting standard, the audited Consolidated Financial Statements of the Company are provided and form part of the Annual Report. Further, pursuant to the provisions of Section 136 of the Act, the Financial Statements of the Company, Consolidated Financial Statements along with relevant documents, and separate audited accounts in respect of Subsidiaries, are available on the website of the Company.

Pursuant to the requirements of Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the details of Loans/Advances made to and investments made in the subsidiary have been furnished in Notes forming part of the Accounts.

#### **8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

The Company has devised appropriate systems and framework for adequate internal financial controls with reference to financial statements commensurate with the size, scale and complexity of its operations including proper delegation of authority, policies and procedures, effective IT systems aligned to business requirements, risk based internal audit framework, risk management framework and whistle blower mechanism.

The Audit Committee regularly reviews the internal control system to ensure that it remains effective and aligned with the business requirements. In case, weaknesses are identified as a result of the reviews, new procedures are put in place to strengthen controls.

During the year under review, controls were tested and no reportable material weaknesses in design and operations were observed. The Auditors also report in their Report on adequacy of internal financial control.

#### **9. Auditors and Audit Reports:**

##### **A) Statutory Auditors:**

M/s. Santosh Shah & Associates, Chartered Accountants (Firm Registration No. 121711W), the Statutory Auditors of the Company, hold office till the conclusion of the 67<sup>th</sup> Annual General Meeting of the Company. Based on the recommendation of the Audit Committee, the Board has recommended the appointment of M/s. HAM & Co., Chartered Accountants (Firm Registration No. 136368W), as the Statutory Auditors of the Company in their place, for a term of five consecutive years, from the conclusion of the 67<sup>th</sup> Annual General Meeting of the Company scheduled to be held in the year 2017 till the conclusion of the 72<sup>nd</sup> Annual General Meeting to be held in the year 2022, for approval of shareholders of the Company.

Members are requested to approve the said appointment and fix their remuneration.

There are no qualifications, reservation or adverse remark or disclaimer made by the Auditor in their report and therefore, there are no further explanations to be provided for in this Report.



**B) Branch Auditors:**

The Company has its branches in more than 30 cities in India. The Members, in the Annual General Meeting of the Company held on September 30, 2016 had authorized the Board of Directors to appoint Branch Auditors and to fix their remuneration. Pursuant to the provisions of Section 143(8) of the Companies Act, 2013, the Board of Directors had appointed Auditors for the purpose of Branch audit.

M/s. Ramesh P. Kunder & Co., Chartered Accountants, Mumbai (Firm Registration No. 116218W), M/s. V.V. Khare & Co., Chartered Accountants, Mumbai (Firm Registration No. 105110W), M/s. M. A. Shah & Co., Chartered Accountants, Mumbai (Firm Registration No. 112630W) and M/s. H. P. Goel & Co., Chartered Accountants, New Delhi (Firm Registration No. 000749N) had been appointed by the Board as the Branch Auditors of the Company for the financial year 2016-17, to audit the various branches of the Company.

The approval of the Members for appointment of Branch Auditors for the financial year 2017-18 and remuneration to be paid to them will also be taken up in the ensuing Annual General Meeting of the Company.

**C) Internal Auditors:**

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company had constituted the Internal Audit Department and Mr. Arun Gawankar was heading the Internal Audit Department of the Company.

**D) Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board in their meeting held on May 30, 2016 had appointed M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2016-17 and issue Secretarial Audit Report.

Subsequently M/s. Hemanshu Kapadia & Associates has expressed their un-willingness to carry out Secretarial Audit of the Company due to pre-occupation. In view of the said casual vacancy, the Board of Directors, on the recommendation of Audit Committee, in their meeting held on February 6, 2017, has appointed M/s. GHV & Co., Practicing Company Secretaries, as Secretarial Auditors of the Company for the financial year 2016-17 and issue Secretarial Audit Report.

Secretarial Audit Report issued by M/s. GHV & Co, Practicing Company Secretary for the financial year 2016-17 in Form MR-3 forms part of this report and marked as **Annexure - 3**. The Secretarial Auditors' Report do not contain any qualifications, reservations, or adverse remarks.

**10. Extract of the Annual Return:**

In accordance with Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT-9 is annexed to the Directors' Report and marked as **Annexure - 4**.

**11. Conservation of energy, technology absorption and foreign exchange earnings and outgo:**

The information as per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Account) Rules, 2014 with respect to conservation of energy, technology absorption & foreign exchange earnings and outgo are given in **Annexure - 5** forming part of this report.

**12. Details of Committees of the Board:**

Currently the Board has 3 Committees: the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. The Composition of various committees and compliances, are as per the applicable provisions of the Companies Act, 2013 along with the Rules made there under. Brief details of various Committees are provided hereunder:

**A. Audit Committee Composition:**

The Board has an Audit Committee in conformity with the provisions of Section 177 of the Companies Act, 2013. On resignation of Mr. Rajan Dani (DIN: 00221927) as Director of the Company w.e.f. August 31, 2016, he also ceased to be the Member of the Audit Committee. The Board of Directors in their meeting held on September 12, 2016 had appointed Mrs. Jacinta Nayagam (DIN: 07557797), as a member of the Committee in place of Mr. Rajan Dani (DIN: 00221927).

After appointment of Mrs. Zurica Kevin Pinto as a Company Secretary & Compliance Officer of the Company, she was appointed as Secretary of the Committee in place of Mr. Siddhanth Nimbalkar w.e.f. February 6, 2017. As on March 31, 2017, the constitution of the Audit Committee was as follows:

<b>Name</b>	<b>Designation</b>	<b>Non-Executive/ Independent</b>
Mr. R. Vaidhyanathan (DIN: 02318827)	Chairman	Non-Executive, Independent
Mr. A. G. Merchant (DIN 05228186)	Member	Non-Executive, Independent
Mrs. Jacinta Nayagam (DIN: 07557797)	Member	Non-Executive (Woman) Director

The Audit Committee met 7 (Seven) times during the financial year 2016-17. The details of number of Committee Meetings held during the year 2016-17 and attendance of Members of the Committee are given in table below:

TRADE-WINGS LIMITED

SIXTY SEVENTH ANNUAL REPORT 2016-2017

Name of the Director	30.05.16	12.08.16	14.11.16	09.12.16	09.01.17	06.02.17 <sup>s</sup>	09.03.17
Mr. R. Vaidhyanathan	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Rajan Dani*	Yes	Yes	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. A.G. Merchant <sup>@</sup>	N.A.	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Jacinta Nayagam <sup>#</sup>	N.A.	N.A.	Yes	Yes	Yes	Yes	Yes

\* Mr. Rajan Dani ceased to be the Member of the Committee w.e.f. August 31, 2016.

@Mr. A. G. Merchant was appointed as Member of the Committee w.e.f. May 30, 2016.

# Mrs. Jacinta Bazil Nayagam was appointed as the member of the Committee w.e.f. September 12, 2016.

\$Audit Committee Meeting was adjourned and adjourned meeting was held on February 8, 2017.

All the members of the Audit committee are financially literate and have accounting or related financial management expertise as required under the Companies Act, 2013.

All the major steps impacting the financials of the Company are undertaken only after the consultation of the Audit Committee.

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Audit Committee.

**B. Nomination and Remuneration Committee:**

The Board has Nomination and Remuneration Committee in conformity with the provisions of Section 178 of the Companies Act, 2013 which comprises of Non-executive Directors. On resignation of Mr. Rajan Dani (DIN: 00221927), as Director of the Company w.e.f. August 31, 2016, he also ceased to be the Member of the Nomination and Remuneration Committee. The Board of Directors in their meeting held on September 12, 2016 had appointed Mrs. Jacinta Nayagam (DIN: 07557797), as a Member of the Committee in place of Mr. Rajan Dani (DIN: 00221927).

As on March 31, 2017, the composition of the Nomination and Remuneration Committee is as follows:

Name	Designation	Non-Executive/ Independent
Mr. R. Vaidhyanathan (DIN: 02318827)	Chairman	Non-Executive, Independent
Mr. A.G. Merchant (DIN: 05228186)	Member	Non-Executive, Independent
Mrs. Jacinta Nayagam (DIN: 07557797)	Member	Non-Executive, Women Director

The Nomination and Remuneration Committee met 3 (Three) times during the financial year 2016-17. The details of number of Committee Meetings held during the year 2016-17 and attendance of Members of the Committee are given in table below:

Name of the Director	30.05.16	05.07.16	06.02.17
Mr. R Vaidhyanathan	Yes	Yes	Yes
Mr. Rajan Dani*	Yes	Yes	N.A.
Mr. A.G. Merchant	Yes	Yes	Yes
Mrs. Jacinta Nayagam#	N.A.	N.A.	Yes

\*Mr. Rajan Dani ceased to be the Member of the Committee w.e.f. August 31, 2016.

#Mrs. Jacinta Nayagam was appointed as the member of the Committee w.e.f. September 12, 2016.

The appointment of the Directors and Key Managerial Personnel is recommended by the Nomination and Remuneration Committee to the Board. Your Company has devised the Nomination Policy for the appointment of Directors and Key Managerial Personnel (KMP) of the Company who have ability to lead the Company towards achieving sustainable development. The Company has also framed Policy relating to the remuneration of Directors, Key Managerial Personnel and other Employees. A copy of the policy is appended as **Annexure - 1** to the Report.

### C. Stakeholders' Relationship Committee:

The Company has always valued its investors and stakeholders. In order to ensure the proper and speedy redressal of shareholders'/investors' complaints, the Stakeholders' Relationship Committee was constituted. The role of the Committee is to consider and resolve securities holders' complaint and to approve/ratify transfer of securities. The constitution and terms of reference of the Stakeholders' Relationship Committee is in conformity with the provisions of Section 178(5) of the Companies Act, 2013. On resignation of Mr. Rajan Dani (DIN: 00221927), as Director of the Company w.e.f. August 31, 2016, he also ceased to be the Chairman and Member of the Stakeholders' Relationship Committee.

As on March 31, 2017, the Composition of the Stakeholders' Relationship Committee is as follows:

Name	Designation	Non-Executive/Independent
Mr. R. Vaidhyanathan (DIN: 02318827)*	Chairman	Non-Executive, Independent
Mr. A. G. Merchant (DIN: 05228186)#	Member	Non-Executive, Independent

\*In the Board Meeting held on September 12, 2016 Mr. R. Vidhyanathan had been designated as the Chairman of the Stakeholders' Relationship Committee.

#In the Board Meeting held on September 12, 2016, Mr. A.G. Merchant had been appointed as the member of the Stakeholders' Relationship Committee.

The Stakeholders' Relationship Committee met 4 (Four) times during the financial year 2016-17. The details of number of Committee Meetings held during the year 2016-17 and attendance of Members of the Committee are given in table below:

**TRADE-WINGS LIMITED**

**SIXTY SEVENTH ANNUAL REPORT 2016-2017**

Name of the Director	30.05.16	12.08.16	14.11.16	06.02.17
Mr. Rajan Dani*	Yes	Yes	N.A.	N.A.
Mr. R. Vaidhyathan	Yes	Yes	Yes	Yes
Mr. A. G. Merchant@	N.A.	N.A.	Yes	Yes

\* Mr. Rajan Dani ceased to be the Member of the Committee w.e.f. August 31, 2016.

@Mr. A. G. Merchant was appointed as Member of the Committee w.e.f. September 12, 2016.

**13. Number of meetings of the Board of Directors:**

The Board of Directors met Nine (9) times during the Financial Year 2016-17. The intervening gap between any two meetings was not more than 120 days as prescribed by the Companies Act, 2013.

Name of the Director	15.04.16	30.05.16	22.06.16	05.07.16	12.08.16	12.09.16	12.10.16	14.11.16	06.02.17 <sup>s</sup>
Dr. Shailendra P. Mittal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Vinayak S. Ubhaykar*	No	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. R. Vaidhyathan	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Rajan Dani**	Yes	Yes	Yes	Yes	Yes	N.A.	N.A.	N.A.	N.A.
Mr. A.G. Merchant	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Beena Barot***	Yes	Yes	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mrs. Jacinta Nayagam#	N.A.	N.A.	N.A.	N.A.	Yes	Yes	Yes	Yes	Yes

\* Mr. Vinayak S. Ubhaykar ceased to be an Director due to his death on May 1, 2016.

\*\*Mr. Rajan Dani has resigned as Director w.e.f. August 31, 2016.

\*\*\*Mrs. Beena Barot has resigned as Director w.e.f. June 10, 2016.

#Mrs. Jacinta Nayagam was appointed as Non- Executive (Woman) Director w.e.f. July 5, 2016.

\$Board Meeting was adjourned and adjourned meeting was held on February 8, 2017.

Further, as required under Schedule IV of the Companies Act, 2013, the meeting of the Independent Directors of the Company was held on February 12, 2016 and all the Independent Directors of the Company were present at the meeting.

**14. Disclosure under the Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has Policy on Prevention of Sexual Harassment at Work Place and also constituted Internal Complaint Committee to investigate any complaint received on sexual harassment.

The Company has not received any complaints pertaining to sexual harassment during the financial year 2016-17.

**15. Details of establishment of vigil mechanism for directors and employees:**

The Vigil Mechanism of the Company provides Directors and Employees to report their concerns and has also taken steps to safeguard any person using this mechanism from victimization and in appropriate and exceptional cases, there is direct access to approach Chairman of the Audit Committee. The Board of Directors affirms and confirms that no personnel has been denied access to the Audit Committee. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Chairman of the Audit Committee.

The Policy on vigil mechanism may be accessed on the Company's website at the link: <http://www.tradewings.in/downloads/Vigil-Mechanism-Policy.pdf>

**16. Particulars of loans, guarantees or investments under section 186:**

Particulars of loans given, investments made, guarantees given and securities provided as covered under Section 186 of the Companies Act, 2013, are provided in the standalone financial Statements which form part of this report.

**17. Particulars of contracts or arrangements with related parties:**

The Company, during the year, has entered into transactions, as specified under section 188(1) of the Companies Act, 2013, with related parties which are in Ordinary Course of business and are on arms' length basis. Further, the said transactions are not material in nature. Accordingly, the disclosure of Related Party Transactions to be provided under section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, in Form AOC – 2 is not applicable.

The related party transactions/disclosures are provided in the Standalone Financial Statements which forms part of this report.

**18. Directors' Responsibility Statement:**

As stipulated under section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, your Directors hereby state and confirm that:

- a) In preparation of the annual accounts for the financial year ended March 31, 2017, the applicable Accounting Standards have been followed and there are no material departures from the same;
- b) the Directors have 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 March 31, 2017 and of the profit and loss of the Company for the year ended on that date;

- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively during the financial year ended March 31, 2017; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively during the financial year ended March 31, 2017

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the Internal, Statutory and Secretarial Auditors and external consultants, including the audit of internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the year under review.

#### **19. Managerial Remuneration:**

The information required to be disclosed with respect to the remuneration of Directors and KMP's in the Directors' Report pursuant to Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is set out as an **Annexure - 6** to this Report.

The names of top ten employees of the Company in terms of remuneration drawn as required, pursuant to Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out as an **Annexure - 6** to this Report. However, there was no employee in the Company drawing remuneration in excess of limit specified in Rule 5(2)(i) to (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 hence, no such details are provided.

The Managing Director of the Company does not receive any remuneration or commission from Holding Company or any of its Subsidiaries.

#### **20. Risk Management:**

The Company's robust risk management framework identifies and evaluates all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, legal, regulatory, reputational and other risks. Risk Management Policy adopted by the Company involves identification and prioritization of risk events, categorization of risks into High, Medium and Low based on the business impact and likelihood of occurrence of risks and Risk Mitigation & Control.

The Company recognizes that these risks need to be managed and mitigated to protect its shareholders and other stakeholders, to achieve its business objectives and enable sustainable growth. The risk framework is aimed at effectively mitigating the Company's various business and operational risks, through strategic actions. Risk management is integral part of our critical business activities, functions and processes. The risks are reviewed for the change in the nature and extent of the major risks identified since the last assessment. It also provides control measures for risks and future action plans.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's Risk Management policies, systems and procedures.

The Company believes that the overall risk exposure of present and future risks remains within risk capacity.

### **21. Corporate Social Responsibility:**

It is the Company's continuous endeavor to discharge its liability as a corporate citizen of India. As the Company does not fulfill the criteria specified under Section 135(1) of the Companies Act, 2013, it has not constituted CSR Committee or formulated CSR Policy or made expenditure towards CSR activities during the reporting period. Further, the Company was also not required to mention in the Board's Report details as required under section 135 of the Companies Act, 2013 and the Rules made there under hence, no such details are given in this Report.

### **22. Management Discussion and Analysis:**

As required under Regulation 34(2) read with Schedule V (B) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, report on "Management Discussion and Analysis" is attached as **Annexure - 7** and forms a part of this Report.

### **23. Other Disclosures / Reporting:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Details relating to deposits covered under Chapter V of the Act.
- b) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- d) Details of payment of remuneration or commission to Managing Director or Joint Managing Director of the Company from any of its subsidiaries as no such payment were made.



- e) Voting rights which were not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).
- f) There are no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.
- g) No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**24. Acknowledgements:**

Your Directors express their deep gratitude for the co-operation and support extended to the Company by its Members, customers, suppliers, bankers and various government agencies. Your Directors also place on record the commitment and involvement of the employees at all levels and looks forward to their continued co-operation.

**For and on behalf of Board of Directors of  
Trade Wings Limited**

**Dr. Shailendra P. Mittal**  
**Chairman & Managing Director**  
**DIN: 00221661**  
**Address: 62-A, Mittal Bhavan, Pedder Road, Mumbai – 400026**

**Date: May 30, 2017**  
**Place: Mumbai**

ANNEXURE- 1

**NOMINATION AND REMUNERATION POLICY**

[Under section 178 read with Section 134 of Companies Act, 2013]

**PREAMBLE**

Pursuant to Section 178, read with Section 134 the Board of Directors of the Companies Act, 2013, every Listed Company shall constitute the Nomination and Remuneration Committee. The Company had already constituted Nomination Remuneration Committee comprising of three Non-executive Independent Directors.

The members of the Remuneration Committee continue to be the members of the Nomination and Remuneration Committee.

This Committee and the policy are formulated in compliance with Section 178 of the Companies Act, 2013.

**OBJECTIVE**

The Key objectives of the Committee would be:

- 1) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 2) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- 3) To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

**DEFINITIONS**

- 1) "**Board**" means Board of Directors of the Company.
- 2) "**Company**" means "Trade-Wings Limited".
- 3) "**Employees' Stock Option**" means the option given to the directors, officers or employees of a Company or of its Holding Company or Subsidiary Company or Companies, if any, which gives such Directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date at a pre-determined price.
- 4) "**Independent Director**" means a director referred to in Section 149(6) of the Companies Act, 2013.
- 5) "**Key Managerial Personnel**" (**KMP**) means
  - a. Chief Executive Officer or the Managing Director or the Manager,
  - b. Company Secretary,
  - c. Whole-Time Director,
  - d. Chief Financial Officer and
  - e. Such other officer as may be prescribed.
- 6) "**Nomination and Remuneration Committee**" shall mean a Committee of the Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- 7) "**Policy**" means "Nomination and Remuneration Policy".

- 8) “**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-Tax Act, 1961.
- 9) “**Senior Management**” means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

### INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and / or any other SEBI Regulations as amended from time to time.

### GUIDING PRINCIPLES

This policy ensures that

- 1) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- 2) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- 3) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

### ROLE OF THE COMMITTEE

The role of the Committee inter-alia will be the following:

- 1) To formulate a criteria for determining qualifications, positive attributes and independence of a director.
- 2) Formulate criteria for evaluation of Independent Directors and the Board.
- 3) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- 4) To carry out evaluation of every Director’s Performance.
- 5) To recommend to the Board the appointment and removal of Directors and Senior Management.
- 6) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- 7) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- 8) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- 9) To perform such other functions as may be necessary or appropriate for the performance of its duties.

### MEMBERSHIP

- 1) The Committee shall comprise of atleast three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.
- 2) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- 3) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- 4) Membership of the Committee shall be disclosed in the Annual Report.
- 5) Term of the Committee shall be continued unless terminated by the Board of Directors.

### CHAIRMAN

- 1) The Chairman of the Committee shall be an Independent Director.
- 2) Chairperson of the Company may be appointed as a member of the Committee but shall not chair the Committee.
- 3) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- 4) Chairman of the Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

### FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

### COMMITTEE MEMBERS' INTEREST

- 1) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- 2) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

### VOTING

- 1) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- 2) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

### APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

#### A. Appointment criteria and qualifications:

- 1) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

- 2) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- 3) The Company shall not appoint or continue the employment of any person as Managing Director / Whole-time Director / Manager who has attained the age of Seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

**B. Term / Tenure:**

**1) The Managing Director / Whole-time Director / Manager (Managerial Person):**

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**2) Independent Director:**

- i. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.
- ii. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1<sup>st</sup> October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.
- iii. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed Company.

**C. Evaluation:**

The Committee may carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

**D. Removal:**

Due to reasons for any disqualification mentioned in the Companies Act 2013, rules made thereunder or any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the Act, rules and regulations.

**E. Retirement:**

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT**

**A. General:**

- 1) The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior / post approval of the shareholders of the Company and Central Government, whenever required.
- 2) The remuneration and commission to be paid to managerial person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- 3) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the shareholders in the case of Managerial Person. Increments will be effective from the date of re-appointment in respect of Managerial person and 1<sup>st</sup> April in respect of other employees of the Company.

**B. Remuneration to Managerial Person, KMP and Senior Management:**

**1) Fixed Pay:**

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the Statutory provisions of the Companies Act, 2013 and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of the perquisites including, employer's contribution to P. F., pension scheme, medical expenses, club fees, etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

**2) Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

**3) Provisions for excess remuneration:**

If any managerial person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**C. Remuneration to Non-Executive / Independent Director:**

**1) Remuneration / Commission:**

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

**2) Sitting Fees:**

The Non – Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**3) Limit of Remuneration / Commission:**

Remuneration / Commission may be paid within the monetary limit approved by the shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

**4) Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

**MINUTES OF COMMITTEE MEETING:**

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

**DEVIATIONS FROM THIS POLICY:**

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

## ANNEXURE -2

## Form AOC-1

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

**Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary is presented with amounts in Rupees)

Sr. No.	Name of the subsidiary	Trade-Wings Hotels Limited
1.	The date since when subsidiary was acquired	March 30, 1993
2.	Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period	Same as of Trade Wings Limited
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of Foreign Subsidiaries	Not Applicable
4.	Share capital	99,00,200
5.	Reserves & surplus	- 14,94,12,904
6.	Total assets	25,30,87,000
7.	Total Liabilities	39,25,99,705
8.	Investments	6,50,100
9.	Turnover	25,36,37,797
10.	Profit before taxation	1,502,284
11.	Provision for taxation	5,46,004
12.	Profit after taxation	9,56,280
13.	Proposed Dividend	Nil
14.	Extent of shareholding	100%

**Notes:**

- Names of subsidiaries which are yet to commence operations: **Not Applicable**
- Names of subsidiaries which have been liquidated or sold during the year: **Not Applicable**

**Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

**Not applicable as the Company did not have any Associate Company or Joint Venture during the reporting period.**

**For and on behalf of Board of Directors of  
For Trade Wings Limited**

**Dr. Shailendra P. Mittal**  
Chairman & Managing Director  
DIN: 00221661

**Vishwanathan Nair**  
CFO  
PAN: AEXP2757E

**Zurica Pinto**  
Company Secretary  
PAN: APGPC8935F

**Date: May 30, 2017 Place: Mumbai**



Form No. MR-3

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup>MARCH, 2017

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

To,  
The Members,  
Trade Wings Limited.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Trade Wings Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 (SEBI Act):-
  - a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Based on the representation made by the Company and its officers, the Company has proper system and process in place for compliance under the other applicable laws, acts, rules, regulations and guidelines. Major heads/groups of Specific Acts, Laws and Regulations as applicable to the Company are given below:

- (a) IATA Guidelines for Agents.
- (b) Prevention of Money Laundering Act, 2002.

We have also examined compliance with the applicable clause of the following;

- I. Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. Listing Agreements entered into by the Company with Bombay Stock Exchange

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards etc mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice was given to all Directors for the Board Meetings, agenda and notes to agenda were also sent in accordance with the applicable provisions. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the period, all the decisions in the Board Meetings were carried out unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Mumbai  
Date: 30.05.2017

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Gopika Shah - Partner  
GHV & Co., Practising Company Secretary  
ACS No.: 30358  
C P No.: 11663

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

To,  
The Members,  
Trade Wings Limited.

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature: \_\_\_\_\_  
Gopika Shah - Partner  
GHV & Co.,  
Practising Company Secretary

Date: 30.05.2017  
Mumbai

ANNEXURE - 4

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on March 31, 2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

I REGISTRATION & OTHER DETAILS

i	CIN	L63040GA1949PLC000168
ii	Registration Date	November 29, 1949
iii	Name of the Company	Trade Wings Limited
iv	Category/Sub-category of the Company	Company Limited by shares/ Indian Non Government Company
v	Address of the Registered office & contact details	6, Mascarenhas Building, M.G. Road, Panaji, Goa – 403001 Telephone: 0832 2435166 E-mail: companysecy@twltravel.com
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai 400 072 Tel. No: 022 40430200, Fax: 022 4043 0251 E-mail: investor@bigshareonline.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Travel Agency activities	79110	96%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares Held	Applicable Section
1	Narayani Hospitality and Academic Institution Private Limited 18/20, K Dubash Marg, Kalaghoda, Fort, Mumbai – 400023	U65910MH1987PTC042725	Holding Company	74.61%	2(46)
2	Trade Wings Hotels Limited 6, Mascarenhas Building, M.G. Road, Panaji, Goa – 403001	U55101GA1989PLC000966	Subsidiary Company	100%	2(87)(ii)

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IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) Category Wise Shareholding :

Category of Shareholders	No. of Shares held at the beginning of the year ( April 1, 2016 )				No. of Shares held at the end of the year (March 31, 2017)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	9640	0	9640	0.32	9640	0	9640	0.32	0
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corporates	2238341	0	2238341	74.61	2238341	0	2238341	74.61	0
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any Other (Trust)	0	1079	1079	0.04	0	1079	1079	0.04	0
<b>SUB TOTAL (A) (1):</b>	<b>2247981</b>	<b>1079</b>	<b>2249060</b>	<b>74.97</b>	<b>2247981</b>	<b>1079</b>	<b>2249060</b>	<b>74.97</b>	<b>0</b>
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any other...	0	0	0	0.00	0	0	0	0.00	0
<b>SUB TOTAL (A) (2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>Total Shareholding of Promoters (A)= (A)(1)+(A)(2)</b>	<b>2247981</b>	<b>1079</b>	<b>2249060</b>	<b>74.97</b>	<b>2247981</b>	<b>1079</b>	<b>2249060</b>	<b>74.97</b>	<b>0</b>
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions	0	0	0	0.00	0	0	0	0.00	0
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
g) FIIS	0	0	0	0.00	0	0	0	0.00	0
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
(2) Non Institutions									
a) Bodies corporates									
i) Indian	2906	619051	621957	20.73	211	619051	619262	20.64	-0.09
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	31880	59907	91787	3.06	31972	59827	91799	3.06	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs	35496	1640	37136	1.24	39717	0	39717	1.32	0.08
c) Others (Specify)									
c-i) Clearing Member	0	0	0	0.00	0	0	0	0.00	0
c-ii) NRI	60	0	60	0.00	162	0	162	0.01	0.01
c-iii) Director	0	0	0	0.00	0	0	0	0.00	0
c-iv) OCB	0	0	0	0.00	0	0	0	0.00	0
<b>SUB TOTAL (B)(2):</b>	<b>70342</b>	<b>680598</b>	<b>750940</b>	<b>25.03</b>	<b>72062</b>	<b>678878</b>	<b>750940</b>	<b>25.03</b>	<b>0</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>70342</b>	<b>680598</b>	<b>750940</b>	<b>25.03</b>	<b>72062</b>	<b>678878</b>	<b>750940</b>	<b>25.03</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>2318323</b>	<b>681677</b>	<b>3000000</b>	<b>100.00</b>	<b>2320043</b>	<b>679957</b>	<b>3000000</b>	<b>100.00</b>	<b>0</b>

(ii) Shareholding of Promoters

Sl No.	Shareholders Name	Shareholding at the beginning of the year (April 1, 2016)			Shareholding at the end of the year (March 31, 2017)			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Narayani Hospitality & Academic Institution Private Limited	2238341	74.61	0.00	2238341	74.61	0.00	0.00
2	Shailendra Parmeshwarji Mittal	9640	0.32	0.00	9640	0.32	0.00	0.00
3	Shailendra Mittal Family Trust	1079	0.04	0.00	1079	0.04	0.00	0.00
	<b>Total</b>	<b>2249060</b>	<b>74.97</b>	<b>0.00</b>	<b>2249060</b>	<b>74.97</b>	<b>0.00</b>	<b>0.00</b>

(iii) Change in promoters' shareholding ( specify if there is no change)

Sl. No.	Name of Promoters	Shareholding at the beginning of the Year (April 1, 2016)		Increase/ Decrease in No. of Shares	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
<b>1</b>	<b>Narayani Hospitality &amp; Academic Institution Private Limited</b>					
	At the beginning of the year - 01.04.2016	2238341	74.61			
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2017	2238341	74.61	0	2238341	74.61
<b>2</b>	<b>Shailendra Parmeshwarji Mittal</b>					
	At the beginning of the year - 01.04.2016	9640	0.32			
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2017	9640	0.32	0	9640	0.32
<b>3</b>	<b>Shailendra Mittal Family Trust</b>					
	At the beginning of the year - 01.04.2016	1079	0.04			
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2017	1079	0.04	0	1079	0.04

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year (April 1, 2016)		Increase /Decrease in No. of Shares	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
<b>1</b>	<b>Benjo Holdings Private Limited</b>					
	At the beginning of the year - 01.04.2016	187736	6.26			
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2017	187736	6.26	0	187736	6.26
<b>2</b>	<b>Sagarknya Investment and Finance Private Limited</b>					
	At the beginning of the year - 01.04.2016	184525	6.15			
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2017	184525	6.15	0	184525	6.15
<b>3</b>	<b>Vishwadeep Investment and Finance Private Limited</b>					
	At the beginning of the year - 01.04.2016	181870	6.06			
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2017	181870	6.06	0	181870	6.06
<b>4</b>	<b>Vishwabharti Holdings Private Limited</b>					
	At the beginning of the year - 01.04.2016	64320	2.14			
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2017	64320	2.14	0	64320	2.14
<b>5</b>	<b>Urmila Ramgopal Agarwal</b>					
	At the beginning of the year - 01.04.2016	37136	1.24			
	Increase due to Purchase on 26.08.2016			50	37,186	1.24
	Increase due to Purchase on 02.09.2016			50	37,236	1.24
	Increase due to Purchase on 22.09.2016			50	37,286	1.24
	Increase due to Purchase on 23.09.2016			50	37,336	1.24
	Increase due to Purchase on 07.10.2016			50	37,386	1.25
	Increase due to Purchase on 02.12.2016			242	37,628	1.25
	Increase due to Purchase on 10.02.2017			60	37,688	1.26
	Increase due to Purchase on 17.02.2017			50	37,738	1.26
	Increase due to Purchase on 31.03.2017			1979	39,717	1.32
	At the end of the year - 31.03.2017	39717	1.32	0	39717	1.32
<b>6</b>	<b>Hemlata Vikas Bhansali</b>					
	At the beginning of the year - 01.04.2016	4312	0.14			
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2017	4312	0.14	0	4312	0.14
<b>7</b>	<b>Nainesh Jaykant Bhatt</b>					
	At the beginning of the year - 01.04.2016	4000	0.13			
	Date wise Increase / Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2017	4000	0.13	0	4000	0.13
<b>8</b>	<b>Rajal Rinesh Bhansali</b>					
	At the beginning of the year - 01.04.2016	1744	0.06			
	Date wise Increase/ Decrease shareholding during the year	No change during the year				
	At the end of the year - 31.03.2017	1744	0.06	0	1744	0.06

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<b>9</b>	<b>Suresh Mittal</b>					
	At the beginning of the year - 01.04.2016	1720	0.06			
	Date wise Increase/ Decrease shareholding during the year	No change during the year				
	At the end of the year - 31.03.2017	1720	0.06	0	1720	0.06
<b>10</b>	<b>Mahindra Holdings Ltd.*</b>					
	At the beginning of the year - 01.04.2016	2090	0.07			
	Decrease due to Sell on 24.03.2017			-2090	0	0.00
	At the end of the year - 31.03.2017	0	0.00	0	0	0.00
* Ceased to be Top 10 Member w.e.f. 24.03.2017						
<b>11</b>	<b>Khorshed E Sodawaterwala*</b>					
	At the beginning of the year - 01.04.2016	1450	0.05			
	Date wise Increase/ Decrease shareholding during the year	No change during the year				
	At the end of the year - 31.03.2017	1450	0.05	0	1450	0.05
*Become top 10 Member w.e.f. March 24, 2017						

**(v) Shareholding of Directors & KMP**

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the Year (April 1, 2016)		Increase/ Decrease in No. of Shares	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
<b>1</b>	<b>Dr. Shailendra Mittal (DIN: 00221661)*</b>					
	At the beginning of the year - 01.04.2016	10719	0.36			
	Increase/decrease during the year	No change during the year				
	At the end of the year - 31.03.2017	10719	0.36		10719	0.36
*Of the above mentioned shares, 1079 shares are held as a Trustee of Shailendra Mittal Family Trust						
No other Director or KMP holds any shares in the Company.						

**V INDEBTEDNESS**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total
<b>Indebtedness at the beginning of the financial year (1.4.2016)</b>				
i) Principal Amount	12,46,77,856	4,10,96,369	0	16,57,74,225
ii) Interest due but not paid	3,61,478	0	0	3,61,478
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>12,50,39,334</b>	<b>4,10,96,369</b>	<b>0</b>	<b>16,61,35,703</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	1,76,82,40,721	2,71,71,348	0	1,79,54,12,069
Reduction	1,75,75,95,035	2,08,38,780	0	1,77,84,33,815
<b>Net Change</b>	<b>1,06,45,686</b>	<b>63,32,568</b>	<b>0</b>	<b>1,69,78,254</b>
<b>Indebtedness at the end of the financial year (31.3.2017)</b>				
i) Principal Amount	13,53,23,542	4,74,28,937	0	18,27,52,479
ii) Interest due but not paid	3,08,189	0	0	3,08,189
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>13,56,31,731</b>	<b>4,74,28,937</b>	<b>0</b>	<b>18,30,60,668</b>



## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Dr. Shailendra P. Mittal (MD)*	Mr. Vinayak Ubhayakar (MD)#	
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	30,00,000	15,001	30,15,001
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	as % of profit	0	0	0
	others (specify)	0	0	0
5	Others, please specify	0	0	0
	<b>Total (A)</b>	<b>30,00,000</b>	<b>15,001</b>	<b>30,15,001</b>
	<b>Ceiling as per the Act</b>	In excess of limits specified under Section 197 hence, as per Schedule V Part II Section II.		

\*Dr. Shailendra Mittal was WTD till May 29, 2016. Thereafter he was designated as Managing Director w.e.f. May 30, 2016.

#Due to death, Mr. Vinayak Ubhayakar was ceased to be Director and Managing Director of the Company w.e.f. May 1, 2016

## B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors			Total Amount
		R. Vaidhyanathan	Rajan Dani*	A.G. Merchant	
1	<b>Independent Directors</b>				
	(a) Fee for attending board/committee meetings	0	0	5,62,500	5,62,500
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	<b>Total (1)</b>	<b>0</b>	<b>0</b>	<b>5,62,500</b>	<b>5,62,500</b>
2	<b>Other Non Executive Directors</b>	<b>Beena Barot#</b>	<b>Jacinta Nayagam\$</b>		
	(a) Fee for attending board/committee meetings	1,11,060	0		1,11,060
	(b) Commission	0	0		0
	(c) Others (Professional fees)	0	0		0
	<b>Total (2)</b>	<b>1,11,060</b>	<b>0</b>		<b>1,11,060</b>
	<b>Total (B)=(1+2)</b>				<b>6,73,560</b>
	<b>Total Managerial Remuneration</b>				<b>36,88,561</b>
	<b>Overall Ceiling as per the Act</b>	In excess of limits specified under Section 197 hence, as per Schedule V Part II Section II.			

\*Resigned w.e.f. September 1, 2016

#Resigned w.e.f. June 10, 2016

\$Appointed w.e.f. July 5, 2016

## C. Remuneration To Key Managerial Personnel Other Than /MD/ Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel <sup>%</sup>			Total Amount
		*Vishwanathan Nair, CFO	#Siddhanth Nimbalkar, CS	\$Zurica Kevin Pinto, CS	
1	<b>Gross Salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	4,64,600	2,50,000	27,638	7,42,238
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	- others, specify	0	0	0	0
5	Others	0	0	0	0
	<b>Total</b>	<b>4,64,600</b>	<b>2,50,000</b>	<b>27,638</b>	<b>7,42,238</b>

%Salary drawn as KMP of the Company

\*Appointed w.e.f. May 30, 2017

#Resigned w.e.f. February 1, 2017

\$Appointed w.e.f. February 6, 2017

## VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					

**ANNEXURE-5**

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

(Pursuant to provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

**A. Energy Conservation:**

**1. The steps taken or impact on conservation of energy:**

Your Company is in service industry and not having manufacturing activity. Your Company has always considered energy and natural resource conservation as a focus area and has been consciously making efforts towards its conservation. Even though the operations of the Company are not energy intensive, the Company on continuous basis takes measures for conservation of power.

Your Company has taken several sustainable steps voluntarily to contribute towards better environment. Select few steps are listed below:

- a) Use of natural Lightning and natural ventilation
- b) Use of energy efficient electric equipment
- c) Educating employees and workers for energy conservation

**2. The steps taken by the Company for utilising Alternate Sources of Energy:**

The Company is using electricity as main source of its energy requirement and does not have any alternate source of energy.

**3. The capital investment on energy conservation equipments:**

For the year under review, there was no investment in energy conservation equipments.

**B. Technology Absorption:**

**1. The efforts made towards technology absorption:**

The Company evaluates the best available technology for improving its performance and quality of its service operations.

**2. The benefits derived like product improvement, cost reduction, product development or import substitution:**

The Company has not absorbed/made any new technology during the year.

**3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

No technology was imported during the three years preceding to the year under report.

**4. Expenditure incurred on Research and Development:**

Nil

**C. Foreign Exchange Earnings and Outgo:**

The total Foreign Exchange Earning and Outgo in terms of actual inflow and out flow during the year was as follows:

Particulars	Amount in Rs.	
	Financial year 2016-17	Financial year 2015-16
Foreign Exchange inflow	Nil	Nil
Foreign Exchange outflow	13,60,137	2,19,560

**For and on behalf of Board of Directors of  
Trade Wings Limited**

**Dr. Shailendra P. Mittal**

Chairman & Managing Director

DIN: 00221661

Address: 62-A, Mittal Bhavan, Pedder Road, Mumbai 400026

**Date: May 30, 2017**

**Place: Mumbai**

ANNEXURE-6

## DETAILS OF REMUNERATION

**A. Details pertaining to remuneration as required under Section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the percentage increase in remuneration of each Director during the Financial Year 2016-17 are as under:

Sr. No.	Name and Designation	Remuneration (in Rs.)	% Increase in Remuneration~	Ratio~
1.	Dr. Shailendra P. Mittal (Chairman and Managing Director)*	Rs.30,00,000/-	0%	11.84
2.	Mr. Vinayak S. Ubhayakar (Managing Director) <sup>§</sup>	15,001/-	-	N.A.
3.	Mr. A.G. Merchant (Independent Director)	Rs. 5,62,500/-	6.13%	2.22
4.	Ms. Beena Barot (Non- Executive Women Director) <sup>&amp;</sup>	Rs.1,11,060/-	-	N.A.
5.	Mrs. Jacinta Nayagam (Non- Executive Women Director) <sup>^</sup>	NIL	-	N.A.
6.	Mr. R. Vaidyanathan (Independent Director)	NIL	-	N.A.
7.	Mr. Vishwanathan K. Nair (Chief Financial Officer) **	Rs. 4,64,600/-	-	N.A.
8.	Mr. Siddhanth Nimbalkar (Company Secretary) <sup>@</sup>	Rs.2,50,000/-	-	N.A.
9.	Mrs. Zurica Kevin Pinto (Company Secretary) <sup>#</sup>	Rs. 27,638/-	-	N.A.

\*Dr. Shailendra P. Mittal was designated as Chairman and Managing Director w.e.f. May 30, 2016. Earlier to that he was Whole-time Director of the Company.

<sup>§</sup>Mr. Vinayak S. Ubhayakar died on May 1, 2016. Remuneration is from April 1, 2016 to April 30, 2016.

<sup>&</sup>Ms. Beena Barot has resigned as Non-Executive (Women) Director w.e.f. June 10, 2016. Remuneration is from April 1, 2016 to May 31, 2016.

<sup>^</sup>Mrs. Jacinta Nayagam was appointed as Non-Executive (Women) Director w.e.f. July 5, 2016.

\*\*Mr. Vishwanathan K. Nair was appointed as Chief Financial Officer w.e.f. May 30, 2016. Remuneration is from May 30, 2016 to March 31, 2017.

<sup>@</sup>Mr. Siddhanth Nimbalkar has resigned as Company Secretary w.e.f. February 1, 2017. Remuneration is from April 1, 2016 to January 31, 2017.

<sup>#</sup>Mrs. Zurica Kevin Pinto was designated as Company Secretary w.e.f. February 6, 2017. Remuneration is from February 6, 2017 to March 31, 2017.

~Not provided for the person who was not a Director/KMP/Manager for whole year.

- ii. **The percentage increase in the median remuneration of employees in the Financial Year:**  
In the Financial Year 2016-17, there was an increase of 13.43% in the median remuneration of employees.
- iii. **The number of permanent employees on the rolls of Company:**  
There were 200 (including KMP) permanent employees on the rolls of the Company as on March 31, 2017.
- iv. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof:**  
Average percentage increase made in the salaries of employees other than the managerial personnel in the Financial Year 2016-17 was 9.87% whereas there was no increase in the remuneration of Directors or KMPs during the Financial Year 2016-17.
- v. **Affirmation that the remuneration is as per the remuneration policy of the company:**  
It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

**B. Details pertaining to remuneration as required under Section 197(12) read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

The details of top ten employees of the Company are given below:

Sr. No.	1	2
<b>Name</b>	<b>Dr. Shailendra P. Mittal</b>	<b>Mr. Ramnath Prakash</b>
<b>Designation</b>	Chairman and Managing Director	Branch Manager
<b>Remuneration paid</b>	Rs. 2,50,000/- p.m.	Rs. 1,25,320/- p.m.
<b>Nature of employment</b>	Permanent	Permanent
<b>Qualifications and Experience</b>	MBA, PHD, Industrial Engineering, more than 36 years of experience	Diploma, more than 25 years of experience
<b>Date of commencement of employment</b>	June 30, 1988	October 23, 1991
<b>Age</b>	63 years	51 years
<b>Previous Employment</b>	N.A. since he is associated with the Company since its inception	N.A
<b>% of equity shares held in the Company along with his spouse and dependent children</b>	0.36%* *includes 0.04% shares held as a trustee of Shailendra Mittal Family Trust	Nil
<b>Whether relative of Director or Manager</b>	He himself is a Director of the Company	No

Sr. No.	3	4
Name	Mr. Ajay Duggal	Mr. Shivesh Samanth
Designation	Branch Manager	Branch Manager
Remuneration paid	Rs. 80,755/- p.m.	Rs. 77,000/- p.m.
Nature of employment	Permanent	Permanent
Qualifications and Experience	Graduate, more than 36 years of experience	B.A, more than 36 years of experience
Date of commencement of employment	February 2, 1981	April 1, 1981
Age	59 years	56 years
Previous Employment	N.A	N.A
% of equity shares held in the Company along with his spouse and dependent children	Nil	Nil
Whether relative of Director or Manager	No	No

Sr. No.	5	6
Name	Mrs. Vilayanur Ravi	Mr. Ajay Seth
Designation	Regional Manager	Manager
Remuneration paid	Rs. 71,000/- p.m.	Rs. 65,683/- p.m.
Nature of employment	Permanent	Permanent
Qualifications and Experience	Post Graduate, She is associated with the Company for more than 8 years	Graduate, more than 21 years of experience
Date of commencement of employment	January 1, 2009	November 1, 1995
Age	66 years	50 years
Previous Employment	N.A	India Habitat Centre
% of equity shares held in the Company along with his spouse and dependent children	Nil	Nil
Whether relative of Director or Manager	No	No

Sr. No.	7	8
Name	Mr. Valigno Dias	Mr. Rakesh Sharma
Designation	Branch Manager	Accounts Manager
Remuneration paid	Rs. 63,000/- p.m.	Rs. 61,899/- p.m.
Nature of employment	Permanent	Permanent
Qualifications and Experience	Post Graduate, more than 23 years of experience	Graduate, more than 24 years of experience
Date of commencement of employment	August 1, 1993	July 20, 1992
Age	49 years	51 years
Previous Employment	N.A	Siddharth Travels
% of equity shares held in the Company along with his spouse and dependent children	0.00%	Nil
Whether relative of Director or Manager	No	No

Sr. No.	9	10
Name	Mr. Joseph Lucio Agnelo Pinto	Mr. Yogesh Kumar Singh
Designation	Branch Manager	Branch Manager
Remuneration paid	Rs. 58,600/- p.m.	Rs. 58,420/- p.m.
Nature of employment	Permanent	Permanent
Qualifications and Experience	Graduate. More than 42 years of experience	B.Com, More than 16 years of experience
Date of commencement of employment	April 18, 1975	February 28, 2001
Age	71 Years	43 Years
Previous Employment	N.A.	Sita Travels
% of equity shares held in the Company along with his spouse and dependent children	Nil	Nil
Whether relative of Director or Manager	No	No

For and on behalf of Board of Directors of  
Trade Wings Limited

**Dr. Shailendra P. Mittal**

Chairman & Managing Director

DIN: 00221661

Address: 62-A, Mittal Bhavan, Pedder Road, Mumbai 400026

Date: May 30, 2017

Place: Mumbai



## ANNEXURE - 7

**MANAGEMENT DISCUSSION AND ANALYSIS****1. Industry structure and developments:****Overview:**

The Company is a Public Limited Company incorporated and domiciled in India and has its Registered Office at Goa, India and Corporate office in Mumbai. In addition to this, the Company has branches in more than 30 cities in India. The Company has its equity listed on BSE Limited. The Company has been steadily expanding its customer base, infrastructure, and service lines by establishing new branches in different cities in India. The Company operates in tourism industry and also provides Cargo Services.

The Indian tourism and hospitality industry has emerged as one of the key drivers of growth among the services sector in India. The second-largest sub-segment of the services sector comprising trade, repair services, hotels and restaurants. Tourism in India accounts for 7.5 per cent of the GDP and is the third largest foreign exchange earner for the country. The total contribution of travel and tourism to Indian GDP is forecasted to increase by 4.97% per annum to US\$ 280.5 billion by 2025 (7.2 per cent of GDP). Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. Tourism is also a potentially large employment generator besides being a significant source of foreign exchange for the country.

Tourism and hospitality is included as one of the focus sector under Government's 'Make in India' initiative. In the Union Budget the Government has announced setting-up 3500 railway lines across India, setting up of airports in Tier 2 cities and dedicated trains for religious tourism which will ultimately work in encouraging people to travel more.

**Trade Wings Limited: Poised For Growth**

Each of our business has its own unique and secular growth drivers and we enjoy a relatively good position within each business.

**The Company undertakes the business activities in the following areas:**

Travel and travel related services  
Cargo and Others

**Opportunities and Threats:****Opportunities:**

Recovery and growth of economy as well as significant technology changes are presenting several opportunities to the Company. Further, the Make in India initiative of Government of India has also increased tourism in India, in addition to Investment. Also the Government has introduced process of tourist visa on arrival for citizens of certain countries which make travel easy. Trade Wings Limited sees opportunities of growth on the back of reviving global economies, political and social stability in the country. With the second largest population in the world, India also presents a large number of potential consumers.

**Threats:**

The global travel services industry is highly competitive with competition arising from Multinational Companies and few Indian Companies having sizable presence globally and also in the country. The stiff competition can lead to pressure on pricing, and hence can impact Company growth and profitability.

The Company being in service industry, it is associated with supply side risks on availability of talented pool of people and experts. Also attracting talented people and attrition remains a risk.

**2. Segment-wise Performance:**

During the year under review, the Company was operating in two segments viz.

1. Cargo and Others
2. Travel Related Services

The segment-wise performance of the Company during the year is given below:

Particulars	Year ended March 31, 2017 (Amount in Rs.)
<b>Total Segment Revenue</b>	
Cargo and Others	10,81,761
Travel Related Services	19,80,17,066
<b>Less: Inter Segment Revenue</b>	
Cargo and Others	0
Travel Related Services	0
<b>Revenue from External Customers</b>	
Cargo and Others	10,81,761
Travel Related Services	19,80,17,066
<b>Segment Profit/Loss before Interest and Tax</b>	
Cargo and Others	-38,17,963
Travel Related Services	2,95,89,217
<b>Total</b>	<b>2,57,71,254</b>
Less: Interest	2,14,98,018
Less: Other un-allocable expenditure net of un-allocable income	0
<b>Total Profit before Tax</b>	<b>42,73,236</b>

**3. Outlook:**

The future of the travel services industry will largely be shaped by the economic, social and political environment between the countries. The friendly relation between the two countries will ultimately boost our business.

The terrorist threats have hit the travel industry globally. Our company has also been affected by it. However, the governments all over the world are taking terrorist threats seriously and are making efforts to neutralize the threats. The way the governments around the world prevent the terrorist activities, will play a key role in our industry. The Company is well poised to grow in the coming years.

**4. Risks and concerns:**

This report lists forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements as a result of certain factors. This section lists our, risks and concerns:

- Our business will suffer if we fail to anticipate and provide new services and enhance existing services to keep pace with rapid changes in the businesses on which we focus.
- In the event that the Government of India or the government of another country changes its external affairs policies in a manner that is adverse to us, our revenues may be affected, reducing our profitability.
- The Tours and Travel industry is a cyclical industry and is sensitive to changes in the economy in general. A slowdown in global economy in general and any of our focused economies in particular can unfavorably impact our business.
- Major Terrorist attack in the country
- Any Natural calamities or riots.
- Changes in foreign currency rates.
- Negative changes in export.

One of the concerns is the Goods and Service Tax ("GST"), The GST Council announced that non-AC restaurants will charge 12% GST on food, AC restaurants and those with liquor licence 18% per cent, and five star hotels will charge a GST of 28% to some extent which will make India uncompetitive as taxes in neighboring countries like Myanmar, Thailand, Singapore, Indonesia range between 5% and 10%.

**5. Internal Control systems and their adequacy:**

The Company maintains adequate internal control system, which provides, amongst other things, reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against significant misuse or loss of Company's assets.

The Company has an adequate system of internal controls implemented for achieving efficiency in operations, optimum utilization of resources with analysis of data to strengthen it to meet the changing requirements.

The Board and the Audit Committee are responsible for maintaining the risk management framework and internal control processes and policies. The Board assesses and approves its overall risk appetite, monitors the risk exposure and sets the group-wide limits, which are periodically reviewed. The Company's management systems, organizational structures, processes, standards, code of conduct and behaviors together form a system of internal control that governs how it conducts its businesses and manages associated risks. The effectiveness of the internal control mechanism is reviewed by internal audit team and by the Statutory Auditors. The Audit Committee of the Board periodically reviews the functioning of the internal audit and the implementation of the recommended measures to improve the internal control mechanism.

**6. Discussion on financial performance with respect to operational performance:**

(Amount in Rs.)			
Particulars	2016-17	2015-16	Change (%)
Revenue from operations	17,94,07,268	16,79,07,358	6.85
Other income (2)	2,16,21,098	1,54,55,999	39.89
<b>Sub-total (1+2)</b>	<b>20,10,28,366</b>	<b>18,33,63,357</b>	<b>9.63</b>
<b>Total Expenditure</b>	<b>19,67,55,127</b>	<b>17,97,93,278</b>	<b>9.43</b>
Profit/(Loss) before Tax	42,73,239	35,70,079	19.71
<b>Profit/ (Loss) after Tax</b>	<b>34,37,312</b>	<b>50,47,222</b>	<b>-31.90</b>

The revenues from operations of the Company have grown by Rs. 1,14,99,910/- as compared to the previous financial year. There has been increase of 6.85% in the revenues from operation of the Company from the previous year. The expenses have also been increased proportionately by 9.43% to Rs. 19,67,55,127/- from Rs. 17,97,93,278/- incurred in the previous year. The other income of the Company has increased significantly by 38.89%. During the current financial year the Company has recorded Profit before tax of Rs. 42,73,239/- as compared to the profit before tax of Rs.35,70,079/- in the previous year. The Company is expected to earn more profits in the coming years.

**7. Material developments in Human Resources/ Industrial Relations front:**

In any service enterprise, employees form the core of an organization. We recognize the vitality of this stakeholder. A significant portion of our management focus is invested in engaging with our employees and improvement of services to the client's satisfaction.

During the year the Company has not reported any Management-Employee conflict.

The Company is committed to create an appropriate climate, opportunities and systems to facilitate identification, development and utilization of employees' full potential on a continuous basis.

Number of employees: There were 200 employees (including KMP) on the pay roll of the Company as on March 31, 2017.

**Cautionary Statement:**

Certain statements made in the management discussion and analysis report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections and so on, whether express or implied. Several factors could make a significant difference to the Company's operations. These include economic conditions affecting demand and supply, government regulations and taxation, natural calamities and so on over which the Company may or may not have any direct control. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

## INDEPENDENT AUDITORS REPORT

To,

**The Members of  
Trade Wings Limited**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of M/S TRADE WINGS LIMITED which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the statement of Profit and Loss Account, the Cash Flow statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the Assets of the Company and or preventing and detecting fraud and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act . Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of Balance Sheet of the State of Affairs of the Company as at 31<sup>st</sup> March 2017;
- (b) In the case of Statement of Profit and Loss, of the Profit for the year ended on that date.
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## **Other Matter**

We have not audited the financial statements of 23 branches & 02 divisions included in the financial statements of the Company, whose financial statements reflect total assets of Rs.2459.17 lakhs and total revenues of Rs.1826.51 lakhs for the year ended on that date, as considered in the financial statements. The financial statements of these branches and divisions have been audited by other auditors.

## **Report on Other Legal and Regulatory Requirements**

As required by "the Companies (Auditor's Report) Order, 2016 ("the Order")", issued by the Central Government of India in terms of sub-section(11) of section 143 of the Act, we give in the **Annexure-A** statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, we report that:

- (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books; (proper reports adequate for the purpose of our audit have been received from branches and divisions not visited by us).
- (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 accounts and with the reports received from branches and divisions not visited by us;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act.
- (e) On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164 (2) of the Act
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure-B**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
  - i) The company has disclosed the impact of pending litigations as at March 2017 on its financial positions in its financial statements.

- ii) The company has made provision as at 31<sup>st</sup> March, 2017 as required under the applicable law or accounting standards, for material foreseeable losses. If any, on long-term contracts including derivative contracts.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.
- iv) The Company had provide requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 08<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 in Note No. 25 and these are in accordance with the books of accounts maintained by the Company.

**For SANTOSH SHAH & ASSOCIATES**  
**Chartered Accountants**

**Santosh A. Shah**  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Mumbai  
Date: 30<sup>th</sup> May, 2017

## **ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in Paragraph 10 of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2017)

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1.
  - a) The Company is in the process of maintaining records, showing full particulars, including quantitative details and situation, of its fixed assets.
  - b) The fixed assets are physically verified by the Management according to a phase programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
  - c) The title deeds of the immovable properties, as disclosed in Note 11 on fixed assets to the financial statements are held in the name of the Company, except for land and building having a carrying value of Rs.1,38,808/- as at March 31, 2017.
2.
  - a) The Company's Management has physically verified the stock of foreign currencies/travelers cheques at reasonable intervals. In our opinion, the frequency of verification is reasonable.
  - b) In our opinion, the procedures of physical verification of inventory of foreign currencies followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - c) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
3. The company has granted interest bearing unsecured loans to a subsidiary company covered in registers maintained u/s 189 of Companies Act 2013. The company has taken interest bearing unsecured loans and advance from one Director covered in register maintained u/s 189 of Companies Act 2013.
  - a) No stipulation has been made with regards to repayment of loans given and taken, including receipt and payment of interest, hence we cannot comment on the repayments of the principal amounts.
  - b) No stipulation has been made with regards to repayment of loans given and taken, including receipt and payment of interest, hence we cannot comment on the amount overdue more than Rs. 1 lakh.
  - c) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
4. In our opinion and according to the information and explanation given to us, the company has complied with the provisions of Section 185 and 186 of the Companies Act 2013 in respect of the loans and investments made, and guarantees and security provided by it.
5. The company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75, and 76 of the Act and the rules framed there under to the extent notified.



**ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in Paragraph 10 of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2017)

6. In our opinion and according to the information and explanations given to us, the Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Act.
7. According to the information and explanations given to us, in respect of statutory dues:
- a) The Company has generally been regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, customs duty, excise duty, cess and other material statutory dues applicable to it with the appropriate authorities.
- b) There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise Duty, cess and other material statutory dues in arrears as at 31<sup>st</sup> March, 2017 for a period of more than six months from the date they became payable, except Service Tax Rs.85,464/-, ESIC Rs.6,601/- & Professional Tax Rs.1,200/- payment in Travel Division;
- c) As at 31<sup>st</sup> March, 2017, the followings are the particulars of dues on account of Income-Tax, Sales Tax, Service Tax, Wealth Tax, Customs Duty, Excise Duty and Cess that has not been deposited on account of any dispute:

Nature of Statute	Amount Involved
Service Tax	Rs.63.47 Lakhs (Net of amount paid)
Income Tax (Various assessment years)	Not Ascertainable

8. According to the records of the company examined by us and the information and explanations given to us, we are of the opinion that the company is generally regular in making payment of installments (EMI) to bank, except in few cases. However, the same is paid. The company has not taken any loans from the Government and it has not issued any debentures.
9. In our opinion, and according to the information and explanations given to us, the term loans (Self Liquidating Overdraft) during the year have been applied, on the overall basis, for the purposes for which they were obtained.
10. In our opinion and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed nor reported during the year, nor have we been informed of any such case by the management.
11. The Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. As the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it; the provisions of Clause 3(xii) of the Order are not applicable to the Company.
13. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standards (AS) 18, Related Party disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014

**ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in Paragraph 10 of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2017)

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14. The Company has not made any preferential allotment of private placement of shares or fully or partly convertible debentures during the year under review. Accordingly the provisions of Clause 3(xiv) of the Order are not applicable to the company.
15. The Company has not entered into any non-cash transactions with its directors or person connected with him. Accordingly, the provision of Clause 3(xv) of the Order is not applicable to the Company.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For SANTOSH SHAH & ASSOCIATES**  
**Chartered Accountants**

**SANTOSH A. SHAH**  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Mumbai  
Date: 30<sup>th</sup> May, 2017

## **ANNEXURE-B TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in Paragraph 10(f) of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2017)

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### **Report on the financial control under Clause (i) of Sub-section 3 of Section 143 of the Act:**

1. We have audited the internal financial controls over the financial reporting of Trade Wings Limited (hereinafter referred to as "the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that dates.

### **Managements Responsibility for Internal Financial Controls**

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

### **Auditor's Responsibility**

3. Our responsibility is to express opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. These standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedure to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement on the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

**ANNEXURE-B TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in Paragraph 10(f) of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2017)

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- 1) Pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transaction and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

8. In our opinion, the Company has in all material respect, an adequate internal financial control system over financial reporting and such internal financial control were operating effectively as at 31<sup>st</sup> March, 2017, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountant of India.

**For SANTOSH SHAH & ASSOCIATES**  
**Chartered Accountants**

**SANTOSH A. SHAH**  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Mumbai  
Date: 30th May, 2017

# TRADE WINGS LTD

Standalone Balance Sheet As at 31st March, 2017.

	NOTES	STANDALONE	
		As At 31-03-2017 Rupees	As At 31-03-2016 Rupees
<b>(I) EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
a) Share Capital	1	3,00,00,000	3,00,00,000
b) Reserves and Surplus	2	4,09,68,292	3,76,92,177
<b>(2) Share application money pending allotments</b>			
<b>(3) Non-current Liabilities</b>			
a) Long-term borrowings	3	2,63,15,800	2,93,77,378
b) Other long term liabilities	4	4,71,70,953	3,79,07,879
c) Long-term provisions	5	48,23,771	38,43,372
<b>(4) Current Liabilities</b>			
a) Short-term borrowings	6	10,85,06,386	9,44,01,050
b) Trade Payables	7	12,05,19,952	9,83,41,950
c) Other Current liabilities	8	3,00,88,517	4,15,30,652
d) Short-term provisions	9	3,52,643	1,02,643
<b>Total</b>		<b>40,87,46,314</b>	<b>37,31,97,101</b>
<b>(II) ASSETS</b>			
<b>(1) Non-current Assets</b>			
a) Fixed Assets			
i) Tangible Assets	10	4,41,73,990	4,58,71,109
b) Non-current Investments	11	1,06,56,801	1,06,31,801
c) Deferred tax assets (Net)	12	7,04,680	9,14,150
<b>(2) Current Assets</b>			
a) Current Investment	13	1,12,319	1,89,16,637
b) Inventories	14	1,53,48,007	1,43,14,802
c) Trade Receivables	15	26,12,71,535	22,17,63,941
d) Cash and cash equivalents	16	3,19,83,469	1,65,23,712
e) Short-term loans and Advances	17	3,47,88,344	3,73,03,298
f) Other current assets	18	97,07,169	69,57,651
<b>Total</b>		<b>40,87,46,314</b>	<b>37,31,97,101</b>

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(0)

Accounting Policies and Notes forming part of accounts

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Santosh Shah & Associates  
Chartered Accountants

For Trade Wings Limited For Trade Wings Limited For Trade Wings Limited

Mr. Santosh A. Shah  
Partner

Dr. Shailendra P. Mittal  
Chairman &  
Managing Director  
DIN 00221661

Mr. Vishwanathan Nair  
C.F.O.

Ms. Zurica Pinto  
Company Secretary

Membership No. 46548  
Firm Registration No. 121711W  
Place: Mumbai  
Date: 30th May, 2017

Place: Mumbai  
Date: 30th May, 2017

PAN: AEXP2757E  
Place: Mumbai  
Date: 30th May, 2017

Membership No. A27623  
Place: Mumbai  
Date: 30th May, 2017

# TRADE WINGS LTD

Standalone Statement of Profit & Loss for the year ended 31st March, 2017.

		NOTES	STANDALONE As At 31-03-2017 Rupees	STANDALONE As At 31-03-2016 Rupees
I	<b>REVENUE</b>			
	Revenue from operations	19	17,94,07,268	16,79,07,358
	Other Income	20	2,16,21,098	1,54,55,999
	<b>Total Revenue</b>		<b>20,10,28,366</b>	<b>18,33,63,357</b>
II	<b>EXPENSES</b>			
	Employee benefits expenses	21	7,69,44,134	6,92,78,112
	Financial expenses	22	2,14,98,018	2,10,62,052
	Depreciation and amortization expenses	10	62,34,416	65,65,343
	Other expenses	23	9,20,78,559	8,28,87,771
	<b>Total of Expense</b>		<b>19,67,55,127</b>	<b>17,97,93,278</b>
	<b>Profit before exceptional and extra-ordinary items and tax (I-II)</b>		<b>42,73,239</b>	<b>35,70,079</b>
III	<b>Less: Exceptional items</b>			
	Prior period Expenses (Net)		-	-
	<b>Profit before extra-ordinary items and tax (III-IV)</b>		<b>42,73,239</b>	<b>35,70,079</b>
IV	<b>Less: Extra-ordinary items</b>			
			-	-
	<b>Profit before tax (V-VI)</b>		<b>42,73,239</b>	<b>35,70,079</b>
V	<b>Less/Add: Tax expenses</b>			
	(a) Current tax		(2,50,000)	-
	(b) Deferred tax		(2,09,471)	20,54,801
	(c) Prior Period Expense		(2,48,426)	-
	(f) Interest on service Tax		(21,319)	(11,219)
	(g) Interest on TDS		(1,06,711)	(37,725)
	(h) Prior Period interest on TDS		-	(5,28,714)
			<b>(8,35,927)</b>	<b>14,77,143</b>
VI	<b>Profit/Loss for the period from continuing operations (VII-VIII)</b>		<b>34,37,312</b>	<b>50,47,222</b>
X	<b>Profit/Loss for the period (IX+XII)</b>		<b>34,37,312</b>	<b>50,47,222</b>
	<b>Earning per equity share:</b>	24		
	(a) Basic		1.15	1.68
	(b) Diluted			
	<b>Balance Carried Forward to Balance Sheet</b>		<b>34,37,312</b>	<b>50,47,222</b>

Accounting Policies and Notes forming part of accounts

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Santosh Shah & Associates  
Chartered Accountants

For Trade Wings Limited For Trade Wings Limited For Trade Wings Limited

Mr.Santosh A. Shah  
Partner

Dr. Shailendra P. Mittal  
Chairman &  
Managing Director

Mr. Vishwanathan Nair  
C.F.O.

Ms. Zurica Pinto  
Company Secretary

Membership No.46548  
Firm Registration No.121711W  
Place: Mumbai  
Date: 30th May, 2017

59 DIN 00221661

PAN: AEXPN2757E

Membership No. A27623

Place: Mumbai  
Date: 30th May, 2017

Place: Mumbai  
Date: 30th May, 2017

Place: Mumbai  
Date: 30th May, 2017

**TRADE WINGS LTD**

**Standalone Cash Flow Statement for the year ended 31st March, 2017**

	2016-17		2015-16	
	Rupees	Rupees	Rupees	Rupees
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Profit for the year		34,37,312		50,47,222
<b>Adjustment for :</b>				
Depreciation	63,95,614		67,26,540	
Discontinue operation / Amalgamation of company	-		(1,22,919)	
Deferred Tax Liability	2,09,471		(20,54,801)	
Loss/(profit) from partnership firm	(1,26,928)		(47,577)	
Exchange difference	10,21,872		6,19,663	
Interest and financial charges	2,14,98,018		2,10,62,052	
Interest income	(17,78,817)	2,72,19,230	(31,66,307)	2,30,16,651
<b>Operating profit before working capital changes</b>		<b>3,06,56,542</b>		<b>2,80,63,873</b>
<b>Adjustments for :</b>				
(increase)/Decrease in Trade Receivables	(3,95,07,594)		(2,82,17,669)	
(Increase)/Decrease in inventories	(10,33,205)		(47,23,309)	
(Increase)/Decrease in Current investments	1,88,04,318		(1,83,91,902)	
(Increase)/Decrease in short term loans and advances	25,14,954		(26,87,105)	
(Increase)/Decrease in Non Current investments	(25,000)			
(Increase)/Decrease in Other current assets	(27,49,519)		1,02,38,447	
(Increase)/Decrease in long term loans and advances	62,01,496		1,73,55,736	
Increase/(Decrease) in current liabilities and provisions	2,60,71,601		1,51,44,050	
		<b>1,02,77,051</b>		<b>(1,12,81,752)</b>
<b>Cash generated from operations</b>		<b>4,09,33,593</b>		<b>1,67,82,121</b>
Directs Taxes				
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>4,09,33,593</b>		<b>1,67,82,121</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Deletions/(Additions) to fixed assets, including capital work-in-progress/advances and adjustments for exchange fluctuation	(46,98,494)		(23,71,385)	
Income from investments	1,26,928		47,577	
Interest income	17,78,817		31,66,307	
		<b>(27,92,749)</b>		<b>8,42,499</b>
<b>NET CASH FROM INVESTING ACTIVITIES</b>		<b>(27,92,749)</b>		<b>8,42,499</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>				
Reduction in Revaluation Reserve	(1,61,197)		(1,61,197)	
Exchange difference	(10,21,872)		(6,19,663)	
Interest and financial charges paid	(2,14,98,018)		(2,10,62,053)	
		<b>(2,26,81,087)</b>		<b>(2,18,42,913)</b>
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>(2,26,81,087)</b>		<b>(2,18,42,913)</b>
<b>(i) NET CASH FLOWS DURING THE YEAR (A+B+C)</b>		<b>1,54,59,757</b>		<b>(42,18,293)</b>
<b>(ii) Cash and cash equivalents (opening balance)</b>		<b>1,65,23,712</b>		<b>2,07,42,005</b>
Cash and cash equivalents (Closing Balance balance)		3,19,83,469		1,65,23,712
<b>Total of (i) + (ii)</b>		<b>3,19,83,469</b>		<b>1,65,23,712</b>
<b>Balance Sheet Amount Rs.</b>		<b>3,19,83,469</b>		<b>1,65,23,712</b>

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Santosh Shah & Associates  
Chartered Accountants

For Trade Wings Limited For Trade Wings Limited

For Trade Wings Limited

Mr. Santosh A. Shah  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Place: Mumbai  
Date: 30th May, 2017

Dr. Shailendra P. Mittal  
Chairman &  
Managing Director  
DIN 00221661  
Place: Mumbai  
Date: 30th May, 2017

Mr. Vishwanathan Nair  
C.F.O.  
PAN: AEXPN2757E  
Place: Mumbai  
Date: 30th May, 2017

Ms. Zurica Pinto  
Company Secretary  
Membership No. A27623  
Place: Mumbai  
Date: 30th May, 2017

**TRADE WINGS LTD**

**NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS**

NOTE 1 SHARE CAPITAL	As At 31/03/2017 Rupees	As At 31-03-2016 Rupees
<b>Share Capital</b>		
Authorised		
3000000 equity shares of Rs.10 /- each	3,00,00,000	3,00,00,000
200,000 6% Preference Shares of Rs.100/- each (re-classified)	2,00,00,000	2,00,00,000
350,000 6% Preference Shares of Rs. 100/- each (fresh)	3,50,00,000	3,50,00,000
	<b>8,50,00,000</b>	<b>8,50,00,000</b>
<b>Issued, Subscribed and paid up</b>		
Issued, Subscribed and paid up		
3000000 equity shares of Rs. 10/- each Fully Paid	3,00,00,000	3,00,00,000
* NOTE: Of the above, 9000 Equity shares are allotted to vendors as fully paid-up pursuant to a Contract without payment received in cash.		
	<b>3,00,00,000</b>	<b>3,00,00,000</b>

DETAILS OF SHARE HOLDERS, HOLDING MORE THAN 5% SHARES IN THE COMPANY	As At 31/03/2017 Rupees	As At 31-03-2016 Rupees
<b>Equity shares of Rs. 10 each fully paid</b>		
<b>Narayani Hospitality &amp; Academic Institution Pvt. Ltd.</b> (formerly known as Appease Investments & Finance Pvt. Ltd.)		
No. of Shares	22,38,341	22,38,341
% Holding	74.61%	74.61%
<b>Benjo Holdings Pvt. Ltd.</b>		
No. of Shares	1,87,736	1,87,736
% Holding	6.26%	6.26%
<b>Sagarkanya Inv. &amp; Finance Pvt. Ltd</b>		
No. of Shares	1,84,525	1,84,525
% Holding	6.15%	6.15%
<b>Vishwadeep Inv. &amp; Finance Pvt. Ltd</b>		
No. of Shares	1,81,870	1,81,870
% Holding	6.06%	6.06%



<b>NOTE 2</b>	<b>As At</b>	<b>As At</b>
<b>RESERVE AND SURPLUS</b>	<b>31/03/2017</b>	<b>31-03-2016</b>
	<b>Rupees</b>	<b>Rupees</b>
<b>Capital Reserve:-</b>		
Opening balance	6,13,337	6,13,337
Add:- Addition during the year	-	-
Less:- Deduction during the year	-	-
	6,13,337	6,13,337
<b>Revaluation Reserve</b>		
Opening balance	55,90,785	57,51,982
Add:- Addition during the year	-	-
Less:- Deduction during the year	(1,61,197)	(1,61,197)
	54,29,588	55,90,785
<b>General Reserve</b>		
Opening balance	21,77,804	21,77,804
Add:- Addition during the year	-	-
Less:- Deduction during the year	-	-
	21,77,804	21,77,804
<b>Other Reserve:-</b>		
Profit and Loss A/c:-		
Opening Balance	2,93,10,251	2,42,63,029
Add:- Profit/Loss during the year	34,37,312	50,47,222
	3,27,47,563	2,93,10,251
	<b>4,09,68,292</b>	<b>3,76,92,177</b>

NOTE 3 NON-CURRENT LIABILITIES	As At 31/03/2017 Rupees	As At 31-03-2016 Rupees
<b>Long-Term Borrowings</b>		
Term loan from National Co-operative Bank Ltd - 1162	1,05,42,794	1,14,53,247
Add: Interest accrued and due	1,12,805	1,32,438
Less: Repayable within 1 year	10,63,658	10,53,597
(Refer Note 1 below)	95,91,941	1,05,32,088
Term loan from National Co-operative Bank Ltd - 1167	79,37,533	85,74,496
Add: Interest accrued and due	84,911	99,147
Less: Repayable within 1 year	10,11,065	5,82,756
(Refer Note 2 below)	70,11,379	80,90,887
Term loan from National Co-operative Bank Ltd - 1165	1,03,25,906	1,12,21,708
Add: Interest accrued and due	1,10,473	1,29,893
Less: Repayable within 1 year	7,51,528	7,80,411
(Refer Note 3 below)	96,84,851	1,05,71,190
Tata Capital Finance Services Ltd.	-	4,18,694
Less: Repayable within 1 year	-	4,18,694
(Refer Note 4 below)	-	0
Car loan	1,83,213	3,22,661
Less: Repayable within 1 year	1,55,584	1,39,448
(Refer Note 4 below)	27,629	1,83,213
	<b>2,63,15,800</b>	<b>2,93,77,378</b>

(1) Self Liquidating Additional ODI from National Co-operative Bank secured by the extension of registered mortgage of leased property of 305 sq.mts. Located on the 1st floor of the premises Bhogilal Building, K Dubash Marg, Kalaghoda, Mumbai inclusive and personal guarantee of Dr. S P Mittal.

Rate of Interest -The Company's borrowings from banks are at an effective weighted average rate of 12.50%p.a .(previous year 13.50%) as per sanction letter no. NCB/HO/LC/10/2016-17, Dated 17/01/2017

(2) Self Liquidating Additional ODI from National Co-operative Bank secured by the extension of registered mortgage of leased property of an area admeasuring 3284 sq.ft. including common area of toilet block and entry hall of 282 sq.ft. on 1st flr of the Bhogilal H. Bldg., 18/20, K.Dubash Marg, Kalaghoda, Fort, Mumbai - 23 and personal guarantee of Dr. S P Mittal.

Rate of Interest -The Company's borrowings from banks are at an effective weighted average rate of 12.50%p.a .(previous year 13.50%) as per sanction letter no. NCB/HO/LC/10/2016-17, Dated 17/01/2017

(3) Self Liquidating Additional ODI from National Co-operative Bank secured by the extension of registered mortgage of leased property of an area admeasuring 3284 sq.ft. including common area of toilet block and entry hall of 282 sq.ft. on 1st flr of the Bhogilal H. Bldg., 18/20, K.Dubash Marg, Kalaghoda, Fort, Mumbai - 23 and personal guarantee of Dr. S P Mittal.

Rate of Interest -The Company's borrowings from banks are at an effective weighted average rate of 12.50%p.a .(previous year 13.50%) as per sanction letter no. NCB/HO/LC/10/2016-17, Dated 17/01/2017

(4) Vehicle Loan are secured against hypothecation of vehicles Financed. The rate of Interest 13.25% p.a.

NOTE 4 NON-CURRENT LIABILITIES	As At 31/03/2017 Rupees	As At 31-03-2016 Rupees
Other long-term liabilities		
Directors & Others	4,71,70,953	3,79,07,879
	<b>4,71,70,953</b>	<b>3,79,07,879</b>

NOTE 5 NON-CURRENT LIABILITIES	As At 31/03/2017 Rupees	As At 31-03-2016 Rupees
Other Long-Term Provisions		
Provision for employee benefits		
Gratuity (Non Current Liability)	44,21,372	35,71,836
Leave Encashment (Non Current Liability)	4,02,399	2,71,536
	<b>48,23,771</b>	<b>38,43,372</b>

NOTE 6 SHORT TERM BORROWINGS	As At 31/03/2017 Rupees	As At 31-03-2016 Rupees
Secured:-		
Cash Credit Facilities		
(a) From Bank		
Union Bank Of India (Refer Note 1 below)	4,00,66,826	3,18,53,389
Vijaya Bank (Refer Note 2 below)	6,63,20,560	6,08,33,661
Loans and advances from related parties		
(b) Deposits	21,19,000	17,14,000
	<b>10,85,06,386</b>	<b>9,44,01,050</b>

(1) Cash Credit facility from Union Bank of India is secured by hypothecation of book debts and stock of foreign currencies and encashed travellers' cheques present and future, and guaranteed by some of the Directors of the Company. In addition, the Company has undertaken to create charge in favour of Banks on immovable property at Flat No. 12-B, bldg 91, Pacharatra Society, Thane, Flat No. 12-B, bldg no.53, Sevakunj Society, Thane and Unit No.6, Surya Vihar, Dundaheera, Gurgaon, Delhi.

Rate of interest - The company's borrowings from banks are at floating rate of MCLR + 3.90% subject to change time to time as per the sanction letter No. MSM.ADV 1454:2016, dated 23/09/2016.

(2a) Cash Credit facility from Vijaya Bank is secured by hypothecation of book debts and guaranteed by some of the Directors of the Company. In addition, the Company has undertaken to create charge in favour of Banks on immovable property at unit No.1101,1102,1103 Mittal Tower B-Wing, Bangalore, Unit No.141 and 44 of Adarsh Ind.Estate, Andheri, Mumbai and Flat No.2, B Wing, Aarti Soccity, Mumbai 400 034 and Corporate guarantee of M/s. Narayani Hospitality & Academic Institutions Pvt. Ltd., M/s. Trade Wings Logistics (India) Pvt. Ltd.

(2ai) Adhoc limit from Vijaya Bank vide sanctioned letter no. MRO/CPW/F-380/2016-17, Dt. 30/12/2016, with same Terms & Conditions.

(2b) Shop No. 9, First Floor, "Manoram Arcade" at Vakilwadi, Nashik land bearing survey No. 609/A/2B, Municipal No. 430-J-I, admeasuring about 362.04 sq.mtrs.

(2c) Office No. 110, on the first floor 350.37 sq. ft. i.e. 32.55 sq. mtrs carpet area in the project known as Shanti City at village Talegaon Dabhade of Taluka Maval, Dist. Pune land bearing survey No. 532 (old S. No. 714) CTS No. 2431 to 2435 and 3294 totally admeasuring about 2.94 hect. i.e. 29400 sq. mtrs and 16542.4 sq. mtrs.

(2d) Shop No. 12/13, first floor, "Manoram Arcade" S.No. 609/A/2B off. M.G.Road, opp. Sharda Sankul & Nilesh Dry Fruits, Vakilwadi, Nashik. Rate of interest - The company's borrowings from banks are at floating rate of BR + 2.80% subject to change time to time as per the sanction letter No. MRO/GMLCC/78/2016-17, dated 31/08/2016.

<b>NOTE 7</b>	<b>As At</b>	<b>As At</b>
<b>TRADE PAYABLES</b>	<b>31/03/2017</b>	<b>31-03-2016</b>
	<b>Rupees</b>	<b>Rupees</b>
Trade Payables	12,05,19,952	9,83,41,950
	<b>12,05,19,952</b>	<b>9,83,41,950</b>

There are no Micro & Small Enterprises to whom the company owes dues, which are outstanding for more than 45 days at the Balance sheet date. The information regarding Micro & small enterprises have been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

<b>NOTE 8</b>	<b>As At</b>	<b>As At</b>
<b>OTHER CURRENT LIABILITIES</b>	<b>31/03/2017</b>	<b>31-03-2016</b>
	<b>Rupees</b>	<b>Rupees</b>
<b>Other payables:-</b>		
Current-liabilities	2,27,01,491	3,59,95,862
Group company balances	5,56,225	16,61,150
Statutory liabilities	68,30,801	38,73,640
	<b>3,00,88,517</b>	<b>4,15,30,652</b>

<b>NOTE 9</b>	<b>As At</b>	<b>As At</b>
<b>SHORT TERM PROVISIONS</b>	<b>31/03/2017</b>	<b>31-03-2016</b>
	<b>Rupees</b>	<b>Rupees</b>
<b>Provision for employee Benefits:-</b>		
For Taxation	3,52,643	1,02,643
	<b>3,52,643</b>	<b>1,02,643</b>

<b>NOTE 10</b>	<b>As At</b>	<b>As At</b>
<b>TANGIBLE ASSETS</b>	<b>31/03/2017</b>	<b>31-03-2016</b>
	<b>Rupees</b>	<b>Rupees</b>
<b>Non-current Assets</b>		
Fixed Assets		
Gross Assets	9,74,39,236	9,27,40,742
Less: Depreciation	5,32,65,246	4,68,69,633
<b>As on 31st March, 2017</b>	<b>4,41,73,990</b>	<b>4,58,71,109</b>
	<b>4,41,73,990</b>	<b>4,58,71,109</b>

TRADE WINGS LTD.

NOTE 11

FIXED ASSETS 2016-17

Particulars	GROSS BLOCK				DEPRECIATION						NET BLOCK	
	As on 01.04.2016 Rs.	Additions for the Year Purchase Rs.	Deductions for the year		Depreciation on Additions	For the Year Rs.	Deductions for the year		Depreciation as on 31.03.2017 Rs.	As on 31.03.2017 Rs.	As on 31.03.2016 Rs.	
			Sale Rs.	Transfer Rs.			Sale Rs.	Adjustment Rs.				
Office Premises	61794072	0	0	0	1781583	0	0	26992833	34801239	36582822		
Office Equipment	19598099	2203957	0	0	2977744	0	0	16032488	5769568	6543355		
Vehicles	11348571	2494537	0	0	1636286	0	0	10239925	3603183	2744932		
	<b>92740742</b>	<b>4698494</b>	<b>0</b>	<b>0</b>	<b>6395613</b>	<b>0</b>	<b>0</b>	<b>53265246</b>	<b>44173990</b>	<b>45871109</b>		
Less: Revaluation reserve	0	0	0	0	161197	0	0	0	0	0		
	<b>92740742</b>	<b>4698494</b>	<b>0</b>	<b>0</b>	<b>6234416</b>	<b>0</b>	<b>0</b>	<b>53265246</b>	<b>44173990</b>	<b>45871109</b>		
Previous Year	<b>90369357</b>	<b>2371385</b>	<b>0</b>	<b>0</b>	<b>6304715</b>	<b>421825</b>	<b>122919</b>	<b>46869633</b>	<b>45871109</b>	<b>50103344</b>		

NOTE 11 NON-CURRENT INVESTMENTS	As At 31/03/2017 Rupees	As At 31-03-2016 Rupees
<b>Investments in Equity Instruments</b>		
<b>Quoted Investments</b>		
(a) Trade wing (Calcutta) pvt Ltd (250 ordinary shares of Rs. 100 each) Less:- Provision for Dimulution in value	25,000  (24,999)	25,000  (24,999)
(b) Trade wing Tours Ltd (1 equity shares of Rs.100/- each fully paid up)	100	100
(c) Trade wing Hotels Ltd (99,002 Equity shares of Rs.100/- each fully paid up)	99,00,200	99,00,200
(d) National Co. Op. Bank (52100 Shares of Rs. 10 each)	5,21,000	5,21,000
(e) Drishti Lifestyles Ltd. (110 shares of Rs.100/- each)	11,000	11,000
(f) Videocon Limited	7,500	7,500
<b>Investments in Preference shares</b>		
(a) Trade wing Tours Ltd (13.50% Redeemable cumulative Preference Shares of Rs.100% each.)	2,000	2,000
<b>Investments in Government securities</b> N.S.C of Rs. 5,000/- deposited with Customs Authorities.	15,000	15,000
<b>Investments in Partnership firms</b>		
(a) Narayani Associates capital account	1,00,000	75,000
(b) Global Kitchens (KG) LLP	1,00,000	1,00,000
	<b>1,06,56,801</b>	<b>1,06,31,801</b>

Name of the Partnership Firm	Narayani Associates	Narayani Associates
Details of Partners	% of Profit/Loss	% of Profit/Loss
Trade wings Ltd	20	15
Narayani Hospitality & Academic Institution	80	80
Dr Shailendra P Mittal	-	5
	<b>Global Kitchens (KG) LLP</b>	<b>Global Kitchens (KG) LLP</b>
Narayani Hospitality & Academic Institution	80	80
Trade Wings Limited	15	15
Dr. S.P.Mittal	5	5

<b>NOTE 12</b> <b>NON-CURRENT LIABILITIES</b>	<b>As At</b> <b>31-03-2017</b> <b>Rupees</b>	<b>As At</b> <b>31-03-2016</b> <b>Rupees</b>
<b>Deferred tax Liabilities/Asset</b>		
Deferred tax Assets	(26,119)	11,33,372
Less:- Deferred tax Liability	6,78,561	(2,19,222)
	<b>704680.00</b>	<b>9,14,150</b>

<b>NOTE 13</b> <b>CURRENT INVESTMENTS</b>	<b>As At</b> <b>31/03/2017</b> <b>Rupees</b>	<b>As At</b> <b>31-03-2016</b> <b>Rupees</b>
Investments in Partnership firms (Narayani Asso.)	1,12,319	1,89,16,637
	<b>1,12,319</b>	<b>1,89,16,637</b>

<b>NOTE 14</b> <b>INVENTORIES</b>	<b>As At</b> <b>31/03/2017</b> <b>Rupees</b>	<b>As At</b> <b>31-03-2016</b> <b>Rupees</b>
Stock-in-trade	1,53,48,007	1,43,14,802
	<b>1,53,48,007</b>	<b>1,43,14,802</b>

<b>NOTE 15</b> <b>TRADE RECEIVABLES</b>	<b>As At</b> <b>31/03/2017</b> <b>Rupees</b>	<b>As At</b> <b>31-03-2016</b> <b>Rupees</b>
<b>Unsecured and considered good:-</b>		
Outstanding for more than 6 months	2,62,94,757	3,22,64,600
Others	19,48,58,041	14,15,20,973
Less:- Provision for Doubtful Debts	(1,12,449)	(1,12,449)
Add: Debts due by Directors or other officer of company or firms or private co's in which any director is a partner or director or member.	4,02,31,186	4,80,90,817
	<b>26,12,71,535</b>	<b>22,17,63,941</b>

<b>NOTE 16</b> <b>CASH AND CASH EQUIVALENTS</b>	<b>As At</b> <b>31/03/2017</b> <b>Rupees</b>	<b>As At</b> <b>31-03-2016</b> <b>Rupees</b>
Cash in hand	26,40,973	43,38,718
<b>Balance with schedule and non schedule banks:-</b>		
Current Account	2,15,02,229	1,07,20,451
Foreign currency account	-	12,999
Fixed deposit account	78,40,267	14,51,544
	<b>3,19,83,469</b>	<b>1,65,23,712</b>

<b>NOTE 17</b> <b>SHORT TERM LOANS AND ADVANCES</b>	<b>As At</b> <b>31/03/2017</b> <b>Rupees</b>	<b>As At</b> <b>31-03-2016</b> <b>Rupees</b>
<b>Unsecured and considered good:</b>		
Balance with Revenue Authorities	1,97,17,788	2,16,20,833
Advance recoverable in cash or in kind	27,12,381	15,34,074
Debit Balance in A/c Payable	59,06,823	90,45,085
Security Deposits	20,18,786	24,41,542
Prepaid expense	2,09,493	2,83,885
Staff advance	4,77,537	7,12,118
Others	3,07,125	1,07,970
Loans and deposits	34,38,411	15,57,791
	<b>3,47,88,344</b>	<b>3,73,03,298</b>

<b>NOTE 18</b> <b>OTHER CURRENT ASSETS</b>	<b>As At</b> <b>31/03/2017</b> <b>Rupees</b>	<b>As At</b> <b>31-03-2016</b> <b>Rupees</b>
<b>Group company balances:</b>	97,07,169	69,57,651
	<b>97,07,169</b>	<b>69,57,651</b>



<b>NOTE 19</b>	<b>As At</b>	<b>As At</b>
<b>REVENUE FROM OPERATIONS</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
	<b>Rupees</b>	<b>Rupees</b>
Income from Money Changing Business	1,41,77,958	1,19,48,838
Commission and Agency Service Charges	11,63,46,236	10,54,92,876
Service Charges (Net)	4,88,83,074	5,04,65,644
	<b>17,94,07,268</b>	<b>16,79,07,358</b>

<b>NOTE 20</b>	<b>As At</b>	<b>As At</b>
<b>OTHER INCOME</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
	<b>Rupees</b>	<b>Rupees</b>
<b>Interest earned</b>	-	
On Bank Fixed Deposit	3,99,756	1,26,373
On Loan to Subsidiary Co. & Others	6,91,647	21,53,455
On Income Tax Refund	6,87,414	8,86,479
Miscellaneous Income	42,58,594	25,76,136
Rental Income	56,53,008	46,15,096
Other Commission	7,980	1,28,498
Incentives on Card Sale	10,34,252	9,10,843
Insurance Commission	-	99,308
Profit or (Loss) from Narayani Associates	1,26,928	47,577
Sundry Credit balance W/Back	19,29,539	1,30,254
Share of Profit from Global Kitchen (KG) LLP	37,81,980	37,81,980
Incentive	30,50,000	-
	-	
	<b>2,16,21,098</b>	<b>1,54,55,999</b>

<b>NOTE 21</b>	<b>As At</b>	<b>As At</b>
<b>EMPLOYEE BENEFITS EXPENSES</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
	<b>Rupees</b>	<b>Rupees</b>
Salaries, Wages and Bonus	7,17,09,863	6,64,27,019
Contribution to PF and Other Funds	26,92,719	20,09,039
Staff Gratuity	23,72,118	5,12,452
Staff Leave Encashment	1,69,434	3,29,602
	<b>7,69,44,134</b>	<b>6,92,78,112</b>

<b>NOTE 22</b>	<b>As At</b>	<b>As At</b>
<b>FINANCIAL EXPENSES</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
	<b>Rupees</b>	<b>Rupees</b>
<b>Interest expense:-</b>		
On Bank Loan		
Union Bank of India	39,16,669	45,18,716
Vijaya Bank	76,45,469	86,73,727
National Co-op Bank	39,36,239	45,03,237
On Narayani Hospitality	2,86,647	-
On Directors Loan	56,85,928	32,84,635
On Car Loan	27,066	57,255
On Service Tax	-	24,482
	-	-
<b>Total</b>	<b>2,14,98,018</b>	<b>2,10,62,052</b>

<b>NOTE 23</b>	<b>As At</b>	<b>As At</b>
<b>OTHER EXPENSES</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
	<b>Rupees</b>	<b>Rupees</b>
Audit Fees	9,90,463	11,06,397
Rent, Rates, Taxes and Fees	42,21,781	37,43,343
Insurance	7,67,993	11,24,861
Motor Car Expenses	34,77,559	25,67,182
Postage, Telegrams, Telephone and telex	55,01,281	56,96,109
Printing and stationery	36,29,286	44,47,167
Electricity & Water Charges	26,19,883	26,70,231
Membership & Subscription	8,90,476	8,15,812
Bank Charges	27,44,309	21,51,405
Legal & Professional Charges	1,85,34,862	1,87,89,088
Repairs & Maintenance	74,97,599	73,26,554
Bad Debts	16,03,105	96,644
Other Expenses	3,95,99,962	3,23,52,978
	-	-
	<b>9,20,78,559</b>	<b>8,28,87,771</b>

<b>NOTE 24</b>	<b>As At</b>	<b>As At</b>
<b>EARNINGS/(LOSS) PER SHARE</b>	<b>31-03-2017</b>	<b>31-03-2013</b>
	<b>Rupees</b>	<b>Rupees</b>
Number of equity Shares of Rs 10each fully paid up at the beginning of the period.	30,00,000	30,00,000
Number of equity Shares of Rs 10each fully paid at the period end	30,00,000	30,00,000
Weighted Average number of Equity shares outstanding during the year	30,00,000	30,00,000
Net Profit for the year	34,37,312	50,47,222
Basic/Diluted Profit Per Share	1.15	1.68
Nominal Value of Equity share	10	10

## Note 25

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS

#### A. SIGNIFICANT ACCOUNTING POLICIES.

##### GENERAL

Accounts are prepared on accrual basis in keeping with normally accepted accounting principles.

##### BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles, the provisions of the Companies Act, 2013 and the applicable Accounting Standards issued by the Institute of Chartered Accountants of India, except in the case of fixed assets as given below:

##### FIXED ASSETS

Fixed assets are stated at cost. Cost comprises purchase price and any other attributable cost to bring the asset to its working condition for its intended use. Depreciation on tangible fixed assets has been provided on Written Down Value (WDV) at the rates prescribed under schedule II of the Companies Act, 2013.

Fixed Assets are carried at cost less depreciation. Cost of Fixed Assets includes addition on account of revaluation of property situated in Adarsh Society and in Bhogilal Building.

##### DEPRECIATION

The company provides depreciation as under:

- I Depreciation is provided as per the Written Down Method at the rates prescribed under Schedule II of the Companies Act, 2013.
- II Depreciation on addition during the year is being provided on a pro rata basis from the date of addition of the asset.
- III Depreciation on additions due to revaluation to assets has been provided with reference to the balance useful life of the asset determined on a basis consistent with the policy for book depreciation. The additional charge of depreciation on account of revaluation is withdrawn from Revaluation Reserve and credited to the Profit & Loss Account.
- IV Assets costing less than Rs. 5,000/- acquired during the year have been depreciated at 100%.

##### REVENUE RECOGNITION

Revenue is derived from sale & purchase of foreign currencies, tour packages and air ticket bookings and other allied services.

Interest income is recognized on a time proportion basis by reference to the principle outstanding and at the rate applicable.

## **INVESTMENTS**

Investments are stated at cost. Long Term Investments are stated at cost and provision for diminution in value of investment is made unless the diminution is of temporary nature.

## **INVENTORY VALUATION**

The stock of Foreign Currency has been valued at the Bank buying rate prevailing at the year end.

## **ACCOUNTING FOR INCOME AND EXPENSES:**

Income and expenses are accounted in books of account on accrual basis

- a) In the case of out – bound tour, invoices are raised on the basis of confirmation of tour received from the customers, but the income is recognized on the completion of the tour. Accordingly, amounts are shown as sundry debtors vis-à-vis advance from customers.

## **DISCLOSURE ON SPECIFIED BANK NOTES (SBNs) and Other Denomination Notes**

<b>Particulars</b>	<b>SBNs</b>	<b>Other Denomination Notes</b>	<b>Total</b>
Closing Cash in Hand as on 08/11/2016	70,49,900/-	13,15,178/-	83,65,078/-
(+) Permitted Receipts	40,500/-	1,54,77,875/-	1,55,18,375/-
(-) Permitted Payments	0/-	1,05,55,448/-	1,05,55,448/-
(-) Amount Deposited in Banks	70,90,400/-	38,27,183/-	1,09,17,583/-
Closing Cash in Hand as on 30/12/2016	0/-	24,10,422/-	24,10,422/-

During the year, the Company had specified bank notes or other denomination notes as defined in MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below: Particulars for the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Govt. of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated the 8<sup>th</sup> November, 2016.

## **FOREIGN EXCHANGE TRANSACTIONS**

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. Current assets and liabilities not covered by Forward Exchange contracts are retranslated at year end exchange rates and the profit/loss so determined and also the realised exchange gains/losses are reflected in the Profit and Loss account. Balance in Foreign Currency Accounts to the extent of Liabilities in Foreign Currencies is translated at the interbank selling rate.

## **RETIREMENT BENEFITS:**

Contributions to Provident Fund and Pension fund are accounted on accrual basis. Liability in respect of leave encashment and gratuity due to employees is accounted on actuarial basis as certified by an approved Actuary.

## **CONTINGENT LIABILITIES:**

Contingent Liabilities are not provided for but are disclosed separately.

**B. NOTES TO ACCOUNTS**

		31-03-2017	31-03-2016
		Rupees.	Rupees
1	<b>Contingent liabilities in respect of :</b>		
(a)	Penalties levied by the Collector of Customs on the Company and its employees for alleged violation of the Customs Act, 1962 for Rs.26,00,000/-, against which the Company is in appeal. The matter pending outcome of Appeal.	15,75,000/-	15,75,000/-
(b)	Central Railway	Not Ascertainable	Not Ascertainable
(c)	Service Tax Liability	63,46,840/- (Net of amount paid)	63,46,840/- (Net of amount paid)
(d)	Pending Legal Cases	NIL Bank Guarantee given Rs.31,12,500/-)	62,25,000/- (Bank Guarantee given Rs.31,12,500/-)
(e)	Guarantee in form of Negative lien on ownership property given/agreed to be given by the Company in favour of:		
	<b>Guarantees in favour of</b>	<b>Financial Assistance availed by</b>	<b>Limit sanctioned</b>
			<b>Amount outstanding As at</b>
			<b>Rupees</b>
			<b>31-03-2017 Rupees</b>
			<b>31-03-2016 Rupees</b>
I	Vijaya Bank	Trade Wings Logistics (India) Pvt. Ltd	60,00,000/-
II	National Co-op. Bank (1164)	Trade Wings Hotels Ltd	1,50,00,000/-
III	National Co-op. Bank (1166)	Trade Wings Hotels Ltd	2,00,00,000/-
IV	National Co-op. Bank (1168)	Trade Wings Hotels Ltd	1,75,00,000/-
2	Counter guarantees to Banks in respect of guarantees given by them for payment to Airlines, IATA-BSP and Customs.		310,32,500/-
3	Estimated amount of Contracts (net of advance Rs.1,95,000/-) Previous Year Rs.1,95,000/-) to be executed on capital accounts and not provided for.		5,50,000/-
4	(a) Provision has been made in the accounts for Sundry Debtors considered doubtful for Rs.1,12,449/- (previous year Rs.1,12,449/-). In the opinion of the Management, provision for doubtful debts for debts which are outstanding for more than six months are not required. Management is hopeful for recovery of such amount in due course of time.		
5	The income from commission, Difference in Exchange, baggage handling and clearing charges, service charges, passport and visa and car hire has been shown net as in the past i.e. after deducting all expenses and payment in relation to the said head of income.		
6	Managerial remuneration as per Companies Act, 2013.		<b>31-03-2017 Rupees</b>
	To Managing Director/whole time Directors		<b>31-03-2016 Rupees</b>
	Salary		30,15,001/-
	H R A		0
	<b>Notes:</b>		
	a. Remuneration to Managing Director/ whole time directors are paid within the limit of Companies Act, 2013.		
	b. Whole time director is covered under the Company's group gratuity scheme along with the other employees of the company. The gratuity and leave liability is determined for all the employees on an overall basis based on the actuarial valuation done by an independent actuary. The specific amount of gratuity and leave liability for the director cannot be ascertained separately, except for the amount actually paid.		
7	The revaluation of property in Adarsh Society and owned by the Company and leasehold property in Bhogilal Building was made on 01/04/1986 resulting into additions of Rs.1,04,26,695/- (previous year Rs. 1,04,26,695/-) The depreciation for the year includes Rs.1,61,197/- (Previous year Rs.1,61,197/-) being depreciation on addition on account of revaluation and the equivalent amount out of revaluation reserve has been withdrawn and credited to Profit and Loss Account.		

8	<b>Payment to Auditors:</b>	<b>31/03/2017</b>	<b>31/03/2016</b>
(a)	Audit Fees	9,24,888/-	10,39,366/-
(b)	For Tax Audit	25,575/-	25,573/-
(c)	In any Other Manner	40,000/-	41,458/-

9	Certain premises have been purchased in the name of a Director of the Company for which suitable indemnity is obtained. The Company is in process of compiling documents.		
10	Expenditure in foreign currency on account of travelling membership and subscription fees & services rendered by foreign agents & hotels etc.	Rs.13,60,137/-	Rs.2,19,560/-
11	<b>Earning in Foreign Exchange:</b>		
(a)	Ticketing and tour arrangements	NIL	NIL
(b)	Commission & service charges (inclusive of difference in exchange)	NIL	NIL
12	The particulars of earning in foreign exchange and expenditure in foreign currency have been ascertained by the management on the basis of information available with them on which auditors have relied.		
13	The company has the following investment and loans in the subsidiary companies:		
	<b>Name of subsidiary company</b>	<b>Investment Rupees</b>	<b>Loan Rupees</b>
	Trade Wings Hotels Limited	99,02,200/-	65,76,773/-
	The losses of TWHL exceed its paid up capital and free reserves as at 31 <sup>st</sup> March, 2017. In view of the Long-term involvement of the Company in TWHL, no provision has been made in the accounts for the said losses. In the opinion of the management, considering the market value of the assets of the TWHL, the overall net worth of TWHL will be higher than the amount invested in all the companies. Therefore the provision for diminution in value of investment is not required.		
14	The Assessment of Income Tax is completed up to Accounting year 2013-14. The Appeals have been filed by Company and income Tax departments in various years viz 2008-09 and 2009-10.		
15	Prior period's income & Expenses are Rs.2,48,426/- (pre. year Prior Period Income & Expenses was NIL)		
16	During the year, the Gratuity Liability and Leave encashment liability have been provided on actuarial basis as certified by approved Actuaries.		
17	<b>Earnings per share is calculated as follows</b>	<b>2016-17</b>	<b>2015-16</b>
a.	Net Profit (Loss) after Tax (Rupees)	34,37,312/-	50,47,222/-
b.	Weighted average number of Equity Shares outstanding (no.)	30,00,000/-	30,00,000/-
c.	Nominal Value of Equity Shares (Rupees)	10/-	10/-
d.	Earnings per share – Basic and diluted (rupees)	1.15	1.68

18	<b>Description</b>	<b>For the year ended March, 2017 Amount in Rupees</b>	<b>For the year ended March, 2016 Amount in Rupees</b>
	Total Segment Revenue		
	• Cargo	10,81,761/-	11,43,028/-
	• Travel Related Services	19,80,17,066/-	18,20,90,075/-
	Less : Inter Segment Revenue		
	• Cargo		
	• Travel Related Services		

Revenue from External Customers		
• Cargo	10,81,761/-	11,43,028/-
• Travel Related Services	19,80,17,066/-	18,20,90,075/-
Segment Profit/Loss before Interest and Tax		
• Cargo	(38,17,963/-)	(15,04,725/-)
• Travel Related Services	2,95,89,217/-	2,61,36,857/-
Total	2,57,71,254/-	2,46,32,132/-
Less : Interest	2,14,98,018/-	2,10,62,053/-
Less : Other Un-allocable Expenditure net of un-allocable income		
<b>Total Profit Before Tax</b>	<b>42,73,236/-</b>	<b>35,70,079/-</b>

Fixed Assets and other current assets used in the Company's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. The company believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

19. During the year, the company has written off sundry debit balance of Rs.45,67,282/- (Previous Year Rs.39,67,056/-), Loans and advance are Nil/- (Previous year Nil/-) and written back Rs.19,29,539/- (Previous Year Rs.1,30,254/-) as approved by board of directors. The effect of write off and write back has been shown in the Profit and Loss account.
20. Fixed assets includes Rs.11,30,000/- related to purchase of property at Calcutta for which proper documentation and Registration procedures are pending. Auditor has relied upon the value of the property confirm and certified by management.
21. Fixed assets includes Rs.53,61,633/- related to purchase of vehicle for which documentation and registration procedures are pending. Auditor has relied upon the value of the vehicle confirm and certified by management.
22. Previous year's figures have been regrouped /reclassified where necessary.
23. Repayment of Term Loan within one year disclosed in current liabilities based on the statement and figure provided by the bank.
24. As per Accounting Standard 18, issued by the Institute of Chartered Accountant of India, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

• **List of Related Parties and their relationship**

Category	Name of the Related Party	Relationship
1.	Narayani Hospitality & Academic Institution Pvt. Ltd.	Holding Company
2.	Trade Wings Hotels Ltd.	Subsidiary Companies
3.	Dr. S.P.Mittal	Key Management Personnel
4.	Narayani Associates	Associates and Entities over which TWL is able to exercise significant influence.
5.	Global Kitchen LLP	Partnership Firm

• Transactions during the period with related parties.

Sr. No.	Nature of Transactions	Category ( Amount in Rupees)				
		Holding Company	Subsidiary Company	Key Management Personnel	Associates Entities over which TWL is able to exercise significant influence	Partnership Firm
1.	Interest Paid (Previous Year)	2,86,649/- (Nil)		56,85,928/- (32,84,456/-)	Nil (Nil)	
2.	Interest Received (Previous Year)	Nil (Nil)	6,61,711/- (16,24,513/-)		Nil (4,46,355/-)	
3.	Remuneration Paid (Previous Year)			30,15,001/- (31,80,012/-)		
4.	Share of Global Kitchen Profit (Previous Year)					37,81,980/- (37,81,980/-)
5.	Purchase of Fixed Assets (Previous Year)			24,94,537/- (Nil)		
6.	Share of Narayani Associates (Previous Year)				1,26,928/- (47,577/-)	
7.	<b>Amount Received / Paid towards Loan</b>					
	Balance as on 31 <sup>st</sup> March, 2016 (Previous Year)	31,88,490/- (Nil)	42,25,570/- (1,34,96,170/-)	3,79,07,879/- (1,42,40,263/-)		
	Amount Received during the year (Previous year)	64,15,812/- (31,88,490/-)	1,97,77,832/- (2,81,11,996/-)	2,07,55,536/- (3,05,65,347/-)		
	Amount Paid during the year (Previous year)	93,46,318/- (Nil)	1,74,26,629/- (1,88,41,396/-)	1,14,92,462/- (68,97,731/-)		
	Balance as on 31 <sup>st</sup> March, 2017 (Previous Year)	2,57,984/- 31,88,490/-	65,76,773/- (42,25,570/-)	4,71,70,953/- (3,79,07,879/-)		

\* Previous Year figures are changed due to the regrouping /reclassification of some companies

25. During the year, the Company has accounted for deferred Tax in accordance with the Accounting Standard 22 "Accounting for taxes on income" issued by the Council of the Institute of Chartered Accountants of India. Deferred Tax assets and Liabilities arising on account of timing difference are as under:

**Deferred Tax Liability consists of following components**

Written Down Value under the Companies Act	4,41,73,988/-	
Written Down Value under the Income Tax Act	4,12,68,544/-	
Difference		29,05,444/-
		-----
	<b>Tax @ 30.90%</b>	<b>8,97,782/-</b>
		-----
Less: Opening Balance (Liabilities)		<b>2,19,222/-</b>
		-----
	<b>(A)</b>	<b>(6,78,561/-)</b>

**Deferred Tax Asset consists of following components**

Profit/(Loss) for the year difference	(12,40,428/-)
---------------------------------------	---------------



Add: Provision for Gratuity & Leave Encashment		48,23,771/-
Difference		35,83,343/-
		-----
Tax @ 30.90%		11,07,253/-
		-----
Less: Opening Balance (Assets)		11,33,372/-
		-----
	(B)	26,119/-
Deferred Tax Liability (Net)	(A) – (B)	<u>(7.04.680/-)</u>

**SIGNATURE TO NOTES**

As per our attached Report of even date

For SANTOSH SHAH & ASSOCIATES  
Chartered Accountants

for TRADE WINGS LTD

for TRADE WINGS LTD

SANTOSH A. SHAH  
Partner

M.No.46548  
Firm Registration No. 121711W  
Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

Dr. S.P.Mittal  
Chairman &  
Managing Director  
(DIN 00221661)

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

Mr. Vishwanathan Nair  
C.F.O.

(PAN AEXP2757E)

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

Ms. Zurica Pinto  
Company Secretary

M.No.A27623

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

## AUDITORS' REPORT

To,

**The Members of  
Trade Wings Limited**

### Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of **M/S TRADE WINGS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "The Group"), comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

### Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Management is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements stated in Section 134(5) of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under section 133 of The Act, read with Rule 7 of the Companies (Accounts) Rules 2014. The Holding Company's Management is also responsible for ensuring accuracy of records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the management of the Holding Company, as aforesaid.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
4. We conducted our audit in accordance with the Standards on Auditing issued and specified by the Institute of Chartered Accountants of India, under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of <sup>70</sup>accounting estimates made by the Holding Company's management, as well as evaluating the overall presentation of the consolidated financial statements.

6. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports are sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- (a) In the case of Consolidated Balance Sheet, of the State of Affairs of the Group as at 31<sup>st</sup> March 2017;
- (b) In the case of Consolidated Statement of Profit and Loss, of the Loss of the Group for the year ended on that date; and
- (c) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

### **Other Matter**

8. We have not audited the financial statements of One subsidiary company, included in the consolidated financial statements of the Group, whose financial statements reflect total assets of Rs.2530.86 lakhs and total revenues of Rs.2652.50 lakhs for the year ended on that date, as considered in the consolidated financial statements. The financial statements of this subsidiary company have been audited by other auditors.

### **Report on Other Legal and Regulatory Requirements**

9. As required by Section 143(3) of the Act, we report that:
- (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of accounts as required by law have been kept so far as appears from our examination of those books; (proper reports adequate for the purpose of our audit have been received from subsidiary company not visited by us).
- (c) The consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this report is in agreement with the books of account and with the reports received from subsidiary company not visited by us.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014.
- (e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2017 and taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding company, its subsidiary and the operating effectiveness of such controls, refer to our separate report in **Annexure-A**.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

- i) The consolidated financial statements disclosed the impact of pending litigations on its consolidated financial positions of the Group. Attention is drawn to Point 24 of Note 28 of the consolidated financial statements which described the uncertainty related to the outcome of the lawsuit filed by the Group against Tulip Hotels Pvt. Ltd. Our opinion is not qualified in respect of this matter.
- ii) The Group has made provision as at 31<sup>st</sup> March, 2017 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company during the year ended March 31, 2017.
- iv) The Group had provide requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 08<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the branch. Please refer Point No. 13 of Notes to Accounts.

**For SANTOSH SHAH & ASSOCIATES**  
**Chartered Accountants**

**Santosh A. Shah**  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Mumbai  
Date: 30<sup>th</sup> May, 2017

## **ANNEXURE-A TO THE AUDITORS' REPORT**

(Referred to in Paragraph 9(f) of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2017)

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### **Report on the Consolidated financial control under Clause (i) of Sub-section 3 of Section 143 of the Act:**

1. We have audited the consolidated internal financial controls over consolidated financial reporting of Trade Wings Limited ("the Company") and its subsidiaries (the Holding company and its subsidiaries together referred to as "the Group") as of March 31, 2017 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that dates.

### **Managements Responsibility for Consolidated Internal Financial Controls**

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

### **Auditor's Responsibility**

3. Our responsibility is to express opinion on the Group's consolidated internal financial controls over consolidated financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of consolidated Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of consolidated internal financial controls and both issued by the ICAI. These standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedure to obtain audit evidence about the adequacy of the internal financial controls system over consolidated financial reporting and their operating effectiveness. Our audit of internal financial controls over consolidated financial reporting included obtaining an understanding of internal financial controls over consolidated financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors judgment, including the assessment of the risk of material misstatement on the consolidated financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Consolidated Financial Reporting**

6. Group's internal financial control over consolidated financial reporting is a process designed to provide reasonable assurance regarding the reliability of consolidated financial reporting and the preparation of consolidated financial statements for external purpose in accordance

## **ANNEXURE-A TO THE AUDITORS' REPORT**

(Referred to in Paragraph 9(f) of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2017)

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with generally accepted accounting principles. Group's internal financial control over consolidated financial reporting includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transaction and dispositions of the assets of the Group;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Group are being made only in accordance with authorizations of management and directors of the Group; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the group's assets that could have a material effect on the consolidated financial statements.

### **Inherent Limitations of Internal Financial Controls Over Consolidated Financial Reporting**

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

### **Opinion**

8. In our opinion, the Group has in all respects, an adequate internal financial control system over financial reporting and such internal financial control were operating effectively as at 31<sup>st</sup> March, 2017, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountant of India.

**For SANTOSH SHAH & ASSOCIATES**  
**Chartered Accountants**

**SANTOSH A. SHAH**  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Mumbai  
Date: 30<sup>th</sup> May, 2017

# TRADE WINGS LTD

Consolidated Balance Sheet As at 31st March, 2017.

	NOTES	CONSOLIDATED	
		As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
<b>(I) EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
a) Share Capital	1	3,00,00,000	3,00,00,000
b) Reserves and Surplus	2	(10,84,44,613)	(11,26,77,008)
c) Money received against share warrants			
<b>(2) Share application money pending allotments</b>			
<b>(3) Non-Current Liabilities</b>			
a) Long-term borrowings	3	6,33,99,729	6,95,18,028
b) Deferred tax liabilities (Net)	4	1,49,70,630	1,42,15,156
c) Other long term liabilities	5	4,71,70,953	3,79,07,879
d) Long-term provisions	6	2,65,95,999	2,38,61,155
<b>(4) Current Liabilities</b>			
a) Short-term borrowings	7	12,46,09,538	10,77,78,687
b) Trade Payables	8	15,88,08,042	12,26,67,427
c) Other Current liabilities	9	24,46,81,939	25,15,73,660
d) Short-term provisions	10	17,23,733	38,75,611
		-	-
<b>Total</b>		<b>60,35,15,950</b>	<b>54,87,20,595</b>
<b>(II) ASSETS</b>			
<b>(1) Non-Current Assets</b>			
a) Fixed Assets			
i) Tangible Assets	11	20,99,30,807	20,24,50,167
ii) Intangible Assets		-	-
iii) Capital Work-in-Progress		-	-
iv) Intangible Assets under development		-	-
b) Non-current Investments	12	14,06,701	13,81,701
(c) Long Term Loans & Advances	13	38,70,688	38,70,688
d) Deferred tax assets (Net)		-	-
e) Other non-current assets	14	15,24,566	16,05,034
<b>(2) Current Assets</b>			
a) Current Investment	15	1,12,319	1,89,16,637
b) Inventories	16	2,66,90,095	2,10,79,040
c) Trade Receivables	17	24,29,65,339	20,49,30,840
d) Cash and cash equivalents	18	3,88,03,668	2,45,15,895
e) Short-term loans and Advances	19	5,79,57,727	6,26,32,929
f) Other current assets	20	2,02,54,040	73,37,664
<b>Total</b>		<b>60,35,15,950</b>	<b>54,87,20,595</b>

(0)

(0)

Accounting Policies and Notes forming part of account: 28

**Santosh Shah & Associates**  
Chartered Accountants

**For Trade Wings Limit For Trade Wings Limited For Trade Wings Limited**

**Mr. Santosh A. Shah**  
Partner

**Dr. Shailendra P. Mittal** **Mr. Vishwanathan Nair**  
Chairman & C.F.O.  
Managing Director

**Ms. Zurica Pinto**  
Company Secretary

Membership No. 46548  
Firm Registration No. 121711W  
Place: Mumbai  
Date: 30th May, 2017

DIN 00221661 PAN: AEXPN2757E  
Place: Mumbai Place: Mumbai  
Date: 30th May, 2017 Date: 30th May, 2017

Membership No. A27623  
Place: Mumbai  
Date: 30th May, 2017

# TRADE WINGS LTD

Consolidated Statement of Profit & Loss for the year ended 31st March, 2017.

	NOTES	CONSOLIDATED	CONSOLIDATED
		YEAR ENDED 31-03-2017 Rupees	YEAR ENDED 31-03-2016 Rupees
<b>I REVENUE</b>			
Revenue from operations	21	43,30,45,065	39,87,44,096
Other Income	22	3,25,74,186	1,50,95,269
<b>Total Revenue</b>		<b>46,56,19,251</b>	<b>41,38,39,365</b>
<b>II EXPENSES</b>			
Cost of materials consumed	23	2,43,38,083	1,95,60,108
Employee benefits expenses	24	15,84,07,417	14,15,70,507
Financial expenses	25	3,06,16,005	2,86,08,320
Depreciation and amortization expenses	11	1,40,87,230	1,47,39,422
Other expenses	26	23,23,94,994	20,49,27,822
<b>Total of Expense</b>		<b>45,98,43,729</b>	<b>40,94,06,179</b>
<b>III Profit before exceptional and extra-ordinary items and tax (I-II)</b>		<b>57,75,522</b>	<b>44,33,186</b>
<b>IV Less: Exceptional items</b>			
<b>V Profit before extra-ordinary items and tax (III-IV)</b>		<b>57,75,522</b>	<b>44,33,186</b>
<b>VI Less: Extra-ordinary items</b>			
<b>VII Profit before tax (V-VI)</b>		<b>57,75,522</b>	<b>44,33,186</b>
<b>VIII Less/Add: Tax expenses</b>			
(a) Current tax		(2,50,000)	-
(b) Deferred tax		(7,55,475)	1,41,468
(c) Prior Period Expense		(2,48,426)	-
(d) Penalty on service Tax		(21,319)	(11,219)
(e) Interest on TDS		(1,06,711)	(37,725)
(g) Penalty on Wealth Tax		-	(5,28,714)
		<b>(13,81,931)</b>	<b>(4,36,190)</b>
<b>IX Profit/Loss for the period from continuing operations (VII-VIII)</b>		<b>43,93,591</b>	<b>39,96,996</b>
<b>XIII Profit/Loss for the period (IX+XII)</b>		<b>43,93,591</b>	<b>39,96,996</b>
<b>Earning per equity share:</b>	27		
(a) Basic		1.46	1.33
(b) Diluted			
<b>Balance Carried Forward to Balance Sheet</b>		<b>43,93,591</b>	<b>39,96,996</b>

Accounting Policies and Notes forming part of accounts

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Santosh Shah & Associates

Chartered Accountants

For Trade Wings Limited For Trade Wings Limited For Trade Wings Limited

Mr. Santosh A. Shah

Partner

Membership No. 46548

Firm Registration No. 121711W

Place: Mumbai

Date: 30th May, 2017

Dr. Shailendra P. Mittal

Chairman &

Managing Director

DIN 00221661

85 Place: Mumbai

Date: 30th May, 2017

Mr. Vishwanathan Nair

C.F.O.

PAN: AEXPN2757E

Place: Mumbai

Date: 30th May, 2017

Ms. Zurica Pinto

Company Secretary

Membership No. A27623

Place: Mumbai

Date: 30th May, 2017



**TRADE WINGS LTD**

Consolidated Cash Flow Statement for the year ended 31st March, 2017

	CONSOLIDATED		CONSOLIDATED	
	2016-17		2015-16	
	Rupees	Rupees	Rupees	Rupees
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Profit for the year	-	48,58,934	59,10,329	0
<b>Adjustment for Non cash &amp; Other items :</b>				
Provision for Gratuity & Leave Encashment	10,58,839		4,62,288	
Depreciation	1,42,48,428		1,49,00,619	
Discontinue operation / Amalgamation of company	-		(1,22,919)	
Deferred Tax Liability	2,09,471		(20,54,801)	
Provision for Tax	-		5,77,658	
Credit Balance written back	-		(11,12,895)	
Loss/(profit) from partnership firm	(1,26,928)		(47,577)	
Exchange difference	10,21,872		6,19,663	
Interest and financial charges	3,12,75,323		3,04,60,903	
Interest income	(22,10,568)	4,54,76,437	(36,65,409)	4,59,27,859
<b>Operating profit before working capital changes</b>		<b>5,03,35,371</b>		<b>4,59,27,859</b>
<b>Adjustments for :</b>				
(increase)/Decrease in Trade Receivables	(3,80,34,500)		(3,50,99,971)	
(Increase)/Decrease in inventories	(56,11,054)		(54,33,678)	
(Increase)/Decrease in Current investments	1,88,04,318		(1,83,91,902)	
(Increase)/Decrease in short term loans and advances	30,40,112		(1,06,92,124)	
(Increase)/Decrease in Non Current investments	(25,000)		-	
(Increase)/Decrease in Other current assets	(1,50,44,158)		96,71,745	
(Increase)/Decrease in long term loans and advances	62,01,496		1,73,55,736	
Increase/(Decrease) in current liabilities and provisions	2,60,71,601		1,51,44,050	
Increase/(Decrease) in Short term borrowings	(35,448)		58,48,632	
Increase/(Decrease) in trade payables	1,54,54,943		45,20,712	
Increase/(Decrease) in current liabilities	68,89,404		39,74,491	
Increase/(Decrease) in Short term provisions	(24,01,878)		18,05,854	
		1,53,09,836	-	(1,12,96,455)
<b>Cash generated from operations</b>		<b>6,56,45,207</b>		<b>3,46,31,404</b>
Add: Reduction in Provision for Taxes				(5,77,658)
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>6,56,45,207</b>		<b>3,40,53,746</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Deletions/(Additions) to fixed assets, including capital work-in-progress/advances and adjustments for exchange fluctuation	(46,98,494)		(23,71,385)	
Purchase of fixed assets	(1,95,27,533)		(87,11,873)	
Proceeds from sale of fixed assets	-		-	
Payments on account of investments and advances to be adjusted against equity / Investment in FD	80,468		-	
Income from investments	1,26,928		9,86,356	
Interest income	22,10,568		36,65,409	
		(2,18,08,063)	-	(64,31,493)
<b>NET CASH FROM INVESTING ACTIVITIES</b>		<b>(2,18,08,063)</b>		<b>(64,31,493)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>				
proceeds from Issuance of share capital				
Reduction in Revaluation Reserve	(1,61,197)		(1,61,197)	
Repayment of borrowings / Term Loan from NCB	(30,44,508)		(20,28,346)	
Term Loan	-		1,16,51,368	
Exchange difference	(10,21,872)		(6,19,663)	
Borrowings from related parties	1,89,32,470		1,46,72,368	
Repayment of borrowings from related parties	(1,69,65,565)		(2,75,95,119)	
Interest and financial charges paid	(2,72,88,699)		(2,52,30,445)	
		(2,95,49,371)	-	(2,93,11,035)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>(2,95,49,371)</b>		<b>(2,93,11,035)</b>
<b>(i) NET CASH FLOWS DURING THE YEAR (A+B+C)</b>		<b>1,42,87,773</b>		<b>(16,88,781)</b>
(ii) Cash and cash equivalents (opening balance)		2,45,15,895		2,62,04,678
Cash and cash equivalents (Closing Balance balance)		3,88,03,668		2,45,15,896
<b>Total of (i) + (ii)</b>		<b>3,88,03,668</b>		<b>2,45,15,896</b>
<b>Balance sheet Amount Rs.</b>		<b>3,88,03,668</b>		<b>2,45,15,896</b>

Santosh Shah & Associates  
Chartered Accountants

For Trade Wings Limited

For Trade Wings Limited For Trade Wings Limited

Mr. Santosh A. Shah  
Partner

Dr. Shailendra P. Mittal  
Chairman &  
Managing Director  
DIN 00221661

Mr. Vishwanathan Nair  
C.F.O.

Ms. Zurica Pinto  
Company Secretary

Membership No. 46548  
Firm Registration No. 121711W  
Place: Mumbai  
Date: 30th May, 2017

Place: Mumbai  
Date: 30th May, 2017

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PAN: AEXP2757E

Membership No. A27623

Place: Mumbai  
Date: 30th May, 2017

Place: Mumbai  
Date: 30th May, 2017

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 1 SHARE CAPITAL	CONSOLIDATE	CONSOLIDATE
	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
<b>Share Capital</b>		
Authorised		
3000000 equity shares of Rs.10/- each	3,00,00,000	3,00,00,000
100000 equity shares of Rs.100/- each	1,00,00,000	1,00,00,000
200,000 6% Preference Shares of Rs.100/- each (re-classified)	2,00,00,000	2,00,00,000
1000 13.5% Cumulative Preferences Shares of Rs.100/- each (redeemable)	1,00,00,000	1,00,00,000
350,000 6% Preference Shares of Rs. 100/- each (fresh)	3,50,00,000	3,50,00,000
350,000 9% Non Cumulative Preference Shares of Rs. 100/- each (redeemable)	3,50,00,000	3,50,00,000
	<b>13,01,00,000</b>	<b>13,01,00,000</b>
<b>Issued, Subscribed and paid up</b>		
3000000 equity shares of Rs. 10/- each Fully Paid	3,00,00,000	3,00,00,000
* NOTE: Of the above, 9000 Equity shares are allotted to vendors as fully paid-up pursuant to a Contract without payment received in cash.		
	<b>3,00,00,000</b>	<b>3,00,00,000</b>

DETAILS OF SHARE HOLDERS, HOLDING MORE THAN 5% SHARES IN THE COMPANY	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
	<b>Equity shares of Rs. 10 each fully paid</b>	
<b>Narayani Hospitality &amp; Academic Institution Pvt. Ltd.</b> (formerly known as Appease Investments & Finance Pvt. Ltd.)		
No. of Shares	22,38,341	22,38,341
% Holding	74.61%	74.61%
<b>Benjo Holdings Pvt. Ltd.</b>		
No. of Shares	1,87,736	1,87,736
% Holding	6.26%	6.26%
<b>Sagarkanya Inv. &amp; Finance Pvt. Ltd</b>		
No. of Shares	1,84,525	1,84,525
% Holding	6.15%	6.15%
<b>Vishwadeep Inv. &amp; Finance Pvt. Ltd</b>		
No. of Shares	1,81,870	1,81,870
% Holding	6.06%	6.06%

NOTE 2 RESERVE AND SURPLUS	CONSOLIDATE	CONSOLIDATE
	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
<b>Capital Reserve:-</b>		
Opening balance	6,13,337	6,13,337
Add:- Addition during the year	-	-
Less:- Deduction during the year	-	-
	6,13,337	6,13,337
<b>Revaluation Reserve</b>		
Opening balance	55,90,785	57,51,982
Add:- Addition during the year	-	-
Less:- Deduction during the year	(1,61,197)	(1,61,197)
	54,29,588	55,90,785
<b>General Reserve</b>		
Opening balance	21,77,804	21,77,804
Add:- Addition during the year	-	-
Less:- Deduction during the year	-	-
	21,77,804	21,77,804
<b>Profit and Loss A/c:-</b>		
Opening Balance	(12,10,58,933)	(12,50,55,930)
Add:- Profit/Loss during the year	43,93,591	39,96,996
Less:- Loss from amalgamated company	-	-
	(11,66,65,342)	(12,10,58,934)
	<b>(10,84,44,613)</b>	<b>(11,26,77,008)</b>

NOTE 3 LONG TERM BORROWINGS	CONSOLIDATE	CONSOLIDATE
	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
<b>Secured:-</b>		
Term loan from National Co-operative Bank Ltd - 1162	1,05,42,794	1,14,53,247
Add: Interest accrued and due	1,12,805	1,32,438
Less: Repayable within 1 year (Refer Note 1 below)	10,63,658	10,53,597
	95,91,941	1,05,32,088
Term loan from National Co-operative Bank Ltd - 1167	79,37,533	85,74,496
Add: Interest accrued and due	84,911	99,147
Less: Repayable within 1 year (Refer Note 2 below)	10,11,065	5,82,756
	70,11,379	80,90,887
Term loan from National Co-operative Bank Ltd - 1165	1,03,25,906	1,12,21,708
Add: Interest accrued and due	1,10,473	1,29,893
Less: Repayable within 1 year (Refer Note 3 below)	7,51,528	7,80,411
	96,84,851	1,05,71,190
Tata Capital Finance Services Ltd.	-	4,18,694
Less: Repayable within 1 year (Refer Note 4 below)	-	4,18,694
	-	-
Car loan	1,83,213	3,22,661
Less: Repayable within 1 year (Refer Note 4 below)	1,55,584	1,27,235
	27,629	1,95,426
National Co-Op. Bank (1166)	1,35,01,387	1,48,55,729
National Co-Op. Bank (1164)	98,75,647	1,09,05,153
National Co-Op. Bank (1168)	1,37,06,895	1,43,67,555
	3,70,83,929	4,01,28,437
	<b>6,33,99,729</b>	<b>6,95,18,028</b>

(1) Self Liquidating Additional ODI from National Co-operative Bank secured by the extension of registered mortgage of leased property of 305 sq.mts. Located on the 1st floor of the premises Bhogilal Building, K Dubash Marg, Kalaghoda, Mumbai inclusive and personal guarantee of Dr. S P Mittal.

Rate of Interest -The Company's borrowings from banks are at an effective weighted average rate of 12.50%p.a .(previous year 13.50%) as per sanction letter no. NCB/HO/LC/10/2016-17, Dated 17/01/2017.

(2) Self Liquidating Additional ODI from National Co-operative Bank secured by the extension of registered mortgage of leased property of an area admeasuring 3284 sq.ft. including common area of toilet block and entry hall of 282 sq.ft. on 1st flr of the Bhogilal H. Bldg., 18/20, K.Dubash Marg, Kalaghoda, Fort, Mumbai - 23 and personal guarantee of Dr. S P Mittal.

Rate of Interest -The Company's borrowings from banks are at an effective weighted average rate of 12.50%p.a .(previous year 13.50%) as per sanction letter no. NCB/HO/LC/10/2016-17, Dated 17/01/2017.

(3) Self Liquidating Additional ODI from National Co-operative Bank secured by the extension of registered mortgage of leased property of an area admeasuring 3284 sq.ft. including common area of toilet block and entry hall of 282 sq.ft. on 1st flr of the Bhogilal H. Bldg., 18/20, K.Dubash Marg, Kalaghoda, Fort, Mumbai - 23 and personal guarantee of Dr. S P Mittal.

Rate of Interest -The Company's borrowings from banks are at an effective weighted average rate of 12.50%p.a .(previous year 13.50%) as per sanction letter no. NCB/HO/LC/10/2016-17, Dated 17/01/2017.

(4) Vehicle Loan are secured against hypothecation of vehicles Financed. The rate of Interest 13.25% p.a.

NOTE 4 DEFERRED TAX LIABILITIES	CONSOLIDATE	CONSOLIDATE
	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
Deferred tax liability	1,91,23,080	1,95,45,528
Less:- Deferred tax assets	(41,52,450)	(53,30,372)
	<b>1,49,70,630</b>	<b>1,42,15,156</b>

NOTE 5 OTHER LONG TERM LIABILITIES	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
	Loans and advances from related parties:- Directors & Others	4,71,70,953
	<b>4,71,70,953</b>	<b>3,79,07,879</b>

NOTE 6 LONG TERM PROVISIONS	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
	Provision for employee benefits	
Gratuity (Non Current Liability)	2,14,38,651	1,95,88,267
Leave Encashment (Non Current Liability)	51,57,348	42,72,888
	<b>2,65,95,999</b>	<b>2,38,61,155</b>

NOTE 7 SHORT TERM BORROWINGS	CONSOLIDATE	
	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
<b>Secured:-</b>		
Cash Credit Facilities	-	-
(a) from bank		
Union Bank Of India (Refer Note 1 below)	95,57,880	95,93,328
Vijaya Bank (Refer Note 2 below)	4,00,66,826	3,18,53,389
	6,63,20,560	6,08,33,661
Amount repayable within next 1 year on Term Loans	-	-
	65,45,272	37,84,309
<b>Loans and advances from related parties</b>	-	-
Deposits	21,19,000	17,14,000
	-	-
	<b>12,46,09,538</b>	<b>10,77,78,687</b>

(1) Cash Credit facility from Union Bank of India is secured by hypothecation of book debts and stock of foreign currencies and encashed travellers' cheques present and future, and guaranteed by some of the Directors of the Company. In addition, the Company has undertaken to create charge in favour of Banks on immovable property at Flat No. 12-B ,bldg 91, Pacharatra Society, Thane, Flat No. 12-B , bldg no.53, Sevakunj Society, Thane and Unit No.6, Surya Vihar, Dundahera, Gurgaon, Delhi.

Rate of interest - The company's borrowings from banks are at floating rate of BR + 3.90% subject to change time to time as per the sanction letter No. MSM.ADV 1367/14, dated 08th October, 2014.

(2a) Cash Credit facility from Vijaya Bank is secured by hypothecation of book debts and guaranteed by some of the Directors of the Company. In addition, the Company has undertaken to create charge in favour of Banks on immovable property at unit No.1101,1102,1103 Mittal Tower B-Wing , Bangalore, Unit No.141 and 44 of Adarsh Ind.Estate, Andheri, Mumbai. and Flat No.2, B Wing, Aarti Society, Mumbai 400 034 and Corporate guarantee of M/s. Narayani Hospitality & Academic Institutions Pvt. Ltd. & M/s. Trade Wings Logistics (India) Pvt. Ltd.

(2ai) Adhoc limit from Vijaya Bank vide sanctioned letter no. MRO/CPW/F-380/2016-17 Dt. 30/12/2016, with same Terms & Conditions.

(2b) Shop No. 9, First Floor, "Manoram Arcade" at Vakilwadi, Nashik land bearing survey No. 609/A/2B, Municipal No. 430-J-1, admeasuring

(2c) Office No. 110, on the first floor 350.37 sq. ft. i.e. 32.55 sq. mtrs carpet area in the project known as Shanti City at village Talegaon Dabhade of Taluka Maval, Dist. Pune land bearing survey No. 532 (old S. No. 714) CTS No. 2431 to 2435 and 3294 totally admeasuring about 2.94 hect. i.e. 29400 sq. mtrs and 16542.4 sq. mtrs.

(2d) Shop No. 12/13, first floor, "Manoram Arcade" S.No. 609/A/2B off. M.G.Road, opp. Sharda Sankul & Nilesh Dry Fruits, Vakilwadi, Nashik.

Rate of interest - The company's borrowings from banks are at floating rate of BR + 2.80% subject to change time to time as per the sanction letter No. MRO/GMLCC/78/2016-17, dated 31/08/2016.

NOTE 8 TRADE PAYABLES	CONSOLIDATE	
	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
Trade Payables	15,88,08,042	12,26,67,427
	<b>15,88,08,042</b>	<b>12,26,67,427</b>

There are no Micro & Small Enterprises to whom the company owes dues, which are outstanding for more than 45 days at the Balance sheet date: The information regarding Micro & small enterprises have been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

NOTE 9 OTHER CURRENT LIABILITIES	CONSOLIDATE	CONSOLIDATE
	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
Other payables:-		
Current-liabilities	2,60,51,491	6,02,63,378
Money Received pending Appropriate treatment	-	-
	16,29,60,237	16,29,60,237
Group company balances	-	-
	5,56,225	16,61,150
Statutory liabilities	-	-
	68,30,801	2,66,88,895
Other Payables	-	-
	4,82,83,185	-
	-	-
	24,46,81,939	25,15,73,660

NOTE 10 SHORT TERM PROVISIONS	As At	As At
	31-03-2017 Rupees	31/03/2016 Rupees
Provision for employee Benefits:-		
Leave Encashment (Current Liability)	8,99,171	8,14,680
Gratuity (Current Liability)	4,71,919	29,58,288
	-	-
Other provisions	-	-
For Taxation	3,52,643	1,02,643
	-	-
	17,23,733	38,75,611

NOTE 11 TANGIBLE ASSETS	As At	As At
	31-03-2017 Rupees	31/03/2016 Rupees
Non-current Assets		
Fixed Assets		
Gross Assets	44,57,92,428	42,58,06,226
Less: Depreciation	23,58,61,621	22,33,56,059
As on 31st March, 2017	20,99,30,807	20,24,50,167
	20,99,30,807	20,24,50,167

TRADE WINGS LTD.

NOTE 11

CONSOLIDATED FIXED ASSETS (2016-17)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	As on 01.04.2016	Additions for the Year		As on 31.03.2017	As on 31.03.2016	For the Year	Deductions for the year		Depreciation as on 31.03.2017	As on 31.03.2017	As on 31.03.2016	
	Rs.	Purchase Rs.	Transfer Rs.	Rs.	Rs.	Rs.	Sale Rs.	Adjustment Rs.	Rs.	Rs.	Rs.	
Office Premises	197655273	6109515	1419565	202345223	59362569	0	3656359	0	243376	62775552	139569671	138292704
Office Equipment	216323680	15621975	3298962	228646693	154911149	0	8955782	0	1978191	161888740	66757953	61412531
Vehicles	12305975	2494537	0	14800512	9561043	0	1636286	0	0	11197329	3603183	2744932
	426284928	24226027	4718527	445792428	223834761	0	14248427	0	2221567	235861621	209930807	202450167
Less: Revaluation reserve	0	0	0	0	0	0	161197	0	0	0	0	0
	426284928	24226027	4718527	445792428	223834761	0	14087230	0	2221567	235861621	209930807	202450167
Previous Year	415201670	11083258	0	426284928	209057061	421825	14317597	0	122919	223834761	202450167	206144609



NOTE 12 NON-CURRENT INVESTMENTS	CONSOLIDATE	CONSOLIDATE
	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
<b>Investments in Equity Instruments</b>		
<b>Quoted Investments</b>		
(a) Trade wing (cualutta) pvt Ltd (250 ordinary shares of Rs. 100 each) Less:- Provision for Dimulution in value	25,000 - (24,999)	25,000 - (24,999)
(b) Trade wing Tours Ltd (1 equity shares of Rs.100/- each fully paid up)	100 -	100 -
(c) National Co. Op. Bank (52100 Shares of Rs. 10 each)	5,21,000 -	5,21,000 -
(d) Drishti Lifestyles Ltd. (Rs.110 shares of Rs.100/- each)	11,000 -	11,000 -
(e) Videocon Limited	7,500 -	7,500 -
<b>Investments in Preference shares</b>		
(a) Trade wing Tours Ltd (13.50% Redeemable cumulative Preference Shares of Rs.100/- each.)	2,000 -	2,000 -
<b>Investments in Government securities</b>		
N.S.C of Rs. 5,000/- deposited with Customs Authorities.	15,000 -	15,000 -
National Co-Operative bank (65010 shares of Rs.10/- each)	6,50,100 -	6,50,100 -
<b>Investments in Partnership firms</b>		
(a) Narayani Associates capital account	1,00,000 -	75,000 -
(b) Global Kitchens (KG) LLP	1,00,000 -	1,00,000 -
	<b>14,06,701</b>	<b>13,81,701</b>

Name of the Partnership Firm	Narayani Associates % of Profit/Loss	Narayani Associates % of Profit/Loss
<b>Details of Partners</b>		
Trade wings Ltd	20	10
Narayani Hospitality & Academic Institution	80	80
Dr Shailendra P Mittal	-	5
	<b>Global Kitchens (KG) LLP</b>	<b>Global Kitchens (KG) LLP</b>
Narayani Hospitality & Academic Institution	80	80
Trade Wings Limited	15	15
Dr. S.P.Mittal	5	5

	CONSOLIDATE	CONSOLIDATE
NOTE 13 LONG TERM LOANS & ADVANCES	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
Security Deposits:- Misc. Deposits	-	38,70,688
	38,70,688	38,70,688

	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
NOTE 14 OTHER NON CURRENT ASSETS		
Fixed Deposits & Accrued Interest	15,24,566	16,05,034
	15,24,566	16,05,034

	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
NOTE 15 CURRENT INVESTMENTS		
Investments in Partnership firms (Narayani Asso.)	1,12,319	1,89,16,637
	1,12,319	1,89,16,637

	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
NOTE 16 INVENTORIES		
(As Taken, Valued and certified by the management) Stock-in-trade	2,66,90,095	2,10,79,040
	2,66,90,095	2,10,79,040

NOTE 17 TRADE RECEIVABLES	CONSOLIDATE	CONSOLIDATE
	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
Unsecured and considered good:-	-	-
Outstanding for more than 6 months	4,62,72,531	5,37,15,470
Others	15,65,74,071	10,32,37,002
	-	-
Less:- Provision for Doubtful Debts	(1,12,449)	(1,12,449)
Add:-	-	-
Debts due by Directors or other officer of company or firms or private co's in which any director is a partner or director or member.	4,02,31,186	4,80,90,817
	<b>24,29,65,339</b>	<b>20,49,30,840</b>

NOTE 18 CASH AND CASH EQUIVALENTS	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
	Cash in hand	39,01,751
Balance with schedule and non schedule banks:-	-	-
Current Account	2,70,61,650	1,79,63,941
Foreign currency account	-	12,999
Fixed deposit account	78,40,267	14,51,544
	<b>3,88,03,668</b>	<b>2,45,15,895</b>

NOTE 19 SHORT TERM LOANS AND ADVANCES	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
	Unsecured and considered good:	
Balance with Revenue Authorities	4,26,94,244	4,67,45,327
Advance recoverable in cash or in kind	27,12,381	15,34,074
Debit Balance in A/c Payable	59,06,823	90,45,085
Provisions	20,18,786	-
Prepaid expense	2,09,493	2,83,885
Staff advance	6,70,465	9,17,256
Others	3,07,125	1,07,970
Loans and deposits	34,38,410	39,99,332
	<b>5,79,57,727</b>	<b>6,26,32,929</b>

NOTE 20 OTHER CURRENT ASSETS	As At 31-03-2017 Rupees	As At 31/03/2016 Rupees
	Group company balances:	97,07,169
	-	-
Other Current Assets	1,05,46,871	17,39,423
	<b>2,02,54,040</b>	<b>73,37,664</b>

## NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 21 REVENUE FROM OPERATIONS	CONSOLIDATED	CONSOLIDATED
	YEAR ENDED	YEAR ENDED
	31-03-2017	31-03-2016
	Rupees	Rupees
Income from Money Changing Business	1,41,77,958	2,46,67,162
Revenue from Operations (Hotel)	25,36,37,797	23,08,36,738
Commission and Agency Service Charges	11,63,46,236	9,27,74,552
Service Charges (Net)	4,88,83,074	5,04,65,644
	<b>43,30,45,065</b>	<b>39,87,44,096</b>

NOTE 22 OTHER INCOME	YEAR ENDED	YEAR ENDED
	31-03-2017	31-03-2016
	Rupees	Rupees
Interest earned		
On Bank Fixed Deposit	3,99,756	1,26,373
On Loan to Subsidiary Co. & Others	32,329	5,28,942
On Income Tax Refund	6,87,414	8,86,479
From IDBI Vasco	4,31,751	4,99,102
Miscellaneous Income	1,64,73,501	42,51,660
Rental Income	56,53,008	46,15,096
Other Commission	7,980	2,27,806
Profit or (Loss) from Narayani Associates	1,26,928	47,577
Sundry Credit balance W/Back	19,29,539	1,30,254
Incentives - Indigo	30,50,000	-
Share of Profit from Globle Kitchens LLP	37,81,980	37,81,980
	<b>3,25,74,186</b>	<b>1,50,95,269</b>

NOTE 23 FOOD CONSUMED	YEAR ENDED	YEAR ENDED
	31-03-2017	31-03-2017
	Rupees	Rupees
Food & Beverages Consumed	2,43,38,083	1,95,60,108
	<b>2,43,38,083</b>	<b>1,95,60,108</b>

NOTE 24 EMPLOYEE BENEFITS EXPENSES	YEAR ENDED	YEAR ENDED
	31-03-2017	31-03-2016
	Rupees	Rupees
Salaries, Wages and Bonus	14,56,10,730	13,07,67,544
Contribution to PF and Other Funds	57,66,860	44,75,228
Staff Gratuity	55,63,712	44,86,679
Family Pension	-	3,29,602
Staff Leave Encashment	14,66,115	15,11,454
	<b>15,84,07,417</b>	<b>14,15,70,507</b>

NOTE 25 FINANCIAL EXPENSES	CONSOLIDATED	CONSOLIDATED
	YEAR ENDED	YEAR ENDED
	31-03-2017	31-03-2016
	Rupees	Rupees
<b>Interest expense:-</b>		
On Bank Loan		
Union Bank of India	39,16,669	45,18,716
Vijaya Bank	76,45,468	86,73,727
National Co-op Bank	39,36,239	45,03,237
Interest Exp. (Hotel)	62,83,491	31,11,236
On Narayani Hospitality	2,86,648	-
On Directors Loan	56,85,928	16,24,514
On Car Loan	27,066	33,41,890
On Service Tax	-	28,35,000
On Borrowing Cost	28,34,496	-
	-	-
<b>Total</b>	<b>3,06,16,005</b>	<b>2,86,08,320</b>

NOTE 26 OTHER EXPENSES	YEAR ENDED	YEAR ENDED
	31-03-2017	31-03-2016
	Rupees	Rupees
<b>Statutory Auditor's Remuneration</b>		
Audit Fees	11,90,463	13,06,397
Tax Audit Fees	50,000	50,000
Rent, Rates, Taxes and Fees	65,61,451	60,11,819
Insurance	21,72,662	19,22,387
Motor Car Expenses	34,77,559	25,67,182
Postage, Telegrams, Telephone and telex	69,12,734	69,43,009
Printing and stationery	43,89,468	52,04,075
Electricity & Water Charges	26,19,883	26,70,231
Membership & Subscription	8,90,476	8,15,812
Bank Charges	27,44,309	23,79,475
Legal & Professional Charges	3,30,20,672	3,27,78,317
Software Charges	13,44,400	13,05,732
<b>Repairs &amp; Maintenance</b>	-	-
- Building	2,18,06,248	2,00,15,323
- Machinery	1,22,30,020	1,32,96,272
- Others	1,92,37,355	1,15,43,478
	-	-
Bad loans and advance w/off	2,50,000	-
Bad Debts	13,53,105	96,644
<b>Other Operating Expenses</b>	-	-
- Consumption of Stores	77,00,691	73,19,677
- Power & Fuel	2,72,91,668	2,28,74,061
- Water Charges	34,38,393	30,08,533
- Security Expenses	26,59,729	23,77,285
- Laundry Expenses	26,43,764	24,09,894
Other Expenses	6,84,09,943	5,80,32,219
	-	-
	<b>23,23,94,994</b>	<b>20,49,27,822</b>

NOTE 26 EARNINGS/(LOSS) PER SHARE	YEAR ENDED 31-03-2017 Rupees	YEAR ENDED 31-03-2016 Rupees
Number of equity Shares of Rs 10 each fully paid up at the beginning of the period.	30,00,000	30,00,000
Number of equity Shares of Rs 10 each fully paid at the period end	30,00,000	30,00,000
Weighted Average number of Equity shares outstanding during the year	30,00,000	30,00,000
Net Profit for the year	43,93,591	39,96,996
Basic/Diluted Profit Per Share	1.46	1.33
Nominal Value of Equity share		

## **28 - CONSOLIDATED NOTES TO ACCOUNTS**

### **SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS**

#### **A. SIGNIFICANT ACCOUNTING POLICIES.**

1) **GENERAL**

Accounts are prepared on accrual basis in keeping with normally accepted accounting principles.

2) **CORPORATE INFORMATION**

The Company is engaged in Hoteliering, Foreign Exchange & Travel business.

3) **BASIS OF PREPARATION OF FINANCIAL STATEMENTS:**

The financial statements have been prepared under the historical cost convention on accrual basis, and are in accordance with generally accepted accounting principles, the provisions of the Companies Act, 2013 and the applicable Accounting Standards issued by the Institute of Chartered Accountants of India, except in the case of fixed assets as given below:

4) **USE OF ESTIMATES**

The preparation of the financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

5) **REVENUE RECOGNITION**

Revenue is derived from hotel service including rental of rooms and Sales of food and beverages and from sale & purchase of foreign currencies, tour packages and air ticket bookings and other allied services. Revenue is recognized when the rooms are occupied and the services have been rendered.

Interest income is recognized on a time proportion basis by reference to the principle outstanding and at the rate applicable.

6) **FIXED ASSETS**

Fixed assets are stated at cost. Cost comprises purchase price and any other attributable cost to bring the asset to its working condition for its intended use. Depreciation on tangible fixed assets has been provided on Written Down Value (WDV) at the rates prescribed under schedule II of the Companies Act, 2013.

Fixed Assets are carried at cost less depreciation. Cost of Fixed Assets includes addition on account of revaluation of property situated in Adarsh Society and in Bhogilal Building.

7) **DEPRECIATION**

The company provides depreciation as under:

I Depreciation is provided as per the Written Down Method at the rates prescribed under Schedule II of the Companies Act, 2013.

II Depreciation on addition during the year is being provided on a pro rata basis from the date of addition of the asset.

III Depreciation on additions due to revaluation to assets has been provided with reference to the balance useful life of the asset determined on a basis consistent with the policy for book depreciation. The additional charge of depreciation on account of revaluation is withdrawn from Revaluation Reserve and credited to the Profit & Loss Account.

IV Assets costing less than Rs. 5,000/- acquired during the year have been depreciated at 100%.

V Depreciation on tangible assets is provided on the straight line method over the useful life of assets estimated by the management. Depreciation for assets purchased/sold during the period is proportionately charged.

For this class of assets, based on internal assessment and independent technical evaluation carried on by the external valuer, the management believes that the useful lives as given above best represents the period over which management expected to use these assets.

	Useful life
Building	60 Years
Plant & Machinery	15 Years
Furniture	8 Years
Computer	3 Years

**8) IMPAIRMENT OF ASSETS**

At each Balance Sheet date, the Company reviews the carrying value of tangible and intangible assets for any possible impairment. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

**9) BORROWING COST**

Borrowing cost that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit & Loss account.

**10) INVESTMENTS**

Investments are stated at cost. Long Term Investments are stated at cost and provision for diminution in value of investment is made unless the diminution is of temporary nature.

Profit or Loss on sale of long-term investments is arrived at after deducting the average carrying amount of the total holding of investments on the date of sale

**11) INVENTORY VALUATION**

The stock of Foreign Currency has been valued at the Bank buying rate prevailing at the year end.

Inventories are valued at cost on First-In-First-Out basis. Requisite adjustment for spoilage, obsolescence or damage is made wherever necessary. Cost of operation and other supplies are charged to expenses at the time of issue.



## **12) CASH FLOW STATEMENT**

The Cash Flow Statement is prepared using the "Indirect Method". The Cash Flow from operating, investing and financing activities of the Company are segregated based on the available information.

## **13) ACCOUNTING FOR INCOME AND EXPENSES:**

Income and expenses are accounted in books of account on accrual basis

In the case of out – bound tour, invoices are raised on the basis of confirmation of tour received from the customers, but the income is recognized on the completion of the tour. Accordingly, amounts are shown as sundry debtors vis-à-vis advance from customers.

## **14) DISCLOSURE ON SPECIFIED BANK NOTES (SBNs) and Other Denomination Notes**

<b>Particulars</b>	<b>SBNs</b>	<b>Other Denomination Notes</b>	<b>Total</b>
Closing Cash in Hand as on 08/11/2016	74,11,400	17,24,521	91,35,921
(+) Permitted Receipts	40,500	1,67,13,405	1,67,53,905
(-) Permitted Payments	0	1,05,55,448	1,05,55,448
(-) Amount Deposited in Banks	74,51,900	50,87,961	1,25,39,861
Closing Cash in Hand as on 30/12/2016	0	27,94,517	27,94,517

During the year, the Company had specified bank notes or other denomination notes as defined in MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below: Particulars for the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Govt. of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated the 8<sup>th</sup> November, 2016.

## **15) FOREIGN EXCHANGE TRANSACTIONS**

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. Current assets and liabilities not covered by Forward Exchange contracts are retranslated at year end exchange rates and the profit/loss so determined and also the realised exchange gains/losses are reflected in the Profit and Loss account. Balance in Foreign Currency Accounts to the extent of Liabilities in Foreign Currencies is translated at the interbank selling rate.

## **16) LEASES**

The Company's significant leasing arrangements are in respect of leases for residential and office premises. The leasing arrangements, which are non-cancellable, are in the range of eleven months and usually renewable by mutual consent on agreed terms. The aggregate lease rentals payable are charged as rent including lease rentals.

## **17) EMPLOYEE BENEFITS**

### **a) Short term**

Short term benefits include salaries and performance incentives. The undiscounted amount of short term employees benefits expected to be paid in exchange of service rendered by the

employees are recognized as an expense in the statement of profit and loss during the year when the employees render the service to the company.

**b) Long term**

The company has defined contribution and defined benefits plan. The plans are financed by the Company and in case of some defined contribution plans by company along with employees.

• **Defined contribution plans**

The company's contribution to provident fund and family pension fund made to regular authorities and where company has no further obligation are considered as define contribution plans and are charged as expenses in the statement of profit and loss as they fall due based on amount of contribution required to be made.

• **Defined benefits plans**

Expenses for defined benefits gratuity are calculated as at the balance sheet date by independent actuaries (using the projected unit credit method) in a manner that distributes expenses over the employees working life .These commitment are valued at the present value of the expected future payment with consideration for calculated future salary increase , using discount rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with remaining term that is almost equivalent to the average balance working period of employees. Actuarial gain/ losses are recognized in the statement of profit and loss in the year in which they arise.

**18) RETIREMENT BENEFITS:**

Contributions to Provident Fund and Pension fund are accounted on accrual basis. Liability in respect of leave encashment and gratuity due to employees is accounted on actuarial basis as certified by an approved Actuary.

**19) OTHER EMPLOYEE BENEFITS**

The Company has a scheme for compensated absences (Leave Encashment) for employees, the liability for which is determined on the basis of an actuarial valuation, carried out at the Balance Sheet date.

**20) CONTINGENT LIABILITIES:**

Contingent Liabilities are not provided for but are disclosed separately.

**21) ACCOUNTING FOR PROVISIONS, CONTINGENT LIABILITY & ASSETS**

Provisions are recognised in terms of Accounting Standard 29 – 'Provisions, Contingent Liabilities and Contingent Assets' issued by the ICAI, when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities are recognised only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

**22) INCOME TAXES**

Income taxes are accounted for in accordance with Accounting Standard on "Accounting for taxes on Income", (AS 22) issued by ICAI. Tax expenses comprise both current tax and deferred tax.

Current tax is measured at the amount expected to be paid/recovered from the tax authority using the applicable tax rates. Deferred tax assets and liabilities are recognised for future tax consequence attributable to timing difference between taxable income and accounting income that originates in one accounting period and that are capable of reversing in one or more subsequent periods and are measured at relevant enacted tax rates. At each balance sheet date, the Company reassesses unrealised deferred assets to the extent they become reasonably certain or virtually certain of realization, as the case may be.

**23) EARNINGS PER SHARE**

Basic earnings per share is computed by dividing the profit/(loss) after tax attributable to equity shareholders by the number of the equity shares.

In the opinion of the management of the Company, carrying amount of all Current Assets, Loans and Advances are other receivables is not less than their realizable value in the ordinary course of business.

Sundry Debtors and Sundry Creditors subject to confirmation in part of hotel.

**Earning in Foreign Exchange (As Certified by the Management)**

	<u>Current Year</u>	<u>Previous Year</u>
i) Rooms and F & B Revenue	Rs.1,82,52,228/-	Rs. 2,08,20,325/-
ii) Foreign Remittance made	Rs.27,69,312/-	Rs.13,85,384.33

**24) As per Accounting Standard AS-18 "Related Party Disclosures" issued by the ICAI, company's related parties disclosed as below:**

Names of related parties and description of relationship  
(as of the Balance Sheet date i.e. 31<sup>st</sup> March 2017)

**Associate/Group Concerns:**

1. Narayani Associates
2. Narayani Hospitality & Academic Institution Private Limited

**Key Management Personnel:**

1. Dr. Shailendra P. Mittal

**Note:** Related party relationship is as identified by the company's management and relied upon by the Auditors.

**25) The MOU that was executed by and between one of the promoters of the Company with Tulip Hotels Pvt. Ltd. inter alia for management of Bogmallo Beach Resort and for executing agreement to sell 50% of the shares of the company on 26th April 2000 has been terminated by the said promoter vide its Advocate's notice dated 27th January 2007 with retrospective effect from 1st November 2006. The company along with its promoters has also initiated legal proceedings against Tulip Hotels Pvt. Ltd. and its directors and certain employees in Mumbai and Goa courts and the same are sub-judice as of the date of the signing of the balance sheet.**

The company as per a legal opinion of its legal advisors and a Chartered Accountant has shown an amount has Rs. 16,29,60,237/- towards "Money Received Pending Appropriate Treatment" under Other Current Liabilities.

Notwithstanding the above, the company has sought to appropriate the said amount against the damages that have been claimed by the company against Tulip Hotels Pvt. Ltd. The company has therefore thought it fit to categorize the said amount under Other Current Liabilities till the outcome of the suit pending in the Vasco Da Gama court.

26) The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

27) As per Accounting Standard 18, issued by the Institute of Chartered Accountant of India, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

• **List of Related Parties and their relationship**

Category	Name of the Related Party	Relationship
1.	Narayani Hospitality & Academic Institution Pvt. Ltd.	Holding Company
2.	Trade Wings Hotels Ltd.	Subsidiary Companies
3.	Dr. S.P.Mittal	Key Management Personnel
4.	Narayani Associates	Associates and Entities over which TWL is able to exercise significant influence.
5.	Global Kitchen LLP	Partnership Firm

• **Transactions during the period with related parties.**

Sr.No	Nature of Transactions	Category ( Amount in Rupees)			
		Holding Company	Key Management Personnel	Associates Entities over which TWL is able to exercise significant influence	Partnership Firm
1.	Interest Paid (Previous Year)	2,86,649/- (Nil)	56,85,928/- (32,84,456/-)	Nil (Nil)	
2.	Interest Received (Previous Year)	Nil (Nil)		Nil (4,46,355/-)	
3.	Remuneration Paid (Previous Year)		30,15,001/- (31,80,012/-)		
4.	Share of Global Kitchen Profit (Previous Year)				37,81,980/- (37,81,980/-)
5.	Purchase of Fixed Assets (Previous Year)		24,94,537/- (Nil)		
6.	Share of Narayani Associates (Previous Year)			1,26,928/- (47,577/-)	

7.	<b>Amount Received / Paid towards Loan</b>				
	Balance as on 31 <sup>st</sup> March, 2016 (Previous Year)	31,88,490/- (Nil)	3,79,07,879/- (1,42,40,263/-)		
	Amount Received during the year (Previous year)	64,15,812/- (31,88,490/-)	2,07,55,536/- (3,05,65,347/-)		
	Amount Paid during the year (Previous year)	93,46,318/- (Nil)	1,14,92,462/- (68,97,731/-)		
	Balance as on 31 <sup>st</sup> March, 2017 (Previous Year)	2,57,984/- 31,88,490/-	4,71,70,953/- (3,79,07,879/-)		

28) Statutory dues payable as at 31<sup>st</sup> March, 2017 for a period more than six months from the date they become payable are as follows:

**In Travel Division:**

Service Tax : Rs.85,464/-  
Professional Tax : Rs.1,200/-  
ESIC : Rs.6,601/-

**In Subsidiary Company**

Luxury Tax : Rs.1,44,05,800/-  
Work Contract Tax : Rs.10,20,654/-  
Contractor ESIC : Rs.23,38,97/-

29) Previous year's figures have been regrouped or rearranged wherever necessary.

**SIGNATURE TO NOTES**

For **SANTOSH SHAH & ASSOCIATES**  
Chartered Accountants

for **TRADE WINGS LTD**

for **TRADE WINGS LTD**

**SANTOSH A. SHAH**  
Partner

M.No.46548  
Firm Registration No. 121711W  
Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

**Dr. S.P.Mittal**  
Chairman  
& Managing Director  
(DIN 00221661)

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

**Mr. Vishwanathan Nair**  
C.F.O.  
(PAN AEXP2757E)

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

**Ms. Zurica Pinto**  
Company Secretary  
M.No.A27623

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

**TRADE WINGS LIMITED**

**Registered Office: 6, Mascarenhas Building, M.G. Road, Panaji, Goa - 403001**

Website: [www.tradewings.in](http://www.tradewings.in) , Email: [companysecy@twltravel.com](mailto:companysecy@twltravel.com)

CIN: L63040GA1949PLC000168

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**ATTENDANCE SLIP**

**67<sup>th</sup> Annual General Meeting on Thursday, July 27, 2017 at 4.00 P.M. at 6,  
Mascarenhas Building, M.G. Road, Panaji, Goa - 403001.**

Please fill attendance slip and hand it over at the entrance of the meeting venue

Name of the members(s).....

Name of the proxy\*.....

Registered address.....

E-mail ID:.....

Folio No: ..... DP ID#: ..... Client ID#:.....

Number of shares held .....

I certify that I am a registered member/proxy for the registered Member of the Company and I hereby record my presence at the 67<sup>th</sup> Annual General Meeting of the Company on Thursday, July 27, 2017 at 4.00 P.M. at the Registered Office of the Company at 6, Mascarenhas Building, M.G. Road, Panaji, Goa - 403001.

.....  
Signature of member/ Authorized Representative/proxy holder(s)

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

\*Applicable in case Proxy is attending the meeting.

# Applicable for investors holding shares in electronic form.

**PROXY FORM**

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

CIN : L63040GA1949PLC000168  
Name of the Company: Trade Wings Limited  
Registered office : 6, Mascarenhas Building, M.G. Road, Panaji, Goa - 403001

67<sup>th</sup> Annual General Meeting - Thursday, July 27, 2017

Name of the member (s):
Registered Address:
E-mail Id:
Folio no. /Client ID:
DP ID:

I/We being a Member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name:.....Email id .....  
Address:.....  
Signature:..... or failing him/her
2. Name:.....Email id .....  
Address:.....  
Signature:..... or failing him/her
3. Name:.....Email id .....  
Address:.....  
Signature:..... or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the **Sixty Seventh Annual General Meeting** of the Company to be held on **Thursday, July 27, 2017 at 4.00 P.M.** at the Registered Office of the Company at 6, Mascarenhas Building, M.G. Road, Panaji, Goa - 403001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
<b>Ordinary Business</b>			
1.	a) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of Directors' and the Auditors' thereon.		
	b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Auditors' thereon.		
2.	To appoint a Director in place of Mrs. Jacinta Bazil Nayagam (DIN 07557797), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To appoint M/s. HAM & Co., Chartered Accountants (Firm Registration No. 136368W) as Statutory Auditors of the Company for a period of five years to hold office from the conclusion of this meeting till the conclusion of Seventy Second Annual General Meeting and to fix their remuneration.		
4.	To appoint the Branch Auditors for the financial year 2017-18.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

\_\_\_\_\_  
Signature of Shareholder

Affix Re. 1/- Revenue Stamp
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\_\_\_\_\_  
Signature of Proxy holder(s)    Signature of Proxy holder(s)    Signature of Proxy holder(s)

**Note:** 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.







**Trade-Wings Limited**  
**6, Mascarenhas Building, M.G. Road, Panaji, Goa- 403001. India**