

64th Annual Report 2013 -14



Trade-wings
LIMITED



TRADE-WINGS LIMITED

SIXTY FOURTH ANNUAL REPORT 2013 - 2014

BOARD OF DIRECTORS

Dr. Shailendra P. Mittal

Chairman & Chief Finance Officer

Mr. Vinayak S. Ubhayakar

Managing Director &
Chief Executive Officer

Mr. R. Vaidhyathan

Director

Mr. Rajan N. Dani

Director

Mr. A. G. Merchant

Director

AUDITORS

M/s. Santosh Shah & Associates

(formerly known as Yadav Pujara & Shah)

Chartered Accountants,

Mumbai

COMPLIANCE OFFICER

Mr. Dnyanesh D. Mulay

BANKERS

Vijaya Bank

Union Bank of India

The National Co-operative Bank Limited

REGISTERED OFFICE

6, Mascarenhas Building,

Mahatma Gandhi Road,

Panaji, Goa- 403001

CIN : L63040GA1949PLC000168

CORPORATE OFFICE

Bhogilal Building, 1st Floor,

18/20, K. Dubash Marg,

Kalaghoda, Fort,

Mumbai- 400 023

REGISTRAR AND SHARE TRANSFER

AGENTS

Bigshare Services Private Limited

E-2/3, Ansa Industrial Estate,

Saki Vihar Road,

Andheri East, Mumbai - 400 072

Tel no: - (022) 2847 0652

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NOTICE

Notice is hereby given that the 64th Annual General Meeting of the Members of the Company will be held on **Tuesday, 30th September, 2014** at the Registered Office of the Company at 6, Mascarenhas Building, Mahatma Gandhi Road, Panaji, Goa – 403001 at **5:00 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2014 and Profit and Loss Account (Statement of Profit and Loss) for the year ended as on that date together with Reports of the Directors and the Auditors thereon.
2. To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and all other Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Santosh Shah & Associates (formerly known as M/s. Yadav Pujara & Shah), Chartered Accountants (Firm Registration No. 121711W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of fourth consecutive Annual General Meeting of the Company (with the meeting wherein such appointment has been made being counted as the first meeting), subject to ratification of their appointment by Members at every AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

3. To appoint the Branch Auditors for the financial year ended 31st March, 2015 and fix terms and conditions of their appointment.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Clause (A) (i) of Part II of Section II of Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby granted to re-appoint Dr. Shailendra P. Mittal (DIN: 00221661) as Chairman, Whole-time Director and Chief Finance Officer of the Company with effect from 1st April, 2014 for a period of three years i.e. till 31st March 2017 on the terms and conditions as stipulated in the De Novo Agreement placed before the Meeting.

RESOLVED FURTHER THAT subject to the provisions of Section 197, 198 and Clause (A) (i) of Part II of Section II of Schedule V of the Companies Act, 2013, remuneration payable to Dr. Shailendra P. Mittal (DIN: 00221661) as Whole-time Director and CFO of the Company, be and is hereby increased as under, which shall be payable as a minimum remuneration to him in any financial year, which is subject to further revision from time to time at the discretion of the Board, as under:

- i) Salary: Rs.2,50,000/- (Rupees Two Lac Fifty Thousand Only) per month total Rs.30,00,000/- (Rupees Thirty Lacs Only) per annum.
- ii) Contribution to Provident Fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- iii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- iv) Encashment of leave at the end of the tenure.

In case the Company has adequate profits in future, the Company shall pay remuneration by way of salary, dearness allowance, perquisites, commission and allowances which shall not exceed 5% of the net profits calculated as per the provisions of Section 198 of the Companies Act, 2013 (including any statutory modification, amendments or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Clause A (i) of Part II of Section II of Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification, amendments or re-enactment thereof for the time being in force), the approval of the Members of the Company, be and is hereby granted to re-appoint Mr. Vinayak Ubhayakar (DIN: 00221822) as Managing Director and Chief Executive Officer of the Company with effect from 1st April, 2014 for a period of three years i.e. till 31st March, 2017 on the terms and conditions as stipulated in the Agreement placed before the meeting.

RESOLVED FURTHER THAT subject to the provisions of Section 197, 198 and Clause A (i) of Part II of Section II of Schedule V of the Companies Act, 2013, the remuneration of Mr. Vinayak Ubhayakar (DIN: 00221822) will comprise of salary, perquisites, other benefits & allowances as mentioned below.

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I) SALARY:

- a) Salary: Rs.15,001/- per month. In the event of loss or inadequacy of profits, the salary shall be reduced by 10%.
- b) Privilege Leave on full pay and allowance as per the Rules of the Company but not exceeding 1 month leave for 11 months.
- c) The Managing Director shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or any committee thereof.

II) PERQUISITES:

Mr. Vinayak Ubhayakar (DIN: 00221822) as a Managing Director will be entitled for following perquisites. However, the perquisites shall be restricted to an amount equal to the annual salary.

- a) Reimbursement of Medical expenses actually incurred for self and family will be reimbursed by the Company subject to a ceiling of one month's salary per year or 3 months' salary in a period of 3 years.
- b) Leave Travel Concession for self and family once in a year in accordance with the Rules of the Company.
- c) Fees of clubs subject to a maximum of two clubs. However, this will not include admission and life membership fees.
- d) Personal accident insurance premium whereof shall not exceed Rs. 10,000/- per annum.
- e) Free use of Company's car with driver for Company's Business.
- f) Free Telephone facility at residence for Company's Business.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications, amendments or re-enactment thereof for the time being in force), subject to Clause 49 of the Listing Agreement, Mr. Ramamurthy Vaidhyanathan (DIN: 02318827),

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Independent Non- executive Director of the Company, whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting (AGM) under the erstwhile applicable provisions of the Companies Act, 1956 and who is not disqualified to become a director under the Act and who is eligible for appointment as an independent director (independent non- executive director) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing name of Mr. Ramamurthy Vaidhyanathan as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director on the Board of the Company to hold office for a term of 5 consecutive years with effect from ,30th September, 2014 to 29th September, 2019 not liable to retire by rotation.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification, amendments or re-enactment thereof for the time being in force), subject to Clause 49 of the Listing Agreement, Mr. Rajan N. Dani (DIN: 00221927), Independent Non - executive Director of the Company, whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting (AGM) under the erstwhile applicable provisions of the Companies Act, 1956 and who is not disqualified to become a director under the Act and who is eligible for appointment as an independent director (independent non- executive director) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing name of Mr. Rajan N. Dani (DIN: 00221927) as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director on the Board of the Company to hold office for a term of 5 consecutive years with effect from 30th September, 2014 to 29th September, 2019 not liable to retire by rotation.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification, amendments or re-enactment thereof for the time being in force), subject to Clause 49 of the Listing Agreement, Mr. A. G. Merchant (DIN: 05228186), Independent Non - executive Director of the Company, whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting (AGM) under the erstwhile applicable provisions of the Companies Act, 1956 and who is not disqualified to become a director under the Act and who is eligible for appointment as an independent director (independent non- executive director) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing name of Mr. A. G. Merchant (DIN: 05228186) as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director on the Board of the

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Company to hold office for a term of 5 consecutive years with effect from 30th September, 2014 to 29th September, 2019 not liable to retire by rotation.

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

“RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force] and the rules made thereunder, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which term shall include its Committee(s) constituted / to be constituted for the purpose) to borrow any sum, or sums of monies and / or to receive / avail of financial assistance or to undertake financial obligation in any form, from time to time, from any one or more of the Financial Institutions, Banks, Funds and / or from any one or more other persons, firms, bodies corporate, mutual funds or entities, whether by way of loans, advances, deposits or bills discounting, issue of debentures, bonds, financial arrangement or obligations or otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company’s assets and properties whether immovable or movable or stock in-trade (including raw materials, stores, spare parts and components in stock or in transit) or work in progress and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may, at any time, exceed the paid up share capital of the Company and its free reserves, provided that the total amounts so borrowed (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any time shall not exceed Rs. 50,00,00,000/- (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorised to finalise, settle and execute such documents/deeds/writings/papers/ agreements and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to the aforesaid resolution and to settle any doubts, difficulties or questions as may arise in this regard, on behalf of the Company.”

By Order of the Board
For **TRADE-WINGS LIMITED**,

Mr. Vinayak S. Ubhayakar
Managing Director & CEO
(DIN: 00221822)
Address: 8, Joydene, 21, Mereweather Road,
Colaba, Mumbai 400 039.

Date: 12th August, 2014
Place: Mumbai

Notes:

- 1) A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy / proxies to attend and vote instead of himself / herself and the proxy / proxies need not be a Member of the Company. The proxies, in order to be valid, must be duly completed, stamped and signed and must reach the Company's Registered Office not less than 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of 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 his proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is enclosed at the end of this Annual Report. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable.

- 2) The Register of Members and the Share Transfer Register of the Company shall remain closed from **Tuesday, 23rd September, 2014 to Tuesday, 30th September, 2014** (both days inclusive).
- 3) The Company's Registrar & Share Transfer Agents are Bigshare Services Private Limited ('R & TA'), E-2/3, Ansa Industrial Estate, Saki Vihar Road, Andheri East, Mumbai – 400 072. Phone : (022) 2847 0652, Fax : (022) 2847 5207.
- 4) The relevant Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), setting out the material facts relating to the special business as set out in the Notice is annexed hereto.
- 5) Pursuant to Clause 49 of the Listing Agreement, relevant details of the Directors seeking appointment, reappointment are annexed hereto and forming part of the Notice. The directors have furnished the relevant consents, declarations, etc. for their appointment/reappointment.
- 6) Members:
 - (i) are requested to send all share transfer lodgements (Physical mode) / correspondence to the Registrar and Share Transfer Agent unto the date of book closure.
 - (ii) are requested to quote Registered Folio Number or DP ID/ Client ID in all the correspondence.
 - (iii) are requested to furnish/ update the details of their address, e-mail address, bank account details, relevant information for availing various approved / permissible modes of electronic funds transfer facilities viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc. to prevent fraudulent encashment of dividend warrants, whenever issued:

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- a) to their depository participants in respect of their shareholdings in electronic (dematerialized) form;
 - b) to R & TA, in respect of their shareholdings in physical form, quoting their folio numbers.
- (iv) Members desirous of obtaining any information, concerning the accounts and operations of the Company are requested to address their queries to Compliance Officer of the Company at the Company's registered office at least ten days before the date of the Annual General Meeting in order to enable the management to keep the information ready at the meeting.
- 7) 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.
 - 8) 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. Proxy/Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, the Members who hold shares in demat form, they are requested to write their Client Id and DP Id numbers 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.
 - 9) 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.
 - 10) As per the provisions of Section 72 of the Companies Act, 2013 facility for making nominations is available for shareholders in respect of the physical shares held by them. Nomination forms can be obtained from the Company's Registered Office/ from R&TA.
 - 11) Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company / Share Transfer Agents along with the relevant Share Certificates for consolidation of such Folios in one Folio.
 - 12) 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.
 - 13) Corporate Members are requested to forward a certified true copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

- 14) Members are requested to address all correspondence to the Registrar and Share Transfer Agents at their abovementioned address.
- 15) As per Sections 101, 136 and other applicable provisions of the Act, read with the rules made there under the Act and circulars issued by the Ministry of Corporate Affairs, Companies can now send various reports, documents, communications, including but not limited to annual report to its members through electronic mode at their 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 e-mail 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.

The Annual Report of the Company for the Financial Year 2013-14 is also available on the Company's website www.tradewings.in

- 16) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members / Proxy holders are therefore requested to bring their copies of the Annual Report with them at the time of attending the Meeting.
- 17) Statutory registers and all other documents relevant to the business as stated in the Notice convening the AGM are open for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee.
- 18) In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Agreement, the Members are provided with the facility to cast their vote electronically for the resolutions to be passed at the Annual General Meeting. The Company has appointed Central Depository Services (India) Limited (CDSL) for providing e-voting facility.

The instructions for members for voting electronically are as under:

- i. Log on to the e-voting web site www.evotingindia.com
- ii. Click on "Shareholders" tab

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- iii. Now enter your User ID:
 - For CDSL 16 digits beneficiary ID;
 - For NSDL; 8 Character DP ID followed by 8 Digit Client ID;
 - For members holding shares in physical form, please enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and last 8 digit of the demat account / folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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.

- ix. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- x. Click on the EVSN of the Company **“I40827019 – TRADE-WINGS LIMITED”** to vote.
- xi. 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.
- xii. Click on the **“RESOLUTION FILE LINK”** if you wish to view the entire resolution details.
- xiii. 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.
- xiv. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to change your vote subsequently.
- xv. You can also take out print of the voting done by you by clicking on **“click here to print”** option on the voting page.
- xvi. If Demat Account holder has forgotten the changed password then Enter the User ID and the image verification code and click on **Forgot Password** and enter the details as prompted by the system.
 - Non-individual shareholders (i.e. other than Individual, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to help.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no.(i) to sl. no. (xvi) above to cast vote.
- (B) The e-voting period will commence on Monday, September 22, 2014 at 9:00 A.M. (IST) and will end on Wednesday, September 24, 2014 at 6:00 P.M. (IST). During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date (record date) of August 29, 2014, may cast their vote by electronic means. The e-voting module shall be disabled for voting thereafter.
- (C) In case you have queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The cut-off date (record date) for the purpose of e-voting is August 29, 2014.

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.

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

Item No. 4

Revision in managerial remuneration payable to Dr. Shailendra P. Mittal (DIN: 00221661), Whole Time Director of the Company:

The Members of the Company at 62nd Annual General Meeting held on 30th November 2012 has re-appointed Dr. Shailendra Mittal (DIN: 00221661) as Chairman, Whole-time Director and CFO of the Company for a period of 3 years with effect from 1st April, 2012 i.e. till 31st March, 2015 on remuneration of Rs. 2,00,000/- per month and other terms and conditions as contained in the agreement executed between the Company and Dr. Shailendra Mittal (DIN: 00221661).

Based on the recommendation of the Remuneration Committee (renamed as 'Nomination and Remuneration Committee') and pursuant to the provisions of Sections 269, 309, 310 read with Schedule XIII and all other applicable provisions of erstwhile Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company, at their meeting held on March 27, 2014, re-appointed Dr. Shailendra P. Mittal (DIN: 00221661) as Chairman and the Whole Time Director, also designated as Chief Finance Officer of the Company with effect from 1st April, 2014 for a period of three years on the terms and conditions approved by the Board of Directors which was subject to approval of the shareholders at the General Meeting of the Company.

Dr. Shailendra P. Mittal (DIN: 00221661) has benefited the Company through his knowledge, expertise and dedication. Also his multi disciplinary approach has immensely contributed in achieving new heights of success of the Company over a period of time.

Dr. Shailendra P. Mittal (DIN: 00221661) has taken corrective steps to protect the Company from repercussions which arise due to recessionary pressures hovering over the globe and he enabled the Company to achieve the sustained and steady growth during these times.

In view of the same it is now proposed to revise the remuneration payable to Dr. Shailendra P. Mittal (DIN: 00221661), Chairman and Whole Time Director of the Company to Rs.2,50,000/- p.m. or Rs. 30,00,000/- p.a. from 1st April, 2014 till 31st March, 2017 and further revision of the same from time to time at the discretion of the Board as stated in Item No.4 of the Notice of Annual General Meeting.

The Remuneration Committee of Directors and Board of Directors in their meetings held on 10th March, 2014 and 27th March, 2014, respectively, have, subject to the approval of the shareholders, approved the re-appointment of Dr. Shailendra P. Mittal (DIN: 00221661) as Chairman, Whole Time Director of the Company and Chief Financial Officer for a period of three years w.e.f. 1st April, 2014 and proposed increase in remuneration payable to him.

The proposed remuneration payable to Dr. Shailendra P. Mittal (DIN: 00221661) falls within the limit specified under Clause A (i) of Part II of Section II of Schedule V of Companies Act, 2013

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[Schedule XIII Part II(B)(iv) of erstwhile Companies Act, 1956] due to inadequacy of profit during the previous financial year. The remuneration and perquisites as mentioned in the de-novo agreement shall be payable to him as a minimum remuneration in the event of absence/inadequacy of profit in any financial year.

Pursuant to provisions of Clause A (i) of Part II of Section II of Schedule V of the Companies Act, 2013, the following information is provided to the shareholders with regard to the proposed remuneration payable to Dr. Shailendra P. Mittal (DIN: 00221661).

GENERAL INFORMATION:

1. Nature of Industry:

The Company is engaged in the business of Travel and Travel related Services. The Company is associated with many national and international trade associations such as IATA, ASTA, PATAA, TAAI, IATO, UFTAA, AFTA, JATA, USTOA, etc.

2. Date ~~or expected date~~ of Commencement of Commercial Production/operations:

Since more than 6 decades.

3. In case of new Company, expected date of Commencement of activities as per projects approved by Financial Institutions appearing in the prospectus:

Not Applicable

4. Financial Performance:

As per published audited financial results of the Company following are the details of financial performance of the Company during last five years:

(Rs. In Lacs)

Particulars	Year ended 31 st March				
	2014	2013	2012	2011	2010
Turnover	135256679	153189790	160445616	156352589	124463933
Other Income	36785408	22289704	18194033	10690505	13924357
Net Profit (as per Profit & Loss Account)	1242037	1362932	3930167	4657524	2960752
Net Worth	0.41	0.45	1.31	1.55	0.98

Currently the Company is performing well. However, in the event of unforeseen circumstances and conditions beyond the Control of the Company, the profitability of the Company may be

affected. Barring unforeseen circumstances, it is expected that the Company will perform well in the future.

5. Foreign Investments or Collaborations, if any:

The Company does not have any Foreign Direct Investment or collaboration with any foreign entities.

INFORMATION ABOUT THE APPOINTEE:**(1) Background Details:**

Dr. Shailendra P. Mittal (DIN: 00221661) is the Chairman of the Company. He has completed Industrial Engineering from Mumbai University (erstwhile known as Bombay University), MBA from Wharton School of Business, PHD and OPM from Harvard University, USA. He has knowledge and expertise in travel, tourism and related activities.

(2) Past Remuneration:

Period		Salary (Rs.)
From	To	Per Month
01/04/2011	31/03/2012	65,000
01/04/2012	31/03/2013	2,00,000
01/04/2013	31/03/2014	2,00,000

(3) Recognition/Awards No

(4) Job Profile and Suitability:

Dr. Shailendra P. Mittal (DIN: 00221661) is Executive Chairman of the Company. He possesses the necessary qualifications and expertise to be Chairman of the Company. He oversees all the activities of the Company including financial, personnel and commercial management and corporate planning and implementation. He also reviews all financials of the Company, creates plans and programs for the overall development of the Company. He also oversees Board of Directors' meeting and ensures that senior management follows Directors' recommendations while implementing internal controls procedures and systems.

Dr. Shailendra Mittal (DIN: 00221661) has requisite talent and capacity to take off the projects planned by the Company. He also has the vast experience in Travel Industry. He functions under the control, superintendence and direction of the Board of Directors. In view of his experience in the Travel Industry, he is suitable person to take the job.

(5) Remuneration proposed

Rs.2,50,000/- (Rupees Two Lacs Fifty Thousand Only) per month or Rs.30,00,000/- (Rupees Thirty Lacs Only) per annum till 31st March, 2017.

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The remuneration and perquisites as mentioned above shall be payable to him as a minimum remuneration in the event of absence/inadequacy of profit in any financial year, which shall be within the limit specified in Section II of Part II of Schedule V of the Companies Act, 2013. In case the Company has adequate profits in future, the Company shall pay remuneration by way of salary, dearness allowance, perquisites, commission and allowances which shall not exceed 5% of the net profits calculated as per the provisions of Sections 198 of the Companies Act, 2013 (including any statutory modification, amendments or re-enactment thereof for the time being in force).

(6) Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person (In case of expatriates, the relevant details would be with respect to the country of his origin):

The Board of Directors is strongly of the opinion that remuneration package offered to Dr. Shailendra Mittal (DIN: 00221661), as Whole-time Director and Chief Finance Officer is reasonable and in line with Industry standards applicable in Travel Industry. The comparative figure of the remuneration payable to the Chief Finance Officer/ Managing Director in the Travel Industry is as under:

Name of the Company	Position of Managerial Personnel	Scale of Remuneration (Amount in Rupees)
Thomas Cook (India) Limited (2013)	Managing Director	3,70,46,427/- (p.a.)
Cox & Kings Limited (2012-2013)	Whole-Time Director	1,53,22,000/- (p.a.)

(7) Pecuniary relationship, directly or indirectly with the Company or relationship with the managerial personnel, if any.

Dr. Shailendra P. Mittal (DIN: 00221661), do not have any other pecuniary relationship, directly or indirectly, with the Company or managerial personnel, except to the extent of the salary drawn by him as Whole time Director and CFO and 9,640 Equity Shares of the Company held by him in his individual capacity and 1,079 Equity Shares held by him in his name as Trustee of Shailendra Mittal Family Trust.

OTHER INFORMATION:

(1) Reason for loss/inadequate profits

The Company has earned profit during the previous year but profit is not adequate to pay remuneration on above scale. The inadequate profits is mainly due to increasing competition and recession in the industry.

(2) Steps taken or proposed to be taken for improvement

The Company is in the process of maintaining a consistent performance under the guidance and directions of Dr. Shailendra P. Mittal (DIN: 00221661).

(3) Expected increase in profits and profits in measurable terms

With the steps taken by the Company on operations front in improving the operating parameters by increasing the capacity through upgradation and expansion at its locations, wherever feasible, it is expected that the costs will come down resulting in an increase in profitability of the Company

The Board recommends the resolution at Item No. 4 as a Special Resolution to the Members for approval of members.

None of the Directors, except Dr. Shailendra P. Mittal (DIN: 00221661) is concerned or interested in the said Resolution to the extent of Remuneration drawn by him from the Company and shareholding in the Company.

Item No. 5:

Re-appointment of Mr. Vinayak S. Ubhayakar (DIN: 00221822) as Managing Director and Chief Executive Officer of the Company

Mr. Vinayak S. Ubhayakar (DIN: 00221822) has been Managing Director of the Company since 2004. The term of office Mr. Vinayak S. Ubhayakar (DIN: 00221822) as Managing Director and Chief Executive Officer of the Company expired on 31st March, 2014.

In recognition to his contribution and efforts in the growth and development of the Company and his vast experience of over 50 years in Travel and Tourism Industry, it was proposed to recommend re-appointment of Mr. Vinayak S. Ubhayakar (DIN: 00221822) as Managing Director and Chief Executive Officer of the Company for a period of three years with effect from 1st April, 2014. He is also associated with Company since 1960 and hence, has knowledge of Company's business model which would be most beneficial to the Company.

Mr. Vinayak S. Ubhayakar (DIN: 00221822) was re-appointed as Managing Director and Chief Executive Officer of the Company with effect from 1st April, 2014 for a period of three years on the terms and conditions approved by the Board of Directors and subject to approval of the shareholders in the Annual General Meeting of the Company.

The Remuneration Committee of Directors and Board of Directors in their meetings held on 10th March, 2014 and 27th March, 2014 respectively have, subject to the approval of the shareholders, approved the re-appointment of Mr. Vinayak S. Ubhayakar (DIN: 00221822) as Managing Director and Chief Executive Officer of the Company for a period of three years with effect from 1st April, 2014.

INFORMATION ABOUT THE APPOINTEE:

(1) Background Details:

Mr. Vinayak S. Ubhayakar (DIN: 00221822) is the Managing Director of the Company. He has completed Inter Science from Mumbai University (Erstwhile Bombay University). He has knowledge and expertise in travel, tourism and related activities.

(2) Past Remuneration:

Period		Salary (Rs.)
From	To	Per Month
01/04/2011	31/03/2012	15,001/-
01/04/2012	31/03/2013	15,001/-
01/04/2013	31/03/2014	15,001/-

(3) Recognition/Awards No

(4) Job Profile and Suitability:

Mr. Vinayak S. Ubhayakar (DIN: 00221822) is Managing Director and Chief Executive Officer of the Company. He possesses the necessary qualifications and expertise to be Managing Director of the Company. He oversees all the activities of the Company including financial, personnel and commercial management and corporate planning and implementation. He also reviews all financials of the Company, creates plans and programs for the overall development of the Company. He also oversees Board of Directors' meeting and ensures that senior management follows Directors' recommendations while implementing internal controls procedures and systems.

Mr. Vinayak S. Ubhayakar (DIN: 00221822) has the vast experience in Travel Industry. He functions under the control, superintendence and direction of the Board of Directors. In view of his experience in the Travel Industry, he is suitable person to take the job.

(5) Remuneration proposed

Rs.15,001/- (Rupees Fifteen Thousand One Only) per month till 31st March, 2017.

The remuneration and perquisites as mentioned above shall be payable to him as a minimum remuneration in the event of absence / inadequacy of profit in any financial year, which shall be within the limit specified in Section II of Part II of Schedule V of the Companies Act, 2013. In case the Company has adequate profits in future, the Company shall pay remuneration by way of salary, dearness allowance, perquisites, commission and allowances which shall not exceed 5% of the net profits calculated as per the provisions of Sections 198 of the Companies Act, 2013 (including any statutory modification, amendments or re-enactment thereof for the time being in force).

- (6) Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person (In case of expatriates, the relevant details would be with respect to the country of his origin):**

The Board of Directors is strongly of the opinion that remuneration package offered to Mr. Vinayak S. Ubhayakar (DIN: 00221822), as Managing Director and Chief Executive Officer is reasonable and in line with Industry standards applicable in Travel Industry. The comparative figure of the remuneration payable to the Chief Financial Officer / Managing Director in the Travel Industry is as under:

Name of the Company	Position of Managerial Personnel	Scale of Remuneration (Amount in Rupees)
Thomas Cook (India) Limited (2013)	Managing Director	3,70,46,427/- (p.a.)
Cox & Kings Limited (2012 - 2013)	Whole-time Director	1,53,22,000/- (p. a.)

- (6) Pecuniary relationship, directly or indirectly with the Company or relationship with the managerial personnel, if any.**

Mr. Vinayak S. Ubhayakar (DIN: 00221822), do not have any other pecuniary relationship, directly or indirectly, with the Company or managerial personnel, except to the extent of the salary drawn by him as Managing Director and CEO.

OTHER INFORMATION:

- (1) Reason for loss / inadequate profits**

The Company has earned profit during the previous year but profit is not adequate to pay remuneration on above scale. The inadequate profit is mainly due to increasing competition and recession in the industry.

- (2) Steps taken or proposed to be taken for improvement**

The Company is in the process of maintaining a consistent performance under the guidance and directions of Mr. Vinayak S. Ubhayakar (DIN: 00221822).

- (3) Expected increase in profits and profits in measurable terms**

With the steps taken by the Company on operations front in improving the operating parameters by increasing the capacity through upgradation and expansion at its locations, wherever feasible, it is expected that the costs will come down resulting in an increase in profitability of the Company

The Board recommends the resolution at Item No. 5 for approval of members.

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None of the Directors except Mr. Vinayak S. Ubhayakar (DIN: 00221822) is concerned or interested in the said Resolution.

Item No. 6 to 8

Appointment of Mr. Ramamurthy Vaidhyanathan (DIN: 02318827), Mr. Rajan N. Dani (DIN: 00221927) and Mr. A. G. Merchant (DIN: 05228186) as Non-Executive and Independent Directors:

Pursuant to the provisions of Clause 49 of the Listing Agreement entered into with Bombay Stock Exchange, the Company had appointed Mr. Ramamurthy Vaidhyanathan (DIN: 02318827), Mr. Rajan N. Dani (DIN: 00221927) and Mr. A. G. Merchant (DIN: 05228186) as Independent Directors at various times, in compliance with the requirements of the aforesaid clause, whose period of offices are liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Pursuant to the provisions of Section 149(4) of the Companies Act, 2013, which came into effect from 1st April, 2014, every Listed Company is required to have at-least one-third of the total number of its Directors as Independent Directors as defined under the Section 149 (6) , who are not liable to retire by rotation.

In terms of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force] (hereinafter referred to as 'the Act'), the Company has received three notices in writing from Member of the Company along with the requisite deposits under section 160 of the Act proposing the candidature for appointment of Mr. R. Vaidhyanathan (DIN: 02318827), Mr. Rajan N. Dani (DIN: 00221927) and Mr. A. G. Merchant (DIN: 05228186) as Independent Directors on the Board of Directors of the Company to hold office upto 5 consecutive years with effect from 30th September, 2014 to 29th September, 2019 not liable to retire by rotation.

The Company has received from Mr. R. Vaidhyanathan (DIN: 02318827), Mr. Rajan N. Dani (DIN: 00221927) and Mr. A. G. Merchant (DIN: 05228186):

- i) Letters of consent to act as a director in the prescribed form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014;
- ii) Letters of intimation in the prescribed form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified to become directors under the Act;
- iii) Declarations that they meet the criteria of independence as provided under section 149 of the Act read with the Clause 49 of the listing agreement as amended and declarations under section 152 of the Act to the effect that they are not disqualified to become directors under the Act.

The Nomination and Remuneration Committee has recommended the appointment of these Directors as the Independent Directors for a term of five consecutive years. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and the Rules framed thereunder read with the Clause 49 of the listing agreement as amended for appointment as Independent Director and they are independent of the management and they are not disqualified to become Directors under the Act.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Brief resume of the Independent Directors proposed to be appointed, 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 Clause 49 of the Listing Agreement entered into with the Stock Exchanges, are set out in the Annexure to the Notice.

The Board of Directors considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of these Directors as the Independent Directors. Accordingly, the Board recommends the Ordinary Resolutions as set out at Item No. 6 to 8 of this Notice for approval of the Members.

Mr. R. Vaidhyanathan (DIN: 02318827), Mr. Rajan N. Dani (DIN: 00221927) and Mr. A. G. Merchant (DIN: 05228186), respectively, are concerned or interested in the said Resolution of the accompanying notice relating to their own appointment. None of the Directors, Key Managerial Personnel of the Company or their relatives, other than the Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in the resolutions set out at Item No.6 to 8 of the Notice

Item No. 9

Power of Board to borrow money

At the 50th Annual General Meeting of the Company held on 30th December, 2000, the Members of the Company had, pursuant to the provisions of Section 293(1)(d) of the erstwhile Companies Act, 1956, passed an Ordinary Resolution authorizing the Board of Directors of the Company to borrow from time to time, a sum of money (apart from temporary loans obtained from bankers in the ordinary course of business) in excess of the aggregate of the paid up capital of the Company and its free reserves subject to maximum outstanding amount at any point of time shall not exceed Rs. 30 crores.

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution. Further, MCA has issued clarification vide General Circular no.04/2014 dated March 25, 2014 clarifying that the Ordinary Resolution passed under previous Act is valid for one

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year from the date on which Section 180 of the Companies Act, 2013 made effective i.e. till September 11, 2014.

It is therefore necessary to obtain approval from the Members by passing special resolution under section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at item no. 9 of the notice, to enable the Board of Directors to borrow money in excess of the aggregate paid up share capital and free reserves of the Company. Approval of members is sought by way of a special resolution to borrow money not exceeding Rs.50,00,00,000/- (Rupees Fifty Crores Only).

The proposed resolution under item no.9 is to authorize the Board of Directors to borrow the money for Company's business exceeding the limit prescribed under section 180(1)(c) of the Companies Act, 2013. The above resolution/authority is the statutory requirement that shareholder should approve the said powers to the Board which will give flexibility to the Board to run the business and there is no financial interest of the Directors or Key Managerial Person of the Company in the resolution at item no.9. Thus, there is no such disclosure required under section 102 (1) of the Companies Act, 2013.

The Board of Directors accordingly recommends the special resolution as set out at Item No.9 of the accompanying notice for the approval of the Members.

By Order of the Board
For TRADE-WINGS LIMITED,

Vinayak S. Ubhayakar
Managing Director & CEO
(DIN: 00221822)
Address: 8, Joydene,
21, Mereweather Road,
Colaba, Mumbai 400 039.

Date: 12th August, 2014
Place: Mumbai

TRADE-WINGS LIMITED**SIXTY FOURTH ANNUAL REPORT 2013-2014****Annexure to item no. 6 to 8 of the Notice:****Details of Directors seeking re-appointment at the forthcoming Annual General Meeting
(pursuant to Clause 49 of the Listing Agreement)**

Name of the Director	Dr. Shailendra P. Mittal	Mr. Vinayak S. Uhhayakar	Mr. R. Vaidhyanathan	Mr. Rajan N. Dani	Mr. A. G. Merchant
DIN	00221661	00221822	02318827	00221927	05228186
Date of Birth	24/11/1953	21/03/1926	15/07/1957	11/08/1959	24/05/1940
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment on the Board	30/06/1988	26/04/1965	31/03/2003	05/05/2011	17/03/2012
Qualifications	Industrial Engineering from Mumbai University (erstwhile known as Bombay University), MBA from Wharton School of Business, PHD and OPM from Harvard University, USA.	Inter Science	B.Com	Post graduation in physics	Accounts professional
Experience	Expertise in travel and tourism industry	Expertise in travel and tourism industry for the last 50 years.	Expertise in Finance and Accountancy for the last 30 years.	Experience in Travel Technology, Travel Education, Tourism development	Tour Costing, Tour Accounting, Domestic Tours
Shareholding in the Company	9640 equity shares	Nil	Nil	Nil	Nil

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<p>List of Directorships held in other Companies</p>	<ul style="list-style-type: none"> • Trade-Wings Hotels Limited • Trade-Wings Infotech Limited • Narayani Hospitality & Academic Institution Private Limited 	<p>Nil</p>	<p>Nil</p>	<ul style="list-style-type: none"> • Trade-Wings Hotels Limited • Roopsangam Holdings Limited 	<p>Nil</p>
<p>Committee Membership held in other Companies</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>

TRADE-WINGS LIMITED

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DIRECTORS' REPORT

To,
The Members
Trade Wings Limited

Your Directors are presenting their 64th Annual Report and the Audited Statements of Accounts of the Company for the financial year ended 31st March, 2014

1. FINANCIAL HIGHLIGHTS:

	For the year ended <u>31/03/2014</u>	For the year ended <u>31/03/2013</u>
Net Sales/ Income from Operations Other Income	168787833	173708044
Profit/ (Loss) before Interest, Depreciation and Taxes	24997649	21673921
Interest	19152256	17405862
Depreciation	4100422	1962134
Profit/ (Loss) before Taxes	1744971	2305925
Provision for Taxes:		
Current	600000	800000
FBT	-----	-----
Deferred	(109738)	40128
Provision of Taxes for earlier year written back	198501	NIL
Provision for Profit or (Loss) in Partnership firm	8309	(183121)
Profit / (Loss) after Taxes	1242043	1362932
Profit (Loss) brought forward	27250355	25887422
Balance in Profit & Loss Accounts carried forward	28492398	27250355

2. FINANCIAL PERFORMANCE:

The Company's turnover is Rs. 17,20,42,087/- for the year under review as compared to Rs.17,54,79,494/- for the previous year. The profit after taxes for the current year was reduced to Rs.12,42,043/- from Rs. 13,62,932/- for the previous year. Decrease in profit is

due to many reasons such as rise in overall costs, inflation and severe competition from competitors which made Company to provide services at competitive prices for survival.

3. OPERATIONS:

The Company is engaged in the business of travel and tourism. The operations of the Company are in complete flow. The Company is running on the path of progress and profitability and is constantly making efforts to enter the global market.

4. DIVIDEND:

In order to sustain growth and introduce new profitable projects in future, 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. FIXED DEPOSITS:

The Company has not invited or accepted any fixed deposits falling with the preview of the Companies Act, 1956 / the Companies Act, 2013 or rules made thereunder and, as such, no amount of principal or interest was outstanding as on the date of Balance sheet.

6. BUY BACK OF SHARES:

During the financial year under review, the Company has not offered to buy-back any of its outstanding shares.

7. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Since the company is in service industry, the provisions of Section 217 (1) (e) regarding information on conservation of energy and technology absorption are not applicable.

However the information, as applicable, is given hereunder:

A. CONSERVATION OF ENERGY:

The operations of the Company are not energy intensive. Nevertheless, continuous efforts are being made by the Company and its employees to reduce the wastage of scarce energy resources.

B. TECHNOLOGY ABSORPTION:

Whenever there is requirement, the Company evaluates the best technology available globally for improving the productivity and quality of its service operations.

C. RESEARCH AND DEVELOPMENT:

The Company emphasizes on research and development for better customer satisfaction.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO:

(In Rupees)

Particulars	31 st March, 2014	31 st March, 2013
Earnings	Nil	Nil
Outgo	8,22,305	17,03,430

The Company is currently operating in domestic market only and hence not having any foreign exchange earnings. However, the Company is making continuous efforts to expand its business operation outside India by setting-up its Branches over there.

8. PERSONNEL:

The Company is professionally managed and has very cordial relationship with all its employees. Highly qualified personnel from the relevant fields assist the top level Management. Your Directors wish to place on record their deep appreciation of the dedicated and efficient services rendered by them.

During the year under review, the Company has no employees drawing remuneration more than the limit specified under section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended.

9. DIRECTORS:

On the recommendation of Remuneration Committee (renamed as 'Nomination and Remuneration Committee') in their meeting dated 10th March, 2014, the Board of Directors in their meeting held on 27th March, 2014 had re-appointed Dr. Shailendra P. Mittal (DIN: 00221661) as Chairman and the Whole Time Director, also designated as Chief Finance Officer of the Company with effect from 1st April, 2014 for a period of three years on the terms and conditions approved by the Board, subject to approval of the shareholders in the ensuing Annual General Meeting of the Company. The remuneration payable to Dr. Shailendra P. Mittal (DIN: 00221661) as Chairman, Whole Time Director and CFO of the Company was also increased to Rs.2,50,000/- p.m. or Rs. 30,00,000/- p.a. from 1st April, 2014 till 31st March, 2017, subject to the approval of the shareholders. The details of his re-appointment have been given in the Notice of Annual General Meeting.

The term of office Mr. Vinayak S. Ubhayakar (DIN: 00221822), as Managing Director and Chief Executive Officer of the Company expired on 31st March, 2014. On the recommendation of Remuneration Committee (renamed as 'Nomination and Remuneration Committee') in their meeting dated 10th March, 2014, the Board of Directors in their meeting held on 27th March, 2014 had re-appointed Mr. Vinayak S. Ubhayakar (DIN: 00221822) as Managing Director and Chief Executive Officer of the Company with effect from 1st April, 2014 for a period of three years on the terms and conditions approved by the Board, subject to approval of the shareholders in the Annual General Meeting of the Company. The details of his re-appointment have been given in the Notice of Annual General Meeting.

In accordance with the erstwhile provisions of the Companies Act, 1956, Mr. R. Vaidhyanathan (DIN: 02318827), Mr. Rajan N. Dani (DIN: 00221927) and Mr. A. G. Merchant (DIN: 05228186), were appointed as Directors of the Company. They have been on the Board of the Company as the Independent Non-Executive Directors pursuant to Clause 49 of the listing agreement. With the enactment of the Companies Act, 2013, it is now incumbent upon every Listed Company to have at-least one-third of the total number of its Directors as Independent Directors, who are not liable to retire by rotation as defined under section 149(6) of the Act. The Remuneration Committee has recommended the appointment of Mr. R. Vaidhyanathan (DIN: 02318827), Mr. Rajan N. Dani (DIN: 00221927) and Mr. A. G. Merchant (DIN: 05228186) as the Independent Directors (Independent Non-executive Directors) for a term of five consecutive years commencing from 30th September, 2014, not liable to retire by rotation. The Company has received three notices in writing from Members along with the requisite deposits under section 160 of the Act proposing candidature of these three Independent Directors and the Board of Directors recommends their appointment. The Company has also received the relevant declarations from proposed appointee pursuant to Section 149(7) of the Act, that they meet the criteria of independence as provided under section 149(6) of Act and that they are not disqualified to become Directors under the Act; and in the opinion of the Board of Directors, they fulfill the conditions specified in the Act, rules made thereunder, read with the Clause 49 of the listing agreement as amended, for their appointment as the Independent Directors of the Company and that they are independent of the management.

10. COMPLIANCE CERTIFICATE:

As required under section 383A of the Companies Act, 1956, the Compliance Certificate issued by Mr. Vipin Mehta, Practicing Company Secretary for the financial year ending 31st March, 2014 and same has been attached as part of the Directors' Report.

11. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors confirm the following:

- A. In preparation of Annual accounts for the financial year ended 31st March, 2014, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any.
- 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 at the end of financial year and of the profit of the Company for that period.
- C. Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

- D. The Directors have prepared the Annual Accounts for the financial year ended 31st March, 2014 on going concern basis.

12. AUDITORS:

M/s. Santosh Shah & Associates (formerly known as M/s. Yadav Pujara & Shah), Chartered Accountants having Firm Registration No.121711W, Statutory Auditors of the Company, will retire at the conclusion of the ensuing Annual General Meeting of the Company, and being eligible offer themselves for re-appointment. The Company has received a letter from them to that effect that their appointment, if made, would be within the limit prescribed under section 139 of the Companies Act, 2013. Your Directors recommend their re-appointment.

Pursuant to the provision of Section 143 of the Companies Act, 2013 the Board has proposed appointment of Branch Auditors to carry on the Audit activities at respective branches of the Company in previous year. The Board has proposed to appoint Branch Auditors at its various Branches.

13. AUDITORS' REPORT:

There are no qualifications contained in the Auditors' Report and therefore no further explanation is required to be provided.

The notes to the accounts are referred in the Auditors' Report are self - explanatory and, therefore do not call for any further comments.

14. AMALGAMATION:

The Board of Directors in its meeting held on 5th August, 2013 has approved the Scheme of amalgamation of Roopsangam Holdings Limited, wholly owned subsidiary of the Company, with the Company. Subsequently, pursuant to clause 24f of the Listing Agreement entered with Bombay Stock Exchange (BSE), the Company had submitted an application to BSE for obtaining its approval for the aforesaid Scheme of Amalgamation. On 2nd May, 2014, BSE has issued 'No Objection Letter' to the Company for the same. The Scheme of Amalgamation alongwith other documents submitted to BSE and the 'No Objection Letter' issued by BSE has been uploaded on the website of the Company.

15. HUMAN RESOURCE MANAGEMENT:

The Company has experienced and trained manpower. There is favourable work environment which encourages superior performance. Since the Company is in the Service Industry, Human Resource continues to be one of the focus areas of the Company. Respect for individual, open work culture, effective communication, fair and equitable treatment and welfare of employees are significant.

16. CORPORATE GOVERNANCE:

The Company is listed on Bombay Stock Exchange and it has from time to time complied with the conditions of Clause 49 of the Listing Agreement till date. The detailed report on Corporate Governance forming part of Directors' Report is annexed to this Annual Report.

The Certificate from Mr. Vipin Mehta, Practicing Company Secretaries, in respect of Clause 49 of the Listing Agreement is also attached with the Annual Report.

17. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the financial year under review as stipulated in Clause 49 of the Listing Agreement entered into with the Stock Exchange is set out in a separate section forming part of the Annual Report.

18. INSURANCE:

The Assets of the Company have been adequately insured, wherever necessary.

19. DEPOSITORY SYSTEM:

Your Company's Equity Shares are available for dematerialization through National Securities Depository Limited and Central Depository Services (India) Limited. As on 31st March, 2014, 77.08% of the Equity Shares of your Company were held in demat form.

20. SUBSIDIARY COMPANIES:

The Company has two Subsidiary Companies i.e Trade Wings Hotels Limited and Roopsangam Holdings Limited.

As directed by the Central Government, the summarized financials of all the Subsidiaries have been furnished under the heading "Financial Information of Subsidiary Companies under section 212(8) of the Companies Act, 1956" which forms part of the Annual Report.

As per Section 212 of the Companies Act, 1956, the Company is required to attach the Balance Sheet, the Profit and Loss Account (Statement of Profit and Loss) and other documents of its subsidiary companies to the Balance Sheet of the Company. Vide General Circular No. 2/2011 dated February 8, 2011 issued by the Government of India (Ministry of Corporate Affairs), general exemption has been granted to companies from attaching financial statements of subsidiaries, subject to fulfillment of conditions stated in the said circular. Accordingly, the Balance Sheet, the Profit and Loss Account (Statement of Profit and Loss) and other documents of the Subsidiary Company are not attached to the Balance Sheet of the Company.

The Annual Accounts of these Subsidiaries and related detailed information will be made available to any Member of the Company/its Subsidiaries seeking such information at any point of time and are also available for inspection by any Member of the Company / its

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Subsidiaries at the Registered Office of the Company or the respective Subsidiary Companies.

21. HOLDING COMPANY:

Your Company is Subsidiary Company of Narayani Hospitality & Academic Institution Private Limited.

22. ACKNOWLEDGEMENTS:

The Directors also take this opportunity to thank Ministry of Corporate Affairs, BSE Limited, Financial Institutions & Banks, Government Authorities, Stakeholders and Business Associates for their continuous support during the year under review and look forward to their support. Your Directors also wish to convey their deep appreciation to the employees at all levels for their enormous personal efforts, commendable teamwork, exemplary professionalism and enthusiastic contribution to the growth of the Company during the year.

For and on behalf of Board of Directors of
TRADE-WINGS LIMITED,

Dr. Shailendra P. Mittal
Chairman
(DIN: 00221661)
Add.: 62-A, Mittal Bhavan,
Peddar Road,
Mumbai – 400 026,

Mr. Vinayak Ubhayakar
Managing Director
(DIN: 00221822)
Add.: 8, Joydene,
21, Mereweather Road,
Colaba, Mumbai 400 039.

Date: 12th August, 2014

Place: Mumbai

VIPIN MEHTA

Practicing Company Secretary

25, Dev Ji Ka Bas, Near Somnath Temple, Pali - Marwar, Rajasthan - 306401
Tel 02932-221977, Mobile - 9322654748/9821411881, E-mail: csvipinmehta@gmail.com

COMPLIANCE CERTIFICATE

CIN of the Company: L63040GA1949PLC000168
Nominal Capital : Rs.8,50,00,000/-

To
The Members,
Trade Wings Limited
6, Mascarenhas Bldg,
M. G. Road,
Panaji - 403001,
Goa

I have examined the registers, records books and papers of **Trade Wings Limited** ("The Company") as required to be maintained under the Companies Act, 1956 and/or the Companies Act, 2013, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended **March 31, 2014**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I hereby certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all the registers as stated in **Annexure 'A'** to this Certificate, as per the provisions of the Companies Act, 1956 and the rules made there under and made entries therein.
2. The Company has filed the forms and returns as stated in **Annexure 'B'** to this Certificate, with the Registrar of Companies, within the time prescribed under the Act and the rules made thereunder. However no forms or returns were filed with the Central Government, Regional Director, Company Law Board or other authorities.
3. The Company, being a Public Limited Company, comments are not required with reference to applicability of provisions of Section 3(1) (iii) of the Companies Act, 1956.
4. The Board of Directors of the Company met Twelve (12) times on April 29, 2013, May 27, 2013, June 21, 2013, August 05, 2013, August 14, 2013, October 04, 2013, November 13, 2013, December 05, 2013, December 30, 2013, January 20, 2014, February 12, 2014 and March 27, 2014, respectively, during the year in respect of which meetings notices were given and the proceedings were recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from Monday, September 23, 2013 to Monday, September 30, 2013 (both days inclusive) for the purpose of Annual General Meeting of the Company held on September 30, 2013. The Company has given intimation to the Stock Exchange regarding the Book Closure.
6. The Annual General Meeting for the financial year ended March 31, 2013 was held on September 30, 2013 after giving notice to the Members of the Company and resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year under review.
8. The Company has granted unsecured loans to Companies and firm. According to information provided and explanation given to us, the Company has given Corporate Guarantee to Bank for Loan availed by M/s. S. Rose & Co. Limited which is amalgamated with Narayani Hospitality & Academic Institution Private Limited (Holding Company of Trade Wings Limited).

9. The Company has not entered into any contracts falling within the preview of Section 297 of the Companies Act, 1956.
10. The Company has made entries in the register maintained under section 301 of the Companies Act, 1956.
11. As there were no instances falling within the purview of Section 314 of the Companies Act, 1956, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The duly constituted Committee of Board of Directors has approved the issue of duplicate share certificates during the financial year.
13.
 - i) The Company has delivered all the Certificates on lodgment thereof for transfer of shares in accordance with provisions of the Companies Act, 1956. However there was no allotment or transmission of securities during the financial year.
 - ii) The Company was not required to deposit any amount in separate bank account as no dividend was declared during the financial year under review.
 - iii) The Company was not required to post warrants to any Member of the Company as no dividend was declared during the financial year under review.
 - iv) The Company was not required to transfer any amount to the Investor Education and Protection Fund as there was no unclaimed dividend amount due for refund, application money due for refund, matured deposits, matured debentures and interest accrued thereon which were remained unclaimed or unpaid for more than seven years.
 - v) The Company has complied with the provisions of Section 217 of the Companies Act, 1956.
14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Directors, Alternate Directors and Directors to fill casual vacancy during the year under scrutiny. Further, as per declaration given by Directors of the Company in form DD-A and taken on record by the Company, no Directors are disqualified to act as a Director of the Company.
15. The Board of Directors, subject to the approval of the Members, has re-appointed Managing Director and Whole-time Director effective from April 1, 2014, during the year in compliance of the provisions of Section 269 read with Schedule XIII of the Companies Act, 1956. The Company does not have any Manager within the meaning of Section 269 of the Companies Act, 2013.
16. The Company has not appointed any sole-selling agents during the financial year under review.
17. *The Company was required to obtain approvals of the Central Government u/s 295 of the Companies Act, 1956 for giving loan or guarantee or providing securities however, no approval was obtained from the Central Government for the same.* The Company was not required to take approval of the Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Companies Act, 1956 or the Companies Act, 2013 during the financial year under review.
18. The Directors have disclosed their interest in other firms/Companies to the Board of Directors pursuant to the provisions of the Companies Act, 1956 and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.

20. The Company has not bought back any shares during the financial year.
21. Since the Company has not issued any preference shares or debentures, question of their redemption does not arise.
22. There were no transactions necessitating the Company to keep in abeyance the rights to Dividend, Rights Shares and Bonus Shares pending registration of transfer of Shares during the financial year.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Companies Act, 1956 during the financial year.
24. The amount borrowed by the Company from Financial Institutions/Banks till September 11, 2013 are within borrowing limits of the Company and necessary resolution as per Section 293(1)(d) of the Companies Act, 1956 have been passed. Further, the amount borrowed by the Company from Public Financial Institutions, Banks and others since September 12, 2013 till March 31, 2014 attracts provision of Section 180 of the Companies Act, 2013. The borrowing made since September 12, 2013 are within the borrowing limits of the Company.
25. The Company has made loans and investment, or given guarantees or provided securities to other bodies corporate and necessary entry have been made in the Register maintained for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Article of Association during the year under scrutiny.
31. As explained to me, there was no prosecution initiated against or show cause notice received by the Company and no fine or penalty or any other punishment was imposed on the Company during the financial year, for offences under the Companies Act, 1956 and/or the Companies Act, 2013.
32. The Company has not received any money as security from its employees during the financial year.
33. As explained to me, the Company has not constituted a separate Provident Fund as provided under section 418 of the Companies Act, 1956.

Vipin Mehta
Practicing Company Secretary
C. P. No.: 9869

Date: August 12, 2014
Place: Mumbai

Registers as maintained by the Company

Statutory Registers

1. Register of Beneficial Owner u/s 152A of the Companies Act, 1956 (maintained by RTA)
2. Register of Members u/s 150 of the Companies Act, 1956 (maintained by RTA)
3. Index of Members u/s 151 of the Companies Act, 1956 (maintained by RTA)
4. Register of Share Transfers u/s 108 of the Companies Act, 1956 (maintained by RTA)
5. Register of Directors, Managing Director, Manager and Secretary u/s 303 of the Companies Act, 1956
6. Register of Directors' Shareholding u/s 307 of the Companies Act, 1956
7. Books of Minutes of Board & General Meetings u/s 193 of the Companies Act, 1956
8. Books of Accounts u/s 209 of the Companies Act, 1956
9. Registers and Returns u/s 163 of the Companies Act, 1956
10. Register of Charges u/s 143 of the Companies Act, 1956
11. Register of Particulars of Contracts in which Directors are interested u/s 301 of the Companies Act, 1956
12. Register of Investments or Loans made, Guarantee given or Security provided u/s 372A of the Companies Act, 1956

Other Registers

1. Register of Directors' Attendance
2. Register of Shareholders' Attendance

Annexure B

Forms and Returns filed by the Company with Registrar of Companies during the financial year ending March 31, 2014.

Sr. No	Form No./ Return	Filed under Section	For	Date of filing	Whether filed within prescribed time Yes/ No	If delay in filing whether requisite additional fee paid Yes/ No
1.	Form 23AC XBRL & 23ACA XBRL	220 of the Companies Act, 1956	Filing of Annual Accounts for the financial year ended 31/03/2013	30/10/2013 vide SRN-Q21329131	Yes	N.A.
2.	Form 20B	159 of the Companies Act, 1956	Filing of Annual Return for AGM held on 30/09/2013	28/11/2013 vide SRN-Q25657537	Yes	N.A.
3.	Form 66	383A of the Companies Act, 1956	Compliance Certificate for the financial year ended 31/03/2013	15/10/2013 vide SRN-Q13682752	Yes	N.A.
4.	Form 8	135 of the Companies Act, 1956	Modification of Charge.	29/03/2014 vide SRN-C00972711	Yes	N.A.
5.	Form 8	135 of the Companies Act, 1956	Modification of Charge.	24/03/2014 vide SRN-C00419218	Yes	N.A.
6.	Form 8	135 of the Companies Act, 1956	Modification of Charge.	05/01/2014 vide SRN-B93054708	Yes	N.A.
7.	Form 8	135 of the Companies Act, 1956	Modification of Charge.	13/11/2013 vide SRN-B88997739	Yes	N.A.
8.	Form 8	135 of the Companies Act, 1956	Modification of Charge.	13/11/2013 vide SRN-B88996954	Yes	N.A.
9.	Form 8	135 of the Companies Act, 1956	Modification of Charge.	01/04/2013 vide SRN-B71717524	Yes	N.A.
10.	Form 8	135 of the Companies Act, 1956	Modification of Charge.	01/04/2013 vide SRN-B71714042	Yes	N.A.

ANNEXURE TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT

In this dynamic environment, shareholders across the globe have keen interest in the performance of the Companies and thus good Corporate Governance is of paramount importance for the Companies seeking to distinguish themselves in the global footprint. Corporate Governance broadly refers to a set of rules and practices designed to govern the behaviour of corporate enterprises. It refers to a system by which Companies are governed, controlled and managed.

MANDATORY REQUIREMENTS:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's Corporate Governance System is based on certain key principles including fairness and integrity, transparency and disclosure, accountability, equal treatment to all the shareholders and social responsibility. The Company strongly believes in enhancing the stake holder's values through good corporate governance. The Company in its pursuit of attaining the norms and requirements of a formal code of Corporate Governance has complied with Clause 49 of the Listing Agreement and follows the fair and legal procedures prescribed under the Companies Act, 1956 and other allied laws for the transaction of business by a corporate entity.

The Company has adopted an appropriate Corporate Governance Framework to ensure timely and accurate disclosure of all material matters, including financial position, performance, ownership and governance. Accordingly, this Company's philosophy extends beyond what is being reported under this Report and it has been the Company's constant endeavor to attain the highest levels of Corporate Governance.

The Company believes and follows the Committee system of governance for smooth, purposeful and effective functioning.

2. BOARD OF DIRECTORS:

A. BOARD MEMBERSHIP CRITERIA

The members of the Board of Directors of the Company are expected to possess the required expertise, skill and experience to effectively manage and direct the Company in order to attain its organizational goals. They are expected to be persons with vision, leadership qualities, a strategic bent of mind, proven competence and integrity.

B. COMPOSITION AND CATEGORY:

The Board of Directors of the Company has an optimum combination of Executive, Non Executive and Independent Directors as on 31st March, 2014 so as to have a balanced Board Structure and preserve and to maintain the independence of the Board. Your Company is managed and guided by a professional Board comprising of five Directors out of which two Directors are Executive Directors and three Directors are Non-Executive and Independent

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Directors. The Chairman of the Board of Directors of the Company is Dr. Shailendra P. Mittal (DIN 00221661), an Executive Director.

Composition of the Board of Directors is in accordance with the requirements of Clause 49(I)(A) of the Listing Agreement. As per Clause 49(I) (C) (ii) of the Listing Agreement, none of the Directors on the Board is member of more than 10 Committees or act as Chairman of more than 5 Committees across all the Companies in which they are Directors. The same is also evidenced from the below given table.

The Composition and category of the Board of Directors of the Company as on 31st March, 2014 is as follows:

Name of Director	Category	No. of directorships in Other Public Limited Cos.
Dr. Shailendra P. Mittal (DIN 00221661)	Chairman & Executive Director, Promoter	02
Mr. Vinayak S. Ubhayakar (DIN 00221822)	Executive Director	00
Mr. R. Vaidhyanathan (DIN 02318827)	Non-executive Independent Director	00
Mr. Rajan N. Dani (DIN 00221927)	Non-executive Independent Director	02
Mr. A. G. Merchant (DIN 05228186)	Non-executive Independent Director	00

Notes:

For the purpose of considering the number of directorships and Committee positions:

- (a) Directorships in Companies under section 8 of the Companies Act, 2013 / under section 25 of the Companies Act, 1956, Private Companies and Foreign Directorship have been excluded and the Committees other than Audit Committee and Shareholders' / Investors' Grievance Committee (Stakeholders' Relationship Committee) have been excluded.
- (b) None of the Directors of the company is a member of more than ten Committees nor was the Chairman of more than five Committee across all the Companies in which he is a Director.

None of the directors of the Company are related with each other (inter-se) within the meaning of Clause 49 IV (G) (ia) of the Listing Agreement.

None of the above-referred Non-Executive Independent Directors have any material pecuniary relationship or transaction with the Company, its Promoters or with its Management or its

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holding company, its subsidiaries and associates, which would affect the independence or judgment of the Directors.

Besides the transactions reported hereinafter, the Company has not entered into any materially significant transactions with its Promoters, Directors or their relatives or with the Management etc. that may have potential conflict with the interest of the Company at large.

C. PROFILE OF THE DIRECTORS BEING APPOINTED / RE-APPOINTED ON THE BOARD:

Profile of the Directors being appointed/re-appointed in the Annual General Meeting, is annexed to the Notice calling the meeting.

SHAREHOLDING OF NON EXECUTIVE DIRECTORS AS ON 31ST MARCH, 2014:

No Non-Executive Director is holding any share in the Company.

D. ATTENDANCE RECORD OF THE DIRECTORS:

The meetings of the Board of Directors are scheduled well in advance and generally held at the Company's Corporate Office in Mumbai. The Board meets at least once in every quarter to review the quarterly performance and financial results. The Board Members are also free to recommend inclusion of any other matter in the Agenda for discussion in the Board Meeting.

The Board of Directors met twelve times during the financial year 2013-2014. The gap between the two Board Meetings has not exceeded four months. The dates on which the Meetings of the Board of Directors were held are as follows:

29 th April, 2013	27 th May, 2013	21 st June, 2013	5 th August, 2013
14 th August, 2013	4 th October, 2013	13 th November, 2013	5 th December, 2013
30 th December, 2013	20 th January, 2014	12 th February, 2014	27 th March, 2014

Attendance of each Director at the Board Meetings and the last Annual General Meeting:

Name of Director	No. of Board Meetings attended	Attendance at the last AGM (30/09/2013)
Dr. Shailendra P. Mittal (DIN: 00221661)	12	Yes
Mr. Vinayak S. Ubhayakar (DIN: 00221822)	12	Yes
Mr. R. Vaidhyanathan (DIN: 02318827)	11	Yes
Mr. Rajan N. Dani (DIN: 00221927)	10	Yes
Mr. A. G. Merchant (DIN: 05228186)	10	Yes

Agenda for each Board Meeting was sent along with notes on agenda items well in advance to all the Directors. At the Board meetings of the Company considering financial results, the

Directors are being provided information stipulated in Clause 49 of the Listing Agreement. The Board has a formal schedule of matters reserved for its consideration, which includes review of the Company's performance. Matters discussed at these Board Meetings relate to among others, review of annual plan, quarterly results of the Company, Minutes of Meetings of Audit Committee, observations of the Audit Committee, statutory compliances by the Company, sale and purchase of investments etc.

E. CODE OF CONDUCT:

In compliances with the regulatory requirements and effective implementation of corporate governance practices, the Company has adopted Code of Conduct for Board of Directors and Senior Management in accordance with the Listing Agreement.

Trade-Wings Limited's Code of Conduct as adopted by the Board of Directors is applicable to the Directors, senior management and employees of the Company. The code is based on the principles of good corporate governance and good corporate citizenship. The Code covers the Company's commitment to healthy development, environment, safety, productive and healthy workplace for employees, legal compliance and leading by setting personal examples. Code of conduct is available on company's web site i.e. www.tradewings.in

Declaration affirming compliance of Code of Conduct

All the Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year 2013-2014. Declaration by the Managing Director under Clause 49(1) (D) of the Listing Agreement regarding adherence to the code of conduct is as under:

Declaration Pursuant to Clause 49 I D (ii) of the Listing Agreement regarding Code of Conduct signed by the Managing Director

I hereby affirm and declare on behalf of the Board that in compliances with the regulatory requirements and effective implementation of corporate governance practices, the Company has laid down a Code of Conduct for Board of Directors and Senior Management in accordance with the Listing Agreement and that all the Board Members and the Senior Management personnel have affirmed their Compliance and adherence with the provisions of the Code of Conduct for the financial year ended 31st March, 2014.

Place: Mumbai

Date:

Mr. Vinayak S. Ubhayakar
(DIN: 00221822)

3. COMMITTEES OF THE BOARD

Currently there are three Committees of the Board of Directors, namely Audit Committee, Stakeholders Relationship Committee (Earlier there were two Committees viz. Investors' Grievances Committee and Share Transfer Committee) and Nomination and Remuneration Committee (Formerly known as Remuneration Committee). The terms of reference of these Committees are determined by the Board from time to time. Signed minutes of the Committees

are placed before the Board for their information. The role and Composition of these Committees including the number of meetings held during the financial year are as follows:

I. AUDIT COMMITTEE:

A) COMPOSITION:

The Company has constituted an Audit Committee which consists of minimum three Directors to assist the Board of Directors in discharging their individual and collective legal responsibilities. The composition, procedure rights, authority, obligations and role/function of the Audit Committee are in accordance with the requirements of the Listing Agreement and Section 177 (2) of the Companies Act, 2013. The primary objective of the Audit Committee of the Company is to monitor and effectively supervise the financial reporting process of the Company with a view to ensure accurate, timely and proper disclosures and transparency and integrity of financial reporting.

The present Audit Committee consists of three Members. Mr. R. Vaidhyanathan (DIN 02318827), is the Chairman of the Audit Committee, who is a Non-executive Independent Director having necessary and sufficient financial and accounting background.

The other two Members of the Audit Committee are Mr. Rajan N. Dani, (DIN 00221927) Non-executive Independent Director and Mr. Vinayak S. Ubhayakar (DIN 00221822), Managing Director of the Company. Mr. Dnyanesh D. Mulay, the Compliance Officer of the Company acted as the Secretary to the Audit Committee.

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 and Clause 49 of the Listing Agreement.

B) ROLE AND FUNCTION:

Pursuant to Clause 49 II (D) of the Listing Agreement, the role or functions of present Audit Committee are following:

- i) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor/s and the fixation of audit fees.
- iii) Approval of payment to Statutory Auditors/s for any other services rendered by them.
- iv) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:

- a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956,
 - b. Changes, if any, in accounting policies and practices and reasons for the same,
 - c. Major accounting entries involving estimates based on the exercise of judgement by management,
 - d. Significant adjustments made in the financial statements arising out of audit findings,
 - e. Compliance with listing and other legal requirements relating to financial statements,
 - f. Disclosure of any related party transactions, and
 - g. Qualifications in the draft audit report.
- v) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- vi) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- vii) Reviewing with the management, performance of Statutory and Internal Auditors and adequacy of the internal control systems.
- viii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- ix) Discussion with internal auditors any significant findings and follow – up thereon.
- x) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- xi) Discussion with Statutory Auditors before the audit commences about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- xii) To look into the reasons for substantial defaults in the payments to the depositors, debenture holders, share holders (in case of non-payment of declared dividends) and creditors.
- xiii) To review the functioning of the Whistle Blower mechanism, in case the same is existing.

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- xiv) Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- xv) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The terms of reference of Audit Committee, in accordance with Section 177 of the Companies Act, 2013, includes the following:

1. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. Review and monitor the auditor's independence and performance and effectiveness of audit process;
3. Examination of financial statements & Auditors Report thereon;
4. to monitor and approve related party transactions including subsequent modifications thereof;
5. scrutiny of inter corporate loans and investments;
6. valuation of undertakings or assets wherever applicable;
7. evaluation of internal financial controls and risk assessments;
8. to monitor end use of funds raised through public offer whenever it takes place.

C) POWER OF THE AUDIT COMMITTEE:

As per Clause 49 II(C), the powers of Audit Committee shall include the following:

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee
- iii) To obtain outside legal or other professional advise
- iv) To secure attendance of outsiders with relevant expertise, if it considers necessary.

D) AUDIT COMMITTEE MEETINGS:

During the financial year under review, the Audit Committee met 5 (Five) times. The dates on which the Audit Committee meetings were held were as follows:

24 th May, 2013	2 nd August, 2013	12 th August, 2013
9 th November, 2013	10 th February, 2014	

ATTENDANCE AT THE AUDIT COMMITTEE MEETINGS

Name	No. of Audit Committee Meetings (2013 - 2014)	
	Held	Attended
Mr. R. Vaidhyanathan (DIN: 02318827)	05	05
Mr. Rajan Dani (DIN: 00221927)	05	05
Mr. Vinayak S. Ubhayakar (DIN: 00221822)	05	05

The highlights of each of the Audit Committee Meetings are informed to the Board of Directors and discussed in the Board Meeting.

At the Annual General Meeting of the Company held on 30th September, 2013, the Chairman of the Audit Committee Mr. R. Vaidhyanathan (DIN 02318827) was present.

II. STAKEHOLDERS' RELATIONSHIP COMMITTEE

[Earlier there were two Committees viz. Investors' Grievances Committee and Share Transfer Committee]:

The Company earlier had two different Committees namely, Investors' Grievance Committee and Share Transfer Committee. Pursuant to the provisions of Section 179(5) of the Companies Act, 2013, the said Committees were merged and named as Stakeholders' Relationship Committee. its constitution, composition, quorum requirements, frequency of meetings, terms of reference, role, powers, rights, authority and obligations are in conformity with the applicable provisions of the Companies Act, 2013 and the listing agreement.

A) ROLE AND FUNCTION:

The Company has always valued its investors' and stakeholders' relationships. In order to ensure the proper and speedy redressal of the Stakeholders grievances, the Committee was constituted. The major terms of reference of the Committee inter alia include:

- i) to consider and resolve the grievances of the securities holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc.
- ii) to ensure implementation and compliance of the Company's Code of Conduct for Prohibition of Insider Trading and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time
- iii) to supervise the process relating to transfer, transmission, transposition, split, consolidation of securities
- iv) to oversee the performance of the Company's Registrar & Share Transfer Agents
- v) to make recommendations to improve service levels for stakeholders

- vi) to carry out any other functions as authorized by the Board of Directors from time to time or as enforced by statutory / regulatory authorities

B) COMPOSITION:

The Committee comprised of two Non-executive Independent Directors. Mr. Rajan N. Dani (DIN: 00221927) is the Member Cum Chairman of the Committee and Mr. R. Vaidhyanathan (DIN: 02318827) is the member of the Committee. Mr. Dnyanesh Mulay is the Compliance Officer of the Company.

Details of erstwhile Committees of the Board:

INVESTORS' GRIEVANCE COMMITTEE:

A) TERMS OF REFERENCE:

The Company has always valued its investors and stakeholders relationships. In order to ensure the proper and speedy redressal of shareholders'/investors' complaints, the Investors' Grievances Committee was constituted. The Investors Grievance Committee specifically looks into the redressal of shareholder and investors' grievances and complaints in respect of share transfers, non-receipt of Annual Reports etc.

B) COMPOSITION:

The Committee comprised of two Non-executive Independent Directors. Mr. Rajan N. Dani (DIN: 00221927) is the Member Cum Chairman of the Committee and Mr. R. Vaidhyanathan (DIN: 02318827) is the member of the Committee. Mr. Dnyanesh Mulay, Compliance officer of the Company, acted as Secretary of the Committee.

No complaints received from the SEBI or Stock Exchange was pending at the beginning of the financial year. No Complaints were received from the shareholders during the year and no complaints were pending at the end of the financial year under review.

C) COMMITTEE MEETINGS:

The meetings of the Investors' Grievance Committee were held from time to time when there is any investors' complaint or to review the Investors' Grievance process, if need arises.

No Committee Meeting was held during the financial year.

SHARE TRANSFER COMMITTEE:

A) TERMS OF REFERENCE:

The Board of Directors have constituted the Share Transfer Committee to scrutinize and approve the transfer and transmission of Shares and to issue duplicate, renewed, consolidated, sub-divided share certificates.

B) COMPOSITION:

The Share Transfer Committee comprises of two Non-executive Independent Directors i.e. Mr. Rajan N. Dani (DIN 00221927) is the Member Cum Chairman and Mr. R. Vaidhyanathan (DIN: 02318827) is the member of the Committee. The meetings of the Share Transfer Committee were held from time to time and the minutes were placed before the Board meetings for confirmation and approval. Mr. Dnyanesh Mulay, Compliance officer of the Company, acted as Secretary of the Committee.

C) COMMITTEE MEETINGS:

The meetings of the Share Transfer Committee were held from time to time and both the members of the Committee were present.

Two meetings of the Committee were held during the financial year 2013-2014. The dates of the meetings were as follows:

16th July, 2013

6th December, 2013

ATTENDANCE AT THE COMMITTEE MEETINGS:

Name	Number of Committee Meetings (2013 - 2014)	
	Held	Attended
Mr. Rajan Dani (DIN 00221927)	02	02
Mr. R. Vaidhyanathan (DIN: 02318827)	02	02

The highlights of each of the Share Transfer Committee Meetings are informed to the Board of Directors and discussed in the Board Meeting.

**III. NOMINATION AND REMUNERATION COMMITTEE
(Formerly known as Remuneration Committee)**

A) TERMS OF REFERENCE:

The terms of reference of Committee, inter alia, includes:

- i) to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors (Board) their appointment and removal and shall carry out evaluation of every director's performance.
- ii) to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- iii) to formulate the criteria for evaluation of Independent Directors and the Board.

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- iv) to devise a policy on Board diversity.
- v) to determine, review and recommend to the Board, the remuneration of the Company's Managing/ Joint Managing/ Deputy Managing/ Whole time/ Executive Director(s), including all elements of remuneration package.
- vi) to determine, review and recommend to the Board, the remuneration of the Company's top executives/ senior management personnel who are one level below the Managing/ Joint Managing/ Executive Director(s).
- vii) to formulate, implement, supervise and administer the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/ regulatory guidelines.
- viii) to carry out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities.

B) COMPOSITION:

The Nomination and Remuneration Committee consisted of 3 (Three) members. The Chairman of the Committee is Mr. R. Vaidhyanathan (DIN: 02318827), Non-executive Independent Director. The other two members of Remuneration committee are Mr. Rajan N. Dani (DIN: 00221927) and Mr. A. G. Merchant (DIN 05228186). Both the members are Non-executive Independent Directors of the Company.

C) COMMITTEE MEETINGS:

The meetings of the Nomination and Remuneration Committee were held from time to time to decide appointment/re-appointment of Managerial Personnel and their remuneration package.

Meeting of the Nomination and Remuneration Committee was held on 10th March, 2014 to approve inter alia re-appointment and remuneration payable to Dr. Shailendra P Mittal, (DIN 00221661), Chairman, Whole-Time Director and Chief Finance Officer of the company and re-appointment of Mr. Vinayak S. Ubhayakar (DIN 00221822), as Managing Director and Chief Executive Officer of the Company.

D) REMUNERATION POLICY:

The remuneration of the Managing Director / Whole-time Directors are decided by the Nomination and Remuneration Committee based on the Company's performance vis-à-vis the industry performance / track record of the Managing Director/Whole-time Directors and the same is reported to the Board of Directors. The Company pays remuneration by way of salary, perquisites & allowances and commission to its entire Managing Director/ Whole-time Directors such that the total remuneration as decided by the Board of Directors in its absolute discretion does not exceed the limits prescribed in the Companies Act, 1956/ the Companies Act, 2013 which shall be duly approved by the Board and Members of the Company.

E) THE DETAILS OF THE REMUNERATION PAID:

Particulars	Remuneration paid during 2013-2014 (Amount in Rs.)	
	Dr. Shailendra P. Mittal (DIN 00221661), Chairman, Whole-Time Director and Chief Finance Officer	Mr. Vinayak S. Ubhayakar (DIN 00221822), Managing Director and Chief Executive Officer
Salary	24,00,000	1,80,012
Allowances	---	---
Perquisites	---	---
Bonus	---	---
Commission	---	---
Others	---	---
Total	24,00,000*	1,80,012*

*excludes the Company's contribution to Provident and Superannuation Funds.

The Company has not paid any remuneration, including sitting fees for attending the meetings of the Board and Committees thereof, to its Non-executive Directors.

3. SUBSIDIARY COMPANIES

Trade-Wings Hotels Limited is Material non-listed Indian Subsidiary Companies as defined in Clause 49 of the Listing Agreement. As per the requirement of Clause 49 of the Listing Agreement, Mr. Rajan N. Dani, Non-executive Independent Director of the Company, is also on the Board of Directors of Trade-Wings Hotels Limited.

4. DETAILS OF THE GENERAL BODY MEETINGS

A) Location and time where last three Annual General Meetings were held:

Year	Date	Time	Location
2010-2011	29 th October, 2011	5:00 P.M.	Registered Office of the Company
2011-2012	30 th November, 2012	12:00 P.M.	Registered Office of the Company
2012-2013	30 th September, 2013	5:00 P.M.	Registered Office of the Company

B) Special Resolutions passed during previous three Annual General Meeting:

2010-2011

No Special Resolution was passed.

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2011-2012

Increase in remuneration payable to Dr. Shailendra Mittal (DIN 00221661), Whole-time Director and Chief Financial Officer of the Company, w.e.f. 1st April, 2012.

2012-2013

No Special Resolution was passed.

C) Special Resolutions passed through Postal Ballot:

(a)	Were put through postal ballot during the year 2013-14	No
	Details of voting pattern	Not Applicable
	Persons who conducted the postal ballot exercise	Not Applicable

5. DISCLOSURES

a) Related Party Transactions during the year 2013 - 2014

(in Rupees)

Particulars	Holding Company	Subsidiary Company	Associate entities	Key Management Personnel	Relative of Key Management Personnel
Share of Hotel profits	----	81,08,948 (62,90,437)	----	----	----
Share of profit	----	----	15,75,825 (Nil)	----	----
Interest paid	----	----	----	12,52,485 (10,65,895)	----
Interest Received	Nil (35,461)	63,47,305 (44,68,364)	11,61,352 (30,43,757)	----	----
Remuneration paid	----	----	----	25,80,012 (25,80,012)	----
Purchase of Fixed Assets	----	----	28,67,096 (5,83,933)	----	----
Sale of Fixed Assets	----	----	399000 (Nil)	----	----

b) Details of non-compliance:

There has not been any non-compliance, penalties or strictures imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on any matter related to capital markets during the last three years.

c) Whistle Blower Policy/Vigil Mechanism:

The Company has laid down Whistle Blower Policy/Vigil Mechanism providing protection to 'Whistle Blowers' from the unfair termination and other unfair or prejudicial employment practices. Personnel of the Company are not denied access to the Audit Committee of the Company in respect of matter involving unethical or improper practice.

d) Shareholders:

As on 31st March, 2014, the Company had 811 shareholders.

e) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement entered into with the Stock Exchanges. The status of compliance with the non-mandatory requirements of this clause has been detailed herein.

6. MEANS OF COMMUNICATION TO SHAREHOLDERS

- The quarterly, half-yearly and annual results of the Company are regularly submitted to the Stock Exchanges where the securities of the Company are listed pursuant to the Listing Agreement requirements and published in leading newspapers in India which include Times of India (English Newspaper) and Pudhari (Marathi Newspaper) published from Goa where the Registered Office of the Company is situated and the same is displayed on Company's website i.e. www.tradewings.in
- The Company is also submitting the results and shareholding pattern to the Stock Exchange which can be accessed on the website of BSE at www.bseindia.com and the same is displayed on Company's website i.e. www.tradewings.in
- The Company has not made any presentation to the institutional investors or analysts during the year under review.

7. GENERAL SHAREHOLDERS' INFORMATION:

- i. Registered Office:** 6, Mascarenhas Building.,
Mahatma Gandhi Road,
Panaji, Goa, 403001
Email: companysecy@twltravel.com

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ii. **64th Annual General Meeting:**

Year	Date	Time	Venue
2013-2014	Tuesday, 30 th September, 2014	5:00 P.M.	6, Mascarenhas Bldg., M. G. Road, Panaji, Goa- 403001.

iii. **Financial Year:**

The Financial year is from 1st April, 2013 to 31st March, 2014.

Tentative Financial Calendar:

Quarterly Results will be declared as per the following tentative schedule

Unaudited results for the quarter ending 30 th June, 2014	End of July, 2014
Unaudited results for the quarter ending 30 th September, 2014	End of October, 2014
Unaudited results for the quarter ending 31 st December, 2014	End of January, 2015
Audited results for the quarter/year ending 31 st March, 2015	End of May, 2015

iv. **Date of Book Closure:**

Tuesday, 23rd September, 2014 to Tuesday, 30th September, 2014 (both days inclusive)

v. **Dividend Payment Date:** Not Applicable

vi. **Listing on Stock Exchanges:**

The shares of the Company are listed on BSE Limited (BSE). The Company has paid the Annual Listing Fees for the financial year 2014 - 2015 to BSE.

vii. **Stock codes:**

Type	Form	Stock Exchange/Depository	Code/ISIN No.
Equity	Physical	Bombay Stock Exchange Limited	509953
Equity	Demat	NSDL/CDSL	INE961E01017

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viii. Stock Market Price Data:

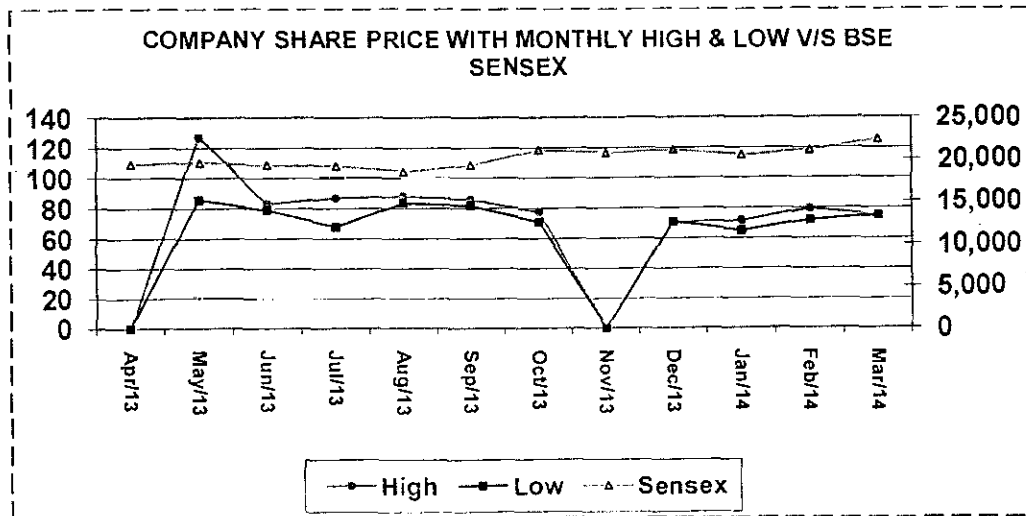
The Market Price Data i.e. monthly high and low prices of the Company's shares on BSE are given below:

(Rs. per share)

Month	No. of Shares Traded	Highest	Lowest
April, 2013	---	---	---
May, 2013	34007	127.25	85.75
June, 2013	35	83.15	79.00
July, 2013	7755	87.00	68.00
August, 2013	11523	88.00	83.65
September, 2013	15850	86.00	81.75
October, 2013	7494	77.70	71.00
November, 2013	---	---	---
December, 2013	200	70.90	70.90
January, 2014	301	71.65	65.00
February, 2014	1049	79.35	72.00
March, 2014	50	75.00	75.00

(Source: www.bseindia.com)

ix. Performance in comparison to BSE Sensex:



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x. Registrar and Share Transfer Agents:

Name	Address	Tel. No. / Fax. No.
Bigshare Services Private Limited	E-2/3, Ansa Industrial Estate, Saki Vihar Road, Andheri East, Mumbai – 400 072	Tel- (022) 2847 0652 Fax – 2847 5207

xi. Share Transfer System:

For expediting the process of transfer of shares and to approve the transfer of shares within the time stipulated in the Listing Agreement and the Companies Act, 2013, the Board has delegated the authority to Share Transfer Committee,.

The Company has appointed Bigshare Services Private Limited as its Registrar & Share Transfer Agent. The Shareholders send the share certificates alongwith the transfer deeds to the Company directly or to Bigshare Services Private Limited for processing and registration of transfers. Bigshare Services Private Limited processes the share transfer deeds and sends a register periodically to the Company giving therein the status of all transfer requests.

The Company has duly obtained Certificates on half yearly basis from Practicing Company Secretary certifying due compliance with the formalities of share transfer as required under Clause 47(c) of the Listing Agreement and submitted the copy of the Certificate to BSE, where the securities of the Company are listed.

xii. Distribution of shares according to size, class and categories of shareholders as on 31st March, 2014:

Range (In Rs.)	No. of shareholders	% of total shareholders	Total Shareholding In Rs.	% of total capital
1 -5000	776	95.6843	678420	2.2614
5001-10000	16	1.9729	119450	0.3982
10001-20000	8	0.9864	112860	0.3762
20001-30000	3	0.3699	72400	0.2413
30001-40000	1	0.1233	40000	0.1333
40001-50000	0	0	0	0
50001-100000	1	0.1233	96400	0.3213
100001 and above	6	0.7398	28880470	96.2682
Total		100.00	3,00,00,000	100.00

Shareholding pattern as on 31st March, 2014

Category	Number of shares held	% of shareholding
Promoters/ persons acting in concert	22,45,060	74.84
Financial Institutions, Banks and Mutual Funds	0	0.00
NRIs, Foreign Nationals, FIIs and OCBs	60	0.00
Bodies Corporate	6,22,098	20.74
Others	1,32,782	4.42
Total	30,00,000	100.00

Shareholders holding One percentage or more of shares in the Company

Name of shareholder	No. of shares	%
Narayani Hospitality & Academic Institution Private Limited	22,34,341	74.48
Benjo Holdings Private Limited	1,87,736	6.26
Sagarkanya Investments & Finance Private Limited	1,84,525	6.15
Vishwadeep Investments & Finance Private Limited	1,81,870	6.06
Vishwabharati Holdings Private Limited	64,320	2.14
Urmila R Agarwal	35,255	1.18

xiii. Dematerialization of Shares and Liquidity:

As per the notification issued by the Securities and Exchange Board of India (SEBI) trading in the equity shares of the Company is permitted only in dematerialized form. As on 31st March, 2014, 23,12,358 Equity Shares comprising of 77.08 % of the Company's Equity paid-up Share Capital is held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

xiv. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments: None

xv. Stock Option scheme: None

xvi. Address for Correspondence:

The Shareholders can address their queries or their request for transfer / transmission / dematerializations of shares etc at the following addresses:

Registered Office	Registrar & Share Transfer Agents
The Compliance Officer Trade-Wings Limited 6, Mascarenhas Building, M. G. Road, Panaji, Goa, 403 001 Email: companysecy@twltravel.com	Bigshare Services Private Limited E - 2 & 3, Ansa Industrial Estate, Saki Vihar Road, Andheri (East), Mumbai-400 072. Tel. No. 022 - 2847 0652.

NON-MANDATORY REQUIREMENTS:

1. CHAIRMAN OF THE BOARD:

The Company has an Executive Chairman and hence, the requirement pertaining to reimbursement of expenses to a Non - Executive Chairman does not arise. The Company ensure that all the person being appointed as Independent Director of the Company have the requisite qualifications and experience which would be of use to the Company and which, in the opinion of the Company, would enable them to contribute effectively to the Company in their capacity as Independent Directors.

2. NOMINATION AND REMUNERATION COMMITTEE:

The Company has set up a Nomination and Remuneration Committee as per the details under Item no.3 (III) of this Report.

3. SHAREHOLDER RIGHTS:

The Company's quarterly and half-yearly results are furnished to the Stock Exchange and are also published in the newspapers and also displayed on the web site of the company i.e. www.tradewings.in therefore results were not separately sent to the Members.

4. AUDIT QUALIFICATIONS:

There are no audit qualifications in the Audit Report for the financial year under review.

5. TRAINING OF BOARD MEMBERS:

No training is provided to the Board Members as on date of this Report.

6. MECHANISM FOR EVALUATING NON-EXECUTIVE BOARD MEMBERS:

No formal mechanism for evaluation of the performance of Non-executive Directors is in place as on date of this Report.

7. WHISTLE BLOWER POLICY:

As mentioned in point No.5 (c) of Mandatory Requirements above.

For and on behalf of the Board of Directors

Dr. Shailendra Mittal
(DIN 00221661),
Chairman, Whole-Time Director and Chief
Finance Officer

Place: Mumbai

Date: 12th August, 2014.

VIPIN MEHTA

Practicing Company Secretary

25, Dev Ji Ka Bas, Near Somnath Temple, Pali - Marwar, Rajasthan - 306401
Tel 02932-221977, Mobile - 9322654748/9821411881, E-mail: csvipinmehta@gmail.com

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
TRADE WINGS LIMITED,

I have examined the compliance of conditions of Corporate Governance by **TRADE WINGS LIMITED** ("the Company"), for the financial year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement entered into with the BSE Limited.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the said Clause 49. It is neither an audit nor an expression of opinion on financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreement subject to following observation:

- *During the year under review, the Company could not observe compliances under Clause 49 II (A) (v) as Statutory Auditors or representative of the statutory auditor was not present as invitees for the Audit Committee meetings held during the year 2013-14.*

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Vipin Mehta
Practicing Company Secretary
C. P. No.: 9869
ACS: 25385

Date: August 12, 2014
Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(Forming part of the Report of Directors for the year ended 31st March, 2014)

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Trade-Wings Limited is in Travel, Tourism, Money Changing and Logistics business having outlets throughout the Country.

INDUSTRY AND FUTURE OUTLOOK:

As a part of global phenomenon, the recessionary trends and terrorist threats have hit the industry significantly. Our Company, being a part of the industry, has also been affected.

OPPORTUNITIES AND THREATS:

Recession as well as severe competition has affected the travel and tourism industry. Electronic communication such as video conferencing, skype, etc has also affected travel by corporates.

RISKS AND CONCERNS

In addition to recessionary pressures, Airline Turbine Fuel Charges (ATF Charges) have fluctuated dramatically based on global oil prices. Due to this, air travel has become costly all over the world.

The Company on periodical basis reviews potential threats to the industry at large and effective measures are taken to minimize the effect on the profitability of the Company. The Company has taken corrective steps to protect it from repercussions which arise due to recessionary pressures.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Due to reasons cited earlier, during the year under review, Company has posted profit after tax of Rs.12,42,037/- as against the profit after tax of Rs.13,62,932/- in the previous year.

INTERNAL CONTROL SYSTEM:

The internal control procedures for purchase/sale of services are adequate and commensurate with the size and nature of business.

The Company carries out periodic internal audits to check its financial activities to ensure that the statutory requirements are complied with.

HUMAN RESOURCES:

The Company is maintaining open environment to enable the employees to work in a sound and healthy environment.

CEO/CFO CERTIFICATION

To,
The Board of Directors,
Trade - Wings Limited,
6, Mascarenhas Building,
Mahatma Gandhi Road,
Panaji, Goa - 400 023.

We, Mr. Vinayak Ubhayakar (DIN: 00221822), CEO, and Dr. Shailendra Mittal (DIN: 00221661), CFO of Trade-Wings Limited, for the financial year ended 31st March, 2014, hereby certify that:

1. We had reviewed the financial statements and cash flow statement of the Company for the said financial year and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2014 which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors & the Audit Committee:
 - a. There have been no significant changes in internal control over financial reporting during the period.
 - b. There have been no significant changes in accounting policies during the period.
 - c. There have been no instances of significant fraud, of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting during the period.

For Trade-Wings Limited

Mr. Vinayak S. Ubhayakar
Chief Executive Officer
(DIN: 00221822)
Add.: 8, Joydene,
21, Mereweather Road,
Colaba, Mumbai 400 039.

Dr. Shailendra P. Mittal
Chief Financial Officer
(DIN: 00221661)
Add.: 62-A, Mittal Bhavan,
Peddar Road,
Mumbai – 400 026,

Place: Mumbai.

Date: 12th August, 2014.

INDEPENDENT AUDITOR'S REPORT

To,

The Members of
TRADE WINGS LTD.

Report on the Financial Statements

1. We have audited the accompanying financial statements of **TRADE WINGS LTD.** ("the Company"), which comprises the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's management is responsible for 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 referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and 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 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 Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the 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.

Opinion

5. In our opinion and to the best of our information and according to the explanations given to us, the 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 the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - b) in the case of the Statement of Profit and Loss Account, of the Profit for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

6. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
7. As required by section 227(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 account as required by law have been kept by the Company so far as appears from our examination of those books. (and proper returns 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 account and with the returns received from branches and divisions not visited by us.
 - d) in our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on March 31, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956

For SANTOSH SHAH & ASSOCIATES
(formerly known as M/s.Yadav Pujara & Shah)
Chartered Accountants

SANTOSH A. SHAH
Partner
Membership No. 046548
Firm Registration No. 121711W
Mumbai
Date: 28th May, 2014

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 6 under 'Report on other legal and Regulatory Requirements 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, 2014)

1.
 - a) The Company is in the process of maintaining records showing full particulars, including quantitative details and situation, of its fixed assets.
 - b) As explained to us, the fixed assets of the Company are physically verified by the Management during the year, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no discrepancies were noticed on such verification.
 - c) During the year, in our opinion, a substantial part of fixed assets has not been disposed off by the Company.
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.
3. In respect of loans, secured or unsecured, granted or taken by the company to or from companies, firms or other parties covered by the register maintained under section 301 of the Companies Act, 1956, and according to the information and explanations given to us:
 - a) The company has granted unsecured loans to Companies and a firm. The maximum amount involved during the year and the year end balance of such loans aggregates to Rs.774.56 lacs and Rs.194.00 lacs respectively.
 - b) The company has taken unsecured loans and advance from Director. The maximum amount involved during the year and the year end balance of such loan aggregates to Rs.146.93 lacs and Rs.107.67 lacs respectively.
 - c) In our opinion and according to the information and explanations given to us, the rate of interest wherever applicable and other terms and conditions are not prima facie prejudicial to the interest of the Company
 - d) 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 same.

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 6 under 'Report on other legal and Regulatory Requirements 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, 2014)

- e) 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 overdue amount.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regards to purchase of fixed assets and with regards to sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control.
5. In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
 - a) The Particulars of contracts or arrangements referred to in Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.
 - b) Where each of such transaction is in excess of Rs.5 lakhs in respect of any party, having regard to the explanations that some of items purchase, are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, the transactions have been made at prices which are *prima facie* reasonable having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the Company has an internal audit system, carried by the internal audit department of the company commensurate with the size and nature of its business at its travel and cargo division. The company has a system of concurrent audit for its money changing operations for which concurrent audit has been conducted as per the scope discussed with the management.
8. 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 209 of the Act.
9. 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

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 6 under 'Report on other legal and Regulatory Requirements 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, 2014)

in arrears as at 31st March, 2014 for a period of more than six months from the date they became payable.

- c) As at 31st March, 2014, 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.62.08 Lakhs (Net of amount paid)
Income Tax (Various assessment years)	Amount not ascertainable

10. The Company does not have any accumulated losses as at March 31, 2014 and has not incurred any cash losses in the financial year ended on that date and immediate preceding year.
11. According to 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.
12. According to the information and explanations given to us, and based on the documents and records produced to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
14. In our opinion, the company is not a dealer or trader in shares, securities, debentures and other investments. Therefore, the provision of clause 4(xiv) of the Order is not applicable.
15. According to the information and explanations given to us, The Company has given corporate guarantee of Rs.10.00 lakhs for M/s.S.Rose & Co. Ltd. (Merged with M/s. Narayani Hospitality & Academic Institution Pvt. Ltd. Vide Court Scheme Petition No. 565 of 2013 and Company Summons for Direction No. 343 of 2013, dated 22/11/2013) to Saraswat Co-Op. Bank Ltd.
16. The company has received term loan (Self Liquidating Overdraft) during the year; the same has been duly approved by the Board of Directors. In our opinion and according to the information and explanation given to us, the term loans have been applied for the purposes for which they were obtained. Loan sanctioned and disbursed during the year is under process of creation of charge as explained by the management, hence the auditors has relied upon the same and shown under secured loan.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that no funds raised on short term basis have been used for long term investment by the company.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 6 under 'Report on other legal and Regulatory Requirements 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, 2014)

19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported by the Management during the year.

For SANTOSH SHAIH & ASSOCIATES
(Formerly known as M/s. Yadav Pujara & Shah)
Chartered Accountants

SANTOSH A. SHAIH
Partner
Membership No. 046548
Firm Registration No. 121711W
Mumbai
Date: 28th May, 2014

TRADE WINGS LTD
Balance Sheet As at 31st March, 2014.

	NOTES	As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
(I) EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
a) Share Capital	1	30,000,000	30,000,000
b) Reserves and Surplus	2	37,196,718	36,115,871
(2) Share application money pending allotments			
(3) Non-current Liabilities			
a) Long-term borrowings	3	17,716,412	16,749,273
b) Deferred tax liabilities (Net)	4	2,022,427	1,912,691
c) Other long term liabilities	5	10,767,534	21,648,827
d) Long-term provisions	6	3,970,337	4,212,828
(4) Current Liabilities			
a) Short-term borrowings	7	94,571,273	93,962,177
b) Trade Payables	8	112,929,959	139,035,116
c) Other Current liabilities	9	33,453,008	37,707,325
d) Short-term provisions	10	3,641,049	3,239,549
		-	0
Total		346,268,717	384,583,657
(II) ASSETS			
(1) Non-current Assets			
a) Fixed Assets			
i) Tangible Assets	11	37,287,912	25,272,137
b) Non-current Investments	12	18,123,501	18,023,501
(2) Current Assets			
a) Current Investment	13	449,043	23,623,639
b) Inventories	14	10,546,482	10,740,819
c) Trade Receivables	15	197,718,304	216,408,977
d) Cash and cash equivalents	16	24,142,664	28,719,360
e) Short-term loans and Advances	17	37,608,961	39,958,614
f) Other current assets	18	20,391,850	21,836,610
		-	0
Total		346,268,717	384,583,657

Accounting Policies and Notes forming part of accounts

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SANTOSH SHAH & ASSOCIATES
(Formerly known as M/s. Yadav Pujara & Shah)
Chartered Accountants

For Trade Wings Limited

For Trade Wings Limited

Santosh A.Shah
Partner
Membership No.46548
Firm Registration No. 121711W
Place: Mumbai
Date: 28th May, 2014

Mr.V.S Ubhaykar
Managing Director & CEO
(DIN:00221827)

Mr.Rajan N.Dani
Director
(DIN: 00221927)

Place: Mumbai
Date: 28th May,2014

Place: Mumbai
Date: 28th May,2014

TRADE WINGS LTD
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH,2014.

	Notes	YEAR ENDED 31/03/2014 Rupees	YEAR ENDED 31/03/2013 Rupees
I	REVENUE		
	Revenue from operations	19 135,256,679	153,189,790
	Other Income	20 36,785,408	22,289,704
	Total Revenue	172,042,087	175,479,494
II	EXPENSES		
	Cost of materials consumed		
	Purchase of Stock-in-trade		
	Change in inventories of finished goods work-in-progress and Stock-in-trade		
	Employee benefits expenses	21 58,641,032	59,865,525
	Financial expenses	22 19,152,256	17,405,862
	Depreciation and amortization expenses	11 4,100,422	1,962,134
	Other expenses	23 88,381,707	94,070,663
	Total of Expense	170,275,417	173,304,184
III	Profit before exceptional and extra-ordinary items and tax (I-II)	1,766,670	2,175,310
IV	Less: Exceptional items Prior period Expenses (Net)	(13,390)	(52,506)
V	Profit before extra-ordinary items and tax (III-IV)	1,753,280	2,122,804
VI	Less: Extra-ordinary items	-	-
VII	Profit before tax (V-VI)	1,753,280	2,122,804
VIII	Less: Tax expenses		
	(a) Current tax	(600,000)	(800,000)
	(b) Deferred tax	(109,738)	40,128
	(c) Tax paid for earlier years	198,501	-
		(511,237)	(759,872)
IX	Profit/Loss for the period from continuing operations (VII-VIII)	1,242,043	1,362,932
X	Profit/Loss for the period from discontinuing operations	-	-
XI	Less: Tax expenses of discontinuing operation	-	-
XII	Profit/Loss for the period from discontinuing operations [after tax] (X-XI)	-	-
XIII	Profit/Loss for the period (IX+XII)	1,242,043	1,362,932
	Earning per equity share:	24	
	(a) Basic	0.41	0.45
	(b) Diluted		
	Balance Carried Forward to Balance Sheet	1,242,043	1,362,932

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

Santosh A.Shah
Partner
Membership No.46548
Firm Registration No.121711W
Place: Mumbai
Date: 28th May,2014

Mr.V.S Ubhaykar
Managing Director & CEO
(DIN: 00221822)
Place: Mumbai
Date: 28th May,2014

Mr.Rajan N.Dani
Director
(DIN 00221927)
Place: Mumbai
Date: 28th May,2014

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 1			
		As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Share Capital			
Authorised 3000000 equity shares of Rs.10/- each		30,000,000	30,000,000
200,000 6% Preference Shares of Rs.100/- each (re-classified)		20,000,000	20,000,000
350,000 6% Preference Shares of Rs. 100/- each (fresh)		35,000,000	35,000,000
		85,000,000	85,000,000
Issued, Subscribed and paid up			
Issued, Subscribed and paid up 3000000 equity shares of Rs. 10/- each Fully Paid		30,000,000	30,000,000
* NOTE: Of the above, 9000 Equity shares are allotted to vendors as fully paid-up pursuant to a Contract without payment received in cash			
		30,000,000	30,000,000
		As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Details of Shareholders holding more than 5% shares in the company			
Equity shares of Rs. 10 each fully paid			
Narayani Hospitality & Academic Institution Pvt. Ltd. (formerly known as Appease Investments & Finance Pvt. Ltd.)			
No. of Shares		2,267,341	2,267,341
% Holding		75.58%	75.58%
Benjo Holdings Pvt. Ltd.			
No. of Shares		187,736	187,736
% Holding		6.26%	6.26%
Sagarkanya Inv. & Finance Pvt. Ltd			
No. of Shares		184,525	184,525
% Holding		6.15%	6.15%
Vishwadeep Inv. & Finance Pvt. Ltd			
No. of Shares		181,870	181,870
% Holding		6.06%	6.06%

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 2	As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Reserves and Surplus		
Capital Reserve:-		
Opening balance	613,337	613,337
Add:- Addition during the year	-	-
Less:- Deduction during the year	-	-
	613,337	613,337
Revaluation Reserve		
Opening balance	6,074,376	6,235,573
Add:- Addition during the year	-	-
Less:- Deduction during the year	(161,197)	(161,197)
	5,913,179	6,074,376
General Reserve		
Opening balance	2,177,804	2,177,804
Add:- Addition during the year	-	-
Less:- Deduction during the year	-	-
	2,177,804	2,177,804
Other Reserve:-		
Profit & Loss account		
Opening Balance	27,250,355	25,887,422
Add:- Profit during the year	1,242,043	1,362,932
Less:- Loss during the year	-	-
	28,492,398	27,250,354
	37,196,718	36,115,871

TRADE WINGS LTD

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 3	As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Noncurrent Liabilities		
Long-term borrowings		
Self liquidating ODI from National Co-operative Bank Ltd	0	11,343,135
Less: Repayable within 1 year	0	2,127,733
(Refer Note 1 below)	0	9,215,402
Self liquidating ODI from National Co-operative Bank Ltd	3,509,393	4,104,634
Less: Repayable within 1 year	1,622,196	1,465,490
(Refer Note 2 below)	1,887,197	2,639,144
Self liquidating Additional ODI from National Co-operative Bank Ltd	13,008,548	-
Less: Repayable within 1 year	916,726	-
(Refer Note 3 & 6 below)	12,091,822	-
Term loan from National Co-operative Bank Ltd	2,598,844	3,118,345
Less: Repayable within 1 year	629,749	499,467
(Refer Note 4 below)	1,969,095	2,618,878
Tata Capital Finance Services Ltd.	2,094,815	2,759,165
Less: Repayable within 1 year	774,164	664,350
(Refer Note 5 below)	1,320,651	2,094,815
Car loan	559,671	334,117
Less: Repayable within 1 year	112,024	153,083
(Refer Note 5 below)	-	-
	447,647	181,034
	17,716,412	16,749,273

(1) Self Liquidating ODI from National Co-operative Bank secured by 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 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 13.50%p.a. as per the sanction letter No.NCB/NPBR/ADV/411/2011-12 dated 15th March, 2012.

(2) Self Liquidating ODI from National Co-operative Bank secured by The 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 13.50%p.a. (previous year 13.50%) as per sanction letter no. NCB/NPT/03/2008, dt. 05/ January, 2008

(3) 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 13.50%p.a. (previous year 13.50%) as per sanction letter no. NCB/NPBR/ /2013-14, dt. 03rd October, 2013.

(4) Term Loan from National Co-operative Bank secured by 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 of the personal guarantee of Dr. S P Mittal
Rate of interest - The company's borrowings from bank are at an effective weighted average rate of 13.5 % p.a. as per sanction letter no. NCB/NPBR/ADV/421/2011-12, dt. 01/01/2013

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

(6) Loan sanctioned and disbursed during the year is under process of creation of charge as explained by the management, hence the auditors has relied upon the same and shown under secured loan.

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 4		As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Noncurrent Liabilities			
Deferred tax Liabilities/Asset			
Deferred tax liability		2930791	3,220,231
Less:- Deferred tax assets		-908364	(1,307,540)
		2022427	1,912,691

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 5		As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Noncurrent Liabilities			
Other long-term liabilities			
Loans and advances from related parties:-			
Directors and others		10,767,534	21,648,827
		10,767,534	21,648,827

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 6		As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Noncurrent Liabilities			
Other long-term provisions			
Provision for employee benefits			
Gratuity		3,631,310	3,835,484
Leave Encashment		339,027	377,344
		3,970,337	4,212,828

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 7	As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Short-term borrowings		
Secured:-		
Union Bank Of India (Refer Note 1 below)	40,654,317	31,909,762
Vijaya Bank (Refer Note 2 below)	51,625,456	59,660,915
Loans and advances from related parties		
Deposits	2,291,500	2,391,500
	94,571,273	93,962,177

(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, Pacharatna 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 BR + 3.75% subject to change time to time as per the sanction letter No. MSM.ADV 500/13, dated 24th June, 2013.

(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., & M/s. S.Rose & Company Ltd.

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

Rate of interest - The company's borrowings from banks are at floating rate of BR + 3.80% subject to change time to time as per the sanction letter No. EXB/AGM/KA/2013-14, dated 06th March, 2014

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 8	As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Trade Payables	112,929,959	139,035,116
	112,929,959	139,035,116

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.

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 9		As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Other current-liabilities			
Other payables:-			
Current-liabilities		26,584,265	28,805,815
Group company balances		673,280	-
Statutory liabilities		3,233,869	4,374,280
		-	-
Other liabilities		232,601	107,197
Other provisions:- Expenses		2,728,993	4,420,033
		-	-
		33,453,008	37,707,325

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 10		As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Short-term provisions			
Other provisions			
Proposed Dividend on Pref. Shares		-	-
Tax on Proposed Dividend		-	-
For Taxation		3,641,049	3,239,549
		-	-
		3,641,049	3,239,549

TRADE WINGS LTD.

NOTE II

FIXED ASSETS (2013-14)

Particulars	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	As on 01.04.2013	Additions for the Year		Deductions for the year	As on 31.03.2014	As on 31.03.2013	For the Year	Depreciation as on 31.03.2014	As on 31.03.2014	As on 31.03.2013	
	Rs.	Purchase Rs.	Transfer Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
Office Premises	36616741	5981171	0	0	42597912	18956514	1058137	20014651	22583261	17660227	
Office Equipment	6124484	7071429	0	399000	12796913	3280672	1043703	4324375	8472538	2843812	
Vehicles	7655207	3623794	0	0	11279001	2887109	2159779	5046888	6232113	4768098	
	50396432	16676394	0	399000	66673826	25124295	4261619	29385914	37287912	25272137	
Less: Revaluation reserve	0	0	0	0	0	0	161197	0	0	0	
	50396432	16676394	0	399000	66673826	25124295	4100422	29385914	37287912	25272137	
Previous Year	44602955	5793477	0	0	50396432	23000964	1962134	25124295	25272137	21601990	

NOTE - VEHICLE

Additions to vehicles includes Rs. 2867096/- pending, registration process and vehicle loan transfer, in the name of the company.

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 12	As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Non-current Investments		
Investments in Equity Instruments		
Quoted Investments		
(a) Roopsangam Holdings Ltd (75002 equity shares of Rs. 100/- each)	7,500,200	7,500,200
(b) Trade wing (cualutta) pvt Ltd (250 ordinary shares of Rs. 100 each)	25,000	25,000
(c) Trade wing Tours Ltd (1 equity shares of Rs. 100/- each fully paid up)	100	100
(d) Trade wing Hotels Ltd (99,002 Equity shares of Rs. 100/- each fully paid up)	9,900,200	9,900,200
(e) National Co. Op. Bank (49000 Shares of Rs. 10 each)	521,000	521,000
Investments in Preference shares		
(a) Roopsangam Holdings Ltd 100 9% Redeemable cumulative preference shares of Rs. 100/- each	10,000	10,000
(b) Trade wing Tours Ltd (20 13.50% Redeemable cumulative Preference Shares of Rs. 100/- each.)	2,000	2,000
Investments in Government securities		
N.S.C of Rs. 5,000/- deposited with Customs Authorities.	15,000	15,000
Investments in Partnership firms		
(a) Narayani Associates capital account	75,000	75,000
Global Kitchens LLP	100,000	-
Less:- Provision for Dimulution in value	(24,999)	(24,999)
	18,123,501	18,023,501
Name of the Partnership Firm	Narayani Associates	Narayani Associates
Details of Partners	% of Profit/Loss	% of Profit/Loss
Trade wings Ltd	15	10
M/s. S.Rose & Co. Ltd. (Merged with M/s. Narayani Hospitality & Academic Institution Pvt. Ltd. Vide court Scheme Petition No. 565 of 2013 and Company Summons for Direction No. 343 of 2013, dt. 22/11/2013).	80	80
Roopsangam Holdings Limited	-	5
Dr Shailendra P Mittal	5	5

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 13		As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Current Investments			
Other non-current Investments			
Investments in Partnership firms(Current Account)		449,043	23,623,639
		449,043	23,623,639

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 14		As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Inventories (As Taken, Valued and certified by the management)			
Stock-in-trade		10,546,482	10,740,819
		10,546,482	10,740,819

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 15		As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Trade receivables			
Unsecured and considered good:-			
Outstanding for more than 6 months		20,715,030	18,203,488
Others		141,028,114	169,543,411
Less:- Provision for Doubtful Debts		(112,449)	(112,449)
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.		36,087,609	28,774,527
		197,718,304	216,408,977

TRADE WINGS LTD

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 16	As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Cash and Cash equivalents		
Cash in hand	2,103,996	5,057,474
	-	-
Balance with schedule and non schedule banks:-		
Current Account	18,971,945	22,494,506
Foreign currency account	19,476	34,493
Fixed deposit account	3,047,247	1,132,887
	-	-
	24,142,664	28,719,360

TRADE WINGS LTD

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 17	As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Short-term loans and advances		
Unsecured and considered good:		
Balance with Revenue Authorities	20,448,531	13,738,586
Advance recoverable in cash or in kind	1,619,468	12,332,151
Advance paid to suppliers	8,795,720	8,147,403
Provisions	919,996	-
Prepaid expense	981,370	957,813
Staff advance	1,698,737	1,021,753
Loans and deposits	3,145,139	3,760,908
	-	-
	37,608,961	39,958,614

TRADE WINGS LTD

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

NOTE 18	As At 31/03/2014 Rupees	As At 31/03/2013 Rupees
Other current assets		
Group company balances:	20,391,850	21,836,610
	20,391,850	21,836,610

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

Note 19		YEAR ENDED	YEAR ENDED
		31/03/2014	31/03/2013
		Rupees	Rupees
Revenue from Operations			
	Income from Money Changing Business	12,103,756	16,001,186
	Commission and Agency Service Charges	78,327,556	80,508,886
	Service Charges (Net)	44,825,367	56,679,718
		135,256,679	153,189,790

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

Note 20		YEAR ENDED	YEAR ENDED
		31/03/2014	31/03/2013
		Rupees	Rupees
Other Income			
	Interest earned		
	On Head Office/Inter Branch		
	On Bank Fixed Deposit	204,911	128,121
	On Loan to Subsidiary Co. & Others	7,508,658	7,547,582
	On Income Tax Refund	-	186,623
	Miscellaneous Income	3,507,813	1,097,324
	Rental Income	6,008,602	5,268,167
	Profit or (Loss) from Partnership firm	8,309	(183,121)
	Sundry Credit balance W/Back	3,245,945	1,954,571
	Share of Hotel Profit	8,108,948	6,290,437
	Globe Kitchens LLP	1,575,825	-
	Incentive	6,616,397	-
		36,785,408	22,289,704

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

Note 21		YEAR ENDED	YEAR ENDED
		31/03/2014	31/03/2013
		Rupees	Rupees
Employee benefits expenses			
	Salaries, Wages and Bonus	55,993,607	57,243,938
	Contribution to PF and Other Funds	2,102,250	1,972,936
	Staff Gratuity	287,252	462,014
	Staff Leave Encashment	257,923	186,637
		58,641,032	59,865,525

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

Note 22	YEAR ENDED 31/03/2014 Rupees	YEAR ENDED 31/03/2013 Rupees
Financial expense		
Interest expense:-		
On Bank Loan		
Union Bank of India	5,276,815	5,409,208
Vijaya Bank	8,537,752	8,265,825
National Co-op Bank	2,810,111	2,330,944
On Directors Loan	1,252,485	1,065,894
On Car Loan	515,915	303,581
On Service Tax	759,178	30,410
Total	19,152,256	17,405,862

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

Note 23	YEAR ENDED 31/03/2014 Rupees	YEAR ENDED 31/03/2013 Rupees
Other expenses		
Audit Fees	1,316,784	1,242,251
Rent, Rates, Taxes and Fees	5,296,863	5,736,555
Insurance	1,238,001	1,559,304
Motor Car Expenses	2,544,813	2,690,929
Postage, Telegram, Telephone and telex	5,447,452	6,448,614
Printing and stationery	5,569,689	7,702,224
Electricity & Water Charges	2,735,961	2,925,186
Membership & Subscription	3,859,304	3,181,545
Bank Charges	2,849,742	2,302,299
Legal & Professional Charges	13,226,659	14,897,518
Repairs & Maintenance	10,397,859	12,233,550
Bad loans and advance w/off	-	-
Bad Debts	1,102,561	1,916,723
Other Expenses	32,796,019	31,233,965
	88,381,707	94,070,663

TRADE WINGS LTD
NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

Note 24	YEAR ENDED 31/03/2014 Rupees	YEAR ENDED 31st March, 2012 Rupees
Earning/(loss) per share		
Number of equity Shares of Rs 10each fully paid up at the beginning of the period.	3,000,000	3,000,000
Number of equity Shares of Rs 10each fully paid at the period end	3,000,000	3,000,000
Weighted Average number of Equity shares outstanding during the year	3,000,000	3,000,000
Net Profit for the year	1,242,043	1,362,932
Basic/Diluted Profit Per Share	0.41	0.45
Nominal Value of Equity share	10	10

TRADE WINGS LTD

Cash Flow Statement for the year ended 31st March, 2014

	2013-2014		2012-2013	
	Rupees	Rupees	Rupees	Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES:				
Profit for the year		1,242,037		1,362,933
Adjustment for :				
Depreciation	4,261,619		2,123,331	
Deferred Tax Liability	109,738		(40,128)	
Provision for Tax	600,000		(800,000)	
Loss/(profit) from partnership firm	(8,309)		183,121	
Exchange difference	824,767		1,955,942	
Interest and financial charges	19,152,256		17,405,862	
Interest income	(7,713,569)	17,226,502	(7,862,326)	12,965,801
Operating profit before working capital changes		18,468,539		14,328,734
Adjustments for :				
(increase)/Decrease in Trade Receivables	18,690,673		(2,345,533)	
(Increase)/Decrease in inventories	194,337		6,133,862	
(Increase)/Decrease in Current investments	23,174,596		1,735,911	
(Increase)/Decrease in short term loans and advances	2,349,653			
(Increase)/Decrease in Non Current investments	(100,000)			
(Increase)/Decrease in Other current assets	1,444,760			
(Increase)/Decrease in long term loans and advances	(10,095,188)		(13,152,308)	
Increase/(Decrease) in current liabilities and provisions	(29,410,330)		(9,547,276)	
		6,248,502		(17,175,344)
Cash generated from operations		24,717,041		(2,846,610)
Directs Taxes				
Advance Tax / TDS/FBT paid			(3,099,037)	
Add: Reduction in Provision for Taxes	(600,000)	(600,000)	800,000	(2,299,037)
NET CASH FROM OPERATING ACTIVITIES		24,117,041		(5,145,647)
B CASH FLOW FROM INVESTING ACTIVITIES :				
Deletions/(Additions) to fixed assets, including capital work-in-progress/advances and adjustments for exchange fluctuation	(16,277,394)		(5,793,477)	
Income from investments	8,309		(183,121)	
Interest income	7,713,569		7,862,326	
		(8,555,517)		1,885,728
NET CASH FROM INVESTING ACTIVITIES		(8,555,517)		1,885,728
C CASH FLOW FROM FINANCING ACTIVITIES:				
Reduction in Revaluation Reserve	(161,197)		(161,197)	
Exchange difference	(824,767)		(1,955,941)	
Interest and financial charges paid	(19,152,256)		(17,405,862)	
		(20,138,220)		(19,523,000)
NET CASH USED IN FINANCING ACTIVITIES		(20,138,220)		(19,523,000)
(i) NET CASH FLOWS DURING THE YEAR (A+B+C)		(4,576,696)		(22,782,919)
(ii) Cash and cash equivalents (opening balance)		28,719,360		51,502,279
Cash and cash equivalents (Closing Balance balance)		24,142,664		28,719,360
Total of (i) + (ii)		24,142,664		28,719,360
Balance sheet Amount	Rs.	24,142,664		28,719,360

SANTOSH SHAH & ASSOCIATES
(Formerly known as M/s. Yadav Pujara & Shah)
Chartered Accountants

For Trade Wings Limited

For Trade Wings Limited

Santosh A.Shah
Partner
Membership No.46548
Firm Registration No.121711W
Place: Mumbai
Date: 28th May, 2014

Mr. V.S.Ubhaykar
Managing Director & CEO
(DIN 00221822)

Place: Mumbai
Date: 28th May, 2014

Mr. Rajan N. Dani
Director
(DIN 00221927)

Place: Mumbai
Date: 28th May, 2014

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, 1956 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 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 On written down value method in accordance with section 205 (2) (a) of the Companies Act, 1956, at the rates specified in Schedule XIV of the Companies Act, 1956.
- 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%.

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.

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

		31-03-2014	31-03-2013		
		Rupees.	Rupees		
1	Contingent liabilities in respect of :				
(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	62,07,790/- (Net of amount paid)	62,07,790/- (Net of amount paid)		
(d)	Pending Legal Cases	62,25,000/- (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:				
	Guarantees in favour of	Financial Assistance availed by	Limit sanctioned	Amount outstanding As at	
			Rupees	31-03-2014 Rupees	31-03-2013 Rupees
I	Saraswat Co-Op Bank Ltd	M/s. S. Rose & Co. Ltd. (Merged with M/s. Narayani Hospitality & Academic Institution Pvt. Ltd. Vide Court Scheme Petition No. 565 of 2013 and Company Summons for Direction No. 343 of 2013, dated 22/11/2013)	10,00,000/-	981884/-	988971/-
II	National Co-op. Bank (1148)	Trade Wings Hotels Ltd.	1,35,00,000/-	Nil	5569715/-
III	National Co-op. Bank (1156)	Trade Wings Hotels Ltd.	70,00,000/-	5016333/-	6114003/-
IV	National Co-op. Bank(1149)	M/s.Narayani Associates	1,35,00,000/-	4386960/-	5708999/-
V	Vijaya Bank	Trade Wings Logistics (India) Pvt.Ltd	50,00,000/-	4831847/-	43,50,119/-
VI	National Co-op. Bank (1154)	Trade Wings Hotels Ltd	50,00,000/-	3696052/-	4134469/-
VII	National Co-op. Bank (1151)	Trade Wings Hotels Ltd.	75,00,000/-	5507695/-	5906830/-
VIII	National Co-op. Bank (1153)	M/s.Narayani Associates	75,00,000/-	5384172/-	6144293/-
IV	National Co-op. Bank (1157)	M/s.Narayani Associates	100,00,000/-	7445995/-	8751188/-

X	National Co-op. Bank (1158)	Trade Wings Hotels Ltd	65,00,000/-	5191825/-	6314202/-
XI	National Co-op. Bank (1159)	M/s.Narayani Associates	75,00,000/-	6470725/-	7544384/-
XII	National Co-op. Bank (1163)	M/s.Narayani Associates	90.00.000/-	9005483/-	Nil
XIII	National Co-op. Bank (1164)	Trade Wings Hotels Ltd	1,50,00,000/-	15038836/-	Nil
2	Counter guarantees to Banks in respect of guarantees given by them for payment to Airlines, Railways and Customs.			10210500/-	3112500/-
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/-	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 Schedule XIII – Part II – Section (1) (B) of the Companies Act, 1956.			31-03-2014 Rupees	31-03-2013 Rupees
	To Managing Director/whole time Directors				
	Salary			25,80,012/-	25,80,012/-
	H R A			0	0
	Notes: a. Remuneration to Managing Director/ whole time directors are paid within the limit of Schedule XII of the Companies Act, 1956 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. 10,426,695/- (previous year Rs. 10,426,695/-) The depreciation for the year includes Rs. 161,197/- (Previous year Rs. 161,197/-) 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	Payment to Auditors:		31-03-2014	31-03-2013
	(a)	As Audit Fee	12,49,037/-	11,84,504/-
	(b)	For Tax Audit Fee	25,500/-	25,500/-
	(c)	In any other manner	42,247/-	32,247/-

9	Certain premises have been purchased in the name of a Director of the Company for which suitable indemnity is obtained.			
10	Paragraph 4C 4D (a) (c) & (d) Part II of Schedule VI to the Companies Act, 1956 are not applicable.			
11	Expenditure in foreign currency on account of travelling membership and subscription fees & services rendered by foreign agents & hotels etc.		822305/-	17,03,430/-
12	Earning in Foreign Exchange:			
	(a)	Tickcting and tour arrangements	NIL	NIL

	(b)	Commission & service charges (inclusive of difference in exchange)	NIL	NIL
13	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.			
14	The company has the following investment and loans in the subsidiary companies:			
	Name of subsidiary company	Investment Rupees	Loan Rupees	
	Trade Wings Hotels Limited (TWHL)	99,02,200/-	99,16,694/-	
	Roopsangam Holdings Ltd.	75,00,200/-	NIL	
	The losses of TWHL exceed its paid up capital and free reserves as at 31 st March, 2014. 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.			
15	The Assessment of Income Tax is completed up to Accounting year 2010-2011. The Appeals have been filed by Company and income Tax departments in various years viz. 1988-89, 1997-98, 2004-05, and 2005-06, 2009-10. The demand in respect thereof is indeterminate.			
16	Prior period's income of Rs.Nil/- (pre. year Rs Nil/-) and expenses of Rs.13990/- (previous year Rs.52506/-) are credited/debited under relevant heads.			
17	During the year, the Gratuity Liability and Leave encashment liability have been provided on actuarial basis as certified by approved Actuaries.			
18	Earnings per share is calculated as follows		2013-14	2012-13
a.	Net Profit (Loss) after Tax (Rupees)		12,42,043/-	13,62,932/-
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)		0.41	0.45

19	Description	For the year ended March,2014 Amount in Rupees	For the year ended March, 2013 Amount in Rupees
	Total Segment Revenue		
	• Cargo	15,48,520/-	32,42,526/-
	• Travel Related Services	16,72,47,622/-	17,02,82,397/-
	Less : Inter Segment Revenue		
	• Cargo		0
	• Travel Related Services		0
	Revenue from External Customers		
	• Cargo	15,48,520/-	32,42,526/-
	• Travel Related Services	16,72, 47,622/-	17,02,82,397/-
	Segment Profit/Loss before Interest and Tax		
	• Cargo	(13,36,892/-)	(2,75,096/-)
	• Travel Related Services	2,22,42,428/-	1,98,03,762/-
	Total	2,09,05,536/-	1,95,28,666/-
	Less : Interest	1,91,52,256/-	1,74,05,862/-
	Less : Other Un-allocable Expenditure net of un-allocable income		0
	Total Profit Before Tax	17,53,280/-	21,22,804/-

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 date is onerous.

20. During the year the company has written off sundry debit balance for Rs.62,91,897/- (Previous Year Rs.19,16,723/-), Loans and advance for Rs.Nil/- (Previous year Rs. Nil/-) and written back Rs.32,45,945/- (Previous Year Rs.19,54,571/-) as approved by board of directors. The effect of write off and write back has been shown in the profit and loss account.

21. 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.

22. Fixed assets includes Rs.28,67,096/- 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.

23. Previous year's figures have been regrouped /reclassified where necessary.

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:

a. List of Related Parties and their relationship

Category	Name of the Related Party	Relationship
1.	Narayani Hospitality & Academic Institution Pvt. Ltd. (formerly known as Appease Investment & Finance Pvt.Ltd.)	Holding Company
2.	Roopsangam Holdings Ltd. Trade wings Hotels Ltd.	Subsidiary Companies

3.	Dr.S.P.Mittal and Mr. VinayakUbhaykar	Key Management Personnel
4.	Narayani Associates	Associates and Entities over which TWL is able to exercise significant influence.

b. 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
1.	Interest Paid (Previous Year)			12,52,485/- (10,65,895/-)	Nil Nil
2.	Interest Received (Previous Year)	Nil (35,461/-)	63,47,305/- (44,68,364/-)		11,61,352/- (30,43,757/-)
3.	Remuneration Paid (Previous Year)			25,80,012/- (25,80,012/-)	
4.	Purchase of Fixed Assets (Previous Year)				28,67,096/- (5,83,933/-)
5.	Share of Hotel Profit (Previous Year)		81,08,948/- (62,90,437/-)		
6.	Share of Profit(Global Kitchen) (Previous Year)				15,75,825/- Nil
7.	Sale of Fixed Assets (Previous Year)				3,99,000/- Nil
8.	Amount Received towards Loan				
	Balance as on 31 st March, 2013 (Previous Year)			1,46,93,867/- (2,44,60,487/-)	
	Amount Received during the year (Previous year)			1,45,62,292/- (1,25,65,895/-)	
	Amount Paid during the year (Previous year)			1,06,35,959/- (2,23,32,515/-)	
	Balance as on 31 st March, 2014 *(Previous Year)			1,07,67,534/- (1,46,93,867/-)	
9.	Amount Paid towards Loan				
	Balance as on 31 st March, 2013 (Previous Year)	98,68,596/- (98,40,554/-)	92,71,120/- (1,18,85,077/-)		23623639/- (25224530/-)
	Amount Paid during the year (Previous Year)	20,32,913/- (33,86,322/-)	4,43,96,001/- (3,01,55,712/-)		4823038/- (7785728/-)
	Amount Received during the year (Previous Year)	25,20,895/- (33,58,281/-)	4,37,50,427/- (3,27,69,670/-)		28446677/- (9386640/-)
	Balance as on 31 st March, 2014 *(Previous Year)	93,80,612/- (98,68,595/-)	99,16,694/- (92,71,120/-)		Nil (23623639/-)

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

25. The Company has given corporate guarantee of Rs.10 lakhs to M/s. S.Rose & Co. Ltd. (Merged with M/s. Narayani Hospitality & Academic Institution Pvt. Ltd. Vide Court Scheme Petition No. 565 of 2013 and Company Summons for Direction No. 343 of 2013, dated 22/11/2013) towards Loan taken from Saraswat Co-Op.Bank Ltd.

SIGNATURE TO NOTES

As per our attached Report of even date

For SANTOSH SHAH & ASSOCIATES
(Formerly known as M/s.Yadav Pujara & Shah)
Chartered Accountants

for TRADE WINGS LTD

SANTOSH A.SHAH
Partner
M.No.46548
Firm Registration No. 121711W
Place: Mumbai
Date: 28th May, 2014

Mr.V.S.Ubhayakar
Managing Director & CEO
(DIN 00221822)

Mr.Rajan N Dani
Director
(DIN 00221927)

Place: Mumbai
Date: 28th May, 2014

Place: Mumbai
Date: 28th May, 2014

STATEMENT OF SUBSIDIARY COMPANIES PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

Sr. No.	Particulars	Roopsangam Holdings Limited	Trade Wings Hotels Limited
1	Financial year of the Subsidiary Company	31 st March, 2014	31 st March, 2014
2	Date from which it became subsidiary	22/12/1988	15/04/1989
3.	(a) no of shares held by Trade-Wings Limited (Holding Company) with its nominees in the Subsidiary at the end of the financial year of the Subsidiary	74,996 (Seventy Four Thousand Nine Hundred Ninety Six Only) Equity Shares of Rs. 100/- each fully paid-up	98,996 (Ninety Eight Thousand Nine Hundred Ninety Six Only) Equity Shares of Rs. 100/- each fully paid up & 20 (Twenty) Preference Shares of Rs. 10/- each fully paid up
	(b) Extent of interest of holdings Company at the end of Financial year of the Subsidiary	100.00%	100.00%
4	The net aggregate amount of the Subsidiary's Profit/ (loss) so far as it concern the members holding Company not dealt with in Company's Accounts i) For the Financial year ii) For the Previous Year	 Rs. 18,597/- Rs. 66,139/-	 Rs. 32,87,954/- Rs. 39,00,257/-
5	The net aggregate amount of the Profit/ Loss of the Subsidiary which has been dealt in the account of the Holding Company i) for the financial year ended 31 st March, 2014 ii) For the previous year	 Nil Nil	 Nil Nil
6	Material changes between the end of the financial year of the Subsidiary and the end of holding Company's Financial year	Nil	Nil

TRADE-WINGS LIMITED

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

ATTENDANCE SLIP

Folio no..... DP ID no. Client ID No.....

Name in full.....

I hereby record my presence at the 64th Annual General Meeting of the Company held at Registered Office of the Company at 6, Mascarenhas Building, M. G. Road, Panaji - 403001, Goa on **Tuesday, 30th September, 2014 at 5:00 P.M.**

*Signature of the Member or Proxy

* Please Indicate whether Member or Proxy

1. Please bring the duly filled in Attendance Slip and had it over at the entrance duly signed.
2. Members/Proxy holders are requested to bring their copies of the Annual Report with them to the Annual General Meeting.

(Tear Here)

TRADE-WINGS LIMITED

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

PROXY FORM

Folio no..... DP ID no. Client ID No.....

I/We.....of.....in the District of
.....being members(s) of Trade-Wings Limited, holding..... shares

hereby appoint Mr./ Ms..... of

in the district of or falling him Mr./ Ms.....

of in the district of as my / our proxy to attend and

vote for me / us on my / our behalf at the 64th Annual General Meeting of the Company to be held on

Tuesday, 30th September, 2014 at 5:00 p.m. and at every adjournment thereof.

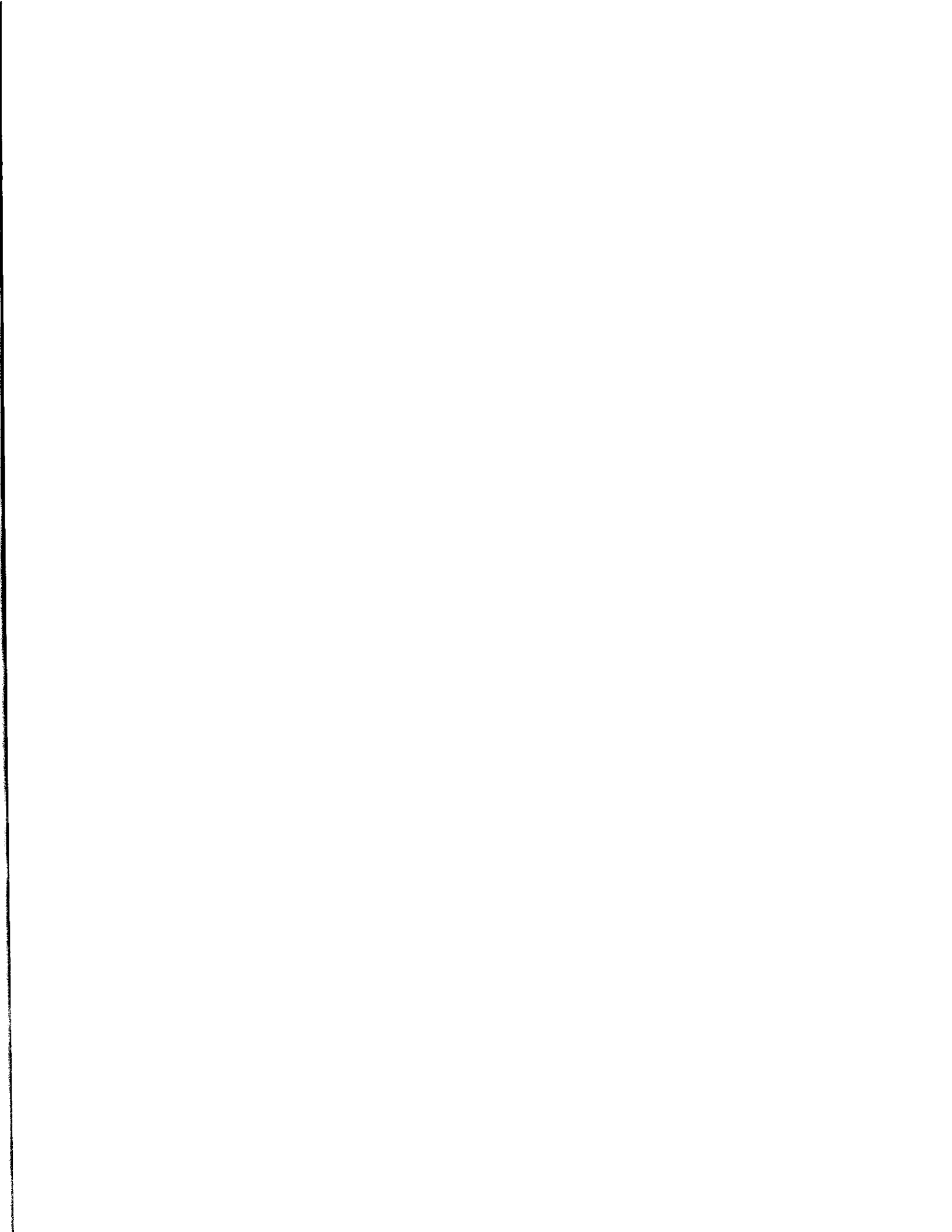
Signed this day of 2014.

Affix a
Revenue
Stamp

Signature

NOTE:

1. The form duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the aforesaid Annual General Meeting.
2. A Proxy need not be a member of the Company.



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