

# 66<sup>th</sup> Annual Report 2015 -16



**Trade-wings**  
LIMITED

**TRADE WINGS LIMITED**  
**CIN: L63040GA1949PLC000168**

**Board of Directors (as on August 12, 2016):**

Dr. Shailendra P. Mittal (DIN: 00221661)	-Chairman & Managing Director
Mr. R. Vaidyanathan (DIN: 02318827)	- Independent Director
Mr. Rajan Dani (DIN: 00221927)	-Independent Director
Mr. A.G. Merchant (DIN: 05228186)	-Independent Director
Mrs. Jacinta Nayagam (DIN: 07557797)	-Additional Non-Executive (Woman) Director

**Chief Financial officer:**

Mr. Vishwanathan Nair (with effect from May 30, 2016)

**Company Secretary and Compliance officer:**

Mr. Siddhant Nimbalkar (with effect from October 1, 2015)

**Registered Office:**

6, Mascarenhas Building, Mahatma Gandhi Road, Panaji, Goa- 403001  
Phone: 0832 2435166

**Corporate Office:**

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

**Statutory Auditors:**

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

**Bankers:**

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

**Registrar & Share Transfer Agent:**

M/s. Bigshare Services Private Limited.  
E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road,  
Sakinaka, Andheri (East), Mumbai - 400072  
Phone: 022 4043 0200

**Website and E-mail id:**

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

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NOTICE OF THE SIXTY SIXTH ANNUAL GENERAL MEETING

To,  
The Members,  
Trade Wings Limited

Notice is hereby given that the **Sixty Sixth Annual General Meeting** of the Shareholders of **Trade Wings Limited** will be held on Friday, September 30, 2016 at 4.00 P.M. at the registered office of the Company at 6, Mascharenhas Building, M.G. Road, Panaji, Goa - 403001 to transact the following business:

**ORDINARY BUSINESS:**

1.
  - a) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of Directors' and the Auditors' thereon.
  - b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Auditors' thereon.
2. To appoint a Director in place of Dr. Shailendra P. Mittal (DIN 00221661), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, the appointment of M/s. Santosh Shah & Associates, Chartered Accountants, (Firm Registration No. 121711W), who were appointed as Statutory Auditors of the Company in the Sixty Fourth Annual General Meeting to hold office for the period of 3 (Three) financial years i.e. until the conclusion of the Sixty Seventh Annual General Meeting, be and is hereby ratified to hold office till the conclusion of the 67<sup>th</sup> Annual General Meeting to be held in the year 2017 and the Board of Directors of the Company be authorized to fix their remuneration at a later date."

4. To appoint Branch Auditors for the financial year 2016-17 and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

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

**SPECIAL BUSINESS:**

5. Appointment of Dr. Shailendra P. Mittal (DIN 00221661), as Chairman and Managing Director of the Company.

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197 and 203 of the Companies, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all the other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactments(s) thereof for the time being in force), provisions of Articles of Association of the Company and subject to the approvals, consents, permissions, sanctions, etc., of the Central Government and all other concerned statutory, regulatory and other authorities, if any, to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which shall include duly authorized committee thereof for the time being in force exercising the powers conferred upon it by the Board), and as per the recommendation of Nomination and remuneration Committee and approved by the Board of Directors, approval of the Members be and is hereby given to designate Dr. Shailendra P. Mittal (DIN: 00221661) as Chairman & Managing Director of the Company, for a period of three years with effect from May 30, 2016 till May 29, 2019 on the terms and condition including remuneration as stated in the Explanatory Statement pursuant to section 102 of the Companies Act, 2013 annexed to this Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of Dr. Shailendra P. Mittal (DIN: 00221661) as the Chairman & Managing Director of the Company, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, benefits, perquisites,

allowances, etc. as specified in the draft agreement as the minimum remuneration subject to compliance with the applicable provisions of Sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act, as amended from time to time, subject to the approval of the Central Government, if and to the extent necessary and applicable, notwithstanding that the same is in excess of the maximum remuneration permitted to be paid to him under the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable and expedient to give effect to this resolution."

6. Appointment of Mrs. Jacinta Bazil Nayagam (DIN: 07557797) as a Non-Executive (Woman) Director of the Company.

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

**"RESOLVED THAT** pursuant to provisions of Section 160 read with Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and other Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mrs. Jacinta Bazil Nayagam (DIN: 07557797), who is not disqualified to become a Director under the Companies Act, 2013 and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a Member proposing her name as a candidate for the office of Director of the Company, be and is hereby appointed as a Non-Executive (Woman) Director on the Board of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution."

7. Determination of fees for delivery of any document through a particular mode of delivery to a member:

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

**"RESOLVED THAT** pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, (including any statutory modifications or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service, provided that such request along with the requisite fees has been duly

received by the Company at least one week in advance of the dispatch of the document by the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable and expedient to give effect to this resolution."

8. To approve the payment of professional fees paid to Ms. Beena Natubhai Barot (DIN: 07326016) as an Additional Non-Independent Non-Executive (Woman) Director of the Company:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the proviso to Section 197(4) and all other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, (including any statutory modifications or re-enactment thereof for the time being in force), subject to the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and Audit Committee and approved by Board of Directors, the approval of the Members be and is hereby accorded for payment of professional fees of Rs. 53,314/- per month paid to Ms. Beena Natubhai Barot (DIN: 07326016) during her tenure as an Additional Non-Independent Non-Executive (Woman) Director of the Company from November 5, 2015 to June 10, 2016.

**RESOLVED FURTHER THAT** the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable and expedient to give effect to this resolution."

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

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

Date: August 12, 2016  
Place: Mumbai

**Registered Office:**  
6, Mascharenhas Building, M.G. Road,  
Panaji, Goa - 403001  
CIN: L63040GA1949PLC000168

**NOTES:**

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

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

2. The Company's Registrar and Transfer Agents are M/s. Bigshare Services Private Limited having their Registered Office at E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (East), Mumbai - 400072.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses as set out above is annexed hereto.
4. Map of venue of the AGM is given after the notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2016 to Friday, the September 30, 2016 (both days inclusive).
6. Members are requested to:
  - (i) send all share transfer lodgements (Physical mode)/correspondence to the Registrar and Share Transfer Agent upto the date of book closure.
  - (ii) write to the Compliance Officer of the Company for their queries or if desirous of obtaining any information, concerning the accounts and operations of the Company, at the Company's Registered Office at least seven days before the date of the Annual General Meeting in order to enable the management to keep the information ready at the meeting.
  - (iii) Quote Registered Folio Number or DP ID/Client ID in all the correspondence.
7. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and sign at the space provided therein and submit the same at the venue of the Meeting. Proxy/Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be.



- Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.
8. 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.
  9. As per the provisions of Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 facility for making nominations is available for shareholders in respect of the physical shares held by them. Form SH 13 for making nomination can be obtained from R&TA. The duly filled in nomination form shall be sent to R&TA at their above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
  10. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/ R&TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.
  11. Members are informed that in case joint holders attend the Meeting, only such joint holder who is higher in the order of names in the Register of Members/Beneficial Holders will be entitled to vote.
  12. Dr. Shailendra P. Mittal (DIN 00221661), Director retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment. Also, he is proposed to be designated as Chairman and Managing Director of the Company. Further, Mrs. Jacinta Bazil Nayagam (DIN: 07557797), is proposed to be appointed as Non-Executive (Woman) Director in the Annual General Meeting. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as mandated under Secretarial Standards - 2, brief resume of the Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting, 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, are annexed hereto. The Directors have furnished the relevant consents, declarations, etc. for their appointment/ reappointment.
  13. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 10.00 a.m. and 12.00 (Noon) on any working day except on Public Holidays, Saturdays & Sundays, upto and including the date of the ensuing Annual General Meeting of the Company.
  14. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are, therefore, requested to kindly bring their copies at the time of attending the Meeting.
  15. As per Sections 101, 136 and other applicable provisions of the Companies Act, 2013, read with the Rules made there under and circulars issued by the Ministry of

Corporate Affairs, Companies can now send various reports, documents, communications, including but not limited to Annual Reports to its members through electronic mode at their registered e-mail addresses. The Company believes in green initiative and is concerned about the environment. Hence, Annual Report including inter alia the Report of the Board of Directors, Auditors' Report, Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Notice of this AGM, instructions for e-voting, attendance slip, proxy form, etc. is being sent by electronic mode to all Members whose addresses are registered with the Company/R&TA/depositories unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the relevant documents are being sent by the permitted mode.

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

**16. Voting through electronic means:**

- A. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members the facility to exercise their right to vote on resolutions proposed to be considered at the Sixty Sixth Annual General Meeting (AGM) by electronic means. The Company has appointed Central Depository Services Limited (CDSL) for facilitating e-voting.
- B. Members are requested to note that the Company is providing facility for remote e-voting and the businesses as given in the notice of 66<sup>th</sup> AGM may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. The members shall note that the facility for voting shall also be provided at the meeting through poll paper and the members (as on cut-off date) attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and his vote, if any, cast at the meeting shall be treated as invalid.
- C. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:
  - (i) The voting period begins on Tuesday, September 27, 2016 at 9.00 a.m. and ends on Thursday, September 29, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 23, 2016 may cast their

vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant 'Trade Wings Limited' on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

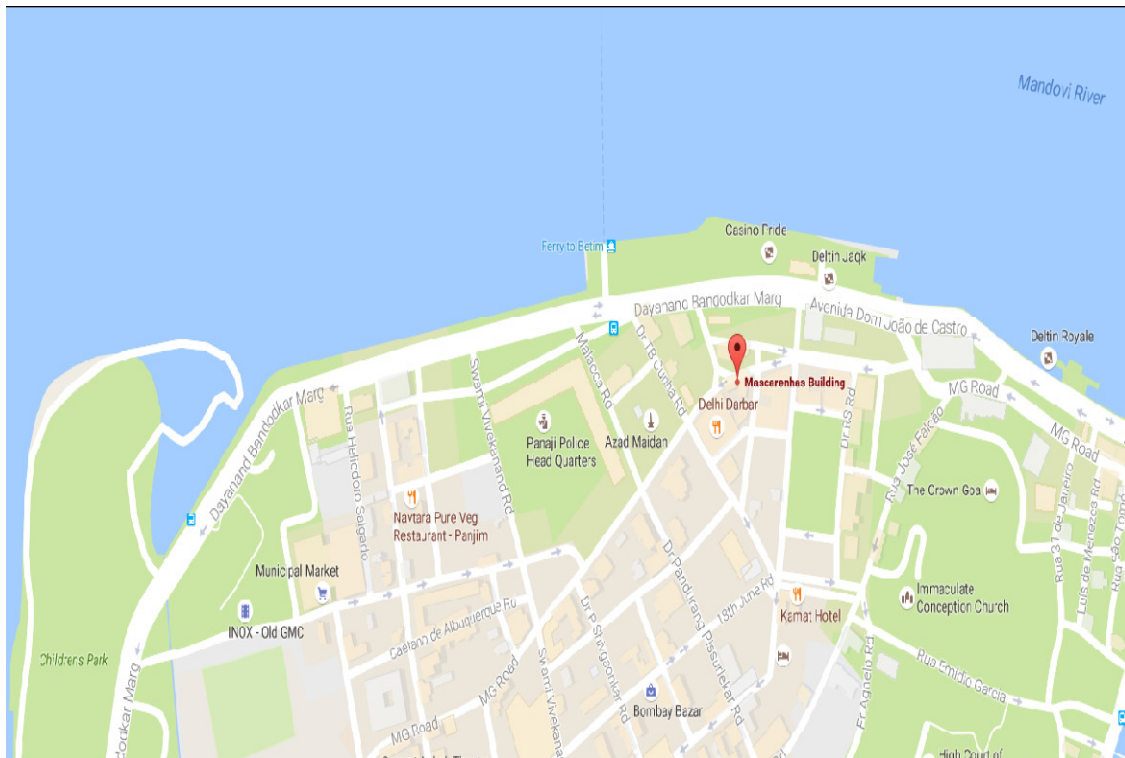
(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

- (i) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
  - (ii) The voting period begins on Tuesday, September 27, 2016 at 9.00 a.m. and ends on Thursday, September 29, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 23, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (iii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- D. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 23, 2016.
- E. Mr. Hemanshu Kapadia (FCS: 3477 and CP 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practising Company Secretaries, Mumbai or failing him Mr. Vipin Mehta (FCS 8587 and CP 9869), Partner of VPP & Associates, Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer by the Board of Directors to scrutinize the e-voting process in a fair and transparent manner.

- F. Voting shall be allowed at the end of discussion on the resolutions on which voting is to be held with the assistance of Scrutiniser, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  
- G. The Scrutinizer(s) shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding two (2) days from the conclusion of the meeting a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
  
- H. The Results declared along with the report of the Scrutiniser's shall be placed on the website of the Company [www.tradewings.in](http://www.tradewings.in) and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to BSE Limited, where the equity shares of the Company are listed.
  
- I. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 66<sup>th</sup> AGM i.e. September 30, 2016.

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



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

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES  
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

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**Item no 5:**

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 by 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 has enabled the Company to achieve the sustained and steady growth during these times.

Dr. Shailendra P. Mittal (DIN: 00221661) has been involved in leading the business of the Company successfully and has been instrumental in achieving substantial growth for the Company as Whole-time Director and CFO of the Company. After the sad demise of Mr. Vinayak Ubhyakar (DIN: 0221822) on May 1, 2016, the Board of Directors in their Meeting held on May 30, 2016, on recommendation of Nomination and Remuneration Committee, have designated him as the Chairman and Managing Director of the Company for a period of three year with effect from May 30, 2016 to May 29, 2019, subject to the approval of the members in the ensuing Annual General Meeting of the Company. Therefore, he ceased to be Whole-time Director and CFO of the Company and acted as Managing Director of the Company w.e.f. May 30, 2016.

Further pursuant to provision of Section 196 of the Companies Act, 2013, the terms and Conditions on basis of which appointment of Dr. Shailendra P. Mittal (DIN: 00221661) as Managing Director is made is provided hereunder.

**1. Tenure:**

The term of Dr. Shailendra P. Mittal (DIN: 00221661) as the Managing Director is for a period of three (3) years with effect from May 30, 2016 till May 29, 2019.

**2. Remuneration:**

**Salary**

Salary up to maximum of Rs 5,00,000/-per month, as may be decided by the Board of Directors or Committee of the Board, if any from time to time.

**Reimbursement of out-of-pocket expenses:**

The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as Managing Director of the Company.



Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Schedule V of the Companies Act, 2013, whichever is lower, unless otherwise determined by the Board of Directors (Which include the Nomination and Remuneration Committee constituted by the Board).

Powers of the Board to decide the remuneration:

The Board of Directors (Which include the Nomination and Remuneration Committee constituted by the Board) has liberty to alter and vary the remuneration and/or agreement subject to the limits specified in schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time or any amendments thereto as may be agreed to between the Board of Directors and Dr. Shailendra P. Mittal (DIN: 00221661).

He shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee/s thereof from the date of his appointment.

**3. Resignation:**

He shall be entitled to resign his office upon giving to the Company Three months notice in writing expiring at the end of any calendar month of his intention to do so.

**4. Termination:**

The Company shall be entitled to terminate the Agreement:

- (a) by giving not less than three months notice in writing to the Managing Director, if in the opinion of the Company's Board of Directors that the Managing Director shall have been incapacitated by reasons of his ill health or accident from performing his duties under this Agreement for a total period of six months continuous or otherwise in the preceding period of 12 months, or
- (b) by not less than one month notice in writing if, in the opinion of Company's Board of Directors, the Managing Director shall have committed any serious breach of the terms of this Agreement or shall have been guilty of causing loss (monetary or otherwise) to the Company or of conduct tending to bring the Company of his position as a Managing Director into disrepute or shall commit any act of insolvency, compound with his creditors generally PROVIDED THAT in any of the aforesaid cases the Company shall be entitled to call upon the Managing Director to cease to act as such forthwith from the date on which such notice as aforesaid is served on him if the Company shall offer to pay to the Managing Director his salary under the Agreement for the period of such notice and shall offer to permit the Managing Director to avail of and enjoy the perquisites or benefits to which he is

entitled under this Agreement for the period of such notice or recompense the Managing Director in terms of money for such benefits or perquisites or partly one partly the other.

**5. Rotational:**

The Managing Director shall not be liable to retire by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation for retirement of Directors.

Further, the details to be mentioned in the notice, as required under Schedule V of the Companies Act, 2013 is as follows:

**General information:**

**1. Nature of Industry:**

The Company is engaged in the business of Travel and Travel related Services.

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

The Company is in operation 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 based on given indicators:**

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

(Amt in Rs.)

Particulars	As on March 31 of				
	2016	2015	2014	2013	2012
Financial Parameters					
Turnover	16,79,07,358	15,65,95,194	14,18,73,076	15,31,89,790	16,04,45,616
Other Income	1,54,55,999	2,12,60,008	3,01,69,011	2,22,89,704	1,81,94,033
Net Profit (as per Profit & Loss Account)	50,47,222	-12,95,796	12,42,043	13,62,932	39,30,167
Net Worth	1.68	-0.43	0.41	0.45	1.31

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 and Managing Director of the Company. Earlier to that he acted as the Chairman, Whole-time Director and CFO 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:**

For the period April 1, 2013 to March 31, 2014, the remuneration paid to Dr. Shailendra P. Mittal (DIN: 00221661) was Rs. 2,00,000/- per month, which was further increased from April 1, 2014 to Rs.2,50,000/- per month.

**3. Recognition/Awards:**

No.

**4. Job Profile and Suitability:**

Dr. Shailendra P. Mittal (DIN: 00221661) possesses the necessary qualifications and expertise to be the Chairman and 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.

Dr. Shailendra P. Mittal (DIN: 00221661) has requisite talent and capacity to handle 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:**

Salary up to maximum of Rs 5,00,000/-per month, as may be decided by the Board of Directors or Committee of the Board, if any from time to time.

**Reimbursement of out-of-pocket expenses:**

The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as Managing Director of the Company.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Schedule V of the Companies Act, 2013, whichever is lower, unless otherwise determined by the Board of Directors (Which include the Nomination and Remuneration Committee constituted by the Board).

**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 P. Mittal (DIN: 00221661), as Chairman and Managing Director, is reasonable and in line with Industry standards applicable in Travel Industry. The comparative figure of the remuneration payable to the Managing Directors of the Companies engaged in Travel Industry is as under:

Name of the Company	Position of Managerial Personnel	Scale of Remuneration (Amount in Rupees)
Thomas Cook (India) Limited	Managing Director	3,62,97,154/- (p.a.)*
Cox & Kings Limited	Whole-Time Director	2,00,01,546/- (p.a.)*

\*The amounts mentioned above have been obtained from the Annual reports sent by the Companies to BSE Ltd. for the financial year 2014-15 and which were available on the website of BSE Ltd.

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

Dr. Shailendra P. Mittal (DIN: 00221661), does not have any other pecuniary relationship, directly or indirectly, with the Company or managerial personnel, except to the extent of the loan given by him to the Company, salary drawn by him as the Chairman and Managing Director 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. Further, he also holds the majority stake in the Holding Company, namely, Narayani Hospitality & Academic Institution Private Limited.

**Other information:**

**1. Reason for loss/inadequate profits:**

The Company has earned profit during the financial year 2015-16 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 Dr. Shailendra P. Mittal (DIN: 00221661) and is in the process of implementing the future plans designed by the Board. The Company has come out of the losses and has earned Profit during the financial year 2015-16.

**3. Expected increase in productivity 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.

Special resolution at Item no. 5 of this Notice seeks the approval of the Members for designating Dr. Shailendra P. Mittal (DIN: 00221661) as the Chairman and Managing Director of the Company for a term of three consecutive years commencing from May 30, 2016 to May 29, 2019 pursuant to Sections 196, 197 and read with rules made there under and all other applicable provisions of the Companies Act, 2013, as amended from time to time. The Board of Directors considers that his continued association with the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends Special Resolution as set out at Item no. 5 of this Notice in relation to designating Dr. Shailendra P. Mittal (DIN: 00221661) as the Chairman and Managing Director for the approval by the Members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company, except Dr. Shailendra P. Mittal (DIN: 00221661), to the extent of loan given by him to the Company, Remuneration drawn by him from the Company and shareholding in the Company as mentioned in point no. 7 above, are concerned or interested in the said Resolution.

**Item no. 6:**

Mrs. Jacinta Bazil Nayagam (DIN: 07557797), has experience of more than a decade in the travel and tourism industry. She has successfully handled the overall responsibility of the travel and allied services, both domestic and international. She has also trained persons in handling of various travel and allied service activities.

Mrs. Jacinta Bazil Nayagam (DIN: 07557797) was appointed as an Additional Non-Executive (Woman) Director on the Board of the Company with effect from July 5, 2016. As per the provisions of Section 161 of the Companies Act, 2013, an Additional Director holds office up to the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting of the Company should be held whichever is earlier. A notice has been received from a member of the Company under Section 160 of the Companies Act, 2013, signifying his intention to propose appointment of Mrs. Jacinta Bazil Nayagam (DIN: 07557797) as a Non-Executive (Woman) Director along with a deposit of Rs.1,00,000/- (Rupees One Lac Only).

In terms of Sections 149, 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under, Mrs. Jacinta Bazil Nayagam (DIN: 07557797), being eligible for appointment as a Director, is proposed to be appointed as Non-executive (Woman) Director of the Company.

Further, the Company has received the following documents from Mrs. Jacinta Bazil Nayagam (DIN: 07557797):

- a) Consent in writing to act as a Director in Form DIR-2 pursuant to sub-section (5) of Section 152 of the Companies Act, 2013.
- b) Letter of intimation in the prescribed form DIR-8 pursuant to Section 164 of the Companies Act, 2013 and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified to become Director under the Companies Act 2013;

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Mrs. Jacinta Bazil Nayagam (DIN: 07557797), as a Non-Executive (Woman) Director on the Board of the Company.

Accordingly, the Board recommends the resolution set forth in Item No. 6 for the approval of members as an Ordinary resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except, Mrs. Jacinta Bazil Nayagam (DIN: 07557797) herself, are concerned or interested, financially or otherwise, in the resolution set out at item no.6 of the accompanying Notice.

**Item No. 7:**

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommend the Ordinary Resolution at item no. 7 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the accompanying Notice.

**Item No. 8:**

Proviso to Section 197(4) of the Companies Act, 2013 permits payment of professional fees to Non-Executive Directors of the Company which also requires approval of the shareholders. Ms. Beena Natubhai Barot (DIN: 07326016) was appointed as an Additional Non-Independent Non-Executive (Woman) Director, by the Board of Directors' w.e.f. November 5, 2015. She has a Diploma in Medical Laboratory Technology and is having more than 20 years experience in the field of Tours and Travel related services.

Considering the experience of Ms. Beena Natubhai Barot (DIN: 07326016) and expertise in professional services provided by her, it was decided that, a certain amount should be paid to her by way of professional fees in order to reward her expertise and professional advices. Accordingly, on the recommendations of the Nomination and Remuneration Committee & Audit Committee and approval by the Board of Directors of the Company it was decided to pay her Rs. 53,314/- per month as professional fees effective from November 5, 2015. However, she could not devote time to the Company and due to her pre-occupation elsewhere, she, resigned from the Board of the Company with effect from June 10, 2016.

Details of professional fees paid to Ms. Beena Natubhai Barot (DIN: 07326016) during the Financial Year 2015-16 is provided in Form MGT-9.

Accordingly, approval of the Members is sought by way of Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of professional fees paid to Ms. Beena Natubhai Barot (DIN: 07326016), as an Additional Non-Independent Non-Executive (Woman) Director of the Company, for the period November 5, 2015 to June 10, 2016, as set out in the Resolution at Item No. 8 of the Notice.

None of the Directors, Key Managerial Personnel or their relatives, are concerned or interested in the Resolution mentioned at Item No. 8 of the notice.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members.

**Annexure to item no. 2, 5, 6 and 8 of the Notice calling the 66<sup>th</sup> Annual General Meeting**

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

Name of the Director	Dr. Shailendra P. Mittal (DIN: 00221661)	Mrs. Jacinta Bazil Nayagam (DIN: 07557797)
Date of Birth	November 24, 1953	March 5, 1964
Age	62 years	52 years
Nationality	Indian	Indian
Date of Appointment on the Board	June 30, 1988	July 5, 2016
Qualification	MBA from Wharton School of Business, PHD and OPM from Harvard University, USA, Industrial Engineering from Mumbai University	H.S.C
Nature of Expertise in specific functional area	Management. Industry: Hotels, Tours and Travels	Tours and Travels
Experience	Expertise in travel and tourism industry. On the Board of the Company for more than 2 decades.	Experience of more than a decade in the travel and tourism industry.
Shareholding in the Company	10719* * of the above, 1079 shares are held as a trustee of Shailendra Mittal Family Trust	Nil
List of Directorship held in other Companies	-Trade Wings Hotels Limited -Narayani Hospitality & Academic Institution Private Limited -Trade Wings Infotech Limited	Nil
Terms and conditions of appointment/re-appointment	As given in Explanatory Statement to Item no.5	As given in Explanatory Statement to Item no.6
Committee Membership	Nil	Nil
Last Remuneration drawn	Rs. 2,50,000/- per month	Nil
Remuneration to be drawn after appointment/re-appointment	Maximum of Rs. 5,00,000/- per month as may be decided from time to time	Nil
Relationship with Directors, Managers or other KMP	He is not related to any other Director or Manager or KMP	She is not related to any other Director or Manager or KMP



Number of Meeting of Board attend during the Year (For F.Y. 2015-16)	16	N.A as appointment was made on July 5, 2016 i.e FY 2016-17
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Name of the Director	<b>Ms. Beena Natubhai Barot (DIN: 07326016)</b>
Date of Birth	July 6, 1964
Age	52 years
Nationality	Indian
Date of Appointment on the Board	November 5, 2015
Qualification	Diploma in Medical Laboratory Technology
Nature of Expertise in specific functional area	Tours and Travel related services
Experience	Experience of more than 20 years in tours and travel service industry.
Shareholding in the Company	Nil
List of Directorship held in other Companies	Nil
Terms and conditions of appointment/re-appointment	As given in Explanatory Statement to Item no.8
Committee Membership	Nil
Last Remuneration drawn	Nil
Remuneration to be drawn after appointment/re-appointment	N.A
Relationship with Directors, Managers or other KMP	She is not related to any other Director or Manager or KMP
Number of Meeting of Board attend during the Year (For F.Y. 2015-16)	5

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

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

Date: August 12, 2016  
Place: Mumbai

**Registered Office:**  
6, Mascharenhas Building, M.G. Road,  
Panaji, Goa - 403001  
CIN: L63040GA1949PLC000168

## DIRECTORS' REPORT

To,  
The Members,  
Trade Wings Limited

The Directors have pleasure in presenting the **Sixty-Sixth Annual Report** of the Company and the Audited Financial Statements for the financial year ended **March 31, 2016**.

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

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

Particulars	(Amount in Rs.)	
	2015-16	2014-15
Total Income	18,33,63,357	17,78,55,202
Total Expenditure	17,97,93,278	18,03,53,295
Profit/ (Loss) before Taxation	3,57,0079	(24,98,093)
Less: Provision for Taxation	(14,77,143)	(12,02,297)
Net Profit/(Loss) after taxation	<b>50,47,222</b>	<b>-12,95,796</b>
Balance carried forward to Balance Sheet	50,47,222	-12,95,796

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

During the year under review your Company has achieved a turnover of Rs. 16,79,07,358/- as compared to turnover of Rs. 15,65,95,194/- of previous year registering increase in turnover by 7.22%. The total expenses of the Company during the reporting period have decreased to Rs. 17,97,93,278/- from Rs. 18,03,53,295/- of the previous year. During the year under review, there was net profit after tax of Rs. 50,47,222/- as compared to loss after tax of Rs. 12,95,796/- during the previous year.

The Company is running on the path of progress and profitability and is constantly making efforts to enter the global market. Your Directors assure to keep the growth momentum in coming years and strive for bright future for your Company.

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

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

**4. Dividend:**

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

**5. Reserves:**

The Company's total Reserves are Rs. 3,76,92,177/- for the year under review as compared to Rs. 3,28,06,152/- for the previous year.

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

Mr. Vinayak S. Ubhayakar (DIN: 00221882), the former Managing Director and CEO of the Company, passed away on May 1, 2016. The Board places on record the immense contribution made by Late Mr. Vinayak S. Ubhayakar (DIN: 00221882), towards the progress of the Company.

In accordance with the requirements of the Companies Act, 2013 and Articles of Association of the Company, Dr. Shailendra P. Mittal (DIN: 00221661), Chairman and Managing Director of the Company, retires at the ensuing Annual General Meeting and being eligible, offers himself, for re-appointment pursuant to provision of Section 152 of the Companies Act, 2013.

Ms. Jyoti G. Gupta (DIN: 07139260), Non-Executive Non-Independent (Woman) Director of the Company, tendered her resignation from the Board with effect from November 5, 2015. The Board accepted her resignation from November 5, 2015. The Board of Directors, on recommendation of Nomination and Remuneration Committee, in their meeting held on November 5, 2015, had appointed Ms. Beena Natubhai Barot (DIN: 07326016) as an Additional Non-Independent Non-Executive (Woman) Director of the Company, whose appointment was subject to approval of members in the ensuing Annual General Meeting. However, she could not devote time to the Company and due to her pre-occupation elsewhere, she, resigned from the Board of the Company with effect from June 10, 2016.

The Board of Directors, on recommendation of Nomination and Remuneration Committee, in their meeting held on September 29, 2015 have appointed Mr. Siddhanth Nimbalkar (PAN: ARFPN2149H) as the Whole time Company Secretary (CS), designated as Compliance Officer of the Company under the Listing Agreement and termed as Whole-time Key Managerial Personnel (KMP) of the Company within the meaning of Section 203 of the Companies Act, 2013 with effect from October 1, 2015.

The Board of Directors, on recommendation of Nomination and Remuneration Committee, in their meeting held on May 30, 2016 have, subject to the approval of the Members, designated Dr. Shailendra P. Mittal (DIN: 00221661) from Whole time Director & CFO to Chairman and Managing Director of the Company for a period of three years w.e.f. May 30, 2016 till May 29, 2019 in place of Late Mr. Vinayak S. Ubhayakar (DIN: 00221882).

Further, on account of change in designation of Dr. Shailendra P. Mittal (DIN: 00221661) from Whole time Director & CFO to Chairman and Managing Director, the post of Chief

Financial Officer was vacated and the Company was required to appoint a Chief Financial Officer pursuant to Section 203 of the Companies Act, 2013. The Board of Directors, on recommendation of Nomination and Remuneration Committee, in their meeting held on May 30, 2016 have appointed Mr. Vishwanathan Nair (PAN: AEXPN2757E) as the Chief Financial Officer (CFO) and designated him as the Key Managerial Personnel of the Company.

Further, the Board of Directors, on recommendation of Nomination and Remuneration Committee, in their meeting held on July 5, 2016 have appointed Mrs. Jacinta Bazil Nayagam (DIN: 07557797) as an Additional Non-Executive (Woman) Director of the Company, whose appointment shall be subject to approval of members in the ensuing Annual General Meeting. The Company has received notice in writing from a Member along with the requisite deposit under section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Jacinta Bazil Nayagam (DIN: 07557797) as Non-Executive (Woman) Director and the Board of Directors recommends her appointment. The Company has also received the relevant declaration from Mrs. Jacinta Bazil Nayagam (DIN: 07557797) that she is not disqualified to become a Director under the Companies Act, 2013.

The Board recommends the appointment of Dr. Shailendra P. Mittal (DIN: 00221661), as Chairman and Managing Director and of Mrs. Jacinta Bazil Nayagam (DIN: 07557797), as Non-Executive (Woman) Director of the Company to the Members.

The Company has received declarations u/s 149(7) of the Companies Act, 2013 from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under the Companies Act, 2013. The Company has also received Disclosure of Interest by Directors as per the provisions of Section 184 of Companies Act, 2013.

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

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

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

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

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

## TRADE-WINGS LIMITED

### SIXTY SIXTH ANNUAL REPORT 2015-2016

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Further, brief resume of the Directors proposed to be appointed/ re-appointed, relevant information, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and the memberships/ chairmanships of Committees of the Board and their shareholding in the Company, as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 have been furnished separately in the Notice convening the 66<sup>th</sup> Annual General Meeting read with the Annexure thereto forming part of this Report.

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

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

Trade Wings Hotels Limited recorded a total income of Rs. 23,21,00,520/- during the financial year 2015-16. The Loss after tax stood at Rs. 6,30,056/- for the financial year ended March 31, 2016.

Roopsangam Holdings Limited (Wholly owned subsidiary of the Company) was amalgamated with Trade-Wings Limited vide amalgamation order dated April 18, 2015 passed by Bombay High Court. The effective date of the scheme of amalgamation was June 4, 2015.

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

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

In accordance with the Companies Act, 2013 and applicable accounting standard, the audited Consolidated Financial Statements of the Company are provided and form part of the Report.

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

#### **8. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report:**

There were no material changes and commitments affecting the financial position of the Company, which occurred between the end of the financial year of the Company i.e. March 31, 2016 and the date of this report.

**9. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:**

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

The Company had filed an application with Goa bench of Bombay High Court for obtaining dispensation in filing Company Scheme Petition in relation to amalgamation of the Wholly Owned Subsidiary Company viz. Roopsangam Holdings Limited with the Company. The Hon'ble High Court has granted the said dispensation vide its order dated January 16, 2015. The final Order for amalgamation in Roopsangam Holdings Limited was passed by Bombay High Court on April 18, 2015. The effective date of the scheme of amalgamation was June 4, 2015.

There were no other orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

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

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

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

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

**11. Auditors and Audit Reports:**

**A) Statutory Auditors:**

At the Annual General Meeting held on September 30, 2014, M/s. Santosh Shah & Associates, Chartered Accountants (Firm Registration No. 121711W), were appointed as Statutory Auditors of the Company for three consecutive financial year i.e. till the financial year 2016-17 who shall hold office till the conclusion of Annual General Meeting to be held for the financial year 2016-17. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. In this regard, the Company has received a certificate from the auditors to the effect that if their appointment is ratified in ensuing Annual General Meeting, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. Accordingly, the ratification of appointment of M/s. Santosh Shah & Associates, Chartered Accountants, as the Statutory Auditors of the Company

## TRADE-WINGS LIMITED

### SIXTY SIXTH ANNUAL REPORT 2015-2016

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for the financial year 2016-17, is recommended to the Members in ensuing Annual General Meeting for their approval.

The Members are requested to ratify the appointment of the Statutory Auditors as aforesaid and fix their remuneration.

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

#### **B) Branch Auditors:**

The Company has its branches in more than 30 cities in India. The members, in the Annual General Meeting of the Company held on September 30, 2015 had authorized the Board of Directors to appoint Branch Auditors and to fix their remuneration. Pursuant to the provisions of Section 143(8) of the Companies Act, 2013, the Board of Directors had appointed Auditors for the purpose of Branch audit.

M./s. Ramesh P. Kunder & Co., Chartered Accountants, Mumbai (Firm Registration No. 116218W), M./s. V.V.Khare & Co., Chartered Accountants, Mumbai (Firm Registration No. 105110W), M/s. M.A. Shah & Co., Chartered Accountants, Mumbai (Firm Registration No. 112630W) and M/s. H.P. Goel & Co., Chartered Accountants, New Delhi (Firm Registration No. 000749N) had been appointed by the Board as the Branch Auditors of the Company for the financial year 2015-16, to audit the various branches of the Company.

The approval of the Members for appointment of Branch Auditors for the financial year 2016-17 and remuneration to be paid to them will also be taken up in the ensuing Annual General Meeting of the Company.

#### **C) Internal Auditors:**

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company had re-constituted Internal Audit Department and Mr. Vishwanathan Nair (PAN: AEXPN2757E), Manager - Accounts, was appointed as the head of Internal Audit Department of the Company.

In the Board meeting held on May 30, 2016, Mr. Vishwanathan Nair (PAN: AEXPN2757E), was appointed as the Chief Financial Officer of the Company, hence, the Board appointed Mr. Arun Gawankar, as the head of Internal Audit Department of the Company with effect from May 30, 2016, in place of Mr. Vishwanathan Nair.

#### **D) Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2015-16 and issue Secretarial Audit Report. Secretarial Audit Report issued by M/s. Hemanshu Kapadia & Associates for the financial year 2015-16 in Form MR-3 forms part of this report and

## TRADE-WINGS LIMITED

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marked as **Annexure -3**. The replies from the Board on the remarks/qualifications of the Secretarial Auditors are as under:

Sr. No.	Remarks/ Qualifications by Secretarial Auditor	Management reply
1.	The Company has appointed a Whole time Company Secretary with effect from October 1, 2015.	The Company was searching for the suitable person to be appointed as whole time Company Secretary of the Company for which it has given advertisement in newspapers. The Company could find a suitable candidate only in September, 2015 and appointed him as whole time Company Secretary w.e.f. October 1, 2015.
2.	The Company could not submit the Limited Review Report for the quarter ended June 30, 2015 to BSE Limited, as required pursuant to Clause 41 (I)(c)(i) of the Listing Agreement.	The Company had submitted the unaudited financial results for the quarter ended June 30, 2015. The Company had complied the same effective from the quarter ended September 30, 2015 and submitted Limited Review Report for all the subsequent quarters.

#### 12. Extract of the Annual Return:

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

#### 13. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

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

#### 14. Details of Committees of the Board:

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

#### 15. Audit Committee Composition:

The Board has an Audit Committee in conformity with the provisions of Section 177 of the Companies Act, 2013 which comprises of three Independent Directors. After the appointment of Mr. Siddhanth Nimbalkar as Company Secretary & Compliance Officer of the Company, he was appointed as secretary of the Committee in place of Mr. Vinayak S. Ubhayakar w.e.f. October 1, 2015. Mr. Vinayak S. Ubhayakar (DIN: 00221882), the former Managing Director of the Company, ceased to be a member of the



## TRADE-WINGS LIMITED

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Audit Committee due to his demise on May 1, 2016 and Mr. A.G. Merchant (DIN 05228186), Independent Director of the Company was appointed as a member in the Audit Committee. The composition of the Audit Committee is as follows:

Name	Designation	Non-Executive/ Independent
Mr. R. Vaidyanathan (DIN: 02318827)	Chairman	Non-Executive, Independent
Mr. Rajan Dani (DIN: 00221927)	Member	Non-Executive, Independent
Mr. A.G. Merchant (DIN 05228186) w.e.f May 30, 2016	Member	Non-Executive, Independent

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

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

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

#### 16. Nomination and Remuneration Committee:

The Board has Nomination and Remuneration Committee in conformity with the provisions of Section 178 of the Companies Act, 2013. The composition of the Nomination and Remuneration Committee is as follows:

Name	Designation	Non-Executive/ Independent
Mr. R. Vaidyanathan (DIN: 02318827)	Chairman	Non-Executive, Independent
Mr. Rajan Dani (DIN: 00221927)	Member	Non-Executive, Independent
Mr. A.G. Merchant (DIN 05228186)	Member	Non-Executive, Independent

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

#### 17. Stakeholders' Relationship Committee:

The Company has always valued its investors and stakeholders. In order to ensure the proper and speedy redressal of shareholders'/investors' complaints, the Stakeholders' Relationship Committee was constituted. The role of the Committee is to consider and resolve securities holders' complaint and to approve/ratify transfer of securities. The constitution and terms of reference of the Stakeholders' Relationship Committee is in conformity with the provisions of Section 179(5) of the Companies Act, 2013.

## TRADE-WINGS LIMITED

### SIXTY SIXTH ANNUAL REPORT 2015-2016

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The Composition of the Stakeholders' Relationship Committee is as follows:

Name	Designation	Non-Executive/Independent
Mr. Rajan Dani (DIN: 00221927)	Chairman	Non-Executive, Independent
Mr. R. Vaidyanathan (DIN: 02318827)	Member	Non-Executive, Independent

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

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

The Company has not received any complaints pertaining to sexual harassment during the financial year 2015-16.

#### 19. Details of establishment of vigil mechanism for directors and employees:

The Vigil Mechanism of the Company provides Directors and Employees to report their concerns and has also taken steps to safeguard any person using this mechanism from victimization and in appropriate and exceptional cases, there is direct access to approach Mr. R. Vaidyanathan (DIN 02318827), Chairman of the Audit Committee. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Chairman of the Audit Committee. The Policy on vigil mechanism may be accessed on the Company's website at the link: <http://www.tradewings.in/downloads/Vigil-Mechanism-Policy.pdf>

#### 20. Number of meetings of the Board of Directors:

The Board of Directors met Sixteen (16) times during the Financial Year 2015-16. The intervening gap between any two meetings was not more than 120 days as prescribed by the Companies Act, 2013.

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

#### 21. Particulars of loans, guarantees or investments under section 186:

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

#### 22. Particulars of contracts or arrangements with related parties:

The Company, during the year, has not entered into any transaction, as specified under section 188(1) of the Companies Act, 2013, with related parties. Accordingly, the disclosure of Related Party Transactions to be provided under section 134(3)(h) of the Companies Act, 2013, in Form AOC - 2 is not applicable.

The related party transactions/disclosures are provided in the standalone financial Statements which form part of this report.

**23. Directors' Responsibility Statement:**

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

- a) In preparation of the annual accounts for the financial year ended March 31, 2016, the applicable accounting standards had been followed and there are no material departures from the same;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit and loss of the Company for the year ended on that date;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively during the financial year ended March 31, 2016; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively during the financial year ended March 31, 2016.

**24. Managerial Remuneration:**

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

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

**25. Risk Management:**

The Company's robust risk management framework identifies and evaluates all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, legal, regulatory, reputational and other risks. The Company recognises that these risks need to be managed and mitigated to protect its shareholders and other stakeholders, to achieve its business objectives and enable sustainable growth. The risk framework is aimed at effectively mitigating the Company's various business and operational risks, through strategic actions. Risk management is integral part of our critical business activities, functions and processes. The risks are reviewed for the change in the nature and extent of the major risks identified since the last assessment. It also provides control measures for risks and future action plans.

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

**26. Corporate Social Responsibility:**

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

**27. Management Discussion and Analysis:**

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

**28. Other Disclosures / Reporting:**

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

- a) Details relating to deposits covered under Chapter V of the Act.
- b) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- d) Details of payment of remuneration or commission to Managing Director or Joint Managing Director of the Company from any of its subsidiaries as the Company as no such payment was made.
- e) Voting rights which are not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is

no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).

**29. Acknowledgements:**

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

**For Trade Wings Limited**

**Sd/-**

**Dr. Shailendra P. Mittal**

**Chairman & Managing Director**

**DIN: 00221661**

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

**Date: August 12, 2016**

**Place: Mumbai**

ANNEXURE- 1

**NOMINATION AND REMUNERATION POLICY**

[Under Section 178 of Companies Act, 2013]

**PREAMBLE**

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of every Listed Company shall constitute the Nomination and Remuneration Committee. The Company had already constituted Remuneration Committee comprising of three Non-executive Independent Directors as required under the Listing Agreement.

In order to align with the provisions of the Companies Act, 2013 and amended Listing Agreement from time to time, the Board of Directors in its meeting held on 12<sup>th</sup> April, 2014 changed the nomenclature of Remuneration Committee as 'Nomination and Remuneration Committee' comprising of three Non-executive Independent Directors as members of the Committee. The members of the Remuneration Committee continue to be the members of the Nomination and Remuneration Committee.

This Committee and the policy are formulated in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto and Clause 49 of the Listing Agreement, if applicable.

**OBJECTIVE**

The Key objectives of the Committee would be:

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

**DEFINITIONS**

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

- 6) **"Nomination and Remuneration Committee"** shall mean a Committee of the Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- 7) **"Policy"** means "Nomination and Remuneration Policy".
- 8) **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-Tax Act, 1961.
- 9) **"Senior Management"** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

### INTERPRETATION

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

### GUIDING PRINCIPLES

This policy ensures that

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

### ROLE OF THE COMMITTEE

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

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

### MEMBERSHIP

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

### CHAIRMAN

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

### FREQUENCY OF MEETINGS

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

### COMMITTEE MEMBERS' INTEREST

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

### VOTING

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

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

#### A. Appointment criteria and qualifications:

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



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

**B. Term/Tenure:**

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

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

- 2) **Independent Director:**

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

**C. Evaluation:**

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

**D. Removal:**

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

**E. Retirement:**

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

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

**A. General:**

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

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

**1) Fixed Pay:**

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

**2) Minimum Remuneration:**

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

**3) Provisions for excess remuneration:**

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

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

**1) Remuneration / Commission:**

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

**2) Sitting Fees:**

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

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

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

**4) Stock Options:**

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

**MINUTES OF COMMITTEE MEETING:**

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

**DEVIATIONS FROM THIS POLICY:**

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

## ANNEXURE -2

## Form AOC-1

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

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

**Part "A": Subsidiaries**

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

Sr. No.	Name of the subsidiary	Trade-Wings Hotels Limited
1.	The date since when subsidiary was acquired	March 30, 1993
2.	Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period	Same as of Trade Wings Limited
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of Foreign Subsidiaries	Not Applicable
4.	Share capital	99,00,200
5.	Reserves & surplus	-14,99,49,014
6.	Total assets	23,02,06,795
7.	Total Liabilities	23,02,06,795
8.	Investments	6,50,100
9.	Turnover	23,08,36,737
10.	Profit before taxation	8,63,107
11.	Provision for taxation	-14,93,163
12.	Profit after taxation	-6,30,056
13.	Proposed Dividend	Nil
14.	Extent of shareholding	100%

**Notes:**

- Names of subsidiaries which are yet to commence operations: **Not Applicable**
- Names of subsidiaries which have been liquidated or sold during the year:  
**Roopsangam Holdings Limited (wholly owned subsidiary company) was amalgamated with Trade-Wings Limited vide amalgamation order dated April 18, 2015 passed by Bombay High Court. The effective date of the scheme of amalgamation is June 4, 2015.**

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

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

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

For Trade Wings Limited

Sd/-

Dr. Shailendra P. Mittal

Chairman & Managing Director

DIN: 00221661

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

Date: August 12, 2016

Place: Mumbai

ANNEXURE - 3

**HEMANSHU KAPADIA & ASSOCIATES**  
**COMPANY SECRETARIES**

Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3  
Lamington Road, Mumbai-400 008  
Tel 6631 0888/6631 4830  
E-mail: [hemanshu@hkacs.com](mailto:hemanshu@hkacs.com)  
Website: [hkacs.com](http://hkacs.com)

Form No. MR-3

**SECRETARIAL AUDIT REPORT**

For the Financial year ended March 31, 2016

*[Pursuant to section 204(1) of the Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel)  
Rules, 2014]*

To,  
The Members,  
**Trade-Wings Limited**  
CIN: L63040GA1949PLC000168  
6, Mascharenhas Building, M. G. Road,  
Panaji, Goa-403001

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 ("the audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance - mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under (including the applicable provisions of Companies Act, 1956 in force during the Audit period);
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and

External Commercial Borrowings (Not Applicable to the Company during the Audit period as there were no Foreign Direct Investments in the Company, Overseas Direct Investments by Company and no External Commercial Borrowings were made by the Company);

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (May 14, 2015);
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (with effect from May 15, 2015);
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit period as the Company has not issued any new Securities);
  - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit period);
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit period as the Company has not issued any Debt instruments/Securities);
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit period as delisting of securities did not take place); and
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit period as the Company has not bought back its securities);
6. The following industry specific laws and regulations, as informed and certified by the Audit Committee of the Company which are specifically applicable to the Company:
  - a. Memorandum of Instructions to Authorised Money Changers (AMCs) issued vide A. P. (DIR Series) Circular No. 43 dated November 12, 2002 as amended from time to time relating to Full Fledge Money Changer business.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the BSE Limited for a period from April 1, 2015 till November 30, 2015 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the period December 1, 2015 to March 31, 2016;

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. *The Company has appointed a Whole time Company Secretary with effect from October 1, 2015.*

2. *The Company could not submit the Limited Review Report for the quarter ended June 30, 2015 to BSE Limited, as required pursuant to Clause 41 (1)(c)(i) of the Listing Agreement.*

**We further report that** the Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

As per the documents submitted to us, the notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in cases where meeting was called at shorter notice), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded. Further, as confirmed by the management, mechanism to capture and record the dissenting members' views as a part of the minutes, exist.

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

**We further report that** during the audit period the Company has passed following resolution through Postal Ballot, results of which was declared on August 25, 2015,

- a) To authorize the Board of Directors of the Company or Committee thereof pursuant to Section 180(1)(a) of the Companies Act, 2013 to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company both present or future for an amount not exceeding the overall borrowing limits prescribed u/s 180 (1)(c) from time to time.
- b) To authorize the Board of Directors of the Company to grant loan or give guarantee or provide security in respect of the loans under section 186 of the Company Act, 2013 for an amount not exceeding Rs.80 crores.

**We further report that** during the audit period there was no instance of

- i. Public/Rights/Preferential issue of shares / debentures/sweat equity.
- ii. Redemption / buy-back of securities.
- iii. Merger /reconstruction.
- iv. Foreign Technical Collaborations.

For Hemanshu Kapadia & Associates,  
Practising Company Secretaries

Sd/-  
Hemanshu Kapadia  
Proprietor  
C.P. No.: 2285  
Membership No.: F3477

Date: August 12, 2016  
Place: Mumbai

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



To,  
The Members,  
**Trade Wings Limited**  
CIN: L63040GA1949PLC000168  
6 Mascharenhas Building, M. G. Road,  
Panaji, Goa-403001

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

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

**For Hemanshu Kapadia & Associates,**  
Practising Company Secretaries

Sd/-  
Hemanshu Kapadia  
Proprietor  
C. P. No. 2285  
Membership No. F3477

Date: August 12, 2016  
Place: Mumbai

ANNEXURE - 4

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on March 31, 2016

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

I REGISTRATION & OTHER DETAILS

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

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No	Name & Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Travel Agency activities	79110	92.88%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

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

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

(i) Category Wise Shareholding :

Category of Shareholders	No. of Shares held at the beginning of the year ( April 1, 2015 )				No. of Shares held at the end of the year (March 31, 2016)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	9640	0	9640	0.32	9640	0	9640	0.32	0
b) Central Govt.or State Govt.	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corporates	2234341	4000	2238341	74.61	2238341	0	2238341	74.61	0
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any Other (Trust)	0	1079	1079	0.04	0	1079	1079	0.04	0
<b>SUB TOTAL (A) (1):</b>	<b>2243981</b>	<b>5079</b>	<b>2249060</b>	<b>74.97</b>	<b>2247981</b>	<b>1079</b>	<b>2249060</b>	<b>74.97</b>	<b>0</b>
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any other...	0	0	0	0.00	0	0	0	0.00	0
<b>SUB TOTAL (A) (2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>Total Shareholding of Promoters (A)= (A)(1)+(A)(2)</b>	<b>2243981</b>	<b>5079</b>	<b>2249060</b>	<b>74.97</b>	<b>2247981</b>	<b>1079</b>	<b>2249060</b>	<b>74.97</b>	<b>0</b>
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
g) FII/S	0	0	0	0.00	0	0	0	0.00	0
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
(2) Non Institutions									
a) Bodies corporates									
i) Indian	3027	619051	622078	20.74	2906	619051	621957	20.73	-0.004
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	29994	63412	93406	3.11	31880	61547	93427	3.11	0.0007
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs	35396	0	35396	1.18	35496	0	35496	1.18	0.0033
c) Others (Specify)									
c-i) Clearing Member	0	0	0	0.00	0	0	0	0.00	0
c-ii) NRI	60	0	60	0.00	60	0	60	0.00	0
c-iii) Director	0	0	0	0.00	0	0	0	0.00	0
c-iv) OCB	0	0	0	0.00	0	0	0	0.00	0
<b>SUB TOTAL (B)(2):</b>	<b>68477</b>	<b>682463</b>	<b>750940</b>	<b>25.03</b>	<b>70342</b>	<b>680598</b>	<b>750940</b>	<b>25.03</b>	<b>0</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>68477</b>	<b>682463</b>	<b>750940</b>	<b>25.03</b>	<b>70342</b>	<b>680598</b>	<b>750940</b>	<b>25.03</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>2312458</b>	<b>687542</b>	<b>3000000</b>	<b>100.00</b>	<b>2318323</b>	<b>681677</b>	<b>3000000</b>	<b>100.00</b>	<b>0.00</b>

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(ii) Shareholding of Promoters

Sl No.	Shareholders Name	Shareholding at the beginning of the year (April 1, 2015)			Shareholding at the end of the year (March 31, 2016)			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Narayani Hospitality & Academic Institution Private Limited	2238341	74.61	0	2238341	74.61	0	0.00
2	Shailendra Parmeshwarji Mittal	9640	0.32	0	9640	0.32	0	0.00
3	Shailendra Mittal Family Trust	1079	0.04	0	1079	0.04	0	0.00
	<b>Total</b>	<b>2249060</b>	<b>74.97</b>	<b>0</b>	<b>2249060</b>	<b>74.97</b>	<b>0</b>	<b>0.00</b>

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

Sl. No.	Name of Promoters	Shareholding at the beginning of the Year (April 1, 2015)		Increase/Decrease in No. of Shares	Cumulative Shareholding during the year (April 1, 2015 to March 31, 2016)	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
<b>1</b>	<b>Narayani Hospitality &amp; Academic Institution Private Limited</b>					
	At the beginning of the year - 01.04.2015	2238341	74.61			
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2016	2238341	74.61	0	2238341	74.61
<b>2</b>	<b>Shailendra Parmeshwarji Mittal</b>					
	At the beginning of the year - 01.04.2015	9640	0.32			
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2016	9640	0.32	0	9640	0.32
<b>3</b>	<b>Shailendra Mittal Family Trust</b>					
	At the beginning of the year - 01.04.2015	1079	0.04			
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2016	1079	0.04	0	1079	0.04

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year (April 1, 2015)		Increase /Decrease in No. of Shares	Cumulative Shareholding during the year (April 1, 2015 to March 31, 2016)	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
<b>1</b>	<b>Benjo Holdings Private Limited</b>					
	At the beginning of the year - 01.04.2015	187736	6.26			
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2016	187736	6.26		187736	6.26
<b>2</b>	<b>Sagarknya Investment and Finance Private Limited</b>					
	At the beginning of the year - 01.04.2015	184525	6.15			
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2016	184525	6.15		184525	6.15
<b>3</b>	<b>Vishwadeep Investment and Finance Private Limited</b>					
	At the beginning of the year - 01.04.2015	181870	6.06			
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2016	181870	6.06		181870	6.06
<b>4</b>	<b>Vishwabharti Holdings Private Limited</b>					
	At the beginning of the year - 01.04.2015	64320	2.14			
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2016	64320	2.14		64320	2.14
<b>5</b>	<b>Urmila Ramgopal Agarwal</b>					
	At the beginning of the year - 01.04.2015	35496	1.18			
	Increase on January 29, 2016			1640	37136	1.24
	At the end of the year - 31.03.2016	37136	1.24		37136	1.24
<b>6</b>	<b>Harsha Jaykant Bhatt</b>					
	At the beginning of the year - 01.04.2015	3000	0.10			
	Decrease on March 31, 2016			-3000	0	0.00
	At the end of the year - 31.03.2016	0	0.00		0	0.00
<b>7</b>	<b>Hemlata Vikas Bhansali</b>					
	At the beginning of the year - 01.04.2015	2812	0.09			
	Increase on November 20, 2015			1500	4312	0.14
	At the end of the year - 31.03.2016	4312	0.14		4312	0.14
<b>8</b>	<b>Kishorilal Mohanlal Bhansali</b>					
	At the beginning of the year - 01.04.2015	2150	0.07			
	Decrease due to transfer on November 20, 2015			-2150	0	0.00
	At the end of the year - 31.03.2016	0	0.00		0	0.00
<b>9</b>	<b>Mahindra Holdings Limited</b>					
	At the beginning of the year - 01.04.2015	2090	0.07			
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2016	2090	0.07		2090	0.07
<b>10</b>	<b>Suresh Mittal</b>					
	At the beginning of the year - 01.04.2015	1720	0.06			
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2016	1720	0.06		1720	0.06

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<b>11</b>	<b>Nainesh Jayant Bhatt</b>					
	At the beginning of the year - 01.04.2015	1000	0.03			
	Increase on March 31, 2016			3000	4000	0.13
	At the end of the year - 31.03.2016	4000	0.13		4000	0.13
<b>12</b>	<b>Rajal Rinesh Bhansali</b>					
	At the beginning of the year - 01.04.2015	894	0.03			
	Increase on November 20, 2015			850	1744	0.06
	At the end of the year - 31.03.2016	1744	0.06		1744	0.06

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

\* Details of the persons who were the Directors & KMP of the Company as on March 31, 2016 have been mentioned.

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the Year (April 1, 2015)		Increase/Decrease in No. of Shares	Cumulative Shareholding during the year (April 1, 2015 to March 31, 2016)	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
<b>1</b>	<b>Vinayak S. Ubhayakar (Managing Director and CEO)</b> * Ceased to be on the Board with effect from May 1, 2016 due to his demise					
	At the beginning of the year - 01.04.2015	0	0.00			
	Increase/decrease during the year	No change during the year				
	At the end of the year - 31.03.2016	0	0		0	0.00
<b>2</b>	<b>Dr. Shailendra P. Mittal (Chairman, WTD and CFO)*</b>					
	At the beginning of the year - 01.04.2015	10719	0.36		0	0.00
	Increase/decrease during the year	No change during the year				
	At the end of the year - 31.03.2016	10719	0.36		10719	0.36
	*Of the above mentioned shares, 1079 shares are held as a Trustee of Shailendra Mittal Family Trust					
<b>3</b>	<b>R. Vaidyanathan (Independent Director)</b>					
	At the beginning of the year - 01.04.2015	0	0.00			
	Increase/decrease during the year	No change during the year				
	At the end of the year - 31.03.2016	0	0		0	0.00
<b>4</b>	<b>Rajan Dani (Independent Director)</b>					
	At the beginning of the year - 01.04.2015	0	0.00			
	Increase/decrease during the year	No change during the year				
	At the end of the year - 31.03.2016	0	0.00		0	0.00
<b>5</b>	<b>A.G. Merchant (Independent Director)</b>					
	At the beginning of the year - 01.04.2015	0	0.00			
	Increase/decrease during the year	No change during the year				
	At the end of the year - 31.03.2016	0	0		0	0.00
<b>6</b>	<b>Beena Barot (Additional Non-Executive Non Independent Director)</b> * Resigned as Additional Non-Executive Non Independent Director with effect from June 10, 2016					
	At the beginning of the year - 01.04.2015	0	0.00			
	Increase/decrease during the year	No change during the year				
	At the end of the year - 31.03.2016	0	0.00		0	0.00
<b>7</b>	<b>Siddhanth Nimbalkar (Company Secretary and Compliance officer)</b>					
	At the beginning of the year - 01.04.2015	0	0.00			
	Increase/decrease during the year	No change during the year				
	At the end of the year - 31.03.2016	0	0.00		0	0.00

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V INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total
<b>Indebtedness at the beginning of the financial year (1.4.2015)</b>				
i) Principal Amount	113516870	18200141	0	131717011
ii) Interest due but not paid	383320	0	0	383320
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>113900190</b>	<b>18200141</b>	<b>0</b>	<b>132100331</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	1171278383	10857609	0	1182135992
Reduction	1182417528	30565347	0	1212982875
<b>Net Change</b>	<b>11139145</b>	<b>19707738</b>	<b>0</b>	<b>30846883</b>
<b>Indebtedness at the end of the financial year (31.3.2016)</b>				
i) Principal Amount	124677857	37907879	0	162585736
ii) Interest due but not paid	361478	0	0	361478
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>125039335</b>	<b>37907879</b>	<b>0</b>	<b>162947214</b>

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Dr. Shailendra P. Mittal (Whole-time Director)	Vinayak S. Ubhayakar (Managing Director)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	3000000	180012	3180012
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	as % of profit	0	0	0
	others (specify)	0	0	0
5	Others, please specify	0	0	0
	<b>Total (A)</b>	<b>3000000</b>	<b>180012</b>	<b>3180012</b>
	<b>Ceiling as per the Act</b>	The remuneration calculated as per Section 197 of the Companies Act, 2013 is inadequate.		

	Remuneration is paid as per Schedule V, Part II, Section II (A) (ii) i.e. upto the limit of Rs. 42,00,000/-
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**B. Remuneration to other directors:**

Sl. No	Particulars of Remuneration	Name of the Directors			Total Amount
		R. Vaidyanathan	Rajan Dani	A.G. Merchant	
1	Independent Directors				
	(a) Fee for attending board/committee meetings	0	0	530000	0
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	<b>Total (1)</b>	0	0	530000	530000
2	Other Non Executive Directors	Name of the Directors			
	(a) Fee for attending board/committee meetings	Jyoti Gupta (upto November 5, 2015)	Beena Barot (w.e.f November 5, 2015)		0
	(b) Commission	0	0		0
	(c) Others (Professional fees)	196000	266570		462570
	<b>Total (2)</b>				462570
	<b>Total (B)=(1+2)</b>				992570
	<b>Total Managerial Remuneration</b>				3180012
	<b>Overall Ceiling as per the Act</b>	No remuneration was paid to the Non-Executive Directors during the financial year 2015-16			

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Dr. Shailendra P. Mittal, CFO	Vinayak S. Ubhayakar, CEO	Siddhanth Nimbalkar, Company Secretary (w.e.f October 1, 2015)	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	3000000	180012	150000	3330012
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	- others, specify	0	0	0	0



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5	Others	0	0	0	0
	<b>Total</b>	<b>3000000</b>	<b>180012</b>	<b>150000</b>	<b>3330012</b>

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

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

ANNEXURE-5

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

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

**A. Energy Conservation:**

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

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

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

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

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

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

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

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

**B. Technology Absorption:**

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

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

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

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

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

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

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

Nil

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

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

Particulars	Amount in Rs.	
	Financial year 2015-16	Financial year 2014-15
Foreign Exchange inflow	Nil	Nil
Foreign Exchange outflow	2,19,560	3,71,693

**For Trade Wings Limited**

Sd/-

**Dr. Shailendra P. Mittal**

Chairman & Managing Director

DIN: 00221661

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

**Date: August 12, 2016**

**Place: Mumbai**

ANNEXURE-6

## DETAILS OF REMUNERATION

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

- i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the percentage increase in remuneration of each Director during the Financial Year 2015-16 are as under:

Sr. No.	Name and Designation	Remuneration (in Rs.)	% Increase in Remuneration in the Financial Year 2015-16	Ratio
1.	Dr. Shailendra P. Mittal* (Chairman, WTD and CFO)	Rs. 30,00,000/-	-	13.53: 1
2.	Mr. Vinayak S. Ubhyayar# (Managing Director and CEO)	Rs. 1,80,012/-	-	0.811: 1
3.	Mr. Rajan Dani (Independent Director)	NIL	NA	NA
4.	Mr. A.G. Merchant (Independent Director)	Rs. 5,30,000/-	NA	2.39:1
5.	Mr. R. Vaidyanathan (Independent Director)	NIL	NA	NA
6.	Ms. Beena Barot^ (Non-Executive Woman Director)	NIL	NA	NA
7.	Mr. Siddhant Nimbalkar (Company Secretary) (w.e.f October 1, 2015)	Rs. 1,50,000/-	NA	NA

Note: The details of the Directors and Key Managerial Personnel of the Company as on March 31, 2016 are been mentioned in the above table.

\* Dr. Shailendra P. Mittal was designated as Chairman and Managing Director w.e.f. May 30, 2016.

# Mr. Vinayak S. Ubhyayar ceased to be Managing Director and CEO, due to his death on May 1, 2016.

^ Ms. Beena Barot resigned as the Non-Executive (Woman) Director of the Company w.e.f June 10, 2016.

- ii. The percentage increase in the median remuneration of employees in the Financial Year:

In the Financial Year 2015-16, there was an increase of 9.03% in the median remuneration of employees.

- iii. The number of permanent employees on the rolls of Company:

There were 187 (including KMP) permanent employees on the rolls of the Company as on March 31, 2016.

- iv. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof:**

Average percentage increase made in the salaries of employees other than the managerial personnel in the Financial Year 2015-16 was 8.14% whereas there was no increase in the remuneration paid to the KMP's or Directors.

- v. **Affirmation that the remuneration is as per the remuneration policy of the company:**

It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

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

The details of top ten employees of the Company:

Sr. No.	1	2
<b>Name</b>	<b>Dr. Shailendra P. Mittal</b>	<b>Mr. Ramnath Prakash</b>
<b>Designation</b>	Chairman and Managing Director	Branch Manager
<b>Remuneration paid</b>	Rs. 2,50,000/- p.m.	Rs. 1,25,320/- p.m.
<b>Nature of employment</b>	Permanent	Permanent
<b>Qualifications and Experience</b>	MBA, PHD, Industrial Engineering, more than 35 years of experience	Diploma, more than 20 years of experience
<b>Date of commencement of employment</b>	June 30, 1988	October 23, 1991
<b>Age</b>	62 years	50 years
<b>Previous Employment</b>	N.A. since he is associated with the Company since its inception	N.A
<b>No. of shares in the Company along with his spouse and dependent children</b>	10719* * of the above, 1079 shares are held as a trustee of Shailendra Mittal Family Trust	Nil
<b>Whether relative of Director or employee</b>	He is a Director himself	No

Sr. No.	3	4
Name	Mr. Ajay Duggal	Mr. Shivesh Samanth
Designation	Branch Manager	Branch Manager
Remuneration paid	Rs. 80,755/- p.m.	Rs. 77,000/- p.m.
Nature of employment	Permanent	Permanent
Qualifications and Experience	Graduate, more than 30 years of experience	B.A, more than 30 years of experience
Date of commencement of employment	February 2, 1981	April 1, 1981
Age	58 years	55 years
Previous Employment	N.A	N.A
No. of shares in the Company along with his spouse and dependent children	Nil	Nil
Whether relative of Director or employee	No	No

Sr. No.	5	6
Name	Mr. Ajay Seth	Mrs. Vilayanur Ravi
Designation	Manager	Regional Manager
Remuneration paid	Rs. 60,683/- p.m.	Rs. 71,000/- p.m.
Nature of employment	Permanent	Permanent
Qualifications and Experience	Graduate, more than 20 years of experience	Post Graduate, She is associated with the Company for more than 5 years
Date of commencement of employment	November 1, 1995	January 1, 2009
Age	49 years	65 years
Previous Employment	India Habitat Centre	N.A
No. of shares in the Company along with his spouse and dependent children	Nil	Nil
Whether relative of Director or employee	No	No

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<b>Sr. No.</b>	<b>7</b>	<b>8</b>
<b>Name</b>	<b>Mr. Velgino Dias</b>	<b>Mr. Hemant Panchal</b>
<b>Designation</b>	Branch Manager	General Manager
<b>Remuneration paid</b>	Rs. 63,000/- p.m.	Rs. 50,772/- p.m.
<b>Nature of employment</b>	Permanent	Permanent
<b>Qualifications and Experience</b>	Post Graduate, more than 20 years of experience	B.Com, more than 20 years of experience
<b>Date of commencement of employment</b>	August 1, 1993	February 28, 2001
<b>Age</b>	48 years	61 years
<b>Previous Employment</b>	N.A	Sita Travels
<b>No. of shares in the Company along with his spouse and dependent children</b>	Nil	Nil
<b>Whether relative of Director or employee</b>	No	No

<b>Sr. No.</b>	<b>9</b>	<b>10</b>
<b>Name</b>	<b>Mr. Yogesh Singh</b>	<b>Mr. Rakesh Sharma</b>
<b>Designation</b>	Branch Manager	Accounts Manager
<b>Remuneration paid</b>	Rs. 58,420/- p.m.	Rs. 58,399/- p.m.
<b>Nature of employment</b>	Permanent	Permanent
<b>Qualifications and Experience</b>	B.Com, more than 10 years of experience	Graduate, more than 20 years of experience
<b>Date of commencement of employment</b>	February 28, 2001	July 20, 1992
<b>Age</b>	42 years	50 years
<b>Previous Employment</b>	Sita Travels	Siddharth Travels
<b>No. of shares in the Company along with his spouse and dependent children</b>	Nil	Nil
<b>Whether relative of Director or employee</b>	No	No

For Trade Wings Limited

Sd/-

**Dr. Shailendra P. Mittal**

Chairman & Managing Director

DIN: 00221661

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

Date: August 12, 2016

Place: Mumbai

ANNEXURE - 7

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and developments:

**Overview:**

The Company is a public limited Company incorporated and domiciled in India and has its registered office at Goa, India and Corporate office in Mumbai. In addition to this, the Company has branches in more than 30 cities in India. The Company has its equity listed on BSE Limited. The Company has been steadily expanding its customer base, infrastructure, and service lines.

The Indian tourism and hospitality industry has emerged as one of the key drivers of growth among the services sector in India. The second-largest sub-segment of the services sector comprising trade, repair services, hotels and restaurants contributed nearly US\$ 295.7 billion or 19.2 per cent to the Gross Domestic Product (GDP) in 2015-16, while growing at 8.9 per cent year-on-year. Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. Tourism is also a potentially large employment generator besides being a significant source of foreign exchange for the country.

The industry is expected to generate 13.45 million jobs across sub-segments such as Restaurants (10.49 million jobs), Hotels (2.3 million jobs) and Travel Agents/Tour Operators (0.66 million).

**Trade Wings Limited: Poised For Growth**

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

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

Travel and travel related services  
Cargo

**Opportunities and Threats:**

**Opportunities:**

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



**Threats:**

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

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

**2. Segment-wise Performance:**

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

1. Cargo
2. Travel Related Services

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

Particulars	Year ended March 31, 2016 (Amt in Rs.)
<b>Total Segment Revenue</b>	
Cargo	11,43,028
Travel Related Services	18,20,90,075
<b>Less: Inter Segment Revenue</b>	
Cargo	0
Travel Related Services	0
<b>Revenue from External Customers</b>	
Cargo	11,43,028
Travel Related Services	18,20,90,075
<b>Segment Profit/Loss before Interest and Tax</b>	
Cargo	-15,04,725
Travel Related Services	2,61,36,857
<b>Total</b>	<b>2,46,32,132</b>
<b>Less: Interest</b>	<b>2,10,62,052</b>
Less: Other un-allocable expenditure net of un-allocable income	0
<b>Total Profit before Tax</b>	<b>35,70,079</b>

**3. Outlook:**

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

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

The Company is well poised to grow in the coming years.

**4. Risks and concerns:**

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

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

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

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

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

The Board and the Audit Committee are responsible for maintaining the risk management framework and internal control processes and policies. The Board assesses and approves its overall risk appetite, monitors the risk exposure and sets the group-wide limits, which are periodically reviewed. The Company's management systems, organizational structures, processes, standards, code of conduct and behaviors together form a system of internal control that governs how it conducts its businesses and manages associated risks.

The effectiveness of the internal control mechanism is reviewed by internal audit team and by the statutory auditors. The Audit Committee of the Board periodically reviews the functioning of the internal audit and the implementation of the recommended measures to improve the internal control mechanism.

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

Particulars	2015-16	2014-15	Change (%)
Revenue from operations	16,79,07,358	15,65,95,194	7.22
Other income (2)	1,54,55,999	2,12,60,008	-27.30
<b>Sub-total (1+2)</b>	<b>18,33,63,357</b>	<b>17,78,55,202</b>	<b>3.10</b>
<b>Total Expenditure</b>	<b>17,97,93,278</b>	<b>18,03,53,295</b>	<b>-0.31</b>
Profit/(Loss) before Tax	35,70,079	(24,98,093)	242.91
<b>Profit/ (Loss) after Tax</b>	<b>50,47,222</b>	<b>(12,95,796)</b>	<b>489.51</b>

The revenues from operations of the Company have grown by more than Rs. 1 crore as compared to the previous financial year. There has been increase of 7.22% in the revenues of the Company from the previous year. The Company was able to reduce the expenses by 0.31% to Rs.17,97,93,278/- from Rs. 18,03,53,295 incurred in the previous year. However, the other income of the Company has reduced drastically by 27.30%. During the current financial year the Company has recorded Profit after tax of Rs. 50,47,222/- as compared to the loss of Rs. 12,95,796 in the previous year. The Company is expected to earn more profits in the coming years.

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

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

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

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

Number of employees: There were 187 employees (including KMP) on the pay roll of the Company as on March 31, 2016.

**Cautionary Statement:**

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

## INDEPENDENT AUDITORS' REPORT

To,

**The Members of  
Trade Wings Limited**

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

We have audited the accompanying financial statements of **M/S TRADE WINGS LIMITED** which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the statement of Profit and Loss Account, the Cash Flow statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

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

Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under section 133 of the Act. This responsibility also includes 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**

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

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

We conducted our audit in accordance with the Standards on Auditing 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 misstatements.

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

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

## Opinion

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

- (a) In the case of Balance Sheet of the State of Affairs of the Company as at 31<sup>st</sup> March 2016;
- (b) In the case of Profit and Loss Account, of the Profit for the year ended on that date.
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## Other Matter

We have not audited the financial statements of 21 branches & 2 divisions included in the financial statements of the Company, whose financial statements reflect total assets of Rs.2165.09 lakhs and total revenues of Rs.1566.36 lakhs for the year ended on that date, as considered in the financial statements. The financial statements of these branches and divisions have been audited by other auditors.

## Report on Other Legal and Regulatory Requirements

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

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

- (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit,
- (b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books; (proper reports adequate for the purpose of our audit have been received from branches and divisions not visited by us).
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the reports received from branches and Divisions not visited by us.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act.
- (e) On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 (2) of the Act

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure-B.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i) The company has disclosed the impact of pending litigations as at March 2016 on its financial positions in its financial statements.
  - ii) The company has made provisions as at 31<sup>st</sup> March, 2016 as required under the applicable law or accounting standards, for material foreseeable losses. If any, on long-term contracts including derivative contracts.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

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

**Sd/-**  
**Santosh A. Shah**  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Mumbai  
Date: 30<sup>th</sup> May, 2016

## ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 10 of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2016)

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1.
  - a) The Company is in the process of maintaining records, showing full particulars, including quantitative details and situation, of its fixed assets.
  - b) The fixed assets are physically verified by the Management according to a phase programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
  - c) The title deeds of the immovable properties, as disclosed in Note 11 on fixed assets to the financial statements are held in the name of the Company, except for land and building having a carrying value of Rs.1,45,914/- as at March 31, 2016.
2.
  - a) The Company's Management has physically verified the stock of foreign currencies/travelers cheques at reasonable intervals. In our opinion, the frequency of verification is reasonable.
  - b) In our opinion, the procedures of physical verification of inventory of foreign currencies followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - c) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
3. The company has granted interest bearing unsecured loans to a subsidiary company covered in registers maintained u/s 189 of Companies Act 2013. The company has taken interest bearing unsecured loans and advance from one Director covered in register maintained u/s 189 of Companies Act 2013.
  - a) No stipulation has been made with regards to repayment of loans given and taken, including receipt and payment of interest, hence we cannot comment on the repayments of the principal amounts.
  - b) No stipulation has been made with regards to repayment of loans given and taken, including receipt and payment of interest, hence we cannot comment on the amount overdue more than Rs. 1 lakh.
  - c) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
4. In our opinion and according to the information and explanation given to us, the company has complied with the provisions of Section 185 and 186 of the Companies Act 2013 in respect of the loans and investments made, and guarantees and security provided by it.
5. The company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75, and 76 of the Act and the rules framed there under to the extent notified.

## ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 10 of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2016)

6. In our opinion and according to the information and explanations given to us, the Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Act.
7. According to the information and explanations given to us, in respect of statutory dues:
  - a) The Company has generally been regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, customs duty, excise duty, cess and other material statutory dues applicable to it with the appropriate authorities.
  - b) There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise Duty, cess and other material statutory dues in arrears as at 31<sup>st</sup> March, 2016 for a period of more than six months from the date they became payable, except  
Service Tax Rs.85,464/- payment in Travel Division;
  - c) As at 31<sup>st</sup> March, 2016, the followings are the particulars of dues on account of Income-Tax, Sales Tax, Service Tax, Wealth Tax, Customs Duty, Excise Duty and Cess that has not been deposited on account of any dispute:

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

8. According to the records of the company examined by us and the information and explanations given to us, we are of the opinion that the company is generally regular in making payment of installments (EMI) to bank, except in few cases. However, the same is paid. The company has not taken any loans from the Government and it has not issued any debentures.
9. In our opinion, and according to the information and explanations given to us, the term loans (Self Liquidating Overdraft) during the year have been applied, on the overall basis, for the purposes for which they were obtained.
10. In our opinion and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed nor reported during the year, nor have we been informed of any such case by the management.
11. The Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. As the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.



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

(Referred to in Paragraph 10 of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2016)

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13. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standards (AS) 18, Related Party disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
14. The Company has not made any preferential allotment of private placement of shares or fully or partly convertible debentures during the year under review. Accordingly the provisions of Clause 3(xiv) of the Order are not applicable to the company.
15. The Company has not entered into any non-cash transactions with its directors or person connected with him. Accordingly, the provision of Clause 3(xv) of the Order is not applicable to the Company.
16. The Company is not required to be registered under Section-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

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

Sd/-  
**SANTOSH A. SHAH**  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Mumbai  
Date: 30<sup>th</sup> May, 2016

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

(Referred to in Paragraph 10(f) of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2016)

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

1. We have audited the internal financial controls over financial reporting of Trade Wings Limited (hereinafter referred to as "the Group") as of March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that dates.

**Managements Responsibility for Internal Financial Controls**

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

**Auditor's Responsibility**

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

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

(Referred to in Paragraph 10(f) of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2016)

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

6. A Group's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A Group's internal financial control over financial reporting includes those policies and procedures that
  - 1) Pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transaction and dispositions of the assets of the company;
  - 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the group; and
  - 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

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

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

### **Opinion**

8. In our opinion, the Company has in all material respect, an adequate internal financial control system over financial reporting and such internal financial control were operating effectively as at 31<sup>st</sup> March, 2016, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountant of India.

**For SANTOSH SHAH & ASSOCIATES**  
Chartered Accountants

Sd/-  
**SANTOSH A. SHAH**  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Mumbai  
Date: 30<sup>th</sup> May, 2016

**TRADE WINGS LTD**

Standalone Balance Sheet As at 31st March, 2016.

	NOTES	STANDALONE	STANDALONE
		As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
<b>(I) EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
a) Share Capital	1	30,000,000	30,000,000
b) Reserves and Surplus	2	37,692,177	32,806,152
<b>(2) Share application money pending allotments</b>			
<b>(3) Non-current Liabilities</b>			
a) Long-term borrowings	3	29,389,591	31,741,593
b) Deferred tax liabilities (Net)	4	-	1,140,650
c) Other long term liabilities	5	37,907,879	18,200,141
d) Long-term provisions	6	3,843,372	4,202,155
<b>(4) Current Liabilities</b>			
a) Short-term borrowings	7	94,401,050	81,106,700
b) Trade Payables	8	98,341,950	97,182,089
c) Other Current liabilities	9	41,518,439	39,858,765
d) Short-term provisions	10	102,643	713,695
		-	-
<b>Total</b>		<b>373,197,101</b>	<b>336,951,940</b>
<b>(II) ASSETS</b>			
<b>(1) Non-current Assets</b>			
<b>a) Fixed Assets</b>			
i) Tangible Assets	11	45,871,109	50,103,344
ii) Intangible Assets		-	-
<b>b) Non-current Investments</b>			
c) Deferred tax assets (Net)	4	914,150	10,631,801
		-	-
<b>(2) Current Assets</b>			
a) Current Investment	13	18,916,637	524,735
b) Inventories	14	14,314,802	9,591,493
c) Trade Receivables	15	221,838,941	193,621,271
d) Cash and cash equivalents	16	16,523,712	20,742,006
e) Short-term loans and Advances	17	37,228,298	34,541,193
f) Other current assets	18	6,957,651	17,196,097
		-	-
<b>Total</b>		<b>373,197,101</b>	<b>336,951,940</b>

Accounting Policies and Notes forming part of accounts

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Santosh Shah & Associates  
Chartered Accountants

For Trade Wings Limited

For Trade Wings Limited For Trade Wings Limited

Sd/-  
Mr. Santosh A. Shah  
Partner  
Membership No.46548  
Firm Registration No.121711W  
Place: Mumbai  
Date: 30th May, 2016

Sd/-  
Dr. Shailendra P. Mittal  
Chairman & Managing Director  
DIN 00221661

Place: Mumbai  
Date: 30th May, 2016

Sd/-  
Mr. Vishwanathan Nair Mr. Siddhanth Nimbalkar  
C.F.O. Company Secretary  
PAN: AEXP2757E Membership No.: A40636

Place: Mumbai Place: Mumbai  
Date: 30th May, 2016 Date: 30th May, 2016

**TRADE WINGS LTD**

Standalone Statement of Profit &amp; Loss for the year ended 31st March, 2016

			STANDALONE	STANDALONE
		NOTES	As At 31-03-2016 Rupees	As At 31/03/2015 Rupees
I	<b>REVENUE</b>			
	Revenue from operations	19	167,907,358	156,595,194
	Other Income	20	15,455,999	21,260,008
	<b>Total Revenue</b>		<b>183,363,357</b>	<b>177,855,202</b>
II	<b>EXPENSES</b>			
	Employee benefits expenses	21	69,278,112	65,635,713
	Financial expenses	22	21,062,052	20,135,656
	Depreciation and amortization expenses	11	6,565,343	10,718,903
	Other expenses	23	82,887,771	83,863,023
	<b>Total of Expense</b>		<b>179,793,278</b>	<b>180,353,295</b>
	<b>Profit before exceptional and extra-ordinary items and tax (I-II)</b>		<b>3,570,079</b>	<b>(2,498,093)</b>
III	<b>Less: Exceptional items</b>			
	Prior period Expenses (Net)		-	-
	<b>Profit before extra-ordinary items and tax (III-IV)</b>		<b>3,570,079</b>	<b>(2,498,093)</b>
IV	<b>Less: Extra-ordinary items</b>			
			-	-
	<b>Profit before tax (V-VI)</b>		<b>3,570,079</b>	<b>(2,498,093)</b>
V	<b>Less: Tax expenses</b>			
	(a) Current tax		-	-
	(b) Deferred tax		2,054,801	881,777
	(c) Tax paid for earlier years		-	-
	(d) Excess Provision		-	600,000
	(e) Others		(577,658)	(279,480)
			1,477,143	1,202,297
VI	<b>Profit/Loss for the period from continuing operations (VII-VIII)</b>		<b>5,047,222</b>	<b>(1,295,796)</b>
VII	<b>Profit/Loss for the period from discontinuing operations</b>		-	-
VIII	<b>Less: Tax expenses of discontinuing operation</b>		-	-
IX	<b>Profit/Loss for the period from discontinuing operations (after tax)</b>		-	-
X	<b>Profit/Loss for the period</b>		<b>5,047,222</b>	<b>(1,295,796)</b>
	<b>Earning per equity share:</b>	24		
	(a) Basic		1.68	(0.43)
	(b) Diluted			
	<b>Balance Carried Forward to Balance Sheet</b>		<b>5,047,222</b>	<b>(1,295,796)</b>

Accounting Policies and Notes forming part of accounts

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 Santosh Shah & Associates  
Chartered Accountants

For Trade Wings Limited

For Trade Wings Limited

For Trade Wings Limited

 Sd/-  
Mr. Santosh A. Shah  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Place: Mumbai  
Date: 30th May, 2016

 Sd/-  
Dr. Shalendra P. Mittal  
Chairman & Managing Director  
DIN 00221661

 Place: Mumbai  
Date: 30th May, 2016

 Sd/-  
Mr. Vishwanathan Nair  
C.F.O.  
PAN: AEXPN2757E

 Place: Mumbai  
Date: 30th May, 2016

 Sd/-  
Mr. Siddhant Nimbalkar  
Company Secretary  
Membership No.: A40636

 Place: Mumbai  
Date: 30th May, 2016

**TRADE WINGS LTD**
**Standalone Cash Flow Statement for the year ended 31st March, 2016**

	2015-16		2014-15	
	Rupees	Rupees	Rupees	Rupees
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Profit for the year		5,047,222		(1,295,796)
Adjustment for :				
Depreciation	6,726,540		10,718,903	
Discontinue operation / Amalgamation of company	(122,919)		(2,933,574)	
Deferred Tax Liability	(2,054,801)		(881,777)	
Provision for Tax	577,658		(320,520)	
Loss/(profit) from partnership firm	(47,577)		(5,290)	
Exchange difference	619,663		330,651	
Interest and financial charges	21,062,052		20,135,656	
Interest income	(3,166,307)	23,594,309	(2,323,378)	24,720,671
<b>Operating profit before working capital changes</b>		<b>28,641,531</b>		<b>23,424,875</b>
Adjustments for :				
(increase)/Decrease in Trade Receivables	(28,217,669)		4,097,033	
(Increase)/Decrease in inventories	(4,723,309)		954,989	
(Increase)/Decrease in Current investments	(18,391,902)		(75,692)	
(Increase)/Decrease in short term loans and advances	(2,687,105)		3,067,767	
(Increase)/Decrease in Non Current investments	-		7,491,700	
(Increase)/Decrease in Other current assets	10,238,447		3,195,753	
(Increase)/Decrease in long term loans and advances	17,355,736		21,202,627	
Increase/(Decrease) in current liabilities and provisions	15,144,050		(25,085,863)	
		(11,281,752)		14,848,314
<b>Cash generated from operations</b>		<b>17,359,779</b>		<b>38,273,189</b>
Add: Reduction in Provision for Taxes	(577,658)	(577,658)	320,520	320,520
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>16,782,121</b>		<b>38,593,709</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Deletions/(Additions) to fixed assets, including capital work-in-progress/advances and adjustments for exchange fluctuation	(2,371,385)		(23,695,531)	
Loans/Advances to other companies	-		-	
Income from investments	47,577		5,290	
Interest income	3,166,307		2,323,378	
		842,499		(21,366,863)
<b>NET CASH FROM INVESTING ACTIVITIES</b>		<b>842,499</b>		<b>(21,366,863)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>				
proceeds from Issuance of share capital				
Reduction in Revaluation Reserve	(161,197)		(161,197)	
Exchange difference	(619,663)		(330,651)	
Interest and financial charges paid	(21,062,053)		(20,135,656)	
		(21,842,913)		(20,627,504)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>(21,842,913)</b>		<b>(20,627,504)</b>
(i) <b>NET CASH FLOWS DURING THE YEAR (A+B+C)</b>		<b>(4,218,293)</b>		<b>(3,400,658)</b>
(ii) Cash and cash equivalents (opening balance)		20,742,005		24,142,663
Cash and cash equivalents (Closing Balance balance)		16,523,712		20,742,005
<b>Total of (i) + (ii)</b>		<b>16,523,712</b>		<b>20,742,005</b>
<b>Balance Sheet Amount Rs.</b>		<b>16,523,712</b>		<b>20,742,005</b>

 Santosh Shah & Associates  
 Chartered Accountants

For Trade Wings Limited

For Trade Wings Limited For Trade Wings Limited

 Sd/-  
 Mr. Santosh A. Shah  
 Partner  
 Membership No. 46548  
 Firm Registration No. 121711W  
 Place: Mumbai  
 Date: 30th May, 2016

 Sd/-  
 Dr. Shalendra P. Mittal  
 Chairman & Managing Director  
 DIN 00221661

 Place: Mumbai  
 Date: 30th May, 2016

 Sd/-  
 Mr. Vishwanathan Nair  
 C.F.O.  
 PAN: AEXPN2757E

 Place: Mumbai  
 Date: 30th May, 2016

 Sd/-  
 Mr. Siddhant Nimbalkar  
 Company Secretary  
 Membership No.: A40636

 Place: Mumbai  
 Date: 30th May, 2016

**TRADE WINGS LTD**

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

NOTE 1 SHARE CAPITAL	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
<b>Share Capital</b>		
Authorised 3000000 equity shares of Rs.10/- each	3,00,00,000	3,00,00,000
200,000 6% Preference Shares of Rs.100/- each (re-classified)	2,00,00,000	2,00,00,000
350,000 6% Preference Shares of Rs. 100/- each (fresh)	3,50,00,000	3,50,00,000
	<b>8,50,00,000</b>	<b>8,50,00,000</b>
<b>Issued, Subscribed and paid up</b>		
Issued, Subscribed and paid up 3000000 equity shares of Rs. 10/- each Fully Paid	3,00,00,000	3,00,00,000
* NOTE: Of the above, 9000 Equity shares are allotted to vendors as fully paid-up pursuant to a Contract without payment received in cash.		
	<b>3,00,00,000</b>	<b>3,00,00,000</b>

DETAILS OF SHARE HOLDERS, HOLDING MORE THAN 5% SHARES IN THE COMPANY	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
<b>Equity shares of Rs. 10 each fully paid</b>		
<b>Narayani Hospitality &amp; Academic Institution Pvt. Ltd.</b> (formerly known as Appease Investments & Finance Pvt. Ltd.)		
No. of Shares	22,34,341	22,34,341
% Holding	74.48%	74.48%
<b>Benjo Holdings Pvt. Ltd.</b>		
No. of Shares	1,87,736	1,87,736
% Holding	6.26%	6.26%
<b>Sagarjanya Inv. &amp; Finance Pvt. Ltd</b>		
No. of Shares	1,84,525	1,84,525
% Holding	6.15%	6.15%
<b>Vishwadeep Inv. &amp; Finance Pvt. Ltd</b>		
No. of Shares	1,81,870	1,81,870
% Holding	6.06%	6.06%

<b>NOTE 2 RESERVE AND SURPLUS</b>	<b>As At 31/03/2016 Rupees</b>	<b>As At 31/03/2015 Rupees</b>
<b>Capital Reserve:-</b>		
Opening balance	6,13,337	6,13,337
Add:- Addition during the year	-	-
Less:- Deduction during the year	-	-
	<b>6,13,337</b>	<b>6,13,337</b>
<b>Revaluation Reserve</b>		
Opening balance	57,51,982	59,13,179
Add:- Addition during the year	-	-
Less:- Deduction during the year	(1,61,197)	(1,61,197)
	<b>55,90,785</b>	<b>57,51,982</b>
<b>General Reserve</b>		
Opening balance	21,77,804	21,77,804
Add:- Addition during the year	-	-
Less:- Deduction during the year	-	-
	<b>21,77,804</b>	<b>21,77,804</b>
<b>Other Reserve:-</b>		
<b>Profit and Loss A/c:-</b>		
Opening Balance	2,42,63,029	2,84,92,398
Add:- Profit/Loss during the year	50,47,222	(12,95,796)
Less:- Loss from amalgamated company	-	29,33,573
	<b>2,93,10,251</b>	<b>2,42,63,029</b>
	<b>3,76,92,177</b>	<b>3,28,06,152</b>



<b>NOTE 3 NON-CURRENT LIABILITIES</b>	<b>As At 31/03/2016 Rupees</b>	<b>As At 31/03/2015 Rupees</b>
<b>Long-Term Borrowings</b>		
Term loan from National Co-operative Bank Ltd - 1162	1,14,53,247	1,22,06,149
Add: Interest accrued and due	1,32,438	1,40,834
Less: Repayable within 1 year	10,53,597	10,58,062
(Refer Note 1 below)	<b>1,05,32,088</b>	<b>1,12,88,921</b>
Term loan from National Co-operative Bank Ltd - 1167	85,74,496	90,99,071
Add: Interest accrued and due	99,147	1,04,876
Less: Repayable within 1 year	5,82,756	7,91,126
(Refer Note 2 below)	<b>80,90,887</b>	<b>84,12,821</b>
Term loan from National Co-operative Bank Ltd - 1165	1,12,21,708	1,19,18,151
Add: Interest accrued and due	1,29,893	1,37,610
Less: Repayable within 1 year	7,80,411	7,57,265
(Refer Note 3 below)	<b>1,05,71,190</b>	<b>1,12,98,496</b>
Tata Capital Finance Services Ltd.	4,18,694	13,20,651
Less: Repayable within 1 year	4,18,694	9,01,957
(Refer Note 4 below)	<b>-</b>	<b>4,18,694</b>
Car loan	3,22,661	4,47,647
Less: Repayable within 1 year	1,27,235	1,24,986
(Refer Note 4 below)	<b>1,95,426</b>	<b>3,22,661</b>
	<b>2,93,89,591</b>	<b>3,17,41,593</b>

(1) Self Liquidating Additional ODI from National Co-operative Bank secured by the extension of registered mortgage of leased property of 305 sq.mts. Located on the 1st floor of the premises Bhogilal Building, K Dubash Marg, Kalaghoda, Mumbai inclusive and personal guarantee of Dr. S P Mittal.  
Rate of Interest -The Company's borrowings from banks are at an effective weighted average rate of 13.50%p.a .(previous year 13.50%) as per sanction letter no. NCB/NPBR/ /2013-14, dt. 03rd October, 2013.

(2) Self Liquidating Additional ODI from National Co-operative Bank secured by the extension of registered mortgage of leased property of an area admeasuring 3284 sq.ft. including common area of toilet block and entry hall of 282 sq.ft. on 1st flr of the Bhogilal H. Bldg., 18/20, K.Dubash Marg, Kalaghoda, Fort, Mumbai - 23 and personal guarantee of Dr. S P Mittal.  
Rate of Interest -The Company's borrowings from banks are at an effective weighted average rate of 13.50%p.a .(previous year 13.50%) as per sanction letter no. NCB/HO/Loan/9/2014-15/ /2013-14, dt. 31st May, 2014.

(3) Self Liquidating Additional ODI from National Co-operative Bank secured by the extension of registered mortgage of leased property of an area admeasuring 3284 sq.ft. including common area of toilet block and entry hall of 282 sq.ft. on 1st flr of the Bhogilal H. Bldg., 18/20, K.Dubash Marg, Kalaghoda, Fort, Mumbai - 23 and personal guarantee of Dr. S P Mittal.  
Rate of Interest -The Company's borrowings from banks are at an effective weighted average rate of 13.50%p.a .(previous year 13.50%) as per sanction letter no. NCB/HO/Board/12/2013-14, dt. 31st May, 2014.

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

(5) 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.

<b>NOTE 4 NON-CURRENT LIABILITIES</b>	<b>As At 31/03/2016 Rupees</b>	<b>As At 31/03/2015 Rupees</b>
<b>Deferred tax Liabilities/Asset</b>		
Deferred tax Assets	11,33,372	13,84,556
Less:- Deferred tax Liability	(2,19,222)	(2,43,906)
	<b>9,14,150</b>	<b>11,40,650</b>

<b>NOTE 5 NON-CURRENT LIABILITIES</b>	<b>As At 31/03/2016 Rupees</b>	<b>As At 31/03/2015 Rupees</b>
<b>Other long-term liabilities</b>		
Directors & Others	3,79,07,879	1,82,00,141
	<b>3,79,07,879</b>	<b>1,82,00,141</b>

<b>NOTE 6 NON-CURRENT LIABILITIES</b>	<b>As At 31/03/2016 Rupees</b>	<b>As At 31/03/2015 Rupees</b>
<b>Other Long-Term Provisions</b>		
Provision for employee benefits		
Gratuity (Non Current Liability)	35,71,836	38,61,151
Leave Encashment (Non Current Liability)	2,71,536	3,41,004
	<b>38,43,372</b>	<b>42,02,155</b>

NOTE 7 SHORT TERM BORROWINGS	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
<b>Secured:-</b>		
Cash Credit Facilities		
(a) From Bank		3,05,08,423
Union Bank Of India (Refer Note 1 below)	3,18,53,389	4,80,16,777
Vijaya Bank (Refer Note 2 below)	6,08,33,661	
<b>Loans and advances from related parties</b>		25,81,500
(b) Deposits	17,14,000	
	<b>9,44,01,050</b>	<b>8,11,66,700</b>

(1) Cash Credit facility from Union Bank of India is secured by hypothecation of book debts and stock of foreign currencies and encashed travellers' cheques present and future, and guaranteed by some of the Directors of the Company. In addition, the Company has undertaken to create charge in favour of Banks on immovable property at Flat No. 12-B, bldg 91, Pacharatna Society, Thane, Flat No. 12-B, bldg no.53, Sevakunj Society, Thane and Unit No.6, Surya Vihar, Dundahera, Gurgaon, Delhi.  
Rate of interest - The company's borrowings from banks are at floating rate of BR + 3.75% subject to change time to time as per the sanction letter No. MSM.ADV 1367/14, dated 08th October, 2014.

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

(2ai) Adhoc limit from Vijaya Bank vide sanctioned letter no. MRO/GML/CC/190/2015-16, Dt. 24/11/2015, with same Terms & Conditions.  
(2b) Shop No. 9, First Floor, "Manoram Arcade" at Vakilwadi, Nashik land bearing survey No. 609/A/2B, Municipal No. 430-J-1, admeasuring about 362.04 sq.mtrs.

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

(2d) Shop No. 12/13, first floor, "Manoram Arcade" S.No. 609/A/2B off. M.G.Road, opp. Sharda Sankul & Nilesh Dry Fruits, Vakilwadi, Nashik.  
Rate of interest - The company's borrowings from banks are at floating rate of BR + 3.80% subject to change time to time as per the sanction letter No. MRO/GM/CC/310/2014-15, dated 24th March, 2015.

NOTE 8 TRADE PAYABLES	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
Trade Payables	9,83,41,950	9,71,82,089
	<b>9,83,41,950</b>	<b>9,71,82,089</b>

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

<b>NOTE 9 OTHER CURRENT LIABILITIES</b>	<b>As At 31/03/2016 Rupees</b>	<b>As At 31/03/2015 Rupees</b>
<b>Other payables:-</b>		
Current-liabilities	3,59,83,649	3,59,53,378
Group company balances	16,61,150	-
Statutory liabilities	38,73,640	39,05,387
	<b>4,15,18,439</b>	<b>3,98,58,765</b>

<b>NOTE 10 SHORT TERM PROVISIONS</b>	<b>As At 31/03/2016 Rupees</b>	<b>As At 31/03/2015 Rupees</b>
<b>Other provisions</b>		
For Taxation	1,02,643	7,13,695
	<b>1,02,643</b>	<b>7,13,695</b>

<b>NOTE 11 TANGIBLE ASSETS</b>	<b>As At 31/03/2016 Rupees</b>	<b>As At 31/03/2015 Rupees</b>
<b>Non-current Assets</b>		
Fixed Assets		
As on 31st March, 2016	4,58,71,109	5,01,03,344
	<b>4,58,71,109</b>	<b>5,01,03,344</b>

**TRADE WINGS LTD.**  
**NOTE 11**  
**FIXED ASSETS (2015-16)**

Particulars	As on 01.04.2015		GROSS BLOCK			DEPRECIATION				NET BLOCK		
	Rs.	As on 01.04.2015	Additions for the Year		As on 31.03.2016	Depreciation on Additions	For the Year	Deductions for the year		Depreciation as on 31.03.2016	As on 31.03.2016	As on 31.03.2015
			Purchase	Transfer				Sale	Adjustment			
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Office Premises	61585647	208425	0	61794072	2503	1862246	0	0	25211249	36582823	38239146	
Office Equipment	17435139	2162960	0	19598099	419322	3293315	25079	0	13054745	6543354	8067952	
Vehicles	11348571	0	0	11348571	0	1149154	0	97840	8603639	2744932	3796246	
	<b>90369357</b>	<b>2371385</b>	<b>0</b>	<b>92740742</b>	<b>421825</b>	<b>6304715</b>	<b>0</b>	<b>122919</b>	<b>46869633</b>	<b>45871109</b>	<b>50103344</b>	
Less: Revaluation reserve	0	0	0	0	0	161197	0	0	0	0	0	
	<b>90369357</b>	<b>2371385</b>	<b>0</b>	<b>92740742</b>	<b>421825</b>	<b>6143518</b>	<b>0</b>	<b>122919</b>	<b>46869633</b>	<b>45871109</b>	<b>50103344</b>	
Previous Year	<b>66673826</b>	<b>23695531</b>		<b>90369357</b>	<b>0</b>	<b>7349922</b>		<b>3368981</b>	<b>40266016</b>	<b>50103344</b>	<b>37287913</b>	

<b>NOTE 12</b>	<b>As At</b>	<b>As At</b>
<b>NON-CURRENT INVESTMENTS</b>	<b>31/03/2016</b>	<b>31/03/2015</b>
	<b>Rupees</b>	<b>Rupees</b>
Investment in Property		
<b>Investments in Equity Instruments</b>		
(b) Trade wing (Calcutta) pvt Ltd (250 ordinary shares of Rs. 100 each)	25,000	25,000
Less:- Provision for Dimulution in value	(24,999)	(24,999)
(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)	99,00,200	99,00,200
(e) National Co. Op. Bank (49000 Shares of Rs. 10 each)	5,21,000	5,21,000
(f) Drishti Lifestyles Ltd. (Rs.110 shares of Rs.100/- each)	11,000	11,000
(g) Videocon Limited	7,500	7,500
<b>Investments in Preference shares</b>		
(b) Trade wing Tours Ltd (20 13.50% Redeemable cumulative Preference Shares of Rs.100/- each.)	2,000	2,000
<b>Investments in Government securities</b>		
N.S.C of Rs. 5,000/- deposited with Customs Authorities.	15,000	15,000
<b>Investments in Partnership firms</b>		
(a) Narayani Associates capital account	75,000	75,000
Global Kitchens LLP	1,00,000	1,00,000
	<b>1,06,31,801</b>	<b>1,06,31,801</b>
<b>Name of the Partnership Firm</b>	<b>Narayani Associates</b>	<b>Narayani Associates</b>
<b>Details of Partners</b>	<b>% of Profit/Loss</b>	<b>% of Profit/Loss</b>
Trade wings Ltd	20	15
Narayani Hospitality & Academic Institution	80	80
Dr Shailendra P Mittal	-	5
	<b>Global Kitchens LLP</b>	<b>Global Kitchens LLP</b>
Narayani Hospitality & Academic Institution	80	80
Trade Wings Limited	15	15
Dr. S.P.Mittal	5	5

NOTE 13 CURRENT INVESTMENTS	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
Investments in Debentures or bonds	-	1,78,823
Investments in Partnership firms (Narayani Asso.)	-	3,45,912
Investments in Partnership firms (Global Kitchen LLP)	1,89,16,637	
Other Non Current Investment		
	1,89,16,637	5,24,735

NOTE 14 INVENTORIES	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
(As Taken, Valued and certified by the management)		
Finished goods	1,43,14,802	95,91,493
Stock-in-trade		
	1,43,14,802	95,91,493

NOTE 15 TRADE RECEIVABLES	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
Unsecured and considered good:-		1,43,46,823
Outstanding for more than 6 months	3,22,64,600	14,19,46,584
Others	14,15,20,973	-
	(1,12,449)	(1,12,449)
Less:- Provision for Doubtful Debts		
Add: Debts due by Directors or other officer of company or firms or private co's in which any director is a partner or director or member.	4,81,65,817	3,74,40,313
	22,18,38,941	19,36,21,271

<b>NOTE 16</b>	<b>As At</b>	<b>As At</b>
<b>CASH AND CASH EQUIVALENTS</b>	<b>31/03/2016</b>	<b>31/03/2015</b>
	<b>Rupees</b>	<b>Rupees</b>
Cash in hand	43,38,718	16,96,000
<b>Balance with schedule and non schedule banks:-</b>		
Current Account	1,07,20,451	1,24,88,718
Foreign currency account	12,999	12,999
Fixed deposit account	14,51,544	65,44,289
	<b>1,65,23,712</b>	<b>2,07,42,006</b>

<b>NOTE 17</b>	<b>As At</b>	<b>As At</b>
<b>SHORT TERM LOANS AND ADVANCES</b>	<b>31/03/2016</b>	<b>31/03/2015</b>
	<b>Rupees</b>	<b>Rupees</b>
<b>Unsecured and considered good:</b>		
Balance with Revenue Authorities	2,16,20,834	1,94,33,068
Advance recoverable in cash or in kind	15,34,074	12,37,467
Debit Balance in A/c Payable	90,45,085	83,56,183
Provisions	-	2,71,817
Prepaid expense	2,83,885	6,67,196
Staff advance	7,12,118	17,94,859
Others	1,07,970	1,02,610
Loans and deposits	39,24,332	26,77,993
	<b>3,72,28,298</b>	<b>3,45,41,193</b>

<b>NOTE 18</b>	<b>As At</b>	<b>As At</b>
<b>OTHER CURRENT ASSETS</b>	<b>31/03/2016</b>	<b>31/03/2015</b>
	<b>Rupees</b>	<b>Rupees</b>
Group company balances:	69,57,651	1,71,96,097
	<b>69,57,651</b>	<b>1,71,96,097</b>



NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

<b>NOTE 19</b>	<b>As At</b>	<b>As At</b>
<b>REVENUE FROM OPERATIONS</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
	<b>Rupees</b>	<b>Rupees</b>
Income from Money Changing Business	1,19,48,838	2,60,13,090
Commission and Agency Service Charges	10,54,92,876	7,96,88,255
Service Charges (Net)	5,04,65,644	5,08,93,849
	<b>16,79,07,358</b>	<b>15,65,95,194</b>

<b>NOTE 20</b>	<b>As At</b>	<b>As At</b>
<b>OTHER INCOME</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
	<b>Rupees</b>	<b>Rupees</b>
<b>Interest earned</b>	-	5,75,901
On Bank Fixed Deposit	1,26,373	12,49,739
On Loan to Subsidiary Co. & Others	21,53,455	4,97,738
On Income Tax Refund	8,86,479	88,78,369
Miscellaneous Income	25,76,136	56,87,003
Rental Income	46,15,096	1,916
Other Commission	1,28,498	8,760
Incentives on Card Sale	9,10,843	-
Insurance Commission	99,308	5,290
Profit or (Loss) from Narayani Associates	47,577	5,73,312
Sundry Credit balance W/Back	1,30,254	37,81,980
Share of Profit from Globle Kitchens LLP	37,81,980	-
	<b>1,54,55,999</b>	<b>2,12,60,008</b>

<b>NOTE 21</b>	<b>As At</b>	<b>As At</b>
<b>EMPLOYEE BENEFITS EXPENSES</b>	<b>31-03-2016</b>	<b>31-03-2015</b>
	<b>Rupees</b>	<b>Rupees</b>
Salaries, Wages and Bonus	6,64,27,019	6,17,70,447
Contribution to PF and Other Funds	20,09,039	21,35,092
Staff Gratuity	5,12,452	14,59,928
Staff Leave Encashment	3,29,602	2,70,246
	<b>6,92,78,112</b>	<b>6,56,35,713</b>

<b>NOTE 22</b>	<b>As At</b>	<b>As At</b>
<b>FINANCIAL EXPENSES</b>	<b>31-03-2016</b>	<b>31/03/2015</b>
	<b>Rupees</b>	<b>Rupees</b>
<b>Interest expense:-</b>		
On Bank Loan		
Union Bank of India	4,518,716	4,131,763
Vijaya Bank	8,673,727	9,335,938
National Co-op Bank	4,503,237	4,940,795
On Narayani Associates	-	133,024
On Directors Loan	3,284,635	1,267,816
On Car Loan	57,255	326,320
On Service Tax	24,482	-
	-	-
<b>Total</b>	<b>21,062,052</b>	<b>20,135,656</b>

<b>NOTE 23</b>	<b>As At</b>	<b>As At</b>
<b>OTHER EXPENSES</b>	<b>31-03-2016</b>	<b>31/03/2015</b>
	<b>Rupees</b>	<b>Rupees</b>
Audit Fees	1,106,397	1,201,036
Rent, Rates, Taxes and Fees	3,743,343	4,850,877
Insurance	1,124,861	969,775
Motor Car Expenses	2,567,182	2,229,233
Postage, Telegram, Telephone and telex	5,696,109	5,608,418
Printing and stationery	4,447,167	5,631,534
Electricity & Water Charges	2,670,231	2,646,711
Membership & Subscription	815,812	392,196
Bank Charges	2,151,405	1,599,739
Legal & Professional Charges	18,789,088	18,785,123
Repairs & Maintenance	7,326,554	7,472,805
Bad Debts	96,644	779,639
Other Expenses	32,352,978	31,695,937
	<b>82,887,771</b>	<b>83,863,023</b>

<b>NOTE 24</b>	<b>As At</b>	<b>As At</b>
<b>EARNINGS/(LOSS) PER SHARE</b>	<b>31-03-2016</b>	<b>31/03/2015</b>
	<b>Rupees</b>	<b>Rupees</b>
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	5,047,222	(1,295,796)
Basic/Diluted Profit Per Share	1.68	(0.43)
Nominal Value of Equity share	10	10

## Note 25

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

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

##### **GENERAL**

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

##### **BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

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

##### **FIXED ASSETS**

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

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

##### **DEPRECIATION**

The company provides depreciation as under:

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

### **REVENUE RECOGNITION**

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

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

### **INVESTMENTS**

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

### **INVENTORY VALUATION**

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

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

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

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

### **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**

		31-03-2016	31-03-2015
		Rupees	Rupees
1	<b>Contingent liabilities in respect of :</b>		
(a)	Penalties levied by the Collector of Customs on the Company and its employees for alleged violation of the Customs Act, 1962 for Rs.26,00,000/-, against which the Company is in appeal. The matter pending outcome of Appeal.	15,75,000/-	15,75,000/-
(b)	Central Railway	Not Ascertainable	Not Ascertainable
(c)	Service Tax Liability	63,46,840/- (Net of amount paid)	63,46,840/- (Net of amount paid)
(d)	Pending Legal Cases	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:		
	<b>Guarantees in favour of</b>	<b>Financial Assistance availed by</b>	<b>Limit sanctioned</b>
			<b>Amount outstanding As at</b>
			<b>31-03-2016 Rupees</b>
			<b>31-03-2015 Rupees</b>
I	National Co-op. Bank(1149)	M/s.Narayani Associates	1,35,00,000/-
II	Vijaya Bank	Trade Wings Logistics (India) Pvt.Ltd	60,00,000/-
III	National Co-op. Bank (1153)	M/s.Narayani Associates	75,00,000/-
IV	National Co-op. Bank (1157)	M/s.Narayani Associates	100,00,000/-
V	National Co-op. Bank (1159)	M/s.Narayani Associates	75,00,000/-
VI	National Co-op. Bank (1163)	M/s.Narayani Associates	90,00,000/-
VII	National Co-op. Bank (1164)	Trade Wings Hotels Ltd	1,50,00,000/-
VIII	National Co-op. Bank (1166)	Trade Wings Hotels Ltd	2,00,00,000/-
IX	National Co-op. Bank (1168)	Trade Wings Hotels Ltd	1,75,00,000/-
2	Counter guarantees to Banks in respect of guarantees given by them for payment to Airlines, Railways and Customs.		31,12,500/-
3	Estimated amount of Contracts (net of advance Rs.1,95,000/-) Previous Year Rs.1,95,000/-) to be executed on capital accounts and not provided for.		5,50,000/-
4	(a)	Provision has been made in the accounts for Sundry Debtors considered doubtful for Rs.1,12,449/- (previous year Rs.1,12,449/-). In the opinion of the Management, provision for doubtful debts for debts which are outstanding for more than six months are not required. Management is hopeful for recovery of such amount in due course of time.	
5	The income from commission, Difference in Exchange, baggage handling and clearing charges, service charges, passport and visa and car hire has been shown net as in the past i.e. after deducting all expenses and payment in relation to the said head of income.		
6	Managerial remuneration as per Companies Act, 2013.		<b>31-03-2016 Rupees</b>
	To Managing Director/whole time Directors		<b>31-03-2015 Rupees</b>
	Salary		31,80,012/-
	H R A		0
	<b>Notes:</b>		
	a. Remuneration to Managing Director/ whole time directors are paid within the limit of Companies Act, 2013.		
	b. Whole time director is covered under the Company's group gratuity scheme along with the other employees of the company. The gratuity and leave liability is determined for all the employees on an overall basis based on the actuarial valuation done by an independent actuary. The specific amount of gratuity and leave liability for the director cannot be		

	ascertained separately, except for the amount actually paid.
7	The revaluation of property in Adarsh Society and owned by the Company and leasehold property in Bhogilal Building was made on 01/04/1986 resulting into additions of Rs.1,04,26,695/- (previous year Rs. 1,04,26,695/-) The depreciation for the year includes Rs.1,61,197/- (Previous year Rs.1,61,197/-) being depreciation on addition on account of revaluation and the equivalent amount out of revaluation reserve has been withdrawn and credited to Profit and Loss Account.

8	<b>Payment to Auditors:</b>	<b>31/03/2016</b>	<b>31/03/2015</b>
	(a) Audit Fees	10,39,366/-	11,31,575/-
	(b) For Tax Audit	25,573/-	29,461/-
	(c) In any Other Manner	41,458/-	40,000/-

9	Certain premises have been purchased in the name of a Director of the Company for which suitable indemnity is obtained. The Company is in process of compiling documents.		
10	Expenditure in foreign currency on account of travelling membership and subscription fees & services rendered by foreign agents & hotels etc.	Rs.2,19,560/-	Rs.3,71,693/-
11	Earning in Foreign Exchange:		
	(a) Ticketing and tour arrangements	NIL	NIL
	(b) Commission & service charges (inclusive of difference in exchange)	NIL	NIL
12	The particulars of earning in foreign exchange and expenditure in foreign currency have been ascertained by the management on the basis of information available with them on which auditors have relied.		
13	The company has the following investment and loans in the subsidiary companies:		
	<b>Name of subsidiary company</b>	<b>Investment Rupees</b>	<b>Loan Rupees</b>
	Trade Wings Hotels Limited	99,02,200/-	42,25,570/-
	The losses of TWHL exceed its paid up capital and free reserves as at 31 <sup>st</sup> March, 2016. In view of the Long-term involvement of the Company in TWHL, no provision has been made in the accounts for the said losses. In the opinion of the management, considering the market value of the assets of the TWHL, the overall net worth of TWHL will be higher than the amount invested in all the companies. Therefore the provision for diminution in value of investment is not required.		
14	The Assessment of Income Tax is completed up to Accounting year 2013-14. The Appeals have been filed by Company and income Tax departments in various years viz. 2006-07, 2007-08, 2008-09, and 2009-10. The demand in respect thereof is indeterminate.		
15	Prior period's income & Expenses are NIL/- (pre. year also Prior Period Income & Expenses was NIL)		
16	During the year, the Gratuity Liability and Leave encashment liability have been provided on actuarial basis as certified by approved Actuaries.		
17	<b>Earnings per share is calculated as follows</b>	<b>2015-16</b>	<b>2014-15</b>
a.	Net Profit (Loss) after Tax (Rupees)	50,47,222/-	(12,95,796/-)
b.	Weighted average number of Equity Shares outstanding (no.)	30,00,000/-	30,00,000/-
c.	Nominal Value of Equity Shares (Rupees)	10/-	10/-
d.	Earnings per share - Basic and diluted (rupees)	1.68	(0.43)

18	Description	For the year ended March,2016 Amount in Rupees	For the year ended March, 2015 Amount in Rupees
	Total Segment Revenue		
	• Cargo	11,43,028/-	16,41,547/-
	• Travel Related Services	18,20,90,075/-	17,56,40,343/-
	Less : Inter Segment Revenue		
	• Cargo		
	• Travel Related Services		
	Revenue from External Customers		
	• Cargo	11,43,028/-	16,41,547/-
	• Travel Related Services	18,20,90,075/-	17,56,40,343/-
	Segment Profit/Loss before Interest and Tax		
	• Cargo	(15,04,725/-)	(13,84,658/-)
	• Travel Related Services	2,61,36,857/-	1,90,22,221/-
	Total	2,46,32,132/-	1,76,37,563/-
	Less : Interest	2,10,62,053/-	2,01,35,656/-
	Less : Other Un-allocable Expenditure net of un-allocable income		
	<b>Total Profit Before Tax</b>	<b>35,70,079/-</b>	<b>(24,98,093/-)</b>

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

19. During the year, the company has written off sundry debit balance of Rs.39,67,056/- (Previous Year Rs.23,21,986/-), Loans and advance are Nil/- (Previous year Nil/-) and written back Rs.1,30,254/- (Previous Year Rs.5,73,312/-) as approved by board of directors. The effect of write off and write back has been shown in the Profit and Loss account.

20. Fixed assets includes Rs.11,30,000/- related to purchase of property at Calcutta for which proper documentation and registration procedures are pending. Auditor has relied upon the value of the property confirm and certified by management.

21. Fixed assets includes Rs.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.

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

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

• List of Related Parties and their relationship

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

• Transactions during the period with related parties.

Sr. No	Nature of Transactions	Category ( Amount in Rupees)				
		Holding Company	Subsidiary Company	Key Management Personnel	Associates Entities over which TWL is able to exercise significant influence	Partnership Firm
1.	Interest Paid (Previous Year)			32,84,456/- (12,67,816/-)	Nil Nil	
2.	Interest Received (Previous Year)	Nil 7,117/-	16,24,513/- (11,85,205/-)		4,46,355/- (1,33,024/-)	
3.	Remuneration Paid (Previous Year)			31,80,012/- (31,80,012/-)		
4.	Share of Global Kitchen Profit (Previous Year)					37,81,980/- 37,81,980/-
5.	Share of Narayani Associates (Previous Year)				47,577/- (5,290/-)	
6.	<b>Amount Received/ Paid towards Loan</b>					
	Balance as on 31 <sup>st</sup> March, 2015 (Previous Year)	Nil (93,80,612/-)	1,34,96,170/- (99,16,694/-)	1,42,40,263/- (1,07,67,534)		
	Amount Received during the year (Previous year)	31,88,490/- (4,12,155/-)	2,81,11,996/- (6,82,42,740)	3,05,65,347/- (88,19,561/-)		
	Amount Paid during the year (Previous year)	Nil (97,92,768/-)	1,88,41,396/- (7,18,22,216)	68,97,731/- (53,46,832/-)		
	Balance as on 31 <sup>st</sup> March, 2016 (Previous Year)	31,88,490/- (Nil)	42,25,570/- (1,34,96,170)	3,79,07,879/- (1,42,40,263)		

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



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

**Deferred Tax Liability consists of following components**

Written Down Value under the Companies Act	4,58,71,109/-	
Written Down Value under the Income Tax Act	4,20,99,801/-	
	Difference	37,71,308/-
		-----
	<b>Tax @ 30.90%</b>	<b>11,65,334/-</b>
		-----
Less: Opening Balance (Liabilities)		13,84,556/-
		-----
	<b>(A)</b>	<b>(2,19,222/-)</b>

**Deferred Tax Asset consists of following components**

Profit/(Loss) for the year difference		(67,21,906/-)
Add: Provision for Gratuity & Leave Encashment		38,43,372/-
	Difference	28,78,534/-
		-----
	<b>Tax @ 30.90%</b>	<b>(8,89,466/-)</b>
		-----
Less: Opening Balance (Assets)		2,43,906/-
		-----
	<b>(B)</b>	<b>(11,33,372/-)</b>
		-----
<b>Deferred Tax Liability (Net)</b>	<b>(A) - (B)</b>	<b><u>(9,14,150/-)</u></b>

**SIGNATURE TO NOTES**

As per our attached Report of even date

For Santosh Shah & Associates Chartered Accountants	For Trade Wings Ltd	For Trade Wings Ltd	For Trade Wings Ltd
Sd/- Santosh A. Shah Partner M.No.46548 Firm Registration No. 121711W Place: Mumbai Date: 30 <sup>th</sup> May, 2016	Sd/- Dr. S.P.Mittal Chairman & MD (DIN 00221661) Place: Mumbai Date: 30 <sup>th</sup> May, 2016	Sd/- Mr. Vishwanathan Nair C.F.O. (PAN AEXP2757E) Place: Mumbai Date: 30 <sup>th</sup> May, 2016	Sd/- Mr. Siddhanth Nimbalkar Company Secretary Membership No. A40636 Place: Mumbai Date: 30 <sup>th</sup> May, 2016.

## AUDITORS' REPORT

To,

**The Members of  
Trade Wings Limited**

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

1. We have audited the accompanying consolidated financial statements of **M/S TRADE WINGS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "The Group"), comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2016, the Consolidated Statement of Profit and Loss Account, the Consolidated Cash Flow statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

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

2. The Holding Company's Management is responsible for the preparation of these consolidated financial statements in terms of the requirements stated in Section 134(5) of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under section 133 of The Act, read with Rule 7 of the Companies (Accounts) Rules 2014. The Holding Company's Management is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial statements. This responsibility also includes the design, implementation and maintenance of adequate internal financial control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the management of the Holding Company, as aforesaid.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. We conducted our audit in accordance with the Standards on Auditing issued and specified by the Institute of Chartered Accountants of India, under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment

of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting estimates made by the Holding Company's management, as well as evaluating the overall presentation of the consolidated financial statements.

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

### **Opinion**

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (a) In the case of Consolidated Balance Sheet, of the State of Affairs of the Group as at 31<sup>st</sup> March 2016;
  - (b) In the case of Consolidated Profit and Loss Account, of the Loss of the Group for the year ended on that date; and
  - (c) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

### **Other Matter**

8. We have not audited the financial statements of One subsidiary company, included in the consolidated financial statements of the Group, whose financial statements reflect total assets of Rs.2302.06 lakhs and total revenues of Rs.2321.00 lakhs for the year ended on that date, as considered in the consolidated financial statements. The financial statements of this subsidiary company have been audited by other auditors.

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

9. As required by Section 143(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of accounts as required by law have been kept so far as appears from our examination of those books; (proper reports adequate for the purpose of our audit have been received from subsidiary company not visited by us).
  - (c) The consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this report is in

agreement with the books of account and with the reports received from subsidiary company not visited by us.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014.
- (e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2016 and taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding company, its subsidiary and the operating effectiveness of such controls, refer to our separate report in **Annexure-A**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
  - i) The consolidated financial statements disclosed the impact of pending litigations on its consolidated financial positions of the Group. Attention is drawn to Point 24 of Note 28 of the consolidated financial statements which described the uncertainty related to the outcome of the lawsuit filed by the Group against Tulip Hotels Pvt. Ltd. Our opinion is not qualified in respect of this matter.
  - ii) The Group has made provision as at 31<sup>st</sup> March, 2016 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company during the year ended March 31, 2016.

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

Sd/-  
**Santosh A. Shah**  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Mumbai  
Date: 30<sup>th</sup> May, 2016

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

(Referred to in Paragraph 10(f) of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2016)

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

1. We have audited the internal financial controls over financial reporting of Trade Wings Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that dates.

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

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

### **Auditor's Responsibility**

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

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

(Referred to in Paragraph 10(f) of the Independent Auditors' Report of even date to the members of Trade Wings Limited on the financial statements for the year ended March 31, 2016)

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

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that
  - 1) Pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transaction and dispositions of the assets of the company;
  - 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
  - 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

8. In our opinion, the Company is in the process of defining internal control procedure and operational system hence we are not in a position to comment on adequacy on internal financial controls system over financial reporting as at 31<sup>st</sup> March, 2016.

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

Sd/-

**SANTOSH A. SHAH**

Partner

Membership No. 46548

Firm Registration No. 121711W

Mumbai

Date: 30<sup>th</sup> May, 2016

## TRADE WINGS LTD

Consolidated Balance Sheet As at 31st March, 2016.

	NOTES	CONSOLIDATED	
		As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
<b>(I) EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
a) Share Capital	1	30,000,000	30,000,000
b) Reserves and Surplus	2	(112,256,837)	(116,512,806)
<b>(2) Share application money pending allotments</b>			
<b>(3) Non-Current Liabilities</b>			
a) Long-term borrowings	3	69,518,028	61,679,642
b) Deferred tax liabilities (Net)	4	13,794,986	14,356,622
c) Other long term liabilities	5	37,907,879	18,200,141
d) Long-term provisions	6	23,861,155	23,231,033
<b>(4) Current Liabilities</b>			
a) Short-term borrowings	7	103,553,117	84,758,586
b) Trade Payables	8	122,667,426	117,828,967
c) Other Current liabilities	9	255,799,230	250,165,065
d) Short-term provisions	10	3,875,611	2,680,809
<b>Total</b>		<b>548,720,595</b>	<b>486,388,059</b>
<b>(II) ASSETS</b>			
<b>(1) Non-Current Assets</b>			
a) Fixed Assets			
i) Tangible Assets	11	202,450,167	206,144,608
ii) Intangible Assets		-	-
b) Non-current Investments	12	1,381,701	1,381,701
c) Long-term Loans and Advances	13	3,870,688	3,870,688
d) Other non-current assets	14	1,605,034	2,543,813
<b>(2) Current Assets</b>			
a) Current Investment	15	18,916,637	524,735
b) Inventories	16	21,079,040	15,645,363
c) Trade Receivables	17	205,005,840	170,387,003
d) Cash and cash equivalents	18	24,515,895	26,204,679
e) Short-term loans and Advances	19	62,557,929	45,102,361
f) Other current assets	20	7,337,664	14,583,108
<b>Total</b>		<b>548,720,595</b>	<b>486,388,059</b>

Accounting Policies and Notes forming part of account 28

**Santosh Shah & Associates**  
Chartered Accountants  
Sd/-  
**Mr. Santosh A. Shah**  
Partner  
Membership No.46548  
Firm Registration No.121711W  
Place: Mumbai  
Date: 30th May, 2016

For Trade Wings Limited  
Sd/-  
**Dr. Shailendra P. Mittal**  
Chairman & Managing Director  
DIN 00221661  
Place: Mumbai  
Date: 30th May, 2016

For Trade Wings Limited For Trade Wings Ltd.  
Sd/-  
**Mr. Vishwanathan Nair**  
C.F.O.  
PAN: AEXP2757E  
Place: Mumbai  
Date: 30th May, 2016

Sd/-  
**Siddhanth Nimbalkar**  
Company Secretary  
Membership No.: A40636  
Place: Mumbai  
Date: 30th May, 2016

**TRADE WINGS LTD**

Consolidated Statement of Profit &amp; Loss for the year ended 31st March, 2016.

			CONSOLIDATED	CONSOLIDATED
		NOTES	YEAR ENDED 31/03/2016 Rupees	YEAR ENDED 31/03/2015 Rupees
I	<b>REVENUE</b>			
	Revenue from operations	21	398,744,096	365,566,022
	Other Income	22	16,719,782	21,065,070
	<b>Total Revenue</b>		<b>415,463,878</b>	<b>386,631,092</b>
II	<b>EXPENSES</b>			
	Cost of materials consumed	23	19,560,108	19,240,115
	Employee benefits expenses	24	141,570,507	122,872,457
	Financial expenses	25	30,232,833	26,692,955
	Depreciation and amortization expenses	11	14,739,422	23,565,113
	Other expenses	26	204,927,822	196,575,601
	<b>Total of Expense</b>		<b>411,030,692</b>	<b>388,946,241</b>
III	<b>Profit before exceptional and extra-ordinary items and tax (I-II)</b>		<b>4,433,186</b>	<b>(2,315,149)</b>
IV	<b>Less: Exceptional items</b> Prior period Expenses (Net)		-	-
V	<b>Profit before extra-ordinary items and tax (III-IV)</b>		<b>4,433,186</b>	<b>(2,315,149)</b>
VI	<b>Less: Extra-ordinary items</b>		-	-
VII	<b>Profit before tax (V-VI)</b>		<b>4,433,186</b>	<b>(2,315,149)</b>
VIII	<b>Less: Tax expenses</b>			
	(a) Current tax		-	-
	(b) Deferred tax		561,638	53,889
	(c) Tax paid for earlier years		-	-
	(d) Excess Provision		-	600,000
	(e) Penalty on service Tax		(11,219)	(186)
	(f) Interest on TDS		(37,725)	(161,010)
	(g) Penalty on Wealth Tax		(528,714)	(15,640)
	(h) Provision for MAT		-	(102,644)
			<b>(16,020)</b>	<b>374,409</b>
IX	<b>Profit/Loss for the period from continuing operations (VII-VIII)</b>		<b>4,417,166</b>	<b>(1,940,740)</b>
X	<b>Profit/Loss for the period from discontinuing operations</b>		-	-
XI	<b>Less: Tax expenses of discontinuing operation</b>		-	-
XII	<b>Profit/Loss for the period from discontinuing operations [after tax] (X-XI)</b>		-	-
XIII	<b>Profit/Loss for the period (IX+XII)</b>		<b>4,417,166</b>	<b>(1,940,740)</b>
	<b>Earning per equity share:</b>	27		
	(a) Basic		1.62	(0.50)
	(b) Diluted		-	-
	<b>Balance Carried Forward to Balance Sheet</b>		<b>4,417,166</b>	<b>(1,940,740)</b>

Accounting Policies and Notes forming part of accounts

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 Santosh Shah & Associates  
Chartered Accountants

For Trade Wings Limited

For Trade Wings Limited For Trade Wings Limited

 Sd/-  
Mr. Santosh A. Shah  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Place: Mumbai  
Date: 30th May, 2016

 Sd/-  
Dr. Shailendra P. Mittal  
Chairman & Managing Director  
DIN 00221661  
Place: Mumbai  
Date: 30th May, 2016

 Sd/-  
Mr. Vishwanathan Nair  
C.F.O.  
PAN: AEXP2757E  
Place: Mumbai  
Date: 30th May, 2016

 Sd/-  
Mr. Siddhant Nimbalkar  
Company Secretary  
Membership No.: A40636  
Place: Mumbai  
Date: 30th May, 2016



TRADE WINGS LTD

Consolidated Cash Flow Statement for the year ended 31st March, 2016

	CONSOLIDATED		CONSOLIDATED	
	2015-16		2014-15	
	Rupees	Rupees	Rupees	Rupees
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Profit for the year	5,910,329	-	-	-11,128,52
Adjustment for Non cash & Other items :				
Provision for Gratuity & Leave Encashment	462,288		2,740,996	
Depreciation	14,900,619		23,565,113	
Discontinue operation / Amalgamation of company	(122,919)		(2,933,574)	
Deferred Tax Liability	(2,054,801)		(881,777)	
Provision for Tax	577,658		(320,520)	
Credit Balance written back	(1,112,895)		(294,648)	
Loss/(profit) from partnership firm	(47,577)		(5,290)	
Loss on sale of investments	-		-	
Exchange difference	619,663		330,651	
Interest and financial charges	30,460,903		28,077,506	
Interest and exchange fluctuation on FRN	-		-	
Management Fees	-		-	
Interest income	(3,665,409)	45,927,859	(2,787,277)	47,491,180
<b>Operating profit before working capital changes</b>		<b>45,927,859</b>		<b>46,378,328</b>
Adjustments for :				
(increase)/Decrease in Trade Receivables	(35,099,971)		18,708,620	
(increase)/Decrease in inventories	(5,433,678)		(507,592)	
(increase)/Decrease in Current investments	(18,391,902)		(75,692)	
(increase)/Decrease in short term loans and advances	(10,692,124)		3,299,768	
(increase)/Decrease in Non Current investments	-		7,491,700	
(increase)/Decrease in Other current assets	9,671,745		6,017,150	
(increase)/Decrease in long term loans and advances	17,355,736		21,184,627	
Increase/(Decrease) in current liabilities and provisions	15,144,050		(25,085,863)	
Increase/(Decrease) in long term borrowings	-		-	
Increase/(Decrease) in other long term liabilities	-		-	
Increase/(Decrease) in long term provisions	-		-	
Increase/(Decrease) in Short term borrowings	5,848,632		(5,152,056)	
Increase/(Decrease) in trade payables	4,520,712		(4,947,127)	
Increase/(Decrease) in current liabilities	3,974,491		(6,916,505)	
Increase/(Decrease) in Short term provisions	1,805,854		(1,262,596)	
		(11,296,455)		12,754,434
<b>Cash generated from operations</b>		<b>34,631,404</b>		<b>59,132,762</b>
Add: Reduction in Provision for Taxes		(577,658)		320,520
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>34,053,746</b>		<b>59,453,282</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Deletions/(Additions) to fixed assets, including capital work-in-progress/advances and adjustments for exchange fluctuation	(2,371,385)		(23,695,531)	
Purchase of fixed assets	(8,711,873)		(19,061,288)	
Proceeds from sale of fixed assets	-		-	
Payments on account of investments and advances to be adjusted against equity / Investment in FD	-		(136,189)	
Loans/Advances to other companies	-		-	
Income from investments	986,356		-5,290	
Proceeds from sale of investments	-		-	
Interest income	3,665,409		2,787,277	
		(6,431,493)		(40,100,441)
<b>NET CASH FROM INVESTING ACTIVITIES</b>		<b>(6,431,493)</b>		<b>(40,100,441)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>				
proceeds from issuance of share capital				
Reduction in Revaluation Reserve	(161,197)		(161,197)	
Proceeds from borrowings / Long Term Borrowings	-		4,384,060	
Repayment of borrowings / Term Loan from NCB	(2,028,346)		(20,825,435)	
Term Loan	11,651,368		20,000,000	
Exchange difference	(619,664)		(330,651)	
Borrowings from related parties	14,672,368		32,371,562	
Repayment of borrowings from related parties	(27,595,119)		(29,797,341)	
Interest and financial charges paid	(25,230,446)		(25,951,626)	
		(29,311,036)		(20,310,628)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>(29,311,036)</b>		<b>(20,310,628)</b>
(i) <b>NET CASH FLOWS DURING THE YEAR (A+B+C)</b>		<b>(1,688,783)</b>		<b>(957,786)</b>
(ii) <b>Cash and cash equivalents (opening balance)</b>		<b>26,204,678</b>		<b>27,162,465</b>
<b>Cash and cash equivalents (Closing Balance)</b>		<b>24,515,895</b>		<b>26,204,679</b>
<b>Total of (i) + (ii)</b>		<b>24,515,895</b>		<b>26,204,679</b>
<b>Balance sheet Amount</b>	<b>Rs.</b>	<b>24,515,895</b>		<b>26,204,679</b>

Santosh Shah & Associates  
Chartered Accountants

For Trade Wings Limited

For Trade Wings Limited

For Trade Wings Limited

Sd/-  
Mr. Santosh A. Shah  
Partner  
Membership No. 46548  
Firm Registration No. 121711W  
Place: Mumbai  
Date: 30th May, 2016

Sd/-  
Dr. Shailendra P. Mittal  
Chairman & Managing Director  
DIN 00221661

Place: Mumbai  
Date: 30th May, 2016

Sd/-  
Mr. Vishwanathan Nair  
C.F.O.  
PAN: AEXP2757E

Place: Mumbai  
Date: 30th May, 2016

Sd/-  
Mr. Siddhanth Nimbalkar  
Company Secretary  
Membership No.: A40636

Place: Mumbai  
Date: 30th May, 2016

**TRADE WINGS LTD**
**NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS**

NOTE 1 SHARE CAPITAL	CONSOLIDATE	CONSOLIDATE
	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
<b>Share Capital</b>		
Authorised		
3000000 equity shares of Rs.10/- each	3,00,00,000	3,00,00,000
100000 equity shares of Rs.100/- each	1,00,00,000	1,00,00,000
200,000 6% Preference Shares of Rs.100/- each (re-classified)	2,00,00,000	2,00,00,000
1000 13.5% Cumulative Preferences Shares of Rs.100/- each (redeemable)	1,00,000	1,00,000
350,000 6% Preference Shares of Rs. 100/- each (fresh)	3,50,00,000	3,50,00,000
350,000 9% Non Cumulative Preference Shares of Rs. 100/- each (redeemable)	3,50,00,000	3,50,00,000
	<b>13,01,00,000</b>	<b>13,01,00,000</b>
<b>Issued, Subscribed and paid up</b>		
3000000 equity shares of Rs. 10/- each Fully Paid	3,00,00,000	3,00,00,000
Note: Of the above equity shares allotted to vendors are fully paid-up pursuant to a contract without payment received in cash		
	<b>3,00,00,000</b>	<b>3,00,00,000</b>

**Notes (Hotel):**

- All the shares are held by Trade Wings Limited, the holding company and its nominees.
- Of the above, 99,000 Equity Shares of Rs. 100/- each have been issued as fully paid Shares on acquisition of the Hotel Division of Trade Wings Limited.

DETAILS OF SHARE HOLDERS, HOLDING MORE THAN 5% SHARES IN THE COMPANY	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
<b>Equity shares of Rs. 10 each fully paid</b>		
<b>Narayani Hospitality &amp; Academic Institution Pvt. Ltd.</b>		
No. of Shares	22,34,341	22,34,341
% Holding	74.48%	74.48%
<b>Benjo Holdings Pvt. Ltd.</b>		
No. of Shares	1,87,736	1,87,736
% Holding	6.26%	6.26%
<b>Sagarkanya Inv. &amp; Finance Pvt. Ltd</b>		
No. of Shares	1,84,525	1,84,525
% Holding	6.15%	6.15%
<b>Vishwadeep Inv. &amp; Finance Pvt. Ltd</b>		
No. of Shares	1,81,870	1,81,870
% Holding	6.06%	6.06%

NOTE 2 RESERVE AND SURPLUS	CONSOLIDATE	CONSOLIDATE
	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
<b>Capital Reserve:-</b>		
Opening balance	6,13,337	6,13,337
Add:- Addition during the year	-	-
Less:- Deduction during the year	-	-
	6,13,337	6,13,337
<b>Revaluation Reserve</b>		
Opening balance	57,51,982	59,13,179
Add:- Addition during the year	-	-
Less:- Deduction during the year	(1,61,197)	(1,61,197)
	55,90,785	57,51,982
<b>General Reserve</b>		
Opening balance	21,77,804	21,77,804
Add:- Addition during the year	-	-
Less:- Deduction during the year	-	-
	21,77,804	21,77,804
<b>Other Reserve:-</b>		
<b>Profit and Loss A/c:-</b>		
Opening Balance	(12,50,55,929)	(12,01,81,615)
Add:- Profit/Loss during the year	44,17,166	(19,40,740)
Less:- Loss from amalgamated company	-	29,33,574
	(12,06,38,763)	(12,50,55,929)
	(11,22,56,837)	(11,65,12,806)

NOTE 3 LONG TERM BORROWINGS	CONSOLIDATE	CONSOLIDATE
	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
<b>Secured:-</b>		
Term loan from National Co-operative Bank Ltd - 1162	1,14,53,247	1,22,06,149
Add: Interest accrued and due	1,32,438	1,40,834
Less: Repayable within 1 year	10,53,597	10,58,062
(Refer Note 1 below)	1,05,32,088	1,12,88,921
Term loan from National Co-operative Bank Ltd - 1167	85,74,496	90,99,071
Add: Interest accrued and due	99,147	1,04,876
Less: Repayable within 1 year	5,82,756	7,91,126
(Refer Note 2 below)	80,90,887	84,12,821
Term loan from National Co-operative Bank Ltd - 1165	1,12,21,708	1,19,18,151
Add: Interest accrued and due	1,29,893	1,37,610
Less: Repayable within 1 year	7,80,411	7,57,265
(Refer Note 3 below)	1,05,71,190	1,12,98,496
Tata Capital Finance Services Ltd.	4,18,694	13,20,651
Less: Repayable within 1 year	4,18,694	9,01,957
(Refer Note 4 below)	-	4,18,694
Car loan	3,22,661	4,47,647
Less: Repayable within 1 year	1,27,235	1,24,986
(Refer Note 4 below)	1,95,426	3,22,661
National Co-Op. Bank (1166)	1,48,55,729	1,83,86,005
National Co-Op. Bank (1164)	1,09,05,153	1,15,52,044
National Co-Op. Bank (1168)	1,43,67,555	-
	4,01,28,437	2,99,38,049
	<b>6,95,18,028</b>	<b>6,16,79,642</b>

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

Rate of Interest -The Company's borrowings from banks are at an effective weighted average rate of 13.50%p.a. (previous year 13.50%) as per sanction letter no. NCB/NPBR/ /2013-14, dt. 03rd October, 2013.

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

Rate of Interest -The Company's borrowings from banks are at an effective weighted average rate of 13.50%p.a. (previous year 13.50%) as per sanction letter no. NCB/HO/Loan/9/2014-15/ /2013-14, dt. 31st May, 2014.

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

Rate of Interest -The Company's borrowings from banks are at an effective weighted average rate of 13.50%p.a. (previous year 13.50%) as per sanction letter no. NCB/HO/Board/12/2013-14, dt. 31st May, 2014.

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

(5) 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.

NOTE 4 DEFERRED TAX LIABILITIES	CONSOLIDATE	CONSOLIDATE
	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
Deferred tax liability	1,91,25,358	1,93,57,352
Less:- Deferred tax assets	(53,30,372)	(50,00,730)
	<b>1,37,94,986</b>	<b>1,43,56,622</b>

NOTE 5 OTHER LONG TERM LIABILITIES	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
	Other long-term liabilities	
Loans and advances from related parties:- Directors & Others	3,79,07,879	1,82,00,141
	<b>3,79,07,879</b>	<b>1,82,00,141</b>

NOTE 6 LONG TERM PROVISIONS	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
	Provision for employee benefits	
Gratuity (Non Current Liability)	1,95,88,267	1,92,15,103
Leave Encashment (Non Current Liability)	42,72,888	40,15,930
	<b>2,38,61,155</b>	<b>2,32,31,033</b>

NOTE 7 SHORT TERM BORROWINGS	CONSOLIDATE	CONSOLIDATE
	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
<b>Secured:-</b>		
Cash Credit Facilities	-	-
(a) from bank	53,68,758	-
Union Bank Of India (Refer Note 1 below)	3,18,53,389	3,05,08,424
Vijaya Bank (Refer Note 2 below)	6,08,33,661	4,80,16,777
	-	-
Amount repayable within next 1 year on Term Loans	37,84,309	36,51,885
	-	-
<b>Loans and advances from related parties</b>		
Deposits	17,14,000	25,81,500
	-	-
	<b>10,35,54,117</b>	<b>8,47,58,586</b>

(1) Cash Credit facility from Union Bank of India is secured by hypothecation of book debts and stock of foreign currencies and encashed travellers' cheques present and future, and guaranteed by some of the Directors of the Company. In addition, the Company has undertaken to create charge in favour of Banks on immovable property at Flat No. 12-B , bldg 91, 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 1367/14, dated 08th October, 2014.

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

(2ai) Adhoc limit from Vijaya Bank vide sanctioned letter no. MRO/GML/CC/190/2015-16, Dt. 24/11/2015, with same Terms & Conditions.

(2b) Shop No. 9, First Floor, "Manoram Arcade" at Vakilwadi, Nashik land bearing survey No. 609/A/2B, Municipal No. 430-J-1, admeasuring about 362.04 sq.mtrs.

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

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

Rate of interest - The company's borrowings from banks are at floating rate of BR + 3.80% subject to change time to time as per the sanction letter No. MRO/GM/CC/310/2014-15, dated 24th March, 2015.

NOTE 8 TRADE PAYABLES	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
	Trade Payables	12,26,67,426
	<b>12,26,67,426</b>	<b>11,78,28,967</b>

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

NOTE 9 OTHER CURRENT LIABILITIES	CONSOLIDATE	CONSOLIDATE
	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
Other payables:-		
Current-liabilities	6,44,88,948	6,54,18,428
Money Received pending Appropriate treatment	16,29,60,237	16,29,60,237
Group company balances	16,61,150	-
Statutory liabilities	2,66,88,895	2,17,86,400
	25,57,99,230	25,01,65,065

NOTE 10 SHORT TERM PROVISIONS	CONSOLIDATE	CONSOLIDATE
	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
Provision for employee Benefits:-		
Leave Encashment (Current Liability)	8,14,680	5,79,875
Gratuity (Current Liability)	29,58,288	13,87,239
Other provisions	-	-
For Taxation	1,02,643	7,13,695
	38,75,611	26,80,809

NOTE 11 TANGIBLE ASSETS	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
	Non-current Assets	
As on 31st March, 2016	20,24,50,167	20,61,44,608
	20,24,50,167	20,61,44,608

**TRADE WINGS LTD.**

**NOTE 11**

**CONSOLIDATED FIXED ASSETS (2015-16)**

Particulars	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	As on 01.04.2015	Additions for the Year		As on 31.03.2016	As on 31.03.2015	Depreciation on Additions	For the Year	Deductions for the year		Depreciation as on 31.03.2016	As on 31.03.2016	As on 31.03.2015
	Rs.	Purchase Rs.	Transfer Rs.	Rs.	Rs.	Rs.	Rs.	Sale Rs.	Adjustment Rs.	Rs.	Rs.	Rs.
Office Premises	197046702	608571	0	197655273	55615240	2503	3744826	0	0	59362569	138292704	141431462
Office Equipment	205848993	10474687	0	216323680	144932092	419322	9584814	0	25079	154911149	61412531	60916901
Vehicles	12305975	0	0	12305975	8509729	0	1149154	0	97840	9561043	2744932	3796246
	<b>415201670</b>	<b>11083258</b>	<b>0</b>	<b>426284928</b>	<b>209057061</b>	<b>421825</b>	<b>14478794</b>	<b>0</b>	<b>122919</b>	<b>223834761</b>	<b>202450167</b>	<b>206144609</b>
Less: Revaluation reserve	0	0	0	0	0	0	161197	0	0	0	0	0
	<b>415201670</b>	<b>11083258</b>	<b>0</b>	<b>426284928</b>	<b>209057061</b>	<b>421825</b>	<b>14317597</b>	<b>0</b>	<b>122919</b>	<b>223834761</b>	<b>202450167</b>	<b>206144609</b>
Previous Year	<b>372444851</b>	<b>42756819</b>	<b>0</b>	<b>415201670</b>	<b>185330752</b>	<b>0</b>	<b>20196131</b>	<b>0</b>	<b>3368982</b>	<b>208895865</b>	<b>206144608</b>	<b>187114099</b>



NOTE 12 NON-CURRENT INVESTMENTS	CONSOLIDATE	CONSOLIDATE
	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
<b>Investment in Property</b>		
<b>Investments in Equity Instruments</b>		
(a) Trade wing (cualutta) pvt Ltd (250 ordinary shares of Rs. 100 each) Less:- Provision for Dimulution in value	25,000 (24,999)	25,000 (24,999)
(b) Trade wing Tours Ltd (1 equity shares of Rs.100/- each fully paid up)	100	100
(c) National Co. Op. Bank (49000 Shares of Rs. 10 each)	5,21,000	5,21,000
(d) Drishti Lifestyles Ltd. (Rs.110 shares of Rs.100/- each)	11,000	11,000
(e) Videocon Limited	7,500	7,500
<b>Investments in Preference shares</b>		
(a) Trade wing Tours Ltd (20 13.50% Redeemable cumulative Preference Shares of Rs.100/- each.)	2,000	2,000
<b>Investments in Government securities</b>		
N.S.C of Rs. 5,000/- deposited with Customs Authorities.	15,000	15,000
National Co-Operative bank (65010 shares of Rs.10/- each)	6,50,100	6,50,100
<b>Investments in Partnership firms</b>		
(a) Narayani Associates capital account	75,000	75,000
(b) Global Kitchens LLP	1,00,000	1,00,000
	<b>13,81,701</b>	<b>13,81,701</b>
Name of the Partnership Firm	Narayani Associates	Narayani Associates
Details of Partners	% of Profit/Loss	% of Profit/Loss
Trade wings Ltd	20	10
Narayani Hospitality & Academic Institution	80	80
Dr Shailendra P Mittal		5
	Global Kitchens LLP	Global Kitchens LLP
Narayani Hospitality & Academic Institution	80	80
Trade Wings Limited	15	15
Dr. S.P.Mittal	5	5

	CONSOLIDATE	CONSOLIDATE
NOTE 13 LONG TERM LOANS & ADVANCES	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
Security Deposits:- Doubtful Misc. Deposits	38,70,688	38,70,688
	<b>38,70,688</b>	<b>38,70,688</b>

	CONSOLIDATE	CONSOLIDATE
NOTE 14 OTHER NON CURRENT ASSETS	As At 31-03-2016 Rupees	As At 31/03/2015 Rupees
Other non-current assets  Fixed Deposits & Accrued Interest	16,05,034	25,43,813
	<b>16,05,034</b>	<b>25,43,813</b>

	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
NOTE 15 CURRENT INVESTMENTS		
Investments in Debentures or bonds		
Investments in Partnership firms (Narayani Asso.)	1,89,16,637	1,78,823
Investments in Partnership firms (Global Kitchen LLP)	-	3,45,912
	<b>1,89,16,637</b>	<b>5,24,735</b>

	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
NOTE 16 INVENTORIES		
(As Taken, Valued and certified by the management)		
Finished goods		
Stock-in-trade	2,10,79,040	1,56,45,363
	<b>2,10,79,040</b>	<b>1,56,45,363</b>

NOTE 17 TRADE RECEIVABLES	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
Unsecured and considered good:-	-	-
Outstanding for more than 6 months	5,37,15,470	2,89,15,388
Others	14,15,20,973	14,15,84,064
Less:- Provision for Doubtful Debts	(1,12,449)	(1,12,449)
Add:-	-	-
Debts due by Directors or other officer of company or firms or private co's in which any director is a partner or director or member.	98,81,846	(0)
	<b>20,50,05,840</b>	<b>17,03,87,003</b>

	CONSOLIDATE As At 31/03/2016 Rupees	CONSOLIDATE As At 31/03/2015 Rupees
NOTE 18 CASH AND CASH EQUIVALENTS		
Cash in hand	50,87,411	35,07,359
Balance with schedule and non schedule banks:-	-	-
Current Account	1,79,63,941	1,61,40,032
Foreign currency account	12,999	12,999
Fixed deposit account	14,51,544	65,44,289
	<b>2,45,15,895</b>	<b>2,62,04,679</b>

	CONSOLIDATE As At 31/03/2016 Rupees	CONSOLIDATE As At 31/03/2015 Rupees
NOTE 19 SHORT TERM LOANS AND ADVANCES		
Loans and advances to related parties:-		
Unsecured and considered good:		
Balance with Revenue Authorities	4,67,45,327	2,79,33,246
Advance recoverable in cash or in kind	15,34,074	12,37,467
Debit Balance in A/c Payable	90,45,085	1,01,37,635
Provisions	-	2,71,817
Prepaid expense	2,83,885	6,67,196
Staff advance	9,17,256	20,74,397
Others	1,07,970	1,02,610
Loans and deposits	39,24,332	26,77,993
	<b>6,25,57,929</b>	<b>4,51,02,361</b>

	As At 31/03/2016 Rupees	As At 31/03/2015 Rupees
NOTE 20 OTHER CURRENT ASSETS		
Group company balances:	55,98,241	36,99,387
Other Current Assets	17,39,423	1,08,83,721
	<b>73,37,664</b>	<b>1,45,83,108</b>

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS	CONSOLIDATE	CONSOLIDATE
NOTE 21	YEAR ENDED	YEAR ENDED
REVENUE FROM OPERATIONS	31-03-2016	31/03/2015
	Rupees	Rupees
Income from Money Changing Business	1,19,48,838	2,60,13,090
Revenue from Operations (Hotel)	23,08,36,738	20,89,70,828
Commission and Agency Service Charges	10,54,92,876	7,96,88,255
Service Charges (Net)	5,04,65,644	5,08,93,849
	<b>39,87,44,096</b>	<b>36,55,66,022</b>

NOTE 22	YEAR ENDED	YEAR ENDED
OTHER INCOME	31-03-2016	31/03/2015
	Rupees	Rupees
<b>Interest earned</b>		
On Bank Fixed Deposit	1,26,373	5,75,901
On Loan to Subsidiary Co. & Others	19,587	64,534
On Income Tax Refund	8,86,479	7,55,453
From IDBI Vasco	4,99,102	2,06,184
Miscellaneous Income	42,51,660	94,04,737
Rental Income	46,15,096	56,87,003
Other Commission	2,27,806	1,916
Incentives on Card Sale	-	8,760
Profit or (Loss) from Narayani Associates	47,577	5,290
Sundry Credit balance W/Back	1,30,254	5,73,312
Share of Profit from Globle Kitchens LLP	37,81,980	37,81,980
	<b>1,45,85,914</b>	<b>2,10,65,070</b>

NOTE 23	YEAR ENDED	YEAR ENDED
FOOD CONSUMED	31-03-2016	31-03-2014
	Rupees	Rupees
Food & Beverages Consumed	1,95,60,108	1,92,40,115
	<b>1,95,60,108</b>	<b>1,92,40,115</b>

NOTE 24	YEAR ENDED	YEAR ENDED
EMPLOYEE BENEFITS EXPENSES	31-03-2016	31/03/2015
	Rupees	Rupees
Salaries, Wages and Bonus	13,07,67,544	11,23,62,815
Contribution to PF and Other Funds	44,75,228	37,03,983
Staff Gratuity	44,86,679	46,38,559
Family Pension	3,29,602	10,22,029
Staff Leave Encashment	15,11,454	11,45,071
	<b>14,15,70,507</b>	<b>12,28,72,457</b>

NOTE 25 FINANCIAL EXPENSES	CONSOLIDATE	CONSOLIDATE
	YEAR ENDED	YEAR ENDED
	31/03/2016	31/03/2015
	Rupees	Rupees
<b>Interest expense:-</b>		
On Bank Loan		
Union Bank of India	4,518,716	4,131,763
Vijaya Bank	8,673,727	9,335,938
National Co-op Bank	4,503,237	9,372,215
Interest Exp. (Hotel)	4,735,749	-
On Narayani Associates	-	133,024
On Directors Loan	1,624,514	1,267,816
On Car Loan	1,208,022	326,320
On Service Tax	2,835,000	2,125,879
On Corporate Loan	-	1,185,205
<b>Total</b>	<b>28,098,965</b>	<b>27,878,160</b>

NOTE 26 OTHER EXPENSES	YEAR ENDED	YEAR ENDED
	31/03/2016	31/03/2015
	Rupees	Rupees
<b>Statutory Auditor's Remuneration</b>		
- Audit Fees	1,306,397	1,401,036
- Tax Audit Fees	50,000	50,000
Rent, Rates, Taxes and Fees	6,011,819	6,958,629
Insurance	1,922,387	2,503,815
Motor Car Expenses	2,567,182	2,229,233
Postage, Telegram, Telephone and telex	6,943,009	6,906,069
Printing and stationery	5,204,075	6,343,767
Electricity & Water Charges	2,670,231	2,646,711
Membership & Subscription	815,812	392,196
Bank Charges	2,379,475	1,599,739
Legal & Professional Charges	32,778,317	29,827,143
Software Charges	1,305,732	-
<b>Repairs &amp; Maintenance</b>		
- Building	20,015,323	17,695,960
- Machinery	13,296,272	12,653,642
- Others	11,543,478	11,771,533
Bad Debts	96,644	779,639
<b>Other Operating Expenses</b>		
- Consumption of Stores	7,319,677	6,843,377
- Power & Fuel	22,874,061	20,762,907
- Water Charges	3,008,533	2,124,183
- Security Expenses	2,377,285	1,744,421
- Laundry Expenses	2,409,894	2,487,600
Other Expenses	58,032,219	51,034,730
	<b>204,927,822</b>	<b>188,756,330</b>

NOTE 27 EARNINGS/(LOSS) PER SHARE	YEAR ENDED	YEAR ENDED
	31/03/2016	31/03/2015
	Rupees	Rupees
Number of equity Shares of Rs 10each fully paid up at the beginning of the period.	12,900,200	12,900,200
Number of equity Shares of Rs 10each fully paid at the period end	12,900,200	12,900,200
Weighted Average number of Equity shares outstanding during the year	12,900,200	12,900,200
Net Profit for the year	4,417,166	(1,940,740)
Basic/Diluted Profit Per Share	1.62	(0.50)
Nominal Value of Equity share		

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

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

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

1) **GENERAL**

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

2) **CORPORATE INFORMATION**

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

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

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

4) **USE OF ESTIMATES**

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

5) **REVENUE RECOGNITION**

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

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

6) **FIXED ASSETS**

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

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

7) **DEPRECIATION**

The company provides depreciation as under:

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

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

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

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

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

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

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

8) **IMPAIRMENT OF ASSETS**

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

9) **BORROWING COST**

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

10) **INVESTMENTS**

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

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

**11) INVENTORY VALUATION**

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

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

**12) CASH FLOW STATEMENT**

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

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

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

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

**14) 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.

**15) LEASES**

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

**16) EMPLOYEE BENEFITS**

**a) Short term**

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



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

**b) Long term**

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

• **Defined contribution plans**

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

• **Defined benefits plans**

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

**17) 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.

**18) OTHER EMPLOYEE BENEFITS**

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

**19) CONTINGENT LIABILITIES:**

Contingent Liabilities are not provided for but are disclosed separately.

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

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

Contingent Liabilities are recognised only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more

uncertain future events not wholly within the control of the Company or where any present obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

**21) INCOME TAXES**

Income taxes are accounted for in accordance with Accounting Standard on "Accounting for taxes on Income", (AS 22) issued by ICAI. Tax expenses comprise both current tax and deferred tax. Current tax is measured at the amount expected to be paid/recovered from the tax authority using the applicable tax rates. Deferred tax assets and liabilities are recognised for future tax consequence attributable to timing difference between taxable income and accounting income that originates in one accounting period and that are capable of reversing in one or more subsequent periods and are measured at relevant enacted tax rates. At each balance sheet date, the Company reassesses unrealised deferred assets to the extent they become reasonably certain or virtually certain of realization, as the case may be.

**22) EARNINGS PER SHARE**

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

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

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

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

	<u>Current Year</u>	<u>Previous Year</u>
i) Rooms and F & B Revenue	Rs.2,08,20,325/-	Rs.4,01,43,722/-
ii) Foreign Remittance made	Rs.13,85,384.33	

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

Names of related parties and description of relationship  
(as of the Balance Sheet date i.e. 31<sup>st</sup> March 2016)

**Associate/Group Concerns:**

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

**Key Management Personnel:**

1. Dr. Shailendra P. Mittal
2. Mr. Ajay Vageria
3. Mr. Rajan Dani

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

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

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

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

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

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

#### SIGNATURE TO NOTES

For Santosh Shah & Associates  
Chartered Accountants

For Trade Wings Ltd

For Trade Wings Ltd

For Trade Wings Ltd

Sd/-

Santosh A. Shah

Partner

M.No.46548

Firm Registration No. 121711W

Place: Mumbai

Date: 30<sup>th</sup> May, 2016

Sd/-

Dr. S.P.Mittal

Chairman & MD

(DIN 00221661)

Place: Mumbai

Date: 30<sup>th</sup> May, 2016

Sd/-

Mr. Vishwanathan Nair

C.F.O.

(PAN AEXPN2757E)

Place: Mumbai

Date: 30<sup>th</sup> May, 2016

Sd/-

Mr. Siddhant Nimbalkar

Company Secretary

Membership No. A40636

Place: Mumbai

Date: 30<sup>th</sup> May, 2016.

Form No. MGT-11

PROXY FORM

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

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

66<sup>th</sup> Annual General Meeting - September 30, 2016

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

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

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

as my/our proxy to attend and vote for me/us and on my/our behalf at the **Sixty Sixth Annual General Meeting** of the Company to be held on Friday, **September 30, 2016** at 4.00 p.m. at the Registered Office of the Company at 6, Mascharenhas Building, M.G. Road, Panaji, Goa - 403001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
<b>Ordinary Business</b>			
1.	a) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of Directors' and the Auditors' thereon.		
	b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Auditors' thereon.		
2.	To appoint a Director in place of Dr. Shailendra P. Mittal (DIN 00221661), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To ratify the appointment of M/s. Santosh Shah & Associates, Chartered Accountants, as the Statutory Auditors of the Company.		
4.	To appoint Branch Auditors for the financial year 2016-17.		
<b>Special Business</b>			
5.	Appointment of Dr. Shailendra P. Mittal (DIN 00221661), as Chairman and Managing Director of the Company.		
6.	Appointment of Mrs. Jacinta Nayagam (DIN: 07557797) as a Non-Executive (Woman) Director of the Company.		
7.	Determination of fees for delivery of any document through a particular mode of delivery to a member.		
8.	To approve the payment of professional fees paid to Ms. Beena Natubhai Barot (DIN: 07326016) as an Additional Non-Independent Non-Executive (Woman) Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

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

Affix Re. 1/- Revenue Stamp
--------------------------------------

\_\_\_\_\_  
Signature of Proxy holder(s)    Signature of Proxy holder(s)    Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**TRADE WINGS LIMITED**

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

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

CIN: L63040GA1949PLC000168

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**ATTENDANCE SLIP**

**66<sup>th</sup> Annual General Meeting on Friday, September 30, 2016 at 4.00 p.m. at 6,  
Mascharenhas Building, M.G. Road, Panaji, Goa - 403001.**

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

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

Name of the proxy\*.....

Registered address.....

.....

E-mail ID:.....

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

Number of shares held .....

I certify that I am a registered member/proxy for the registered member of the Company and I hereby record my presence at the 66<sup>th</sup> Annual General Meeting of the Company on Friday, September 30, 2016 at 4.00 p.m. at the Registered Office of the Company at 6, Mascharenhas Building, M.G. Road, Panaji, Goa - 403001.

.....

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

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

\*Applicable in case Proxy is attending the meeting.

# Applicable for investors holding shares in electronic form.







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