

Trade-wings

Limited

Regd. Office

6, Mascarenhas Bldg., M.G.Road, Panajim, Goa – 403 001

Corp. Office

18/20, K.Dubhash Marg, Kalaghoda, Fort, Mumbai – 400023

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ANNUAL REPORT

2005-2006

YADAV PUJARA & SHAH
Chartered Accountants

B-56/222, Opp.Weigh Bridge, Siddharth Nagar II, Goregaon (West),
Mumbai-400023

TRADE WINGS LIMITED

Regd. Office: 6, Mascarenhas bldg, M.G.Road, Panjim, Goa – 403001

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NOTICE

Notice is hereby given that the 56th Annual General Meeting of the Members of the Company will be held on 30th September, 2006 at the Registered Office of the company at 6, Mascarenhas bldg, M.G.Road, Panjim, Goa – 403001 at 3.00 P.M to transact the following Business as:

ORDINARY BUSINESS

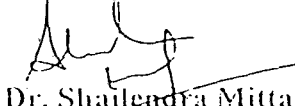
1. To receive, consider and adopt the audited Balance Sheet as on 31st March 2006 and Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint the Auditors and fix their remuneration.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass, with or without modification, the following Resolution:

“RESOLVED THAT accounts of the Accounting year beginning from 1st April 2006 of the existing Branches of the Company and such other branches as may be opened during the year in India be audited by the company's Auditors and /or by one or more Auditors of the company under Section 226 of the companies Act, 1956 and of any other branch or branches that may be opened during the year in a country outside India, by the company's Auditor or by a person who is qualified as aforesaid to act as Auditors of the branch office in accordance with the law of the country where the branch office is situated and that the Board of Directors of the copy be and hereby authorized to appoint such Auditor or Auditors for the aforesaid branches in consultation with the Company's Auditors and to fix their respective terms and condition of their appointment”.

By Order of the Board
For TRADE WINGS LIMITED


Dr. Shailendra Mittal
Chairman

Corporate Office
18/20 K Dubash Marg
Kalaghoda, Fort
Mumbai – 400 023
1st September, 2006

TRADE WINGS

Fifty sixth annual report 2005-2006

Directors Report**To the members of Trade Wings Limited**

The Directors are pleased to present the fifty – sixth Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2006.

Financial Results**(In Rupees)****Particulars****Year ended**

31st March, 2006 31st March, 2005

Net Sales / Income from Operations	87,221,586	77,930,124
Other Income	5,956,153	5,816,117
Profit/ (Loss) before Interest, Depreciation and Taxes	1,21,86,852	89,65,475
Interest	11,512,355	10,179,106
Depreciation	2,451,743	3,415,390
Profit/ (Loss) before Taxes	(17,45,383)	(4,629,021)
Provision for Taxes:		
Current	-	-
Deferred	2,465,857	(4,995,749)
Provision of Taxes for earlier year written back		
Provision for Loss in Partnership firm	1,141,422	4,972,337
Profit/ (Loss) after Taxes	(6,831,062)	(4,605,609)
Profit/ (Loss) brought forward	19,197,795	23,803,404
Balance in Profit & loss Accounts carried forward	12,366,733	19,197,795

Dividends

In order to sustain growth and introduce new profitable projects in future, your Directors wish to conserve the cash resources. Therefore they do not recommend any dividend for the year under review.

Conservation of energy and Technology Absorption

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

TRADE WINGS

Fifty sixth annual report 2005-2006

Foreign Exchange Earnings and Outgo

Particulars	(in Rupees)	
	March 31,2006	March 31,2005
Earnings	3855843	4283899
Outgo	1275390	375470

Personnel

Healthy and cordial relations were maintained between the management and employees through out the year and the board wishes to place its appreciation on record for the same. Presently no employee of the Company is drawing remuneration in excess of the limits specified under Section 217 (2A) of the companies Act, 1956.

Directors Responsibility Statement pursuant to Section 217 (2AA)

The board of directors of your Company hereby states that:

1. In preparation of annual accounts for the financial year ended March, 31 2006, the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are responsible and prudent so as to give a true and fair view if the state of affairs of the company at the end of the financial year and of the profit of the company for that period.
3. Directors have taken proper and sufficient care for the maintenance of adequate accounting reports in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis

TRADE WINGSFifty sixth annual report 2005-2006

Auditors

Mr. Yadav Pujara & Shah, Chartered Accountant, Statutory Auditor of the Company, will retire at the Conclusion of the next Annual General Meeting and is eligible for re- appointment. He has, pursuant to Section 224(1B) of the Companies Act, 1956 furnished the certificate regarding his eligibility for re- appointment as the Auditors of the Company.

Corporate Governance

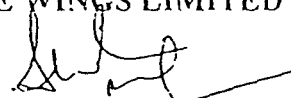
The Company is listed on the Stock Exchange, Mumbai and it has, from time to time, complied with the conditions of clause 49 of the Listing Agreement as amended till date. The detailed report on Corporate Governance forms part of the Directors Report and the same is annexed to the Annual Report.

The certificate of the auditors in respect of compliance of Clause 49 of the Companies Act, 1956 is also attached with the Annual Report for the year 2005-2006.

Acknowledgement

Your directors would like to express their grateful appreciation for the assistance and cooperation received from the Financial Institutions, Banks, Government Authorities and shareholders during the year under review. Your Directors wish to place on record their deep appreciation to all the employees for their commendable teamwork, exemplary professionalism and enthusiastic contribution during the year.

By Order of the Board
For TRADE WINGS LIMITED


Dr. Shailendra Mittal
Chairman

Corporate Office
18/20 K Dubash Marg
Kalaghoda, Fort
Mumbai - 400 023
1st September, 2006

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ANNEXURE TO THE DIRECTOR' S REPORT

REPORT ON CORPORATE GOVERNANCE PHILOSOPHY:

The Company strongly believes in enhancing the stakeholder's values through good corporate governance. The Company aims at attainment of the highest levels of transparency, accountability and equity in its operations. The Company believes that good corporate governance demands participation of all stakeholders in the decision making exercise. The Company in its pursuit of attaining the norms and requirements of a formal code of corporate governance has complied with clause 49 of the listing agreement and follows the fair and legal procedures prescribed under the Companies Act and other allied laws for the transactions of business by a corporate entity. The Company realizes that it must disseminate information pertaining to its affairs so that all stakeholders may gain true understanding of its activities and aspirations.

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

BOARD OF DIRECTORS

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

BOARD OF DIRECTORS

The composition and category of directors as of March 31, 2005 is as follows:

Name of Director	Category	No. of directorships in Other Public companies
Dr. Shailendra Mittal	Executive Director	05
Mr. Vinayak Ubhayakar	Executive Director	01
Mr. Ashok Mittal	Non- executive Independent Director	02
Mrs. P.A. Chotrani	Non- executive Independent Director	03
Mr. R.Vaidhyananthan	Non- executive Independent Director	01

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Notes

- (a) Directorship in Private Companies excluded.
- (b) None of the directors are on any of the committees of other companies.
- (c) None of the Directors of the company was a member of more than ten Committees nor was the Chairman of more than five Committee across all Companies in which he is a Director.
- (d) Except Mr. Ashok Mittal none of the directors is related to any other director.
- (e) The Company did not have any pecuniary relationship or transactions with non – executive directors during 2005- 06.

As on 31st March, 2006 the Company has a fair composition of the Board of directors. The Company has an Executive Chairman and one – half of the Directors were independent.

The Board of Directors met ten times during the financial year 2005-2006. The gap between two board meetings did not exceed four months. The dates on which the ten board meetings were held are as follows:

11.04.2005, 23.06.2005, 30.07.2005, 01.09.2005, 07.11.2005, 30.12.2005, 06.01.2006, 31.01.2006, 01.03.2006, 28.03.2006

Attendance of each Director at the Board Meetings and the last AGM

Name of Director	No. of Board Meeting attended	Attendance at the last AGM (30.09.2005)
Dr. Shailendra Mittal	10	Yes
Mr. Vinayak Ubhayankar	10	Yes
Mrs. P.A.Chotrani	10	Yes
Mr.Ashok Mittal	4	Yes
Mr. R.Vaidyanathan	10	Yes

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AUDIT COMMITTEE

The Company has constituted an Audit Committee on 31st March, 2003 consisting of three non-executive independent Directors to assist the members of the Board of Directors in discharging their individual and collective legal responsibilities. The present Audit Committee consists of three members. The Chairman of the Audit Committee is Mr. R. Vaidyanathan an independent non-executive director having necessary and sufficient financial and accounting background. The other members of the Committee are Mr. Ashok Mittal and Mrs. P.A. Chotrani.

The Company Secretary acts as a Secretary to the Audit Committee. Audit Committee meeting were attended by the General Manager, Mr. Ajay Vageria. The representatives of the statutory auditors were invited to the meetings of the Audit Committee.

Pursuant to Clause 49 of the Listing Agreement, the present Audit Committee has within its terms of reference the following:

- Hold periodic discussions with the Statutory Auditors of the Company concerning the accounts of the Company, internal control systems, scope of audit and observations of the Auditors.
- Review compliance with internal control systems
- Review quarterly, half – yearly and annual financial results of the Company before submission to the Board
- Review of investments made by the unlisted subsidiary companies
- To recommend the appointment and remuneration of statutory auditors

At the Annual General Meeting held on 30.09.2005, the chairman of the Audit Committee Mr. R. Vaidyanathan was Present. During the financial year under review the Audit Committee met five times. The dates of the five Audit Committee meetings were held were as follows:

20.04.2005, 18.07.2005, 14.10.2005, 12.01.2006, 10.03.2006

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Attendance at the Audit Committee Meetings

Name	No. of audit Committee Meetings (2005-06)	
	Held	Attended
Mr.R.Vaidyanathan	05	05
Mr.Ashok Mittal	05	05
Mrs. P.A.Chotrani	05	05

REMUNERATION COMMITTEE

The Committee was formed to review and approve interalia the recommendation for appointment of Managing Director(s)/ Whole Time Director(s) and Senior Executives of the Company and their compensation package, annual increments, incentives, additional perquisites etc.

The present Remuneration Committee consists of three members. The Chairman of the Committee is Mr.R.Vaidyanathan , non –executive independent director. The other members are Mr. Ashok Mittal and Mrs. P.A.Chotrani.

One meeting of the Remuneration Committee was held on 14.10.2005

Details of the Remuneration paid to the Executive Directors during the period April2005-March2006

Particulars	Dr.Shailendra Mittal	Mr.Vinayak Ubhayakar
Salary	90012	108000
HRA	NIL	35100
Perquisites	NIL	48458
Total	90012	191558

The Company does not pay remuneration to its non – executive directors including sitting fees for attending the meetings of the Board and Committees thereof.

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INVESTORS GRIEVANCES COMMITTEE

The Board of Directors has constituted an Investor Grievance committee to specifically look into the redressal of investors' grievances and complaints in respect of share transfers, non receipt of Annual Reports etc. Mrs. P.A.Chotrani, is the Chairman of the Committee and Mr. R.Vaidyanathan is the member. During the company has received no complaints from the investors. No complaints were received from the SEBI or stock exchanges during the year and no complaints were pending at the end of the year.

The meeting of the Investors Grievance Committee was held on 12.01.2006 and both the members of the Committee were present.

SHARE TRANSFER COMMITTEE

The Board of Directors have constituted the Share Transfer Committee to approve the transfer of shares and to issue duplicate, renewed, consolidated, sub-divided share certificates. The Share Transfer Committee consists of Mrs. P.A.Chotrani, Chairman of the Committee were held from time to time and the minutes were placed before the Board meetings for confirmation and approval

DETAILS OF GENERAL BODY MEETINGS

Year	AGM/EGM	Date	Time	Location
2002-2003	AGM	31.10.2002	4.30 P.M	6,Mascarenhas Bldg, M.G.Road, Goa, 403 601
2003-2004	AGM	30.09.2003	3.00 P.M	As Above
2004-2005	EGM	28.06.2004	3.00 P.M	As Above
2004-2005	AGM	30.09.2004	3.00 P.M	As Above
2005-2006	AGM	30.09.2005	3.00 P.M	As Above

Whether Special Resolutions

- (a) were put through No
Postal ballot last year
Details of voting Not Applicable
Pattern
Persons who conducted the postal Not Applicable
Ballot exercise