

60th Annual Report 2009-2010



Trade-wings
L I M I T E D

TRADE-WINGS LIMITED

SIXTIETH ANNUAL REPORT 2009 – 2010

BOARD OF DIRECTORS

Dr. Shailendra Mittal- Chairman & Chief Finance Officer
Mr. Vinayak Ubhyakar- Managing Director & Chief Executive Officer
Mr. Ashok Mittal - Director
Mr. P.A. Chotrani - Director
Mr. R. Vaidhyanathan - Director

AUDITORS :

Yadav Pujara & Shah
Chartered Accountants
Mumbai

BANKERS

Vijaya Bank
Union Bank of India

REGISTERED OFFICE:

6, Mascarenhas Building,
M. G. Road,
Panjim, Goa - 403001

CORPORATE OFFICE:

18/20, K. Dubash Marg,
Kalaghoda, Fort,
Mumbai - 400 023

**REGISTRAR AND SHARE
TRANSFER AGENTS**

Big Share Services Pvt. Ltd.
E-2 & 3, Ansa Industrial Estate,
Saki Vihar Road,
Andheri East,
Mumbai- 400 072
Tel no:- 2847 0652

ANNUAL GENERAL MEETING

Day: Thursday
Date: 16th September 2010
Time: 5. 00 P.M.
Venue: 6, Mascarenhas Building
M. G. Road
Panjim – 403 001, Goa
Note: Members are requested to
bring their copy of the
Annual Report to the
Meeting

TRADE-WINGS LIMITED

SIXTIETH ANNUAL REPORT 2009 – 2010


NOTICE

Notice is hereby given that the 60th Annual General Meeting of the Members of the Company will be held on Thursday, 16th September, 2010 at the Registered Office of the company at 6, Mascarenhas Bldg, M.G.Road, Panjim, Goa – 403001 at 5.00 P.M. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as on 31st March 2010 and Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare and pay the dividend on Preference Shares.
3. To re-appoint Mr. Ashok Mittal, Director, who retires by rotation and being eligible, offers himself for re appointment.
4. To appoint the Statutory Auditors and fix their remuneration.
5. To appoint the Branch Auditors and fix their respective terms and conditions of their appointment

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


Dr. Shailendra P. Mittal
Chairman

**Corporate Office:
18/20 k Dubash Marg,
Kalaghoda, Fort,
Mumbai – 400 023.**

**Date: 7th August, 2010
Place: Mumbai**

TRADE-WINGS LIMITED

SIXTIETH ANNUAL REPORT 2009 – 2010

Notes:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE AND VALID MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PROXY MAY NOT VOTE EXCEPT ON A POLL**
- b) The Register of Members and the Share Transfer Register of the company shall remain closed from Friday, 10th September, 2010 to Thursday, 16th September, 2010 (both days inclusive)**

TRADE-WINGS LIMITED

SIXTIETH ANNUAL REPORT 2009 – 2010

Directors Report

To the members of Trade-Wings Limited

The Directors are pleased to present the Sixtieth Annual Report and the Audited Statements of Accounts for the year ended March 31, 2010.

| | As on 31.03.2010 | As on 31.03.2009 |
|---|-----------------------------|-----------------------------|
| Net Sales/ Income from Operations Other Income | 136476568 | 102392142 |
| Profit/ (Loss) before Interest, Depreciation and Taxes | 15533468 | 15313522 |
| Interest | 10326278 | 10546018 |
| Depreciation | 2955386 | 2605335 |
| Profit/ (Loss) before Taxes | 2251804 | 2162169 |
| Provision for Taxes: | | |
| Current | ---- | ----- |
| FBT | ---- | 1155000 |
| Deferred | 316774 | 264136 |
| Provision of Taxes for earlier year written back | ----- | ----- |
| Provision for Profit or (Loss) in Partnership firm | 1383870 | 1864572 |
| Profit/ (Loss) after Taxes | 2960752 | 3135877 |
| Profit/ (Loss) brought forward | 17476189 | 16972700 |
| Balance in Profit & Loss Accounts carried forward | 17804553 | 17476189 |
| Proposed Dividend on preference shares (including Tax) | 2632388 | 2632388 |

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

TRADE-WINGS LIMITED

SIXTIETH ANNUAL REPORT 2009 – 2010

Directors Report

However Directors are giving dividend to Preference shareholder @ 6% on 375000 Preference share capital of Rs. 100/-each which will be paid at the forthcoming Annual General Meeting to the members whose names appear on the Register of Members as on 9th September 2010.

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.

Foreign Exchange Earnings and outgo:

(In Rupees)

| Particulars | 31 st March, 2010 | 31 st March, 2009 |
|-------------|------------------------------|------------------------------|
| Earnings | 27,60,492/- | 27,35,111/- |
| Outgo | 4,91,173/- | 79,268/- |

Personnel

Healthy and cordial relations were maintained between the management and employees throughout 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

During the year Mr. Ashok Mittal, Director of the Company is retiring by rotation and being eligible, offers himself for re- appointment. You are requested to re-appoint him.

Directors responsibility Statement pursuant to section 217 (2AA)

1. In preparation of Annual accounts for the financial year ended March, 31 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures.

TRADE-WINGS LIMITED

SIXTIETH ANNUAL REPORT 2009 – 2010

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 of the state of affairs of the company at the end of financial year and of the profit of the company for that period.
3. Directors have 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 going concern basis.

Auditors

M/s. Yadav Pujara & Shah, Chartered accountants, Statutory Auditors of the Company, will retire at the conclusion of the ensuing Annual General Meeting, is eligible for re-appointment for the financial year 2010-11. They have, pursuant to section 224 (1B) of the Companies Act, 1956 furnished the certificate regarding their eligibility for re-appointment as the Auditors of the Company.

The company is following the provision of Section 226 under the Companies Act 1956 and has accordingly appointed Branch Auditors to carry on the Audit activities at respective branches of the company.

AUDITORS REPORT:

As regards to point 5.1 (a) of Auditors Report and Point 15 of Annexure to Auditors Report, the Board is of the opinion that the Company has made necessary application to central Government as required under section 295 of the Companies Act, 1956 on 31st March 2010. The Approval is yet to be obtained for the same.

As regards to point 10 (a) of the Annexure to the auditors' report, the Board is of the opinion that there was a minor delay in making payments of ESIC of Rs. 6759/- in one division only due to circumstances beyond the control of the Company.

As regards to point 11 of the Annexure to the auditors' report, the Board is of the opinion that there was a minor one time delay in repayment of installment of Rs. 95,000/- for the month of March due to oversight which has been corrected by making repayment in May.

TRADE-WINGS LIMITED

SIXTIETH ANNUAL REPORT 2009 – 2010

Corporate Governance

The Company is listed on Stock Exchange, Mumbai and it has from time to time, complied with the conditions of clause 49 of the listing Agreement till date. The detailed report on corporate governance forms part of directors Report and same is annexed to Annual Report.

The certificate from Yadav Pujara & Shah, Chartered Accountants, in respect of clause 49 of the Listing Agreement is also attached with the Annual Report for the year 2009 - 2010

Acknowledgement

Your directors would like to express their grateful appreciation for the assistance and co-operation 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 P. Mittal
Chairman



Mr. Vinayak Ubhayakar
Managing Director

Corporate Office:
18/20 K Dubash Marg,
Kalaghoda, Fort,
Mumbai,
400 023.

Date: 7th August, 2010

ANNEXURE TO THE DIRECTOR'S REPORT**REPORT ON CORPORATE GOVERNANCE PHILOSOPHY:**

The Company strongly believes in enhancing the stake holder'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, 1956 and other allied laws for the transaction 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.

1. BOARD OF DIRECTORS**A. Composition and Category:**

The composition and category of directors as on 31st March, 2010 is as follows:

| Name of Director | Category | No. of directorships in Other Public Limited Companies |
|-------------------------|---------------------------------------|---|
| Dr. Shailendra Mittal | Executive Director | 06 |
| Mr. Vinayak Ubhayakar | Executive Director | 01 |
| Mr. Ashok Mittal | Non-executive Independent Director | 00 |
| Mrs. P.A. Chotrani | Non-executive Independent Director | 03 |
| Mr. R. Vaidhyanathan | Non-executive Independent Director | 00 |

TRADE-WINGS LIMITED

SIXTIETH ANNUAL REPORT 2009 – 2010

Notes

- (a) Directorships in companies under Section 25 Companies of the Companies Act, 1956 and also Private Companies have been excluded.
- (b) None of the directors are on any of the committees of other companies.
- (c) None of the Directors of the company is a member of more than ten Committees nor was the Chairman of more than five Committee across all the Companies in which he is a Director.
- (d) The Company did not have any pecuniary relationship or transactions with non-executive directors during 2009-10.

As on 31st March, 2010, the Company has a fair composition of the Board of Directors. The Company has an Executive Chairman and one-half of the Directors are independent.

The Board of Directors met fourteen times during the financial year 2009-2010. The gap between the two board meetings has not exceeded four months. The dates on which the Meetings of the Board of Directors were held are as follows:

| | | | |
|----------------------------------|--------------------------------|---------------------------------|----------------------------------|
| 1st April, 2009 | 29 th April, 2009 | 28 th May, 2009 | 26 th June, 2009 |
| 30 th July, 2009 | 10 th August, 2009 | 24 th August, 2009 | 16 th September, 2009 |
| 28 th September, 2009 | 30 th October, 2009 | 17 th November, 2009 | 15 th January, 2010 |
| 30 th January, 2010 | 30 th March, 2010 | | |

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

| Name of Director | No. of Board Meetings attended | Attendance at the last AGM (30.10.2009) |
|-----------------------|--------------------------------|---|
| Dr. Shailendra Mittal | 14 | Yes |
| Mr. Vinayak Ubhayakar | 12 | Yes |
| Mrs. P A Chotrani | 13 | Yes |
| Mr. Ashok Mittal | 0 | No |
| Mr. R. Vaidhyanathan | 12 | Yes |

B Code Of Conduct:

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

Declaration affirming compliance of Code of Conduct