



**Trade-wings**  
LIMITED

18/20, Bhogilal Building 2nd Floor.,  
K. Dubash Marg, Kala Ghoda,  
Fort, Mumbai - 400 001, INDIA  
Phone : +91 (022) 4230 9455  
Fax : +91 (022) 2204 6053  
Email : companysecy@twltravel.com  
Website : www.tradewings.in

Date: 26<sup>th</sup> June, 2019.

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001.

Dear Sir/ Madam,

**REF: TRADE WINGS LIMITED (SCRIP CODE: 509953)**  
**SUBJECT: APPOINTMENT OF INDEPENDENT DIRECTOR & MANAGING**  
**DIRECTOR & CHAIRMAN OF THE COMPANY**

In terms of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we would like to inform you as follows:

1. Mr Ramamurthy Vaidhyanathan (DIN:02318827) has been re-appointed as Independent Director of the Company
2. Dr Shailendra P. Mittal (DIN: 00221661) has been re-appointed as the Chairman and Managing Director of the Company for a term of three years from May 30, 2019 to May 29, 2022.

Enclosed herewith please find the Board Resolution passed by the Directors of the Company, for your reference.

Kindly take the above on record and oblige.

Thanking you,

**For and on behalf of**  
**TRADE WINGS LIMITED**

**Zurica Kevin Pinto**



**Company Secretary and Compliance Officer**

**Membership Number: A27623**

**Place: Mumbai**

**CIN : L63040GA1949PLC000168**

**Registered Office : 1st Floor, Naik Building, Opp. Don Bosco High School, M. G. Road, Panajim, Goa - 403 001. India.**



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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF TRADE WINGS LIMITED HELD ON WEDNESDAY, 26<sup>TH</sup> JUNE, 2019 AT 11:00 A.M. AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT 18/20, BHOGILAL BUILDING, K. DUBASH MARG, KALAGHODA, MUMBAI – 400 001.**

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**RE-APPOINTMENT OF DR. SHAILENDRA P. MITTAL (DIN: 00221661), AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:**

The Chairman informed the Board that Dr. Shailendra P. Mittal was appointed as Chairman and Managing Director for a term of three years from May 30, 2016 to May 29, 2019. His appointment was approved by the shareholders in the Annual General Meeting held on September 30, 2016.

He further informed that it is recommended by the Nomination and Remuneration Committee to re-appoint Dr Shailendra P. Mittal for a another term of three years from May 30, 2019 to May 29, 2022 and his re-appointment will be subject to approval by the shareholders at the ensuing Annual General Meeting. After due deliberation and discussion, the Board passed the following resolution unanimously:

**"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 approval(s) of the Central Government or other concerned statutory, regulatory authorities, if any, to the extent applicable and required and subject to the approval of the shareholders, and as per the recommendation of Nomination and remuneration Committee, the consent of the Board be and is hereby accorded to re-appoint and designate Dr. Shailendra P.Mittal (DIN:

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00221661) as Chairman & Managing Director of the Company, for a period of three years with effect from May 30, 2019 to May 29, 2022 on the terms and condition including remuneration as stated in agreement as tabled at the meeting and initialed by the Chairman for identification, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in accordance with the provisions of the Companies Act, 2013.

**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 may 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 and rules framed thereunder, as amended from time to time, including any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** any of the Directors 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."

**For Trade-Wings Limited**

  
**Jacinta Nayagam**  
**Director**  
**DIN: 07557797**

Date: 26<sup>th</sup> June, 2019.  
Place: Mumbai.

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**RE-APPOINTMENT OF MR RAMAMURTHY VAIDHYANATHAN (DIN:02318827) AS INDEPENDENT DIRECTOR OF THE COMPANY:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof), and other applicable provisions, if any, and the provisions of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015, subject to the approval by the shareholders of the Company and pursuant to the recommendations of Nomination and Remuneration Committee, the consent of the Board be and is hereby accorded, to re-appoint Mr Ramamurthy Vaidhyanathan (DIN:02318827), as an Independent Director on the Board of the Company for a term of 5 consecutive years with effect from 30<sup>th</sup> September, 2019 to 29<sup>th</sup> September, 2024.

**RESOLVED FURTHER THAT** during the tenure of his appointment, the said Independent Director shall not be liable to retire by rotation and that he shall be paid sitting fees and reimbursement of expenses for attending Board and Committee Meetings, including profit related commission as may be allowed from time to time and as may be permissible under law.

**RESOLVED FURTHER THAT** any of the director be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the appointment of aforesaid person as Independent Director of the Company.”

**For Trade-Wings Limited**

  
**Jacinta Nayagam**  
**Director**  
**DIN: 07557797**

Date: 26<sup>th</sup> June, 2019.  
Place: Mumbai.

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