



Trade-wings
LIMITED

A-2 Kaveri CHS, Plot No.63
Sector 17, Vashi
Navi Mumbai - 400 705. INDIA
Phone : +91 (022) 68835801
Email : companysecy@twltravel.com
Website : www.tradewings.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 73RD ANNUAL GENERAL MEETING OF THE COMPANY TRADE WINGS LIMITED HELD ON MONDAY, 18TH SEPTEMBER 2023, AT 10:30 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1ST FLOOR, NAIK BUILDING, OPP. DON BOSCO HIGH SCHOOL, MAHATMA GANDHI ROAD, PANAJI, GOA – 403001.

SPECIAL RESOLUTION:

TO CONSIDER THE CONTINUATION OF DIRECTORSHIP OF DR. SHAILENDRA P. MITTAL (DIN: 00221661), AS CHAIRMAN AND MANAGING DIRECTOR WHO WILL ATTAIN THE AGE OF SEVENTY YEARS (70 YEARS) IN THIS FINANCIAL YEAR:

The Chairman informed the members pertaining to consider the continuation of directorship of Dr. Shailendra P. Mittal (DIN:0221661), as Chairman and Managing director who will attain the age of seventy-years (70 years) in this Financial year.

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded for the continuation of Directorship of Dr. Shailendra P. Mittal (DIN: 00221661), who is liable to retire by rotation, on the Board of the Company notwithstanding his attaining the age of Seventy (70) years on November 24, 2023.”

//CERTIFIED TRUE COPY//

For Trade Wings Limited

Dr. Shailendra P. Mittal
Chairman & Managing Director
DIN: 00221661



Date: 18th September, 2023

Place: Goa

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO.05

CONTINUATION OF DIRECTORSHIP OF DR. SHAIENDRA P. MITTAL AS CHAIRMAN AND MANAGING DIRECTOR WHO WILL ATTAIN THE AGE OF SEVENTY YEARS (70 YEARS) IN THIS FINANCIAL YEAR

Dr. Shailendra P. Mittal, is the Chairperson and the Managing Director of the Company, and was re-appointed as the Chairperson and the Managing director on 30th May, 2022 for a term of 3 years.

Pursuant to section 196(3) (a), Companies Act 2013, no company shall appoint or continue the employment of any person as managing director, whole-time director or manager who has attained the age of seventy years unless a special resolution is passed to that effect.

Dr. Shailendra P. Mittal (DIN: 00221661) will attain the age of 70 years in November 2023 and continuation of his chairmanship and Managing director will be subject to the approval by the shareholder by Special Resolution. Hence the approval of the shareholders is sought for the continuation of his Directorship on the Board of the Company even after attaining the age of 70 years.

Dr. Shailendra P. Mittal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) (a) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “*Annexure*” to the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Annexure:

Name of Director	Dr. Shailendra P. Mittal
Age	69
Date of Birth	24/11/2023
No. of Shares held in the Company	9640 shares
Qualification	Graduate in Commerce
Nature of expertise in specific functional areas	Travel and Tourism

Disclosure of relationships between directors inter-se	Nil
Name of the Listed entities in which the person holds the directorship as on March 31, 2021 (other than Trade Wings Limited)	Trade Wings Hotels Limited R J Trade Wings Private Limited Narayani Hospitality & Academic Institution Private Limited Trade Wings Infotech Limited
Name of committees in which the person holds membership/ chairmanship as on March 31, 2021 (other than Trade Wings Limited)	Nil

The Board of the Company is of the opinion that Dr. Shailendra P. Mittal has been an integral part of the Board and has provided valuable insights to the Company and his continuation as Director will be in the interest of the Company notwithstanding his completion of seventy years of age. Hence the Board recommends the resolution set out in item No. 5.

