



**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 73<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY TRADE WINGS LIMITED HELD ON MONDAY, 18<sup>TH</sup> 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 RE-APPOINT MS. JACINTA BAZIL NAYAGAM (DIN: 07557797), AS AN INDEPENDENT DIRECTOR OF THE COMPANY, WHOSE TENURE AS INDEPENDENT DIRECTOR EXPIRES ON 13TH NOVEMBER 2023:**


“**RESOLVED THAT** pursuant to provision of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per applicable Regulations and Schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of the Company, the consent of the members of the Company be and is hereby accorded to re-appoint Ms Jacinta Bazil Nayagam (DIN: 07557797) as an Independent Director of the Company, who was appointed as Independent Director of the Company at the 69th Annual General Meeting of the Company and who holds office of the Independent Director up to 13th November 2023 and eligible for being re-appointed as an independent Director to hold office for a term of 5 (five) consecutive years with effect from 13th November 2023 till 13th November 2028 subject to her compliance with the requirements as prescribed under the Act with regard to Independent Director and such other provisions as may be applicable.

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

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) and /or Company Secretary of the Company be and is/are hereby 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.”

**//CERTIFIED TRUE COPY//**

**For Trade Wings Limited**

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

**Date: 18<sup>th</sup> September, 2023**  
**Place: Goa**



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

### **ITEM NO.4**

#### **Re-appointment of Ms Jacinta Bazil Nayagam (DIN: 07557797) as Independent Director of the Company:**

Ms Jacinta Bazil Nayagam (DIN: 07557797) was appointed as Independent Director on the Board of the Company with effect from November 13, 2018 for the first term of five consecutive years in accordance with the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Ms Jacinta Bazil Nayagam (DIN: 07557797) will complete her first term of five years on November 12, 2023.

The Nomination & Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment Ms Jacinta Bazil Nayagam (DIN: 07557797) as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. Further, the Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee, considers that, given her background and experience and contributions made by her during his tenure, the continued association of Ms Jacinta Bazil Nayagam (DIN: 07557797) would be beneficial to the Company and it is desirable to continue to avail his services as Independent Directors. Accordingly, the Board had considered and approved the resolution relating to reappointment of Ms Jacinta Bazil Nayagam (DIN: 07557797) as Independent Directors w.e.f. November 13, 2023 for a period of 5 (five) consecutive years each (being their second term), subject to the approval of shareholders in their General Meeting scheduled to be held on 18<sup>th</sup> September, 2023.

It is proposed to re-appoint Ms Jacinta Bazil Nayagam (DIN: 07557797) as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years each on the Board of the Company with effect from November 13, 2023.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Further, Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Ms Jacinta Bazil Nayagam (DIN: 07557797) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Independent Director of the Company.

The Company has received declaration from Ms Jacinta Bazil Nayagam (DIN: 07557797) confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, she fulfills the conditions for re-appointment as Independent Director and she is independent of the Management.

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, brief profile of Ms Jacinta Bazil Nayagam (DIN: 07557797) is annexed to this Notice.

A copy of the draft letter of appointment, setting out the terms and conditions of her appointment is available for inspection by the Members at the Registered Office of the Company during business hours on any working day and is also available on the Company's website.

None of the Directors, Key Managerial Personnel of the Company or their relatives, other than Ms Jacinta Bazil Nayagam (DIN: 07557797) for her reappointment, is concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

Ms Jacinta Bazil Nayagam (DIN: 07557797) is not related to any Director or Key Managerial Personnel of the Company. Further, the relatives of Ms Jacinta Bazil Nayagam (DIN: 07557797) may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

The Board, accordingly, recommends passing of the special resolution as set out at Item No.4 of this Notice, for the approval of the members.

**“Annexure”**

<b>Sr. No.</b>	<b>Name of the director</b>	<b>Ms. Jacinta Bazil Nayagam</b>
1.	Date of birth	<b>March,05 1964</b>
2.	Age	<b>59 years</b>
3.	Nationality	<b>Indian</b>
4.	Qualification	<b>H.S.C.</b>
5.	Date of First appointment on Board	<b>July 5, 2016</b>
6.	Nature of Expertise in specific functional area	<b>Tours and Travels</b>
7.	Experience	<b>Experience of 15 years in the Travel and Tourism industry</b>
6.	List of Directorship held in other Companies	<b>Nil</b>
7.	Last Remuneration drawn	
8.	Remuneration to be drawn after appointment/re-appointment	<b>Nil</b>
9.	Terms and conditions of appointment or re-appointment	<b>As given in Explanatory Statement to Item No.4</b>
10.	Relationship with Directors, Managers or other KMP	<b>Not related to any other Directors /Manager/ KMP</b>

