

AASWA TRADING AND EXPORTS LIMITED

**30th
ANNUAL REPORT
2014-2015**

AASWA TRADING AND EXPORTS LIMITED

Corporate Information:

- **Board of Directors**

Shri Anish A. Shah, Managing Director
Shri Keyur J. Parikh, Director
Shri Mayur J. Parikh, Director
Smt. Aashini A. Shah, Director

- **Corporate Identification Number & Registered Office**

CIN: L51100GJ1984PLC024704
32, Milan Park Society,
Nr. Jawahar Chowk, Maninagar,
Ahmedabad – 380 008

- **Chief Financial Officer**

Shri Nitin L Bhavsar (w.e.f. 01.02.2015)

- **Company Secretary**

Shri Pritesh M. Shah (w.e.f. 01.06.2014)

- **Statutory Auditors**

Dhirubhai Shah & Doshi
Chartered Accountants
Ahmedabad

- **Registrars and Transfer Agents**

Link Intime India Pvt. Ltd.,
303 Shopper Plaza – V,
Opp. Municipal Market,
Off. C. G. Road,
Ahmedabad – 380 009

- **Bankers**

Kotak Mahindra Bank Limited
Bank of India

- **Shares Listed on Stock Exchanges at**

Ahmedabad
Mumbai

AASWA TRADING AND EXPORTS LIMITED

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of **AASWA TRADING AND EXPORTS LIMITED** will be held on Wednesday, 23rd September, 2015 at 11:00 A.M. at the Registered Office of the Company at 32, Milanpark Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad – 380 008 to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mrs. Aashini A. Shah, Director (DIN: 06935369), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Dhirubhai Shah & Doshi, Chartered Accountants (Firm Registration No. 102511W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and authorise the Board to fix their remuneration.

Regd. Office: 32, Milanpark Society,
Nr. Jawahar Chowk, Maninagar,
Ahmedabad – 380 008
E Mail – aaswaexports@yahoo.co.in
Ph.: 079-25462907
Date: 30/05/2015
Place: Ahmedabad

By order of the Board
For, Aaswa Trading and Exports Ltd.

Shah Pritesh M.

Pritesh Shah
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the company. Members holding more than 10% of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other member.
2. The instrument of proxy, in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this

report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2015 to 23rd September, 2015 (both days inclusive).
4. Electronic copy of the Annual Report for the year 2014-15 is being sent to all the members whose email IDs are registered with the company / depository participant(s) for communication purpose unless any member has requested for hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2014-15 is being sent in the permitted mode.
5. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Link Intime India Pvt. Ltd or Secretarial Department of the company immediately. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
6. **Process and manner for voting through Electronic means**
 - i. In compliance with provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("remote e-voting").
 - ii. The remote e-voting will commence on Saturday, September 19, 2015 at 9.00 a.m. and will end on Tuesday, September 22, 2015 at 5.00 p.m. During this period the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. September 18, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
 - iii. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be entitled to cast their vote again.
 - iv. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-

DOB	:	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	:	<p>Enter the dividend bank details as recorded in your demat account or the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend in order to login. If DOB or Bank details are not recorded with the depository or company please enter the Member ID / Folio No. in the Dividend bank details field as mentioned in step 3.</p>
Step 6	:	After entering these details appropriately, click on "SUBMIT" tab.
Step 7	:	<p>Members holding shares in physical form will then reach directly to the Company selection screen.</p> <p>Members holding shares in Demat form will reach 'Password Creation' menu wherein, they are required to create their login password in the new password field. Kindly note that this password can be also be used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> <p>If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.</p>
Step 8	:	For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
Step 9	:	Click on the EVSN of the company i.e. 150725007 to vote
Step 10	:	On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO and click on SUBMIT.
Step 11	:	Click on the "RESOLUTIONS FILE LINK" if you wish to view the Notice.
Step 12	:	After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
Step 14	:	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
Step 15	:	<p>Note for Non Institutional Shareholders:-</p> <ul style="list-style-type: none"> Non-Individual shareholders (i.e. other than Individuals,HUF,NRI etc.) are required to log on to https:// www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com . After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.

		<ul style="list-style-type: none"> • The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. • A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same
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ix) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.aaswatrading.in and on the website of CDSL i.e. www.cdslindia.com within three days after the conclusion of 30th AGM and shall also be communicated to Stock Exchanges where the shares of the Company are listed.

x) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

Company	:	Aaswa Trading and Exports Limited
Regd. Office	:	32, Milan Park Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad-380 008
Registrar & Share Transfer Agent	:	Link Intime India Pvt. Ltd. 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Off C.G. Road, Ahmedabad 380 009.
E-Voting Agency	:	Central Depository Services (India) Ltd.
E-mail	:	helpdesk.evoting@cdslindia.com
Scrutinizer	:	Mr. Anish Shah, Practising Company Secretary
Email	:	anishshahcs@gmail.com

Regd. Office: 32, Milanpark Society,
Nr. Jawahar Chowk, Maninagar,
Ahmedabad – 380 008
E Mail – aaswaexports@yahoo.co.in
Ph.: 079-25462907
Date: 30/05/2015
Place: Ahmedabad

**By order of the Board
For, Aaswa Trading and Exports Ltd.**

Shubh Pritesh Shah
**Pritesh Shah
Company Secretary**

BOARD'S REPORT

Your Directors take pleasure in presenting the 30th Annual Report of your Company together with audited statement of accounts for the year ended on 31st March, 2015.

1. FINANCIAL RESULTS

Your Company's performance during the above year is summarized below:

Particulars	(Rupees in Lacs)	
	March 31, 2015	March 31, 2014
Profit/(Loss) before Interest and Depreciation	(8,88,082)	4,57,978
Less : Depreciation	11,603	13,301
Profit / (Loss) before tax	(8,76,479)	4,44,677
Less : Provision for tax		
(a) Current Tax	1,49,500	1,39,600
(b) Excess provision of Income Tax written Back	--	1,139
(c) Short Provision of Income Tax written off	111	--
Profit / (Loss) after tax	(10,26,090)	3,06,216
Add: Balance brought forward from previous year	95,53,765	92,47,549
Balance carried to Balance Sheet	85,27,675	95,53,765

2. DIVIDEND

Your Directors regret their inability to recommend any dividend on the equity shares in view of the losses suffered by your Company during the year under review.

3. RESERVES

In view of the losses incurred by your Company, no amount has been transferred to general reserve.

4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Company has reported a loss of Rs.8.76 lacs compared to Profit of Rs.4.44 lacs in previous year. The Company has continued its activity of trading in cotton fabrics. Your directors are putting in their best efforts to improve the performance of the Company in the coming years.

5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF YOUR COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments which affect the financial position of the company occurring between the end of financial year and the date of this Report except as stated specifically in this Report.

6. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company does not have any subsidiary / joint venture company for the year ended 31st March, 2015.

7. DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO (PENDING)

As required under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the information relating to Conservation of Energy, Technology Absorption and Foreign Exchange earnings & outgo forms part of this Report and annexed at Annexure-1.

9. RISK MANAGEMENT

The Company has set up a risk management framework to identify, monitor, minimize, mitigate and report and also to identify business opportunities. The executive management oversees the risk management framework and the Audit Committee evaluates internal financial controls and risk management systems. In the opinion of Board, there are no risk which may threaten the existence of the Company.

10. CORPORATE SOCIAL RESPONSIBILITIES INITIATIVES

The requirements of corporate social responsibility in terms of Section 135 of the Companies Act, 2013 does not apply to your company.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF COMPANIES ACT, 2013

There are no loans granted or guarantees given or security provided or investments made under Section 186 of the Companies Act, 2013.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The members may note that all transactions entered into by the Company with the Related Parties were on arm's length basis and in the ordinary course of business and therefore provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC-2 is not required.

13. EXPLANATION / COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTISING COMPANY SECRETARY

There are no adverse remarks, reservations or remarks or disclaimers made by Statutory Auditors in their report on the financial statements.

Mr. Anish Shah, Practising Company Secretary was appointed to carry out the secretarial audit for the year ending 31st March, 2015 in terms of provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit Report is annexed with this Report. There are no qualifications, reservations or adverse remarks in the said Secretarial Audit Report.

14. NOMINATION AND REMUNERATION POLICY

A Nomination and Remuneration Policy has been formulated pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and Rules thereto stating therein the Company's policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management. The said policy may be referred to, at the Company's website at <http://www.aaswatrading.in>

15. ANNUAL EVALUATION OF BOARD'S PERFORMANCE

A Meeting of the Independent Directors was held during the year ended on 31.03.2015. In accordance with the policy laid down by the Nomination and Remuneration Committee (NRC) and approved by the Board, the NRC has carried out evaluation of performance of Independent Directors. The Board of Directors also undertook evaluation of its own performance, committees of the Board and all individual directors. After such evaluation the Board came to the conclusion that the Board as a whole as well as all its Members individually and the Committees of the Board continued to adhere to the standards of good governance and continuous improvement in processes and procedures. The Board notes that every individual Member of the Board and its Committees have contributed in the sustained operations and overall performance of the Company.

16. ANNUAL RETURN

The details forming part of the extract of the annual return in Form MGT-9, as required under Section 92 of the Companies Act, 2013, is annexed at **Annexure-2**.

17. WEBSITE OF YOUR COMPANY

Your Company maintains a website www.aaswatrading.in where detailed information of the Company and specified details in terms of the Companies Act, 2013 and the Listing Agreement have been provided.

18. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

During the financial year 2014-2015, the meeting of Board of Directors of the Company conducted four times.

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, Mrs. Aashini A. Shah (DIN: 06935369) has been appointed as Director in accordance with Section 149 and the Companies (Appointment and Qualifications of Director) Rules, 2014.

In accordance with the Article of Association of the Company and the provision of the Companies Act, 2013, Mrs. Aashini A. Shah, Director (DIN: 06935369) retires by rotation and being eligible seeks reappointment.

Mr. Pritesh M. Shah has been appointed as Company Secretary of the Company with effect from 1st June, 2014 and Mr. Nitin L. Bhavsar has been appointed as the Financial Officer of the Company with effect from 1st February, 2015.

20. DECLARATION OF INDEPENDENT DIRECTORS

All the Independent Directors have given their declaration to the Company stating their independence pursuant to Section 149(6).

21. STATUTORY AUDITORS

M/s. Dhirubhai Shah & Doshi, Chartered Accountants (Firm Registration No. 102511W) holds office upto the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from appointment.

22. SECRETARIAL AUDIT REPORT

Mr. Anish Shah, Practising Company Secretary (Certificate of Practice No. 2839) has been appointed as the Secretarial Auditor of the Company for the financial year ending 31st March, 2015. The Secretarial Auditor's Report for the financial year ending 31st March, 2015 is annexed to the Board's Report at Annexure-3.