

**Aaswa Trading and Exports Limited**  
**(CIN: L51100GJ1984PLC024704)**

**32<sup>ND</sup>**  
**ANNUAL REPORT**  
**F.Y 2016-17**

**CORPORATE INFORMATION**

**Board of Directors**

Mr. Anish A. Shah - Managing Director

Ms. Aashini A. Shah -Non-executive director

Mr. Keyur J. Parikh -Independent director

Mr. Bhavesh G. Shah-Additional director (w.e.f. August 12, 2017)

Mr. Mayur J. Parikh - Independent director (Upto August 11, 2017)

**Chief Financial Officer**

Mr. Nitin L Bhavsar

**Company Secretary**

Mr. Nareshkumar J. Prajapati (w.e.f October 1, 2016)

Mr. Pritesh M. Shah (Upto July 28, 2016)

**Registered Office**

32, Milan Park Society,

Nr. Jawahar Chowk, Maninagar,

Ahmedabad – 380 008

**Registrars and Share Transfer Agent**

Link Intime India Private Limited

506-508,Amarnath Business Centre-1

(ABC-1), Besides Gala Business Centre

Near XT Xavier's College Corner

Off C G Road , Ellisebridge

Ahmedabad – 380 006

**Statutory Auditors**

Dhirubhai Shah & Doshi

Chartered Accountants

Ahmedabad

**Bankers**

Kotak Mahindra Bank Limited

Bank of India

**Shares Listed on Stock Exchanges at**

Ahmedabad Stock Exchange

BSE Ltd.

**NOTICE**

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the company will be held on Thursday, September, 28, 2017 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 on 31<sup>st</sup> March, 2017 with the reports of the Directors and Auditors thereon.
2. To appoint Mr. Anish A. Shah, Managing Director (DIN: 00156517), who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint the Statutory Auditors of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Mukesh M. Shah & Co., Chartered Accountants (Firm Registration No. 106625W) be and hereby appointed as the Statutory Auditors of the Company (in place of Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad, the retiring Auditors) for a term of five (5) years commencing from the company's financial year 2017-18 to hold office from the conclusion of 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company, subject to ratification of their appointment by the members at every intervening Annual General Meeting, on such remuneration, excluding service tax, other applicable levies and out-of-pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution"

**Special Business:**

4. Appointment of Mr. Bhavesh G. Shah (DIN: 02333042) as Non-Executive Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Bhavesh G. Shah (DIN: 02333042) who was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from August 12, 2017 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Act and who has submitted declaration under Section 149(7) of the act to the effect that he fulfilled the conditions mentioned in Section 149(6) of the act and under Section 164(2) of the act to the effect that he is not disqualified to become Director of the Company and in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of

Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold the office for a term of five consecutive years i.e. up to August 11, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

**5. To re-appoint Mr. Anish A. Shah (DIN: 00156517) as a Managing Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of section 196 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013 ("the Act") and Article 36 of Articles of Association of the company, subject to the approval Central Government, if required, on the Recommendation of the Nomination and Remuneration Committee and Board of Directors, Consent of the Members be and is hereby accorded for the approval of the re-appointment of Mr. Anish A. Shah as Managing Director of the company w.e.f. 1st June, 2017 without payment of any remuneration for a period of 3 (three) years

**RESOLVED FURTHER THAT** Mr. Anish Shah, Managing Director shall look after the entire day to day business affairs of the Company, subject to superintendence and control of the Board of Directors and further Mr. Anish Shah shall exercise all such powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities

**RESOLVED FURTHER THAT** Mr. Keyur Parikh – Director, be and is hereby authorised on behalf of the company to file necessary forms and also to do all such acts, deeds, matters and things, as in his absolute discretion, they may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution.

For, Aaswa Trading and Exports Limited



**Nareshkumar Prajapati**  
Company Secretary

Date: August 12, 2017  
Place: Ahmedabad

**NOTES:**

**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. 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.

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2. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
3. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses under Item No. 4 & 5 of the accompanying notice are annexed hereto.
4. In respect of resolution at Item No. 2, 4 & 5 a statement giving additional information on the Directors seeking re-appointment is annexed herewith as required under Regulation no.36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 12.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting (AGM) of the Company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 22<sup>nd</sup> September, 2017 to Thursday 28<sup>th</sup> September, 2017 (both days inclusive).
7. All Investor related complaints or queries be addressed to [aaswaexports@yahoo.co.in](mailto:aaswaexports@yahoo.co.in) or at the registered office address of the Company.
8. 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.
9. 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 Regulation 44(1)&(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Monday, September 25, 2017 at 9.00 a.m. and will end on Wednesday, September 27, 2017 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. Thursday, September 21, 2017, 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-off date i.e. Thursday, September 21, 2017, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- v. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Thursday, September 21, 2017, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- vi. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 21, 2017.
- vii. M/s. A. Shah & Associates, Practising Company Secretaries (C. P. No. 6560) has been appointed as the Scrutinizer for conducting remote e-voting process in a fair and transparent manner and also voting by Poll Paper at the AGM
- viii. The procedure and instructions for remote e-voting are as under:-

**Remote E-Voting Process – Shareholders holding shares in Demat Form and Physical Form**

Step 1	:	Open your web browser during the voting period and log on to the e-voting website: <a href="http://www.evotingindia.com">www.evotingindia.com</a>
Step 2	:	Click on "Shareholders" to cast your vote(s).
Step 3	:	Please enter your USER ID – <ul style="list-style-type: none"> <li>• For account holders in CDSL: Your 16 digits beneficiary ID.</li> <li>• For account holders in NSDL: Your 8 characters DP ID and followed by 8 digits Client ID.</li> <li>• Members holding shares in physical form should enter folio number registered with the company.</li> </ul>
Step 4	:	Please enter the Image verification as displayed and Click on Login. If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.
Step 5	:	If you are a first time user follow the steps given below:
PAN	:	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</li> <li>• Members who have not updated their PAN with the company/depository participant are requested to use the sequence number which is printed on Attendance Slip/Address Slip, in the PAN field</li> </ul>

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DOB	<p>: • In case the sequence number is less than 8 digits enter the applicable number of O'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> <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 bank details 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 &amp; 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. <b>170826045</b> 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 13	: 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 14	: Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for Apple, Android and windows based mobile. The m-Voting app can be downloaded from Google Play Store.. Please follow the instructions as prompted by the mobile app while voting on your mobile.

<b>Step 15</b>	<b>:</b>	<b>Note for Non Individual Shareholders and Custodians:-</b> <ul style="list-style-type: none"> <li>• Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <a href="https://www.evotingindia.com">https://www.evotingindia.com</a> and register themselves as Corporates.</li> <li>• A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.</li> <li>• 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.</li> <li>• The list of accounts should be mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.</li> <li>• 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</li> </ul>
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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](http://www.aaswatrading.in) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within three days after the conclusion of 32<sup>nd</sup> 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](http://www.evotingindia.com), under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Contact Details:**

<b>Company</b>	<b>:</b>	<b>Aaswa Trading and Exports Limited</b> Regd. Office: 32, Milanpark Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad-380 008.
<b>Registrar &amp; Share Transfer Agent</b>		Link Intime India Pvt. Ltd 5th floor, 506 to 508, Amarnath Business Centre – (ABC-1) Beside Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Navarangpura Ahmedabad – 380009 Tel No. +91 79 26465179 /86 / 87 Email Id: <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a> ; Website : <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>
<b>E-Voting Agency</b>		Central Depository Services (India) Ltd.
<b>E-mail</b>		<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
<b>Scrutinizer</b>		M/s. A. Shah & Associates , Practising Company Secretary
<b>Email</b>		<a href="mailto:anishshahcs@gmail.com">anishshahcs@gmail.com</a>



**EXPLANATORY STATEMENT**

**PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

The Board of Directors had appointed Mr. Bhavesh G. Shah as an Additional Director (Non-Executive & Independent) w.e.f. 12th August, 2017 under Section 161 read with Section 149 of the Act and applicable Articles of the Company's Articles of Association. Mr. Bhavesh G. Shah is a Bachelor of Commerce and having vast knowledge and experience of about 10 years in the field of Accounts and Finance etc.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Bhavesh G. Shah holds office up to the date of ensuing Annual General Meeting of the Company. A notice has been received from member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Non-Executive Independent Director of the Company.

Mr. Bhavesh G. Shah is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. Further, Mr. Bhavesh G. Shah has also given a declaration to the Board that he meets the criteria of Independence as provided under of Section 149(6) of the Act. In the opinion of the Board, Mr. Bhavesh G. Shah fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In the opinion of the Board, Mr. Bhavesh G. Shah, proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder. The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Bhavesh G. Shah is in any way concerned or interested, financial or otherwise, in the said Resolution.

**Item No. 5**

Mr. Anish A. Shah (DIN: 00156517) was appointed as a Managing Director of the Company for a period of 3 years w.e.f. 1st June, 2014 without any remuneration as approved by the members of the Company in the 29th Annual General Meeting held on 30th September, 2014. As the existing tenure of Mr. Anish A. Shah as Managing Director of the Company is expiring on 31<sup>st</sup> May, 2017, the Board of Directors of the Company has, on recommendation of Nomination and Remuneration Committee, in its meeting held on May 20, 2017 subject to the approval of members, re-appointed him as a Managing Director of the Company for a further period of three years w.e.f. 1st June, 2017, on the remuneration and terms and conditions, as detailed hereunder.

**Nature of duties:**

- a) Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

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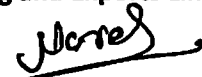
- b) Managing Director shall not exceed the powers so delegated by the Board pursuant to Clause (a) above.
- c) Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

Mr. Anish A. Shah satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief resume of Mr. Anish A. Shah and other details, as required to be given pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are attached as annexure to the notice.

Mr. Anish A. Shah and Mrs. Aashini Shah and their relatives are deemed to be concerned or interested (financially or otherwise) in this resolution. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution. The Board recommends the Resolution set out at Item no. 5 of the Notice for approval of the Members.

For, Aaswa Trading and Exports Limited



**Nareshkumar Prajapati**  
Company Secretary

**Date:** August 12, 2017

**Place:** Ahmedabad