

**AASWA TRADING AND EXPORTS LIMITED**  
**(CIN: L51100GJ1984PLC024704)**

**33<sup>RD</sup>**  
**ANNUAL REPORT**  
**2017-18**

**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 -Independent Director (w.e.f. 12.08.2017)

Mr. Mayur J. Parikh - Independent Director (Upto 11.08.2017)

**CHIEF FINANCIAL OFFICER**

Mr. Nitin L. Bhavsar

**COMPANY SECRETARY**

Mr. Nareshkumar J. Prajapati

**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**

M/s Mukesh M. Shah & Co.

Chartered Accountants

Ahmedabad

**BANKERS**

Kotak Mahindra Bank Limited

Bank of India

**SHARES LISTED ON STOCK EXCHANGES**

Ahmedabad Stock Exchange

BSE Ltd.

**NOTICE**

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Aaswa Trading and Exports Limited will be held on Thursday, September 27, 2018 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, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mrs. Aashini A. Shah - Non Independent and Non Executive Director (DIN: 06935369), who retires by rotation and being eligible, offers herself for re-appointment.
3. **Modification to the resolution related to appointment of Statutory Auditors**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the amendment to the Section 139 of the Companies Act, 2013, effective from 7th May, 2018, the consent of the members of the Company be and is hereby accorded to delete the requirement, seeking ratification of appointment of Statutory Auditors (M/s. Mukesh M. Shah & Co., Chartered Accountants, Ahmedabad) at every Annual General Meeting, from the resolution passed by the Shareholders at the 32<sup>nd</sup> Annual General Meeting held on 28th September, 2017."

**By order of the Board of Directors**  
**For Aaswa Trading and Exports Limited**



**Nareshkumar Prajapati**  
**Company Secretary**



**Date:** May 29, 2018  
**Place:** Ahmedabad  
**Regd. Office:**  
32, Milan Park Society,  
Nr. Jawahar Chowk, Maninagar,  
Ahmedabad – 380 008

**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.

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. Since there is no Special Business, an Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is not required. In respect of resolution at Item No. 2 a statement giving additional information on the Directors seeking re-appointment is annexed herewith as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21<sup>st</sup> September, 2018 to Thursday 27<sup>th</sup> September, 2018 (both days inclusive).
6. 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.
7. 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.
8. Electronic copy of the Annual Report for the year 2017-18 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 2017-18 is being sent in the permitted mode.
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 24, 2018 at 9.00 a.m. and will end on Wednesday, September 26, 2018 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 20, 2018, 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 20, 2018, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. 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 20, 2018, 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 20, 2018.
- 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> <li>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.</li> </ul>

Date of Birth (DOB) or Dividend Bank Details	:	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.
	:	Enter the dividend bank details as recorded in your demat account or the Company records for the said demat account or folio. 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.
Step 6	:	After entering these details appropriately, click on "SUBMIT" tab.
Step 7	:	Members holding shares in physical form will then reach directly to the Company selection screen.  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.  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.
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>180818019</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. The option "YES" implies that you assent to the resolution and Option "NO", implies that you dissent to the Resolution. Enter the number of shares (which represents number of votes) under "Yes/No" or alternatively you may partially enter any number in "Yes" and partially "No", but the total number in "Yes" and "No" taken together should not exceed your total shareholding.
Step 11	:	Click on the "RESOLUTIONS FILE LINK" if you wish to view the Notice or Resolution Details.
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.

Step 15	:	<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 33<sup>rd</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:**

Company	:	Aaswa Trading and Exports Limited Regd. Office: 32, Milanpark Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad-380 008.
Registrar & Share Transfer Agent		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>
E-Voting Agency		Central Depository Services (India) Ltd.
E-mail		<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Scrutinizer		M/s. A. Shah & Associates , Practising Company Secretary
Email		<a href="mailto:anishshahcs@gmail.com">anishshahcs@gmail.com</a>

**Annexure to the Notice dated May 29, 2018**

Details of Directors seeking Appointment /Re-appointment at the 33<sup>rd</sup> Annual General Meeting to be held on 27<sup>th</sup> September, 2018 (Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**Item no. 2**

<b>Name of Director</b>	Mrs. Aashin A. Shah
<b>Date of Birth</b>	31/12/1965
<b>Date of Appointment on the Board</b>	31 <sup>st</sup> July, 2014
<b>Qualifications</b>	Graduate
<b>Expertise in Specific Functional Areas</b>	Finance and Accounts
<b>Directorship held in Other Companies</b>	Amani Trading & Exports Ltd
<b>Chairmanship/Membership of Committees</b>	Member: Nomination and Remuneration Committee
<b>Shareholding of Director</b>	200 Equity Shares
<b>Relationship between Directors inter-se</b>	Related to Mr. Anish A. Shah, Managing Director of the Company.

**By order of the Board of Directors**  
**For Aaswa Trading and Exports Limited**



  
**Nareshkumar Prajapati**  
**Company Secretary**

**Date:** May 29, 2018  
**Place:** Ahmedabad  
**Regd. Office:**  
32, Milan Park Society,  
Nr. Jawahar Chowk, Maninagar,  
Ahmedabad – 380 008

### BOARD'S REPORT

Your Directors take pleasure in presenting their Thirty Third Annual Report of your Company together with audited financial statements for the year ended on 31<sup>st</sup> March, 2018.

#### 1. FINANCIAL RESULTS

(Amount in Lacs)

Particulars	F.Y. 2017-18	F.Y. 2016-17
Profit before Interest, Depreciation and Taxation	(0.29)	1.08
Interest	0.00	0.00
Depreciation	0.05	0.06
<b>Profit / (Loss) before Tax</b>	<b>(0.34)</b>	<b>1.02</b>
Provision for Taxation		
Current Tax	0.00	0.20
Deferred Tax	0.00	0.00
<b>Profit / (Loss) after Tax</b>	<b>(0.34)</b>	<b>0.82</b>

#### 2. DIVIDEND

Your Directors do not recommend any dividend on the equity shares.

#### 3. RESERVES

No amount has been transferred to any reserve.

#### 4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Company has reported a loss of Rs. 0.34 Lacs as compared to profit of Rs. 0.82 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. INDIAN ACCOUNTING STANDARDS (IND AS)

Indian Accounting Standards (IND AS) have become applicable to your Company with effect from 1<sup>st</sup> April, 2017 pursuant to Rule 4 (1) (iii) (a) of Companies (Indian Accounting Standards) Rules, 2015. Accordingly, your Company has prepared Financial Statements for the year ended on 31<sup>st</sup> March, 2018 in accordance with IND AS, prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued there under and the other recognized accounting practices and policies to the extent applicable.

#### 6. SHARE CAPITAL

At present the Authorized Share Capital of the Company stands at Rs. 75 Lacs and the paid up capital stands at Rs. 72 Lacs. There has been no change in the share capital during the period ended 31st March, 2018.

**7. DEPOSITS**

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on 31<sup>st</sup> March, 2018.

**8. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF OUR 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.

**9. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Your Company does not have any subsidiary, joint venture or associate company for the year ended on 31<sup>st</sup> March, 2018.

**10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of The Companies (Accounts) Rules, 2014, forms part of this Report and annexed at **Annexure- 1.**

**11. 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. However, the details of risk management objectives and policies made by the Company under the said provision is given in the notes to the Financial Statements. In the opinion of Board, there are no risk which may threaten the existence of the Company.

**12. 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.

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

During the year, the Company has not given any loans or provided guarantee or security in connection with a loan to other body corporate or person or made investments under the provisions of Section 186 of the Companies Act, 2013, hence the details are not provided.

**14. 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. Transactions with related parties as per requirements of IND-AS are disclosed in the notes to accounts annexed to financial statements.