

AASWA TRADING AND EXPORTS LIMITED
(CIN: L51100GJ1984PLC024704)

35th
ANNUAL REPORT
2019-20

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Keyur J. Parikh - Chairman & Independent Director
Mr. Anish A. Shah - Managing Director
Mrs. Aashini A. Shah - Non-executive Director
Mr. Bhavesh G. Shah - Independent Director

CHIEF FINANCIAL OFFICER

Mr. Nitin L. Bhavsar

COMPANY SECRETARY

Ms. Urvi C. Shah

REGISTERED OFFICE

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

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited
Centre-1 (ABC-1), Beside Gala Business Centre,
5th Floor, 506-508, Amarnath Business,
Off C G Road , Navrangpura,
Ahmedabad – 380 009, Gujarat.

STATUTORY AUDITORS

M/s Mukesh M. Shah & Co.
Chartered Accountants
Ahmedabad

BANKERS

Kotak Mahindra Bank Limited
Bank of India

SHARES LISTED ON STOCK EXCHANGES

BSE Ltd.
Ahmedabad Stock Exchange

NOTICE

Notice is hereby given that the 35th Annual General Meeting ("AGM") of the Aaswa Trading and Exports Limited will be held on Wednesday, 30th September, 2020 at 11.00 a.m. at H.R. Hall, Texcellence complex, Khokhara, Ahmedabad-380021, 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 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mrs. Aashini A. Shah – Non Independent & Non Executive Director (DIN: 06935369), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:-

3. To re-appoint Mr. Anish A. Shah (DIN: 00156517) as a Managing 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 provisions of section 196, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act") and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the company and subject to such approvals and permissions, as may be required, consent of the company be and is hereby accorded for re-appointment of Mr. Anish A. Shah (DIN : 00156517) as Managing Director of the company w.e.f. 1st June, 2020 without payment of any remuneration for a period of 5 (Five) years.

RESOLVED FURTHER THAT terms and conditions of re-appointment and Remuneration set out hereunder:

- I. The Managing Director shall not be paid any remuneration during the tenure of his appointment.
- II. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof during the tenure of his appointment.
- III. The headquarter of the Managing Director shall be Ahmedabad in the State of Gujarat.
- IV. Subject to the provisions of the Act, the Managing Director shall be liable to retire by rotation.
- V. The Managing Director shall not during the continuance of his employment or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company or as to any trade secrets or secret processes of the Company and the Managing Director shall during the continuance of his employment hereunder also use his best endeavors to prevent any other person from doing so.
- VI. Subject to the superintendence, control and direction of the Board as it may from time to time determine, the Managing Director shall have to look after the entire day to day business affairs of the Company and have substantial powers of the management of the Company and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company and exercise all

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such powers as may be assigned, granted and entrusted to him from time to time for the proper performance, discharge and execution of his duties and responsibilities.

RESOLVED FURTHER THAT any one of the directors or company Secretary of the Company, 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."

Date: 29th June, 2020

Place: Ahmedabad

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


Urvi Shah

Company Secretary

Regd. Office:

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

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. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of the business stated under Item No. 3 of the accompanying notice is annexed hereto. The relevant details of the persons seeking appointment/re-appointment as Director are also annexed to this Notice.
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 noon) 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 Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive).
6. All Investor related complaints or queries be addressed to 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 2019-20 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 2019-20 is being sent in the permitted mode.
9. Process and manner for voting through Electronic means –

- 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 Sunday, 27th September, 2020 at 9.00 a.m. and will end on Tuesday, 29th September, 2020 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. Wednesday, 23rd September, 2020, 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. Wednesday, 23rd September, 2020, 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. Wednesday, 23rd September, 2020, 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. Wednesday, 23rd September, 2020.
 - 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: www.evotingindia.com
Step 2	:	Click on "Shareholders" to cast your vote(s).

Step 3	:	<p>Please enter your USER ID –</p> <ul style="list-style-type: none"> • For account holders in CDSL: Your 16 digits beneficiary ID. • For account holders in NSDL: Your 8 characters DP ID and followed by 8 digits Client ID. • Members holding shares in physical form should enter folio number registered with the company. <p>OR</p> <p>Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.</p>
Step 4	:	<p>Please enter the Image verification as displayed and Click on Login. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.</p>
Step 5	:	<p>If you are a first time user follow the steps given below:</p>
PAN	:	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • 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 • 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.
Date of Birth (DOB) Or Dividend Bank Details	:	<p>DOB- 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> <p>Dividend Bank Details- 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.</p>
Step 6	:	<p>After entering these details appropriately, click on "SUBMIT" tab.</p>
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>

		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. 200824007 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	:	<p>Note for Non Individual Shareholders and Custodians:-</p> <ul style="list-style-type: none"> • Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module. • 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. • The list of accounts linked in the login 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. • Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; www.aaswatrading.in, if they have voted from

		individual tab & not uploaded same in the CDSL e-voting 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 35th 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

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 Centre-1 (ABC-1), Beside Gala Business Centre, 5th Floor, 506-508, Amarnath Business, Off C G Road , Navrangpura, Ahmedabad – 380 009, Gujarat. Tel No. +91 79 26465179 /86 / 87 Email Id: ahmedabad@linkintime.co.in ; Website : www.linkintime.co.in
E-Voting Agency		Central Depository Services (India) Ltd.
E-mail		helpdesk.evoting@cdslindia.com
Scrutinizer		M/s. A. Shah & Associates , Practising Company Secretary
Email		anishshahcs@gmail.com

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item 3

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, 2017 without any remuneration as approved by the members of the Company in the 32nd Annual General Meeting held on 28th September, 2017. As the existing tenure of Mr. Anish A. Shah as Managing Director of the Company is expiring on 31st May, 2020, the Board of Directors of the Company has, on recommendation of Nomination and Remuneration Committee, in its meeting held on 30th May, 2020 subject to the approval of members, re-appointed him as a Managing Director of the Company for a further period of five years w.e.f. 1st June, 2020, on the terms and conditions stated in the resolution and 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.
- 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 confirm 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 and 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. 3 of the Notice for approval of the Members.

Date: 29th June, 2020

Place: Ahmedabad

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


Urvi Shah

Company Secretary

Regd. Office:

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

Annexure to the Notice dated 29th June, 2020

Details of Director seeking Appointment /Re-appointment at the 35th Annual General Meeting to be held on Wednesday, 30th September, 2020 at 11.00 a.m. (Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings)

Item no. 2

Name of Director	Mrs. Aashini A. Shah
Date of Birth	31 st December, 1965
Date of Appointment on the Board	31 st July, 2014
Qualifications	Graduate
Experience / Expertise in Specific Functional Areas	Mrs. Aashini Shah is a graduate and having experience in the field of finance and accounts.
Relationship between Directors inter-se	Related to Mr. Anish Shah, Managing Director of the Company
No. of Board meeting attended during the year (2019-20)	3 (Three)
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	NA
Directorship held in Other Listed entities	Amani Trading and Exports Ltd.
Chairmanship/Membership of Board Committees in other listed entities	Nomination and Remuneration Committee: • Member: Amani Trading and Exports Ltd.
Shareholding of Director	200 shares

Item No. 3

Name of Director	Mr. Anish A. Shah
Date of Birth	22 nd October, 1964
Date of Appointment on the Board	31 st July, 2002
Qualifications	Graduate
Experience / Expertise in Specific Functional Areas	Mr. Anish Shah is a commerce graduate and large experience in various fields has relevant expertise with regard to the business management.
Relationship between Directors inter-se	Related to Mrs. Aashini A. Shah, Director of the Company