AASWA TRADING AND EXPORTS LIMITED

29th ANNUAL REPORT 2013-2014

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 (w.e.f. 31.07.2014)

- **Corporate Identification Number & Registered Office**
  CIN: L51100GJ1984PLC024704
  32, Milan Park Society,
  Nr. Jawahar Chowk, Maninagar,
  Ahmedabad – 380 008

- **CFO and Company Secretary**
  Shri Pritesh M. Shah (w.e.f.01.06.2014)

- **Statutory Auditors**
  Dhirubhai Shah & Doshi
  (Earlier known as Dhirubhai Shah & Co.)
  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

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of **AASWA TRADING AND EXPORTS LIMITED** will be held on Tuesday, 30th September, 2014 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:-

ORIDNARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2014, the report of Board of Directors and Auditors thereon; and

2. To appoint Dhirubhai Shah & Doshi (earlier known as Dhirubhai Shah & Co.), 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 the next annual general meeting and authorise the Board to fix their remuneration.

SPECIAL BUSINESS

3. 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 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Keyur Parikh (DIN: 00156455), Director of the Company liable to retire by rotation under Companies Act, 1956 and who retires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 30th September, 2014, not liable to retire by rotation."

4. 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 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Mayur Parikh (DIN: 00156543), who was appointed as a Director of the Company liable to retire by rotation under the Companies Act, 1956 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 30th September, 2014, not liable to retire by rotation."

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

   "RESOLEVD THAT pursuant to Section 160 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (appointment and Qualification of Directors) Rules, 2014, Smt. Aashini A. Shah (DIN: 06935369), who was appointed as an Additional Director by the Board of Directors and who holds office under Section 161 of the Companies Act, 2013, only upto the date of this meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:-**

   "RESOLVED THAT pursuant to Section 196 and other applicable provision, if any of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and subject to approval of Central Government or other Government authority/agency, if required, the consent of shareholders of the Company be and is hereby accorded for appointment of Mr. Anish A. Shah (DIN: 00156517) as the Managing Director of the Company, without any payment of remuneration, for a period of three years w.e.f.01.06.2014.

   RESOLVED FURTHER THAT the Board of Directors of the company or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion it may think necessary or desirable in order to give effect to the foregoing resolution."

Regd. Office: 32, Milanpark Society,
Nr. Jawahar Chowk, Maninagar,
Ahmedabad – 380 008
E Mail – aaswaexports@yahoo.co.in
Ph.:- 079-25462907
Date: 31/07/2014
Place: Ahmedabad

By order of the Board

Director

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

2. An explanatory statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2014 to 27th September, 2014 (both days inclusive).

4. Electronic copy of the Annual Report for the year 2013-14 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 2013-14 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.

6. **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 clause 35B of the Listing Agreement, the company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-voting services provided by Central Depository Services Ltd (CDSL):

The instructions for members for voting electronically are as under:-

Section A - 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	:	Select the Electronic Voting Sequence Number (EVSN) i.e. **140816022** along with **"AASWA TRADING AND EXPORTS LIMITED"** from the drop-down menu and click on "SUBMIT"
Step 4	:	Please enter your USER ID.– • 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.
Step 5	:	Please enter the Image verification as displayed and Click on Login.
Step 6	:	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.
Step 7	:	If you are a first time user follow the steps given below:
PAN	:	• 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 first two letters of their name and the last 8 digits of the demat account / folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
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.
Dividend Bank Details	:	Enter the dividend bank details as recorded in your demat account or registered with the company for the said demat account or folio. Any one details i.e. DOB or Bank details should be entered for logging into the account. If DOB or Bank details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date (record date) i.e. 22nd August, 2014 in the Dividend bank details.
Step 8	:	After entering these details appropriately, click on "SUBMIT" tab.
Step 9	:	Members holding shares in Demat form will then now reach 'Password Creation' menu wherein, they are required to create their login password in the password field. Kindly note that this password is to be also 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. Members holding shares in physical form will then reach directly to the Company selection screen.
Step 10	:	Click on the EVSN of the company i.e. 140816022 to vote
Step 11	:	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 12	:	Click on the "RESOLUTIONS FILE LINK" if you wish to view the Notice.
Step 13	:	After selecting the resolution you have decided to vote on, click on "SUBMIT". 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.

Section B - Commencement of e-voting period and other e-voting instructions.

The voting period begins on 24th September, 2014 and ends on 26th September, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, 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 shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company.

Mr. Anish Shah, Practising Company Secretary (Membership No. FCS No.4713, CP No.6560) (Address D/413, Shiromani Complex, Opp. Ocean Park, Satellite Road, Nehrunagar, Ahmedabad – 380015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-voting process.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.

The Results shall be declared on or after the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL https://www.evotingindia.co.in within two days of the passing of the resolutions at the AGM of the Company and communicated to the concerned Stock Exchanges, where the shares of the Company are listed.

The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.

For Shareholders holding shares in physical form, the password and default number can be used only for e-voting on the resolutions given in the notice

For Institutional Shareholders:-

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https:/ /www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com .
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- 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.
- They should upload a scanned copy of the board resolution and power of attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communications regarding CDSL e-voting system in future. The same may be used in case the members forgets the password and the same needs to be reset.
- 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 32, Milan Park Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad – 380 008
Registrar & Share	:	Link Intime India Pvt. Ltd.

Transfer Agent		303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Off C.G. Road, Ahmedabad
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

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

Item no. 3 & 4

As per the provisions of section 149, 152 and all other applicable provisions if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, the independent directors shall be appointed for a term of upto 5 (five) consecutive years and they are not liable to retire by rotation.

Non-Executive Independent Directors i.e. Mr. Keyur Parikh and Mr. Mayur Parikh ("Non-Executive Independent Directors") were appointed as Directors liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956. It is proposed to appoint all the non-executive directors under section 149 of the Act to hold office for five (5) consecutive years effective from the date of Annual General Meeting (AGM) i.e. 30th September, 2014.

The company has received notices in writing under section 160 of the Act, from the members along with a requisite deposit amount proposing the candidature of each of the non-executive independent director for the office of Independent Director under section 149 of the Act.

Brief Particulars of Mr. Keyur Parikh and Mr. Mayur Parikh are given hereunder:
Mr. Keyur Parikh is a commerce graduate and have large experience in the field of finance and accounts. Mr. Mayur Parikh is having good experience in the filed of commerce. Both Mr. Keyur Parikh and Mr. Mayur Parikh are associated with the Company since long time and have relevant experience and expertise with regard to the business operations of the Company.

Both the above Directors are not disqualified from being appointed as Directors by virtue of the provision of Section 164 of the Companies Act, 2013. They have also given a declaration under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Copy of draft letter of appointment for Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal working hours on any working day, excluding Saturday and Sunday.

The Director recommends the passing of the Resolutions at Item No. 3 and 4 as Ordinary Resolution.

Except Shri Mayur Parikh and Shri Keyur Parikh in their respective appointment, none of the other Directors and Key Managerial Personnel of the company or their respective relatives is, in any way, deemed to be interested or concerned in these items of business.

Item no. 5

As per the provisions of Section 149 (1) of the Companies Act, 2013, the Company should have atleast one woman director. Keeping in view the above legal requirements, the Board of Directors have appointed Smt. Aashini A. Shah as Additional Director on 31st July, 2014 as Additional Director. In terms of provisions of Section 161 of the Companies Act, 2013, she holds office upto the date of this Annual General Meeting.

Smt. Aashini A. Shah is not disqualified form being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Aashini A. Shah for the office of the Director of the Company.

Brief Resume and other details of Smt. Aashini A. Shah is as under:
She is B.A. (Psychology) and has relevant business experience and is related to Mr. Anish A. Shah, the Managing Director of the Company. She is also a director in Amani Trading and Exports Ltd.

Except Smt. Aashini A. Shah being an appointee and her husband Mr. Anish A. Shah, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item no. 6

The Board of Directors at their meeting held on 29th May, 2014, have appointed Shri Anish A. Shah (DIN: 00156517) as Managing Director of the Company for a period of three year effective from 01.06.2014, subject to approval of Shareholders and Central Government, if required.

Shri Anish A. Shah is Director in the Company and associated with the Company for a long period. He has excellent knowledge and experience on various aspects relating to the Company's affairs.

Except Shri Anish A. Shah and his wife Smt. Aashini A. Shah, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any

way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the passing of the Special Resolution as set out at Item No. 6 of the Notice for approval by the shareholders.

Regd. Office: 32, Milanpark Society,
Nr. Jawahar Chowk, Maninagar,
Ahmedabad – 380 008
E Mail – aaswaexports@yahoo.co.in
Ph.:- 079-25462907
Date: 31/07/2014
Place: Ahmedabad

By order of the Board

Director