

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

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) | : | <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> |
| Or | : | <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> |
| Dividend Bank Details | : | |
| 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 |

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| | |
|---|--|
| 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 | As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement. |
| Directorship held in Other Listed entities | Amani Trading and Exports Ltd. |
| Chairmanship/Membership of Board Committees in other listed entities | Audit Committee: <ul style="list-style-type: none">• Member: Amani Trading and Exports Ltd. |
| Shareholding of Director | Nil |

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.

BOARD'S REPORT

Your Directors have pleasure in presenting their 35th Annual Report of your Company together with Audited Financial Statements for the year ended on 31st March, 2020.

1. FINANCIAL RESULTS

(Amount in Lacs)

| Particulars | F.Y. 2019-20 | F.Y. 2018-19 |
|---|--------------|--------------|
| Total Revenue | 24.47 | 386.10 |
| Profit before Interest, Depreciation and Taxation | 13.86 | 11.50 |
| Less : Interest | 0.00 | 0.00 |
| Less : Depreciation and amortization | 0.02 | 0.03 |
| Profit / (Loss) before Tax | 13.84 | 11.46 |
| Provision for Taxation | | |
| Less : Current Tax | 1.79 | 0.00 |
| Less : Tax adjustment for earlier years | 0.05 | 0.00 |
| Profit / (Loss) after Tax | 12.00 | 11.46 |

2. DIVIDEND

Your Directors do not recommend any dividend on the equity shares for the year under review.

3. RESERVES

During the year under review, no amount is transferred to any reserve account.

4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

During the year under review, the Company has earned total revenue of Rs. 12.99 Lacs from the operations of the Company as compared to previous year revenue of Rs. 365.24 lacs. Your Company has reported a profit of Rs. 12 Lacs as compared to profit of Rs. 11.46 Lacs in previous year. The Company has continued its activity of trading in cotton fabrics. Your directors are confident for the improvement in the performance of the Company in the coming years.

5. 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, 2020.

6. 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. There were no unpaid or unclaimed deposits as on 31st March, 2020.

7. 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.

8. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company does not have any subsidiary, joint venture or associate company for the year ended on 31st March, 2020.

9. 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.

10. RISK MANAGEMENT

The Company has framed and adopted a "Risk Management Policy" to identify, monitor, minimize and mitigate risks and determine the responses to various risks to minimize their adverse impact on the organization. The Company is exposed to various financial risks viz. credit risk, liquidity risk, foreign currency risk, interest rate risk etc. 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 are 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. The Risk Management Policy is placed on the website of the Company at www.aaswatrading.in.

11. 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.

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

Details of Loans covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements. During the year, the Company has not provided any guarantee or security in connection with a loan and has not made any investments, hence the details are not provided.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The members may note that all the related party transactions were on arm's length basis and hence disclosure in Form AOC-2 is not required. There were no materially significant transactions with any of the related parties that may have potential conflict with the interest of

the Company at large. Transactions with related parties as per requirements of IND-AS are disclosed in the notes to the Financial Statements.

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 and the same is posted on the Company's website at www.aaswatrading.in.

15. ANNUAL EVALUATION OF BOARD'S PERFORMANCE

The Nomination and Remuneration Committee have laid down the manner in which formal evaluation of the performance of the Board, its Committee and individual Directors has to be made. Pursuant to the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the policy laid down by the Nomination and Remuneration Committee (NRC), as approved by the Board of Directors, the Board has carried out an annual evaluation of its performance, its Committees and all individual Directors.

In a separate meeting of Independent Directors, performance of Non Independent Directors, performance of the Board as a whole and performance of the Chairman & Managing Director was evaluated.

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 included in this Report as **Annexure-2**. The Annual Return of the Company has been placed on the website of the Company at www.aaswatrading.in.

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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has been provided.

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

During the year, 4 (four) meetings of the Board of Directors were held, as required under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. viz; 29th May, 2019, 13th August, 2019, 13th November, 2019 and 13th February, 2020.

| Sr. No. | Name of Director | Number of Board Meetings during the financial year 2019 -20 | |
|---------|-------------------|---|----------|
| | | Held | Attended |
| 1 | Mr. Keyur Parikh | 4 | 4 |
| 2 | Mr. Bhavesh Shah | 4 | 4 |
| 3 | Mr. Anish Shah | 4 | 3 |
| 4 | Mrs. Aashini Shah | 4 | 3 |

During the year, Your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointment:

1. Mr. Anish Shah : He is completing his term of 3 (three) years of his appointment as a Managing Director on 31st May, 2020 and is eligible for re-appointment for another term of 5 (five) consecutive years subject to approval of the Members by Ordinary Resolution. The Nomination and Remuneration Committee (NRC) has recommended and the Board of Directors has approved his re-appointment as a Managing Director for a term of five consecutive years commencing from 1st June, 2020.

The Company has received requisite Notices from Member(s) under Section 160 of the Companies Act, 2013 in respect of the aforesaid Director, proposing his candidature for the office of Director. The resolutions for his re-appointment along with his brief profile forms part of the Notice of the 35th AGM and the respective resolution is recommended for approval of members.

Retirement by Rotation:

In accordance with the Articles of Association and the relevant provisions of the Companies Act, 2013, Mrs. Aashini A. Shah retires by rotation at the ensuing Annual General Meeting of the Company and being eligible seeks re-appointment. Your Board recommends his reappointment.

There was no change in the composition of the Board of Directors and Key Managerial Personnel during the year under review, except as stated above.

20. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3) (c) and 134 (5) of the Act, that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

- (f) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. DECLARATION OF INDEPENDENT DIRECTORS

All the Independent Directors have given their declaration to the Company stating their independence pursuant to Section 149(6) and SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015. The terms and conditions of the appointment of Independent Directors have been disclosed on the website of the Company at www.aaswatrading.in. In compliance with the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company has put in place a Familiarization Program for the Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model etc.

22. PARTICULARS OF EMPLOYEES

- (i) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report and is annexed as Annexure - 3 to this Report.
- (ii) The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. However, the said statement is not being sent along with this Annual Report to the members in line with the provisions of Section 136 of the Companies Act, 2013. The same is open for inspection at the Registered Office of the Company. Copies of this statement may be obtained by the members by writing to the Company Secretary.

23. AUDITORS

(a) STATUTORY AUDITORS

M/s. Mukesh M. Shah & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 106625W) were appointed as Statutory Auditors of the Company at the 32nd Annual General Meeting held on 28th September, 2017, for a term of five (5) consecutive financial years i.e. commencing from FY 2017-18, subject to their appointment being ratified by the shareholders in every AGM.

The Companies Amendment Act, 2017 has with effect from 7th May, 2018 omitted the requirement of ratification of appointment of Statutory Auditors at every intervening Annual General Meeting and accordingly the same is not required to be placed before the Members at the Annual General Meeting.

The Statutory Auditor has given a confirmation to the effect that they are eligible to continue with their appointment and have not been disqualified in any manner from continuing as Statutory Auditor. The remuneration payable to the Statutory Auditor shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

The Auditors' Report for FY 2019-20 forms part of this Annual Report and does not contain any qualification, reservation or adverse remark.

(b) SECRETARIAL AUDITORS

Pursuant to provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 as amended, the Company has appointed M/s. A. Shah & Associates, Practicing Company Secretary, Ahmedabad (Certificate of Practice No. 6560) to undertake the Secretarial Audit of the Company for the financial year ended 31st March, 2020. The Secretarial Audit Report is annexed herewith as **Annexure - 4**.

The Secretarial Audit Report contains observation that the Company is yet to comply with the Regulation 31(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for maintaining 100% Shareholding of promoters in Dematerialization Form. As regard to the said observation, Board wishes to states that core promoters, holding 98.56% shares of promoters' holding, had already dematerialized their shares.

The said Report and does not contain any qualification, reservation or adverse remark except mention above.

24. REPORTING OF FRAUD BY AUDITORS

There have been no instances of fraud reported by the Auditors u/s 143 (12) of the Companies Act, 2013 and rules framed thereunder either to the company or to the Central Government.

25. DISCLOSURE OF COMPOSITION OF BOARD, COMMITTEE AND VIGIL MECHANISM

CONSTITUTION OF BOARD

As on the date of this report, the composition of Board is as follows.

| Sr No. | Name of the Director | Designation |
|--------|----------------------|--|
| 1. | Mr. Anish A. Shah | Managing Director |
| 2. | Mrs. Aashini A. Shah | Non Executive-Non Independent Director |
| 3. | Mr. Bhavesh G. Shah | Independent Director |
| 4. | Mr. Keyur J. Parikh | Independent Director |

The composition of Board complies with the requirements of the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from requirement of having composition of Board as per Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

COMMITTEES OF BOARD

Your Company has constituted several Committees in compliance with the requirements of the relevant provisions of applicable laws and statutes, details of which are given hereunder.

1. AUDIT COMMITTEE

Audit Committee meeting is generally held once in quarter for the purpose of recommending the quarterly/half yearly/ yearly financial results and the gap between two meetings did not

Aaswa Trading and Exports Limited
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exceed one hundred and twenty days. The Audit Committee met four times during the financial year 2019-20 viz; 29th May, 2019, 13th August, 2019, 13th November, 2019 and 13th February, 2020.

The Audit committee Comprises of the following directors as on the date of the Board Report:

| Sr. No. | Name of Director | Category | Designation |
|---------|---------------------|------------------------------------|-------------|
| 1 | Mr. Keyur J. Parikh | Independent Director | Chairman |
| 2 | Mr. Bhavesh G. Shah | Independent Director | Member |
| 3 | Mr. Anish A. Shah | Executive Non-Independent Director | Member |

The details of meetings attended by Committee members are given below:

| Sr. No. | Name of Director | Number of meetings during the financial year 2019 -20 | |
|---------|---------------------|---|----------|
| | | Held | Attended |
| 1 | Mr. Keyur Parikh | 4 | 4 |
| 2 | Mr. Bhavesh G. Shah | 4 | 4 |
| 3 | Mr. Anish A. Shah | 4 | 3 |

Mr. Keyur Parikh, the Chairman of the Committee had attended last Annual General Meeting of the Company held on 27th September, 2019. Further, Ms. Urvi C. Shah is acting as a secretary of the committee. Recommendations of Audit Committee, wherever and whenever given, have been accepted by the Board.

2. NOMINATION AND REMUNERATION COMMITTEE

The Company has formed Nomination and Remuneration committee in line with the provisions Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the person who is qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. During the year under review, one meeting was held on 13th August, 2019 inter alia, to recommend the appointment of Director and to review the performance of Directors of the Company.

The NRC committee Comprises of the following directors as on the date of the Board Report:

| Sr. No. | Name of Director | Category | Designation |
|---------|----------------------|--|-------------|
| 1 | Mr. Bhavesh G. Shah | Independent Director | Chairman |
| 2 | Mr. Keyur Parikh | Independent Director | Member |
| 3 | Mrs. Aashini A. Shah | Non-Executive Non-Independent Director | Member |

The details of meetings attended by Committee members are given below:

| Sr. No. | Name of Director | Number of meetings during the financial year 2019 -20 | |
|---------|----------------------|---|----------|
| | | Held | Attended |
| 1 | Mr. Bhavesh Shah | 1 | 1 |
| 2 | Mr. Keyur Parikh | 1 | 1 |
| 3 | Mrs. Aashini A. Shah | 1 | 1 |

VIGIL MECHANISM

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the

mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at www.aaswatrading.in

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There has been no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations. All orders received by the Company during the year are of routine in nature which have no significant / material impact.

27. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has laid down the set of standards, processes and structure which enables it to implement internal financial control across the organisation and ensure that the same are adequate and operating effectively. To maintain the objectivity and independence of internal audit, the Internal Auditor reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with the operating systems, accounting procedures and policies of the Company. Based on the report of Internal Auditor, the process owners undertake the corrective action in their respective areas and thereby strengthen the control. Significant audit observation and corrective actions thereon are presented to the Audit Committee of the Board.

28. LISTING WITH STOCK EXCHANGES

Your Company is listed with the BSE Limited and Ahmedabad Stock Exchange and the Company has paid the listing fees to each of the Exchanges.

29. CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D, and E of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 does not apply to your Company and hence provisions relating to report on corporate governance are not applicable. The Management Discussion and Analysis Report forms part of this Report and are annexure as **Annexure -5** to this Report.

30. GENERAL DISCLOSURE

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b. Issue of shares (including sweat equity shares) to employees of the Company under any scheme including Employee Stock Option Scheme.
- c. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees.

31. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Directors state that during the year under review, there were no cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

32. APPRECIATION

Your Directors express their gratitude for the dedicated services put in by all the employees of the Company.

33. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to the customers, vendors, investors, banks and financial institutions for the continued support. Your Directors are also thankful to the Government of India, State Government and other authorities for their support and solicit similar support and guidance in future.

FOR, AASWA TRADING AND EXPORTS LIMITED



KEYUR J. PARIKH
CHAIRMAN
DIN: 00156455



BHAVESH G. SHAH
DIRECTOR
DIN: 02333042

Date: 29th June, 2020
Place: Ahmedabad

ANNEXURES TO THE BOARD'S REPORT

Annexure-1

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.

The Information under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules 2014 for the year ended on 31st March, 2020 is given here below and forms part of the Board's Report.

A. Conservation of Energy

The principal business of the Company is of trading in cotton fabrics and therefore, the operations of the Company does not comprise of Manufacturing activities and not consume high level of energy. No capital investment has been made by the Company on energy conservation equipments.

B. Technology Absorption

The Company has no activity regarding technology absorption. The Company has not incurred any expenditure on research and development activity.

C. Foreign Exchange Earning and Outgo

During the year under review, there are no foreign exchange earnings and outgo.

FOR, AASWA TRADING AND EXPORTS LIMITED


KEYUR J. PARIKH
CHAIRMAN
DIN: 00156455


BHAVESH G. SHAH
DIRECTOR
DIN: 02333042

Date: 29th June, 2020
Place: Ahmedabad

Form No. MGT – 9
Extract of Annual Return

As on the financial year ended on 31st March, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

| | | |
|----|---|--|
| 1. | CIN | L51100GJ1984PLC024704 |
| 2. | Registration Date | 7 th November, 1984 |
| 3. | Name of the Company | Aaswa Trading and Exports Ltd. |
| 4. | Category / Sub-category of the Company | Public Company Limited by Shares |
| 5. | Whether listed Company (Yes/No) | Yes (BSE Ltd & Ahmedabad Stock Exchange) |
| 6. | Name, Address and Contact Details of Registrar and Transfer Agent, if any | 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. 079-26465179 Email: ahmedabad@linkintime.co.in |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sr. No. | Name and Description of Main Product | NIC Code of the Product* | % to total turnover of the Company |
|---------|--------------------------------------|--------------------------|------------------------------------|
| 1 | Trading of Cotton Fabrics | 46411 | 100% |

* As per National Industrial Classification (NIC-2008) – Ministry of Statistics and Programme Implementation.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and Address of the Company | CIN / GIN | Holding / Subsidiary / Associate | % of Shares held | Applicable Section |
|---------|---------------------------------|-----------|----------------------------------|------------------|--------------------|
| NIL | | | | | |

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| | | | | | | | | | |
|---|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|-------------|
| c) Others, Specify | | | | | | | | | |
| i) Trust | - | 36030 | 36030 | 5.00 | - | 36030 | 36030 | 5.00 | - |
| Sub-total (B) (2) | 0 | 219280 | 219280 | 30.46 | 0 | 219280 | 219280 | 30.46 | 0.00 |
| Total Public Shareholding(B)= (B)(1) +(B)(2) | 0 | 219280 | 219280 | 30.46 | 0 | 219280 | 219280 | 30.46 | 0.00 |
| C. Shares held by Custodian for GDRs and ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 493520 | 226480 | 720000 | 100.00 | 493520 | 226480 | 720000 | 100.00 | 0.00 |

(ii) Shareholding of Promoters

| Sr. No. | Shareholder's Name | No. of Shares held at the beginning of the year i.e. 01.04.2019 | | | No. of Shares held at the end of the year i.e. 31.03.2020 | | | % Change in share holding during the year |
|---------|--|---|----------------------------------|--|---|----------------------------------|--|---|
| | | No. of Shares | % of total shares of the Company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total shares of the Company | % of Shares Pledged / encumbered to total shares | |
| 1. | Shefali Chintan Parikh | 432920 | 60.13 | 0.00 | 432920 | 60.13 | 0.00 | 0.00 |
| 2. | Uttara Chintan Parikh | 60600 | 8.42 | 0.00 | 60600 | 8.42 | 0.00 | 0.00 |
| 3. | Navnit C. M. Parikh & Shefali Chintan Parikh | 3860 | 0.54 | 0.00 | 3860 | 0.54 | 0.00 | 0.00 |
| 4. | Shripal Sevantilal Morakhia | 60 | 0.01 | 0.00 | 50 | 0.01 | 0.00 | 0.00 |
| 5. | Navinchandra Kantilal Morakhia | 50 | 0.01 | 0.00 | 50 | 0.01 | 0.00 | 0.00 |
| 6. | Sangeeta Sevantilal Morakhia | 50 | 0.01 | 0.00 | 50 | 0.01 | 0.00 | 0.00 |
| 7. | Shreyas Sevantilal Morakhia | 50 | 0.01 | 0.00 | 50 | 0.01 | 0.00 | 0.00 |
| 8. | Vimal Sevantilal Morakhia | 50 | 0.01 | 0.00 | 50 | 0.01 | 0.00 | 0.00 |
| 9. | Harsh Anubhai Javeri | 10 | 0.00 | 0.00 | 10 | 0.00 | 0.00 | 0.00 |
| 10. | Swarup H. Javeri | 10 | 0.00 | 0.00 | 10 | 0.00 | 0.00 | 0.00 |
| 11. | Urvashi A. Javeri | 10 | 0.00 | 0.00 | 10 | 0.00 | 0.00 | 0.00 |
| 12. | Akalu Holdings Pvt. Ltd. | 2950 | 0.41 | 0.00 | 2950 | 0.41 | 0.00 | 0.00 |
| 13. | Small Three Coordinates Inv. Pvt. Ltd. | 100 | 0.01 | 0.00 | 100 | 0.01 | 0.00 | 0.00 |
| | Total | 500720 | 69.54 | 0.00 | 500720 | 69.54 | 0.00 | 0.00 |

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

There is no change in the shareholding of the Promoter Group.

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(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sr. No. | For each of the top 10 Shareholders | Shareholding at the beginning of the year 01.04.19 | | Shareholding at the end of the year 31.03.20 | |
|---------|---|--|----------------------------------|--|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Arun Bhogilal Mody | 17950 | 2.49 | 17950 | 2.49 |
| 2. | Virendra R. Sheth (Shivam Trust) | 9030 | 1.25 | 9030 | 1.25 |
| 3. | Suryakant N. Patel (Suvidha Trust) | 9000 | 1.25 | 9000 | 1.25 |
| 4. | Lalshankar S. Sevak (Saumya Trust) | 9000 | 1.25 | 9000 | 1.25 |
| 5. | Ambalal C. Mehta (Sadhana Trust) | 9000 | 1.25 | 9000 | 1.25 |
| 6. | Rameshchandra Gokaldas Shah | 7500 | 1.04 | 7500 | 1.04 |
| 7. | Dhirendra Rameshchandra Shah & Tejal Dhirendra Shah | 5000 | 0.69 | 5000 | 0.69 |
| 8. | Harshad Jagmohandas Shah & Sunil Jagmohandas Shah | 5000 | 0.69 | 5000 | 0.69 |
| 9. | Harshad Jagmohandas Shah & Dhirendra Jagmohandas Shah | 5000 | 0.69 | 5000 | 0.69 |
| 10. | Indira Rameshchandra Shah | 5000 | 0.69 | 5000 | 0.69 |

(v) Shareholding of Directors and Key Managerial Personnel

| Sr. No. | For each of the Directors and KMP | Shareholding at the beginning of the year 01.04.2019 | | Shareholding at the end of the year 31.03.2020 | |
|---------|-----------------------------------|--|----------------------------------|--|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Mr. Keyur J. Parikh | 200 | 0.03 | 200 | 0.03 |
| 2. | Mr. Bhavesh G. Shah | 150 | 0.02 | 150 | 0.02 |
| 3. | Mrs. Aashini A. Shah | 200 | 0.03 | 200 | 0.03 |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | (Rs. In lacs) |
|--|----------------------------------|-----------------|----------|--------------------|
| | | | | Total Indebtedness |
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | -- | -- | -- | -- |
| ii) Interest due but not paid | -- | -- | -- | -- |
| iii) Interest accrued but not paid | -- | -- | -- | -- |
| Total (i+ii+iii) | -- | -- | -- | -- |
| Change in Indebtedness during the financial year | | | | |
| Addition | -- | -- | -- | -- |
| Reduction | -- | -- | -- | -- |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | -- | -- | -- | -- |
| ii) Interest due but not paid | -- | -- | -- | -- |

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| | | | | |
|------------------------------------|----|----|----|----|
| iii) Interest accrued but not paid | -- | -- | -- | -- |
| Total (i+ii+iii) | -- | -- | -- | -- |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. None of the Directors were in receipt of any remuneration during the year 2019-2020.
2. Remuneration to Key Managerial Personnel, Other Than MD/Manager/WTD
(Amount in Rs.)

| S.N. | Particulars of Remuneration | Company Secretary | Chief Financial Officer | Total Amount (In Rs.) |
|------|---|-------------------|-------------------------|-----------------------|
| 1. | Gross Salary | 3,58,629 | 1,58,558 | 5,17,187 |
| | (a) Salary as per the section 17(1) of the IT Act, 1961 | | | |
| | (b) Value of perquisites u/s 17(2) of the IT Act, 1961 | -- | -- | -- |
| 2. | Stock Options | -- | -- | -- |
| 3. | Sweat Equity | -- | -- | -- |
| 4. | Commission; | -- | -- | -- |
| | -As a % of Profit | -- | -- | -- |
| | -Others, Specify | -- | -- | -- |
| 5. | Others, Specify | -- | -- | -- |
| | Total | 3,58,629 | 1,58,558 | 5,17,187 |

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCE (UNDER COMPANIES ACT):

There were no cases of penalties / punishment or compounding of offences either on the Company or on the Directors or officer in default under the Companies Act.

FOR, AASWA TRADING AND EXPORTS LIMITED



KEYUR J. PARIKH
CHAIRMAN AND DIRECTOR
DIN: 00156455



BHAVESH G. SHAH
DIRECTOR
DIN: 02333042

DATE: 29th June, 2020
PLACE: Ahmedabad

DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

| Sr. No. | Particulars |
|---------|--|
| 1. | Directors including Managing Director were not paid any Remuneration for the financial year 2019-2020. |
| 2. | The increase in remuneration of Directors is nil, that of Chief Financial Officer is -0.17% that of Company Secretary is 0.20% in the Financial Year 2019-2020. |
| 3. | There is percentage increase in the median remuneration of employees is 0.06 for the financial year 2019-20. |
| 4. | There were two permanent employees on the rolls of the company as on 31 st March 2020. |
| 5. | The average percentile increase in salaries of employees other than managerial personnel is Nil and increase in salaries of managerial personnel during last financial year is disclosed in point no. 2. |
| 6. | The remuneration is as per the Nomination and Remuneration Policy of the company |

Note: Remuneration payable for the relevant year for employee is taken into consideration for all above calculations. Effect of any arrears or deferred payments for earlier periods has been ignored for the calculations.

FOR, AASWA TRADING AND EXPORTS LIMITED


KEYUR J. PARIKH
CHAIRMAN
DIN: 00156455


BHAVESH G. SHAH
DIRECTOR
DIN: 02333042

DATE: 29th June, 2020
PLACE: Ahmedabad

A. SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARIES

CS ANISH SHAH

B.COM, LLB. FCS

D/413, Shiromani Complex, Opp.
 Oceanic Park, Nehru Nagar
 Satellite Road, AHMEDABAD-380015

anishshahcs@gmail.com

OFFICE : 079-26740953
 MOBILE : +91-997-890-9231

MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2020

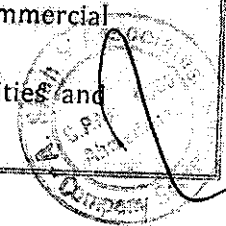
TO,
 The Members,
M/S. AASWA TRADING AND EXPORTS LIMITED

I have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S. AASWA TRADING AND EXPORTS LIMITED** (Herein after called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing my opinion thereon.

Based on my verification on **M/S. AASWA TRADING AND EXPORTS LIMITED** Books, papers, Minutes Books, Forms and Returns filed and Other Records maintained by the Company and also the information Provided by the Company, its officers and agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on **31st March, 2020** complied with the statutory provisions listed hereunder and so that Company has proper Board-processes and Compliance Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by **M/S. AASWA TRADING AND EXPORTS LIMITED** for the Financial Year ended on **31st March, 2020** according to the provisions of:

- (I) The Companies Act, 2013 and the Rules made thereunder;
- (II) The Securities Contracts (Regulation) Act, 1956 ('SCARA) and the Rules made thereunder;
- (III) The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;
- (IV) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investments and External Commercial Borrowings;
- (V) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');



A. SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARIES

CS ANISH SHAH

B.COM, LLB. FCS

D/413, Shiromani Complex, Opp.
Oceanic Park, Nehru Nagar
Satellite Road, AHMEDABAD-380015

anishshahcs@gmail.com

OFFICE : 079-26740953
MOBILE : +91-997-890-9231

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) regulations, 2009 as well as Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2014;
- (e) The Securities and Exchange Board of India (Issue and Issue of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars on an Issue and Share Transfer Agents) regulations, 1993 regarding the Companies Act and dealing with Client,
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

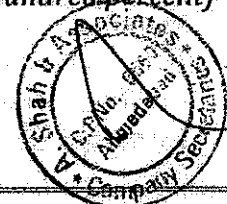
As company is engaged in Textile Trading activity no other sector specified laws are applicable to the company for the Financial Year under review.

I have also examined Compliances with the applicable clauses of the following:

- (I) Secretarial Standards Issued by the Institute of Company Secretaries of India;
- (II) Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review, the Company has complied with all the above provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (1) The Company is yet to comply with the Regulation 31 (2) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 for maintaining 100 % (hundred percent) Share Holding of Promoters in Dematerialized Form.**



A.SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARIES

CS ANISH SHAH

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WE FURTHER REPORT THAT,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings Seven days prior to the date of Meeting. Detailed agenda and detailed notes on agenda were sent along with the Notice, and therefore, there was a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

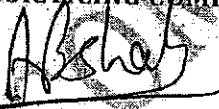
WE FURTHER REPORT THAT there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

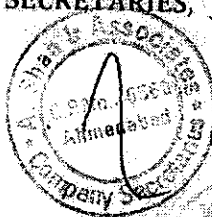
WE FURTHER REPORT THAT during the audit period in the company, there has been no material discrepancy found in the business and no specific change in the nature of the Business.

PLACE: AHMEDABAD

DATE: 31/08/2020

FOR, M/S. A. SHAH & ASSOCIATES,
PRACTICING COMPANY SECRETARIES,





MR. ANISH SHAH

PROPRIETOR

(C. P. NO: 6560)

(FCS: 4713)

(UDIN: F004713B000620328)

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

A.SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARIES

CS ANISH SHAH

B.COM , LLB. FCS

D/413,Shiromani Complex, Opp.
Oceanic Park, Nehru Nagar
Satellite Road, AHMEDABAD-380015

anishshahcs@gmail.com

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ANNEXURE-A

To,
The Members
AASWA TRADING AND EXPORTS LIMITED
32, MILAN PARK SOCIETY,
NEAR JAWAHAR CHOWK, MANINAGAR,
AHMEDABAD - 380008

Our Report of even date is to be read with this letter:

(1) Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Secretarial Audit.

(2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

(3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

(4) Where ever required, we have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events etc.

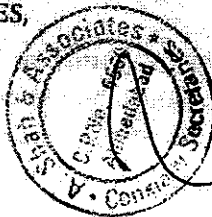
(5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

(6) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

PLACE: AHMEDABAD
DATE: 31/08/2020

FOR, A.SHAH & ASSOCIATES,
PRACTICING COMPANY SECRETARIES,

Abshah



MR. ANISH SHAH
PROPRIETOR
(C. P. NO: 6560)
(FCS: 4713)
(UDIN: F004713B000620328)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview:-

The Global economy suffered a major slowdown in the year 2019 and the growth remained subdued. Global trade disputes and geopolitical tensions were the major factors to dampen the economic growth. According to the IMF, if the trade war between US and China escalates then it has the potential to wipe-off approximately 0.5% of the global economy with its adverse effect on business confidence, asset prices, investments and global supply chain. In 2019, global GDP growth slowed down to 2.4%, from 3.0% a year earlier. Any expectation of better growth in 2020 was squashed due to outbreak of the novel corona virus (COVID-19). The COVID-19 pandemic has caused havoc not only nationally but internationally as well. It has triggered unprecedented restrictions not only on the movement of people but also on a range of economic activities. This pandemic has triggered the deepest global recession in decades.

India has also witnessed economic slowdown in 2019. The main reasons attributed to the fall in the GDP growth rate were - contracted manufacturing activity, weakened investments, and lessened consumption demand. The Government of India has started taking several initiatives across sectors to improve the overall economic condition in the country. The economic impact of the 2020 corona virus pandemic in India has also been largely disruptive. India's growth in the fourth quarter of the fiscal year 2020 went down to 3.1% according to the Ministry of Statistics. The likely duration, intensity and spread of the coronavirus has brought in increased uncertainty to the global and domestic economic outlook. It is feared that COVID-19 would leave a deep cut in economy and corporate financials. IMF projects sharp contraction of 4.5% in Indian economy in 2020 which is a historic low.

Segment Analysis and Review:-

The company is predominantly a trading company and operates only in one segment, trading of Fabrics. On account of Covid-19 impact, the industry is adversely affected by disruption in global supply chain, working capital constraints and restricted demand due to limited movement of people and their purchasing ability. With this total disruption the industry is facing its worst-ever crisis. However, the segment exercised better controls on other operational costs and kept overall costs under control.

Financial Results and Outlook:-

During the year under review, the Company has earned total revenue of Rs. 12.99 Lacs from the operations of the Company as compared to previous year revenue of Rs. 365.24 Lacs. Your Company has reported a profit of Rs. 12 Lacs as compared to profit of Rs. 11.46 Lacs in previous year.

Significant Changes in Financial Ratios:

| Financial Ratio | FY 2019-20 | FY 2018-19 | Change in % | Reasons for change |
|-------------------------|---------------|---------------|----------------|--|
| Debtors Turnover | 0.47 | 18.10 | -97.39% | Debtors Turnover ratios has decreased due to reduced turnover. |
| Current Ratio | 8.94 | 1.05 | 752.70% | Current ratio has improved due to reduced level of trade payables. |
| Operating Profit Margin | 106.52% | 3.14% | 3293.59% | Ratio has improved since profitability has been maintained despite reduced turnover. |
| Net Profit Margin | 92.34% | 3.14% | 2842.09% | Ratio has improved since profitability has been maintained despite reduced turnover. |

Research and Development:-

Company recognizes the importance of research and development across all important areas and continues to maintain and update its functional facilities, in spite of its financial position, in order to meet the changing product requirements of the customers, achieve cost efficiencies and meet compliance requirements of statutory agencies.

Opportunities, Threats and Risks:

With the financial reforms likely to add impetus to industry growth and likelihood of stable political environment, the domestic market should pose better opportunities in terms of volume growth. Improved financial liquidity in the economy as a whole would be a key concern for the company to achieve higher volumes coupled with improved margins.

Human Resources Development and Health & Safety:-

The Company follows proper policies and practices for the welfare of its employees and takes adequate measures for attracting and retaining the right talent. The Company does not operate in any manner in which it violates any laws. Moreover, the employees of the Company are being provided better work environment.

Internal Control System:-

There are adequate internal control system existing in the company across all the areas of operations and processes. This ensures efficiency of operations, compliance with internal policies and applicable laws and regulations, protection of resources and/or assets and accurate reporting of financial transactions. The audit committee reviews the adequacy and effectiveness of the internal control systems and improvements are carried out to strengthen them.

**Aaswa Trading and Exports Limited
Annual Report 2019-20**

Cautionary Statement:-

Statements in the Management Discussion and Analysis Report containing the objectives, expectations or predictions of the company may be forward-looking within the meaning of securities laws and regulations. Actual results may differ materially from those expressed in the statement. The operations of the Company could be influenced by various factors such as domestic and global demand and supply conditions affecting sales volumes and selling prices of finished goods, input availability and cost, government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

FOR, AASWA TRADING AND EXPORTS LIMITED



**KEYUR J. PARIKH
CHAIRMAN
DIN: 00156455**



**BHAVESH G. SHAH
DIRECTOR
DIN: 02333042**

**Date: 29th June, 2020
Place: Ahmedabad**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AASWA TRADING AND EXPORTS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **AASWA TRADING AND EXPORTS LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2020, the statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, its profit, total comprehensive income and changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

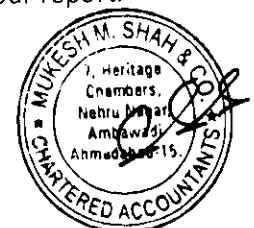
Emphasis of Matter

There was a nationwide lockdown due to COVID-19 pandemic. Since the Company was not operating at significant level, the Company does not see any uncertainty in realizing the carrying amounts of its receivables and other assets appearing in its Balance Sheet as at 31st March, 2020.

Our report is not modified due to matters referred above.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the circumstances and facts of the audit and entity, there are no key audit matters to be communicated in our report.



Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholders Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

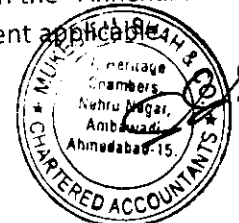
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

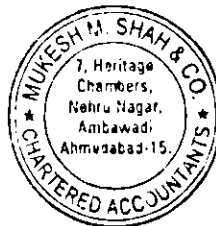
As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, no remuneration paid by the Company to its directors during the year.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Ahmedabad
Date: 29th June, 2020
UDIN : 20102651AAAAAX8431



For **MUKESH M. SHAH & CO.**,
Chartered Accountants
Firm Registration No.: 106625W

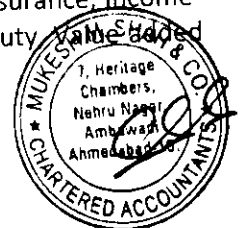
S. S. Shah
Suvrat S. Shah
Partner

Membership No.: 102651

“Annexure A” referred to in the Independent Auditors’ Report of even date to the members of AASWA TRADING AND EXPORTS LIMITED on the Financial Statements for the year ended 31st March, 2020.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

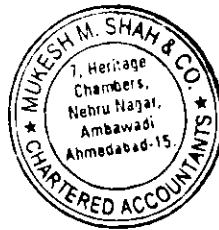
1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
(b) Some of the fixed assets were physically verified during the year by the management in accordance with programme of verification. According to the information and explanations given to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
(c) At company does not have any immovable property, this clause is not applicable.
2. (a) The inventories have been physically verified by the management during the year. In our opinion, the procedures for the physical verification of inventory followed by management are reasonable and adequate in relation to the size of the company and the nature of its business.
(b) In our opinion and according to the information and explanation given to us, the company has maintained proper records of inventory. No material discrepancies were noticed on physical verification of inventory.
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, clause (iii)(a) and (iii)(b) of paragraph of the Order are not applicable to the company for the current year.
4. In our opinion and according to the information and explanations given to us, in respect of the unsecured loan given by the Company, the provisions of section 186 of the Act have been complied with. The company has not provided any guarantee or security to which provisions of 186 of the Act is applicable. No loan is given by the company to which provisions of section 185 apply.
5. According to the information and explanation given to us, the Company has not accepted any deposit from the Public within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder. Further, we are informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other Court or Tribunal, in this regard.
6. In absence of any manufacturing activity carried out by the company, the requirement of maintenance of cost records under sub section 1 of section 148 of the Companies Act, 2013 are not applicable to the Company during the year under audit.
7. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the company has been regular in depositing undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Goods and Services tax, Service tax, Custom duty, Excise duty, etc.



Tax, Cess and any other material statutory dues, wherever payable have been paid during the year with the appropriate authorities. Moreover, as at 31st March, 2020, there are no such undisputed dues payable for a period of more than six months from the date they became payable.

- (d) According to the information and explanations given to us, there is no due under dispute for the Income Tax, Sales Tax, Value added Tax, Excise Duty and Service Tax, GST and other material statutory dues as at 31st March, 2020.
8. In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not defaulted in repayment of loans or borrowings from any financial institution, banks, government or due to debenture holders during the year.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The Company has not availed any term loans during the year.
10. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and on the basis of our examination of the books of account, no managerial remuneration has been paid or provided by the Company during the year.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
16. In our opinion and according to the information & explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Ahmedabad
Date: 29th June, 2020
UDIN : 20102651AAAAAX8431



For **MUKESH M. SHAH & CO.**,
Chartered Accountants
Firm Registration No.: 106625W

S. S. Shah

Suvrat S. Shah
Partner

Membership No.: 102651

"ANNEXURE B" TO THE AUDITORS' REPORT

Report on the Internal Financial Control clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **AASWA TRADING AND EXPORTS LIMITED** ("the company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India [ICAI]. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

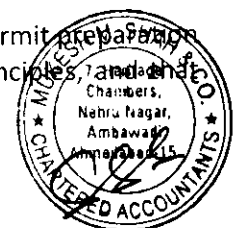
Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's Judgement, including the assessment of the material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that



- receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

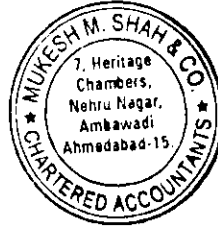
Inherent limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Ahmedabad
Date: 29th June, 2020
UDIN: 20102651AAAAAX8431



For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

S. S. Shah

Suvrat S. Shah
Partner

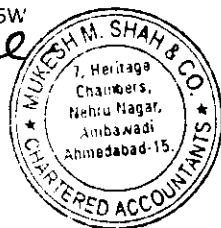
Membership No.: 102651

AASWA TRADING AND EXPORTS LIMITED
Balance Sheet as at March 31, 2020

| Particulars | Note No. | Amt. in Rs. | |
|--|----------|--------------------|--------------------|
| | | As at March 31 | |
| | | 2020 | 2019 |
| ASSETS: | | | |
| Non-Current Assets: | | | |
| Property, Plant and Equipment | 3 | 7 393 | 10 671 |
| Financial Assets: | | | |
| Other Financial Assets | 4 | 1 56 00 545 | 1 53 93 108 |
| Assets for Current tax [Net] | 5 | 2 25 170 | 3 86 301 |
| | | 1 58 33 108 | 1 57 90 080 |
| Current Assets: | | | |
| Financial Assets: | | | |
| Trade Receivables | 6 | 14 70 141 | 40 35 910 |
| Cash and Cash Equivalents | 7 | 36 412 | 1 00 614 |
| Other Current Assets | 8 | 30 313 | 88 420 |
| | | 15 36 866 | 42 24 944 |
| Total | | 1 73 69 974 | 2 00 15 024 |
| EQUITY AND LIABILITIES: | | | |
| Equity: | | | |
| Equity Share Capital | 9 | 72 00 000 | 72 00 000 |
| Other Equity | 10 | 99 81 075 | 87 81 025 |
| | | 1 71 81 075 | 1 59 81 025 |
| Non-Current Liabilities: | | | |
| Financial Liabilities: | | | |
| Other Financial Liabilities | 11 | 16 912 | 2 416 |
| | | 16 912 | 2 416 |
| Current Liabilities: | | | |
| Financial Liabilities: | | | |
| Trade Payables | 12 | | |
| Total Outstanding dues of Micro and Small Enterprises | | | |
| Total Outstanding dues of creditors other than Micro and Small Enterprises | | 19 778 | 39 97 070 |
| Other Financial Liabilities | 13 | 1 37 950 | 32 000 |
| Provisions | 14 | 14 259 | 2 513 |
| | | 1 71 987 | 40 31 583 |
| Total | | 1 73 69 974 | 2 00 15 024 |
| Significant Accounting Policies | 2 | | |
| Notes to the Financial Statements | 1 to 28 | | |

As per our report of even date
For Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number: 106625W

S. S. Shah
Suvrat S. Shah
Partner
Membership Number: 102651



Ahmedabad Dated: 29th June, 2020

Urvi C. Shah
Urvi C. Shah
Company Secretary

Nitin I. Bhavsar
Nitin I. Bhavsar
Chief Financial Officer

For and on behalf of the Board

Keyur J. Parikh
Keyur J. Parikh
Chairman
DIN : 00156455

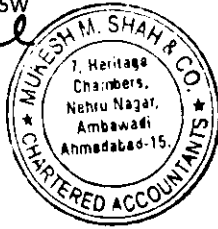
Bhavesh G. Shah
Bhavesh G. Shah
Director
DIN : 02333042
Ahmedabad Dated: 29th June, 2020

AASWA TRADING AND EXPORTS LIMITED
Statement of Profit and Loss for the period ended March 31, 2020

| Particulars | Note No. | Amt. in Rs. | |
|---|----------|---------------------|--------------------|
| | | Year ended March 31 | |
| | | 2020 | 2019 |
| Revenue from Operations | 16 | 12 99 529 | 3 65 23 809 |
| Other Income | 17 | 11 47 580 | 20 86 685 |
| Total Income | | 24 47 109 | 3 86 10 494 |
| EXPENSES: | | | |
| Purchase of Stock-In-Trade | 18 | - 1 480 | 3 64 87 685 |
| Employee Benefits Expense | 19 | 5 35 973 | 4 99 052 |
| Depreciation, Amortisation and Impairment expense | 3 | 2 588 | 3 493 |
| Other Expenses | 20 | 5 25 813 | 4 73 870 |
| Total Expenses | | 10 62 894 | 3 74 64 100 |
| Profit before Tax | | 13 84 215 | 11 46 394 |
| Less: Tax Expense: | | | |
| Current Tax | 21 | 1 79 638 | - |
| Tax adjustment for earlier years | 21 | 4 527 | - |
| | | 1 84 165 | - |
| Profit for the year | | 12 00 050 | 11 46 394 |
| Other Comprehensive Income for the year [Net of tax] | | - | - |
| Total Comprehensive Income for the year [Net of Tax] | | 12 00 050 | 11 46 394 |
| Basic & Diluted Earning per Equity Share [EPS] [in Rupees] | 22 | 1.67 | 1.59 |
| Significant Accounting Policies | 2 | | |
| Notes to the Financial Statements | 1 to 28 | | |

As per our report of even date
For Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number: 106625W

S. S. Shah
Suvrat S. Shah
Partner
Membership Number: 102651



Ahmedabad Dated: 29th June, 2020

Urvi C. Shah
Urvi C. Shah
Company Secretary

Nitin L. Bhavsar
Nitin L. Bhavsar
Chief Financial Officer

For and on behalf of the Board

Keyur J. Parikh
Keyur J. Parikh
Chairman
DIN : 00156455

Bhavesh G. Shah
Bhavesh G. Shah
Director
DIN : 02333042
Ahmedabad Dated: 29th June, 2020

AASWA TRADING AND EXPORTS LIMITED
Statement of Change in Equity for the year ended March 31, 2020

a Equity Share Capital:

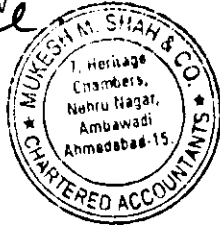
| | No. of Shares | No. of Shares |
|--|---------------|---------------|
| Equity Shares of INR 10/- each, Issued, Subscribed and Fully Paid-up: | | |
| As at March 31, 2019 | 7 20 000 | 7 20 000 |
| As at March 31, 2020 | 7 20 000 | 7 20 000 |

b Other Equity:

| | Retained Earnings | | Total |
|---------------------------------------|-------------------|------------------|------------------|
| | 2019-20 | 2018-19 | |
| Balance at the beginning of the year | 87 81 025 | 76 34 631 | 87 81 025 |
| Add: Profit for the year | 12 00 050 | 11 46 394 | 12 00 050 |
| Total Comprehensive Income | 99 81 075 | 87 81 025 | 99 81 075 |
| Balance at the end of the year | 99 81 075 | 87 81 025 | 99 81 075 |

As per our report of even date
 For Mukesh M. Shah & Co.,
 Chartered Accountants
 Firm Registration Number: 106625W

S.S. Suvrat



Suvrat S. Shah
 Partner
 Membership Number: 102651

Ahmedabad Dated: 29th June, 2020

Urvi
 Urvi C. Shah
 Company Secretary

Nitin L. Bhavsar
 Nitin L. Bhavsar
 Chief Financial Officer

For and on behalf of the Board

Keyur J. Parikh
 Keyur J. Parikh
 Chairman
 DIN : 00156455

Bhavesh G. Shah
 Bhavesh G. Shah
 Director
 DIN : 02333042
 Ahmedabad Dated: 29th June, 2020

AASWA TRADING AND EXPORTS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(Amount in Rs.)

| | PARTICULARS | Year ended on March 31, | | | |
|---|---|-------------------------|-------------------|-----------------|-------------------|
| | | 2020 | | 2019 | |
| A | CASH FLOW FROM OPERATING ACTIVITIES : | | | | |
| | Net Profit/(Loss) before Tax and extraordinary items :- | | 13 84 215 | | 11 46 394 |
| | Adjustments for - | | | | |
| | Depreciation | 2 588 | | 3 493 | |
| | Short provision of expenses written off | - | | 361 | |
| | Loss on discarded asset | 690 | | - | |
| | Interest (Income) / Expenses | -11 19 375 | -11 16 097 | -10 73 783 | -10 69 929 |
| | Operating profit before working capital charges | | 2 68 118 | | 76 465 |
| | Adjustments for- | | | | |
| | (Increase)/Decrease in other Financial Assets | -2 07 437 | | -10 66 404 | |
| | (Increase)/Decrease in other Current Assets | 58 107 | | - 66 351 | |
| | Decrease/(Increase) in other Financial Liabilities - Non Current | 14 496 | | - 13 406 | |
| | Decrease/(Increase) in other Financial Liabilities - Current | 1 05 950 | | - 6 284 | |
| | Decrease/(Increase) in provisions - Current | 11 746 | | - 7 654 | |
| | (Decrease)/Increase in trade & other receivables | 25 65 769 | | -40 35 910 | |
| | Decrease/(Increase) in trade payable | -39 77 292 | | 39 97 070 | |
| | Income tax Refund / (Paid) | - 23 034 | | - 22 259 | |
| | Net Cash Inflow / (Outflow) from Operation Activities ...(A) | | -14 51 695 | | -12 21 198 |
| | | | -11 83 577 | | -11 44 733 |
| B | CASH FLOW FROM INVESTING ACTIVITIES : | | | | |
| | Interest Income / (Expenses) | 11 19 375 | 11 19 375 | 10 73 783 | 10 73 783 |
| | Net Cash Inflow / (Outflow) in Investing Activities ...(B) | | 11 19 375 | | 10 73 783 |
| C | CASH FLOW FROM FINANCING ACTIVITIES : | | | | |
| | Net Cash Inflow / (Outflow) from Financing Activities ...(C) | | - | | - |
| | Net Changes in Cash & Cash Equivalents (A+B+C) | | - 64 202 | | - 70 951 |
| | Cash & Cash Equivalents - Closing Balance | 36 412 | | 1 00 614 | |
| | Cash & Cash Equivalents - Opening Balance | 1 00 614 | - 64 202 | 1 71 565 | - 70 951 |
| Cash and cash equivalents at the end of the year consist of cash on hand and balance with banks as follows: | | | | | |
| Details of Cash & Cash Equivalents | | | | (Amount in Rs.) | |
| | | | | As at March 31, | |
| | | | | 2020 | 2019 |
| Balances with banks in current accounts | | | | 33 115 | 96 425 |
| Cash on hand | | | | 3 297 | 4 189 |
| Cash and Cash Equivalents as per Note No. 8 | | | | 36 412 | 1 00 614 |

Notes :

- 1 Cash and cash equivalents presented in Cash Flow Statements consists of Cash on hand and unencumbered, highly liquid bank balances.
- 2 The above cash flow Statement has been prepared as per the "Indirect Method" set out in the Indian Accounting Standard (Ind AS) - 7 "Statements of Cash Flow"

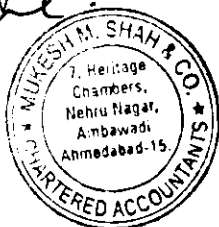
As per our report of even date

For and on behalf of the Board

For Mukesh M. Shah & Co.
Chartered Accountants
Firm Registration No.106625W

Suvrat S. Shah
PARTNER
Membership No.102651

Ahmedabad
Date : 29th June, 2020



Urvi C. Shah
Urvi C. Shah
Company Secretary

Nitin L. Bhavsar
Nitin L. Bhavsar
Chief Financial Officer

Ahmedabad
Date : 29th June, 2020

Keyur J. Parikh

Keyur J. Parikh
Chairman
DIN : 00166455

Bhavesht G. Shah
Bhavesht G. Shah
Director
DIN : 02333042

Notes to the Financial Statements

Note: 1 - Corporate Information:

Aaswa Trading and Exports Limited is engaged in trading and allied activities in cotton textile products and intermediaries.

The company is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956 (now Companies Act, 2013) ("the Act"). Its shares are listed on the Bombay Stock Exchange (BSE Limited) in India. The registered office of the company is located at 32, Milanpark Society, Near Jawahar Chowk, Maninagar, Ahmedabad – 380 008.

The financial statements for the year ended 31st March, 2020 were authorised for issue in accordance with a resolution of the directors on 29th June, 2020.

Note: 2 - Significant Accounting Policies:

The following note provides list of the significant accounting policies adopted in the preparation of these financial statements.

These policies have been consistently applied to all the years presented unless otherwise stated.

1 - Basis of preparation:

- A The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013.
- B The financial statements have been prepared on historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:
 - i Derivative financial instruments
 - ii Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
 - iii Defined benefit plans
 - iv Certain items of Property, Plant and Equipment

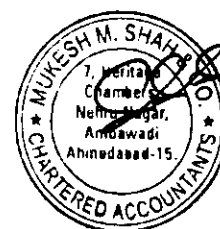
2 Use of Estimates:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments are provided below.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Critical estimates and judgments**a Income Taxes:**

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions, and in estimation of deferred tax asset or liability.



Notes to the Financial Statements

b Property, plant and equipment:

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management reviews the residual values, useful lives and methods of depreciation of property, plant and equipment at reasonable intervals and any revision to these is recognised prospectively in current and future periods. The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Significant judgment is involved in determining the estimated future cash flows and/or net realisable value from the Property, Plant and Equipment to determine its value in use to assess whether there is any impairment in its carrying amount as reflected in the financials.

c Employee Benefits:

Significant judgments are involved in making estimates about the life expectancy, discounting rate, salary increase, etc. which significantly affect the working of the present value of future liabilities on account of employee benefits by way of defined benefit plans.

3 Functional & Presentation Currency:

- A The Company's financial statements are presented in Indian Rupees (INR), which is the functional and presentation currency.

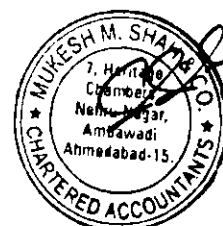
4 Revenue Recognition:

- A Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government and are shown net of returns, trade allowances, rebates, volume discounts and value added taxes.
- B GST is not received by the Company on its own account, but is tax collected on value added to the Goods / Services by the Company on behalf of the government. Accordingly, it is excluded from revenue.
- C For revenue to be recognised, the following specific recognition criteria for each types of revenue must be satisfied:

a Sale of Goods:

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, trade allowances, rebates, volume discounts and GST.

The goods are often sold with volume discounts/pricing incentives and customers have a right to return defective products. Revenue from sales is based on the price in the sales contracts, net of discounts. Historical experience is used to estimate and provide for customer claims. No element of financing is deemed present as the sales are made with the normal credit terms as per prevalent trade practice and credit policy followed by the Company.



Notes to the Financial Statements

b Interest Income:

For all debt instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

c Other Income:

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

5 Taxes on Income:

Tax expenses comprise of current and deferred tax.

A Current Tax:

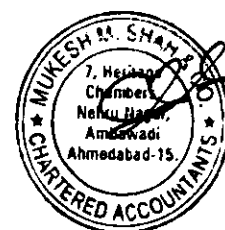
- a Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- b Current tax items are recognised in correlation to the underlying transaction either in Statement of Profit and Loss, Other Comprehensive Income (OCI) or directly in equity.

B Deferred Tax:

- a Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
- b Deferred tax liabilities are recognised for all taxable temporary differences.
- c Deferred tax assets are recognised for all deductible temporary differences and carry forward of unused tax losses.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carry forward of unused tax losses can be utilized.

- d The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
- e Deferred tax assets and liabilities are measured at the tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date and are expected to apply in the year when the asset is realised or the liability is settled.
- f Deferred tax items are recognised in correlation to the underlying transaction either in Statement of Profit and Loss, Other Comprehensive Income (OCI) or directly in equity.
- g Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.



Notes to the Financial Statements**6 Property, Plant and Equipment:**

A Property, Plant, and Equipment are stated at historical cost of acquisition less accumulated depreciation and impairment loss, if any. Historical cost (Net of input tax credit received / receivable) includes related expenditure and pre-operative & project expenses for the period up to completion of construction / up to the date of asset being ready for its intended use, if recognition criteria are met and the present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. On transition to Ind AS as on 1st April, 2016, the Company has elected to measure its Property, Plant and Equipment at carrying value as per previous GAAP.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

B Depreciation on tangible assets is provided on "Written down value method", Useful life of tangible fixed assets are as per prescribed in Schedule-II of the companies Act, 2013.

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful lives and methods of depreciation of property, plant and equipment at reasonable intervals. Any revision to these is recognized prospectively in current and future periods.

C Depreciation on impaired assets is calculated on its reduced value, if any, on a systematic basis over its remaining useful life.

D Depreciation on additions/ disposals of the Property, Plant & Equipments during the year is provided on pro-rata basis according to the period during which assets are used.

E An item of property, plant and equipment and any significant part thereof initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

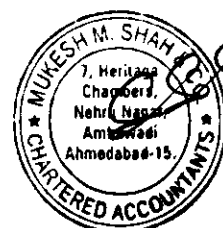
7 Borrowing Costs:

A Borrowing costs consist of interest and other borrowing costs that are incurred in connection with the borrowing of funds. Other borrowing costs include ancillary charges at the time of acquisition of a financial liability, which is recognised as per EIR method. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

B Borrowing costs that are directly attributable to the acquisition / construction of a qualifying asset are capitalised as part of the cost of such assets, up to the date the assets are ready for their intended use.

C For capitalization of eligible borrowing costs which are not specifically attributable to the acquisition, construction or production of a particular qualifying asset, a weighted average capitalization rate is applied for all the eligible assets.

The weighted average rate is taken of the borrowing costs applicable to the outstanding borrowings of the company during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.



Notes to the Financial Statements

8 Impairment of Assets:

The carrying amounts of Property, Plant and Equipment are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the Company measures it on the basis of discounted estimated cash flows for the remaining years (remaining useful life). Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

9 Inventories:

- A Inventories are valued at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.
- B Costs (net of input credit of GST) comprises all cost of purchase, cost of conversion and other costs incurred in bringing inventories to their present location and condition. Cost formulae used are "First In First Out", "weighted Average Cost", or "Specific Identification" as applicable.
- C Write down of inventories to net realisable value is recognised as an expense and included in "Changes in Inventories of Stock-in-Trade" in the Statement of Profit and Loss.

10 Cash and Cash Equivalents:

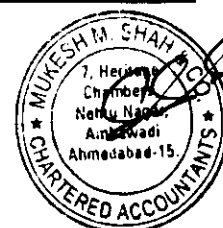
Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

11 Provisions, Contingent Liabilities, Contingent Assets and Commitments:

- A Provisions are recognised when the Company has a present obligation as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made.

When the company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision / disclosure is made. Contingent assets are not recognised but are disclosed separately in the financial statements. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingencies and commitments are reviewed at each balance sheet date and adjusted to reflect the correct management estimates. Contingent assets are not recognised but are disclosed separately in financial statements.

- B If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.



Notes to the Financial Statements

12 Employee Benefits:**A Short term obligations:**

Liabilities for wages and salaries, including leave encashments that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured by the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

B Long term employee benefits obligations:**a Defined Benefit Plans:****i Gratuity:**

Liability of gratuity is determined as per the provision of Gratuity Act who have completed the requisite period for being eligible for Retirement benefits under the payment of Gratuity Act, 1972.

ii Provident Fund:

Provision of The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 are not applicable to the company.

iii Leave Encashment:

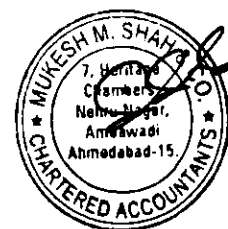
Provision for leave encashment is made on accrual basis for accumulated leave that employees can encash in future.

13 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A Financial assets:**a Initial recognition and measurement:**

All financial assets are recognised initially at fair value plus in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the settlement date, i.e., the date that the Company settles to purchase or sell the asset.



Notes to the Financial Statements

b Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in following categories:

i Financial Assets at amortized cost:

A 'financial asset' is measured at the amortized cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows.
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking

into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit or Loss. This category generally applies to trade and other receivables.

ii Financial Assets at fair value through other comprehensive income (FVTOCI):

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

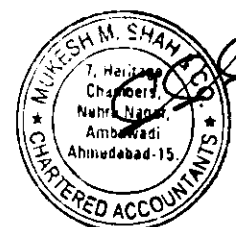
- The asset is held with objective of both - for collecting contractual cash flows and selling the financial assets.
- The asset's contractual cash flows represent SPPI.

Financial Assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI financial asset is reported as interest income using the EIR method.

iii Financial Assets and derivatives at fair value through profit or loss (FVTPL):

FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.



Notes to the Financial Statements

c Derecognition:

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised when:

- i The right to receive cash flows from the asset has expired, or
- ii The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. When the Company has transferred the risk and rewards of ownership of the financial asset, the same is derecognised.

d Impairment of financial assets:

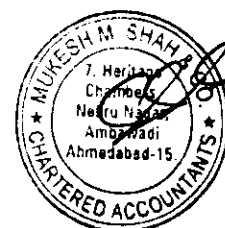
In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a Financial assets that are debt instruments, and are measured at amortized cost.
- b Trade receivables or any contractual right to receive cash or another financial asset.
- c Financial assets that are debt instruments and are measured as at FVTOCI.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Point "c" provided above. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it requires the company to recognise the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income / expense in the Statement of Profit and Loss. The balance sheet presentation for various financial instruments is described below:



Notes to the Financial Statements

- a Financial assets measured as at amortized cost and contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet, which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- b Financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics.

B Financial liabilities:**a Initial recognition and measurement:**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

b Subsequent measurement:

Subsequently all financial liabilities are measured as amortized cost except for financial guarantee contracts, as described below:

i Loans and borrowings:

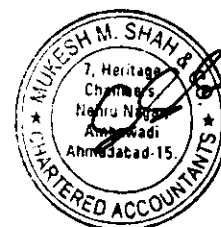
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in Statement of Profit or Loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

c Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit or Loss.

C Reclassification of financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model as per Ind AS 109.



Notes to the Financial Statements

D Offsetting of financial instruments:

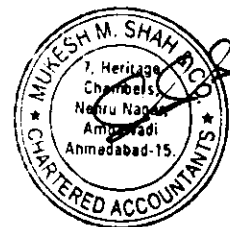
Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

14 Earnings per Share:

Basic earnings per share are calculated by dividing the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reverse share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Note – 3 : Changes in Accounting Standards and other recent accounting pronouncements yet not effective:

There are no changes in Accounting Standards or other accounting pronouncements which are yet not effective as at March 31, 2020.



AASWA TRADING AND EXPORTS LIMITED
Notes to the Financial Statements

Note: 3-Property, Plant & Equipment:

| | Amt. in Rs. | |
|---|----------------------------|--------------|
| | Vehicles | Total |
| Gross Block: | | |
| As at March 31, 2018 | 74 997 | 74 997 |
| Additions | - | - |
| As at March 31, 2019 | 74 997 | 74 997 |
| Additions | - | - |
| Adjustment | 16 942 | 16 942 |
| As at March 31, 2020 | 58 055 | 58 055 |
| Depreciation and Impairment: | | |
| As at March 31, 2018 | 60 833 | 60 833 |
| Depreciation for the year | 3 493 | 3 493 |
| As at March 31, 2019 | 64 326 | 64 326 |
| Depreciation for the year | 2 588 | 2 588 |
| Adjustment | 16 252 | 16 252 |
| As at March 31, 2020 | 50 662 | 50 662 |
| Net Block: | | |
| As at March 31, 2019 | 10 671 | 10 671 |
| As at March 31, 2020 | 7 393 | 7 393 |
| | | |
| | Year ended March 31 | |
| | 2020 | 2019 |
| Depreciation, Amortisation and Impairment expenses: | | |
| Depreciation | 2 588 | 3 493 |
| Total | 2 588 | 3 493 |
| | | |
| | Amt. in Rs. | |
| | As at March 31 | |
| | 2020 | 2019 |

Note: 4-Other Financial Assets:

| | | |
|--|--------------------|--------------------|
| [Unsecured, Considered Good] | | |
| Loans and advances to parties other than related parties * | 1 56 00 545 | 1 53 93 108 |
| Total | 1 56 00 545 | 1 53 93 108 |
| * Loans and advances have been given for business purpose | | |

Note: 5-Asset for Current Tax [Net]:

| | | |
|---|-----------------|-----------------|
| Advance payment of Tax [Net of provisions for taxation of Rs.1,79,638/-] [as at March 31, 2019 - Nil] | 2 25 170 | 3 86 301 |
| Total | 2 25 170 | 3 86 301 |

Note: 6-Trade Receivables:

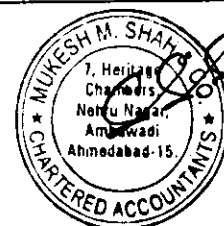
| | | |
|---------------------------------|------------------|------------------|
| [Unsecured, Considered Good] | | |
| From other than related parties | 14 70 141 | 40 35 910 |
| Total | 14 70 141 | 40 35 910 |

Note: 7-Cash and Cash Equivalents:

| | | |
|---|---------------|-----------------|
| Balances with Banks in Current Accounts | 33 115 | 96 425 |
| Cash on Hand | 3 297 | 4 189 |
| Total | 36 412 | 1 00 614 |

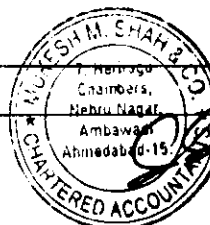
Note: 8-Other Current Assets:

| | | |
|------------------------------------|---------------|---------------|
| [Unsecured, Considered Good] | | |
| Balance with Statutory Authorities | 8 315 | 65 726 |
| Advances to Suppliers | 20 000 | 20 000 |
| Prepaid Expenses | 1 998 | 2 694 |
| Total | 30 313 | 88 420 |



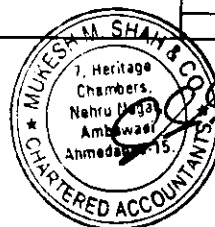
AASWA TRADING AND EXPORTS LIMITED
Notes to the Financial Statements

| | Amt. in Rs. | |
|--|---------------------|------------------|
| | Year ended March 31 | |
| | 2020 | 2019 |
| Note: 9-Equity Share Capital: | | |
| Authorised Capital: | | |
| 7,50,000 Equity Shares of Rs. 10/- each [As at 31/03/2019 7,50,000 Equity Shares] | 75 00 000 | 75 00 000 |
| | 75 00 000 | 75 00 000 |
| Issued, Subscribed and Paid-up: | | |
| 7,20,000 Equity Shares of Rs. 10/- each, fully paid-up [As at 31/03/2019 7,20,000 Equity Shares] | 72 00 000 | 72 00 000 |
| | 72 00 000 | 72 00 000 |
| Total | | |
| A The reconciliation in number of shares is as under: | | |
| Number of shares at the beginning of the year | 7 20 000 | 7 20 000 |
| Add: Issued during the year | - | - |
| Number of shares at the end of the year | 7 20 000 | 7 20 000 |
| B Details of Shareholder holding more than 5% of aggregate Equity Shares of INR 10/- each, fully paid: | | |
| 1 Shefali C. Parikh | | |
| Number of Shares | 4 32 920 | 4 32 920 |
| % to total share holding | 60.13% | 60.13% |
| 2 Uttara Parikh | | |
| Number of Shares | 60 600 | 60 600 |
| % to total share holding | 8.42% | 8.42% |
| Rights of Equity Share holders | | |
| (a) Holder of equity shares is entitled to one vote per share. | | |
| (b) The Company declares and pays dividends in Indian Rupees. The Companies Act, 2013 provides that the Dividend shall be declared only out of the profits of the relevant year or out of the profits of any previous financial year(s) after providing for depreciation in accordance with the provisions of the Act and the Company may transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the Company. | | |
| (c) In case of inadequacy or absence of profits in any year, the Company may declare dividend out of free reserves subject to the condition that the rate of dividend shall not exceed average of the rates at which dividend was declared by the Company in three years immediately preceding that year. | | |
| (d) In the event of Liquidation of the Company, the holders of shares shall be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the Shareholders. | | |
| | Amt. in Rs. | |
| | As at March 31 | |
| | 2020 | 2019 |
| Note: 10-Other Equity: | | |
| Retained Earnings: | | |
| Balance as per last Balance Sheet | 87 81 025 | 76 34 631 |
| Add: Profit/(Loss) for the year | 12 00 050 | 11 46 394 |
| Balance as at the end of the year | 99 81 075 | 87 81 025 |
| Total | 99 81 075 | 87 81 025 |
| Note: 11-Other Financial Liabilities (Non Current): | | |
| Security Deposits | 16 912 | 2 416 |
| Total | 16 912 | 2 416 |
| Note: 12-Trade Payables: | | |
| Micro and Small Enterprises [*] | - | - |
| Others | 19 778 | 39 97 070 |
| Total | 19 778 | 39 97 070 |
| [*] Based on the information available with the company regarding the status of its vendors under the Micros, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"), the disclosure pursuant to the MSMED Act, is as follows : | | |
| A Principal amount and the interest due thereon remaining unpaid to any supplier as at the year end | - | - |
| B The amount of interest paid by the buyer in term of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year; | - | - |
| C The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act | - | - |
| D The amount of Interest accrued and remaining unpaid at the end of each accounting year; | - | - |
| E The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance of deductible expenditure under section 23 of the MSMED Act | - | - |
| Note: 13-Other Financial Liabilities (Current) | | |
| Payable to Statutory Authorities | 1 04 380 | - |
| Unpaid Expenses | 33 570 | 32 000 |
| Total | 1 37 950 | 32 000 |
| Note: 14-Provisions (Current) | | |
| Provision for Employee Benefits For Leave Encashment | 14 259 | 2 513 |
| Total | 14 259 | 2 513 |



AASWA TRADING AND EXPORTS LIMITED
Notes to the Financial Statements

| | Amt. in Rs. | |
|--|---------------------|--------------------|
| | As at March 31 | |
| | 2020 | 2019 |
| Note: 15-Contingent Liabilities and Commitments [to the extent not provided for]: | | |
| Contingent Liabilities | NIL | NIL |
| Commitments | NIL | NIL |
| | Amt. in Rs. | |
| | Year ended March 31 | |
| | 2020 | 2019 |
| Note: 16-Revenue from Operations: | | |
| Sale of Products | - 1 481 | 3 65 23 809 |
| Other Operating Revenues: | | |
| Commission income | 13 01 010 | - |
| Total | <u>12 99 529</u> | <u>3 65 23 809</u> |
| Note: 17-Other income: | | |
| Interest Income: | | |
| Interest Income on Financial Assets measured at Amortised Cost | 11 19 375 | 10 73 783 |
| Other Interest | 28 205 | 8 940 |
| Excess Provision written back | - | 10 00 000 |
| Miscellaneous income | - | 3 962 |
| Total | <u>11 47 580</u> | <u>20 86 685</u> |
| Note: 18-Purchases of Stock-in-Trade: | | |
| Purchases of Stock-in-Trade | - 1 480 | 3 64 87 685 |
| Total | <u>- 1 480</u> | <u>3 64 87 685</u> |
| Note: 19-Employee Benefits Expense: | | |
| Salaries and wages | 5 28 933 | 4 88 452 |
| Staff welfare expenses | 7 040 | 10 600 |
| Total | <u>5 35 973</u> | <u>4 99 052</u> |
| Note: 20-Other Expenses: | | |
| Listing Fees | 3 00 000 | 2 50 000 |
| Insurance | 8 109 | 6 310 |
| Rates and Taxes [excluding taxes on income] | 1 600 | 2 400 |
| Legal and Professional Fees | 1 04 401 | 99 872 |
| Advertisement Exps | 27 360 | 23 419 |
| Loss on discarded Assets | 690 | - |
| Miscellaneous Expenses [*] | 83 653 | 91 869 |
| Total | <u>5 25 813</u> | <u>4 73 870</u> |
| [*] Miscellaneous Expenses include: | | |
| [a] Payment to the Statutory Auditors | | |
| - As Auditor | 8 000 | 10 330 |
| - For Other Services | 13 670 | 14 670 |
| - Total | <u>21 670</u> | <u>25 000</u> |
| Note: 21- Tax Expenses:: | | |
| The major components of income tax expense are: | | |
| A Statement of profit and loss: | | |
| Profit or loss section: | | |
| Current income tax: | | |
| Current income tax charge | 1 79 638 | - |
| Tax adjustment for earlier years | 4 527 | - |
| | <u>1 84 165</u> | - |
| Deferred tax: | | |
| Relating to origination and reversal of temporary differences | - | - |
| Total Tax expense reported in the statement of profit or loss | <u>1 84 165</u> | - |
| OCI Section: | | |
| Tax related to items recognised in OCI during in the year: | | |
| Net loss/ (gain) on remeasurements of defined benefit plans | - | - |
| Tax charged to OCI | - | - |
| B Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate: | | |
| Profit/(Loss) before tax | 13 84 215 | 11 46 394 |
| Enacted Tax Rate in India (%) | 25.17% | 26.00% |
| Expected Tax Expenses | 3 48 379 | 2 98 062 |
| Adjustments for: | | |
| Effect of non-deductible expenses | - | 93 363 |
| Effect of additional deductions in taxable income | 2 779 | -3 55 451 |
| Effect of unutilised business losses now utilised | -1 71 520 | - 35 974 |
| Effect of tax adjustment of earlier years | 4 527 | - |
| Total | <u>-1 64 214</u> | <u>-2 98 062</u> |
| Tax Expenses as per Statement of Profit and Loss | <u>1 84 165</u> | - |



AASWA TRADING AND EXPORTS LIMITED
Notes to the Financial Statements

Note: 22-Calculation of Earnings per Equity Share [EPS]:

The numerators and denominators used to calculate the basic and diluted EPS are as follows:

| | | |
|---|-----------|-----------|
| A Profit/(Loss) attributable to Shareholders | 12 00 050 | 11 46 394 |
| B Average number of Equity shares outstanding during the year | 7 20 000 | 7 20 000 |
| C Nominal value of equity share | 10.00 | 10.00 |
| D Basic & Diluted EPS | 1.67 | 1.59 |

Note: 23 - Deferred Tax:

A Break up of Deferred Tax Liabilities and Assets into major components of the respective balances are as under:

| | Amt. in Rs. | | |
|---|---------------------------|-----------------------------------|---------------------------|
| | As at March 31 2019 | Charge for the current year | As at March 31 2020 |
| Deferred Tax Assets: | | | |
| Depreciation | 3 000 | - 167 | 2 833 |
| Employee benefits/ Payable to Statutory Authorities | 2 618 | 971 | 3 589 |
| Business Loss | 2 19 013 | - 2 19 013 | - |
| Unabsorbed depreciation | 2 797 | - 2 797 | - |
| Total | 2 27 428 | - 2 21 006 | 6 422 |
| Net Deferred Tax Assets | 2 27 428 | - 2 21 006 | 6 422 |

Significant Estimates :

As regards deferred tax as per Ind AS-12 on "Income Taxes" there is a net deferred tax asset for the past years and for the period up to 31st March, 2020. The Company has taken conservative view of future profitability. Accordingly, the Company has not recognised deferred tax asset.

Note: 24-Segment Information:

The company has only one revenue segment - trading and allied activities in cotton textile products and intermediaries. Hence, segment reporting is not applicable as per Ind AS - 108 on operating segment.

Note: 25-Related Party Transactions:

As per the Ind AS-24 on "Related Party Disclosures", the transactions carried out and outstanding balances with the related parties of the Company are as follows:

A Name of the Related Parties and Nature of Relationship:

Key Management Personal

| | | | |
|-----------------------|-------------------|------------------------|----------|
| Mr. Anish A. Shah - | Managing Director | Mr. Bhavesh G. Shah - | Director |
| Mr. Keyur J. Parikh - | Director | Mrs. Aashini A. Shah - | Director |

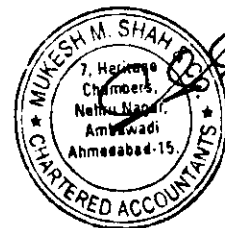
Enterprises significantly influenced by Directors and/or their relatives:

- i Krupa Printers

B Disclosure in respect of Related Party Transactions :

Nature of Transactions
Expenses
Krupa Printers
Total

| Others | |
|---------------------|--------|
| Year ended March 31 | |
| 2020 | 2019 |
| 12 000 | 12 000 |
| 12 000 | 12 000 |



AASWA TRADING AND EXPORTS LIMITED

Notes to the Financial Statements

Note: 26-Financial Instruments:

A Fair values hierarchy:

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices [unadjusted] in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

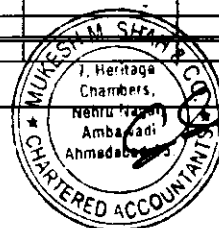
B Financial assets and liabilities measured at fair value - recurring fair value measurements:

| Amt. in Rs. | | | | |
|------------------------------------|---------|---------|--------------------|--------------------|
| As at March 31, 2020 | | | | |
| | Level 1 | Level 2 | Level 3 | Total |
| Financial assets: | | | | |
| Non Current Financial Assets: | | | | |
| Other Financial Assets | - | - | 1 56 00 545 | 1 56 00 545 |
| Current Financial Assets: | | | | |
| Trade receivables | - | - | 14 70 141 | 14 70 141 |
| Cash and Cash Equivalents | - | - | 36 412 | 36 412 |
| Other Current Assets | - | - | 30 313 | 30 313 |
| Total | - | - | 1 71 37 411 | 1 71 37 411 |
| Financial liabilities | | | | |
| Non Current Financial Liabilities: | | | | |
| Other Financial Liabilities | - | - | 16 912 | 16 912 |
| Current Financial Liabilities: | | | | |
| Trade payables | - | - | 19 778 | 19 778 |
| Other Financial Liabilities | - | - | 1 37 950 | 1 37 950 |
| Provisions | - | - | 14 259 | 14 259 |
| Total | - | - | 1 88 899 | 1 88 899 |
| As at March 31, 2019 | | | | |
| | Level 1 | Level 2 | Level 3 | Total |
| Financial assets: | | | | |
| Non Current Financial Assets: | | | | |
| Other Financial Assets | - | - | 1 53 93 108 | 1 53 93 108 |
| Current Financial Assets: | | | | |
| Trade receivables | - | - | 40 35 910 | 40 35 910 |
| Cash and Cash Equivalents | - | - | 1 00 614 | 1 00 614 |
| Other Current Assets | - | - | 88 420 | 88 420 |
| Total | - | - | 1 96 18 052 | 1 96 18 052 |
| Financial liabilities | | | | |
| Non Current Financial Liabilities: | | | | |
| Other Financial Liabilities | - | - | 2 416 | 2 416 |
| Current Financial Liabilities: | | | | |
| Trade payables | - | - | 39 97 070 | 39 97 070 |
| Other Financial Liabilities | - | - | 32 000 | 32 000 |
| Provisions | - | - | 2 513 | 2 513 |
| Total | - | - | 40 33 999 | 40 33 999 |

Note: 27-Financial Risk Management:

A Financial instruments by category:

| Amt. in Rs. | | | | |
|------------------------------------|-------|-------|--------------------|--------------------|
| As at March 31, 2020 | | | | |
| | FVTPL | FVOCI | Amortised Cost | Total |
| Financial assets: | | | | |
| Non Current Financial Assets: | | | | |
| Other Financial Assets | - | - | 1 56 00 545 | 1 56 00 545 |
| Current Financial Assets: | | | | |
| Trade receivables | - | - | 14 70 141 | 14 70 141 |
| Cash and Cash Equivalents | - | - | 36 412 | 36 412 |
| Other Current Assets | - | - | 30 313 | 30 313 |
| Total | - | - | 1 71 37 411 | 1 71 37 411 |
| Financial liabilities | | | | |
| Non Current Financial Liabilities: | | | | |
| Other Financial Liabilities | - | - | 16 912 | 16 912 |
| Current Financial Liabilities: | | | | |
| Trade payables | - | - | 19 778 | 19 778 |
| Other Financial Liabilities | - | - | 1 37 950 | 1 37 950 |
| Total | - | - | 1 74 640 | 1 74 640 |
| As at March 31, 2019 | | | | |
| | FVTPL | FVOCI | Amortised Cost | Total |
| Financial assets: | | | | |
| Non Current Financial Assets: | | | | |
| Other Financial Assets | - | - | 1 53 93 108 | 1 53 93 108 |
| Current Financial Assets: | | | | |
| Trade receivables | - | - | 40 35 910 | 40 35 910 |
| Cash and Cash Equivalents | - | - | 1 00 614 | 1 00 614 |
| Other Current Assets | - | - | 88 420 | 88 420 |
| Total | - | - | 1 96 18 052 | 1 96 18 052 |
| Financial liabilities | | | | |
| Non Current Financial Liabilities: | | | | |
| Other Financial Liabilities | - | - | 2 416 | 2 416 |
| Current Financial Liabilities: | | | | |
| Trade payables | - | - | 39 97 070 | 39 97 070 |
| Other Financial Liabilities | - | - | 32 000 | 32 000 |
| Total | - | - | 40 31 486 | 40 31 486 |



AASWA TRADING AND EXPORTS LIMITED
Notes to the Financial Statements

Note: 27-Financial Risk Management:-Continued:

B Risk Management:

The Company's activities expose it to market risk, liquidity risk, interest risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

The Risk Management is embedded in the company's operating framework. The Audit Committee of the Board evaluates the Risk Management systems and the Board takes responsibility for the total process of Risk Management in the organization, which includes framing, implementing and monitoring Risk Management Plan.

The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options.

The most significant financial risks to which the Company is exposed are described below:

a Credit risk:

Credit risk arises from the possibility that customer may not be able to settle its obligations as agreed. The company is exposed to credit risk from trade receivables, and other financial assets.

The Company periodically assesses the financial reliability of the counter party taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Party-wise credit is monitored and reviewed accordingly.

Bank deposits :

The company maintains its Cash and cash equivalents and Bank deposits with reputed and highly rated banks Hence, there is no significant credit risk on such deposits.

Trade Receivable:

The Company is exposed to credit risk in the event of non-payment by customers.

The Company trades with recognized and credit worthy customers. It is the Company's policy that all customers who wish to trade on credit terms are subjected to scrutiny and periodic review.

In addition, receivable balances are monitored on an on-going basis.

| Ageing of Trade Receivables: | As at | |
|------------------------------|------------------|------------------|
| | Mar., 31, 2020 | March 31, 2019 |
| 0 - 3 Months | 14 70 141 | 40,35,910 |
| beyond 12 Months | - | - |
| Total | 14 70 141 | 40,35,910 |

b Liquidity risk:

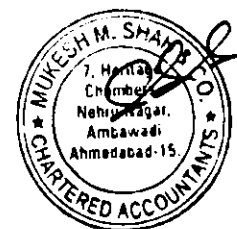
a Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

b Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves considering the level of liquid assets necessary to meet these.

c Maturities of financial liabilities:

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

| | As at March 31, 2020 | | | | |
|---|----------------------|--------------|----------|-----------|------------------|
| | < 1 year | 1-2 year | 2-3 year | > 3 years | Total |
| | As at March 31, 2020 | | | | |
| Other non current financial liabilities | 14 496 | 2 416 | - | - | 16 912 |
| Trade payables | 19 778 | - | - | - | 19 778 |
| Other current financial liabilities | 1 37 950 | - | - | - | 1 37 950 |
| Total | 1 72 224 | 2 416 | - | - | 1 74 640 |
| | As at March 31, 2019 | | | | |
| Other non current financial liabilities | 2,416 | - | - | - | 2 416 |
| Trade payables | 39,97,070 | - | - | - | 39,97,070 |
| Other current financial liabilities | 32 000 | - | - | - | 32 000 |
| Total | 40 31 486 | - | - | - | 40 31 486 |



AASWA TRADING AND EXPORTS LIMITED
Notes to the Financial Statements

Note: 28-Capital Management:

The Company's capital management objectives are:

- a to ensure the Company's ability to continue as a going concern
- b to provide an adequate return to shareholders
- c maintain an optimal capital structure to reduce the cost of capital.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

| | Amt. in Rs. | |
|--------------------------|----------------|-------------|
| | As at March 31 | |
| | 2020 | 2019 |
| Net debts | - | - |
| Total equity | 1 71 81 075 | 1 59 81 025 |
| Net debt to equity ratio | - | - |

Signatures to Significant Accounting Policies and Notes 1 to 28 to the Financial Statements

As per our report of even date
For Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number: 106625W

S.S. Sene

Suvrat S. Shah
Partner
Membership Number: 102651



Urvi C. Shah

Urvi C. Shah
Company Secretary

Nitin L. Bhavsar

Nitin L. Bhavsar
Chief Financial Officer

For and on behalf of the Board

Keyur J. Parikh

Keyur J. Parikh
Chairperson
DIN : 00156455

Bhavesh G. Shah

Bhavesh G. Shah
Director
DIN : 02333042

Ahmedabad Dated: 29th June, 2020

Ahmedabad Dated: 29th June, 2020

AASWA TRADING AND EXPORTS LIMITED

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

CIN: L51100GJ1984PLC024704

Website: www.aaswatrading.in

ATTENDANCE SLIP

| | |
|---------------------------|--|
| Folio No./DP ID/Client Id | |
| No. of Shares held | |

I certify that I am shareholder/proxy for the shareholder of the company.

I hereby record my presence at the 35th Annual General Meeting of the Company held at H.R. Hall, Texcellence complex, Khokhara, Ahmedabad-380021 on Wednesday, 30th September, 2020 at 11.00 a.m.

| | |
|--|--|
| Name of the Shareholder(s) (In Block Letter) | |
| Signature of the Shareholder(s) | |
| Name of Proxy (In Block Letter) | |
| Signature of Proxy | |
| Note: You are requested to sign and handover this slip at the entrance of the meeting venue. | |

Form MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

| | | |
|---------------------------|---|---|
| CIN | - | L51100GJ1984PLC024704 |
| Name of the Company | - | AASWA TRADING AND EXPORTS LIMITED |
| Registered Office | - | 32, Milan Park Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad – 380 008 |
| Name of the Member(s) | - | |
| Registered Address | - | |
| Email ID | - | |
| Folio No./Client ID/DP ID | - | |

I/we being the member(s) of _____ shares of the above named company, hereby appoint

1. Name _____

Address _____

email Id _____

Or failing him _____ Signature _____

2. Name _____

Address _____

email Id _____

Or failing him _____ Signature _____

3. Name _____

Address _____

email Id _____

Or failing him _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2020 at 11.00 a.m. at H.R. Hall, Texcellence complex, Khokhara, Ahmedabad-380021 and any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. Adoption of Audited Financial Statements of the Company as on 31st March, 2020. (Ordinary Resolution)
2. Re-appointment of Mrs. Aashini A. Shah, Non Independent & Non Executive Director (DIN: 06935369), who retires by rotation and being eligible, offers herself for re-appointment. (Ordinary Resolution)

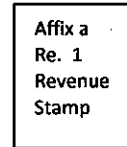
Special Business

3. To re-appoint Mr. Anish A. Shah (DIN: 00156517) as a Managing Director. (Ordinary Resolution)

Signed this _____ day of _____ 2020

Signature of Shareholder : _____

Signature of Proxy Holder: _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, Not less than 48 hours before the commencement of the Meeting.

If undelivered:

Please return to:

AASWA TRADING AND EXPORTS LIMITED

CIN: L51100GJ1984PLC024704

32, Milan Park Society,

Nr. Jawahar Chowk, Maninagar,

Ahmedabad – 380 008

