

# AASWA TRADING AND EXPORTS LIMITED

CIN : L51100GJ1984PLC024704

Regd. Off. 32, Milan Park Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad – 380008.  
E-mail id:aaswaexports@yahoo.co.in Phone no. (079) 25452907 Website : www.aaswatrading.in

## POSTAL BALLOT NOTICE TO MEMBERS (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules") that the Special Resolution(s) appended below is proposed to be passed by the Members by way of Postal Ballot / E-voting.

The proposed Special Resolutions and Explanatory Statement pursuant to Section 102 (1) pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with Postal Ballot Form ("the Form"). Mr. Anish Shah, a Practising Company Secretary (FCS no. 4713, C.P.no. 6560) of M/s. A. Shah & Associates, Company Secretaries, has been appointed as the Scrutinizer (the "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner.

In compliance with Clause 35B of the Listing Agreement with the Stock Exchanges and provisions of Section 110 of the Act, read with the Rules, the company is pleased to extend E-voting facility as an alternate, to enable the Members to cast their votes electronically instead of through the Form. The company has engaged the services of Central Depository Services (India) Ltd (CDSL) to provide E-voting facility to its Members. It may be noted that E-voting is optional. In case a member has voted through E-voting facility, he / she is not required to send the physical Postal Ballot Form. In case a Member votes through E-voting facility as well as sends his / vote through physical vote, the vote cast through E-voting shall only be considered and voting through physical Postal Ballot shall not be considered by the Scrutinizer.

Please read the instructions carefully printed in the Postal Ballot Form and return the same in original, duly completed, in the attached self addressed postage prepaid business reply envelope so as to reach the Scrutinizer before the closing hours (i.e. upto 6.00 p.m. on 22nd July, 2015. The envelope may also be deposited personally at the address given thereon. Forms received after this date will not be considered. Also, no other form or photocopy thereof is permitted. The E-voting module shall also be disabled by CDSL for voting thereafter. The Scrutinizer shall submit his report after completion of the Scrutiny of Forms including e-voting.

The E-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Please refer the instructions for E-voting given after the Proposed Resolutions for the process and manner in which E-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman or any other Director of the company after the completion of the scrutiny of the postal ballots (including E-voting). The result of E-voting by Postal Ballot will be declared on 24th July, 2015 at 11.00 a.m at the Registered Office of the company. The results will be displayed at the Registered Office of the company and intimated to the Stock Exchanges and the same along with the Scrutinizer's report will be displayed on the company's website [www.aaswatrading.in](http://www.aaswatrading.in)

### PROPOSED SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT ARE AS UNDER :

#### 1. AUTHORITY GIVEN TO BOARD OF DIRECTORS OF THE COMPANY TO MAKE LOANS / INVESTMENTS / GUARANTEES / SECURITIES.

To consider and if thought fit, to give assent / dissent to the following Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Act (including any modification or re-enactment thereof for the time being in force) and Articles of Association of the company, subject to such approvals, consents and permissions, as may be necessary, the Consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall include unless the context otherwise requires, any Committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to give from time to time or in one or more tranches, (i) any loan(s), advances, to any person or other bodies corporate and (ii) give any guarantee or to provide security in connection with a loan to any other bodies corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% (sixty) percent of the company's paid-up capital, free reserves and securities premium account or 100% (one hundred) percent of the company's free reserves and securities premium account whichever is more as the Board may think fit, provided the aggregate of the loans or investments or guarantees or securities given to or in all other bodies corporate(s) shall not exceed Rs.15 crores (rupees fifteen crores only), notwithstanding that the aggregate of the loans made in or to be made in along with investments, guarantees or securities so far given or to be given, exceeds the limits prescribed under section 186 of the Companies Act, 2013".

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors the company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and / or agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.

#### (2) TO APPROVE THE BORROWING LIMITS OF THE COMPANY.

To consider and if thought fit, to give assent / dissent to the following Special Resolution:

"RESOLVED THAT in supersession to the earlier resolutions passed by the shareholders of the company regarding the borrowing powers of the company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable, the Consent of the company be and is hereby accorded to the Board of Directors of the company (which term shall be deemed to include any duly authorised committee(s) thereof, for the time being exercising the powers conferred by the Board by this resolution) for borrowing from time to time, any sum or sums of money for the business of the company upon such terms and conditions and with or without security as the Board of Directors may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, (apart from the

temporary loans obtained or to be obtained from time to time from company's bankers in the ordinary course of business), provided however that the sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed Rs.15 Crores (rupees fifteen crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide all terms and conditions in relation to such borrowing at their absolute discretion and to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required to give effect to this resolution."

**(3) AUTHORITY TO THE BOARD OF DIRECTORS TO CREATE MORTGAGE / CHARGE / HYPOTHECATE AS PER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013.**

To consider and if thought fit, to give assent / dissent to the following Special Resolution:

"RESOLVED THAT pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), and Rules made thereunder, consent of members of the company be and is hereby accorded, to the Board of Directors to mortgage and/or charge (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees), all the immovable and movable properties, present and future, pertaining to any one or more of the company's units and any other undertaking of the company wheresoever situated and the whole or substantially the whole of any one or more of the said undertakings of the company, with the right to take over the management and concern of the undertaking(s) whose properties are agreed to be mortgaged and/or charged in certain events, to or in favour of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other Financial Assistance lent, granted and advances or agreed to be lent, granted and advanced to the company or the debentures, bonds or other financial instruments issued and allotted or as may be issued by the company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount or amounts not exceeding Rs.15 Crores (rupees fifteen crores) in the aggregate, on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Trustees, costs, charges and other moneys payable by the company to the respective Financial Institutions, Banks and other lending institutions and Debenture holders and/or Trustees under the Loan/ Subscription Agreement(s) entered into/to be entered into by the company in respect of the said term loans, debentures or other financial instruments or assistance.

RESOLVED FURTHER THAT the Board of Directors of the company including a committee thereof, be and is hereby authorised to finalise with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees, the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto.

Date : May 30, 2015  
Place : Ahmedabad  
Regd.Office :  
32, Milan Park Society,  
Near Jawahar Chowk,  
Maninagar,  
Ahmedabad - 380008.

By Order of the Board of Directors  
For Aawsa Trading & Exports Limited  
Pritesh Shah  
Company Secretary

**NOTES :**

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from Central Depository Services (India) Ltd (CDSL) and National Securities Depository Ltd (NSDL) as on close of business hours on Friday, 19th June, 2015.
3. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 19th June, 2015.
4. The date of the declaration of results of the Postal Ballot shall be the date on which the said Special Resolutions will be deemed to have passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
5. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Rules and Clause 35B of the Listing Agreement, the company is pleased to offer E-voting facility to its members to enable them to cast their votes electronically. Members have option to vote either through E-voting or through the physical Postal Ballot Form. The company has engaged the services of Central Depository Services (India) Ltd (CDSL) to provide E-voting facility to its Members. It may be noted that E-voting is optional. In case a member has voted through E-voting facility, he / she is not required to send the physical Postal Ballot Form. In case a Members votes through E-voting facility as well as sends his / vote through physical vote, the vote cast through E-voting shall only be considered and voting through physical Postal Ballot shall not be considered by the Scrutinizer.
6. The instructions for E-voting are as under:-

**Section A - E Voting Process – Members holding shares in Demat Form and Physical Form**

Step 1	: Open your web browser during the voting period and log on to the e-voting website: <a href="http://www.evotingindia.com">www.evotingindia.com</a>
Step 2	: Click on "Shareholders" to cast your vote(s).
Step 3	: Select the Electronic Voting Sequence Number (EVSN) i.e. 150610004 along with "AASWA TRADING AND EXPORTS LIMITED" from the drop-down menu and click on "SUBMIT"
Step 4	: Please enter your USER ID –
	• For account holders in CDSL: Your 16 digits beneficiary ID.
	• For account holders in NSDL: Your 8 characters DP ID and followed by 8 digits Client ID.
	• Members holding shares in physical form should enter folio number registered with the company.

Step 5	:	Please enter the Image verification as displayed and Click on Login.
Step 6	:	If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.
Step 7	:	If you are a first time user follow the steps given below:
PAN	:	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</li> <li>Members who have not updated their PAN with the company/depository participant are requested to use the sequence number which is printed on postal ballot / attendance slip indicated in the PAN field.</li> </ul>
DOB	:	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	:	Enter the dividend bank details as recorded in your demat account or registered with the company for the said demat account or folio. Please enter DOB or Dividend bank details in order to log in. If details are not recorded with the depository or company please enter member ID / Folio No. in the Dividend bank details as mentioned in instruction (4).
Step 8	:	After entering these details appropriately, click on "SUBMIT" tab.
Step 9	:	<p>Members holding shares in Demat form will then now reach 'Password Creation' menu wherein, they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> <p>If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password &amp; enter the details as prompted by the system.</p> <p>Members holding shares in physical form will then reach directly to the Company selection screen. Members holding shares in physical form, the detail can be used only for e-voting on resolutions contained in this Notice.</p>
Step 10	:	Click on the EVSN of the company i.e. 150610004 to vote
Step 11	:	On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO and click on SUBMIT. The option "YES implies that you has assent to the Resolution and option NO implies that you dissent to the Resolution.
Step 12	:	Click on the "RESOLUTIONS FILE LINK" if you wish to view the Notice.
Step 13	:	After selecting the resolution you have decided to vote on, click on "SUBMIT". If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
Step 14	:	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

#### **Section B - Commencement of E-voting period and other E-voting instructions.**

The voting period begins on 23rd June, 2015 (10.00 a.m.) and ends on 22nd July, 2015 (6.00 p.m.). During this period Members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th June, 2015, 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, the Member shall not be allowed to change it subsequently.

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

The Results of Postal Ballot shall be announced on 24th July, 2015 at 11.00 a.m. at the Registered office of the company and the same will also be posted on website of the company [www.aaswatrading.in](http://www.aaswatrading.in)

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

#### **For Non-Individual Shareholders and Custodians :-**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the board resolution and power of attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs")

and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Contact Details :**

Company : Aaswa Trading and Exports Limited  
32, Milan Park Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad – 380 008.  
Registrar & Share : Link Intime India Pvt. Ltd.  
Transfer Agent : 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Off C.G. Road, Ahmedabad.  
E-Voting Agency : Central Depository Services (India) Ltd  
E-mail : [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)  
Scrutinizer : Mr. Anish Shah, Practising Company Secretary  
Email : [anishshahcs@gmail.com](mailto:anishshahcs@gmail.com)

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

**Item No. 1:**

As per the provisions of Section 186 of the Companies Act, 2013 read with relevant Rules thereof (including statutory modification(s) or re-enactments(s) thereof for the time being in force) the Board of Directors of the company can make loan, investments or give guarantee or provide and security beyond the prescribed ceiling of:

- 1) 60% (sixty) of the aggregate of the paid-up share capital, free reserves and securities premium account or
- 2) 100% (one hundred) of its free reserves and securities premium account, whichever is more,
- 3) As a measure of achieving greater financial flexibility and to enable optimal financing structure to achieve long term strategic and business objectives, the Board accordingly recommends the Special Resolution as mentioned in this Notice for your approval to enable the Board of Directors of the company (a) to give loan to any person or other body corporate (b) to give any guarantee or provide security in connection with the loan to any other body corporate or person (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, for an aggregate amount not exceeding Rs.15 crores, notwithstanding that the aggregate of the investments made in or to be made in along with the loans, guarantee or securities so far given or to be given, exceeds the limits prescribed under Section 186 of the Companies Act, 2013, irrespective of the fact the same may exceed 60% (sixty) of its paid-up share capital, free reserves and securities premium account or 100% (one hundred) of its free reserves and securities premium account, whichever is more,

The Board of Directors of the company recommends the Resolution to be passed as Special Resolution as set out at Item No. 1 of the accompanying notice for approval of members through Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in passing of the said Special Resolution.

**Item No. 2 :**

Section 180 (1) ( c ) of the Companies Act, 2013, requires the consent of the shareholders of the company by way of special resolution at a general meeting to enable the Board of Directors, to borrow moneys, where the money to be borrowed, together with moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will exceed the aggregate of the paid – up capital and free reserves of the company. Taking into consideration, the requirements of the funds to meet the long term business objectives of the company, it is therefore necessary to obtain prior consent of the shareholders by passing special resolution authorizing the board to borrow in excess of paid-up capital and free reserves, provided that the sums so borrowed and remaining outstanding on account of principal amount shall not, any time exceed Rs.15 crores (rupees fifteen crores) at any given point of time.

The Board of Directors of the company recommends the Resolution to be passed as Special Resolution as set out at Item No. 2 of the accompanying notice for approval of members through Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in passing of the said Special Resolution.

**Item No. 3 :**

Pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013, the borrowing powers can be exercised by the board of directors only with the consent of the shareholders obtained by a special resolution. Further as per clarification issued by Ministry of Corporate Affairs (MCA), the ordinary resolution earlier passed will remain valid for a period one year from the date of notification of section 180 of the Companies Act, 2013 i.e. upto 11th September, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of special resolution, to enable the board of directors of the company to create charge / mortgage / hypothecation on the company's immovable and movable properties of the company in favour of any lender / trustees of the debenture holders / bonds in regard to financial assistance availed / to be availed by the company.

The Board of Directors of the company recommends the Resolution to be passed as Special Resolution as set out at Item No. 3 of the accompanying notice for approval of members through Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in passing of the said Special Resolution.

Date : May 30, 2015

Place : Ahmedabad

**Regd.Office :**

32, Milan Park Society,  
Near Jawahar Chowk,  
Maninagar,  
Ahmedabad - 380008.

By Order of the Board of Directors  
For Aawsa Trading & Exports Limited

Pritesh Shah  
Company Secretary

# AASWA TRADING AND EXPORTS LIMITED

CIN : L51100GJ1984PLC024704

Regd. Off. 32, Milan Park Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad – 380008.

E-mail id:aaswaexports@yahoo.co.in Phone no. (079) 25452907

## POSTAL BALLOT FORM

Serial No.: \_\_\_\_\_

1.	Name and Registered Address of Sole / First name Shareholder	:		
2.	Name(s) of the Joint Holder(s) (if any)	:		
3.	Registered Folio no. / DP ID No. / Client ID No.	:		
4.	Number of Shares held	:		
5.	I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business as stated in the Notice dated 30th May, 2015 of the company by sending my / our Assent (For) or Dissent (Against) to the said Special Resolutions by placing the (✓) mark at the appropriate box below :			
Item no.	Brief Particulars of the item	No. of Shares for which vote cast	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	Authority given to Board of Directors of the company to make / loans / investments / guarantees / securities.			
2.	To approve the borrowing limits of the company.			
3.	Authority to the Board of Directors to create mortgage / charge / hypothecate as per Section 180 (1) (a) of the Companies Act, 2013.			

Place : \_\_\_\_\_

Date : \_\_\_\_\_

\_\_\_\_\_  
(Signature of the member)

## ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	YOUR PAN / SEQUENCE NO.

Note :

1. Last date of receipt of postal ballot by the Scrutinizer is 22nd July, 2015 before 6.00 pm.
2. Please read the instructions printed overleaf carefully before exercising your vote.
3. If voting rights are exercised electronically, there is no need to use this form.

## **INSTRUCTIONS**

- This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Postal Ballot.

### **Process and manner for Members opting to vote by using the Ballot Form**

1. A member desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot form and send it to the Scrutinizer in the enclosed self-addressed stamped envelope. However, envelopes containing postal ballots, if sent by courier/registered post at the expense of the registered Member will also be accepted.
2. The self – addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the company.
3. The Postal Ballot form should be completed and signed by the Member (as per the specimen signature registered with the Company / Registrar & Share Transfer Agents/ Depository Participants). In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member. However where the form is sent separately by the first named Member and the joint holders, the vote of the first named Member would be valid.
4. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot form should be accompanied by a certified true copy of the relevant board resolution / Authorization, with specimen signature(s) of Authorised Signatory (ies). A Member may sign the form through an Attorney specifically appointed for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot form.
5. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot form bearing (✓) in both the columns will render the form invalid.
6. Incomplete, unsigned or incorrectly filled Postal Ballot forms will be rejected.
7. The duly completed Postal Ballot form should reach the Scrutinizer not later than the close of working hours on Wednesday, 22nd July, 2015. Postal Ballot forms received after this date will be strictly treated as if the reply from the member has not been received.
8. Voting Rights shall be reckoned on the paid up value of shares registered in the name of Member as on date of dispatch of the notice i.e. 19th June, 2015.
9. The right of voting by Postal Ballot shall not be exercised by Proxy
10. The Scrutinizer's decision on the validity of a Postal Ballot form will be final and binding.
11. The results of the Postal Ballot will be declared at the Registered Office of the company as specified in the notice.