

# AASWA TRADING AND EXPORTS LTD.

REGD. OFFICE : 32, MILANPARK SOCIETY, NR. JAWAHAR CHOWK, MANINAGAR, AHMEDABAD – 380 008  
CIN : L51100GJ1984PLC024704 E-MAIL : [aaswaexports@yahoo.co.in](mailto:aaswaexports@yahoo.co.in) PHONE NO. : 079-25462907

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13<sup>th</sup> August, 2017

To,

**Mr. Bhavesh G. Shah**

B/6, Manekbaug Apartment (Minapark),

Adtalis, Kadvatidar Soc.,

Tirupati Society,

Ghatlodia, Ahmedabad 380061

Dear Sir,

## **Re: Your appointment as an Independent Director of Aaswa Trading and Exports Limited**

We are pleased to inform you that the Board of Directors of the Company in their meeting held on 12<sup>th</sup> August, 2017 and subject to approval of Shareholders at the next General Meeting, appointed you as an Independent Director of the Company to hold office for 5 (five) consecutive years from 12<sup>th</sup> August, 2017.

### **A. Preliminary**

Your appointment is subject to the following:

- a) During the tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013 (“Act”) stating that you meet the criteria of independence.
- b) So long as you are an Independent Director of the Company, the number of companies in which you hold office as Director or a Chairman or Committee Member will not exceed the limit stipulated under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c) So long as you are an Independent Director of the Company, you will ensure that you will not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
- d) You will ensure compliance with other provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable to you as an Independent Director.

### **B. Term**

Your appointment is for a term of 5 (five) years commencing from 12<sup>th</sup> August, 2017 to 11<sup>th</sup> August, 2022.

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## C. Committees

You have not been appointed in any of the Committees of the Company at present. However, the Board may appoint you in any of the Committee.

## D. Code of Conduct and Duties and Responsibilities

- a) You will abide by the Aaswa Trading and Exports Ltd. Code of Business Conduct and Ethics applicable to Non-executive Directors and business principles to the extent applicable to an Independent Director of the Company as set out separately in Annexure – 1.
- b) You will abide by the guidelines of professional conduct, role, function and duties as an Independent Director provided in Schedule IV of the Companies Act, 2013, as set out at Annexure – 2 hereto.
- c) You are expected to stay updated on how best to discharge your roles, responsibilities and duties and liabilities as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
- d) You are expected to:
- e) Take decisions objectively and solely in the interest of the Company;
- f) Facilitate company's adherence to high standards of ethics and corporate behavior;
- g) Guide the Board in monitoring the effectiveness of Company's governance practices and to recommend changes required, if any;
- h) Guide the Board in monitoring and managing potential conflicts of interest of management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
- i) Guide the Board in ensuing integrity of the Company's accounting and financial reporting systems, including the independent audit and that appropriate systems of control are in place, in particular, systems of risk management, financial and operational control and compliance with the law and relevant standards.

## E. Performance evaluation

As an Independent Director of the Board performance evaluation shall be done by the entire Board of Directors. Your re-appointment or extension of term and your remuneration if any will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to the performance evaluation carried out by the Board.

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## F. Remuneration

- a) You will be entitled for sitting fees for attending each meeting of the Board or Committee, if any as may be determined by the Board from time to time.
- b) Pursuant to applicable laws, you will not be entitled to any stock options.

## G. Insurance

- a) The Company has taken a Directors and Officers (D&O) Liability insurance policy providing for insurance cover while acting in their capacities as Directors.
- b) The copy of the policy can be furnished on request to the Company Secretary.

## H. Training

You will be entitled to the benefit of a training program to familiarize yourself with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates, its goals and expectations and long term plans and objectives.

## I. Miscellaneous

You will have access to confidential information whether or not the information is marked or designated as “confidential” or “proprietary”, relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports etc., client information, intellectual property rights (including trade secrets), (“Confidential Information”).

You shall use reasonable efforts to keep confidential and to not disclose to any third party, such Confidential Information.

If any Confidential Information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Please confirm your acceptance by signing, dating and returning a copy of this letter to the Company.

Yours Faithfully,



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**Managing Director**

**Agreed and accepted**



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**Mr. Bhavesh G. Shah**  
**Independent Director**