

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Company will be held on, Monday 2nd July, 2018 at 9.30 a.m. at Pai Vista , No.3/1, 27th Cross, End of KR Road, Banashankari 2nd Stage, Bangalore 560070, Karnataka, India to transact the following business.

ORDINARY BUSINESS

1. Adoption of Accounts

To receive, consider and adopt the audited financial statements (standalone and consolidated) of the company for the year ended March 31, 2018 including the audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare a final dividend of Rs. 2.50/- per equity share of Rs. 10/- each and to approve the Interim dividend of Rs. 2.50 per equity share of Rs. 10/- each, already paid for the year ended 31st March, 2018.

3. Appointment of Director

To appoint a Director in the place of Ms. Preeti Rabindra, (DIN 00216818) who retires by rotation and being eligible, offers herself for re-appointment.

REGD. OFFICE
80/2, Lusanne Court,
Richmond Road
Bangalore 560 025

Date: 24.05.2018

By Order of the Board

Rabindra Srikantan
Managing Director

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy and vote on a poll instead of himself and such proxy need not be a member of the Company. Proxies to be valid should be deposited forty eight hours before the commencement of the Meeting at the Registered Office of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the share capital of the company.
2. Members holding shares in physical form are requested to notify any change in their address to the Company/ Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India. Members holding shares in electronic form are requested to direct change of address notifications and updation of their bank account details to their respective depository participants.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share transfer books of the Company will remain closed from 30.06.2018 to 02.07.2018 (both days inclusive) in terms of provisions of Section 91 of the Companies Act 2013 for the purpose of payment of final dividend for the financial year ended 31st March 2018.
5. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as at the end of 29.06.2018.
6. Members /Proxies are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
9. Non-Resident Indian Members are requested to inform Karvy, the Registrars, of:
Change in their residential status on return to India for permanent settlement.
Particulars of their bank A/c maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
10. Payment of Dividend through ECS:
 - a. Members holding shares in physical form are advised to submit particulars of their bank account , viz, name and address of the bank, 9 digit MICR code of the branch, type of account and account number to the Registrars, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No.31 & 32,Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500032.
 - b. Members holding shares in demat form are advised to inform the particulars of their bank account to their respective Depository participants.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the Depository. Members who have not registered their e-mail address with the company are requested to submit their request with their valid e-mail address to M/s Karvy Computershare

Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant. For members who have not registered their email addresses, physical copies of the Annual Report 2018 are being sent by the permitted mode.

12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Registrar & Transfer Agent or Company Secretary at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will as per Section 124 of the Companies Act 2013, be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. All shares in respect of which dividend has not been claimed for seven consecutive years or more shall be transferred by the company in the name of Investor Education and Protection Fund. Shareholders whose shares or unclaimed dividend has been transferred to the Fund may claim the said shares or unclaimed dividend by making an application in Form IEPF 5 and submission of the prescribed documents to the Fund.

The company has vide notification dated 10th May 2012 of Ministry of Company Affairs, (MCA) uploaded the information in respect of unclaimed dividends as from the financial year 2008 on the website of the company.

13. Pursuant to the provisions of Section 124 (5) of the Companies Act 2013 unclaimed dividend pertaining to the dividend paid for the financial year 2010-2011 is to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government, in September 2018. The company has transferred the unpaid or unclaimed dividend of the financial years 2007-2010 on the due dates to the IEPF established by the Central Government.
14. In compliance with Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the company is providing e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the notice. The facility for voting through ballot paper will also be made available to members attending the AGM and who have not already cast their votes by remote e-voting .Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. Instructions for e-voting are annexed to the Notice.
15. Additional information, pursuant to Regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.
16. The Notice of 26th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the Notice of the 26th AGM and Annual Report 2018 will be available on the company's website, www.asmltd.com, for their download.
17. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days upto the date of AGM.
18. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018 has mandated compulsory submission of Permanent Account Number (PAN) and bank details by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN and bank details to their Depository Participant(s) and members holding shares in physical form shall submit the details to company.

Additional information on Directors recommended for appointment/reappointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Ms. Preeti Rabindra (DIN 00216818) holds a Bachelor and Masters degree in commerce from the University of Delhi.

Disclosure of relationship between Directors inter-se

Ms. Preeti Rabindra is the spouse of Mr. Rabindra Srikantan, Managing Director, of the company.

Listed companies (other than ASM) in which Ms. Preeti Rabindra holds directorship and committee membership:

Directorship

NIL

Chairperson of Board committees

NIL

Member of Board committees

NIL

Shareholding in the company

380524 shares

REGD. OFFICE
80/2, Lusanne Court,
Richmond Road
Bangalore 560 025

Date: 24.05.2018

By Order of the Board

Rabindra Srikantan
Managing Director



(CIN L85110KA1992PLC013421)
 Regd Office: 80/2 Lusanne Court, Richmond Road, Bangalore- 560025, Karnataka, India
 Tel:080-66962300-02,Fax-08066962304
 Email:info@asmltd.com, Website: www.asmltd.com

PROXY FORM - MGT 11

Pursuant to section 105(6) of Companies Act 2013 & Rule 19(3) of Companies (Management & Administration), Rules 2014
26th Annual General Meeting- 2nd July, 2018

Name of the member (s):
Registered Address:
E-mail id:
Folio/DP ID-Client ID

I/We being the member(s) of.....shares of the above named Company hereby appoint:
 Name:..... Address:.....
 E-mail Id:..... Signature:.....or failing him/her
 Name:..... Address:.....
 E-mail Id:..... Signature:.....or failing him/her
 Name:..... Address:.....
 E-mail Id:..... Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on 2nd of July, at 9.30 am at Pai Vista Hall, End Of K R Road, Near-Sevaksetra Hospital, 2nd Stage, 3/1, 27th Cross Rd, Banashankari, Bangalore- 560070, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

No. Resolution	Resolution	Optional *(Please mention no. of shares)	
		For	Against
Ordinary Business			
1.	Adoption of the financial statements (standalone and consolidated) of the company for the year ended March 31, 2018 including the audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.		
2.	Declare a final dividend of Rs. 2.50/- per equity share of Rs. 10/- each and to approve the Interim dividend of Rs. 2.50 per equity share of Rs. 10/- each, already paid for the year ended 31st March, 2018.		
3.	Appointment of a Director in the place of Ms. Preeti Rabindra, (DIN 00216818) who retires by rotation and being eligible, offers herself for re-appointment.		

Signed this.....day.....2018
 Signature of shareholder.....
 Signature of Proxy holder(s).....

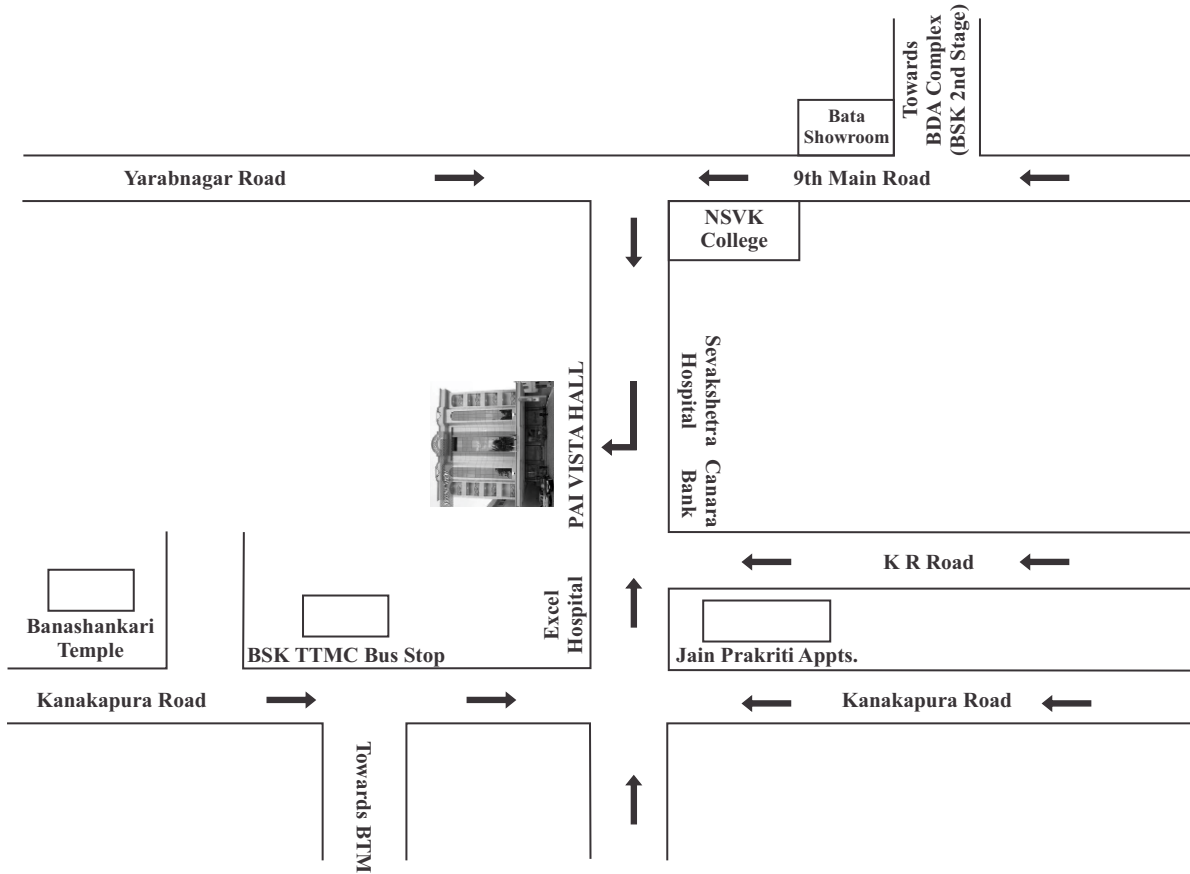
Affix
 Revenue
 Stamp not
 less than
 Re 1/-

Notes:

1. This form 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.
- *2. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Route Map of the AGM Venue

Pai Vista, No.3/1, 27th Cross, End of KR Road
Banashankari 2nd Stage, Bangalore – 560070, Karnataka, India





(CIN L85110KA1992PLC013421)

Regd Office: 80/2 Lusanne Court, Richmond Road, Bangalore- 560025, Karnataka, India

Tel:080-66962300-02,Fax-08066962304

Email:info@asmltd.com, Website: www.asmltd.com

ATTENDANCE SLIP

26th Annual General Meeting -2018

<p>Name of the member/Proxy in Block Letters:</p> <p>Folio/DP ID-Client ID:</p> <p>No. of shares held:</p>

I certify that I am a member/proxy for the member of the company.

I hereby record my presence at the 26th Annual General Meeting of the company at Pai Vista Hall, End Of K R Road, Near-Sevaksetra Hospital, 2nd Stage, 3/1, 27th Cross Rd, Banashankari, Bangalore- 560070, Karnataka, India on Monday the 2nd of July, 2018 at 9.30 a.m.

Member's/Proxy's name in block letter

.....

Signature of the Member/Proxy

Note:

Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.