



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

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Company will be held on Friday 14th of August, 2015 at 9.00 a.m. at **Pai Vista**, No.3/1, 27th Cross, End of KR Road, Banashankari 2nd Stage, Bengaluru – 560070 transact the following business.

ORDINARY BUSINESS

1. Adoption of Accounts

To receive, consider and adopt the financial statements of the company for the year ended March 31, 2015 including the audited Balance Sheet as at March 31, 2015, 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. 0.80 per equity share and to approve the Interim dividend of Rs. 1.20 per equity share, already paid for the year ended 31st March, 2015.

3. Appointment of Statutory Auditors

RESOLVED THAT pursuant to provisions of Sections 139, 142 & other applicable provisions of the Companies Act 2013 and the Companies (Audit & Auditor's) Rules 2014 M/s Sudhakar Pai Associates, Chartered Accountants (ICAI Registration No.004171S) be and are hereby appointed as Statutory Auditors of the company to hold office for two consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 25th AGM of the Company in the calendar year 2017 subject to ratification of the shareholders at every AGM at such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

4. Appointment of Ms. Preeti Rabindra as Director, liable to retire by rotation

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

RESOLVED THAT pursuant to the provisions of Section 149(1), 152, Section 160 and all other applicable provisions of Companies Act, 2013, and Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Preeti Rabindra (DIN 00216818) who was appointed as an Additional Director pursuant to provisions of Section 161 of the Companies Act 2013 and Article 115 of Articles of Association of the company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Director, subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take such steps expedient or desirable to give effect to this resolution.

5. Approve Materially Related Party Transaction

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

RESOLVED THAT pursuant to provisions of Section 188(1)(d) and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Clause 49(VII)(C) of the Listing Agreement with stock exchange, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, approval of the members of the Company be and is hereby accorded to the Board of Directors to continue the contract for availing or rendering of services entered into with M/s IDS Systems Private Ltd, a Related Party under Section 2(76) of the Companies Act, 2013 and Clause 49(VII)(B)(2) of the Listing Agreement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

6. Appointment of Branch Auditors

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

RESOLVED THAT pursuant to the provisions of Section 143 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors be and is hereby authorized to appoint, such person or persons qualified for appointment as Auditor or Auditors of the Company's Branch Offices in USA and UK to examine and audit the accounts for the financial year 2015-2016 on such remuneration, terms and conditions as the Board may deem fit or authorize the Statutory Auditors of the Company to audit the branch Accounts and comply with the provisions of the Companies Act 2013."

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

By Order of the Board

Sd/-
RABINDRA SRIKANTAN
Managing Director

Date: 26th May, 2015

1. The relative Statement (Explanatory Statement) pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. 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.
3. Members holding shares in physical form are requested to notify any change in their address to the Company/ Karvy Computer share Private Limited, Karvy Selenium Tower B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032. 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.
4. The Register of Members and Share transfer books of the Company will remain closed from 13.8.2015 to 14.8.2015 (both days inclusive) in terms of provisions of Section 91 of the Companies Act 2013 and Clause 16 of the Listing Agreement with Stock exchange for determining the names of members eligible for final dividend on Equity shares, if declared at the meeting .
5. Members /Proxies are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. 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.
7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
8. 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.
9. Brief resume of the Director recommended for appointment is as follows- Ms. Preeti Rabindra (DIN 00216818) holds a bachelor and masters degree in commerce from the University of Delhi. Ms. Preeti Rabindra has been on the board of IDS Systems Private Limited since 1995.
10. Subject to the provisions of the Companies Act 2013, final dividend as recommended by the Board of Directors, if declared at the meeting , will be payable within a period of 30 days from the date of declaration to those members whose names appear on the Register of Members as on 12th of August , 2015.
11. 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 latest by 12th of August, 2015 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.
12. 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.
13. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Compliance Officer/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. 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.
14. Copies of the Annual Report 2015 are being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email addresses, physical copies of the Annual Report 2015 are being sent by the permitted mode.
15. 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 clause 35B of the Listing Agreement the company is providing the 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.
16. The Notice of 23rd 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 23rd AGM and Annual Report 2015 will be available on the company's website, www.asmltd.com, for their download.
17. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the company.

Statement Pursuant to Sec. 102(1) of the Companies Act 2013

Item No. 4

At the meeting of the Board of Directors of the company held on the 28th of March, 2015 Ms. Preeti Rabindra, was appointed as an Additional director to hold office upto the ensuing Annual General Meeting of the company, pursuant to provisions of Section 161 of the Companies Act, 2013 and Article 115 of the Article of Association of the company.

The company has received notice in writing under provision of section 160 of Companies Act, 2013, from a member along with a deposit of requisite amount proposing the candidature of Ms. Preeti Rabindra for the office of Non-Executive, Non Independent Director, to be appointed as such under the provision of Section 149 (1) of the Companies Act, 2013.

The Company has received from Ms. Preeti Rabindra (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Director) Rules 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that she is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Ms. Preeti Rabindra as a Non-executive, Non Independent Director of the company until the next AGM, pursuant to section 149(1) and other applicable provisions of the Companies Act 2013 and the Rules made there under. She is liable to retire by rotation.

In the opinion of the Board of Directors, Ms. Preeti Rabindra, proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under. The Board considers that her association would be of immense benefit to the company and it is desirable to avail the services of Ms. Preeti Rabindra.

No Director, Key Managerial personnel or their relatives, except Mr. Rabindra Srikantan KMP, related to Ms. Preeti Rabindra, to whom the resolution relates, are interested or concerned in the resolution.

The Board commends the Ordinary resolution set forth in Item No. 4 for the approval of the members.

Item No. 5

The Company had entered into contract with M/s. IDS Systems Pvt Limited before the financial year under for availing or rendering of services and intends to continue the transactions. IDS Systems Pvt Limited, is a 'related party' within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49 (VII) (B) (2) of the Listing Agreement. The above contracts / arrangements / transactions were approved by the Audit Committee and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

Further, the value of transactions, at arms length, as entered during the financial year under consideration having crossed the materiality limits of 10% of Net worth or ₹ 50 Cr whichever is less as per provisions of Section 188 (1) (d) of the Companies Act 2013 and 10% of the annual consolidated turnover as per the last audited financials as per Clause 49(VII) (C) the transactions require shareholder approval by ordinary/special resolution.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under :

- | | |
|---|--|
| (a) Name of the related party | : IDS Systems Pvt Limited |
| (b) Name of the director or Key Managerial personnel who is related | : Mr. Rabindra Srikantan, Managing Director & KMP is related to Ms. Preeti Rabindra, who is a Director on the Board of the company and IDS Systems Pvt Ltd. Except for this, no Director or key managerial personnel is related. |
| (c) Nature of relationship | : IDS Systems Pvt Limited is a Promoter group Company which holds 6.77% equity shares of the company. |
| (d) Sale price | : The price for availing or rendering of services of the Company shall be negotiated and agreed to by both |

parties based on estimated total costs and risk & return considering prevalent market conditions.

- (e) Payment Schedule : IDS Systems Pvt Ltd shall pay sale price within 45 days of date of invoice of the Company.
- (f) Nature, material terms and particulars of the arrangement : Availing or rendering of services the material value of which during the year 2014-15 was ₹ 18,61,35,907/-
- (g) Duration of the contract : The contract may be terminated by either party with prior notice to the other party.
- (h) Any other information relevant or important for the members to make a decision on the proposed transaction : None

The Board recommends the special resolution given at item no. 5 for the approval of the members of the Company.

Disclosure of nature of concern or interest, financial or otherwise u/s 102 of Companies Act, 2013 and clause 49(VII) (E):

Mr. Rabindra Srikantan, Managing Director, Ms. Preeti Rabindra, Director, Mr. Akhil Rabindra and Mr. Nikhil Rabindra, are relatives, hence all four are deemed to be interested in above resolution. Further, all four are part of the Promoter group of the Company including IDS Systems Pvt Ltd..

As per second proviso to section 188 (1) of the Companies Act 2013, if any member is a related party in any contract or arrangement, then that party shall not vote in the special resolution, wherein such contract or arrangement is considered for approval. Therefore, none of the promoter group entity will vote on the above resolution.

Except above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the said Resolution.

Item No. 6

During the years 1999-2000, 2001-2002, 2011-2012 the company had opened branch offices in Chicago, USA, Santa Clara in California, USA and in the UK. It is necessary to appoint Auditors, under the provisions of Sec.143 of the Companies Act 2013 for auditing the accounts of the Branches of the company for the year 2015-2016. Your approval is sought by the proposed resolution to be passed authorizing the Board of Directors of the company to appoint, such person or persons qualified for appointment as Auditor or Auditors of the Company's Branch Offices in, USA., and UK, to examine and audit the accounts for the financial year 2015-2016 on such remuneration, terms and conditions as the Board may deem fit or authorise the Statutory Auditors of the Company to audit the Branch Accounts and comply with the provisions of the Companies Act 2013.

None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested in the resolution.

The Board commends the Ordinary resolution set forth in Item No.6 for the approval of the members.



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PROXY FORM

23rd Annual General Meeting- 14th August , 2015

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:.....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Friday the 14th of August, 2015 at 9.00 a.m at Pai Vista, No.3/1, 27th Cross, End of KR Road, Banashankari 2nd Stage, Bengaluru – 560070 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional * (Please mention no. of shares)	
Ordinary Business		For	Against
1.	Adoption of the financial statements of the company for the year ended March 31,2015 including the audited Balance Sheet as at March 31, 2015, 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.	Approval of final dividend for the financial year ended 31st March, 2015 and to confirm the interim dividend paid during the year 2014-2015		
3.	Appoint M/s Sudhakar Pai Associates as Auditors of the company		
Special Business			
4.	To appoint Ms. Preeti Rabindra as Director liable to retire by rotation		
5.	Approve Materially Related Party Transaction		
6.	Appointment of Branch auditors of the company		

Signed this.....day.....2015

Signature of shareholder.....

Signature of Proxy holder(s).....

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.

Affix
Revenue
Stamp not
less than
Re 0.15



(CIN L85110KA1992PLC013421)

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ATTENDANCE SLIP

23rd Annual General Meeting- 14th August, 2015

Name of the member/Proxy in Block Letters:

Folio/DP ID-Client ID:

No. of shares held:

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

I hereby record my presence at the 23rd Annual General Meeting of the company Pai Vista, No.3/1, 27th Cross, End of KR Road, Banashankari 2nd Stage, Bengaluru – 560070 on Friday the 14th of August, 2015 at 9.00 a.m

.....
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.

