

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Company will be held on Thursday, 20th of June, 2019 at 10.00 a.m. at Pai Vista, 3rd Floor, No.3/1, 27th Cross, End of KR Road, Banashankari 2nd Stage, Bangalore - 560 070, 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, 2019 including the audited Balance Sheet as at March 31, 2019, 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. 3/- per equity share of Rs. 10/- each and to approve the Interim dividend of Rs. 3/- per equity share of Rs. 10/- each already paid for the year ended 31st March, 2019.

3. Appointment of Director

To appoint a Director in the place of Mr. M. Lakshminarayan, (DIN 00064750) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To make loan(s) / give guarantee(s) / provide security(ies) in connection with loan(s) made / acquire by way of subscription, purchase or otherwise, the securities of any other bodies corporate.

To consider passing the following resolution as a Special resolution:

“RESOLVED THAT pursuant to the provisions of Section 185,186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers), Rules, 2014 and such other provisions, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board'), which term shall be deemed to include, unless the context otherwise, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to make loan(s,) including any loan represented by a book debt and / or give guarantee(s) / provide any security(ies) in connection with the loan(s) made or loan taken by any entity ,subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) or give any guarantee or provide any security in connection with any loan taken by any entity or which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) in their absolute discretion deem beneficial and in the interest of the Company, in excess of 60% of the paid-up share capital, free reserves and securities premium of the Company or 100% of free reserves and securities premium of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches, upto (i) maximum amount of Rs. 100 Crores (Rupees One hundred crores only), if the investments / acquisitions, loans, guarantee, securities to be provided along with the Company's existing investments, loans, guarantee or securities are in excess of the limits prescribed under Section 186 aforesaid or (ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.”

“RESOLVED FURTHER THAT the Board of Directors or any committee thereof, be and are hereby authorised to do all such acts, deeds and matters including but not limited to making requisite filings with Ministry of Corporate Affairs, Reserve Bank of India, Stock Exchanges or any other statutory / regulatory bodies, in India or abroad, as the case may be, from time to time, that may be required in connection with the above resolution.”

5. Change of Object Clause of the Memorandum of Association of the Company

To consider passing the following resolution as a Special resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

A. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'.

B. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as under:

“To Design, Develop, Engineer, Manufacture, Assemble, Test, Sell, Export, Import, alter, repair, transfer license, lease, hire, carry on Research and Develop Products and Services in the areas Engineering Products across various Industry Verticals, Network Related Products encompassing Wi-Fi, Security, WLAN, LAN, Cloud Applications, Software and Hardware Development, Testing and Validation and in the areas of Digital Transformation encompassing Artificial Intelligence, Machine Learning, Internet of Things, Cloud based Applications, Business Analytics and Software working in conjunction with Hardware and Machines and to make, sell, export, to diverse markets in India and other countries”

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution..”

6. Adoption of Object clause of Memorandum of Association as per provisions of Companies Act, 2013

To consider passing the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (C)– 'Other Objects' with Clause III (B)– 'Objects Incidental or Ancillary to the attainment of the Main Objects' and consequently changing the object numbering as may be appropriate.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:

RESOLVED FURTHER THAT the existing Clause III ©– Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

7. Appointment of Branch Auditors

To consider passing the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, 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 ,UK and Canada to examine and audit the accounts for the financial year 2019-2020 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
Bangalore 560 025
Date: 18.05.2019

By Order of the Board

RABINDRA SRIKANTAN
Managing Director

NOTES

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 Fintech 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. 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.
5. The Register of Members and Share transfer books of the Company will remain closed from 19.06.2019 to 20.06.2019 (both days inclusive) in terms of provisions of Section 91 of the Companies Act 2013 for the purpose of Annual General Meeting of the company and payment of final dividend if any.
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 Fintech 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 Fintech 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 2019 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 2010-11 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 2011-2012 and Interim dividend 2012-13 are to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government in August 2019 and January 2020 respectively. The company has transferred the unpaid or unclaimed dividend of the financial years 2007-2011 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 Director seeking re-appointment at the AGM, is furnished as annexure to the Notice. The Director has furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.
16. The Notice of 27th 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 27th AGM and Annual Report 2019 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.
19. In compliance with the provisions of Clause 14 of Secretarial Standards on General Meetings no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting.

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

Particulars	Mr.M.Lakshminarayan (DIN 00064750)
Date of Birth	07.09.1946
Date of First Appointment on the Board	31.3.2016
Qualifications	M.Tech from IIT Bombay,
Expertise in Specific functional Area	Mr.M.Lakshminarayan was the past Chairman of HARMAN International (India) Pvt. Ltd and rose to this position after being the Country Manager and Managing Director of HARMAN International (India) Pvt. Ltd. In this role, he was responsible for the overall development and execution of HARMAN's strategic intent and plans for India. His experience has spanned over 30 distinguished years in companies such as Bosch and Tata Motors. At Bosch, where he spent over 22 years, he held various leadership positions and was responsible for Bosch's tremendous growth in the automotive space in India. Prior to this, he served as a leader in the machine tools division at Tata Motors.
Number of Shares held in Equity Capital of the Company	NIL

Directorship held in other Indian Listed Companies	Kirloskar Oil Engines Limited, TVS Electronics Limited, WABCO India Limited, Rane (Madras) Limited, Wendt (India) Limited and Suprajit Engineering Limited	
Chairman/Member of Board Committee of listed companies	Chairman	
	TVS Electronics Limited Rane (Madras) Limited Kirloskar Oil Engines Limited	Audit Committee Nomination & Remuneration Committee Nomination & Remuneration Committee Risk Management CSR Committee
	TVS Electronics Limited	CSR Committee
	Member	
	Rane (Madras) Limited Wabco India Limited	Audit Committee Audit Committee Nomination & Remuneration Committee CSR Committee
	Wendt (India) Limited	Audit Committee Nomination & Remuneration Committee
	TVS Electronics Limited	CSR Committee
Disclosure of relationships between Directors/KMP inter-se	----	

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

Resolution No.4

To make loan(s) / give guarantee(s) / provide security(ies) in connection with loan(s) made / acquire by way of subscription, purchase or otherwise, the securities of any other bodies corporate.

In order to enable the Company to channelize its resources for natural expansion of current investments and explore areas for future investment opportunities and growth plans, in the interest of the Company as a whole, it is necessary to enhance the powers of the Board to make loan(s) to any body corporate(s) / person(s) including financial assistance by way of loan to other entities in the group / and to give any guarantee(s) / provide security in connection with loan(s) made to any body corporate(s) / person(s), entities in the group and / or to make investment in the securities of other body corporate(s)

Further, the amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, empowers companies with the approval of members by way of special resolution, to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

Taking these into consideration, the Board at the meeting held on May 18, 2019 has recommended that an approval from shareholders be sought under the Companies Act, 2013 / rules made there under, to make investments / acquisitions / give loan(s) and / or guarantee(s) / provide any security(ies), in connection with the loan taken by any entity including entities in the same group, in excess of limits prescribed under Section 186 of the Companies Act, 2013 viz., 60% of the paid-up share capital, free reserves and securities premium of the Company or 100% of free reserves and securities premium of the Company, whichever is more or upto Rs. 100 Crores (Rupees One hundred crores only) whichever is higher. The Company would carefully evaluate proposals and pursue opportunities through deployment of funds out of internal resources / accruals and or any other sources including borrowings, as may be required from time to time, in line with the long term strategic and business objectives.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Resolution No. 5

Change of Object Clause of the Memorandum of Association of the Company

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The “Main Object” clause of the Memorandum of Association of the Company is being amended by deletion of Clause III (A) and with insertion of New Clause III (A).

The Board at its meeting held on May 18, 2019 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

Further in keeping with the amendments as introduced by the Companies Act 2013 the Main Objects clause of the Memorandum of Association of the Company, Clause III(A) is accordingly to be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

Resolution No. 6

Adoption of Memorandum of Association as per provisions of Companies Act, 2013

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (C) – 'Other Objects' with Clause III (B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' and also to rename Clause III (B) of the Object Cause as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are: and numbering appropriately. This will result in the existing clause III (C) – Other objects of the Memorandum of Association of the Company to be deleted in its entirety.

The Board at its meeting held on May 18, 2019 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

Resolution No. 7

The Company has branch offices in US, UK and Canada . 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 2019-2020. 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., UK, and Canada to examine and audit the accounts for the financial year 2019-2020 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 recommends the Ordinary resolution set forth in Item No.7 for the approval of the members.

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

Date: 18.05.2019

By Order of the Board

RABINDRA SRIKANTAN
Managing Director

PROXY FORM - MGT 11

Pursuant to section 105(6) of Companies Act 2013 & Rule 19(3) of Companies (Management & Administration), Rules 2014
27th Annual General Meeting- 20th June, 2019

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 27th Annual General Meeting of the Company to be held on 20th June, 2019 at 10.00 a.m. at Pai Vista Hall, 3rd Floor, 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, 2019 including the audited Balance Sheet as at March 31, 2019, 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.	To declare a final dividend of Rs. 3/- per equity share of Rs. 10/- each and to approve the Interim dividend of Rs.3/- per equity share of Rs. 10/- each already paid for the year ended 31st March, 2019.		
3.	To appoint a Director in the place of Mr. M Lakshminarayan, (DIN 00064750) who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
4	To make loan(s) / give guarantee(s) / provide security(ies) in connection with loan(s) made/ acquire by way of subscription, purchase or otherwise, the securities of any other bodies corporate.		
5	Change of Object Clause of the Memorandum of Association of the Company		
6	Adoption of Object Clause of Memorandum of Association as per provisions of Companies Act, 2013		
7	Appointment of Branch Auditors		

Signed this.....day.....2019

Signature of shareholder.....

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

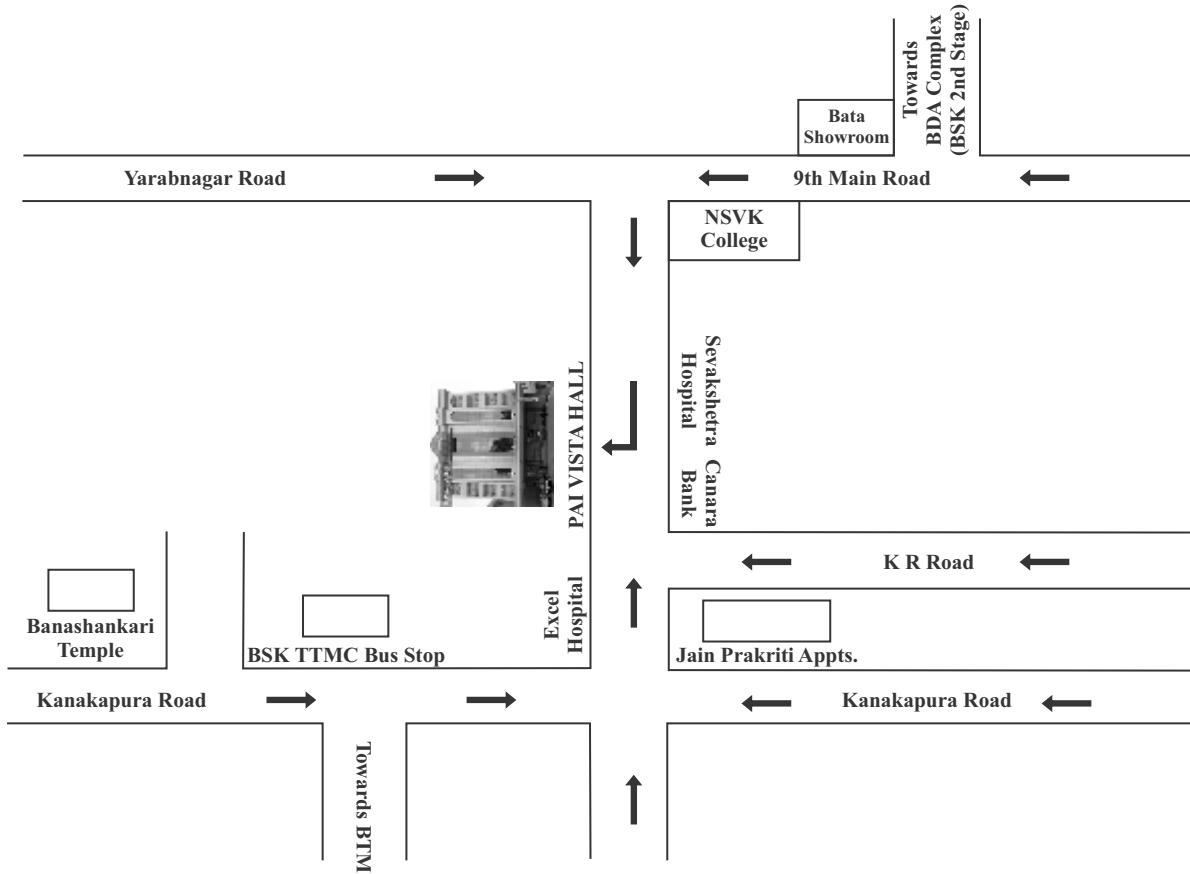
Affix
Revenue
Stamp not
less than
Re 1/-

Notes:

- 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.
- 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 Hall, 3rd Floor, No.3/1, 27th Cross, End of KR Road
Banashankari 2nd Stage, Bangalore – 560070, Karnataka, India



ATTENDANCE SLIP

27th Annual General Meeting -2019

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 27th Annual General Meeting of the company at Pai Vista Hall, 3rd Floor, End Of K R Road, Near- Sevaksetra Hospital, 2nd Stage, 3/1, 27th Cross Rd, Banashankari, Bangalore- 560070, Karnataka, India on Thursday, the 20th of June, 2019 at 10.00 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.

LEFT BLANK INTENTIONALLY

Name :



ASM TECHNOLOGIES LIMITED

(CIN L85110KA1992PLC013421)

Address :

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

Joint Holder(s):

Serial No. :

Folio No./ DP ID/Client ID: Name: Address: Joint Holder(s):	No. of Shares held:
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Dear Shareholder(s)

Subject : Instructions for E-voting

Please find enclosed the Notice convening the 27th Annual General Meeting of the company to be held on Thursday, June 20th, 2019, at 10.00 A.M.

Pursuant to provisions of 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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 company has appointed Karvy Fintech Private Limited ('Karvy' or 'Service Provider') to provide the e-voting facility.

E-voting particulars

EVEN (e-voting event number)	User ID	Password

The instructions and other information relating to e-voting are as under:

1. A. In case a Member receives email from Karvy [for Members whose email IDs are registered with the company/ Depository Participant(s)]:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. User ID and Password mentioned above). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, Click on "LOGIN".
 - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the “EVENT” i.e., ASM Technologies Limited.
 - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned herein above. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as abstained and the shares held will not be counted under either head.
 - (viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - (xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: asmagmevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_ EVENT NO.”
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the company/Depository Participant(s)]:
- (i) **User ID and initial password** as provided above.
 - (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote
2. The e-voting period commences on **Saturday, 15th June 2019 at 9.00 am and ends Wednesday, 19th June 2019 at 5.00 pm**. During this period, the Members of the company holding shares in physical form or in dematerialized form, as on the cut-off date being **Thursday, 13th June, 2019**, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
 3. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website).
 4. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the company, as on the cut-off date, being Thursday, 13th June, 2019.
 5. The Board of Directors has appointed M/s K. Dushyantha Kumar, Company Secretary in whole time practice, CPNo. 6003, FCS Membership No. 6662 as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 6. At the AGM, at the end of the discussion on the resolutions on which voting is to be held the Chairman shall with the assistance of the Scrutinizer order voting through ballot paper for those members present but have not cast their votes electronically through remote e- voting facility.
 7. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in employment of the Company. The Scrutinizer shall submit a consolidated Report of the votes cast in favour or against, if any, forthwith not later than 21st of June 2019 to the Chairman of the company. The Chairman, or any other person authorized by the Chairman shall declare the result of the voting forthwith.
 8. The Results declared along with the Scrutinizer's Report(s) will be available on the Website of the company (www.asmltd.com) and on Service Provider's website (<https://evoting.karvy.com>) immediately after the result is declared by the Chairman or any other person authorized and the same shall be communicated to the BSE Limited.