

ASPINWALL AND COMPANY LIMITED
Registered Office: Building No.926/A1-A5, Devankulangara,
Edappally, Kochi-682 024.
CIN: U74999KL1920PLC001389
Tel: 0484-2725400 Fax: 2343400
Website: www.aspinwall.in e-mail: ernakulam@aspinwall.in

NOTICE

NOTICE is hereby given that the 96th Annual General Meeting (AGM) of the members of Aspinwall and Company Limited will be held on Wednesday, the 03rd day of August, 2016 at 10:30 a.m. at Gokulam Park, Kaloor, Ernakulam - 682 017, Kerala, India, to transact the following business:

ORDINARY BUSINESS:

Item No.1: - Adoption of Financial Statements

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2016, including the audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (“the Board”) and Auditors thereon.

Item No.2:- Confirmation of Interim Dividend

To confirm the payment of Interim Dividend of Rs.2.50 per equity share, already made during the year, as the Final Dividend for the year ended March 31, 2016.

Item No.3:- Appointment of Director

To appoint a director in place of Mr. Rama Varma (DIN:00031890), who retires by rotation and, being eligible, seeks re-appointment.

Item No.4:- Appointment of Auditors

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“**RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the shareholders at the AGM held on August 11, 2014, the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S) as the auditors of the Company to hold office till the conclusion of the 97th AGM to be held in the calendar year 2017, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration (plus out-of-pocket and travelling and any other expenses related thereto) payable to them for the financial year ending March 31, 2017, in consultation with the auditors.”

SPECIAL BUSINESS

Item No.5:- Remuneration payable to M/s BBS & Associates, Cost 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 148 and the Companies (Audit and Auditors) Rules of the Companies Act, 2013, BBS & Associates who were appointed as the Cost Auditors of the Company for the financial year ending March 31, 2017, by the Board of Directors at their meeting held on May 26, 2016, be paid a remuneration of Rs.2,00,000/- as audit fee (plus Service tax and out of pocket expenses related thereto).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take such steps as maybe deemed necessary to give effect to this resolution.”

By order of the Board of Directors for Aspinwall and Company Limited

May 26, 2016
Kochi

Sd/-
Neeraj.R.Varma
Company Secretary

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- The instrument appointing the Proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is

enclosed.

- The Statement pursuant to Section 102 (1) of the Companies Act, 2013, with respect to the special business set out in the Notice is annexed.
- Over the 24 hours prior to the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- The Register of Members and Share Transfer Books will remain closed from 01st August, 2016 till 03rd August, 2016 (both days inclusive), for the purpose of the AGM.
- Members holding shares in dematerialized form may kindly note that their address and bank account details, as furnished by their depositories to the Company, shall be printed on the Dividend Warrants (in case of declaration of Dividends in future) as per applicable regulations of the depositories. Members who wish to change their address/bank account details are requested to advise their Depository Participants about such change.
- Members who wish to seek/desire any further information/clarification on the Annual Accounts are requested to send their queries, to the Registered Office, at least 48 hours in advance of the AGM.
- To support the “Green Initiative” of the Ministry of Corporate Affairs, the members are requested to register their e-mail ids with our Registrar and Transfer Agents, M/s SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006. E-mail: info@skdc-consultants.com.
- Members are requested to bring their copies of Annual Report at the time of the meeting and to quote their Folio Nos./Client ID nos. in all correspondence.
- 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 up to the date of Annual General Meeting.
- Members who are holding shares in physical form and opts for dividend warrant are also requested to intimate their Savings Account/Current Account No. and the name of the Bank & full address of Branch with whom such account is held or of any change in the information already furnished to our Registrars and Share Transfer Agents, M/s. S.K.D.C. Consultants Limited, to enable the printing of the said details on the Dividend Warrant to prevent fraudulent encashment of the same (this is to update our records in case of declaration of dividends in future).

- E-Voting instructions are appended hereto.
- Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants(s). Members holding shares in physical form are required to submit their PAN details to the Company. Route Map to the venue of the AGM is enclosed.

By order of the Board of Directors for Aspinwall and Company Limited

May 26, 2016
Kochi

Sd/-
Neeraj.R.Varma
Company Secretary

Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No.5

The Board on the recommendation of the Audit Committee has approved the appointment of M/s BBS & Associates, Cost Accountants, Ernakulam, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2017. The Board had also approved the payment of Rs.2,00,000/- as audit fee (plus Service Tax and out of pocket expenses related thereto). Accordingly, consent of the members is sought for passing an Ordinary resolution as set out in item no.5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

By order of the Board of Directors for Aspinwall and Company Limited

May 26, 2016
Kochi

Sd/-
Neeraj.R.Varma
Company Secretary

E-Voting

The businesses as set out in the Notice may be transacted through electronic voting system and the Company has provided a facility for voting by electronic means. In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, through the e-voting platform of Central Depository Services (India) Limited (“CDSL”). The e-voting facility is an alternative, to all the members to enable them to cast their votes electronically instead of casting their vote at the AGM.

The instructions for members for voting electronically are as under:-

- The voting period begins on July 31, 2016, at 09:00 a.m. and ends on August 02, 2016, at 05:00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., July 27, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

	(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN relevant for ASPINWALL AND COMPANY LIMITED.
- 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 as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the

Voting page.

- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board of Directors for Aspinwall and Company Limited

May 26, 2016
Kochi

Sd/-
Neeraj.R.Varma
Company Secretary