



ASM TECHNOLOGIES LIMITED

80/2, Lusanne Court, Richmond Road, Bangalore - 560 025
Tel : +91-80-66962300/01/02 Fax : +91-80-66962304 e-mail : info@asm ltd.com Website : www.asmltd.com
CIN : L85110KA1992PLC013421 GST No. : 29AABCA4362P1Z9

14th February 2024

Department of Corporate Services
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub: Notice- Extra-Ordinary General Meeting (EGM)

Please find enclosed copy of Notice of Extra-Ordinary General Meeting (EGM) of the company, being sent to shareholders through electronic mode.

The EGM will be held on Friday, 8th March 2024 at 09.00 a.m. IST through video conference and other audio-visual means (VC).

Key Information:

Particulars	Details
Time and date of AGM	09.00am Friday, 8 th March, 2024
Mode	Video conference and other audio-visual means
Participation through video-conferencing	https://evoting.kfintech.com
Cut-off date for e-voting	Friday, 1 st March, 2024
E-voting start time and date	Monday, 4 th March, 2024
E-voting end time and date	Friday, 7 th March, 2024
E-voting website of KFin Technologies Ltd	https://evoting.kfintech.com

Notice, E-voting instructions will be made available on the Company's website www.asmltd.com

This is for your kind information and records.

Thanking You,

Sincerely,
For ASM Technologies Limited

Vanishree Kulkarni
Company Secretary

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NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of ASM Technologies Limited (“the Company”) will be held on Friday, 08th March 2024 at 09:00 AM (IST) through Video Conferencing (‘VC’) or Other Audio-Visual Means (‘OAVM’) to transact the following **Special Businesses**:

1) **ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules prescribed thereunder and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force), and subject to such terms, conditions, amendments, or modifications, if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, the new draft Articles as contained in the Articles of Association be and is hereby approved and adopted in substitution, and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company; which is available for public inspection at the Registered Office of the Company and on the Company’s website at www.asmltd.com;

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations in order to give effect to the above resolution.”

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2) TO OFFER, ISSUE AND ALLOT SECURITIES OF THE COMPANY ON PREFERENTIAL BASIS.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (‘FEMA’), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (‘FDI Policy’) and the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, Ministry of Finance (Department of Economic Affairs) (‘MoF’), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (‘MCA’), the Reserve Bank of India (‘RBI’) and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI (ICDR) Regulations’), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (‘SEBI Takeover Regulations’) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Reserve Bank of India, Ministry of Corporate Affairs, Government of India, the Securities and Exchange Board of India (‘SEBI’) and BSE Limited where the shares of the Company are listed (‘Stock Exchange’), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed

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by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), the consent of the members of the Company be and is hereby accorded, to offer, issue and allot from time to time in one or more tranches up to 8,00,000 (Eight Lakhs) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) for cash at a price of Rs. 470.70/- (Rupees Four Hundred Seventy and Seventy paise only) per equity share including a premium of Rs. 460.70/- (Rupees Four Hundred Sixty and Seventy paise only) per equity share for aggregating upto Rs. 37,65,60,000/- (Thirty Seven Crores Sixty Five Lakhs Sixty Thousand only) and 28,14,390/- (Twenty Eight Lakhs Fourteen thousand Three Hundred and Ninety) warrants, each convertible into, or exchangeable for, 01 (One) fully paid-up equity share of the Company of face value of Rs. 10/- (Ten only) each (“Warrants”) at a issue price of Rs. 470.70/- (Rupees Four Hundred Seventy and Seventy paise only) including a premium of Rs. 460.70/- (Rupees Four Hundred Sixty and Seventy paise only) per warrant for an amount up to Rs. 1,32,47,33,373/- (One Hundred Thirty Two Crores Forty Seven Lakhs Thirty Three Thousand Three Hundred and Seventy Three only) payable in cash (“Warrants Issue Price”) to the below mentioned investors (“Proposed Allottees”), at the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations on such terms and conditions, as Board may deem fit in its absolute discretion (“the Preferential Issue of Specified Securities”):

Sr. No.	Name of the Proposed Allottees	Category	Type of Specified Securities	No. of Equity Shares/ Warrants	Investment Amount (in Rs.)
1	Mukul Mahavir Agrawal	Non promoter	Equity Shares	7,62,500	35,89,08,750/-
			Warrants	7,62,500	35,89,08,750/-
2	Hardik Agrawal	Non promoter	Equity Shares	12,500	58,83,750/-
			Warrants	12,500	58,83,750/-
3	Vijay Khetan	Non	Equity Shares	10,000	47,07,000/-

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		promoter	Warrants	10,000	47,07,000/-
4	Krimali Bhavin Thakkar	Non promoter	Equity Shares	5,000	23,53,500/-
			Warrants	5,000	23,53,500/-
5	Madhukeshwar Desai	Non promoter	Equity Shares	5,000	23,53,500/-
			Warrants	5,000	23,53,500/-
6	Madhu Kashyap L C	Non promoter	Equity Shares	5,000	23,53,500/-
			Warrants	5,000	23,53,500/-
7	Ajeet Modi	Non promoter	Warrants	51,000	2,40,05,700/-
8	Aaryavardhan Modi	Non promoter	Warrants	51,000	2,40,05,700/-
9	Ajeet Modi HUF	Non promoter	Warrants	51,000	2,40,05,700/-
10	S Rabindra	Promoter	Warrants	17,61,390	82,90,86,273/-
11	R Preeti	Promoter	Warrants	1,00,000	4,70,70,000/-
Total			Equity Shares	8,00,000	37,65,60,000/-
			Warrants	28,14,390	1,32,47,33,373/-

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of determination of the floor price for the Preferential Issue of specified securities is Wednesday, 07th February 2024 being the date 30 days prior to the date of Extraordinary General Meeting i.e., Friday, 08th March 2024.

RESOLVED FURTHER THAT all Equity Shares to be issued and allotted by the Board shall be subject to provisions of the Memorandum and Article of Association of the Company and shall rank pari passu in all respects (including dividend and voting rights) with the existing Equity Shares of the Company.

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RESOLVED FURTHER THAT the issue of Warrants and allotment of equity shares pursuant to the exercise of the Warrants, shall be subject to the terms and conditions as set out herein, and on such other terms as the Board may determine from time to time subject to applicable laws and regulations, including the provisions of Chapter V of SEBI (ICDR) Regulations and the Act:

a) The Warrant holder shall be entitled to apply for and be allotted 1 (one) equity share against each Warrant,

b) The minimum amount of Rs. 118/- (One Hundred Eighteen only) which is equivalent to 25% (Twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 352.7/- (Three Hundred Fifty-Two and Seven paise Only), which is equivalent to 75% (Seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company (“Warrant Exercise Amount”).

c) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form only and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;

d) The Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;

e) The right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice (“Conversion Notice”) to the Company specifying the number of Warrants proposed to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form within 15 (fifteen) days of receipt of conversion

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subject to receipt of the relevant Warrant Exercise Amount from the Warrant holder to the designated separate bank account of the Company. Provided further, where the allotment of Equity Shares is subject to receipt of any approval or permission from applicable regulatory authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of the last of such approvals or permissions;

f) The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall be forfeited by the Company;

g) The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations

h) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations; and

i) The Equity Shares so offered, issued and allotted and the warrants exercised, convertible into equity shares will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the preferential offer and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the specified securities;

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RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of this preferential issue of specified securities be kept by the Company in a separate bank account;

RESOLVED FURTHER THAT the Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares and 25% of the Warrants Issue Price shall be paid at the time of allotment to such Proposed Allottee, along with application letter and the consideration for allotment of Preferential Issue shall be paid to the Company from the bank accounts of the respective proposed allottees.

RESOLVED FURTHER THAT the allotment shall be completed within a period of 15 days from the passing of the special resolution by the members of the Company, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from applicable regulatory authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the consideration received for allotment of the preferential issue of specified securities to the Proposed Allottees shall be kept in a separate bank account until utilised for the following purposes:

(i) upto Rs. 130 Crores towards funding organic and inorganic growth opportunities and strategic acquisitions including but not limited to mergers and takeovers, acquisition by Slump Sale etc. or acquisition of any business undertaking on going concern basis or acquisition through SPA directly by the Company or through its subsidiaries or Joint ventures or associates as approved by the Board from time to time.

(ii) The amount stated for the objects above shall not be added to the general corporate purposes (GCP), which shall not exceed Rs. 40 Crores i.e 24% of the Net Proceeds from the Preferential Issue and which may be utilized for, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, investment in subsidiaries/ joint ventures/associates of the Company, as applicable in such a manner and

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proportion as may be decided by the Board from time to time and/or any other general purposes as may be permissible under applicable laws.

RESOLVED FURTHER THAT not more than 25% of the consideration received for allotment of preferential issue of specified securities to the Proposed Allotees shall be utilised for general corporate purposes.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or any of the Director, or Company Secretary of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including but not limited to issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), negotiate, finalize and entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue), and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in their absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle, listing and trading approval of the Equity Shares, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection.

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RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By order of the Board
For ASM Technologies Limited

Sd/-

Vanishree Kulkarni

Company Secretary (ACS:48829)

Address:80/2 Lussane Court Richmond
Road, Bangalore 560025.

Date: 14th February 2024

Place: Bangalore

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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs (“MCA”) allowed conducting Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio -Visual Means (“OAVM”) and dispended the personal presence of the members at the meeting. Accordingly MCA issued General Circular No. 14/2020 dated 8th April 2020, General Circular No.17/2020 dated 13th April 2020, followed by General Circular No. 20/2020 dated 5th May, 2020, General Circular 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular no. 21/2021 dated December 14, 2021, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 02/2022 dated 5th May 2022, General Circular No. 03/2022 dated 5th May 2022, General Circular No.11/2022 dated 28th December 2022, General Circular No 09/2023 dated 25th September 2023 and all other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/DDHS/P/CIR- /2023/0164 dated October 06, 2023 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") had permitted the holding of the General Meeting (“GM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue.
2. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with aforesaid MCA Circulars, the EGM of the Company is being held through VC / OAVM, hereinafter called as “e-EGM”.

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3. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1, 2 of the Notice is annexed hereto.
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 issued by the ICSI, the proceedings of the e-EGM shall be deemed to be conducted at the Registered Office of the Company i.e., 80/2, Lusanne Court, Richmond Road, Bangalore, Karnataka, India, 560025, which shall be the venue of the e-EGM.
5. Corporate Members intending to permit their authorised representative(s) to attend the Meeting through Video Conferencing are requested to send to the Company a Certified True Copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the Board Resolution to attend and vote on their behalf at the EGM through email compliance.officer@asm ltd.com .
6. Since this EGM will be held through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), a) Members will not be able to appoint proxies for the meeting. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting; and (b) Attendance Slip & Route Map are not being annexed to this Notice.
7. In view of the prevailing circumstances due to the COVID-19 pandemic, and also in conformity with the applicable regulatory requirements, the notice of this EGM along with its explanatory statement are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice will also be available on the Company's website at www.asmltd.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of KFin Technologies Limited (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.kfintech.com

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8. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s. KFin Technologies Limited having registered office at Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad, Telangana, India, 500032.
9. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
11. Members are requested to send their correspondence/queries to the Share Transfer Agents, M/s. KFin Technologies Limited. having office at Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad, Telangana, India, 500032, Ph: 040 - 67161500 / 18003454001 to Fax: 040 - 23001153 / 23420814 E-mail: inward.ris@karvy.com with a copy to the company's registered office and quote their folio number/client ID number.
12. Members holding shares in physical form are requested to notify any change in their address to the Company's Registrar & Share Transfer Agent. Members holding shares in electronic form are requested to intimate the changes, if any, in their address to respective depository participants only.

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13. The Company has appointed Mr. Pramod S.M. (FCS Membership No. 7834 and Certificate of Practice No.13784), Partner, BMP & Co., LLP, Practicing Company Secretaries as the Scrutinizer and Mr. Biswajit Ghosh, (FCS Membership No. 8750 and Certificate of Practice No. 8239), Partner, BMP & Co., LLP, Practicing Company Secretaries, as an alternate scrutinizer to Mr. Pramod S.M., to scrutinize the voting and remote e-voting process in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of voting at the e-EGM, unblock the votes cast through remote e-voting and count the same, and count the votes cast during the e-EGM, and shall may not later than 48 hours of conclusion of the e-EGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
15. The Chairman or the person authorized by him in writing shall forthwith on receipt in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.asmltd.com and Kfin Technologies's website www.kfintech.com and the communication will be sent to BSE Limited on their respective website - viz. www.bseindia.com .
16. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019. Request received for transmission or transposition of securities will also be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Integrated for assistance in this regard.
17. In view of the 'Green Initiatives' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/

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reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).

18. In case of joint holders attending the e-EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
19. Updation of and other details: SEBI vide its Circulars dated 3rd November 2021 and 14th December 2021 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1 available in the website: www.kfintech.com.
20. All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice upto the date of EGM, i.e., 08th March 2024. Members seeking inspection of the aforementioned documents can send an email to compliance.officer@asm ltd.com
21. In compliance with the aforesaid MCA Circulars, Notice of the e-EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday 9th February 2024. Members may note that the Notice has been uploaded on the Company's website at www.asmltd.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and the EGM Notice is also available on the website of KFin Technologies Limited at www.kfintech.com (agency for providing the Remote e- Voting Facility).

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22. Voting Through Electronic Means

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences Monday, 24th July , 2023
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. i.e. Friday, 21st of July 2023
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after

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sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-E-EGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings(e-E-EGM) of the Company on KFin system to participate e-E-EGM and vote at the E-EGM.

Details on Step 1 are mentioned below:

- I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsd.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p>

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<p>securities in demat mode with NSDL</p>	<p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsd.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsd.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>

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	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
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- ix. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- x. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- xi. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating

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seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- xii. The remote e-Voting period commences Monday, 4th of March, 2024
- xiii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. i.e. Friday, 1st of March 2024
- xiv. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- xv. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- xvi. The details of the process and manner for remote e-Voting and e-E-EGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings(e-EGM) of the Company on KFin system to participate e-EGM and vote at the EGM.

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Details on Step 1 are mentioned below:

- II)** Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
<p><u>Individual Shareholders holding securities in demat mode with NSDL</u></p>	<p>1. User already registered for IDeAS facility:</p> <p>V. Visit URL: https://eservices.nSDL.com</p> <p>VI. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>VII. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>VIII. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>V. To register click on link : https://eservices.nSDL.com</p> <p>VI. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>VII. Proceed with completing the required fields.</p> <p>VIII. Follow steps given in points 1</p> <p>.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>VI. Open URL: https://www.evoting.nSDL.com/</p> <p>VII. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>VIII. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p>

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	<p>IX. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>X. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>VI. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>VII. Click on New System Myeasi</p> <p>VIII. Login with your registered user id and password.</p> <p>IX. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>X. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>IV. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>V. Proceed with completing the required fields.</p> <p>VI. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>V. Visit URL: www.cdslindia.com</p> <p>VI. Provide your demat Account Number and PAN No.</p> <p>VII. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>VIII. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts /</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p>

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Website of Depository Participant	<p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

III) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>

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ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7867, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the 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 “EVEN” i.e., ‘ 7867 e-EGM’ and click on “Submit”

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 “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ 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 have voted on the resolution (s), 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).

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xii. The Company has appointed Mr. Pramod S.M. (FCS Membership No. 7834 and Certificate of Practice No.13784), Partner, BMP & Co., LLP, Practicing Company Secretaries as the Scrutinizer and Mr. Biswajit Ghosh, (FCS Membership No. 8750 and Certificate of Practice No. 8239), Partner, BMP & Co., LLP, Practicing Company Secretaries, as an alternate scrutinizer to Mr. Pramod S.M., to scrutinize the voting and remote e-voting process in a fair and transparent manner.

xiii. 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., authorizing its representative to attend the E-EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id compliance.officer@asmtd.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of e-EGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Notice of e-EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://karisma.kfintech.com/emailreg>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.

ii Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of e-EGM and the e-voting instructions.

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iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- IV) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the E-EGM of the Company through VC/OAVM and e-Voting during the meeting.
- i. Member will be provided with a facility to attend the e-EGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
 - ii. Facility for joining E-EGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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- v. As the e-EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the E-EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at compliance.officer@asm ltd.com . Questions /queries received by the Company till Thursday **7th March 2024**. shall only be considered and responded during the e-EGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the E-EGM. E-voting during the E-EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the E-EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the E-EGM shall be treated as invalid.
- viii. Facility of joining the E-EGM through VC / OAVM shall be available for members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the E-EGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the E-EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from **Monday, 4th March 2024 to Thursday, 7th March 2024**. Members shall be provided a 'queue number' before the meeting. The Company

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reserves the right to restrict the speakers at the E-EGM to only those Members who have registered themselves, depending on the availability of time for the E-EGM.

- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from **Monday, 4th March 2024 to Thursday, 7th March 2024**
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Sridhar Balamurali at +91-9912629799, at evoting@kfintech.com or call KFintech's toll free No. 1-800-3454-001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 1st of March 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of E-EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678

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3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> , the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the E-EGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com .
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the E-EGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company on or before **Sunday, 10th March, 2024**.

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 14th February 2024.

ITEM NO.1: ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY.

The existing Articles of Association (“AOA”) of the Company are framed in line with the provisions of the Companies Act, 1956 and Articles in the AOA contains reference to the specific Sections of the said Act. In order to align the Articles of Association in conformity with the Companies Act, 2013 (“the Act”) including the Rules/Regulations made thereunder and the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Table F thereto, your Directors desires to replace and substitute the existing AOA of the Company, with new set of AOA, which is drafted in alignment with the provisions of the Companies Act, 2013 and Table F to the Act, which sets out the model AOA, for a company limited by shares and included detailed provisions relating to dematerialization of securities therein. The Board of Directors in their meeting held on 11th February 2024, proposed adoption of a new set of AOA in replacement and substitution, of the existing AOA, with new AOA, subject to the approval of the members of the Company, by way of a special resolution, as required under Section 14 of the Act. The new AOA is available on the website of the Company i.e. www.asmltd.com, and is available for inspection by the members, during the time between 11.00 a.m. to 5.00 p.m., on all days, except, Saturday, Sunday and Public holidays, at the registered office of the Company. The

ASM TECHNOLOGIES LIMITED

(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

Board of Directors accordingly recommends passing of the above resolution as set out as Item No. 1 of the Notice of Extra-Ordinary General Meeting, as a Special Resolution, for adoption of New AOA.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 01 of the accompanying Notice, except to the extent of their shareholding.

ITEM NO. 2: TO OFFER, ISSUE AND ALLOT SECURITIES OF THE COMPANY ON PREFERENTIAL BASIS.

The Board in their Meeting held on 11th February 2024 had approved to offer, issue and allot up to 8,00,000 (Eight Lakhs) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) for cash at a price of Rs. 470.70/- (Rupees Four Hundred Seventy and Seventy paise only) per equity share including a premium of Rs. 460.70/- (Rupees Four Hundred Sixty and Seventy paise only) per equity share for aggregating upto Rs. 37,65,60,000/- (Thirty Seven Crores Sixty Five Lakhs Sixty Thousand only) and 28,14,390/- (Twenty Eight Lakhs Fourteen thousand Three Hundred and Ninety) warrants, each convertible into, or exchangeable for, 01 (One) fully paid-up equity share of the Company of face value of Rs. 10/- (Ten only) each (“Warrants”) at a issue price of Rs. 470.70/- (Rupees Four Hundred Seventy and Seventy paise only) including a premium of Rs. 460.70/- (Rupees Four Hundred Sixty and Seventy paise only) per warrant for an amount up to Rs. 1,32,47,33,373/- (One Hundred Thirty Two Crores Forty Seven Lakhs Thirty Three Thousand Three Hundred and Seventy Three only) payable in cash (“Warrants Issue Price”)

The Proposed Allottees has confirmed their eligibility in terms of SEBI (ICDR) Regulations to subscribe to the preferential issue of Specified Securities.

The salient features of the Preferential Issue, necessary information or details in respect of the proposed preferential issue of Specified Securities in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debenture)

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Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI (ICDR) Regulations are as under:

1. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, total/maximum number of securities to be issued and price at which security is being offered:

The Board of Directors of the Company at their meeting held on Sunday, 11th February 2024, had approved to offer, issue and allot upto:

8,00,000 (Eight Lakhs) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) for cash at a price of Rs. 470.70/- (Rupees Four Hundred Seventy and Seventy paise only) per equity share including a premium of Rs. 460.70/- (Rupees Four Hundred Sixty and Seventy paise only) per equity share for aggregating upto Rs. 37,65,60,000/- (Thirty Seven Crores Sixty Five Lakhs Sixty Thousand only) and 28,14,390/- (Twenty Eight Lakhs Fourteen thousand Three Hundred and Ninety) warrants, each convertible into, or exchangeable for, 01 (One) fully paid-up equity share of the Company of face value of Rs. 10/- (Ten only) each (“Warrants”) at a issue price of Rs. 470.70/- (Rupees Four Hundred Seventy and Seventy paise only) including a premium of Rs. 460.70/- (Rupees Four Hundred Sixty and Seventy paise only) per warrant for an amount up to Rs. 1,32,47,33,373/- (One Hundred Thirty Two Crores Forty Seven Lakhs Thirty Three Thousand Three Hundred and Seventy Three only) payable in cash (“Warrants Issue Price”)

2. Objects of the Preferential Issue:

The objects of the preferential issue: The Company shall utilize at least 75% of the net proceeds from the Preferential Issue (i.e. total proceeds from Non promoter and promoters) Allottees after adjustment of expenses related to the Preferential Issue, if any) (“Net Proceeds”) towards

(i) upto Rs. 130 Crores towards funding organic and inorganic growth opportunities and strategic acquisitions including but not limited to mergers and takeovers, acquisition by Slump Sale etc. or acquisition of any business undertaking on going concern basis or

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acquisition through SPA directly by the Company or through its subsidiaries or Joint ventures or associates as approved by the Board from time to time.

(ii) The amount stated for the objects above shall not be added to the general corporate purposes (GCP), which shall not exceed Rs. 40 Crores i.e 24% of the Net Proceeds from the Preferential Issue and which may be utilized for, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, investment in subsidiaries/ joint ventures/associates of the Company, as applicable in such a manner and proportion as may be decided by the Board from time to time and/or any other general purposes as may be permissible under applicable laws.

The Net Proceeds shall be utilised in the manner as specified above, on or before end of December 31, 2027. While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms BSE Notice No. 20221213- 47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws. Pending utilization of the proceeds from the Preferential Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

3. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the floor price for the Preferential Issue of the Equity Shares is 07th February 2024, being the date 30 days prior to the date of this Extra-Ordinary General Meeting i.e., 08th March 2024.

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4. Basis on which the price has been arrived at and justification for the price (including premium, if any) and name along with the address of the valuer who performed Valuation:

The Equity Shares of the Company are listed on BSE Limited and are frequently traded in accordance with the SEBI (ICDR) Regulations. Hence, the same has been considered in accordance with the SEBI (ICDR) Regulations for the purpose of computation of the floor price. Accordingly, the floor price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 470.70/- (Rupees Four hundred Seventy rupees and Seventy paise only) per specified security, being not less than higher of the following:

- a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on BSE, preceding the Relevant Date, is Rs. 469.20/- (Rupees Four Hundred Sixty-Nine and Twenty paisa Only) per specified security; or
- b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., Rs. 461.59/- (Rupees Four Hundred Sixty One and Five Nine paisa Only) per specified security.

Further, Articles of Association of the Company doesn't provide for any method of determination for valuation of shares which results in a floor price determined pursuant to SEBI (ICDR) Regulations.

Hence, the floor price in terms of Regulation 164 and read with all applicable provisions of the SEBI (ICDR) Regulations comes out to be Rs. 469.20/- (Rupees Four Hundred Sixty-Nine and Twenty Paisa Only) per specified security. However, the issue price as decided by the management is Rs. 470.70/- (Rupees Four Hundred and Seventy and Seventy Paisa Only) per specified security .

The issue price shall be subject to appropriate adjustments in the cases specified under Regulation 166 of the SEBI (ICDR) Regulations.

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Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

5. Amount which the Company intends to raise by way of such securities:

The Company intends to raise an amount aggregating upto Rs. 1,32,47,33,373/- (Rupees One Hundred Thirty Two Crore, Forty Seven Lakhs Thirty Three Thousand Three Hundred Seventy Three Only).

6. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of specified securities is proposed to be made to the proposed allottees, who are both non-promoters and promoters of the Company, details are provided in point 9 below

7. Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

S. Rabindra and R. Preeti, the promoters and directors of the company, shall subscribe to up to 17,61,390 and 1,00,000 warrants, respectively, and invest an aggregate amount of Rs. 82,90,86,273/- (Eighty-Two Crore Ninety Lakh Eighty-Six Thousand Two Hundred Seventy-Three Only) and Rs. 4,70,70,000/- (Four Crore Seventy Lakh Seventy Thousand Only), respectively.

Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

8. Time frame within which the Preferential Issue shall be completed:

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As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of the special resolution by the members of the Company, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from applicable regulatory authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the warrants by issuing a written notice (“**Conversion Notice**”) to the Company specifying the number of Warrants proposed to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in a dematerialized form within 15 (fifteen) days of receipt of conversion subject to receipt of the relevant Warrant Exercise Amount from the Warrant holder to the designated separate bank account of the Company. Provided further, where the allotment of Equity Shares is subject to receipt of any approval or permission from applicable regulatory authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of the last of such approvals or permissions.

9. Name of the proposed allottees, class and percentage of post Preferential offer capital that may be held by them:

Sr. No.	Name of the Proposed Allottees	Category/class	Type of Specified Securities offered/Issued	No. of Equity Shares/ Warrants offered/Issued	% of post Preferential Issue capital*
1	Mukul Mahavir Agrawal	Non promoter	Equity Shares	7,62,500	10.4349
			Warrants	7,62,500	
2	Hardik Agrawal	Non promoter	Equity Shares	12,500	0.1711
			Warrants	12,500	

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3	Vijay Khetan	Non promoter	Equity Shares	10,000	0.1369
			Warrants	10,000	
4	Krimali Bhavin Thakkar	Non promoter	Equity Shares	5,000	0.0684
			Warrants	5,000	
5	Madhukeshwar Desai	Non promoter	Equity Shares	5,000	0.0684
			Warrants	5,000	
6	Madhu Kashyap L C	Non promoter	Equity Shares	5,000	0.0684
			Warrants	5,000	
7	Ajeet Modi	Non promoter	Warrants	51,000	0.3489
8	Aaryavardhan Modi	Non promoter	Warrants	51,000	0.3489
9	Ajeet Modi HUF	Non promoter	Warrants	51,000	0.3489
10	S Rabindra	Promoter	Equity Shares	-	44.2096
			Warrants	17,61,390.00	
11	R Preeti	Promoter	Equity Shares	-	6.5010
			Warrants	1,00,000	
Total			Equity Shares	8,00,000	-
			Warrants	28,14,390	-

* **Note:** The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.

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10. Contribution being made by the promoters or Directors either as part of the offer or separately in furtherance of objects-

S. Rabindra and R. Preeti, the promoters and directors of the company, shall subscribe to up to 17,61,390 and 1,00,000 warrants, respectively, and invest an aggregate amount of Rs. 82,90,86,273/- (Eighty-Two Crore Ninety Lakh Eighty-Six Thousand Two Hundred Seventy-Three Only) and Rs. 4,70,70,000/- (Four Crore Seventy Lakh Seventy Thousand Only), respectively.

11. Principle terms of assets charged as securities.

Not Applicable

12. The pre issue and post issue shareholding pattern of the company in the prescribed format:

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated 09th February 2024 being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company is provided as **Annexure - A** to the Notice.

13. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Annexed here to this notice as **Annexure – B**.

14. Change in Control or Management, if any, that would occur in the Company consequent to the Preferential Issue:

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There shall be no change in management or control of the Company pursuant to the aforesaid preferential issue specified securities of the Company. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the aforesaid preferential issue.

15. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

Not applicable.

16. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not allotted any specified securities on preferential basis during the financial year 2023-2024.

17. Material terms of proposed Preferential Issue/raising securities:

The terms and conditions of the Preferential Issue of the Equity Shares and warrants are as stated in the Resolution No. 2 including the below:

a) The minimum amount of Rs. 118/- (One Hundred Eighteen only) which is equivalent to 25% (Twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 352.7/- (Three Hundred Fifty-Two and Seven paisa Only), which is equivalent to 75% (Seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company (“Warrant Exercise Amount”).

b) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form only and shall be subject to the provisions of the Memorandum of Association and Articles of

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Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;

c) The right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice (“Conversion Notice”) to the Company specifying the number of Warrants proposed to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form within 15 (fifteen) days of receipt of conversion subject to receipt of the relevant Warrant Exercise Amount from the Warrant holder to the designated separate bank account of the Company.

18. Lock-in Period:

The Equity Shares and warrants shall be locked-in for such period as may be specified under Chapter V of the SEBI (ICDR) Regulations.

Further, the entire pre-preferential allotment shareholding of the proposed allottees shall be locked-in from the Relevant Date up to a period of six months from the date of allotment of the Equity Shares as per the ICDR Regulations.

19. Listing:

The Company will make an application to the Stock Exchange, BSE Limited, at which the existing shares of the Company are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights. Further, the warrants exercised, convertible into equity shares will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

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20. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. Rabindra and R. Preeti belong to promoter group and remaining proposed allottees belong to non-promoter. There will be no change in the status of the proposed allottees post the preferential issue..

21. Practicing Company Secretary Certificate:

The certificate from BMP & Co. LLP, Practicing Company Secretary, having its office at 4272, Saptagiri, 2nd Floor, Vivekananda Park Road, Near Seetha Circle, Girinagar, Bengaluru– 560085, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection by the Members during the Meeting and will also be made available on the Company's website and will be accessible at link: www.asmltd.com.

22. Other disclosures/undertaking:

- a) Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the Schedule VI of SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- b) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- c) As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable;
- d) The Company shall re-compute the price of the Equity Shares to be allotted under the

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Preferential Issue in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so.

- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the preferential issue of specified securities of the Company to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- f) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange (i.e., BSE Limited) and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- g) The proposed allottees have not sold or transferred any Equity Shares during 90 (Ninety) trading days preceding the relevant date.
- h) The preferential issue, not result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, and shall not require a valuation report from an independent registered valuer and the issue price shall be subject to the applicable SEBI (ICDR) Regulations.
- i) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- j) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.

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In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company to issue specified securities of the Company on preferential basis. Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for the Item No. 2 of this Notice.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection on website link www.asmltd.com. Members seeking to inspect such documents can send an email to compliance.officer@asm ltd.com.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No. 2 in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 02 of the accompanying Notice, except S. Rabindra and R. Preeti as disclosed above in point 7 & 10 or to the extent of their shareholding, if any in the Company.

**By order of the Board
For ASM Technologies Limited**

Sd/-

**Vanishree Kulkarni
Company Secretary and
Compliance officer (ACS:48829)**

**Registered Office: 80/2, Lusanne Court,
Richmond Road, Bangalore - 560025.**

Date: 14th February 2024

Place: Bangalore

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Annexure A

Pre-issue and Post Preferential Issue Shareholding pattern:

Sl No	Category	Pre-Issue Shareholding as on 9 th February 2024		Post-Issue Shareholding (adjusted for preferential allotment)*	
		No. of Shares	% of Shares	No. of Shares	% of Shares
A	Promoter Share Holding				
1	Indian Promoters				
	Individuals / HUF	61,51,038	55.92	80,12,428	54.83
	Bodies Corporate	7,56,206	6.87	7,56,206	5.17
	Sub Total of Indian Promoters	69,07,244	62.79	87,68,634	60
2	Foreign Promoters	0	0	0	0
	Individuals / HUF	0	0	0	0
	Bodies Corporate	0	0	0	0
	Sub Total of Foreign Promoters	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)	69,07,244	62.79	87,68,634	60
B	Non/promoter's holding Public Share holding				
1	Institutional investors	2,200	0.02	2,200	0.02
2	Non-institution				
	Private corporate bodies	140854	1.28	140854	0.96
	Directors and relatives	0	0	0	0
	Indian public	3836939	34.88	5589939	38.24

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	Others (including NRIs)	112763	1.03	112763	0.77
	Sub-total (B)	4092756	37.21	5845756	40.00
	GRAND TOTAL	11,000,000	100	14614390	100

*The Post issue equity holding and the percentage thereof has been calculated assuming that all the Warrants allotted will be converted into equity shares.

By order of the Board
For ASM Technologies Limited

Sd/-

Vanishree Kulkarni

Company Secretary (ACS:48829)

Address: 80/2 Lussane Court Richmond
Road, Bangalore 560025.

Date: 14th February 2024

Place: Bangalore

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ANNEXURE B

IDENTITY OF THE NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEES, THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM AND CHANGE IN CONTROL, IF ANY, IN THE ISSUER CONSEQUENT TO THE PREFERENTIAL ISSUE:

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Owner	Category of the allottees	PAN of the Allottees	Pre-issue Equity holding (Including other securities)	Percentage (%) of Equity Shares held Pre-Issue (Including other securities)	No. of Equity Shares to be allotted	No. of Warrants to be allotted	Post issue Equity Holding*	Percentage (%) of Equity Shares held post issue*
1	Mukul Mahavir Agrawal	NA	Non - Promoter	AAFPA4859G	0	0	7,62,500	7,62,500	15,25,000	10.4349
2	Hardik Agrawal	NA	Non-Promoter	AKHPA4007E	0	0	12,500	12,500	25,000	0.1711
3	Viay Khetan	NA	Non-Promoter	AACPK0093M	0	0	10,000	10,000	20,000	0.1369
4	Krimali Bhavin Thakkar	NA	Non-Promoter	ADJPT9420F	0	0	5,000	5,000	10,000	0.0684
5	Madhukeshwar Desai	NA	Non-Promoter	AINPD9592K	0	0	5,000	5,000	10,000	0.0684

ASM TECHNOLOGIES LIMITED

(CIN L85110KA1992PLC013421)

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6	Madhu Kashyap L C	NA	Non-Promoter	COFPM8567R	0	0	5,000	5,000	10,000	0.0684
7	Ajeet Modi	NA	Non - Promoter	AHTPM0744P	0	0	-	51,000	51,000	0.3489
8	Aaryavardhan Modi	NA	Non-Promoter	GNZPM7425k	0	0	-	51,000	51,000	0.3489
9	Ajeet Modi HUF	Ajeet Modi (Karta)	Non-Promoter	AAHHA3798J	0	0	-	51,000	51,000	0.3489
10	S Rabindra	NA	Promoter	ABEPR4182M	46,99,570	42.7234	-	17,61,390	64,60,960	44.2096
11	R Preeti	NA	Promoter	AEZPP6422N	8,50,082	7.7280	-	1,00,000	9,50,082	6.5010

Note:

* The Post issue equity holding and the percentage thereof has been calculated assuming that all the Warrants allotted will be converted into equity shares.

For ASM Technologies Limited

Vanishree Kulkarni

Company Secretary and

Compliance officer (ACS:48829)

Registered Office: 80/2, Lusanne Court,
Richmond Road, Bangalore - 560025.

Date: 14th February 2024

Place: Bangalore

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