



COMPANY SECRETARY
CP 6003 FCS 6662

No.404/2, 7th main, 9th Cross,
2nd Block Jayanagar,
BANGALORE- 560011

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Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(Xii) of the Companies (Management and Administration) Rules, 2014]

To

The Board of Directors

ASM Technologies Limited
80/2, Lusanne Court, Richmond Road,
Bangalore- 560025

27th Annual General Meeting of the Equity Shareholders of ASM Technologies Limited held on Thursday, 20th June, 2019 at 10:00 A.M. at Pai Vista, 3rd Floor, No.3/1, 27th Cross, Banashankari 2nd Stage, Bangalore – 560 070.

Dear Sir,

1. I, Mr. Dushyanth Kumar, Practicing Company Secretary, at No.404/2, 7th Main, 9th Cross, 2nd Block, Jayanagar, Bangalore – 560 011 was appointed as the Scrutinizer by the Board of Directors of ASM Technologies Limited (the company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 27th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, 20th June, 2019 at 10:00 A.M. at Pai Vista, 3rd Floor, No.3/1, 27th Cross, Banashankari, 2nd Stage, Bangalore – 560 070, Karnataka, India, submit my report as under:
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in the Notice of 27th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a faith and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Fintech Private Limited and the report generated electronically for voting by use of ballots at the meeting.
3. In accordance with the Notice of 27th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 31st May 2019, the remote e-voting commenced on Saturday, 15th of June 2019 at 9.00 a.m end on Wednesday, 19th June 2019 at 5.00 p.m.



4. The Equity Shareholders holding shares as on 13.06.2019, "cut off date", were entitled to vote on the resolutions stated in the Notice of 27th Annual General Meeting of the Company.
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents (R&TA) of the Company and authorizations / proxies lodged with the Company. The voters were also securitized for the purpose of eliminating duplicate voting i.e on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who had voted on e-voting through Karvy Fintech Private Limited facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
6. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically
7. The votes on remote e-voting were unblocked at around 11.30 a.m, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Karvy Fintech Private Limited (<https://evoting.karvy.com>) and the same are being handed over to the Chairman.
8. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) Resolution-1: Ordinary Resolution

To receive, consider and adopt the audited financial statements (standalone and consolidated) of the company for the year ended March 31, 2019 including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	14	3158270	99.80
Voting by ballot	212	5377	0.17
Total	226	3163647	99.97



(ii) Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by ballot	66	308	0.01
Total	66	308	0.01

(iii) **Invalid Votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of invalid
51	682	0.02

b) Resolution-2: Ordinary Resolution

To declare a final dividend of Rs. 3/- per equity share of Rs. 10/- each and to approve the Interim dividend of Rs. 3/- per equity share of Rs. 10/- each, already paid for the year ended 31st March, 2019.

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	14	3158270	99.80
Voting by ballot	218	5387	0.17
Total	232	3163657	99.97

(ii) Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by ballot	60	298	0.01
Total	60	298	0.01




(iii) **Invalid Votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of invalid
51	682	0.02

c) **Resolution-3: Ordinary Resolution**

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

(i) **Voted in favour** of the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	14	3158270	99.80
Voting by ballot	210	5375	0.17
Total	224	3163645	99.97

(ii) **Voted against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by ballot	68	310	0.01
Total	68	310	0.01

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of invalid
51	682	0.02




d) Resolution-4: Special Resolution

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

(i) Voted **in favour** of the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	3158269	99.80
Voting by ballot	212	5377	0.17
Total	225	3163646	99.97

(ii) Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	0.00
Voting by ballot	66	308	0.01
Total	67	309	0.01

(iii) **Invalid** Votes:


Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of invalid
51	682	0.02

e) Resolution-5: Special Resolution

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

(i) Voted **in favour** of the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	3158269	99.80
Voting by ballot	212	5377	0.17
Total	225	3163646	99.97

(ii) Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	0.00
Voting by ballot	66	308	0.01
Total	67	309	0.01

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of invalid
51	682	0.02

f) Resolution-6: Special Resolution

Adoption of object clause of Memorandum of Association as per provisions of the Companies Act, 2013.

(i) Voted **in favour** of the resolution :

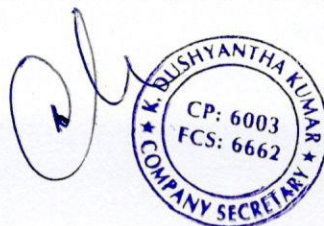
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	3158269	99.80
Voting by ballot	212	5377	0.17
Total	225	3163646	99.97

(ii) Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	0.00
Voting by ballot	66	308	0.01
Total	67	309	0.01

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of invalid
51	682	0.02



g) Resolution-7: Ordinary Resolution

Appointment of Branch Auditors.

(iv) Voted **in favour** of the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	14	3158270	99.80
Voting by ballot	212	5377	0.17
Total	226	3163647	99.97

(v) Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by ballot	66	308	0.01
Total	66	308	0.01

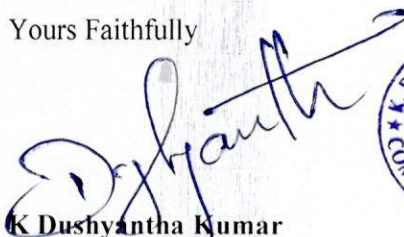

(vi) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them	% of total number of invalid
51	682	0.02

8. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 27th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully

K Dushyantha Kumar
Company Secretary in Practice
C.P.: 6003

Place: Bangalore
Date: 20.06.2019

K. DUSHYANTHA KUMAR
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