



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@asmtd.com Website : www.asmtd.com
CIN : L85110KA1992PLC013421 GST No. : 29AABCA4362P1Z9

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To the Members of ASM Technologies Limited (“the Company”),

Notice is hereby given pursuant to the provisions of Sections 110 and 108, Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (“Rules”) and other applicable provisions of the Companies Act, 2013, as amended (“the Act”) and the rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions set out below are proposed for approval by the members of ASM Technologies Limited/the Company by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically:

SL.NO	PARTICULARS
1.	Change in designation of Mr. Ramesh Radhakrishnan (DIN: 02608916) from Non-Executive Non- Independent Director to Non-Executive Independent Director
2.	Appointment of Mr. Shekar Viswanathan (DIN: 01202587) as Director – Non-Executive Non-Independent Director
3.	Appointment of Mr. Vikram Ravindra Mamidipudi (DIN: 00008241) as Director – Non-Executive Non-Independent Director



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An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”). In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”).

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., for conducting the Postal Ballot, through e-voting process in a fair and transparent manner.

The Company has engaged the services of KFin Technologies Limited (“KFinTech” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting period	9:00 a.m. (IST) on Wednesday, May 29, 2024
Conclusion of e-voting period	5:00 p.m. (IST) on Thursday, June 27, 2024
Cut-off date for eligibility to vote	Friday, May 24, 2024

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on Saturday, June 29, 2024. and will be displayed on the Company’s website at www.asmltd.com and the website of KFinTech at www.kfintech.com. The results will



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simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.. The last date of e-voting, i.e. Thursday, June 27, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

Item No. 1; Change in designation of Mr. Ramesh Radhakrishnan (DIN: 02608916) from Non-Executive Non- Independent Director to Non-Executive Independent Director of the company:

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ramesh Radhakrishnan (DIN: 02608916), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, who is eligible for appointment (change in designation) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, effective from March 31, 2024 to March 30, 2029 be and is hereby approved.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”



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Item No. 2; Appointment of Mr. Shekar Viswanathan (DIN: 01202587) as Director (Non-Executive Non-Independent Director) of the company:

To consider and if thought fit, pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013, and other applicable provisions, if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules, if any (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Shekar Viswanathan (DIN: 01202587) who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 01, 2024 and who holds office upto the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed a Director (Non-Executive Non-Independent Director) of the Company with effect from April 01, 2024, liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”



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Item No. 3: Appointment of Mr. Vikram Ravindra Mamidipudi (DIN: 00008241) as Director (Non-Executive Non-Independent Director) of the company:

To consider and if thought fit, pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013, and other applicable provisions, if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules, if any (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vikram Ravindra Mamidipudi (DIN: 00008241) who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 01, 2024 and who holds office upto the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed a Director (Non-Executive Non-Independent Director) of the Company with effect from April 01, 2024, liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

<p>Date: May 27, 2024 Place: Bangalore</p>	<p>By order of the Board of Directors For ASM Technologies Limited Sd/- Vanishree Kulkarni Company Secretary and Compliance Officer (ACS: 48829) Address: 80/2, Lusanne Court, Richmond Road, Bangalore, Karnataka, India, 560025.</p>
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Notes:

1. The A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. This In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, May 24, 2024 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date fixed for the purpose.
4. This Postal Ballot Notice will also be available on the Company’s website at www.asmltd.com, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of KFinTech at <https://evoting.kfintech.com>.
5. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Thursday, June 27, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
6. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. Thursday, June 27, 2024. Members may send their requests to compliance.officer@asm ltd.com or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.



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7. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.asmltd.com) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032.

8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

9. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFin Tech upon expiry of the aforesaid period.

10. SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms. In view of the same, Shareholders holding shares in physical form are requested to submit their PAN, full KYC details and Nomination details in prescribed Form at the earliest. Further, they are also requested to dematerialize their shareholding at the earliest, as pursuant to SEBI Circular, any investor service requests including transfer/ transmissions requests shall be processed in dematerialized mode only. Request for dematerialization can be submitted to KFinTech, RTA of the Company

11. Procedure for e-voting:

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

- 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 **Wednesday, 29th May , 2024**
- 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, 24th of May 2024**
- 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 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 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.

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
<p><u>Individual Shareholders holding securities in demat mode with NSDL</u></p>	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 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. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
<p><u>Individual Shareholders holding securities in demat mode with CDSL</u></p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote.

	<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>
<p><u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u></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> <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>

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:

II) 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/>

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) 8023, 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., "8023"

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.



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During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. The Board of Directors 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 as the Scrutinizer to scrutinize the 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 cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email idpramod@bmpandco.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."

The results of the electronic voting shall be declared to the Stock Exchanges after the closure of e-voting. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company on or before **Saturday 29th June 2024**.



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**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND
ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS
REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS,
2015 AND CIRCULARS ISSUED THEREUNDER:**

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1

The members are aware that Mr. Ramesh Radhakrishnan is on the board of the Company for nearly 4 years and to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and to ensure an adequate number of independent directors on the board, Mr. Ramesh Radhakrishnan may be redesignated to strengthen board independence, improve corporate governance practices, and align with the company's strategic governance structure.

The Board on the recommendation of the Nomination and Remuneration Committee (“NRC”), has recommended for the approval of the Members, the appointment of Mr. Ramesh Radhakrishnan (DIN: 02608916) from Non-Executive Non- Independent Director to Non-Executive Independent Director as Independent Directors of the Company for a term of 5 (five) consecutive years, effective from March 31, 2024 to March 30, 2029.

The detailed profiles of Mr. Ramesh Radhakrishnan as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are enclosed herewith as **Annexure A** which forms part of this Notice.

Mr. Ramesh Radhakrishnan has given their consents for the appointment as Independent Directors as well as declarations to the effect that they meet the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and rules framed thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of the SEBI LODR.

Further, Mr. Ramesh Radhakrishnan has also confirmed they are not in any way disqualified from being appointed as Directors in terms of Section 164 of the Act and are also not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority. The Company has received notices under Section 160 of the Act proposing their candidature for appointment as Independent Directors.

In the opinion of the Board, Mr. Ramesh Radhakrishnan, proposed to be appointed as Independent Directors, fulfil the conditions specified in the Act and in SEBI LODR for appointment as Independent Directors and are independent of the Management.

The Board, based on the recommendation of NRC, considers that given their skills, integrity, expertise and experience, the association of Mr. Ramesh Radhakrishnan would be beneficial to the Company, and it is desirable to avail their services as an Independent Director. During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

A copy of the draft letter for appointment of the Independent Directors setting out the terms and conditions of their appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than Saturdays and Sundays till the date of the Postal Ballot.

As per Regulation 17 (1)(c) of the SEBI LODR, the listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors is taken, by way of special resolution, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, reappointment of Mr. Ramesh Radhakrishnan an Independent Director requires approval of members of the Company by passing a special resolution.



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CIN : L85110KA1992PLC013421 GST No. : 29AABCA4362P1Z9

Accordingly, the approval of members is sought for appointment (Change-in designation) of Mr. Ramesh Radhakrishnan as an Independent Director and the Borad recommends passing of the Resolution set out at Item no. 1 of this notice as Special Resolution.

Except Mr. Ramesh Radhakrishnan, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at Item no. 1 of this notice, except to the extent of their shareholding, if any, in the Company.

Item Nos. 2 & 3

Mr. Shekar Viswanathan and Mr. Vikram Ravindra Mamidipudi have been associated with the Company as independent directors for two terms of 5 years each. Pursuant to the Companies Act, rules made thereunder, and Listing Regulations, Mr. Shekar Viswanathan, Mr. Vikram Ravindra Mamidipudi, and any independent director shall not hold office for more than two consecutive terms unless they have undergone a cooling period without being associated with the company in any other capacity, either directly or indirectly. Further, no independent director who resigns from a listed entity shall be appointed as an executive/whole-time director on the board of the listed entity, its holding, subsidiary, or associate company, or on the board of a company belonging to its promoter group, unless a period of one year has elapsed from the date of resignation as an independent director.

Given their appropriate skills, experience, knowledge, and capabilities, along with vast experience in the field that will immensely benefit the company, the appointment of these two individuals as Non-Executive Non-Independent Directors is in the best interest of the company.

Mr. Shekar Viswanathan and Mr. Vikram Ravindra Mamidipudi were appointed as Additional Directors of the Company by the Board of Directors with effect from April 1, 2024, and hold office up to the date of this Annual General Meeting.

Now, the Board on the recommendation of the NRC has recommended for the approval of the Members, the appointment of Mr. Shekar Viswanathan (DIN: 01202587) and Mr. Vikram Ravindra Mamidipudi (DIN: 00008241) with effect from April 01,2024 as Non-Executive Non-Independent Directors of the Company, as set out at Item nos. 2 & 3 of the Notice, respectively.



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Mr. Shekar Viswanathan and Mr. Vikram Ravindra Mamidipudi have furnished necessary consent/declarations for their appointments as required under the Companies Act, 2013 (“the Act”) and the Rules made thereunder and are qualified to be appointed as Directors in terms of Section 164 of the Act. The Company has received notices in writing pursuant to the provisions of Section 160 of the Act, proposing their candidature for the office of Directors.

Further, Mr. Shekar Viswanathan and Mr. Vikram Ravindra Mamidipudi have also confirmed that they are not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority. The detailed profile of Mr. Shekar Viswanathan and Mr. Vikram Ravindra Mamidipudi, as required under Regulation 36(3) of the SEBI LODR and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are enclosed herewith as Annexure A which forms part of this Notice.

As per Regulation 17 (1)(c) of the SEBI LODR, the listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the approval of members is sought for appointment of Mr. Shekar Viswanathan and Mr. Vikram Ravindra Mamidipudi as a Non – Executive Non-Independent Directors on the Board of the Company. The Board recommends passing of the Resolution set out at Item no. 2 and 3 of this notice as Ordinary Resolution.

Except Mr. Shekar Viswanathan and Mr. Vikram Ravindra Mamidipudi and their relatives, none of the other Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at Item nos. 2 and 3 of this Notice, respectively, except to the extent of their shareholding, if any, in the Company.

Annexure A

Additional Information of Directors being appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India

Mr. Ramesh Radhakrishnan (DIN: 02608916)

PARTICULARS	<u>Mr. Ramesh Radhakrishnan</u>
Brief resume of the director	<p>Ramesh Radhakrishnan is a partner at the venture capital firm, Artiman Capital India Ltd. Artiman invests in early stage Indian and Global companies in the technology and healthcare sectors. Ramesh has over 30 years of operational and business experience. He is an experienced entrepreneur having been a member of the founding team at four highly successful startups in the Silicon Valley. The first one was Zeitnet, a pioneer in high speed switching, which was acquired by Cabletron.</p> <p>This was followed by Clarity Wireless, a pioneer in wireless DSL, which was acquired by Cisco. The third was Airgo Networks, the creator of MIMO OFDM, which was acquired by Qualcomm. The last one was FireEye, a creator of technology in the security space to detect and nullify malware, which went IPO in the US stock market.</p>

	Ramesh started his career at Hewlett Packard Networks Division in Cupertino. Ramesh holds a number of patents in networking, security and wireless technologies. He is a graduate from IIT Madras and got his MS in Systems Engg from University of Virginia at Charlottesville.
Educational Qualification	Graduate from IIT Madras and got his MS in Systems Eng from University of Virginia at Charlottesville
Experience	30 Years
Expertise in specific functional area	Operational and business experience
Skills and Capabilities	<p>Venture Capital and Investment, Entrepreneurship, Leadership and Management etc..</p> <p>Due to his strong credentials, vast experience, diverse knowledge of the above and business of the Company and professional integrity of the highest standard, who meets the criteria for independence as provided in the Act and SEBI Listing Regulations the Board considers that change in designation of professional like Mr. Ramesh as Independent Director would immensely benefit the Company.</p>
Director Identification No.	02608916
Date of first appointment in the Company	02 nd June 2020
Date of birth/age	24/05/1962 / 62 years
Directorships held in other listed Companies in India	-

Membership in Committees in the Company	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL
Shareholding in the Company	NIL
Number of Board Meeting attended during the year	7
Sitting fees / Commission	Rs. 0.80 Mn.
Disclosure of relationship between Directors inter-se or between the director and the manager and other key managerial personnel of the company	Mr. Ramesh Radhakrishnan is not related to any other Director/ Key Managerial Personnel/ Manager of the Company.
Details of listed entities from which the person has resigned in the past three years	NIL
Terms and conditions of appointment along with details of remuneration	Five years – up to March 30, 2029 Conditions as specified in the letter of appointment.
Details of the remuneration last drawn by such person, if applicable	NA
Details of remuneration to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.



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Mr. Shekar Viswanathan (DIN: 01202587)

PARTICULARS	Mr. Shekar Viswanathan
Brief resume of the director	<p>Mr. Shekar Viswanathan, retired in November 2020 as the Vice Chairman and Whole-time Director of Toyota Kirloskar Motor Pvt. Ltd. having joined the car company's Board of Directors in 2008. Prior to this, he was a member of the Board of Directors of Toyota Kirloskar Auto Parts Pvt. Ltd. where he was responsible for the finance, human resources and legal functions. He was also on the Board of TG Kirloskar Automative Pvt. Ltd another Toyota group company. Shekar's experience spans a career of 38 years across the automobile, financial services and project finance sectors.</p> <p>He is a member of many leading industrial associations in India and has held positions such as President of the Bangalore Chamber of Commerce & Industry (2009-2010), and Chairman of SIAM MUV Committee 2010.</p> <p>He was also an elected member of CII Southern Regional Council 2009-2011 and was also the Chairman of CII Karnataka and FICCI Karnataka. He was also an Executive Committee member of FICCI at the national level, and he sits on board of many companies.</p>
Educational Qualification	Master of Business Administration, IIM

	Ahmedabad, and Bachelor of Technology degree from COAE&T.
Experience	38 years
Expertise in specific functional area	Automobile, financial services and project finance sectors.
Skills and Capabilities	Leadership and Management, Finance and Financial Services, Automobile Industry Expertise
Director Identification No.	01202587
Date of first appointment in the Company	28/05/2011
Date of birth/age	16/11/1956 / 67 Years
Directorships held in other listed Companies in India	3
Membership in Committees	2
Membership/chairmanship of committees in other listed companies	Nil
Shareholding In ASM Technologies	Nil
Number of Board Meeting attended during the year	7
Sitting fees / Commission	Rs. 0.13 Mn
Disclosure of relationship between Directors inter-se or between the director and the manager and other key managerial personnel of the company	Mr. Shekar Viswanathan is not related to any other Director/ Key Managerial Personnel/ Manager of the Company.
Details of listed entities from which the person has resigned in the past three years	L&T - MHIpower turbine generators private limited L&T - MHI power boilers private limited
Terms and conditions of appointment along with details of remuneration	NA
Details of the remuneration last drawn by such person, if applicable	NA
Details of remuneration to be paid	NA

Mr. Vikram Ravindra Mamidipudi (DIN: 00008241)

PARTICULARS	Mr. Vikram Ravindra Mamidipudi
Brief resume of the director	<p>Mr. M.R. Vikram is a Partner of M. Anandam & Co., Secunderabad, a leading firm of Chartered Accountants in India. He has over 40 years rich experience in Audit and Assurance Services.</p> <p>He is an expert on capital markets, finance and regulatory issues in the Indian business landscape. Over his long and illustrious career, Vikram has conducted various special assignments for the RBI, IRDA, IDBI and other leading financial institutions in the country.</p> <p>Formerly, he has held Directorship positions at Indian Bank, Indian Overseas Bank and Bank of Rajasthan. Presently, he is the Director of many companies.</p> <p>Vikram is the Chairman and Managing Trustee of M. Venkatarangaiya Foundation, one of India's largest non-profit initiatives to eradicate child labour and has mobilised more than a million children to schools. He is also the founder trustee of Manthan, India's leading discussion group on public issues.</p> <p>He is also the Trustee of Sahakara Mitra Samstha dealing with farmer cooperatives and REEDS involved in livelihood skills.</p>
Educational Qualification	Chartered Accountant
Experience	40 Years

Expertise in specific functional area	Audit and Assurance Services
Skills and Capabilities	Audit and Assurance Services, Expertise in Capital Markets and Finance, Leadership and Directorship, Non-Profit and Social Impact etc..
Director Identification No.	00008241
Date of first Appointment in the Company	30 th June 1998
Date of birth/age	18/05/1956/ 68 Years
Directorships held in other listed Companies in India	4
Membership in Committees in ASM Technologies Limited	2
Membership/chairmanship of committees in other listed companies	2
Shareholding in the Company	Nil
Number of Board Meeting attended during the year	7
Sitting fees / Commission	Rs. 0.11 Mn
Disclosure of relationship between Directors inter-se or between the director and the manager and other key managerial personnel of the company	Mr. Vikram Ravindra Mamidipudi is not related to any other Director/ Key Managerial Personnel/ Manager of the Company.
Details of listed entities from which the person has resigned in the past three years	Institute of Insurance and Risk Management Triumphant Institute of Management Education private Ltd. Shirdi Sai Electricals limited Exalt capital Private limited
Terms and conditions of appointment along with details of remuneration	NA
Details of the remuneration last drawn by such person, if applicable	NA
Details of remuneration to be paid	NA



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

Sd/-

Vanishree Kulkarni
Company Secretary and
Compliance Officer (ACS: 48829)

Address: 80/2, Lusanne Court, Richmond
Road,
Bangalore, Karnataka, India, 560025.

Date: May 27, 2024

Place: Bangalore
