



# 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

## 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 (CIN: L85110KA1992PLC01342) (“the Company”)**,

Notice is hereby given pursuant to the provisions of Sections 110 and 108, Rule 20 and 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.	Appointment of Mr. Hardik Agarwal (DIN: 10580697) as an Independent Director

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



# 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

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:

<b>Commencement of e-voting period</b>	9:00 a.m. (IST) on Monday, 9 <sup>th</sup> September 2024
<b>Conclusion of e-voting period</b>	5:00 p.m. (IST) on Tuesday, 8 <sup>th</sup> October 2024
<b>Cut-off date for eligibility to vote</b>	Friday, 30 <sup>th</sup> August 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 Thursday, 10<sup>th</sup> October 2024 and will be displayed on the Company’s website at [www.asmltd.com](http://www.asmltd.com) and the website of KFinTech at [www.kfintech.com](http://www.kfintech.com). The results will 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. Tuesday, 8<sup>th</sup> October 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



# 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

## **SPECIAL BUSINESS**

### **Item No. 1; Change in designation of Mr. Hardik Pradeep Agrawal (DIN: 10580697) from Additional Non-Executive 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 Regulations 16(1)(b) and 17(1)(c) 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. Hardik Pradeep Agrawal (DIN: 10580697), who was appointed as an Additional Director in the capacity of an Independent Director, 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, 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 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 09th July 2024 to 08th July 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.”



# 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.asmtld.com  
CIN : L85110KA1992PLC013421 GST No. : 29AABCA4362P1Z9

<p>Date: 11<sup>th</sup> August 2024 Place: Bangalore</p>	<p>By order of the Board of Directors For <b>ASM Technologies Limited</b></p> <p style="text-align: right;"><b>Sd/-</b></p> <hr/> <p style="text-align: center;"><b>Vanishree Kulkarni</b> <b>Company Secretary and</b> <b>Compliance Officer (ACS: 48829)</b> Address: 80/2, Lusanne Court, Richmond Road, Bangalore, Karnataka, India, 560025.</p>
---	--

## 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, 30<sup>th</sup> August 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.



# 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

4. This Postal Ballot Notice will also be available on the Company's website at [www.asmltd.com](http://www.asmltd.com) , websites of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://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., Tuesday, 8<sup>th</sup> October 202. 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. Tuesday, 8<sup>th</sup> October 202. Members may send their requests to [compliance.officer@asm ltd.com](mailto:compliance.officer@asm ltd.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

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](http://www.asmltd.com) ) duly filled and signed along with requisite supporting documents to KFinTech at <https://evoting.kfintech.com> .

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 **Monday, 9<sup>th</sup> September , 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, 30<sup>th</sup> of August 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](mailto: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.**

<b>Type of shareholders</b>	<b>Login Method</b>
<p><u>Individual Shareholders holding securities in demat mode with NSDL</u></p>	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>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.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>



<p><u>Individual Shareholders holding securities in demat mode with CDSL</u></p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>Kfintech</b> where the e- Voting is in progress.</li> </ol>
<p><u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u></p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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.</li> <li>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of</li> </ol>

	<b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.
--	---

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**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) 8429, 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) 8429, 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



# 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.asmtld.com  
CIN : L85110KA1992PLC013421 GST No. : 29AABCA4362P1Z9

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., “8429”

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).



# 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.asmtld.com  
CIN : L85110KA1992PLC013421 GST No. : 29AABCA4362P1Z9

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 id [pramod@bmpandco.com](mailto:pramod@bmpandco.com) with a copy marked to [evoting@kfintech.com](mailto: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 **Thursday, 10th October 2024.**



# 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

**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. Hardik Pradeep Agrawal has been appointed as an Additional Director on the Board of the Company with effect from 9th July 2024, subject to the approval of the shareholders through a special resolution, in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and to ensure an adequate number of independent directors on the Board.

The Board, on the recommendation of the Nomination and Remuneration Committee (“NRC”), has recommended for the approval of the Members the appointment of Mr. Hardik Pradeep Agrawal (DIN: 10580697) from Additional Director in the capacity of Independent Director to Independent Director of the Company for a term of five (5) consecutive years, effective from 9th July 2024 to 8th July 2029.

The detailed profiles of Mr. Hardik Pradeep Agrawal 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. Hardik Pradeep Agrawal 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



# 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

thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of the SEBI LODR.

Further, Mr. Hardik Pradeep Agrawal 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. Hardik Pradeep Agrawal, 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. Hardik Pradeep Agrawal 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 or re-appointment of a person on the Board of Directors or as a manager is taken 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



# 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.asmttd.com

CIN : L85110KA1992PLC013421 GST No. : 29AABCA4362P1Z9

Regulations, appointment of Mr. Hardik Pradeep Agrawal an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment (Change-in designation) of Mr. Hardik Pradeep Agrawal 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. Hardik Pradeep Agrawal, 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.

## 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. Hardik Pradeep Agrawal (DIN: 10580697)

PARTICULARS	<u>Mr. Hardik Pradeep Agrawal</u>
Brief resume of the director	Hardik is a technology professional who earned his B.Sc. in computer science and electrical engineering from UC Berkeley. He has served as a founder, a leader at a Fortune 500 company and as a board member of a non profit organization in San Francisco, USA. With his extensive network and decade plus of professional experience in Silicon Valley, Hardik is well-positioned to add value to the company on strategic growth and innovation.
Educational Qualification	B.Sc. in computer science and Electrical Engineering from UC Berkeley.
Experience	He has served as a founder, a leader at a Fortune 500 company and as a board member of a non profit organization in San Francisco, USA
Expertise in specific functional area	Professional experience in Silicon Valley
Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements.	Yes
Director Identification No.	10580697



Date of first appointment in the Company	09 <sup>th</sup> July 2024
Date of birth/age	03/12/1993, about 31 years
Directorships held in other listed Companies in India	Nil
Membership in Committees in the Company	
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Directorships, Membership /Chairman of Committees of other Boards as on March 31, 2024	Nil
Shareholding in the Company including shareholding as a beneficial owner	12,500
Number of Board Meeting attended during the year	1
Sitting fees / Commission	As per the policy of the Company
Disclosure of relationship between Directors inter-se or between the director and the manager and other key managerial personnel of the company	Nil
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	NA
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



# 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

	for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.
--	--

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: 11<sup>th</sup> August 2024

Place: Bangalore

\*\*\*\*\*