



COMPANY SECRETARY  
CP 6003 FCS 6662

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

OFFICE: 080-26560400 MOBILE: 9900003149

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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

The 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of ASM Technologies Limited was held on Friday, 10th July, 2020 at 10:00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) as per Section 108 read with Rule 20 of Companies (Management and Administration) Rules, 2014.

Dear Sir,

1. I, K Dushyantha Kumar, Practicing Company Secretary, at No.404/2, 7<sup>th</sup> Main, 9<sup>th</sup> Cross, 2<sup>nd</sup> 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) 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 28th Annual General Meeting of the Equity Shareholders of the Company held on Friday, 10th July, 2020 at 10:00 AM through Video Conferencing (VC)/Other Audio Visual Means (OAVM).
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) by the shareholders on the resolutions proposed in the Notice of 28th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means (by remote e-voting) in 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 KFin Technologies Private Limited.
3. In accordance with the Notice of 28th 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 19<sup>th</sup> June 2020, the remote e-voting commenced on Saturday, 04<sup>th</sup> of July 2020 at 9.00 a.m end on Thursday, 09<sup>th</sup> July 2020 at 5.00 p.m.



4. The Equity Shareholders holding shares as on 02<sup>nd</sup> of July 2020, "cutoff date", were entitled to vote on the resolutions stated in the Notice of 28<sup>th</sup> Annual General Meeting of the Company.
5. This Annual General Meeting of the Equity Shareholders of ASM Technologies Limited was convened through Video Conferencing (VC)/Other Audio Visual Means (OAVM) pursuant to the General Circular number 14/2020, 17/2020 and 20/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) without the physical presence of the shareholders at common venue. The results of the polls as provided by Registrar and Transfer Agents (R&TA) were reconciled.
6. The votes on remote e-voting were unblocked at around 11.05 a.m, the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of KFin Technologies Private Limited (<https://evoting.karvy.com>) and the same are being handed over to the Chairman.
7. 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, 2020 including the audited Balance Sheet as at March 31, 2020, 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 | 19                      | 3154410                      | 99.9958                               |
| Instapoll       | 1                       | 100                          | 0.0031                                |
| <b>Total</b>    | <b>20</b>               | <b>3154510</b>               | <b>99.9995</b>                        |

(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 | 7                       | 15                           | 0.00047                               |
| Instapoll       | 1                       | 1                            | 0.00003                               |
| <b>Total</b>    | <b>8</b>                | <b>16</b>                    | <b>0.0005</b>                         |





(iii) **Invalid Votes :**

| Total number of members whose votes were declared invalid | Total number of votes cast by them | % of total number of invalid |
|---|------------------------------------|------------------------------|
| NIL   | NIL                                | NIL                          |

**b) Resolution-2: Ordinary Resolution**

To declare a final dividend of Rs. 2.50/- per equity share of Rs. 10/- each for the year ended 31st March, 2020.

(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 | 19                      | 3154410                      | 99.9958                               |
| Instapoll       | 1                       | 100                          | 0.0031                                |
| <b>Total</b>    | <b>20</b>               | <b>3154510</b>               | <b>99.9995</b>                        |

(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 | 7                       | 15                           | 0.00047                               |
| Instapoll       | 1                       | 1                            | 0.00003                               |
| <b>Total</b>    | <b>8</b>                | <b>16</b>                    | <b>0.0005</b>                         |

(iii) **Invalid Votes :**

| Total number of members whose votes were declared invalid | Total number of votes cast by them | % of total number of invalid |
|---|------------------------------------|------------------------------|
| NIL   | NIL                                | NIL                          |



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

To appoint a Director in the place of Ms. Preeti Rabindra, (DIN:00216818) who retires by rotation and being eligible, offers herself 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 | 19                      | 3154410                      | 99.9958                               |
| Instapoll       | 1                       | 100                          | 0.0031                                |
| <b>Total</b>    | <b>20</b>               | <b>3154510</b>               | <b>99.9995</b>                        |

(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 | 7                       | 15                           | 0.00047                               |
| Instapoll       | 1                       | 1                            | 0.00003                               |
| <b>Total</b>    | <b>8</b>                | <b>16</b>                    | <b>0.0005</b>                         |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total number of votes cast by them | % of total number of invalid |
|---|------------------------------------|------------------------------|
| <b>NIL</b>  | <b>NIL</b>                         | <b>NIL</b>                   |

**d) Resolution-4: Special Resolution**

To Appoint Mr. Lakshminarayan (DIN: 00064750) as an Independent Director 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 | 19                      | 3154410                      | 99.9958                               |
| Instapoll       | 1                       | 100                          | 0.0031                                |
| <b>Total</b>    | <b>20</b>               | <b>3154510</b>               | <b>99.9995</b>                        |



(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 | 7                       | 15                           | 0.00047                               |
| Instapoll       | 1                       | 1                            | 0.00003                               |
| <b>Total</b>    | <b>8</b>                | <b>16</b>                    | <b>0.0005</b>                         |

(iii) **Invalid Votes :**

| Total number of members whose votes were declared invalid | Total number of votes cast by them | % of total number of invalid |
|---|------------------------------------|------------------------------|
| <b>NIL</b>  | <b>NIL</b>                         | <b>NIL</b>                   |

**e) Resolution-5: Ordinary Resolution**

To Appoint Mr. Ramesh Radhakrishnan (DIN: 02608916) as a Director 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 | 19                      | 3154410                      | 99.9958                               |
| Instapoll       | 1                       | 100                          | 0.0031                                |
| <b>Total</b>    | <b>20</b>               | <b>3154510</b>               | <b>99.9995</b>                        |

(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 | 7                       | 15                           | 0.00047                               |
| Instapoll       | 1                       | 1                            | 0.00003                               |
| <b>Total</b>    | <b>8</b>                | <b>16</b>                    | <b>0.0005</b>                         |

(iii) **Invalid Votes :**

| Total number of members whose votes were declared invalid | Total number of votes cast by them | % of total number of invalid |
|---|------------------------------------|------------------------------|
| <b>NIL</b>  | <b>NIL</b>                         | <b>NIL</b>                   |





**f) 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 | 19                      | 3154410                      | 99.9958                               |
| Instapoll       | 1                       | 100                          | 0.0031                                |
| <b>Total</b>    | <b>20</b>               | <b>3154510</b>               | <b>99.9995</b>                        |

(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 | 7                       | 15                           | 0.00047                               |
| Instapoll       | 1                       | 1                            | 0.00003                               |
| <b>Total</b>    | <b>8</b>                | <b>16</b>                    | <b>0.0005</b>                         |

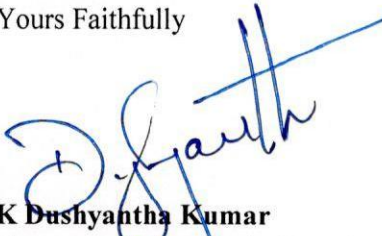
(vi) **Invalid Votes :**

| Total number of members whose votes were declared invalid | Total number of votes cast by them | % of total number of invalid |
|---|------------------------------------|------------------------------|
| <b>NIL</b>  | <b>NIL</b>                         | <b>NIL</b>                   |

8. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the Minutes of the 28th 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  
UDIN: F006662B000438247

**K. DUSHYANTHA KUMAR**  
B.Com, LLB, FCS  
**COMPANY SECRETARY**  
# 404/2, 7th Main, 9th Cross, 2nd Block  
Jayanagar, BANGALORE-560 011  
FCS 6662  
CP6662

**Place: Bangalore**  
**Date: 10.07.2020**