



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

7th June 2025

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

Dear Sir,

Sub: Disclosure Vide Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated May 18, 2025, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process (“evoting”)

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 30, 2025 (“Cut-off Date”), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. The Company has engaged the services of KFin Technologies Limited, Registrar and Transfer Agent, as the agency to provide e-voting facility to all its members.

Key Information:

| Particulars | Details |
|---|---|
| E-voting start time and date | Monday, 9 th July, 2025 |
| E-voting end time and date | Tuesday, 8 th July, 2025 |
| E-voting website of KFin Technologies Ltd | https://evoting.kfintech.com |

Postal Ballot Notice will be made available on the Company’s website www.asmltd.com

This is for your kind information and records.

Thanking You,

Sincerely,

For ASM Technologies Limited

Vanishree

Digitally signed by
Vanishree
Date: 2025.06.07
17:06:58 +05'30'

Vanishree Kulkarni
Company Secretary & Compliance Officer
(FCS:13306)



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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: L85110KA1992PLC013421) (“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, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, 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. | Re-appointment of Mr. M. Lakshminarayan (DIN: 00064750) as Independent Director of the Company for a second term of Five Years. |

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



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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 are 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 Monday, 9 th June 2025 |
| Conclusion of e-voting period | 5:00 p.m. (IST) on Tuesday, 8 th July 2025 |
| Cut-off date for eligibility to vote | Friday, 30 th May 2025 |

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 Tuesday, 8th July 2025 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 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, 8th July 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



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SPECIAL BUSINESS

Item No. 1; Re-appointment of Mr. M. Lakshminarayan (DIN: 00064750) as Independent Director of the Company for a second term of Five Years:

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(1A) 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. M. Lakshminarayan (DIN: 00064750), whose current term of office as an Independent Director expires on 09th July 2025, 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 being appointment as Independent Director for a second term, 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 second term of 5 (five) consecutive years, effective from 10th July 2025 to 09th July 2030, 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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By order of the Board of Directors For
ASM Technologies Limited

Sd/-

Vanishree Kulkarni
Company Secretary and
Compliance Officer (FCS: 13306)

Date: May 18, 2025

Place: Bangalore

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

Notes:

1. 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, 30th May 2025 (“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.



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4. This Postal Ballot Notice will also be available on the Company's website at www.asmltd.com , websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com 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, 8th July 2025. 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, 8th July 2025. 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.
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 <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.



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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, 9th June, 2025**
- 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, 30th of May 2025**
- 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> | <p>1. User already registered for IDeAS facility:</p> <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. <p>2. User not registered for IDeAS e-Services</p> <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 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <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> | <p>1. Existing user who have opted for Easi / Easiest</p> <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> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress. |
| <p><u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u></p> | <ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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.

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) 8845, 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) 8845, 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



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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., “8445”

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on “Submit”.

xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).



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xii. The 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 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 **Thursday, 10th July 2025.**



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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. M. Lakshminarayan (DIN: 00064750) was appointed as an Independent Director on the Board of the Company with effect from 10th July 2020. His current term will expire on 9th July 2025.

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board has proposed his re-appointment for a second term of five (5) consecutive years, from 10th July 2025 to 9th July 2030, in the capacity of an Independent Director.

A detailed profile of Mr. M. Lakshminarayan, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, is enclosed as *Annexure A* and forms part of this Notice.

Mr. M. Lakshminarayan has consented to act as an Independent Director and has submitted declarations confirming that he meets the criteria of independence as specified under Section 149(6) and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, as well as Regulation 16(1)(b), Regulation 25(8), and other applicable provisions of SEBI LODR.



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He has further confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by SEBI or any other authority. The Company has also received a notice under Section 160 of the Act proposing his candidature for appointment as an Independent Director.

In the opinion of the Board, Mr. M. Lakshminarayan fulfils the conditions specified in the Act and SEBI LODR for such appointment and is independent of the management.

Pursuant to Regulation 17(1A) of the LODR Regulations, no listed entity shall appoint or continue the directorship of any person as a non-executive director who has attained the age of seventy-five (75) years unless a Special Resolution is passed to that effect, with the explanatory statement annexed to the notice indicating the justification for such appointment.

Mr. M. Lakshminarayan has attained the age of 75 years. However, given his vast experience, deep industry knowledge, and valuable contributions to the strategic direction and governance of the Company during his previous term, the Board based on NRC's recommendation, considers that his continued association as an Independent Director would be in the best interest of the Company.

He shall be entitled to remuneration by way of sitting fees for attending meetings of the Board and its Committees or any other meetings as decided by the Board, re-imbusement of expenses incurred for participation in such meetings, and profit-related commission within the limits prescribed under Section 197 of the Act. During his tenure, he shall not be liable to retire by rotation in terms of Section 152(6) of the Act.

A copy of the draft letter of appointment setting out the terms and conditions of his appointment as an Independent Director is available for inspection by the Members at the Registered Office of the Company during business hours on all working days, excluding Saturdays and Sundays, until the conclusion of the Postal Ballot process.



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

In accordance with Section 149 read with Schedule IV of the Act and Regulation 25(2A) of the SEBI LODR, the appointment of Mr. M. Lakshminarayan as an Independent Director requires the approval of the Members by way of a Special Resolution.

Accordingly, the approval of the Members is sought for his appointment, and the Board recommends passing the Resolution set out at Item No. 1 of this Notice as a Special Resolution.

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

By order of the Board of Directors For
ASM Technologies Limited

Sd/-

Vanishree Kulkarni
Company Secretary and
Compliance Officer (FCS: 13306)

Date: May 18, 2025

Place: Bangalore

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

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

| PARTICULARS | <u>M. Lakshminarayan</u> <u>(DIN: 00064750)</u> |
|------------------------------|--|
| Brief resume of the director | <p>M. Lakshminarayan (Lakshminarayan) holds a master's degree in technology from the Indian Institute of Technology (IIT) Bombay. Prior to ASM, he was the Executive Chairman of Harman International (India) Pvt. Ltd. His experience spans over 40 distinguished years in companies such as Bosch and Tata Motors. At Bosch, where he spent over 24 years, he held various leadership positions and was responsible for the company's tremendous growth in India's automotive space. Before Bosch, he served in a senior management role at Tata Motors. Currently, Lakshminarayan also served as Director on the Boards of Sansera Engineering Ltd, Suprajit Engineering Ltd., Brose India Automotive Systems Pvt. Ltd., TVS Electronics Ltd., Janaadhar (India) Private Ltd., Kirlosakar Management Services Pvt Ltd., and Pinnacle Mobility Solutions Pvt Ltd Lakshminarayan has served as the Chairman (South) at Confederation of Indian Industry (CII) and has been on the executive council team at the American Chamber of Commerce. He is also the co- founder and current Chairman of Bengaluru City Connect, a non- profit forum that brainstorms solutions to issues related to urban management in Bengaluru.</p> |
| Educational Qualification | Master's degree in technology from the Indian Institute of Technology (IIT) Bombay |
| Experience | He has over four decades of experience in many companies |

| | |
|---|---|
| Expertise in specific functional area | Mr. M.Lakshminarayan was the past Chairman of HARMAN International (India) Pvt. Ltd and rose to this position after being the Country Manager and Managing Director of HARMAN International (India) Pvt. Ltd. In this role, he was responsible for the overall development and execution of HARMAN's strategic intent and plans for India. His experience has spanned over 30 distinguished years in companies such as Bosch and Tata Motors. At Bosch, where he spent over 22 years, he held various leadership positions and was responsible for Bosch's tremendous growth in the automotive space in India. Prior to this, he served as a leader in the machine tools division at Tata Motors. |
| Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements. | Yes |
| Director Identification No. | 00064750 |
| Date of first appointment in the Company | 10 th July 2020 |
| Date of birth/age | 07 September 1946, about 78 years |
| Directorships held in other listed Companies in India | 1. Sansera engineering limited 2. TVS electronics limited |
| Membership in Committees in the Company | Audit Committee and Nomination and Remuneration committee |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the board | 1. ASM Technologies Limited 1. Sansera Engineering Limited 2. TVS Electronics Limited |
| Directorships, Membership /Chairman of Committees of other Boards as on March 31, 2025 | 4 |
| Shareholding in the Company including shareholding as a beneficial owner | Nil |
| Number of Board Meeting attended during the year | 1 /1 (For 2025-2026) |
| 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 |

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|---|---|
| Details of listed entities from which the person has resigned in the past three years | Suprajit Engineering Limited, ZF Commercial Vehicle Control Systems India Limited |
| Terms and conditions of appointment along with details of remuneration | As per the aforesaid resolution and explanatory statement |
| Details of the remuneration last drawn by such person, if applicable | Rs.0.88 Mn |
| 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. |

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

Sd/-

Vanishree Kulkarni
Company Secretary and
Compliance Officer (FCS: 13306)

Date: May 18, 2025

Place: Bangalore

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