Notice

Notice is hereby given that the 34th Annual General Meeting of the members of ASM Technologies Limited ("the Company") will be held on Wednesday, August 5, 2026 at 4.00 pm IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

1. Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon.

   To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

   "RESOLVED THAT the Audited Financial Statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. Declaration of Dividend

   To declare a final dividend of ₹12.00/- per equity share for the financial year ended March 31, 2026.

3. Appointment of Director

   To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Preeti Rabindra (DIN:00216818), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSES

4. **Approval to raise capital by way of public or private offering including through a Qualified Institutions Placement ("QIP") to eligible investors through an issuance of equity shares or other eligible securities for an amount aggregating up to INR 500/- Crores (Five Hundred Crores Only):**

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

   "RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), each as amended, to the extent applicable, the listing agreement(s) entered into by the Company with BSE Limited, where the equity shares having a face value of ₹10 each of the Company (the 'Equity Shares') are listed, and the listing agreement(s) proposed to be entered into with National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed (collectively, the 'Stock Exchanges'), the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof (the 'FEMA'), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (the 'GOI'), and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable as amended from time to time, issued by the GOI, Ministry of Corporate Affairs (the 'MCA'), the Reserve Bank of India (the 'RBI'), Stock Exchanges, the Securities and Exchange Board of India (the 'SEBI'), the Registrar of Companies (the 'RoC') and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee (a "Committee") of the Board duly constituted by it to exercise its powers including powers conferred under this Resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot, such number of Equity Shares, and / or other securities including securities convertible into Equity Shares including warrants or fully convertible debentures, partly convertible debentures, non-convertible debentures along with warrants, or convertible preference shares(hereinafter referred to as 'Securities'), or any combination thereof, in one or more tranches, in terms of the applicable regulations and as permitted under the applicable laws, in such manner and in consultation with the book running lead manager(s) (the 'BRLM(s)') and/or other advisor(s) or otherwise, for an aggregate amount up to INR 500/- Crores (Rupees Five Hundred Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of further public issue, rights issue, preferential allotment, private placement, including Qualified Institutions Placement(s) ('QIP') in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law in one or more tranches, to such investors that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutional Buyers ('QIBs') (as defined in the SEBI ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non resident Indians, stabilizing agents pension funds and/or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer document/ placement document and/ or other letter or circular as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the 'Issue') at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the BRLM(s) and/ or underwriter(s) and/ or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT pursuant to the above-mentioned issuance: a) the Securities proposed to be issued, offered and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws; b) the Equity Shares proposed to be issued by the Company or allotted upon conversion of the eligible Securities shall rank pari-passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws and provisions of the Memorandum and Articles of Association of the Company, as applicable; and c) in accordance with the provisions of Regulation 176(4) of the SEBI ICDR Regulations, the issue price of the Securities shall be subject to appropriate adjustments, if the Company: (i) makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of a dividend on shares; (ii) makes a rights issue of equity shares; (iii) consolidates its outstanding equity shares into a smaller number of shares; (iv) divides its outstanding equity shares including by way of stock split; (v) re-classifies any of its equity shares into other securities of the Company; or (vi) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments;

RESOLVED FURTHER THAT in addition to the above, in the event the issue and allotment of Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations):

a) the allotment of Eligible Securities shall only be to Qualified Institutional Buyers ('QIBs') as defined in the SEBI ICDR Regulations;

b) the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within a period of 365 days from the date of passing of this Special Resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, Companies Act, and/ or applicable and relevant laws/ guidelines, from time to time;

c) the Eligible Securities allotted shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;

d) no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;

e) the Eligible Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are listed;

f) the tenure of the convertible Eligible Securities issued through QIP shall not exceed 60 months or such other period permitted under law, from the date of allotment;

g) minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the SEBI ICDR Regulations;

h) the 'relevant date' for the purpose of pricing of the Eligible Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or any Committee decides to open the QIP of Equity Shares;

i) in the event that eligible convertible securities and/ or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible instruments to QIBs under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/ or warrants simultaneously with non-convertible instruments or the date on which the holders of such convertible securities become entitled to apply for Equity Shares;

j) any issue of Eligible Securities shall be at such price which is not less than the price determined in accordance with the applicable provisions of Regulation 176 provided under Chapter VI of the SEBI ICDR Regulations and applicable law (the "QIP Floor Price"). The Board or a Committee may in its absolute discretion, in accordance with applicable law and in consultation with the lead managers appointed for the QIP, may also offer a discount of not more than 5% or such percentage as permitted under applicable law on the QIP Floor Price;

k) no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;

l) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of the prior QIP made pursuant to one or more Special Resolution(s);

m) a credit rating agency registered with SEBI will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized; and

n) no allotment shall be made, either directly or indirectly to any QIBs who is a promoter or any person related to promoters in terms of SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges.

RESOLVED FURTHER THAT in case of issue and allotment of securities, if any, made to FPIs, NRIs and/ or eligible foreign investors be subject to approval of RBI (if any) under the FEMA as may be applicable but within the overall limits set forth under FEMA.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the Equity Shares are listed or such other appropriate authorities at the time of according/ granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities, terms pertaining to voting rights, share premium and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above issuance of Securities, the members of the Board or any Committee and/or it's delegated officials of the Company be and are hereby authorised, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to the proposed issuance, including negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, the offer document, preliminary placement document or placement document (including, in each instance, any addenda or corrigenda thereto), or other requisite offer document in terms of applicable law for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, monitoring agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications (including, in each instance, any addenda or corrigenda thereto), as applicable (including those to be filed with the regulatory authorities, if any) (the "Transaction Documents") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the “Ancillary Documents”) as may be necessary or required for the aforesaid purpose including to sign and/ or dispatch all forms, filings, documents and notices to be signed, submitted and/ or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board or a Committee or its delegated officials be and is hereby authorised to appoint /engage BRLM(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, monitoring agency and any other intermediaries, agencies and professionals as may be required to be appointed, involved or concerned in such proposed issuance and to pay them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of the aforesaid intermediaries.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board or a Committee, as permissible, wherever necessary, in consultation with the book running lead managers, underwriters, advisors and/ or other persons as appointed by the Company, be and is hereby authorized to determine the form and terms of the proposed issuance, including the class of investors to whom the Securities are to be allotted, utilization of the issue proceeds and make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, as required in accordance with the SEBI ICDR Regulations, number of Securities to be allotted in each tranche, issue price (including premium, if any), premium or discount on issue, fixing of record date or book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board or a Committee in its absolute discretion deems fit.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board or Committee and/or it’s delegated officials to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this Resolution herein to any committee of directors or any director(s) of the Company or officials, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors and/or any of the Key Managerial Personnel of the Company for the time being, be and are hereby severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard including but not limited to the delegation of powers to any director or committee of directors or any others **person as it may deem fit subject to the provisions of the Companies Act, 2013.”**

5. Appointment of Branch Auditors

To consider and if thought fit, pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the Audit Committee / Board of Directors be and is hereby authorized to appoint, such person or persons qualified for appointment as Auditor or Auditors of the Company₹s Branch Offices in USA ,UK and Canada to examine and audit the accounts for the financial year 2026-2027 on such remuneration, terms and conditions as the Board may deem fit or authorize the Statutory Auditors of the Company to audit the branch Accounts and comply with the provisions of the Companies Act 2013."

REGD. OFFICE
80/2, Lusanne Court,
Richmond Road
Bangalore 560 025

By Order of the Board
For ASM Technologies Limited

Place: Bangalore
Date: July 10, 2026

RABINDRA SRIKANTAN
Managing Director

NOTES

1. The relative Statement (Explanatory Statement) pursuant to Section 102(1) of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) 2015 with respect to the Business at Item No. 4 set out in the Notice is annexed.

2. Pursuant to the General Circular No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and the Circulars issued from time to time by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

   This AGM Notice along with the Annual Report for the financial year ended March 31, 2026 is sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The AGM notice and Annual Report of the Company are made available on the Company's website at www.asmltd.com and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com. The Company has published a Public Notice by way of advertisement in Kannada Language, the principal vernacular language of Karnataka and in English language in an English newspaper with the required details of 34th AGM for information of the Members.

3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.

4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").

5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.

6. Members holding shares in physical form are requested to notify any change in their address to the Company/ KFin Technologies Limited, Tower B, Plot No.31 & 32, Financial District, Nanakramguda , Serilingampally Mandal, Hyderabad - 500032. Members holding shares in electronic form are requested to direct change of address notifications and updation of their bank account details to their respective depository participants.

7. Members may note that the Board, at its meeting held on May 9, 2026, has recommended a final dividend of ₹12 per equity share for the financial year ended March 31, 2026. The record date for the purpose of final dividend is Wednesday, July 29, 2026. The final dividend, once approved by the members in the ensuing AGM, will be paid on or before August 28, 2026, through various modes. Members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to enable receipt of dividend directly into their bank account on the payout date.

8. The Register of Members and Share transfer books of the Company will remain closed from Wednesday 29th July 2026 to Wednesday August 5, 2026 (both days inclusive) in terms of provisions of Section 91 of the Companies Act 2013 for the purpose of Annual General Meeting of the company .

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

11. Non-Resident Indian Members are requested to inform KFin Technologies Limited, the Registrars, of:

    Change in their residential status on return to India for permanent settlement.

    Particulars of their bank A/c maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

12. Payment of Dividend through ECS:

    a) Members holding shares in physical form are advised to submit particulars of their bank account , viz, name and address of the bank, 9 digit MICR code of the branch, type of account and account number to the Registrars, KFin Technologies Limited, Tower B, Plot No.31 & 32,Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500032

    b) Members holding shares in demat form are advised to inform the particulars of their bank account to their respective Depository participants.

       Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN- 10% or as notified by the Government of India

Members not having PAN / valid PAN- 20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2025-26 does not exceed ₹10,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following: • Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member • Copy of Tax Residency Certificate (TRC) for the FY 2025-26 obtained from the revenue authorities of the country of tax residence, duly attested by member • Self-declaration in Form 10F • Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty • Self-declaration of beneficial ownership by the non-resident shareholder • Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 393 of the IT Act 2025 at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

The aforementioned documents are required to be submitted at compliance.officer@asmltd.com by the shareholder during the period commencing from July 15, 2026 and ending on July 24, 2026. No communication would be accepted from members after July 24, 2026 regarding the tax withholding matters.

13. Pursuant to Section 101 and Section136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the Depository. Members who have not registered their e-mail address with the company are requested to submit their request with their valid e-mail address to M/s KFin Technologies Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant. For members holding shares in physical mode are requested to update their email addresses with the Company's Registrar, KFin Technologies Limited at einward.ris@kfintech.com to receive copies of the Annual Report 2025-26 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, user ID / password for e-voting and updation of bank account mandate for the receipt of dividend.

Type of Holder	**Process to be followed**	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: ASM Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda,Serilingampally Mandal, Hyderabad-500 032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details orchanges / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

14. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Registrar & Transfer Agent or Company Secretary at the Company`s Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company`s Unpaid Dividend Account will as per Section 124 of the Companies Act 2013, be transferred to the Investor Education and Protection Fund(IEPF) established by the Central Government. All shares in respect of which dividend has not been claimed for seven consecutive years or more shall be transferred by the company in the name of Investor Education and Protection Fund. Shareholders whose shares or unclaimed dividend has been transferred to the Fund may claim the said shares or unclaimed dividend by making an application in Form IEPF 5 and submission of the prescribed documents to the Fund.

    The company has vide notification dated May 10, 2012 of Ministry of Company Affairs, (MCA) uploaded the information in respect of unclaimed dividends as from the financial year 2008 on the website of the company.

15. Pursuant to the provisions of Section 124 (5) of the Companies Act 2013 unclaimed dividend pertaining to the dividend paid for the financial year 2018-2019 to the Investor Education and Protection Fund (IEPF) established by the Central Government in July 2024 The company has transferred the unpaid or unclaimed dividend of the financial years 2017-18 on the due dates to the IEPF established by the Central Government.

16. In compliance with Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the company is providing e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the notice. The facility for e-voting will also be made available to members attending the AGM and who have not already cast their votes by remote e-voting .Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. Instructions for e-voting are annexed to the Notice.

17. Additional information, pursuant to Regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking re-appointment at the AGM, is furnished as annexure to the Notice. The Director has furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.

18. The Notice of 34th AGM and the Annual report 2025-26 will also be available on the Company's website , www.asmltd.com , website at stock exchange i.e BSE Limited at www.bseindia.com, for their download.

19. All documents referred to in the Notice will be available for inspection at the Company`s registered office during normal business hours on working days upto the date of AGM.

20. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated compulsory submission of Permanent Account Number (PAN) and bank details by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN and bank details to their Depository Participant(s) and members holding shares in physical form shall submit the details to company.

21. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

REGD. OFFICE
80/2, Lusanne Court,
Richmond Road
Bangalore 560 025

By Order of the Board
For ASM Technologies Limited

Place: Bangalore
Date: July 10, 2026

RABINDRA SRIKANTAN
Managing Director

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 34th ANNUAL GENERAL MEETING [PURSUANT TO SECRETARIAL STANDARD 2 (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015]

Name of Director	Ms. Preeti Rabindra (DIN 00216818)
Brief resume	Preeti Rabindra holds Bachelor's and Master's degrees in Commerce from the University of Delhi and serves as the Designated Partner of IDS Systems LLP. She is a passionate sports enthusiast with a strong commitment to social development and community welfare. She actively drives and supports various Corporate Social Responsibility (CSR) initiatives of ASM Technologies, contributing towards education, science, sports and healthcare. Her involvement includes initiatives such as the Dr. S. Srikantan Memorial Award – SUSIEC in association with IETE, the TechlaBike Programme in partnership with Agastya International Foundation, and the Dr. R.P. Shenoy Award for Excellence in Science at Kendriya Vidyalaya, DRDO Complex. Preeti also plays a key role in leading OSAAT Educational Charitable Trust and Sri Sathya Sai Sarla Memorial Hospital as part of ASM Technologies' CSR initiatives, reflecting her dedication towards creating sustainable social impact and community development.
DIN	00216818
Date of Birth & Age	17.10.1965/61 yrs
Nationality	Indian
Date of First Appointment on the Board	14.08.2015
Qualifications	Maters in Commerce from Delhi University
Expertise in specific functional area	Skills in strategic management, organizational behavior, corporate social responsibility
Number of Shares held in Equity Capital of the Company	950082
Directorship held in other Indian Listed Companies	0
Chairman/Member of Committees of Board of Directors of other Listed companies	0
Number of Board Meetings attended during the financial year 2025-26	6
Remuneration details (last drawn remuneration including Sitting Fees & Commission)	₹0.34 Mn.
Details of remuneration sought to be paid	Shareholders at the 32nd AGM, held on July 20th, 2024, approved a sum not exceeding 2% of the net profit of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, to be paid and distributed among some or all of the non-executive directors of the Company in a manner decided by the Board. Non Executives directors are paid remuneration as per the criteria set by the Board from time to time in accordance with the shareholders' approval at the AGM. The detailed criteria is available in the Nomination and Remuneration Policy of the Company. The Policy can be accessed in this Annual report Annexed to Boards Report
Key terms and conditions of appointment	As per the resolution in Item no. 3 of this Notice, read with the explanatory statement thereto.
Disclosure of relationships between Directors/KMP inter-se	Ms Preeti Rabindra is the spouse of Mr. Rabindra Srikantan, Managing Director of the Company.
Details of listed entities from which the person has resigned in the past three years	NIL
Date of first appointment on the Board of the Company	March 28, 2015
shareholding in the Company, including shareholding as a beneficial owner];	950082

Explanatory Statement

[Pursuant to Section 102(1) of the Companies Act, 2013]

Resolution No. 3

Based on the terms of appointment, executive directors and the non-executive and non-independent are subject to retirement by rotation. Ms. Preeti Rabindra, Non- Independent, Non Executive Director, whose office of directorship is liable to retire at the ensuing AGM, being eligible, seeks reappointment as a Non- Independent, Non Executive Director. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends her reappointment as a Non- Independent, Non Executive Director.

No Directors and Key Managerial Personnel or their relatives of the Company are concerned or interested, financial or otherwise other than Mr. Rabindra Srikantan and Mrs. Preeti Rabindra, who is interested in or concerned in the aforesaid Resolution to the extent of their shareholding in the Company.

Resolution No. 4

ASM Technologies Limited (the "Company") is on a consistent growth trajectory as reflected in its financial and operational performance. The Company is focused on advancing its sector to be more sustainable, flexible, and secure, striving to provide maximum value to its customers through pioneering technology, sustainable solutions, and a highly organised network. As the industry enters a cycle of macro-economic acceleration, the Company needs to equip itself for greater and more advanced capacities, fast-paced growth, and consequent iterations in operations.

Further, the Company has intensified its capacity and resource augmentation. As the Company is in an expansion phase, it anticipates further growth opportunities in its existing operations and continues to evaluate organic and inorganic options to improve its market share and accelerate its business growth on a consolidated basis. To achieve this, the Company requires sufficient resources, including funds, to be available and allocated from time to time.

Objects of the Issue: Accordingly, the Company intends to undertake a capital raise through issuance of equity shares or other eligible securities in accordance with applicable law to eligible investors including Qualified Institutions Placement (QIP). The Company proposes to utilise the proceeds from the proposed fund raising (after adjustment of expenses related to the Issue) (Net Proceeds) will be used towards one or more or a combination of the following: (i) various capital expenditure for organic growth and expansion including construction of manufacturing facilities and related infrastructure and amenities, purchase of plant, machinery and ancillary equipment, (ii) funding inorganic growth, including strategic acquisitions, investments (including through/ in present and/ or future subsidiaries and associate companies) and other business expansion initiatives, (iii) meeting the working capital requirements of the Company , (iv) repayment or pre-payment in full or in part of debt availed by the Company and/or its subsidiaries , (v) general corporate purposes (which shall not exceed 25% of the gross funds proposed to be raised), and such other purpose(s) as may be permissible under applicable laws.

Pending utilisation of the proceeds from the issue, the Company shall invest such proceeds in creditworthy instruments, deposits in scheduled commercial banks, debt mutual funds or such securities as may be permitted and as per applicable law with due approval of the Board/ duly authorized Committee.

In view of the same, the Board of Directors of the Company ("Board, including any committee constituted or that may be constituted by the Board") at their meeting held on June 06, 2026 subject to the approval of members, hereby proposes raising funds by way of issuance of equity shares of face value INR10 ("Equity Shares"), and/or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants and/ or convertible preference shares (collectively referred to as "Securities") for an aggregate consideration not exceeding INR 500 Crores, in one or more tranches, on such terms and conditions as it may deem fit, by way of further public issue, rights issue, preferential allotment, private placement, including Qualified Institutions Placement(s) ('QIP') in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law,

The Board (including any duly authorized committee thereof) may at its discretion adopt any one or more of the mechanisms prescribed above to meet its objectives without the need for fresh approval from the members of the Company.

The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and whenever necessary, in consultation with the book running lead manager(s) and other agencies that may be appointed, subject to the SEBI (ICDR) Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules, and regulations.

In the event Equity Shares are proposed to be allotted to Qualified Institutional Buyers (QIBs) by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the following terms shall apply:

- The Securities shall be allotted on a fully paid-up basis. The Equity Shares issued, if any, shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend, if any.
- The 'relevant date' for the purpose of pricing of the equity shares to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or any Committee decides to open the QIP of Equity Shares. Further, in the event that eligible convertible securities and/ or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible instruments to

Qualified Institutional Buyers (QIBs) under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities and/ or warrants simultaneously with non-convertible instruments or the date on which the holders of such convertible securities become entitled to apply for Equity Shares. Further, any issuance of Equity Shares/ securities made by way of a QIP shall be at a price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price"). Further, the Board may, in accordance with the applicable laws, offer a discount of not more than 5% or such percentage as permitted under the applicable laws, on the price calculated in accordance with the pricing formula provided under the ICDR Regulations. The price determined for the QIP shall be subject to the appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable.

- The allotment of such Equity Shares shall be completed within a period of 365 days from the date of passing of this special resolution.
- The Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time.
- The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. Furthermore, a minimum of 10% of the eligible securities shall be allotted to mutual funds.
- No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company. The Promoters, members of the Promoter Group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP.
- The Company shall be eligible to make a qualified institutions placement only if none of its promoters or directors is a fugitive economic offender.

As required under SEBI ICDR Regulations and other applicable laws, the Company will be appointing a monitoring agency to monitor the use of proceeds from issue of Equity Shares through QIP by Company till hundred percent of such proceeds have been utilised.

Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them and hence the details of the proposed allottees, the percentage of their post-QIP shareholding, the shareholding pattern of the Company and other relevant details are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee, the absolute discretion and adequate flexibility to determine the terms of the issuance including through a QIP, including but not limited to the identification of the proposed investors and the quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the applicable laws.

Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the subscribed capital of a company by further issue and allotment of shares, such further shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Furthermore, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities only after receipt of prior approval of its members by way of a Special Resolution. Accordingly, in the event the special resolution set out in the accompanying notice is passed by the members, it shall have the effect of authorising the Board (or any committee thereof duly constituted and authorised in this behalf) to offer, issue and allot the eligible securities of the Company to such investors, whether or not they are members of the Company, in one or more tranches, on such terms and conditions as the Board may deem fit in accordance with the applicable law.

The Board considers the proposed issuance to be in the best interest of the Company and therefore recommends the resolution set out at Item No. 4 of the accompanying notice for approval of the members by way of a special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Resolution No. 5

The Company has branch offices in US, UK, Canada and Mexico . It is necessary to appoint Auditors, under the provisions of Sec.143 of the Companies Act 2013 for auditing the accounts of the Branches of the company for the year 2026-2027. Your approval is sought by the proposed resolution to be passed authorizing the Board of Directors of the company to appoint, such person or persons qualified for appointment as Auditor or Auditors of the Company₹s Branch Offices in, USA., UK, Canada and Mexico to examine and audit the accounts for the financial year 2026-2027 on such remuneration, terms and conditions as the Board may deem fit or authorise the Statutory Auditors of the Company to audit the Branch Accounts and comply with the provisions of the Companies Act 2013. None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested in the resolution. The Board recommends the Ordinary resolution set forth in Item No.5 for the approval of the members

REGD. OFFICE
80/2, Lusanne Court,
Richmond Road
Bangalore 560 025

By Order of the Board
For ASM Technologies Limited

Place: Bangalore
Date: July 10, 2026

RABINDRA SRIKANTAN
Managing Director