

## ASM TECHNOLOGIES LIMITED

(CIN L85110KA1992PLC013421)

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Regd. Office: 80/2, Lusanne Court, Richmond Road, Bengaluru- 560025

### POSTAL BALLOT NOTICE

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

**NOTICE** is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force and subject to such other applicable laws and regulations, for seeking approval of the Members of **ASM TECHNOLOGIES LIMITED** ("the Company") for the resolutions proposed to be passed by the Members through Postal Ballot only, through voting by electronic means ("e-voting") as set out hereunder.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") has issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 and Circular No.39/2020 dated 31<sup>st</sup> December, 2020 (Collectively referred to as "MCA Circulars"). In terms of the said MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail address are registered with the Company or the Depository Participant(s) and the communication of assent / dissent on the resolutions will take place through the remote e-voting system only. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Accordingly, in terms of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 and 110 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions are also annexed.

You are requested to peruse the proposed resolutions along with Explanatory Statement annexed and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

#### Resolution proposed:

##### 1. Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company

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

**"RESOLVED THAT** in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹70,00,000/- (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lacs) equity shares of ₹ 10/- (Rupees Ten only) each to ₹ 1,50,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty lakhs) Equity shares of ₹ 10/- (Rupees Ten only) each by creation of additional 80,00,000 (Eighty Lakhs) equity shares of ₹ 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. The Authorised Share Capital of the Company is ₹ 150,000,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of ₹ 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** the Board of Directors ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

**2. To alter the capital clause 5 of the Article of Association To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013, read with (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association be and is hereby altered by substituting the existing Article 5 thereof with the following new Article 5 as under :

5. The Authorized Share Capital of the Company shall be as contained in Clause V of the Memorandum of Association of the Company, as may be amended from time to time by the Company in accordance with the provisions of the Act.

Subject to the provisions of the Act and these articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them on such terms and conditions and either at a premium, or at par and at such time as they may from time to time think fit.

**3. Issue of Bonus Shares**

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

**"RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, and in accordance with the provisions contained in the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution), consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the securities premium / general reserves of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus shares of ₹ 10/- each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited, on such date (record date) as may be fixed in this regard by the Board, in the proportion of 1: 1 i.e. 1 (one) equity share of Rs.10/- each for every 1 (one) existing equity share held by the shareholders.

**RESOLVED FURTHER THAT** all such new Equity shares as and when issued shall be issued subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari - passu and carry same rights with the existing equity shares of the Company in all respect.

**RESOLVED FURTHER THAT** the allotment of new Equity shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as may be necessary or applicable.

**RESOLVED FURTHER THAT** in case of members who hold shares in dematerialisation form, the equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in case of the members who hold equity shares in physical form, the share certificate(s) in respect of the equity shares shall be dispatched, within such times as prescribed under the law and by the relevant authorities.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorised to take necessary steps for listing of the Equity Shares so allotted at the Stock Exchanges where the securities of the Company is listed as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Laws, Rules and Regulations.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board in its discretion thinks fit and proper.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby further authorized to delegate all or any of the powers conferred by this resolution on it, to any committee or sub-committee of Directors or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolutions, with the power to such committee/ subcommittee of the Board to further delegate all or any of its powers/ duties to any of its members."

**By Order of the Board**

**Place : Bengaluru**  
**Date : 30<sup>th</sup> December 2020**

**Vanishree Kulkarni**  
**Company Secretary**

**Regd. Office :**  
80/2, Lusanne Court,  
Richmond Road,  
Bengaluru- 560025

**Notes :**

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on 1st January 2020 the cut-off date.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.asmltd.com>, websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com>.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.

**Members may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose of receiving shareholder communications during the calendar year 2020 and the Members may update their email address by accessing the link <https://www.asmltd.com/investor-relationships/>**

5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 1<sup>st</sup> of January 2021** will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Friday, 1<sup>st</sup> of January 2021**. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by KFintech. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on **Thursday, 4<sup>th</sup> February 2021** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman, on or before **Saturday, 6<sup>th</sup> February 2021** and will also be displayed on the website of the Company ([www.asmltd.com](http://www.asmltd.com)), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. The resolutions, if passed by the requisite majority shall be deemed to have been passed on **Thursday, 4<sup>th</sup> February 2021** i.e., the last date specified for receipt of votes through the e-voting process.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [compliance.officer@asmltd.com](mailto:compliance.officer@asmltd.com)

**General information and instructions relating to e-voting.**

- i. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. Friday, 1<sup>st</sup> of January 2021 only shall be entitled to avail the facility of e-voting.
- ii. Any shareholder who holds the shares as on the cut-off date i.e., Friday, 1<sup>st</sup> of January 2021, may obtain the User ID and password in the manner as mentioned below:
  - a) If the mobile number of the shareholder is registered against Folio No/DP ID Client ID, the shareholder may send SMS:  
  
MYEPWDE-voting Event Number+Folio No. or DP ID Client ID to +91 9212993399.  
  
Example for NSDL: MYEPWD IN12345612345678  
Example for CDSL: MYEPWD 1402345612345678  
Example for Physical: MYEPWD XXX1234567890

- b) If e-mail address of the shareholder is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the shareholder may click “Forgot password” and enter Folio No. or DP ID Client ID and Permanent Account Number (“PAN”) to generate a password.
  - c) Shareholders may call KFinTech’s toll free number 1-800-3454-001.
  - d) Shareholders may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). If the shareholder is already registered with the KFinTech e-voting platform, such shareholder can use his/her existing User ID and password for casting the vote through e-voting.
- iii. The e-voting facility will be available during the following period:
- a) **Commencement of e-voting: 9 a.m. (IST) on Wednesday, 6<sup>th</sup> of January 2021**
  - b) **End of e-voting: 5 p.m. (IST) on Thursday, 4<sup>th</sup> of February 2021**

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

**iv. Instructions and other information relating to e-voting:**

- A. In case of shareholders receiving an e-mail from KFin Technologies Private Limited [for shareholders whose e-mail addresses are registered with the Company/depository participant(s)]
- a) Launch internet browser by typing the following URL <https://evoting.kfintech.com>.
  - b) Enter the login credentials (i.e. User ID and password). The Event No.+Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.kfintech.com> or send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or contact toll free number 1-800-3454-001 for re-setting the password.
  - c) After entering the above details, click on “Login”.
  - d) You will now reach password change menu, wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0- 9) and a special character (@, #, \$, etc.) The system will also prompt you to 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.
  - e) You need to login again with the new credentials.
  - f) On successful login, system will prompt to select the e-voting event number of ASM Technologies Limited.
  - g) 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 “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. 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.
  - h) Shareholders holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
  - i) Voting must be done for each items of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

- J) You may then cast your vote by selecting an appropriate option and click on “Submit” and also “Confirm” when prompted.
  - k) Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the Resolution(s).
  - l) Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at the e-mail ID: pramod@bmpandco.com . They may also upload the same in the e-voting module under their login. The scanned images of the above mentioned documents should be in the naming format “Corporate Name\_EVENT NO.”
- B. IN CASE OF MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS (INCLUDING MEMBERS HOLDING SHARES IN PHYSICAL FORM), PLEASE FOLLOW THE STEPS FOR REGISTRATION OF E-MAIL ADDRESS AND OBTAINING USER ID AND PASSWORD FOR E-VOTING AS MENTIONED ABOVE AND THE OTHER INSTRUCTIONS PROVIDED BELOW.
- a) If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD E-Voting Event  
  
Number+Folio No. or DP ID Client ID to 9212993399  
  
Example for NSDL - MYEPWD IN12345612345678  
  
Example for CDSL - MYEPWD 1402345612345678  
  
Example for Physical - MYEPWD XXXX1234567890
  - b) If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, on the home page of <https://evoting.kfintech.com> the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c) Please follow all steps from Sl. No. (a) to (l) as mentioned in (A) above, to cast your vote.
  - v. Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently or cast vote again.
  - vi. In case of any query or grievance pertaining to e-voting, shareholders may contact Mr.Sridhar Balamurli, Dy.Manager, KFin Technologies Private Limited at contact No: 040-67161563, e-mail id: sridhar.balamurli@kfintech.com. Further, shareholders may also visit Help & FAQ’s section available at KFinTech’s website <https://evoting.kfintech.com>.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

### Item No. 1, 2 and 3

The Board in its meeting held on 30<sup>th</sup> December, 2020 and subject to the consent of the members of the Company approved the recommended issue of Bonus Equity Shares of ₹10/- (Rupees Ten only) each credited fully paid up to eligible members of the Company in the proportion of 1:1 i.e. 1 (One) new fully paid-up equity shares of ₹10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of ₹10/- (Rupees Ten only) each by capitalising a sum of ₹5,00,00,000/- (Rupees Five Crores Only) out of the Capital Redemption Reserve, General Reserve, Retained Earnings and/or any other permitted reserves/surplus of the Company.

The issue of Bonus Shares is authorised by the Article 180 of the Articles of Association of the Company and shall be made in line with the provisions of Section 63 of the Companies Act, 2013 and other applicable regulations and subject to such approvals, if required from any statutory authorities.

Presently, the Authorised Share Capital of the Company is ₹7,00,00,000/- (Rupees Seven Crores Only) consisting of 70,00,000 (Seventy Lakhs) equity shares of ₹ 10/- (Rupees Ten only) each.

In order to facilitate issue of bonus shares, it is proposed to increase the Authorised Share Capital to ₹ 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of ₹ 10/- (Rupees Ten only) by creation of additional 80,00,000 (Eighty Lakhs) equity shares of ₹ 10/- (Rupees Ten only) each. The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company and Article 5 of the Article of Association of the Company. Further, the Company propose to alter the Article 5 of the Articles of Association in line with clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association and Article 5 of the Article of Association of the Company and issue of bonus equity shares by way of capitalisation of reserves and surplus as aforesaid for the purpose of issue of bonus equity shares requires members' approval in terms of Sections 13, 61 and 63 of the Companies Act, 2013.

Accordingly, resolutions 1, 2 and 3 of this Notice seek Members' approval for increase in authorized share capital and consequential amendments to Memorandum and Articles of Association of the Company and capitalization of the amount standing to the credit of reserves and surplus as aforesaid of the Company for the purpose of issue of bonus equity shares on the terms and conditions as set out in the resolutions.

The Board recommends the resolutions at 1, 2 and 3 for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions No. 1, 2 and 3 of this Notice except to the extent of shares held by them or any concern or company controlled by them in the Company.

By Order of the Board

Place : Bengaluru  
Date : 30.12.2020

Vanishree Kulkarni  
Company Secretary

Regd. Office :  
80/2, Lusanne Court,  
Richmond Road,  
Bengaluru- 560025