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@asmltd.com Website : www.asmltd.com
CIN : L85110KA1992PLC013421 GST No. : 29AABCA4362P1Z9

September 11, 2026

To,
The Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 526433

Dear Sir / Madam,

Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extraordinary General Meeting of Members.

Dear Sir,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the 01/2026-27 Extra-ordinary General Meeting ("**EGM**") of the Company will be held on **Sunday, October 4, 2026, at 10:00 a.m.** (IST) through Video Conferencing ('**VC**') or Other Audio-Visual Means ('**OAVM**'). We are submitting herewith the Notice of Extra-ordinary General Meeting of the Company alongwith explanatory statement, which is sent through electronic mode to the Members of the Company.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolutions as set out in the EGM Notice. The e-voting shall commence on **Wednesday, September 30, 2026, at 9:00 a.m. (IST) and ends on Saturday, October 03, 2026, at 5:00 p.m. (IST).**

The copy of the said EGM Notice is also uploaded on the website of the Company i.e. https://www.asmltd.com/.

We kindly request you to take this intimation on record.

Thanking you.

Yours faithfully,
For **ASM Technologies Limited**
Vanishree Kulkarni
Digitally signed by Vanishree Kulkarni
Date: 2026.09.11 17:57:39 +05'30'

Vanishree Kulkarni
Company Secretary & Compliance Officer
Membership No.: F13306

Encl.: a/a

NOTICE

Notice is hereby given that the 01/2026-27 Extra-Ordinary General Meeting of the Members of **ASM Technologies Limited (CIN: L85110KA1992PLC013421)** will be held on **Sunday, October 04, 2026, at 10:00 a.m. through Video Conferencing/ Other Audio Visual means** to transact the following business in conformity with the regulatory provisions and the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India:

SPECIAL BUSINESS:

ITEM NO. 1: TO OFFER, ISSUE AND ALLOT SECURITIES OF THE COMPANY ON PREFERENTIAL BASIS.

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) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Reserve Bank of India, Ministry of Corporate Affairs, Government of India, the Securities and Exchange Board of India ("SEBI") and provisions of the uniform listing agreement entered into by the Company with BSE Limited, where the shares of the Company are listed ("Stock Exchange" or "BSE"), or any other authority / body and enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to create, offer, issue and allot at an appropriate time, on a preferential basis up to 10,78,974 (Ten Lakh Seventy-Eight Thousand Nine Hundred and Seventy-Four) Equity Shares of face value Rs. 10/- (Rupees Ten only) each ("Equity Shares") at a price of Rs. 4,875/- (Rupees Four Thousand Eight Hundred and Seventy-Five Only) per equity share (including a premium of Rs. 4,865/- per equity share), for an amount up to Rs. 525,99,98,250/- (Rupees Five Hundred Twenty-Five Crore Ninety-Nine Lakh Ninety-Eight Thousand Two Hundred and Fifty Only), payable in cash, to the below mentioned investors ("Proposed Allottees"), at the price determined in accordance with Chapter V of the SEBI ICDR Regulations and on such terms and conditions, as Board may deem fit in its absolute discretion:

Sr. No.	Name of the Proposed Allottees	Category	No. of Equity Shares	Amount (in Rs.)
1.	SBI Mutual Fund through its schemes, i.e.: i. SBI Balanced Hybrid Fund ii. Magnum Equity Ex - Top 100 Long Short Fund iii. SBI Children's Fund - Investment Plan	Non promoter (QIB)	8,22,564	400,99,99,500
2.	SBI Emergent India Fund	Non promoter (QIB)	1,02,564	49,99,99,500
3.	Derive Trading and Resorts Private Limited	Non promoter (Non-QIB)	1,02,564	49,99,99,500
4.	Asha Mukul Agrawal	Non promoter (Non-QIB)	51,282	24,99,99,750
		Total	**10,78,974**	**525,99,98,250**

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations the “Relevant Date” for the purpose of determination of the floor price for the preferential issue of specified Equity Shares is Friday, September 4, 2026, being the date 30 days prior to the date of Extraordinary General Meeting i.e., Sunday, October 4, 2026.

RESOLVED FURTHER THAT all such Equity Shares to be issued and allotted by the Board, shall be subject to provisions of Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respect including dividend and voting rights with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the preferential offer and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the specified securities.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of this preferential issue of Equity Shares be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the allotment shall be completed within a period of 15 days from the passing of special resolution by the members of the Company, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from applicable regulatory authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall be issued in dematerialized form and shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed on BSE where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or any of the Director, or Company Secretary of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including but not limited to issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), negotiate, finalize and entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue), and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in their absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the BSE Limited and utilisation of proceeds of the Preferential Issue, or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to BSE Limited for obtaining of in-principle, listing and trading approval of the Equity Shares, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2: APPOINTMENT OF MS. AMRITA VERMA CHOWDHURY (DIN: 02178520) AS THE NON-EXECUTIVE, INDEPENDENT WOMAN DIRECTOR OF THE COMPANY AND FIXING OF REMUNERATION

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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) or re-enactment thereof for the time being in force, and the Articles of Association of the Company, Ms. Amrita Verma Chowdhury (DIN: 02178520), having Registration No. IDDB-DI-202001-005361 of Director in Independent Director’s Data Bank, and who was appointed as an Additional Director designated as Non-Executive, Independent Woman Director by the Board of Directors with effect from August 31, 2026, on recommendation of the Nomination & Remuneration Committee of the Company and in respect of whom notice under section 160 of the Act has been received from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company, for a term of five (5) years commencing from August 31, 2026 to August 30, 2031 (both days inclusive), and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Section 197, 198 read with Schedule V of the Act and other applicable provisions, Ms. Amrita Verma Chowdhury (DIN: 02178520), shall be entitled to receive remuneration by way of commission or otherwise excluding the siting fees payable for attending the meeting of the Board or Committees thereof, for a sum not exceeding 2% (Two Percent) of the net profits of the Company, cumulatively payable to all the non-executive directors, computed in accordance with Section 198 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 or any statutory amendments thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the tenure of Ms. Amrita Verma Chowdhury, the Company has no profits or its profits are inadequate, the remuneration as stated hereinabove shall be paid to her as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) be and is hereby authorised to perform all such acts, deeds, matters or things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

Registered Office
Off: 80/2 Lusane Court,
Richmond Road,
Bengaluru- 560025

By Order of the Board of Directors
For ASM Technologies Limited

Sd/-
Vanishree Kulkarni
Company Secretary & Compliance Officer
(M No. F13306)

Date: September 9, 2026
Place: Bengaluru

Notes:

1. The Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC/OAVM, without the physical presence of members at a common venue. Accordingly, in compliance with the Circulars, the EGM of the Company is being held through VC. The deemed venue for the EGM shall be Registered Office of the Company.

2. Pursuant to Section 102 of the Companies Act, 2013 ("the Act") and the rules made thereunder, Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws, an explanatory statement setting out material facts and reasons in respect of the business set out under item no. 1 and 2 forms part of this Notice.

3. In line with the Circulars, Notice of the EGM and instructions for e-voting are being sent only by electronic mode to the members of the Company whose email addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA") / Depositories and whose names appear on the Register of Members / list of Beneficial Owners, as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, September 4, 2026, the cut-off date. Any person who is not a member as on the cut-off date should treat this EGM Notice for information purposes only.

4. Notice of the EGM will also be placed on the website of the Company at https://asmltd.com/ and the websites of the stock exchanges where the equity shares of the Company are listed, i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of Kfin Technologies Limited ("KFin") at www.evoting.kfintech.com The Company shall send the physical copy of the Notice of EGM to those members who request for the same at compliance.officer@asmltd.com or einward.ris@kfintech.com

5. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective Depository Participants to receive the Notice of EGM for FY 2025-26 in electronic mode.

6. A member entitled to attend and vote at the EGM 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 EGM is being held through VC, the facility for the appointment of proxies by the members will not be available. Accordingly, the route map, proxy form and attendance slip are not attached to this Notice.

7. Members attending the EGM through VC shall be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.

8. Corporate members intending to authorize their representatives to participate and vote at the EGM are requested to send a certified copy of the Board resolution / authorization letter to the Company by email to compliance.officer@asmltd.com and the Scrutinizer at info@bmpandco.com with a copy marked to einward.ris@kfintech.com.

9. The register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of EGM, i.e. October 04, 2026.

10. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by KFin. Members who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode and for members who have not registered their email addresses is provided in the 'Instructions to vote electronically using KFin e-voting system' section which forms part of this Notice.

11. Members holding shares as on cut-off date, i.e. Friday, September 25, 2026, may cast their votes electronically. The e-voting period commences on Wednesday, September 30, 2026, at 09:00 a.m. (IST) and ends on Saturday, October 03, 2026 at 05:00 p.m. (IST). The e-voting module will be disabled by KFin thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to the shares held by them in the Company as on the cut-off date, i.e. Friday, September 25, 2026. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

12. In case of joint holders, the member whose name appears as first holder in the order of names as per the Register of Members of the Company as on cut-off date i.e. Friday, September 25, 2026, will be entitled to vote at the EGM.

13. The facility for voting during the EGM will also be made available. Members present in the EGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the EGM.

14. Members who would like to express their views or ask questions during the EGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID, No. of shares, PAN, mobile number at compliance.officer@asmltd.com on or before Friday October 2, 2026. Those members who have registered themselves as a speaker will be allowed to express their views, ask questions during the EGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the EGM.

15. The Company has appointed CS Pramod SM (Membership No.: F7834, COP No.: 13784) or in his absence CS Biswajit Ghosh (Membership No.: F8750, COP No.: 8239), partners of M/s. BMP & Co. LLP, a Practicing Company Secretaries firm, Bengaluru as scrutinizers to scrutinize the e-voting process in a fair and transparent manner.

16. The Scrutinizer will submit his report on or before Tuesday, October 6, 2026, i.e. two working days from date of the EGM, to the Chairperson of the Board (the "Chairperson") or to any other person authorized by the Chairperson after completion of the scrutiny of the e-voting (including remote e-voting and voting at EGM). The Scrutinizer's decision on the validity of votes cast will be final. The result declared along with the Scrutinizer's report shall be placed on the Company's website at https://asmltd.com/ and on the website of KFin at www.evoting.kfintech.com. The Company shall simultaneously forward the results to BSE, where the shares of the Company are listed and shall also be displayed on the Notice Board at the Registered Office of the Company.

The Process and Instructions for Remote E-Voting are As Under:

I. Login method for e-voting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process.

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 in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	**A. Users registered for NSDL IDeAS facility:** 1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "**Beneficial Owner**" icon under "**Login**" which is available under **"IDeAS"** section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider **- KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of NSDL: 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the **"Login"** icon, available under the **'Shareholder/Member'** section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider **- KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

	D. NSDL Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede"facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	**A. Existing users who have opted for Easi/Easiest:** 1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see thee-voting Menu. The menu will have links of ESPs. Click on **KFintech** to cast your vote.
	B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of CDSL: 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., **KFintech**.
Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)	1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider- **KFintech** and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.	
Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:	

Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

II. Login method for e-voting for shareholders other than individual shareholders holding securities in demat modeand shareholders holding securities in physical mode

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.
3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
4. After entering the details, click on LOGIN.
5. You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT, i.e., 10246
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.
11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at info@bmpandco.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'

    In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1-800-309-4001 (toll free).

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned under resolution No. 1 & 2 of the accompanying Notice.

ITEM NO. 1: TO OFFER, ISSUE AND ALLOT SECURITIES OF THE COMPANY ON PREFERENTIAL BASIS.

The special resolution contained in Item No. 1 of the notice, has been approved by the Board of Directors at their Meeting held on September 09, 2026, subject to approval of shareholders of the Company and subject to necessary approval(s) and pursuant to the provisions of Section 23, Section 42 and Section 62 (1)(c) of the Companies Act, 2013 read with the applicable rules made thereunder and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, to offer, issue and allot, upto 10,78,974 (Ten Lakh Seventy-Eight Thousand Nine Hundred and Seventy-Four) Equity Shares of face value Rs. 10/- (Rupees Ten only) each ("Equity Shares") at a cash price of Rs. 4,875/- (Rupees Four Thousand Eight Hundred and Seventy-Five Only) per equity share (including a premium of Rs. 4,865/- per equity share) on a preferential basis to the below mentioned allottees:

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares	Amount (in Rs.)
1.	SBI Mutual Fund through its schemes, i.e.: i. SBI Balanced Hybrid Fund ii. Magnum Equity Ex-Top 100 Long Short Fund iii. SBI Children's Fund - Investment Plan	Non promoter (QIB)	8,22,564	400,99,99,500
2.	SBI Emergent India Fund	Non promoter (QIB)	1,02,564	49,99,99,500
3.	Derive Trading and Resorts Private Limited	Non promoter (Non-QIB)	1,02,564	49,99,99,500
4.	Asha Mukul Agrawal	Non promoter (Non-QIB)	51,282	24,99,99,750
		Total	**10,78,974**	**525,99,98,250**

The proposed Preferential Issue shall be made in terms of the provisions of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013. The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Section 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations, 2018.

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with rules made thereunder and Chapter V of the SEBI ICDR Regulations are as under:

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>1</td><td>Particulars of the offer including date of passing of the Board resolution, kind of securities offered, total/maximum number of securities to be issued and the Issue Price</td><td>The Board of Directors of the Company at their meeting held on Friday, September 09, 2026, subject to the approval of the shareholders of the Company and such other approvals as may be required, had approved the issue of 10,78,974 (Ten Lakh Seventy-Eight Thousand Nine Hundred and Seventy-Four) Equity Shares of face value Rs. 10/- (Rupees Ten only) each (“Equity Shares”) at a price of Rs. 4,875/- (Rupees Four Thousand Eight Hundred and Seventy-Five Only) per equity share (including a premium of Rs. 4,865/- per equity share) on a preferential basis, for cash consideration, in the following manner:
<table>
<tr><th>Sr. No.</th><th>Name of the Proposed Allottee</th><th>No. of Equity Shares</th><th>Amount (in Rs.)</th></tr>
<tr><td>1.</td><td>SBI Mutual Fund through its schemes, i.e.:
i. SBI Balanced Hybrid Fund
ii. Magnum Equity Ex - Top 100 Long Short Fund
iii. SBI Children's Fund - Investment Plan</td><td>8,22,564</td><td>400,99,99,500</td></tr>
<tr><td>2.</td><td>SBI Emergent India Fund</td><td>1,02,564</td><td>49,99,99,500</td></tr>
<tr><td>3.</td><td>Derive Trading and Resorts Private Limited</td><td>1,02,564</td><td>49,99,99,500</td></tr>
<tr><td>4.</td><td>Asha Mukul Agrawal</td><td>51,282</td><td>24,99,99,750</td></tr>
<tr><td colspan="2">Total</td><td>10,78,974</td><td>525,99,98,250</td></tr>
</table>
The terms and conditions of the Preferential Issue of Equity Shares are as stated in Resolution No. 1.</td></tr>
<tr><td>2</td><td>Objects of the Preferential Issue</td><td>The Company intends to undertake a capital raise of an amount upto Rs. 525,99,98,250/- through issuance of 10,78,974 equity shares in accordance with applicable law to eligible QIB and Non-QIB investors belonging to Non-promoter category, as stated above, on Preferential basis.

The Company proposes to utilise the proceeds from the proposed fund raising (after adjustment of expenses related to the Issue) (Net Proceeds) in the following manner as may be determined by the Board:</td></tr>
</table>

<table>
<tr><td></td><td></td><td>
<table>
<tr><th>Sl No.</th><th>Purpose for which issue proceeds is proposed to be utilized</th><th>Amount Rs.</th></tr>
<tr><td rowspan="4">1*</td><td>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</td><td>190,24,10,535</td></tr>
<tr><td>ii. Funding inorganic growth, including strategic acquisitions, investments (including through/ in present and/ or future subsidiaries and associate companies) and other business expansion initiatives</td><td>120,15,22,443</td></tr>
<tr><td>iii. Repayment or pre-payment in full or in part of debt availed by the Company and/or its subsidiaries</td><td>34,04,31,359</td></tr>
<tr><td>iv. Funding working capital requirements of the Company and/or its subsidiaries</td><td>50,06,34,351</td></tr>
<tr><td colspan="2">Sub-Total</td><td>394,49,98,688</td></tr>
<tr><td>2</td><td>General corporate purposes (which shall not exceed 25% of the gross funds proposed to be raised)</td><td>131,49,99,562</td></tr>
<tr><td colspan="2">Total</td><td>525,99,98,250</td></tr>
<tr><td colspan="3">*The amounts mentioned in items (i), (ii), and (iii) above shall be interchangeable at the discretion of the Board of Directors of the Company, depending on the business requirements.</td></tr>
</table>
</td></tr>
<tr><td>3</td><td>Relevant Date with reference to which the price has been arrived at</td><td>In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Friday, September 04, 2026, being the date 30 days prior to the date of this Extra-ordinary General Meeting i.e., Sunday, October 04, 2026.</td></tr>
<tr><td>4</td><td>Basis on which the price has been arrived at and justification for the price (including premium, if any) at which the offer or invitation is being made and Name and</td><td>1. The Equity Shares of the Company are listed on BSE Limited and are frequently traded in accordance with the SEBI ICDR Regulations. Hence, the same has been considered in accordance with the SEBI ICDR Regulations for the purpose of computation of the floor price. Accordingly, the floor price in terms of Regulation 164 of the SEBI ICDR Regulations is Rs. 4,864.20/- (Rupees Four Thousand Eight Hundred Sixty-Four and Twenty Paise Only) per Equity Share, being the higher of the following:

a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on BSE, preceding the Relevant Date, is Rs. 3,973.74/- per equity share; or
b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., Rs.</td></tr>
</table>

ASM TECHNOLOGIES LIMITED

80/2, Lusanne Court, Richmond Road, Bangalore - 560 025
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CIN : L85110KA1992PLC013421 GST No. : 29AABCA4362P1Z9

<table>
<tr>
<td></td>
<td>Address of the valuer who performed Valuation/ the price or price band at/within which the allotment is proposed</td>
<td>
4,864.20/- per Equity Share.
Further, Articles of Association of the Company do not provide for any method of determination for valuation of shares which results in Floor Price higher than determined price pursuant to SEBI ICDR Regulations.
Hence, the floor price in terms of Regulation 164 of the SEBI ICDR Regulations shall be Rs. 4,864.20/- (Rupees Four Thousand Eight Hundred and Sixty-Four and Twenty Paise Only) per equity share. The pricing certificate dated September 09, 2026, is issued by M/s. BMP & Co. LLP, Practicing Company Secretaries, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.
However, the Company proposes to issue the aforesaid shares at an Issue Price of Rs. 4,875/- (Rupees Four Thousand Eight Hundred and Seventy-Five Only) per equity share (including a premium of Rs. 4,865/- per equity share) on a preferential basis, for cash consideration. The issue price shall be subject to appropriate adjustments in the cases specified under Regulation 166 of the SEBI ICDR Regulations.
2. Further, the proposed preferential issue shall result in allotment of more than 5% of the post issue fully diluted share capital of the issuer, accordingly, a valuation report from an independent registered valuer in terms of Regulation 166A of the SEBI ICDR Regulations, 2018.
The details of the registered valuer are as follows:
<table>
<tr><td>Name</td><td>Mr. Prejith Ayikara, Registered Valuer having registration no. IBBI/RV/2019/11966</td></tr>
<tr><td>Address</td><td>8-2-334/6, Road No.5, Banjara Hills, Hyderabad, Telangana - 500034</td></tr>
</table>
The said Reports are available at website of the Company at www.asmltd.com
3. Further, the proposed allottees comprise of both Qualified Institutional Buyers (“QIB”) and Non-QIB categories. Pursuant to Regulation 164 of the SEBI ICDR Regulations, a preferential issue of specified securities to QIBs, not exceeding five in number, shall be made at a price not less than the 10 trading days’ volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date. In the present case, the floor price determined for the preferential issue is based on the higher of the prescribed pricing parameters, being the 10 trading days’ volume weighted average price.
</td>
</tr>
</table>

<table>
<tr><td></td><td></td><td>Accordingly, the Equity Shares are being offered to the QIBs at a price higher than the applicable floor price, which is 10 trading days' volume weighted average price, thereby ensuring compliance with the aforesaid regulation.</td></tr>
<tr><td>5</td><td>Amount which the Company intends to raise by way of such securities</td><td>The Company intends to raise an aggregate amount of Rs. Rs. 525,99,98,250/- (Rupees Five Hundred Twenty-Five Crore Ninety-Nine Lakh Ninety-Eight Thousand Two Hundred and Fifty Only), by way of issue of 10,78,974 (Ten Lakh Seventy-Eight Thousand Nine Hundred and Seventy-Four) Equity Shares of face value Rs. 10/- (Rupees Ten only) each ("Equity Shares") at a price of Rs. 4,875/- (Rupees Four Thousand Eight Hundred and Seventy-Five Only) per equity share (including a premium of Rs. 4,865/- per equity share) on a preferential basis, for cash consideration.</td></tr>
<tr><td>6</td><td>Monitoring of Utilization of Funds</td><td>As the issue size exceeds Rs. 100 Crore (Rupees One Hundred Crore only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CARE Ratings Limited, a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").</td></tr>
<tr><td>7</td><td>The class or classes of persons to whom the allotment is proposed to be made</td><td>
<table>
<tr><th>Sr. No.</th><th>Name of the Proposed Allottee</th><th>Category</th></tr>
<tr><td>1.</td><td>SBI Mutual Fund through its schemes, i.e.:
i. SBI Balanced Hybrid Fund
ii. Magnum Equity Ex - Top 100 Long Short Fund
iii. SBI Children's Fund - Investment Plan</td><td>Non promoter (QIB)</td></tr>
<tr><td>2.</td><td>SBI Emergent India Fund</td><td>Non promoter (QIB)</td></tr>
<tr><td>3.</td><td>Derive Trading and Resorts Private Limited</td><td>Non promoter (Non-QIB)</td></tr>
<tr><td>4.</td><td>Asha Mukul Agrawal</td><td>Non promoter (Non-QIB)</td></tr>
</table>
</td></tr>
<tr><td>8</td><td>Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue</td><td>The proposed preferential issue is proposed to be made to non-promoters.

None of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company shall subscribe to the Issue.</td></tr>
<tr><td>9</td><td>Material terms of the</td><td>The material terms of the proposed preferential issue of Equity Shares are stipulated in the special resolution as set out in Item No. 1 of this Notice.</td></tr>
</table>

<table>
<tr><td></td><td>proposed Preferential Issue of the Equity Shares</td><td></td></tr>
<tr><td>10</td><td>Proposed time schedule/ the proposed time within which the allotment shall be completed/ Time frame within which the Preferential Issue shall be completed</td><td>As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of Resolution as provided in Item No. 1, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.</td></tr>
<tr><td>11</td><td>Name of the proposed allottee, class and percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue</td><td>
<table>
<tr><th rowspan="2">Name of Allottee</th><th colspan="2">Pre-Issue Shareholding Structure</th><th rowspan="2">Equity Shares to be allotted</th><th colspan="2">Post Issue Shareholding</th></tr>
<tr><th>No. of shares</th><th>%</th><th>No. of shares</th><th>%</th></tr>
<tr><td>SBI Mutual Fund through its schemes, i.e.:
i. SBI Balanced Hybrid Fund
ii. Magnum Equity Ex - Top 100 Long Short Fund
iii. SBI Children's Fund - Investment Plan</td><td>Nil</td><td>Nil</td><td>8,22,564</td><td>8,22,564</td><td>5.25</td></tr>
<tr><td>SBI Emergent India Fund</td><td>Nil</td><td>Nil</td><td>1,02,564</td><td>1,02,564</td><td>0.65</td></tr>
<tr><td>Derive Trading and Resorts Private Limited</td><td>Nil</td><td>Nil</td><td>1,02,564</td><td>1,02,564</td><td>0.65</td></tr>
<tr><td>Asha Mukul Agrawal</td><td>Nil</td><td>Nil</td><td>51,282</td><td>51,282</td><td>0.33</td></tr>
</table>
The percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue as provided in “Annexure II” to the Notice.</td></tr>
<tr><td>12</td><td>Contribution being made by</td><td>Not Applicable</td></tr>
</table>

<table>
<tr><td></td><td>the promoters or Directors either as part of the offer or separately in furtherance of object</td><td></td></tr>
<tr><td>13</td><td>Principle terms of assets charged as securities</td><td>Not Applicable</td></tr>
<tr><td>14</td><td>Shareholding pattern of the Company before and after the Preferential Issue</td><td>The shareholding pattern of the Company giving the position as on the latest available BENPOS dated September 04, 2026, being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company is provided as “Annexure II” to the Notice.</td></tr>
<tr><td>15</td><td>Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees,</td><td>
<table>
<tr><th>Sl. No.</th><th>Name of the Proposed Allottee</th><th>Category of the Allottee</th><th>Ultimate Beneficial Owner</th></tr>
<tr><td>1.</td><td>SBI Mutual Fund through its schemes, i.e.:
i. SBI Balanced Hybrid Fund
ii. Magnum Equity Ex - Top 100 Long Short Fund
iii. SBI Children's Fund - Investment Plan</td><td>Non-Promoter (QIB)</td><td>-</td></tr>
<tr><td>2.</td><td>SBI Emergent India Fund</td><td>Non-Promoter (QIB)</td><td>-</td></tr>
<tr><td>3.</td><td>Derive Trading and Resorts Private Limited</td><td>Non-Promoter (Non-QIB)</td><td>Mr. Radhakishan S. Damani and Mr. Gopikishan S. Damani</td></tr>
<tr><td>4.</td><td>Asha Mukul Agrawal</td><td>Non-Promoter (Non-QIB)</td><td>-</td></tr>
</table>
</td></tr>
<tr><td>16</td><td>Change in Control or Management, if any, that would occur in the Company</td><td>There shall be no change in the management of the Company pursuant to the aforesaid issue of Equity Shares. However, the percentage of shareholding and voting rights of the existing shareholders of the Company may change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue. The Preferential Issue shall result in the acquisition of more than five per cent of the post-issue fully diluted share capital of the Company and, accordingly, a valuation report from an independent</td></tr>
</table>

SYNERGIC ASM TECHNOLOGIES™ engineering innovation

ASM TECHNOLOGIES LIMITED

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<table>
<tr><td></td><td>consequent to the Preferential Issue</td><td>registered valuer in terms of Regulation 166A of the SEBI ICDR Regulations, 2018, have been obtained.</td></tr>
<tr><td>17</td><td>Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer</td><td>Not applicable.</td></tr>
<tr><td>18</td><td>Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price</td><td>Save and except the preferential issue as proposed in the resolution no. 1 as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the financial year 2026–2027.</td></tr>
<tr><td>19</td><td>Lock-in Period</td><td>The lock-in requirement shall not be applicable, as the proposed allottees do not have any pre-preferential shareholding in the Company.</td></tr>
<tr><td>20.</td><td>Listing</td><td>The Company will make an application to the Stock Exchange, BSE Limited, at which the existing shares of the Company are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.</td></tr>
<tr><td>21</td><td>The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter</td><td>
<table>
<tr><th>Name of Allottee</th><th>Current Status</th><th>Proposed Status</th></tr>
<tr><td>SBI Mutual Fund through its schemes, i.e.:
i. SBI Balanced Hybrid Fund
ii. Magnum Equity Ex - Top 100 Long Short Fund
iii. SBI Children's Fund - Investment Plan</td><td>Non-Promoter (QIB)</td><td>Non-Promoter (QIB)</td></tr>
<tr><td>SBI Emergent India Fund</td><td>Non-Promoter (QIB)</td><td>Non-Promoter (QIB)</td></tr>
<tr><td>Derive Trading and Resorts Private Limited</td><td>Non-Promoter</td><td>Non-Promoter</td></tr>
</table>
</td></tr>
</table>

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<table>
<tr><td></td><td></td><td></td><td>(Non-QIB)</td><td>(Non-QIB)</td></tr>
<tr><td></td><td></td><td>Asha Mukul Agrawal</td><td>Non-Promoter
(Non-QIB)</td><td>Non-Promoter
(Non-QIB)</td></tr>
<tr><td>22</td><td>Practicing Company Secretary Certificate</td><td colspan="3">The certificate from BMP & Co. LLP, Practicing Company Secretary, having its office at 4th Floor, Aishwarya Sampurna, 79/1, Vanivilas Rd, Basavanagudi, Bengaluru-560004, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations and the same shall be available for inspection by the Members during the Meeting and will also be made available on the Company's website and will be accessible at link: www.asmltd.com.</td></tr>
</table>

Other Disclosures:

a. Neither the Company nor its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the Schedule VI of SEBI ICDR Regulations by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

b. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;

c. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;

d. As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;

e. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so;

f. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

g. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange (i.e., BSE Limited) and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder;

h. The Proposed Allottee have not sold or transferred any Equity Shares, as the proposed allottees do not hold any equity shares;

i. The full preferential allotment consideration shall be payable by the QIB and Non-QIB Allottees on or before the date of the allotment of the Equity Shares in accordance with ICDR Regulations.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares of the Company as specifically described in the resolutions set out at Item No. 1 of this Notice.

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 under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further, in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company to issue Equity Shares on preferential basis.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection on website link www.asmltd.com. Members seeking to inspect such documents can send an email to compliance.officer@asmltd.com. Issue of the said Equity Shares would be well within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2: APPOINTMENT OF MS. AMRITA VERMA CHOWDHURY (DIN: 02178520) AS THE NON-EXECUTIVE, INDEPENDENT WOMAN DIRECTOR OF THE COMPANY AND FIXING OF REMUNERATION

Based on recommendation of Nomination & Remuneration Committee (NRC), the Board of Directors appointed Ms. Amrita Verma Chowdhury as Additional Director designated as Non-Executive, Independent Woman Director of the Company at its meeting on August 31, 2026, whose office shall not be liable to retire by rotation, and who shall hold office for a period/ term of five (5) years i.e. from August 31, 2026 up to August 30, 2031 (both days inclusive) subject to approval of the members.

In terms of the Regulation 17(1)(a), 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), appointment of Ms. Amrita Verma Chowdhury is subject to approval of shareholders of the Company within a period of three months from the date of appointment. It is therefore, proposed to obtain the approval of shareholders in the EGM.

The resolution seek the approval of members for the appointment of Ms. Amrita Verma Chowdhury as Independent Director of the Company including fixed commission payable to her as stated above in the resolution no. 2.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing her candidature for the office of Director.

Ms. Amrita Verma Chowdhury have given her declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, and is not restrained or debarred from acting as Director by virtue of any order passed by SEBI or any such authority and are eligible to be appointed as a Director in terms of Section 164 of the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstances or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties. She have also given her consent to act as Independent Directors of the Company.

Brief Profile:
Ms. Amrita Chowdhury is a technology entrepreneur, global business leader and experienced independent director with three decades of experience across technology, strategy consulting, business transformation, infrastructure, consumer industries and public sector digital platforms. She serves as an Independent Director on the boards of ZF Commercial Vehicle Solutions, Mahindra Lifespace Developers and Nesco, and chairs board committees covering nomination and remuneration, stakeholder relationships and risk management, in addition to serving on audit and CSR committees. Amrita Chowdhury brings a distinctive combination of deep engineering credibility, technology entrepreneurship, global strategy and operating experience, listed-company governance, consumer understanding, public sector transformation and highly developed communication skills. Beginning as a semiconductor engineer at Applied Materials, she contributed to semiconductor manufacturing innovation and became a co-inventor on seven US patents. She subsequently held business and leadership roles at AT Kearney, Harvard Business School, Harlequin India (News Corp) and DY Works (Future Group) across the United States, Australia and India. Her earlier consulting experience included board assessment, strategic alignment and growth advisory for Fortune 100 organizations across mining, automotive, technology, professional services and government sectors. As Director and CEO of Gaia, she leads the development of IoT, AI/ML, automation and digital-platform solutions for enterprises and governments. Her work encompasses smart cities, urban infrastructure, intelligent mobility, transport systems, safe cities, public services and large-scale digital transformation. She has contributed to the design and implementation of national and city-scale platforms and programmes for organizations including Startup India, Invest India, Swachh Bharat, Indian Railways, Airports Authority of India, National Highway Authority of India, Government of Mauritius as well as smart-city initiatives across several Indian cities and townships. She brings a strong understanding of how emerging technologies can improve infrastructure, service delivery, institutional capacity and outcomes. Her expertise lies at the intersection of technology, public policy, risk, governance and sustainability. Amrita is an active contributor to technology and policy discourse. She has co-authored 12 technical papers on semiconductors in refereed international journals and white papers on e-governance, smart cities and design thinking for institutions including NITI Aayog, CII, MeitY and the Department of Telecommunications. She has represented India in government delegations at international innovation forums and is a commentator on business, technology and marketing. Her academic credentials include a B.Tech. from IIT Kanpur, an MS from the University of California, Berkeley, and an MBA from Carnegie Mellon University's Tepper School of Business. Her leadership has been recognized through awards including BRICS CCI Woman Business Leader of the Year, ENQUBE Woman CEO of the Year, Digital Tech CEO of the Year and CII Women Achievers in STEM.

In the opinion of the Board, Ms. Amrita Verma Chowdhury is a person of integrity, possess the relevant expertise / experience and fulfils the conditions specified in the Act and the Listing Regulations for appointment as Independent Directors of the Company. Given her skills and experience, and upon recommendation of NRC, the Board considers it desirable and in the interest of the Company to have Ms. Amrita Verma Chowdhury on the Board of the Company and accordingly the Board recommends her appointment as Independent Director as set out at Item No. 2 for approval by the members by way of Special Resolution.

The letter of appointment of the Independent Director setting out the terms and conditions of appointment are available for inspection by members at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and Public Holidays) up to the last date of e-voting and also would be available for inspection by the members, by writing an email to the Company at compliance.officer@asmltd.com. The additional information required under Regulation 36 of the Listing Regulations, and applicable Secretarial Standards is annexed as Annexure-I.

Further, pursuant to the resolution passed by the shareholders at their meeting held on July 20, 2024, the Non-Executive Directors of the Company are entitled to receive commission of up to 2% of the net profits of the Company, pursuant to Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder. The Non-Executive and Independent Directors contribute significant professional skills and experience across various functional areas, including marketing, technology, business strategy, finance and corporate governance. Accordingly, it is considered appropriate to suitably compensate such Directors for their valuable contribution and services, as well as to attract and retain directors with the requisite skills and experience.

Accordingly, Ms. Amrita Verma shall be entitled to receive commission of a sum not exceeding 2% (Two Percent) of the net profits of the Company, cumulatively payable to all the non-executive directors, computed in accordance with Section 198 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013.

Except Ms. Amrita Verma Chowdhury and/or their relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Registered Office
Off: 80/2 Lusanne Court,
Richmond Road,
Bengaluru- 560025

Date: September 9, 2026
Place: Bengaluru

By Order of the Board of Directors
For ASM Technologies Limited

Sd/-
Vanishree Kulkarni
Company Secretary & Compliance Officer
(M No.: F13306)

Annexure I

Details of Director seeking Appointment

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meetings)

Name of the Director and DIN	Ms. Amrita Verma Chowdhury (DIN: 02178520)
Date of Birth and Age	16-11-1970 / Age 55 years
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	August 31, 2026
Qualifications	Ms. Amrita Verma Chowdhury holds a B.Tech. degree from IIT Kanpur, an MS from the University of California, Berkeley, and an MBA from Carnegie Mellon University's Tepper School of Business.
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Ms. Amrita Chowdhury is a technology entrepreneur, global business leader and experienced independent director with three decades of experience across technology, strategy consulting, business transformation, infrastructure, consumer industries and public sector digital platforms. She serves as an Independent Director on the boards of ZF Commercial Vehicle Solutions, Mahindra Lifespace Developers and Nesco, and chairs board committees covering nomination and remuneration, stakeholder relationships and risk management, in addition to serving on audit and CSR committees. Amrita Chowdhury brings a distinctive combination of deep engineering credibility, technology entrepreneurship, global strategy and operating experience, listed-company governance, consumer understanding, public sector transformation and highly developed communication skills. Beginning as a semiconductor engineer at Applied Materials, she contributed to semiconductor manufacturing innovation and became a co-inventor on seven US patents. She subsequently held business and leadership roles at AT Kearney, Harvard Business School, Harlequin India (News Corp) and DY Works (Future Group) across the United States, Australia and India. Her earlier consulting experience included board assessment, strategic alignment and growth advisory for Fortune 100 organizations across mining, automotive, technology, professional services and government sectors. As Director and CEO of Gaia, she leads the development of IoT, AI/ML, automation and digital-

	platform solutions for enterprises and governments. Her work encompasses smart cities, urban infrastructure, intelligent mobility, transport systems, safe cities, public services and large-scale digital transformation. She has contributed to the design and implementation of national and city-scale platforms and programmes for organizations including Startup India, Invest India, Swachh Bharat, Indian Railways, Airports Authority of India, National Highway Authority of India, Government of Mauritius as well as smart-city initiatives across several Indian cities and townships. She brings a strong understanding of how emerging technologies can improve infrastructure, service delivery, institutional capacity and outcomes. Her expertise lies at the intersection of technology, public policy, risk, governance and sustainability. Amrita is an active contributor to technology and policy discourse. She has co-authored 12 technical papers on semiconductors in refereed international journals and white papers on e-governance, smart cities and design thinking for institutions including NITI Aayog, CII, MeitY and the Department of Telecommunications. She has represented India in government delegations at international innovation forums and is a commentator on business, technology and marketing. Her academic credentials include a B.Tech. from IIT Kanpur, an MS from the University of California, Berkeley, and an MBA from Carnegie Mellon University's Tepper School of Business. Her leadership has been recognized through awards including BRICS CCI Woman Business Leader of the Year, ENQUBE Woman CEO of the Year, Digital Tech CEO of the Year and CII Women Achievers in STEM.
Number of shares held in the Company (self and as a beneficial owner)	Nil
List of directorships held in other public companies (excluding foreign companies)	1. Mahindra Bloomdale Developers Limited 2. Nesco Limited 3. Mahindra Lifespace Developers Limited 4. Mahindra World City (Jaipur) Limited 5. Mahindra Happinest Developers Limited 6. ZF Commercial Vehicle Control Systems India Limited 7. Mahindra World City Developers Limited 8. Mahindra Blossom Developers Limited
Chairman/Member of the Committees of the Boards of the other Public Companies	Chairmanship: 0 Membership: 3

in which he/she is Director (includes only Audit Committee and Stakeholders Relationship Committee)	
Listed entities from which the person has resigned in the past three years	Simmonds Marshall Limited
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Ms. Amrita Verma Chowdhury is not related to any Director of the Company.
Terms and conditions of appointment / reappointment	As provided above in the resolution no. 2 and its explanatory statement
Number of meetings of the Board attended during the year financial year 2025-2026	Not Applicable
Remuneration last drawn in financial year 2025-2026	Not Applicable
Details of remuneration ought to be paid	As provided above in the resolution no. 2 and its explanatory statement
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned above

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ANNEXURE II

Pre-Issue and Post Preferential Issue Shareholding Pattern

Sl No	Category	Pre-Issue Shareholding		Post-Issue Shareholding (adjusted for preferential allotment)	
		No. of Shares	% of Shares	No. of Shares	% of Shares
A	**Promoter's Holding**				
1	**Indian**				
	Individuals	80,12,428	54.92	80,12,428	51.14
	Bodies Corporate	3,77,583	2.59	3,77,583	2.41
	Sub Total	83,90,011	57.51	83,90,011	53.55
2	**Foreign Promoters**	Nil	Nil	Nil	Nil
	Sub Total (A)	**83,90,011**	**57.51**	**83,90,011**	**53.55**
B	**Non-Promoters' holding:**	0	0	0	0.00
1	**Institutional Investors**	1,76,784	1.21	11,01,912	7.03
2	**Non-Institution:**				
	Private Corporate Bodies	1,61,267	1.11	2,63,831	1.68
	Directors and Relatives	Nil	Nil	Nil	Nil
	Indian Public	52,35,342	35.89	52,86,624	33.74
	Others (Including NRIs)	6,25,194	4.29	6,25,194	3.99
	Sub Total (B)	**61,77,965**	**42.49**	**72,77,561**	**46.45**
	Grand Total (A+B)	**1,45,88,598**	**100.00**	**1,56,67,572**	**100.00**