Annexure - E 393

ASM DIGITAL ENGINEERING PRIVATE LIMITED

RMZ NXT, Campus IB, 1st Floor, Mahadevapura Unit 102,
Sonnenahalli Village, KR Puram Hobli, Bangalore - 560066, India,
Tel : +91-80-67139000, Fax : +91-80-67139001, E-mail : info@asmltd.com,
Website : www.asmltd.com CIN : U72900KA2006PTC049744 GST No. : 29AACCC8083G1ZF

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON THE 9TH OF NOVEMBER 2022 AT THE REGISTERED OFFICE OF THE COMPANY 80/2. LUSANNE COURT, RICHMOND ROAD, BANGALORE 560025

Sub No. 4: APPROVAL OF THE MERGER OF ASM DIGITAL ENGINEERING PRIVATE LIMITED (FORMERLY KNOWN AS SEMCON INDIA PRIVATE LIMITED) (WHOLLY OWNED SUBSIDIARY OF ASM TECHNOLOGIES LIMITED) WITH ASM TECHNOLOGIES LIMITED.

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the requisite approval of the shareholders of the Company and subject to approval of the jurisdictional National Company Law Tribunal (NCLT) and other requisite approvals (as may be necessary) being obtained, the consent of the Board of Directors ("**Board**") be and is hereby accorded to the Amalgamation/Merger of **ASM Digital Engineering Private Limited** (hereinafter referred to as the "**Transferor Company**") with its holding Company viz. **ASM Technologies Limited** ("**Transferee Company**") as per the daft Scheme of Amalgamation/Merger of the Transferor Companies with the Company (the "**Scheme**") placed before this Board.

RESOLVED FURTHER THAT the draft Scheme of Amalgamation/Merger of the Transferor Company with the Transferee Company, with effect from "1st April 2023 (Appointed Date)" as defined in the Scheme and also providing for various other matters connected with and/or consequential and/or incidental thereof, submitted before the Board, duly initialed by the Chairman for the purpose of identification, be and is hereby approved, subject to such changes, alterations and amendments as may be required or considered necessary or expedient.

RESOLVED FURTHER THAT the draft of the Report u/s 232(2)(c) of the Companies Act, 2013 duly initialed by the Chairman for the purpose of identification, be and is hereby approved and taken on record by the board of directors of the company and Mr. Rabindra Srikantan, Director or Ms. Vanishree Kulkarni, Company Secretary of the parent company be and are hereby authorized to sign and issue the same on behalf of the Board.

RESOLVED FURTHER THAT the balance sheet and profit and loss account of ASM Digital Engineering Private Limited for the financial year ended 30th September 2022, as placed before the Board, be and is hereby noted.

RESOLVED FURTHER THAT BMP & Co. LLP Company Secretaries, be and are hereby appointed as the legal advisors to advise and act for the Company in relation to the Scheme and represented by CS Pramod S M and/or CS Biswajit Ghosh, be and are hereby severally authorized to represent the Company before the National Company Law Tribunal and other such other regulatory authorities as may be required in connection with the Scheme.

RESOLVED FURTHER THAT the approval of the Board. under section 144 of the Companies Act, 2013, be and is hereby accorded to avail certification & allied services, for the purpose of merging the Transferor Company in to the Transferee Company, from B.K Ramadhyani & Co. LLP. (firm registration number 002878S/ S200021) as decided by board.

NOTARY ARAVIND PATIL G.G. Reg. No. LAW LQC 213-2020 BENGALURU CITY GOVT. OF K

ASM DIGITAL ENGINEERING PRIVATE LIMITED BANGALORE

Vanishree

For ASM DIGITAL ENGINEERING PRIVATE LIMITED

Director

SYNERGIC
ASM
DIGITAL ENGINEERING
engineering innovation

ASM DIGITAL ENGINEERING PRIVATE LIMITED

RMZ NXT, Campus IB, 1st Floor, Mahadevapura Unit 102,
Sonnenahalli Village, KR Puram Hobli, Bangalore - 560066, India,
Tel : +91-80-67139000, Fax : +91-80-67139001, E-mail : info@asmltd.com,
Website : www.asmltd.com CIN : U72900KA2006PTC049744 GST No. : 29AACCC8083G1ZF

RESOLVED FURTHER THAT Mr. Rabindra Srikantan, Director or Ms. Vanishree Kulkarni, Company Secretary of the parent company, be and are hereby severally authorized to do or cause to be done, all acts, deeds, matters and things, as may be necessary to give effect to the Scheme of Amalgamation/Merger, including without limitation the following:

(a) Make appropriate applications, filings (as applicable) and to notify, obtain no-objection or approval (as applicable) from and/or represent before the relevant offices of the concerned Registrar of Companies, relevant National Company Law Tribunal, offices of the relevant Regional Directors, Reserve Bank of India (RBI), Stock Exchanges, Securities and Exchange Board of India (SEBI), Competition Commission of India (CCI) and any other court, tribunal or authority (in India or elsewhere in the world), as required for the purposes of carrying into effect the Scheme.

(b) To finalise finalize the Scheme and make and agree to such alterations and changes to the Scheme as may in their opinion be desirable or expedient including as may be necessary for satisfying the requirements or conditions imposed by the relevant National Company Law Tribunal, Stock Exchanges, SEBI, RBI or any other authority concerned.

(c) Filing of applications with the relevant National Company Law Tribunal or other competent authority seeking directions as to convening or dispensing with the meeting(s) of Equity Shareholders and/or creditors of the Company and where necessary, to take steps to convene and hold such meetings as per the directions of the National Company Law Tribunal.

(d) To seek approval of shareholders and/or creditors and to do all acts, deeds, matters and things as may be considered necessary and expedient in relation to the above, including approving the notice of meetings, convening and conduct of meetings of shareholders and/or creditors and/or such other classes of persons as may be directed by the relevant National Company Law Tribunal, to engage lawyers, scrutinisers and other advisors, and to do all acts and things as may be considered necessary and expedient in this regard.

(e) To Authenticate any document, instrument and record of the Company and to sign all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements etc. which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions (including but not limited to from the relevant National Company Law Tribunal) and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the National Company Law Tribunal or any other authority;

(f) Authorise any executive(s) of the Company to sign all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements etc. which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions (including but not limited to from the relevant National Company Law Tribunal) and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the Courts or any other authority.

NOTARY ARAVIND PATIL G.C. Reg. No. LAW LCL 213-2020 BENGALURU CITY GOVT. OF KARNATAKA

ASM DIGITAL ENGINEERING PRIVATE LIMITED BANGALORE

For ASM DIGITAL ENGINEERING PRIVATE LIMITED

Director

Vanishree

ASM DIGITAL ENGINEERING PRIVATE LIMITED

RMZ NXT, Campus IB, 1st Floor, Mahadevapura Unit 102,
Sonnenahalli Village, KR Puram Hobli, Bangalore - 560066, India,
Tel : +91-80-67139000, Fax : +91-80-67139001, E-mail : info@asmltd.com,
Website : www.asmltd.com CIN : U72900KA2006PTC049744 GST No. : 29AACCC8083G1ZF

(g) To do all acts, deeds, matters and things that may be required and to take all necessary actions and steps as are required for the implementation and consummation of the Scheme in all respects whatsoever and for obtaining the requisite approvals and orders from all concerned authorities (including relevant authorities in India and elsewhere in the world) and the relevant National Company Law Tribunal respectively.

(h) To engage consultants, advocates, practising Company Secretaries, legal experts, solicitors, valuers, or any other professionals or other persons and counsels as may be considered necessary in connection with any aspect relating to the Scheme; and to execute authority letter's, power of attorney, vakalatnama, memorandum of appearance and any other documents with respect thereto.

(i) To settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to these resolutions.

(j) To do all such acts, deeds and things as may be considered necessary and incidental to give complete effect to the Scheme and to this resolution, including for the purposes of effectuating the intent and/or requirements of any of the provisions of the Scheme.

//CERTIFIED TRUE COPY//
ASM DIGITAL ENGINEERING PRIVATE LIMITED

ASM DIGITAL ENGINEERING PRIVATE LIMITED BANGALORE

Rabindra Srikantan
Director, DIN 00024584
Address: Villa No. BE 36, Divyasree 77 East Off old airport Road, Bangalore- 560037

Date: 9th November 2022
Place: Bangalore

NOTARY GOVT. OF KARNATAKA ARAVIND PATIL G.G. Reg. No. LAW LCL 213-2020 BENGALURU CITY

ASM DIGITAL ENGINEERING PRIVATE LIMITED BANGALORE

Vanishree

Annexure - E1 396

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

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON THE 9TH OF NOVEMBER 2022 AT THE REGISTERED OFFICE OF THE COMPANY 80/2. LUSANNE COURT, RICHMOND ROAD, BANGALORE 560025

Sub No. 216/07: APPROVAL OF THE MERGER OF ASM DIGITAL ENGINEERING PRIVATE LIMITED (FORMERLY KNOWN AS SEMCON INDIA PRIVATE LIMITED) (WHOLLY OWNED SUBSIDIARY OF ASM TECHNOLOGIES LIMITED) WITH ASM TECHNOLOGIES LIMITED.

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the requisite approval of the shareholders of the Company and subject to approval of the jurisdictional National Company Law Tribunal (NCLT) and other requisite approvals (as may be necessary) being obtained and based on the recommendation of the audit committee of the Company, the consent of the Board of Directors ("**Board**") be and is hereby accorded to the Amalgamation/Merger of **ASM Digital Engineering Private Limited** (hereinafter referred to as the "**Transferor Company**") with its holding Company viz. **ASM Technologies Limited** ("**Transferee Company**") as per the Scheme of Amalgamation/Merger of the Transferor Companies with the Company (the "**Scheme**") placed before this Board.

RESOLVED FURTHER THAT the draft Scheme as Amalgamation/Merger of the Transferor Company with the Transferee Company, with effect from "1st April 2023 (Appointed Date)" as defined in the Scheme and also providing for various other matters connected with and/or consequential and/or incidental thereof, submitted before the Board, duly initialed by the Chairman for the purpose of identification, be and is hereby approved, subject to such changes, alterations and amendments as may be required or considered necessary or expedient.

RESOLVED FURTHER THAT the draft of the Report u/s 232(2)(c) of the Companies Act, 2013 duly initialed by the Director for the purpose of identification, be and is hereby approved and taken on record by the board of directors of the company and Mr. Rabindra Srikantan, Managing Director or Ms. Vanishree Kulkarni, Company Secretary be and are hereby authorized to sign and issue the same on behalf of the Board.

RESOLVED FURTHER THAT the balance sheet and profit and loss account of ASM Technologies Limited for the financial year ended 30th September 2022, as placed before the Board, be and is hereby noted.

RESOLVED FURTHER THAT BMP & Co. LLP Company Secretaries, be and are hereby appointed as the legal advisors to advise and act for the Company in relation to the Scheme and represented by CS Pramod S M and/or CS Biswajit Ghosh, be and are hereby severally authorized to

NOTARY GOVT. OF KARNATAKA Reg. No. LAW LCL 213-2020 BENGALURU CITY

ASM TECHNOLOGIES LIMITED Bangalore

For ASM TECHNOLOGIES LTD.

Vanishree
Company Secretary

ASM TECHNOLOGIES LIMITED

SYNERGIC ASM TECHNOLOGIES™ engineering innovation

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

represent the Company before the National Company Law Tribunal and other such other regulatory authorities as may be required in connection with the Scheme.

RESOLVED FURTHER THAT the approval of the Board, under section 144 of the Companies Act, 2013, be and is hereby accorded to avail certification & allied services, for the purpose of merging the Transferor Company in to the Transferee Company, from B.K Ramadhyani & Co. LLP. (firm registration number 002878S/ S200021) as decided by board.

RESOLVED FURTHER THAT the report on the merger as tabled before the Board be and is hereby approved and adopted.

RESOLVED FURTHER THAT Mr. Rabindra Srikantan, Managing Director, or any of the Director of the Company or Ms. Vanishree Kulkarni, Company Secretary of the Company, be and are hereby severally authorized to do or cause to be done, all acts, deeds, matters and things, as may be necessary to give effect to the Scheme of Amalgamation/Merger, including without limitation the following:

(a) Make appropriate applications, filings (as applicable) and to notify, obtain no-objection or approval (as applicable) from and/or represent before the relevant offices of the concerned Registrar of Companies, relevant National Company Law Tribunal, offices of the relevant Regional Directors, Reserve Bank of India (RBI), Stock Exchanges, Securities and Exchange Board of India (SEBI), Competition Commission of India (CCI) and any other court, tribunal or authority (in India or elsewhere in the world), as required for the purposes of carrying in.. effect the Scheme.

(b) To finalize the Scheme and make and agree to such alterations and changes to the Scheme as may in their opinion be desirable or expedient including as may be necessary for satisfying the requirements or conditions imposed by the relevant National Company Law Tribunal, Stock Exchanges, SEBI, RBI or any other authority concerned.

(c) Filing of applications with the relevant National Company Law Tribunal or other competent authority seeking directions as to convening or dispensing with the meeting(s) of Equity Shareholders and/or creditors of the Company and where necessary, to take steps to convene and hold such meetings as per the directions of the National Company Law Tribunal.

(d) To seek approval of shareholders and/or creditors and to do all acts, deeds, matters and things as may be considered necessary and expedient in relation to the above, including approving the notice of meetings, convening and conduct of meetings of shareholders and/or creditors and/or such other classes of persons as may be directed by the relevant National Company Law Tribunal, to engage lawyers, scrutinisers and other advisors, and to do all acts and things as may be considered necessary and expedient in this regard.

(e) To Authenticate any document, instrument and record of the Company and to sign all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements etc. which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions (including but not limited to from the relevant National Company Law Tribunal) and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the National Company Law Tribunal or any other authority;

ASM TECHNOLOGIES LIMITED Bangalore

NOTARY ARAVIND PATIL G.C. Reg. No. LAW LCI 213-2020 BENGALURU CITY GOVT. OF KARNATAKA

For ASM TECHNOLOGIES LTD.

Vanishree

Company Secretary

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

(f) Authorise any executive(s) of the Company to sign all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements etc. which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions (including but not limited to from the relevant National Company Law Tribunal) and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the Courts or any other authority.

(g) To do all acts, deeds, matters and things that may be required and to take all necessary actions and steps as are required for the implementation and consummation of the Scheme in all respects whatsoever and for obtaining the requisite approvals and orders from all concerned authorities (including relevant authorities in India and elsewhere in the world) and the relevant National Company Law Tribunal respectively.

(h) To engage consultants, advocates, practising Company Secretaries, legal experts, solicitors, valuers, or any other professionals or other persons and counsels as may be considered necessary in connection with any aspect relating to the Scheme; and to execute authority letter's, power of attorney, vakalatnama, memorandum of appearance and any other documents with respect thereto.

(i) To settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to these resolutions.

(j) To do all such acts, deeds and things as may be considered necessary and incidental to give complete effect to the Scheme and to this resolution, including for the purposes of effectuating the intent and/or requirements of any of the provisions of the Scheme.

(k) To sign the consent affidavits for dispensation of shareholders meeting of ASM Digital Engineering Private Limited and to do such acts deeds necessary to give effect to the above said resolution."

//CERTIFIED TRUE COPY//

ASM TECHNOLOGIES LIMITED

ASM TECHNOLOGIES LIMITED Bangalore

Vanishree

Vanishree Kulkarni

Company Secretary, Membership number A48829

Address: 202 Sonesta Residency, 5th Main Malleshpalya, Bangalore

Date: 9th November 2022

Place: Bangalore

NOTARY ARAVIND PATIL G.C. Reg. No. LAW LCL 213-2020 BENGALURU CITY GOVT. OF KARNATAKA

ASM TECHNOLOGIES LIMITED Bangalore