

**SECRETARIAL COMPLIANCE REPORT OF ASM TECHNOLOGIES LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024**

*[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements),
Regulations, 2015]*

To,
The Members,
ASM Technologies Limited
CIN: L85110KA1992PLC013421
Registered Address: 80/2, Lusanne Court,
Richmond Road, Bangalore – 560025.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices of ASM Technologies Limited (hereinafter referred as 'the listed entity' or 'Company'), having its registered office at 80/2, Lusanne Court, Richmond Road, Bangalore – 560025. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, BMP & Co. LLP, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,



1

BMP & Co. LLP

Regd Office : # 4272, Sapthagiri, 2nd Floor, Vivekananda Park Road, Near Seetha Circle, Girinagar, Bangalore - 560 085.
☎ : 080 26728442, ✉ : biswajit@bmpandco.com, 🌐 : www.bmpandco.com, LLPIN : AAI-4194

for the year ended 31st March 2024 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; - Not Applicable as the Company did not buyback any of its securities during the financial year under review.
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; – Not applicable during the financial year under review.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - Not applicable as the Company has not issued any debt securities during the financial year under review
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”);
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; - Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review; and



- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 – Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review;
 and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. no.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Actions taken by	Type of Action	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The board of directors or head(s) of the organization of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the	Regulation 3 (5) & (6) of PIT Regulations	During the starting the company's structured digital database lacks sufficient internal controls and checks, such as time stamping and audit trails, to ensure the integrity and non-tampering of the	Inspection	Non-monitoring	During the starting the company's structured digital database lacks sufficient internal controls and checks, such as time stamping and audit trails, to ensure the integrity and non-tampering of the database.	None	The Company purchased a new software from KFin Technologies Limited, which was deployed on Company's server on 24th August 2023 for adhering to SDD compliance requirement and from 25th August 2023 the company has implemented necessary measures to ensure absolute compliance with the provisions of Regulation 3(5) and 3(6) of the PIT Regulations.	The Company in compliant with Regulation 3 (5) & (6) of PIT Regulations. The same has been inspected by BSE and confirmed. The Company is committed to taking all necessary measures to adhere to these and other relevant rules and regulations.	



<p>information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.</p>	<p>database</p>								
<p>The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of</p>									



not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.									
---	--	--	--	--	--	--	--	--	--

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. no.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2023 (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	-	The company's structured digital database lacks sufficient internal controls and checks, such as time stamping and audit trails, to ensure the integrity and non-tampering of the database. The company has procured new structured digital database to ensure the integrity and non-	Regulation 3 (5) & (6) of PIT Regulations	-	The Company purchased a new software from KFin Technologies Limited, which was deployed on Company's server on 24th August 2023 for adhering to SDD compliance requirement and from 25th	As on date the company has implemented necessary measures to ensure absolute compliance with the provisions of Regulation 3(5) and 3(6) of the PIT Regulations.



	tampering of the Insider Information from FY 2023-2024.			August 2023 the company has implemented necessary measures to ensure absolute compliance with the provisions of Regulation 3(5) and 3(6) of the PIT Regulations.	
--	---	--	--	--	--

(c) We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks from PCS
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI. 	Yes	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ 	Yes	



	<p>information under a separate section on the website.</p> <ul style="list-style-type: none"> • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 		
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	
5.	<p><u>Details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.</p>	Yes	
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with</p>	Yes	



	confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.		
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Not applicable during the year under review	
13.	<p><u>No additional non-compliances observed:</u></p> <p>No additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.</p>	Yes	



1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For BMP & Co. LLP,
Company Secretaries



A handwritten signature in blue ink, appearing to be "Pramod S M".

Pramod S M
Partner
FCS No: 7834
CP No: 13784

Place: Bangalore
Date: 30th May 2024
PR NO: 736/2020
UDIN: F007834F000499798