



B S S & ASSOCIATES

COMPANY SECRETARIES

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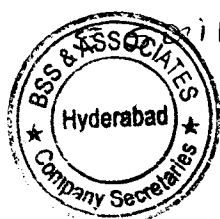
Scrutinizer's Report on Postal Ballot including remote e-voting

[Pursuant Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Pursuant to section 110 of the Companies Act, 2013 and rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To
The Chairman,
MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED,
Plot No. 83 & 84, 2nd Floor, Punnaiah Plaza ,
Road No. 2, Banjara Hills ,
Hyderabad -Telangana-500034.

We, **B S S & Associates**, Company secretaries, Hyderabad, were appointed by the Board of Directors of "**MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED**" ("**the Company**") for the purpose of scrutinizing the remote e-voting process and Physical Postal Ballot in respect of business contained in the Notice dated 10th December, 2018 issued by the company to all its members , in a fair and transparent manner and ascertain the requisite majority on remote e-voting and Physical Postal Ballot carried out, as per the provisions of Section 110 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended], on the resolutions item numbers 1 to 5 as set out in the Notice dated 10th December, 2018 of **MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED**. Accordingly, we submit the report on completion of remote e-voting and physical postal Ballot, as under:-

1. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to remote e-voting and Physical Postal Ballots on the resolutions contained in the notice of the members of the Company. Our responsibility as Scrutinizer for the remote e-voting process and Physical postal ballot is restricted to making Scrutinizer's Report of the Votes cast 'In favour' or 'against'. The resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ('Karvy'), the agency engaged by the Company to provide remote e-voting facility to the members of the company from 9.00 a.m. (IST) on 16th December, 2018 to 5.00 p.m. (IST) on 15th January, 2019. During the process of Voting by electronic means we have been assisted by and have relied upon the secured system provided by Karvy for validation voting by electronic means, after counting the votes cast by Physical Postal Ballots, the reports for voting for each resolute have been generated from the e -voting website of Karvy Computershare Private limited, by unblocking the data after 5.00 PM. On 15th January, 2019 in presence of two witnesses, who were not in the employment of the Company.



2. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through Postal Ballot, on the proposed resolutions was 07th December, 2018.
3. The Postal Ballots, which were incomplete or otherwise found defective were treated as invalid and kept separately.
4. Summary of the e-voting and Postal Ballots are as follows:

a) Resolution 1 (As an Ordinary Resolution)

Appointment of Mr. Venkata Sudhakar Simhadri (DIN: 01883241) as a Director

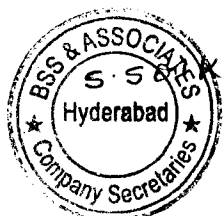
“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Venkata Sudhakar Simhadri (DIN: 01883241), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 26, 2018, and who holds office until the date of the next annual general meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Venkata Sudhakar Simhadri as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company.”

Particulars	Aggregate of physical ballot forms and Electronic Voting	Number of Votes Cast	% of valid Votes
Total Votes received	38	4842843	-
Less: Total number of votes Invalid/abstained	1	1500	-
Total Number of Valid Votes	37	4841343	100
Favour to resolution	25	4795332	99.05
Against to Resolution	12	46011	0.95

b) Resolution 2 (As a Special Resolution)

Appointment of Mr. Venkata Sudhakar Simhadri (DIN: 01883241) as the Managing Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and subject to the approval of Central Government and such other approvals as may be necessary, consent of the members be and is hereby accorded to the appointment of Mr. Venkata Sudhakar Simhadri (DIN: 01883241) as the Managing Director of the Company for a period of 5 years upon the following terms and conditions including remuneration payable to him for a period of 3 (Three) years as recommended by the Nomination & Remuneration



Committee and approved by the Board of Directors, with liberty to the Board of Directors from time to time to alter the said terms and conditions, in such manner as may be agreed to between the Board and Mr. Venkata Sudhakar Simhadri and as may be permissible at law:

a. Period

Five years w.e.f. 26th October, 2018 to 25th October, 2023 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

b. Remuneration

Remuneration is only for a period of Three years i.e. 26th October, 2018 to 25th October, 2021.

i) Fixed Salary: Monthly salary of Rs. 12,00,000 /- (Rupees Twelve Lakhs only) by way of Salary, Dearness Allowance and any other allowances and perquisites with annual or mid-term increments as approved by the Board/Committee of the Board.

ii) Variable Pay: Shall be paid Annual Variable pay of Rs. 24,00,000 /- to the Appointee if the Consolidated operating Revenue exceeds the base operating Revenue by more than 15 %. The Variable pay shall be determined by the Nomination & Remuneration Committee and paid within 30 days from the date, the annual financial results of the Company (on a consolidated basis) are approved by the Board of Directors of the Company.

c. Commission

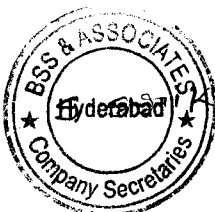
Where the Company has sufficient profits, such percentage of Commission on the net profits of the company be paid in addition to salary and perquisites as may be determined by the Board of Directors of the Company at the end of each financial year; and such percentage of commission together with the salary and perquisites paid during the financial year shall not exceed 5% of the net profits, subject to overall ceilings stipulated in Sections 197 and 198 of the Companies Act, 2013, read with Schedule V of Companies Act, 2013 as amended from time to time.

d. Employment benefits:

During the term of his employment, Mr. Venkata Sudhakar Simhadri will be entitled to participate in the employee benefit plans of the Company including Employee Stock options, medical insurance, personal accidental insurance, employer's contribution to provident fund, contribution to retirement benefits such as contribution to Gratuity fund over and above the amounts mentioned in clause b above."

The aggregate of the remuneration and perquisites in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where, in any financial year, the Company has no profits, or its profits are inadequate, the Company shall pay the above salary and allowances and provide the



perquisites and other amenities as aforesaid to Mr. Venkata Sudhakar Simhadri as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approvals as may be required under law.

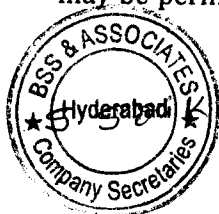
"RESOLVED FURTHER THAT Mr. Suresh Bachalakura, Company Secretary, be and is hereby authorized to make requisite applications seeking necessary approvals permissions etc. and to deal with all Statutory/Regulatory/other Authorities to give effect to the above resolution."

Particulars	Aggregate of physical ballot forms and Electronic Voting	Number of Votes Cast	% of valid Votes
Total Votes received	39	86374582	-
Less: Total number of votes Invalid/abstained	1	1500	-
Total Number of Valid Votes	38	86373082	100
Favour to resolution	26	86327071	99.95
Against to Resolution	12	46011	0.05

c) Resolution 3 (As a Special Resolution)

Approval for MosChip Employees Stock Option Plan 2018 for employees of the Company:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the 'Act'), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI ESOP Regulations'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the circulars /guidelines issued by the Securities and Exchange Board of India ('SEBI'), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as maybe necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board for the formulation and implementation of 'MosChip Employees Stock Option Plan 2018' (the 'ESOP Plan 2018') and for creation, grant, offer, issue and allotment, from time to time and in one or more tranches, stock options not exceeding 10,000,000 (Ten Million) to or for the benefit of (i) such person(s) who are permanent employees of the Company, whether working in India or outside India; (ii) directors of the Company, whether whole- time or not but excluding independent director(s) and; (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from



time to time, but excluding (i) an employee /director who is a promoter or a person belonging to the promoter group and (ii) director(s) who either himself or through his relative(s) or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (the 'Eligible Employees'), which would give rise to the issue of not more than 10,000,000 (Ten Million) equity shares of the face value of Rs. 02 /- (Rupee Two only) each and to provide for grant and subsequent vesting and exercise of stock options by the Eligible Employees at such price and on such terms and conditions as maybe determined by the Board in accordance with the provisions of the ESOP Plan 2018 as summarized in the explanatory statement annexed hereto and in due compliance with the SEBI ESOP Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of equity shares, sale of division/undertaking and others, the ceiling as aforesaid of 10,000,000 (Ten Million) equity shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the ESOP Plan 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the ESOP Plan 2018 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend any of the terms and conditions of the ESOP plan 2018 or terminate ESOP Plan 2018 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose

and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Plan 2018 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the equity shares so issued and allotted under the ESOP Plan 2018 shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the ESOP Plan 2018 on the Stock Exchange, where the equity shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI ESOP Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP Plan 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary including appointment of various intermediaries, advisors, consultants or representatives for effective implementation and administration of the ESOP Plan 2018 as also to make applications to the appropriate authorities for obtaining their requisite approvals as also



to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.

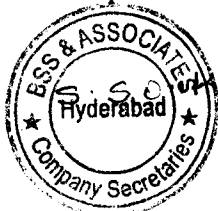
RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents and writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the ESOP Plan 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto."

Particulars	Aggregate of physical ballot forms and Electronic Voting	Number of Votes Cast	% of valid Votes
Total Votes received	39	86374582	-
Less: Total number of votes Invalid/abstained	1	1500	-
Total Number of Valid Votes	38	86373082	100
Favour to resolution	25	86326771	99.95
Against to Resolution	13	46311	0.05

d) Resolution No.4 (As a Special Resolution)

Approval for extending MosChip Employees Stock Option Plan 2018 For employees of the Subsidiaries of the Company:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the 'Act'), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI ESOP Regulations'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the circulars /guidelines issued by the Securities and Exchange Board of India ('SEBI'), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as maybe necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to extend the benefits of 'MosChip Employees Stock Option Plan 2018' (the 'ESOP Plan 2018') referred to in the Special Resolution under Item No. 03 of this Postal Ballot Notice, to or for the benefit of (i) such person(s) who are permanent employees of any subsidiary companies of the Company, whether working in India or outside India; (ii) directors of subsidiary companies of the Company, whether whole-time or not but excluding independent director(s); and (iii) such other employees and persons as may be permitted



under the applicable laws and as may be approved by the Board, from time to time, but excluding (i) an employee/ director who is a promoter or a person belonging to the promoter group; and (ii) director(s) who either himself or through his relative(s) or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (the 'Eligible Employees').

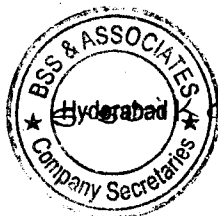
RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, decide upon and bring into effect the ESOP Plan 2018 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend any of the terms and conditions of the ESOP plan 2018 or terminate ESOP Plan 2018 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Plan 2018 and do all other things incidental to and ancillary thereof.

Particulars	Aggregate of physical ballot forms and Electronic Voting	Number of Votes Cast	% of valid Votes
Total Votes received	39	86374582	-
Less: Total number of votes Invalid/abstained	1	1500	-
Total Number of Valid Votes	38	86373082	100
Favour to resolution	25	86326771	99.95
Against to Resolution	13	46311	0.05

e) Resolution No.5 (As a Special Resolution)

To consider and, if thought fit, to pass the following resolution, as a Special Resolution, for change in the name of the Company from 'MosChip Semiconductor Technology Limited' to 'MosChip Technologies Limited' and consequent amendment to Memorandum of Association and Articles of Association of the Company:

"RESOLVED THAT pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from "MosChip Semiconductor Technology Limited" to "MosChip Technologies Limited" or any other name as may be approved by the Central Government, Registrar of Companies, Hyderabad and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.



RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is MosChip Technologies Limited
RESOLVED FURTHER THAT the extant name of the Company wherever appearing in the Memorandum and the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT Mr. Venkata Sudhakar Simhadri, Managing Director or Mr. Suresh Bachalakura, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution."

Particulars	Aggregate of physical ballot forms and Electronic Voting	Number of Votes Cast	% of valid Votes
Total Votes received	39	86374582	-
Less: Total number of votes Invalid/abstained	1	1500	-
Total Number of Valid Votes	38	86373082	100
Favour to resolution	28	86369940	99.996
Against to Resolution	10	3142	0.004

5. The Register, all other papers and relevant records relating to remote e-voting and Postal Ballots shall remain in our safe custody. We shall return them in due course by a separate letter for same for preservation till the resolution is given effect to.

6. You may accordingly declare the result of the voting by Postal Ballot including E-Voting.

Thanking you,

Yours faithfully
For B S S & Associates
Company Secretaries

S. Srikant
S.Srikanth
Partner
C.P. # 7999



Place: Hyderabad
Date: 17.01.2019

Witnesses:
G. Srinivas
1. G.Srinivas

M. Vijayakumar
2. M.Vijayakumar